



3344 Metairie Road
Metairie, Louisiana 70001

December 27, 2017

Dear Shareholder:

You are cordially invited to attend the 2018 annual meeting of the shareholders of Metairie Bank & Trust. The meeting will be held on January 23, 2018 at 9:00 a.m., local time, at the main office of the bank, located at 3344 Metairie Road, Metairie, Louisiana 70001.

Among other items, our Board of Directors is proposing a reorganization that, if approved by our shareholders, will result in Metairie Bank & Trust becoming a wholly-owned subsidiary of a newly-organized bank holding company, MBT Bancshares, Inc., which will, in turn, be owned by our current shareholders. The reorganization involves only a change in the form of ownership of the bank. It does not involve a sale of the bank and will not change your equity or voting interest relative to other shareholders. However, our Board of Directors believes that operating the bank within a holding company structure will provide us certain additional benefits that we do not currently have as a stand-alone bank. If the holding company reorganization is completed, the bank's shareholders will receive one share of holding company stock for every share of bank stock that they own.

The accompanying notice of meeting and proxy statement-offering circular describe the items to be considered and acted upon by the shareholders, including the election of directors and the holding company proposal. Following the formal business of the annual meeting, management will report on our operations during 2017, comment on our outlook for 2018 and take questions from shareholders in attendance.

We hope you will attend the 2018 annual meeting. However, whether or not you plan to attend, please complete, sign, date and return the accompanying proxy card, as soon as possible so that your shares can be voted at the meeting in accordance with your instructions. Returning your proxy will NOT deprive you of your right to attend the meeting, to change or revoke your vote, or to vote your shares in person at the meeting. You will find the procedures to follow if you wish to revoke your proxy or otherwise change your vote on page 3 of this proxy statement-offering circular. **Your vote is very important.**

We look forward to seeing you at the annual meeting.

Very truly yours,

Ron E. Samford, Jr.
Chief Executive Officer and President

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
OF METAIRIE BANK & TRUST**

To Be Held on January 23, 2018

The 2018 annual meeting of shareholders of Metairie Bank & Trust will be held on January 23, 2018 at 9:00 a.m., local time, at the main office of the bank, located at 3344 Metairie Road, Metairie, Louisiana 70001, for the following purposes:

1. To set the number of directors at 10;
2. To elect directors to serve until the 2019 annual meeting of shareholders;
3. To approve the reorganization of Metairie Bank & Trust into a holding company structure by means of a share exchange under the terms of the Agreement and Plan of Share Exchange, dated September 29, 2017, by and between MBT Bancshares and Metairie Bank & Trust; and
4. To transact such other business that may properly come before the meeting or any adjournment or postponement of the meeting.

The Board of Directors has fixed the close of business on December 15, 2017 as the record date for the determination of the shareholders entitled to notice of, and to vote at, the meeting.

Your vote is important. Whether or not you expect to attend the meeting in person, please vote by marking, signing and dating the enclosed proxy card and returning it as soon as possible in the enclosed postage prepaid reply envelope. You may revoke your proxy at any time prior to its use at the meeting.

By Order of the Board of Directors



Ron E. Samford, Jr.
Chief Executive Officer and President

Metairie, Louisiana
December 27, 2017

***Your Vote is Very Important. Whether You Own One Share or Many,
Your Prompt Cooperation in Voting Your Proxy Is Greatly Appreciated.***

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PROXY STATEMENT

This proxy statement-offering circular and the accompanying proxy card are being first mailed to the Bank's shareholders on or about December 27, 2017. This proxy statement-offering circular contains important information for you to consider regarding the matters to be presented at the meeting. Please read it carefully. References in this proxy statement-offering circular to "the Bank" are to Metairie Bank & Trust, unless the context indicates otherwise. References to "you" and "your" are to the shareholder reading this proxy statement-offering circular.

QUESTIONS ABOUT THE ANNUAL MEETING

Q: Why am I receiving this document?

A: This document serves two purposes. First, it serves as a proxy statement for the Bank's 2018 annual meeting of shareholders. Second, it serves as an offering circular relating to the shares of MBT Bancshares common stock that the Bank's shareholders would receive if the holding company reorganization is completed.

Q: Who is soliciting my vote?

A: The Board of Directors is soliciting your vote for the 2018 annual meeting.

Q: What is a proxy?

A: A proxy is a legal designation of another person, the proxy, to vote on your behalf. By completing and returning the enclosed proxy card, you are giving the named proxies, who were appointed by the Bank's Board, the authority to vote your shares in the manner that you indicate on your proxy card.

Q: What does it mean if I receive more than one proxy card?

A: It generally means your shares are registered differently or are in more than one account. Please provide voting instructions for all proxy cards you receive.

Q: Who is entitled to vote at the annual meeting?

A: You are entitled to receive notice of and to vote at the 2018 annual meeting if you owned shares of the Bank's common stock at the close of business on December 15, 2017, the record date for the meeting.

Q: How many votes can be cast by all shareholders?

A: As of December 15, 2017, there were 2,043,543 shares of common stock outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter presented.

Q: What is the difference between a "shareholder of record" and a "street name" holder?

A: These terms describe how your shares are held. If your shares are registered directly in your name in the Bank's stock records, you are considered the "shareholder of record" with respect to those shares, and these proxy materials are being sent directly to you by the Bank. If your shares are held in a brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in "street name," and these proxy materials are being forwarded to you by your broker, bank or nominee, who is considered the shareholder of record with respect to those shares.

Q: How do I vote my shares?

A: If you are a "shareholder of record," you may vote by completing and returning the enclosed proxy sheet or by voting in person at the meeting. The Bank encourages you to attend the meeting, and voting by proxy will not affect your right to attend the meeting and vote in person. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the meeting so that the Bank can transact

business, the Bank urges you to register your vote by proxy as promptly as possible. Your prompt response will help reduce proxy solicitation costs. Please refer to the specific instructions set forth on the enclosed proxy card.

If you hold your shares in “street name,” your broker, bank, trustee or nominee will provide you with materials and instructions for voting your shares.

Q: What if I do not vote for some of the matters listed on my proxy card?

A: If you vote by proxy, your proxy will be voted in accordance with your instructions. However, if you return a signed proxy without indicating your vote on one or more proposals, your proxy will be voted in accordance with the recommendations of the Board as to those proposals for which no vote is indicated.

Q: Can I vote in person at the meeting?

A: If you are a “shareholder of record,” you may vote your shares in person at the meeting. If you hold your shares in “street name,” you must obtain a proxy from your broker, bank, trustee or nominee, giving you the right to vote the shares at the meeting.

Q: What am I being asked to vote on?

A: At the annual meeting, you will be asked:

- To approve a proposal to set the number of directors at 10;
- To elect directors to serve until the 2019 annual meeting of shareholders; and
- To approve a proposal to reorganize Metairie Bank & Trust into a bank holding company structure.

Q: What are my choices when voting?

A: Proposal to Set the Number of Directors at 10 (Item One). You may vote “FOR” or “AGAINST,” or you may “ABSTAIN” from voting on, the proposal.

Election of Directors (Item Two). You may vote “FOR” or “AGAINST” each director nominee, or you may “ABSTAIN” from voting on a director nominee.

Holding Company Proposal (Item Three). You may vote “FOR” or “AGAINST,” or you may “ABSTAIN” from voting on, the proposal.

Q: How does the Board of Directors recommend that I vote my shares?

A: The Board of Directors recommends a vote “**FOR**” the proposal to set the number of directors at 10, “**FOR**” the election of each of the 10 director nominees and “**FOR**” the holding company proposal.

Q: How many votes must be present to hold the annual meeting?

A: A majority of the Bank’s issued and outstanding shares as of the record date, or 1,021,772 shares, must be present at the annual meeting in order to conduct business. This is called a “quorum.” Your shares will be counted as present at the annual meeting if you are present and vote in person at the annual meeting or a proxy card has been properly submitted by you or on your behalf.

Q: Do I have the right to cumulate my votes in the election of directors?

A: No.

Q: How are withheld, abstentions and broker non-votes treated?

A: If you abstain from voting with respect to the election of some or all of the director nominees, or the other proposal, your shares will not be voted with respect to those items. However, your shares will be counted for purposes of determining whether there is a quorum. A broker “non-vote” occurs when the beneficial owner of shares held in a brokerage account fails to instruct his or her broker as to how to vote the shares on a particular proposal for which the broker does not have discretionary voting power. Broker non-votes are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the annual meeting. However, they are not included as a vote “FOR” or “AGAINST” the proposal.

Abstentions and broker non-votes will have no effect on the outcome of the proposal to set the number of directors at 10 or the election of directors. However, if you abstain from voting or fail to direct your broker as to voting on the holding company proposal, it will have the same effect as a vote “AGAINST” the proposal because the holding company proposal must be approved by the holders of at least two-thirds of the Bank’s issued and outstanding shares.

Q: Will my broker vote my shares for me if I do not return my voting instructions to my broker?

A: Brokers do not have the authority to vote shares held in brokerage accounts in connection with the election of directors or certain other non-routine items, such as the holding company proposal, unless they have received instructions from their clients. Accordingly, if your shares are held in a brokerage account and you fail to instruct your broker how to vote your shares, your shares will not be voted with respect to the proposals to be considered at the annual meeting.

Q: Can I change or revoke my vote after I have mailed in my proxy card?

A: You may change your vote or revoke your proxy by doing one of the following:

- by attending the meeting and voting your shares in person;
- by delivering a written notice of revocation to the Bank’s Secretary that is received prior to the meeting, stating that you revoke your proxy; or
- by delivering a later-dated proxy that is received prior to the meeting in accordance with the instructions included on the proxy card.

Q: What vote is required to approve each item?

A: Proposal to Set the Number of Directors (Item One). This proposal will be adopted if approved by a majority of the votes cast.

Election of Directors (Item Two). The nominees receiving the majority of the votes cast will be elected to the Board of Directors.

Holding Company Proposal (Item Three). This proposal will be adopted if the holders of at least two-thirds of the Bank’s issued and outstanding shares vote “FOR” the proposal.

Q: What do I need to bring to the annual meeting and when should I arrive?

A: To be admitted to the annual meeting, you must present proof of your stock ownership as of the record date. If your shares are held in the name of a bank, broker or other holder of record, a brokerage statement, letter, or proxy from your bank or broker is an example of proof of ownership. Any holder of a proxy from a shareholder must present the proxy card, properly executed, to be admitted. Shareholders and proxy holders may also be required to present a form of photo identification, such as a driver’s license.

Seating at the annual meeting will be limited. In order to ensure that you are seated by the commencement of the annual meeting at 9:00 a.m. on January 23, 2018, the Bank recommends you arrive early. If you have any further questions about voting your shares or attending the meeting, please call the Bank's Vice President, Dawn Farrell at (504) 834-6330.

Q: Could other matters be decided at the annual meeting?

A: The Bank knows of no other matters that will be considered at the annual meeting. If any other matters arise at the annual meeting that are properly presented at the meeting, including a proposal to postpone or adjourn the meeting, the proxies will be voted at the discretion of the proxy holders.

Q: What happens if the meeting is postponed or adjourned?

A: Your proxy will still be good and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted.

QUESTIONS ABOUT THE HOLDING COMPANY REORGANIZATION

Q: What is a bank holding company?

A: A bank holding company is a state chartered corporation that controls the common stock of a bank. In this case, if the holding company reorganization is completed, MBT Bancshares would own 100% of the outstanding capital stock of the Bank, and the Bank's current shareholders would own MBT Bancshares.

Q: Why does the Bank need a bank holding company?

A: The Board believes that operating within a holding company structure will, among other things, facilitate the acquisition of related businesses as opportunities arise; enhance the Bank's access to capital resources designed to support its growth and the regulatory capital condition; provide the Bank with greater operating flexibility than it enjoys on a stand-alone basis; improve the Bank's ability to diversify its activities and operations; and enhance the Bank's ability to remain competitive in the future with other companies in the financial services industry that are organized in a holding company structure. Approximately 85% of the financial institutions in the United States are organized in holding company structures.

Q: Does this mean that the Bank is being sold?

A: No. The holding company reorganization involves only a change in the form of ownership of the Bank. It does not involve a sale of the Bank and will not change your equity or voting interest relative to other shareholders. If the holding company reorganization is completed, you will receive one share of MBT Bancshares common stock for every share of Bank common stock that you own. As a result of the transaction, you will own MBT Bancshares, and MBT Bancshares will own the Bank.

Q: How will the holding company reorganization be effected?

A: The holding company reorganization is expected to be effected by means of a statutory share exchange. In a share exchange, shareholders of one company exchange their shares for stock in another company. In this case, shareholders of the Bank would be exchanging their shares for common stock in MBT Bancshares, the proposed holding company.

Q: Who are the parties to the proposed transaction?

A: *Metairie Bank & Trust.* The Bank is a locally-owned, independent Louisiana state chartered bank that was organized in 1947. The Bank operates from its main office located in Metairie, Louisiana and from eight branch offices located in Metairie, Covington and Mandeville, Louisiana.

MBT Bancshares. MBT Bancshares is a Louisiana corporation that has been formed to become a bank holding company for the Bank, subject to shareholder and regulatory approval.

Q: What are the basic terms of the holding company reorganization?

A: If the reorganization is completed:

- MBT Bancshares will own all of the issued and outstanding shares of Bank common stock.
- Each share of Bank common stock will be automatically converted into the right to receive one share of MBT Bancshares common stock.

Q: Am I entitled to dissenters' rights?

A: If the share exchange is effected upon the approval of the holders of less than 80% of the Bank's outstanding common stock, you may dissent from the share exchange by following the procedures set forth in Section 376

of the Louisiana Banking Law and receive the fair cash value of your shares of common stock. A copy of Section 376 is attached as Appendix B to this proxy statement-offering circular.

Q: Will the Bank's day-to-day operations be affected by the holding company reorganization?

A: The Bank anticipates that the holding company reorganization will have no effect on its operations, which would continue in the same manner as the Bank now conducts them. The reorganization will not result in any changes to the Bank's Board of Directors or management team.

Q: Are there risks I should consider in deciding whether to vote for the holding company reorganization?

A: Yes. In evaluating the holding company reorganization, you are urged to carefully review the section titled "*Special Considerations and Risk Factors*," beginning on page 7, for a further discussion of certain risks involved with the reorganization.

Q: Who else must approve the holding company proposal?

A: In addition to shareholder approval, the following regulatory approvals must be obtained:

- the Board of Governors of the Federal Reserve System must approve MBT Bancshares' application to become a bank holding company; and
- the OFI must approve the Bank's application to reorganize into a bank holding company structure.

The Bank expects, but cannot assure you, that all regulatory approvals will ultimately be obtained.

Q: When will the holding company reorganization be completed?

A: The Bank is working to complete the reorganization during the first quarter of 2018, but cannot assure you when or if it will occur. The Bank must first obtain the approvals noted above.

Q: What are the tax consequences of the reorganization to me?

A: Unless you exercise dissenters' rights in connection with the reorganization, the Bank expects that the reorganization will be tax-free to you for federal income tax purposes. If you exercise dissenters' rights, you will likely recognize taxable gain or loss upon your receipt of cash. You should consult with your own tax advisor to determine the particular tax consequences of the reorganization that are applicable to you.

Q: May the share exchange agreement be amended or terminated?

A: Yes. The share exchange agreement may be amended or terminated at any time before the transaction is completed upon the mutual written consent of the Boards of Directors of the Bank and MBT Bancshares. With certain exceptions, additional shareholder action is generally not required.

Q: Should I send in my stock certificates now?

A: Do not send in your stock certificates now. When the reorganization is completed, you will receive written instructions for use in exchanging your Bank stock certificates for MBT Bancshares stock certificates.

SPECIAL CONSIDERATIONS AND RISK FACTORS

An investment in a financial institution, such as the Bank, involves significant risks. These risks derive primarily from the financial institutions industry, the manner in which financial institutions operate, and the national economy, generally, and the Bank's operations, financial condition, local economy, competition and similar factors, more specifically. Because, initially following the reorganization, the Bank would represent the only material asset of MBT Bancshares, and its only source of income and profits, MBT Bancshares believes that all of the risks of a direct investment in the Bank would continue to apply in all material respects to an investment in MBT Bancshares.

The following risk factors summarize what MBT Bancshares believes are the additional risks associated with the Bank's reorganization into a holding company structure and derive primarily from operating with a holding company structure. In addition to the other information contained in, or referenced by, this proxy statement-offering circular, you should carefully consider the risks described below before deciding how to vote your shares. You should not assume that these risks are the only factors that could affect the future performance of MBT Bancshares or the Bank.

MBT Bancshares will rely heavily on the Bank's profitability, and from dividends from the Bank, to satisfy its obligations.

Initially following the reorganization, MBT Bancshares will conduct no material activities other than those incidental to holding the Bank's common stock and will have no material assets, other than the Bank's common stock. MBT Bancshares' principal source of funds to cover its operating expenses, service any holding company debt or pay any dividends on its common stock will be dividends paid to MBT Bancshares by the Bank. As a result, MBT Bancshares will rely heavily on the Bank's profitability to satisfy its obligations. Numerous factors impact the Bank's profitability. In addition, as is presently the case, numerous laws and regulations limit the Bank's ability to pay dividends without regulatory approval. All of these factors could impair the ability of MBT Bancshares to satisfy its obligations, which could have a material adverse effect on its financial condition, results of operations or prospects.

MBT Bancshares has the ability to incur debt and pledge its assets, which would include its stock of the Bank, to secure that debt.

MBT Bancshares will have more flexibility than the Bank has, as a Louisiana state bank, to incur debt and pledge its assets as security for such debt. Generally speaking, MBT Bancshares would not be required to obtain regulatory approval to incur holding company debt and pledge its ownership interest in the Bank as collateral. Any debt that MBT Bancshares may incur, whether secured or unsecured, would be senior to the shares of common stock that you would own. As a result, in general, MBT Bancshares would have to service any debt obligations before it could pay any dividends on its common stock and, in the event of bankruptcy, dissolution or liquidation, the holders of any outstanding debt would be satisfied in full before any distributions could be made to the holders of common stock. In addition, in the event that shares of Bank stock were pledged as collateral for the indebtedness, MBT Bancshares' failure to service its obligations could result in a foreclosure on the collateral. As discussed above, dividends from the Bank are expected to represent the primary source of MBT Bancshares' income. Accordingly, an event of foreclosure would significantly impair MBT Bancshares' financial condition, results of operations or prospects. MBT Bancshares has no present plans to incur debt, although any future decision with respect to holding company indebtedness would be in the discretion of its Board of Directors.

MBT Bancshares may be required to commit capital resources to support the Bank.

The Federal Reserve expects a bank holding company to act as a source of financial and managerial strength to a subsidiary bank and to commit resources to support the subsidiary bank. Under the "source of strength" doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to such a subsidiary bank. This "source of strength" doctrine was codified by the Dodd-Frank Act. Federal banking regulations also require bank holding companies to guarantee capital restoration plans of "undercapitalized" financial institution subsidiaries and to pledge holding company assets under certain circumstances. As a result, MBT Bancshares could be required to provide financial assistance to the Bank, or any other subsidiary bank that it may own in the future, in the event of financial distress to the subsidiary bank. A capital injection may be required at a time that MBT Bancshares does not have the resources to provide it or when it would otherwise not elect to do so for sound

business reasons. In the event that MBT Bancshares did not have the available capital resources, it may be unable to raise the additional capital on acceptable terms or at all, which could have a material adverse effect on its financial condition, results of operations or prospects.

The Bank cannot assure you that the reorganization into a bank holding company structure will enable it to compete more effectively or operate more profitably than as a stand-alone bank.

Although the Bank believes that the enhanced opportunities available to the Bank under the holding company structure will strengthen its overall organization and improve long-term operating results and profits, the Bank cannot assure you that this will happen. Among other things, the Bank may not accurately predict or fully appreciate the effects of these enhanced opportunities and any difficulties the Bank might face in implementing its strategies. The Bank's strategies and expectations for future opportunities under the holding company structure could also be negatively impacted, or even outweighed, by external factors either within or outside of its control. The Bank cannot assure you that the reorganization will result in a stronger or more profitable organization than it could have been if the reorganization had not occurred and it continued to operate under its historical stand-alone structure.

ITEM ONE - PROPOSAL TO SET THE NUMBER OF DIRECTORS

The Bank's bylaws provide for a Board of Directors consisting of such number of directors, not less than 5 nor more than 15, as the shareholders of the Bank may establish at each annual meeting of shareholders. The Board of Directors currently consists of 10 persons, and the first item for the consideration of the shareholders at the annual meeting will be a proposal to set the number of directors at 10 for the upcoming year.

Vote required

If a quorum is present at the meeting, the proposal will be adopted if approved by a majority of the votes cast. If you return a proxy, but fail to indicate your vote with respect to the proposal, the persons named in the enclosed proxy will vote "FOR" the proposal to set the number of directors at 10 in accordance with the Board's recommendation.

<p>The Board of Directors recommends that shareholders vote "FOR" the proposal to set the number of directors at 10.</p>

ITEM TWO - ELECTION OF DIRECTORS

The Bank's bylaws provide that each director holds office until the next annual meeting of shareholders or until his successor has been duly elected and qualified. The Board of Directors has nominated the following 10 individuals to serve as directors: Manuel F. Blanco, Robert A. Caplan, Christopher E. Dodge, Maynard B. Dodge, Sharon A. Perlis, Ronald E. Samford, Jr., Christopher A. Sarpy, Reginald H. Smith, Jr., Richard C. Stanley, and Cynthia D. Teague. Each of the nominees has been previously elected by the shareholders and has agreed to serve as a director, if elected, for an additional term. If any of the nominees should become unable to serve as a director, the Board of Directors may designate a substitute nominee. In that case, the persons named on the proxy card as proxies may vote for the substitute nominee or nominees recommended by the Board of Directors. The Bank has no reason to believe that any of the 10 nominees for election named below will be unable to serve.

Vote required

If a quorum is present at the meeting, the nominees receiving the majority of the votes cast will be elected to the Board of Directors. If you return a proxy, but fail to indicate your vote with respect to the election of directors, the persons named in the enclosed proxy will vote to elect the nominees as directors. The nominees have indicated a

willingness to serve, if elected, but if any nominee should be unable or unwilling to serve, proxies may be voted for a substitute nominee designated by the Board of Directors.

The Board of Directors recommends that shareholders vote “FOR” the election of the 10 persons nominated by the Board to serve as directors.

ITEM THREE - HOLDING COMPANY REORGANIZATION PROPOSAL

General

The Board of Directors and management of the Bank have determined that it is the best interests of the Bank and its shareholders to reorganize into a bank holding company structure. They believe that operating within a bank holding company structure provides the Bank with greater corporate flexibility, and presents certain additional benefits, as compared to operating as a stand-alone bank. In furtherance of the reorganization, MBT Bancshares has been incorporated under the laws of the State of Louisiana for the purpose of becoming a bank holding company, and the Boards of Directors of MBT Bancshares and the Bank have adopted and approved the share exchange agreement.

MBT Bancshares has filed an application with the Federal Reserve Bank of Atlanta for prior approval to become a bank holding company, and the Bank has filed an application with the Louisiana Office of Financial Institutions to reorganize into a holding company structure. Assuming the receipt of all required regulatory approvals, to complete the reorganization, the shareholders of the Bank must approve the holding company proposal at the annual meeting by the affirmative vote of at least two-thirds of the issued and outstanding shares of common stock of the Bank.

Structure of transaction

The reorganization has been structured as a statutory share exchange under Section 1-1101 *et seq.* of the Louisiana Business Corporation Act and Section 352.1 of the Louisiana Banking Law. As a result of the transaction, MBT Bancshares would acquire all of the issued and outstanding shares of the common stock of the Bank and become a bank holding company, and persons who were shareholders of the Bank immediately prior to the transaction would own all of the issued and outstanding shares of common stock of MBT Bancshares. As a result of the transaction, each share of common stock of the Bank (except those as to which dissenters' rights were properly exercised) would be automatically converted into the right to receive one share of MBT Bancshares common stock. For example, if you owned 10,000 shares of common stock of the Bank immediately prior to the reorganization, you would be entitled to receive 10,000 shares of MBT Bancshares common stock as a result of the reorganization.

If the share exchange is effected upon the approval of the holders of less than 80% of the outstanding Bank stock, you may dissent from the share exchange by following the procedures set forth in Section 376 of the Louisiana Banking Law (La. Rev. Stat. § 6:376) and receive the fair value of your shares of Bank stock. For more information regarding your right to dissent from the share exchange, please read the section entitled “– *Dissenting shareholders*,” beginning on page 13. The Bank has also included a copy of Section 376 of the Louisiana Banking Law as Appendix B to this proxy statement-offering circular.

The holding company reorganization could be restructured by the parties for regulatory, corporate or other reasons. However, shareholder approval would be required for any modification or amendment that changes the amount or kind of consideration that you would receive for your shares of stock as a result of the reorganization.

Background of and reasons for the holding company reorganization

A bank holding company is an entity that owns and controls a bank. As a result of the holding company reorganization, MBT Bancshares would own all of the issued and outstanding shares of the Bank and become a bank holding company with respect to the Bank. In turn, the shareholders of the Bank would own all of the issued and outstanding shares of MBT Bancshares.

The Board of Directors of the Bank has determined that the establishment of MBT Bancshares as a bank holding company is in the best interests of the Bank and its shareholders for several reasons. The Board believes that operating within a holding company structure will, among other things, facilitate the acquisition of related businesses as opportunities arise; enhance the Bank's access to capital resources designed to support its growth and the regulatory capital condition; provide the Bank with greater operating flexibility than it enjoys on a stand-alone basis; improve the Bank's ability to diversify its activities and operations; and enhance the Bank's ability to remain competitive in the future with other companies in the financial services industry that are organized in a holding company structure. Neither MBT Bancshares nor the Bank has any present plans to take advantage of any specific acquisition opportunity following the holding company reorganization. However, as a result of the holding company structure, MBT Bancshares may be in a position to take advantage of opportunities not otherwise available to the Bank, and the Bank may be in a position to more efficiently respond to opportunities presented to it.

The Board believes that operating within a holding company structure may provide several specific advantages as opposed to operating in the Bank's current structure, including:

- Expansion opportunities. In addition to seeking opportunities for organic growth within its markets, a principal means by which banking organizations seek to create long-term shareholder value and growth is through strategic acquisitions. Using a bank holding company to acquire or charter additional banks presents several advantages as opposed to using a stand-alone bank. For example, a holding company has the option to acquire a bank and merge it with a subsidiary bank, operating it as a branch, or the holding company may keep the acquired bank and operate it independently. A stand-alone bank may only acquire another bank through a merger or purchase of assets and must operate the target association as a branch. This structure often presents tax and corporate disadvantages as compared to doing an acquisition through a holding company. In addition, because the Louisiana Banking Law does not permit a Louisiana state bank to acquire a Louisiana bank holding company through a merger transaction, and since most Louisiana banks are organized within a bank holding company structure, continuing to operate as a stand-alone bank would be expected to create additional legal complexities and costs with respect to any acquisition opportunities that may be considered by the Board of Directors in the future.
- Meeting capital needs. A bank holding company can borrow money to raise capital for its subsidiaries without diluting or otherwise altering the relative stock ownership of its shareholders. Generally, the indebtedness would be serviced by the holding company with distributions from the Bank. As a result MBT Bancshares would have greater flexibility to support the capital and regulatory condition of the Bank when and if needed or required by regulatory authorities.
- Corporate flexibility. Operating within a holding company structure is expected to better prepare the Bank to respond more flexibly and efficiently to future changes in the laws and regulations governing banks and bank-related activities or future changes in the way in which those laws and regulations are interpreted or administered. Moreover, as opportunities may arise for bank holding companies that are not available to banks, a holding company structure may also allow the organization to take advantage of future opportunities that may not otherwise be available in a stand-alone financial institution structure.
- Diversification. The Bank Holding Company Act provides that certain bank-related services may be provided by a bank holding company or its subsidiaries. For example, a bank holding company or its subsidiaries may engage in mortgage financing, loan servicing, asset management servicing and collection activities, securities brokerage services, financial and investment advisory activities, trust activities and other fiduciary functions, personal or real property leasing and data processing services. A bank holding company or its subsidiaries may also be authorized to act as an insurance agent or broker, to underwrite and provide certain types of insurance, to participate in loans in excess of a subsidiary's lending limits, and to own real property for the present or future use of its subsidiaries. Federal legislation has expanded the activities permissible for bank holding companies that qualify as financial holding companies. Although many of these activities may also be legally provided by a bank, management believes that the operating within a holding company structure will provide significantly greater flexibility with respect to the Bank's ability to engage in additional services and activities. MBT Bancshares has not made any arrangements for, nor entered into any agreements contemplating, participating in any of these financial services and activities. However, MBT Bancshares does not intend to foreclose such a possibility and may consider such possibilities in the future.

- Share repurchase. Both a Louisiana state bank and a bank holding company may repurchase its own shares, but the repurchase is subject to various regulatory restrictions. The restrictions on the repurchase by a bank holding company of its own shares are less stringent than those imposed on the repurchase of shares by Louisiana state banks. Consequently, there may be instances where MBT Bancshares would be able to act as an additional prospective purchaser of its stock under circumstances when the Bank would not be able to repurchase its shares. Share repurchases may be undertaken for any number of purposes, including to enhance shareholder value. While neither MBT Bancshares nor the Bank has any present intent to engage in share repurchases, the additional flexibility provided through a bank holding company structure may provide additional opportunities in the future to enhance shareholder value under circumstances that would not be available or would be more difficult to execute at the bank level.

Operations of the Bank following the holding company reorganization

Following the reorganization, the Bank expects its operations and business to continue in the same manner as they are currently being conducted. Among other things:

- The Bank's name will not change;
- The Bank's office locations, hours of operations, and products and services will not be affected;
- No changes in the Bank's officers, directors or personnel will occur as a result of the reorganization;
- The Bank's corporate existence will not be affected;
- The Bank's articles of association and bylaws will not be modified as a result of the reorganization;
- The Bank will continue to be regulated by the same bank regulatory agencies, and the Bank's deposits will continue to be insured by the FDIC; and
- The Bank will continue to prepare and file periodic Call Reports with the FDIC.

Other than as described in this proxy statement-offering circular, the Bank has no current plans or proposals to effect any extraordinary corporate transaction, such as a merger, reorganization or liquidation, to sell or transfer any material amount of the Bank's assets, to change the Bank's Board of Directors or management, to change materially the Bank's indebtedness or capitalization, or otherwise to effect any material change in the Bank's corporate structure or business.

Recommendation of Board of Directors

After careful consideration, the Board of Directors has determined that the holding company reorganization under the terms of the share exchange agreement is in the best interests of the Bank and its shareholders. Accordingly, the Board of Directors unanimously adopted the holding company reorganization and the share exchange agreement and recommends that the Bank's shareholders vote "FOR" the holding company proposal at the annual meeting. In addition, each member of the Board of Directors and each of the Bank's executive officers has advised the Bank that he/she intends to vote his/her shares in favor of the holding company proposal.

The Board of Directors has retained for itself the absolute authority to reject (and not implement) the holding company proposal, even after approval by the Bank's shareholders, if it determines subsequently that the holding company proposal is not then in the best interests of the Bank and its shareholders.

The Board considered numerous factors, discussed below, in reaching its decision to recommend the holding company reorganization to the shareholders:

- **Benefits and costs of operating in a holding company structure.** The Board considered the benefits of expanding growth opportunities, enhancing capital needs, greater corporate flexibility, improved ability to diversify to remain competitive and greater share purchase opportunities and enhance the Bank's ability to

remain competitive in the future with other companies in the financial services industry that are organized in a holding company structure. The Board also considered the costs of forming and maintaining a holding company structure.

- **Financial services industry.** The Board considered current and prospective industry and economic conditions facing the financial services industry generally, including continuing consolidation and increasing competition. The Board considered the fact that approximately 85% of the banking organizations in the United States operate within holding company structures and the additional opportunities that may be available operating in that structure, as compared to operating as a stand-alone bank.
- **Tax consequences.** The Board considered that the reorganization would generally be tax-free for the Bank and its shareholders, except those who elect to exercise dissenters' rights.
- **Effect on other constituencies.** The Board considered the effect of the reorganization on constituencies other than the Bank's shareholders, including customers and employees and the communities that the Bank serves. The Board expects the reorganization to be transparent to these constituencies and does not expect that the reorganization will have a material adverse effect on any of these constituencies, either in the short or long term.

The Board of Directors concluded that the anticipated benefits of the holding company reorganization were likely to substantially outweigh the preceding risks. The foregoing discussion of the factors considered by the Board of Directors is not intended to be exhaustive, but includes the material factors considered by the Board of Directors. In view of the wide variety of factors considered in connection with its evaluation of the reorganization and the complexity of these matters, the Board of Directors did not find it useful to, and did not attempt to, quantify, rank or otherwise assign relative weights to these factors. The Board considered all the factors as a whole in reaching its determination. In addition, individual members of the Board of Directors may have given different weights to different factors. The Board collectively made its determination with respect to the reorganization based on the conclusions reached by its members, in light of the factors that each of them considered appropriate, that the holding company reorganization is fair to, and in the best interests of, the Bank and its shareholders.

Conditions to consummation

The Boards of Director of the Bank has approved the share exchange agreement and authorized the consummation of the holding company reorganization, and the parties have executed the share exchange agreement. The completion of the reorganization depends upon a number of events, including:

- the approval of the share exchange agreement by the Bank's shareholders;
- the approval by the Board of Governors of the Federal Reserve System of MBT Bancshares' application to become a bank holding company; and
- the approval by the OFI of the Bank's application to reorganize into a bank holding company structure.

Regulatory approvals

As described above, completion of the holding company reorganization is subject to the receipt of certain regulatory approvals. To become a bank holding company for the Bank, MBT Bancshares is required to obtain the prior approval of the Federal Reserve Bank of Atlanta. In addition, the Bank is required to obtain the prior approval of the OFI to reorganize into a bank holding company structure. MBT Bancshares and the Bank expect, but cannot assure you, that all regulatory approvals required to complete the transaction will be received in a timely manner.

The Bank is not aware of any other regulatory approvals required for completion of the holding company reorganization. Should any other regulatory approvals be required, the Bank anticipates, but cannot guarantee, that any and all required regulatory approvals would ultimately be obtained. However, the receipt of any required regulatory approvals would reflect only the view of that regulatory body that the transaction does not contravene applicable law.

The approval would not include any evaluation or determination that the transaction is in your best interests. No regulatory approval should be interpreted as an opinion that the regulatory body has considered the adequacy of the terms of the reorganization or that the reorganization is favorable to you from a financial point of view. **The receipt of any regulatory approval in connection with the proposed transaction would in no way constitute an endorsement of, or recommendation for, the proposed transaction.**

Amendment or termination of the share exchange agreement

The share exchange agreement may be amended at any time before the holding company reorganization is completed by mutual written agreement of MBT Bancshares and the Bank, generally without the necessity of further action by the Bank's shareholders. However, shareholder approval would be required for any modification or amendment that changes the amount or kind of consideration that you would receive for your shares of stock as a result of the reorganization. No amendments or modifications to the share exchange agreement are presently contemplated. However, if there is any material amendment to the share exchange agreement before the annual meeting, the Bank will notify you and provide you with information relating to the amendment prior to the meeting.

The share exchange agreement may also be terminated at any time before the reorganization is completed by mutual written agreement of MBT Bancshares and the Bank. At this time, the parties have no intention of terminating the share exchange agreement.

Interest of certain persons

The Bank's executive officers and directors who are also shareholders will participate in the reorganization in the same manner and to the same extent as all of the Bank's other shareholders. It is also anticipated that each of the Bank's executive officers and directors will serve in the same capacity at the holding company level if the reorganization is completed.

Dissenting shareholders

If the share exchange is effected upon the approval of the holders of less than 80% of the Bank's outstanding common stock, you may elect to dissent from the share exchange by following the procedures set forth in Section 376 of the Louisiana Banking Law and receive payment of the fair cash value of your shares. These provisions establish the exclusive means by which you may exercise your right to dissent from the share exchange. If the share exchange is approved by the holders of at least 80% of the Bank's outstanding common stock, you will not be entitled to dissenters' rights. The Bank has attached a copy of these provisions as Appendix B to this proxy statement-offering circular, which the Bank urges you to read carefully. The following is a summary of the dissenters' rights provisions and is qualified in its entirety by reference to the statutes and regulations. Because this is a summary, it may not contain all of the information that is important to you. The following summary does not constitute any legal or other advice, nor does it constitute a recommendation that shareholders exercise their statutory appraisal rights.

To dissent from the share exchange, you will be required to deliver to us a written objection to the share exchange agreement before the shareholder vote on the share exchange agreement at the meeting. Thereafter, you must vote against the proposal to approve the share exchange agreement. A vote against the proposal to approve the share exchange agreement, without submitting the written objection, is not sufficient to satisfy the notice requirement.

If the share exchange agreement is approved by the holders of less than 80% of our outstanding common stock, the Bank will promptly notify in writing by mail, after the share exchange is completed, each shareholder who filed the written objection described above and voted against the share exchange. Each of these shareholders is referred to in this section as a "dissenting shareholder." Within 20 days after the Bank mails the notice of shareholder approval, the dissenting shareholder must file with the Bank, his written demand for the fair value of his shares of common stock, valued as of the day before the vote on the share exchange was taken. In addition to stating the value that he is demanding, the written demand must provide a post office address to which the Bank may respond.

At the same time, the dissenting shareholder will be required to deposit the certificates representing his shares of common stock in escrow at a bank or trust company located in Jefferson Parish. The certificates must be duly endorsed and transferred to the Bank upon the sole condition that the Bank pays the dissenting shareholder the value of his shares as determined under the dissenters' rights provisions. To verify the deposit in escrow, the dissenting

shareholder will be required to deliver to the Bank a written acknowledgement of the depository bank or trust company that it holds his shares. If the dissenting shareholder fails to make and deliver the objection, written demand and acknowledgement within the prescribed time period, he will conclusively be presumed to have accepted the terms of the share exchange agreement.

Within 20 days after the Bank has received the dissenting shareholder's written demand and acknowledgement, the Bank will notify the dissenting shareholder in writing if (i) the Bank disagrees with the value demanded or (ii) the Bank takes the position that no payment is due. If the Bank determines that a payment is due, the Bank will state in the notice of disagreement the price that the Bank deems to be the fair value of his shares. If the Bank fails to respond timely to the dissenting shareholder's written demand and acknowledgement, the Bank will be liable for the amount that he has demanded.

Thereafter, if any disagreement remains with respect to the fair value of the dissenting shareholder's shares of stock, he may file suit against the Bank in a Jefferson Parish district court requesting that the court determine the fair value of his shares of stock as of the day before the share exchange became effective. If the dissenting shareholder is entitled to file a suit under the provisions of Section 376, but fails to file within 60 days after he receives our notice of disagreement, the dissenting shareholder will be deemed to have accepted our statement that no payment is due, or if the Bank does not contend that no payment is due, the value for his shares as fixed by the Bank in the notice of disagreement.

The dissenting shareholder will cease to have any of the rights of a shareholder, except the rights under the dissenters' rights provisions, when he files his written demand for the fair value of his shares of stock. The dissenting shareholder will have the unconditional right to withdraw his demand to proceed under the dissenters' rights provisions and accept the terms offered under the share exchange agreement at any time before he receives the Bank's notice of disagreement. After he receives notice of disagreement from the Bank, he will be required to obtain the Bank's written consent before he may withdraw his demand to proceed under the dissenters' rights provisions. If he withdraws his written demand or if he otherwise loses his right to dissent from the share exchange, he will receive the consideration to which he is entitled under the share exchange agreement.

If you do not follow the prescribed procedures, you will not be entitled to dissenters' rights with respect to your shares.

Because of the complexity of the procedures necessary to exercise the rights of a dissenting shareholder, the Bank recommends that any shareholder wishing to exercise the right to dissent consult with his or her own legal counsel.

Conversion and exchange of stock certificates

As soon as practicable after the holding company reorganization is completed, MBT Bancshares or another exchange agent that it appoints will mail to you a letter of transmittal and instructions for use in surrendering your stock certificates. When you deliver your stock certificates to MBT Bancshares along with the letter of transmittal and any other required documents, your stock certificates will be cancelled, and you will be issued new stock certificates representing shares of MBT Bancshares common stock. If your shares are held on your behalf by a broker, bank, trustee or nominee, as the record shareholder, the broker, bank, trustee or nominee will be responsible for effecting the exchange of your shares or for contacting you with appropriate instructions.

When the transaction is completed, your shares of common stock of the Bank will automatically be converted into shares of MBT Bancshares common stock, without any further action on your part. You will not be entitled to any dividends on the Bank's common stock that have a record date after the reorganization is completed, regardless of whether you have surrendered your stock certificates. You would be entitled to any dividend on your Bank common stock declared with a record date prior to the date on which the reorganization is completed, even if it is not paid until after the reorganization is completed.

Neither MBT Bancshares nor any other person will be liable to any former shareholder for any amount delivered in good faith to a public official under any applicable abandoned property, escheat or similar laws. If your stock certificate has been lost, stolen or destroyed, the Bank will issue the consideration due to you under the share exchange agreement upon receipt of appropriate evidence of the loss, theft or destruction, appropriate evidence of your

ownership of the shares, and your indemnification of MBT Bancshares and the Bank. MBT Bancshares may also require you to provide an indemnity bond.

Please do not surrender your stock certificates until you receive the letter of transmittal.

Effective time

The Bank is working to complete the holding company reorganization during the first quarter of 2018. However, delays in obtaining shareholder approval or regulatory approvals could delay completion of the transaction.

U. S. federal income tax consequences

The following discussion summarizes the material U.S. federal income tax consequences of the reorganization to the beneficial owners of the Bank's common stock that are (i) U.S. citizens and residents, (ii) corporations or other entities taxable as corporations for U.S. federal income tax purposes that are created or organized under the laws of the United States, any state or the District of Columbia; or (iii) estates or trusts the income of which is subject to U.S. federal income taxation regardless of its source. This discussion assumes that you hold your shares as a capital asset within the meaning of section 1221 of the Internal Revenue Code.

This discussion is based on the Internal Revenue Code of 1986, as amended, administrative pronouncements, judicial decisions and final and temporary Treasury regulations, all as of the date of this proxy statement-offering circular, any of which is subject to change, possibly with retroactive effect. This discussion does not address any tax consequences under state, local or foreign laws.

The discussion that follows neither binds nor precludes the Internal Revenue Service from adopting a position contrary to that expressed in this proxy statement-offering circular, and the Bank cannot assure you that such a contrary position could not be asserted successfully by the Internal Revenue Service or adopted by a court if the positions were litigated. The Bank does not intend to obtain a ruling from the Internal Revenue Service or a written opinion from tax counsel with respect to the federal income tax consequences discussed below.

This discussion is for general information only and does not address all aspects of federal income taxation that may be important to you in light of your particular circumstances or if you are subject to certain rules, such as:

- certain former citizens or residents of the United States;
- persons holding stock as part of a straddle, hedging transaction, conversion transaction, integrated transaction or constructive sale transaction;
- pass-through entities and investors in such entities;
- financial institutions;
- tax-exempt organizations and entities, including individual retirement accounts;
- persons subject to the United States alternative minimum tax;
- regulated investment companies;
- real estate investment trusts;
- dealers or traders in securities; and
- shareholders who acquired their shares of common stock through the exercise of employee stock options or similar derivative securities or otherwise as compensation.

Exchange of Bank stock for MBT Bancshares stock. If you solely receive MBT Bancshares stock for your Bank stock in the reorganization, you generally will not recognize gain or loss for U.S. federal income tax purposes. The aggregate adjusted tax basis of the shares of MBT Bancshares stock that you receive will be the same as the aggregate adjusted tax basis of the shares of Bank stock that you owned prior to the reorganization, and the holding period of your shares of MBT Bancshares stock will include the holding period of the shares of Bank stock that you owned prior to the reorganization.

Tax consequences to dissenting shareholders. If you dissent from the reorganization and receive cash in exchange for your shares, the exchange of common stock for cash will be a taxable transaction for U.S. federal income tax purposes. In general, if you receive cash as a result of the reorganization, you will recognize capital gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount of cash received and the adjusted tax basis of your shares. The gain or loss will be long-term capital gain or loss if you will have owned your shares for more than one year at the time the reorganization is completed. Long-term capital of non-corporate shareholders generally are subject to U.S. federal income tax at preferential rates. The deductibility of capital losses is subject to limitations. Capital gains recognized by individuals, trusts and estates also may be subject to a 3.8% federal Medicare contribution tax.

Tax consequences to the Bank and MBT Bancshares. Neither the Bank nor MBT Bancshares will recognize gain or loss for U.S. federal income tax purposes as a result of the reorganization.

Backup withholding. You may be subject to backup withholding (currently at a rate of 28%) on any cash consideration that you receive in connection with the reorganization. Backup withholding will not apply, however, if you:

- furnish to the Bank a correct taxpayer identification number and certify that you are not subject to backup withholding on the substitute Form W-9 or successor form included in the letter of transmittal to be delivered to you following the date of the completion of the reorganization;
- provide a certification of foreign status on Form W-8 or successor form; or
- are otherwise exempt from backup withholding.

Amounts withheld under the backup withholding rules are not additional taxes but are credited against the federal income tax liability of the taxpayer subject to the withholding. If backup withholding results in an overpayment of a taxpayer's federal income taxes, that taxpayer may obtain a refund from the Internal Revenue Service.

You are urged to consult your tax adviser with respect to the application of U.S. federal income tax laws to your particular circumstances as well as any tax consequences arising under the U.S. federal estate or gift tax rules, under the laws of any state, or under any local or foreign tax laws.

INFORMATION ABOUT MBT BANCSHARES

General

MBT Bancshares was incorporated under the laws of the State of Louisiana on September 29, 2017 for the purpose of becoming a bank holding company under the Bank Holding Company Act with respect to the Bank. The principal activities of MBT Bancshares have been directed toward applying to the Federal Reserve Board for approval to become a bank holding company and taking all other actions related to the holding company reorganization.

Upon completion of the holding company reorganization, MBT Bancshares will derive its revenues primarily from the Bank's operations in the form of dividends from the Bank to MBT Bancshares. MBT Bancshares may also receive tax benefits from any losses of the Bank. MBT Bancshares has no plans to charge management fees to the Bank following the reorganization. However, it may determine to do so under appropriate circumstances at some time in the future.

Because MBT Bancshares is a legal entity separate and distinct from the Bank, its right to participate in the distribution of assets of the Bank upon liquidation or reorganization will be subject to the prior claims of the Bank's creditors. In the event of a liquidation or other resolution of the Bank, the claims of depositors and other general or subordinated creditors are entitled to a priority of payment over any claims that MBT Bancshares may have in the equity of the Bank.

As a bank holding company, MBT Bancshares will be subject to regulation by the Board of Governors of the Federal Reserve System, which regulates the types of banking and nonbanking activities in which MBT Bancshares and the Bank may engage and may restrict MBT Bancshares or the Bank from engaging in any nonbanking activities that are not permitted under federal law or Federal Reserve Board guidelines. MBT Bancshares and the Bank may be required to obtain regulatory approval or provide regulatory notice for such activities. See "*- Bank holding company regulation,*" beginning on page 19.

MBT Bancshares has no full-time employees. However, certain of the officers and directors of the Bank serve as officers and directors of MBT Bancshares. These individuals do not receive any direct remuneration for serving as officers and directors of MBT Bancshares, although some may receive compensation from the Bank by virtue of their positions as officers of the Bank. MBT Bancshares may determine to compensate its officers and directors in the future, although it has no current plans to do so.

As of the date of this proxy statement-offering circular, MBT Bancshares had no material assets, liabilities or shareholders' equity. The principal office of MBT Bancshares is located at 3344 Metairie Road, Metairie, Louisiana 70001, and its telephone number is (504) 834-6330.

Information regarding MBT Bancshares capital stock

General. The capital structure of MBT Bancshares is identical to the capital structure of the Bank. The authorized capital stock of MBT Bancshares consists of 2,100,000 shares of common stock. Assuming the exchange of all of the issued and outstanding shares of Bank stock as a result of the reorganization, 2,043,543 shares of MBT Bancshares common stock would be issued and outstanding and held by persons who were shareholders of the Bank immediately prior to the reorganization.

Common stock. The issued and outstanding common stock of MBT Bancshares is, and the shares of common stock to be issued in the reorganization will be, validly issued, fully paid and non-assessable. Subject to the rights of holders of any preferred securities that may be issued, all shares of common stock are entitled to share equally in dividends from legally available funds, when, as, and if declared by the Board of Directors. If MBT Bancshares were to voluntarily or involuntarily liquidate or dissolve, subject to the prior rights of any holders of preferred securities, all shares of its common stock would be entitled to share equally in all remaining assets available for distribution to its shareholders. The common shares are neither redeemable nor convertible, and the holders of the common stock do not have preemptive or subscription rights to acquire any authorized but unissued shares of capital stock upon any future issuance of shares. Each holder of common stock is entitled to one vote for each share on all matters submitted to the shareholders. Holders of the common stock are not entitled to cumulative voting in the election of directors. The authorized but unissued shares of common stock will be available for future issuance without shareholder approval. These additional shares may be used for a variety of corporate purposes, including future offerings to raise additional capital, corporate acquisitions and employee benefit plans.

Dividends. Shareholders of MBT Bancshares are entitled to receive dividends out of legally available funds as and when declared by its Board of Directors, in its sole discretion. Because the Bank will be the only significant investment of MBT Bancshares, the Board of Directors of MBT Bancshares will be committed to continue cash dividends only at levels that are consistent with the financial condition and business objectives of the Bank. MBT Bancshares and the Bank expect that the dividend policy of MBT Bancshares would be substantially the same as the dividend policy of the Bank. However, neither MBT Bancshares nor the Bank is obligated to pay dividends.

As a registered bank holding company, MBT Bancshares will also be subject to certain restrictions on distributions under applicable banking laws and regulations. Consistent with its policy that holding companies should serve as a source of financial strength for their subsidiary banks, the Federal Reserve has stated that, as a matter of prudent banking, a holding company generally should not maintain a rate of distributions to shareholders unless its available net income has been sufficient to fully fund the distributions, and the prospective rate of earnings retention

appears consistent with the holding company's capital needs, asset quality and overall financial condition. In addition, MBT Bancshares will be subject to certain restrictions on the making of distributions as a result of the requirement that the Bank maintain an adequate level of capital.

As a Louisiana corporation, MBT Bancshares is subject to certain restrictions on distributions under the Louisiana Business Corporation Act. Generally, a Louisiana corporation may make distributions to its shareholders out of its surplus (the excess of its assets over its liabilities and stated capital) or out of its net profits for the then current and preceding fiscal year, unless the corporation is insolvent or the distribution would render the corporation insolvent.

Indemnification. The articles of incorporation of MBT Bancshares provide generally that, to the fullest extent permitted by law, MBT Bancshares will indemnify its directors and officers. The articles of incorporation of the Bank also provide that the Bank will indemnify its officers and directors to the maximum extent allowable under Louisiana law.

Federal banking laws (i) prohibit the prepayment of liability or legal expenses of a director or officer of a bank, or bank holding company by a bank, or bank holding company if the prepayment was made in contemplation of the insolvency of the organization; and (ii) delegate authority to the FDIC to promulgate regulations to prohibit or limit certain indemnification payments with regard to administrative proceedings. Federal banking regulations also prohibit indemnification in administrative proceedings or civil actions instituted by a federal or state banking agency that result in a final order pursuant to which such party is assessed a civil money penalty.

Transfer agent and registrar. The Bank will serve as transfer agent and registrar for MBT Bancshares common stock, in the same manner that it currently serves as transfer agent and registrar for Bank stock.

Comparison of shareholder rights

Upon completion of the reorganization, shareholders of the Bank will become shareholders of MBT Bancshares, and the articles of incorporation and bylaws of MBT Bancshares will govern the rights of former Bank shareholders. The Bank is incorporated as a Louisiana state banking association and is subject to the Louisiana Banking Law, while MBT Bancshares is incorporated as a Louisiana corporation and subject to the Louisiana Business Corporation Act. Although the rights of shareholders of MBT Bancshares and the Bank can be determined in full only by reference to federal and state banking laws and regulations, the Louisiana Business Corporation Act, the Louisiana Banking Law, the articles of incorporation and bylaws of MBT Bancshares and the articles of association and bylaws of the Bank, MBT Bancshares believes that the rights of shareholders of MBT Bancshares are substantially the same, in all material respects, as the rights of shareholders of the Bank.

Market for securities

The Bank's common stock is quoted on the OTC Pink marketplace under the symbol "MBKL," which is the OTC marketplace for companies that are current in their reporting obligations with a U.S. regulator, including bank regulators. Although the Bank is quoted on the OTC Pink marketplace, the trading market of the Bank's common stock on the OTC Pink is limited and lacks the depth, liquidity and orderliness necessary to maintain a liquid market. The prices on the OTC Pink are quotations, which reflect inter-dealer prices, without retail markup, markdown or commissions and may not represent actual transactions.

The MBT Bancshares common stock to be issued as a result of the reorganization will be a part of a new issue of securities with no established trading market. The Bank expects the common stock of MBT Bancshares to continue to be quoted on the OTC Pink under the Bank's current ticker symbol. MBT Bancshares does not anticipate that the market for its stock will be materially different than has been the market for the Bank stock.

MBT Bancshares has no current plans to seek listing on any stock exchange, which would also require MBT Bancshares to register with the Securities and Exchange Commission under the Securities Exchange Act and become a public reporting company.

Management

The bylaws provide that the Board of Directors will consist of not less than five nor more than fifteen persons, the exact number to be fixed and determined from time to time by the shareholders at each annual meeting. At this time, the Board of Directors of MBT Bancshares consists of 10 persons, and the initial directors of MBT Bancshares are the same persons currently serving on the Board of Directors of the Bank. The executive officers of MBT Bancshares are elected by the Board of Directors of MBT Bancshares and hold office at the Board's discretion.

If the reorganization is completed, the current directors and officers of the Bank and the directors and officers of MBT Bancshares will continue in the positions each presently holds. The following table sets forth the directors and executive officers of MBT Bancshares and the Bank.

Name	Position With	
	MBT Bancshares	Bank
Ron E. Samford, Jr.....	CEO, President and Director	CEO, President and Director
Reginald H. Smith, Jr.....	Director	Director
Christopher E. Dodge	Director	Director
Cynthia D. Teague	Director	Director
Maynard B. Dodge.....	Director	Director
Richard C. Stanley.....	Chairman	Chairman
Robert Caplan	Director	Director
Sharon A. Perlis	Director	Director
Manuel F. Blanco.....	Director	Director
Christopher Sarpy	Director	Director

Bank holding company regulation

If the reorganization is completed, MBT Bancshares will become a bank holding company registered under the Bank Holding Company Act subject to supervision, regulation and examination by the Federal Reserve. The Bank Holding Company Act and other federal laws subject bank holding companies to particular restrictions on the types of activities in which they may engage, and to a range of supervisory requirements and activities, including regulatory enforcement actions for violations of laws and regulations. The laws and regulations applicable to MBT Bancshares are in addition to any laws or regulations that may apply to the Bank.

Regulatory restrictions on dividends; source of strength. MBT Bancshares is regarded as a legal entity separate and distinct from its subsidiaries. The principal source of its revenues will be dividends received from the Bank. Various federal and state statutory provisions limit the amount of dividends that the Bank can pay to MBT Bancshares without regulatory approval. It is the policy of the Federal Reserve that bank holding companies should pay cash dividends on common stock only out of income available over the past year and only if prospective earnings retention is consistent with the Bank's expected future needs and financial condition. The policy provides that bank holding companies should not maintain a level of cash dividends that undermines the bank holding company's ability to serve as a source of strength to its banking subsidiaries.

Further, the Federal Reserve issued Supervisory Letter SR 09-4 on February 24, 2009 and revised as of March 27, 2009, which provides guidance on the declaration and payment of dividends, capital redemptions, and capital repurchases by bank holding companies. Supervisory Letter SR 09-4 provides that, as a general matter, a bank holding company should eliminate, defer, or significantly reduce its dividends if: (1) the bank holding company's net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (2) the bank holding company's prospective rate of earnings retention is not consistent with the bank holding company's capital needs and overall current and prospective financial condition; or (3) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Failure to do so could result in a supervisory finding that the bank holding company is operating in an unsafe and unsound manner.

Under Federal Reserve policy, a bank holding company is expected to act as a source of financial strength to each of its banking subsidiaries and commit resources to their support. That support may be required at times when, absent this Federal Reserve policy, a holding company may not be inclined to provide it. As discussed below, a bank

holding company, in certain circumstances, could be required to guarantee the capital plan of an undercapitalized banking subsidiary.

In the event of a bank holding company's bankruptcy under Chapter 11 of the U.S. Bankruptcy Code, the trustee will be deemed to have assumed, and is required to cure immediately, any deficit under any commitment by the debtor holding company to any of the federal banking agencies to maintain the capital of an insured depository institution, and any claim for breach of such obligation will generally have priority over most other unsecured claims.

Scope of permissible activities. Under the Bank Holding Company Act, MBT Bancshares generally may not acquire a direct or indirect interest in, or control of more than 5% of, the voting shares of any company that is not a bank or bank holding company. Additionally, the Bank Holding Company Act may prohibit MBT Bancshares from engaging in activities other than those of banking, managing or controlling banks or furnishing services to, or performing services for, its subsidiaries, except that it may engage in, directly or indirectly, certain activities that the Federal Reserve has determined to be closely related to banking or managing and controlling banks as to be a proper incident thereto. In approving acquisitions or the addition of activities, the Federal Reserve considers, among other things, whether the acquisition or the additional activities can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition, or gains in efficiency, that outweigh such possible adverse effects as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices. With respect to interstate acquisitions, the Dodd-Frank Act amended the Bank Holding Company Act by raising the standard by which interstate bank acquisitions are permitted from a standard that the acquiring bank holding company be adequately capitalized and adequately managed, to the higher standard of being well capitalized and well managed.

Notwithstanding the foregoing, the Gramm-Leach-Bliley Act, effective March 11, 2000, eliminated the barriers to affiliations among banks, securities firms, insurance companies and other financial service providers and permits bank holding companies to become financial holding companies and thereby affiliate with securities firms and insurance companies and engage in other activities that are financial in nature. The Gramm-Leach-Bliley Act defines "financial in nature" to include: securities underwriting; dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking activities; and activities that the Federal Reserve has determined to be closely related to banking. Prior to enactment of the Dodd-Frank Act, regulatory approval was not required for a financial holding company to acquire a company, other than a bank or savings association, engaged in activities that were financial in nature or incidental to activities that were financial in nature, as determined by the Federal Reserve. However, the Dodd-Frank Act requires the approval of the Federal Reserve when a financial holding company engages in a transaction where the total consolidated assets to be acquired by the financial holding company exceed \$10 billion.

Under the Gramm-Leach-Bliley Act, a bank holding company may become a financial holding company by filing a declaration with the Federal Reserve if each of its subsidiary banks is "well capitalized" under the Federal Deposit Insurance Corporation Improvement Act prompt corrective action provisions, is well managed, and has at least a satisfactory rating under the Community Reinvestment Act of 1977. The Dodd-Frank Act underscores the criteria for becoming a financial holding company by amending the Bank Holding Company Act to require that bank holding companies be well capitalized and well managed in order to become financial holding companies. MBT Bancshares has no current plans to become a financial holding company.

Safe and sound banking practices. Bank holding companies are not permitted to engage in unsafe and unsound banking practices. The Federal Reserve's Regulation Y, for example, generally requires a holding company to give the Federal Reserve prior notice of any redemption or repurchase of its equity securities, if the consideration to be paid, together with the consideration paid for any repurchases or redemptions in the preceding year, is equal to 10% or more of the company's consolidated net worth. In addition, bank holding companies are required to consult with the Federal Reserve prior to making any redemption or repurchase, even within the foregoing parameters. The Federal Reserve may oppose the transaction if it believes that the transaction would constitute an unsafe or unsound practice or would violate any law or regulation. Depending on the circumstances, the Federal Reserve could take the position that paying a dividend would constitute an unsafe or unsound banking practice.

The Federal Reserve has broad authority to prohibit activities of bank holding companies and their nonbanking subsidiaries that represent unsafe and unsound banking practices or that constitute violations of laws or regulations, and can assess civil money penalties for certain activities conducted on a knowing and reckless basis, if those activities caused a substantial loss to a depository institution. In addition, the Dodd-Frank Act authorizes the Federal Reserve to

require reports from and examine bank holding companies and their subsidiaries, and to regulate functionally regulated subsidiaries of bank holding companies.

Annual reporting; examinations. As a bank holding company, MBT Bancshares will be required to file annual reports with the Federal Reserve, and such additional information as the Federal Reserve may require under the Bank Holding Company Act. The Federal Reserve may examine a bank holding company or any of its subsidiaries and charge the company for the cost of such examination.

Small banking holding company requirements. The Federal Reserve has adopted a system using risk-based capital guidelines to evaluate the capital adequacy of certain large bank holding companies with \$1.0 billion or more in assets on a consolidated basis. Because MBT Bancshares will not have consolidated assets in excess of \$1.0 billion for the foreseeable future, MBT Bancshares will not be subject to the Federal Reserve's capital adequacy guidelines. The risk-based guidelines do apply, however, on a bank-only basis for bank holding companies with less than \$1.0 billion in consolidated assets. Each insured depository subsidiary of a holding company with less than \$1.0 billion in consolidated assets is expected to be well-capitalized. The capital requirements of the Bank will not change as a result of the bank holding company reorganization. As of September 30, 2017, the Bank was well-capitalized.

Finally, a holding company with consolidated assets of less than \$1.0 billion, may not make distributions at any time when its debt-to-equity ratio is greater than 1:1. MBT Bancshares currently has no outstanding debt.

Imposition of liability for undercapitalized subsidiaries. Bank regulators are required to take "prompt corrective action" to resolve problems associated with insured depository institutions whose capital declines below certain levels. In the event an institution becomes "undercapitalized," it must submit a capital restoration plan. The capital restoration plan will not be accepted by the regulators unless each company having control of the undercapitalized institution guarantees the subsidiary's compliance with the capital restoration plan up to a certain specified amount. Any such guarantee from a depository institution's holding company is entitled to a priority of payment in bankruptcy.

The aggregate liability of the holding company of an undercapitalized bank is limited to the lesser of 5% of the institution's assets at the time it became undercapitalized or the amount necessary to cause the institution to be "adequately capitalized." The bank regulators have greater power in situations where an institution becomes "significantly" or "critically" undercapitalized or fails to submit a capital restoration plan. For example, a bank holding company controlling such an institution can be required to obtain prior Federal Reserve approval of proposed dividends or might be required to consent to a consolidation or to divest the troubled institution or other affiliates.

Acquisitions by bank holding companies. The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve Board before it may acquire all or substantially all of the assets of any bank, or ownership or control of any voting shares of any bank, if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve Board is required to consider, among other things, the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the communities to be served, and various competitive factors. In addition, the Dodd-Frank Act requires the Federal Reserve Board to consider "the risk to the stability of the U.S. banking or financial system" when evaluating acquisitions of banks and nonbanks under the Bank Holding Company Act.

Control acquisitions. The Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Securities Exchange Act of 1934 would, under the circumstances set forth in the presumption, constitute acquisition of control. In addition, a rebuttable presumption of control exists under Federal banking regulations when an investor acquires 10% or more of a class of voting stock of a bank holding company, and that investor is the largest single shareholder of the institution.

In addition, any company is required to obtain the approval of the Federal Reserve under the Bank Holding Company Act before acquiring 25% (5% in the case of an acquiror that is a bank holding company) or more of the

outstanding common stock of the company, or otherwise obtaining control or a “controlling influence” over the company.

Cross guarantee liability. Under the Federal Deposit Insurance Act, or FDIA, a depository institution (which definition includes both banks and savings associations), the deposits of which are insured by the FDIC, can be held liable for any loss incurred by, or reasonably expected to be incurred by, the FDIC in connection with (1) the default of a commonly controlled FDIC-insured depository institution or (2) any assistance provided by the FDIC to any commonly controlled FDIC-insured depository institution “in danger of default.” “Default” is defined generally as the appointment of a conservator or a receiver and “in danger of default” is defined generally as the existence of certain conditions indicating that default is likely to occur in the absence of regulatory assistance. In some circumstances (depending upon the amount of the loss or anticipated loss suffered by the FDIC), cross-guarantee liability may result in the ultimate failure or insolvency of one or more insured depository institutions in a holding company structure. Any obligation or liability owed by a subsidiary bank to its parent company is subordinated to the subsidiary bank’s cross-guarantee liability with respect to commonly controlled insured depository institutions. If the reorganization is completed, the Bank would be the only FDIC-insured depository institution subsidiary of MBT Bancshares.

Because MBT Bancshares will be a legal entity separate and distinct from the Bank, its right to participate in the distribution of assets of the Bank’s liquidation or reorganization will be subject to the prior claims of the Bank’s creditors. In the event of a liquidation or other resolution of the Bank, the claims of depositors and other general or subordinated creditors of the Bank would be entitled to a priority of payment over the claims of holders of any obligation of the Bank to its shareholders, including any depository institution holding company (such as MBT Bancshares) or any shareholder or creditor of such holding company.

Future legislation and economic policy. The management of MBT Bancshares cannot predict what other legislation or economic and monetary policies of the various regulatory authorities might be enacted or adopted or what other regulations might be adopted or the effects thereof. Future legislation and policies and the effects thereof might have a significant influence on the financial condition, results of operations and prospects of MBT Bancshares, either directly or indirectly through the Bank. Such legislation and policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future.

The supervision and regulation of bank holding companies and their subsidiaries are intended primarily for the protection of depositors, the deposit insurance funds of the FDIC and the banking system as a whole, and not for the protection of the bank holding company shareholders or creditors. The banking agencies have broad enforcement power over bank holding companies and banks, including the power to impose substantial fines and other penalties for violations of laws and regulations. The descriptions of and references to the statutes and regulations above are brief summaries and do not purport to be complete. The descriptions are qualified in their entirety by reference to the specific statutes and regulations discussed.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding beneficial ownership of our common stock as of December 15, 2017 by (1) each shareholder known by the Bank to be the beneficial owner of more than 5% of the outstanding shares of the Bank, (2) each director and executive officer of the Bank, and (3) all of the directors and executive officers of the Bank, as a group. The number of shares indicated as beneficially owned in the table below, and the percentage ownership information, is based on beneficial ownership concepts as defined by the federal securities laws, except as otherwise noted. The table lists applicable percentage ownership based on 2,043,543 shares of common stock outstanding as of December 15, 2017. Unless otherwise noted, the address for each shareholder listed below is the physical address of the Bank’s principal office: c/o Metairie Bank & Trust, 3344 Metairie Road, Metairie, Louisiana 70001.

Name	Amount and Nature of Beneficial Ownership	Percent of Class
5% Shareholders		
Albert J. Ortte Trust #1	597,771 ⁽¹⁾	29.25%
Albert J. Ortte Trust #3	435,570 ⁽²⁾	21.31%
Directors and Executive Officers		
Manuel F. Blanco	1,371	*
Robert Caplan	10	*
Christopher E. Dodge	1,118	*
Maynard B. Dodge	4,712 ⁽³⁾	*
Sharon A. Perlis	78,369	3.83%
Ron E. Samford, Jr.	191	*
Christopher Sarpy	410	*
Reginald H. Smith, Jr.	4,010 ⁽⁴⁾	*
Richard C. Stanley	280	*
Cynthia D. Teague	4,514 ⁽⁵⁾	*
Directors and executive officers, as a group (10 persons)	94,985⁽⁶⁾	4.65%

Notes to beneficial ownership table

* Represents less than one percent (1%) of the Bank's outstanding shares of common stock.

- (1) The shares held by this trust are voted and controlled by its five trustees: Maynard Dodge, Meryl Dodge, Raymond Landry, R. Alan Sheppard and Reginald H. Smith, Jr.
- (2) The shares held by this trust are voted and controlled by its five trustees: Maynard Dodge, Meryl Dodge, Raymond Landry, R. Alan Sheppard and Reginald H. Smith, Jr.
- (3) Represents 4,093 shares held by Mr. Dodge individually and 619 shares held of record by his spouse. Does not include shares held by Albert J. Ortte Trust #1, Albert J. Ortte Trust #2 and Albert J. Ortte Trust #3, for which Mr. Dodge serves as a co-trustee and shares voting power with four other co-trustees.
- (4) Represents 3,910 shares held in an individual retirement account for the benefit of Mr. Smith and 100 shares held jointly of record with his spouse. Does not include shares held by Albert J. Ortte Trust #1, Albert J. Ortte Trust #2 and Albert J. Ortte Trust #3, for which Mr. Smith serves as a co-trustee and shares voting power with four other co-trustees.
- (5) Represents 1,350 shares held individually by Mrs. Teague, 200 shares held as tenants in common with her spouse, 1,964 shares held by the Jennifer Teague trust and 1,000 shares held of record by her spouse.
- (6) Does not include shares held by Albert J. Ortte Trust #1, Albert J. Ortte Trust #2 and Albert J. Ortte Trust #3, for which two directors serve as co-trustees and share voting power with three non-director co-trustees.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Certain of the Bank's officers, directors and principal shareholders and their affiliates have had transactions with the Bank, including borrowings and investments in certificates of deposit. The Bank's management believes that all such loans and investments have been and will continue to be made in the ordinary course of the Bank's business on substantially the same terms, including interest rates paid and collateral required, as those prevailing at the time for comparable transactions with unaffiliated persons, and do not involve more than the normal risk of collectibles or present other unfavorable features. All loans made by the Bank to its directors, officers and principal shareholders are in compliance with the requirements of Federal Reserve Regulation O. To ensure that all loans and related party transactions are in the Bank's best interests, the Board of Directors reviews and evaluates all loans to related parties. The interested party may not participate directly or indirectly in the consideration of the transaction. Each related-party transaction must be approved by a majority of the Bank's disinterested directors.

FINANCIAL STATEMENTS

Because MBT Bancshares was only recently organized and has no material assets or liabilities, financial statements with respect to MBT Bancshares have been omitted from this proxy statement-offering circular. The audited financial statements of the Bank as of and for the years ended December 31, 2016 and 2015 have been previously made available to the shareholders. The Bank will provide additional copies of these financial statements upon written request to the Bank's Chief Financial Officer. Because the Bank does not generally obtain quarterly audited financial statements, certain financial information from the Report of Condition and Income for the Bank, as of and for the period ended September 30, 2017, is included as a part of this proxy statement-offering circular. The information from the Report of Condition and Income has been prepared by the Bank and is unaudited. However, management believes that all necessary adjustments have been made to present fairly this unaudited financial information.

Schedule RC - Balance Sheet

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin ¹	RCON0081	9,820	1.a.
b. Interest-bearing balances ²	RCON0071	3,821	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A)	RCON1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	RCON1773	56,684	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold	RCONB987	200	3.a.
b. Securities purchased under agreements to resell ³	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale	RCON5369	0	4.a.
b. Loans and leases held for investment	RCONB528	295,122	4.b.
c. LESS: Allowance for loan and lease losses	RCON3123	2,264	4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c)	RCONB529	292,858	4.d.
5. Trading assets	RCON3545	0	5.
6. Premises and fixed assets (including capitalized leases)	RCON2145	11,207	6.
7. Other real estate owned (from Schedule RC-M)	RCON2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies	RCON2130	0	8.
9. Direct and indirect investments in real estate ventures	RCON3656	0	9.
10. Intangible assets:			10.
a. Goodwill	RCON3163	0	10.a.
b. Other intangible assets (from Schedule RC-M)	RCON0426	0	10.b.
11. Other assets (from Schedule RC-F)	RCON2160	6,862	11.
12. Total assets (sum of items 1 through 11)	RCON2170	381,452	12.
13. Deposits:			13.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)	RCON2200	340,752	13.a.
1. Noninterest-bearing ⁴	RCON6631	111,775	13.a.1.
2. Interest-bearing	RCON6636	228,977	13.a.2.
b. Not applicable			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased ⁵	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase ⁶	RCONB995	0	14.b.
15. Trading liabilities	RCON3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCON3190	1,000	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures ⁷	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G)	RCON2930	2,227	20.
21. Total liabilities (sum of items 13 through 20)	RCON2948	343,979	21.
22. Not applicable			22.
23. Perpetual preferred stock and related surplus	RCON3838	0	23.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements, regardless of maturity.
4. Includes noninterest-bearing demand, time, and savings deposits.
5. Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
6. Includes all securities repurchase agreements, regardless of maturity.
7. Includes limited-life preferred stock and related surplus.

Dollar amounts in thousands

24. Common stock.....	RCON3230	2,044	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	9,956	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	26,447	26.a.
b. Accumulated other comprehensive income ¹	RCONB530	-974	26.b.
c. Other equity capital components ²	RCONA130	0	26.c.
27. Not available			27.
a. Total bank equity capital (sum of items 23 through 26.c).....	RCON3210	37,473	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	RCON3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	RCONG105	37,473	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	RCON3300	381,452	29.

Memoranda

To be reported with the March Report of Condition.

1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution.

1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution.

2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately).

2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately).

3 = This number is not to be used.

4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state-chartering authority)

5 = Directors' examination of the bank performed by other external auditors (may be required by state-chartering authority)

6 = Review of the bank's financial statements by external auditors

7 = Compilation of the bank's financial statements by external auditors

8 = Other audit procedures (excluding tax preparation work)

9 = No external audit work

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2016.....

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date (report the date in MMDD format).....

RCON6724	NR	M.1.
RCON8678	NR	M.2.

1. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.
2. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. Loans secured by real estate:			1.a.1.
a. Loans secured by 1-4 family residential properties.....	RIAD4435	4,711	1.a.1.a.
b. All other loans secured by real estate.....	RIAD4436	4,608	1.a.1.b.
2. Commercial and industrial loans.....	RIAD4012	514	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:			1.a.3.
a. Credit cards.....	RIADB485	3	1.a.3.a.
b. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans).....	RIADB486	463	1.a.3.b.
4. Not applicable			1.a.4.
5. All other loans ¹	RIAD4058	0	1.a.5.
6. Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5)).....	RIAD4010	10,299	1.a.6.
b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions ²	RIAD4115	45	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	477	1.d.1.
2. Mortgage-backed securities.....	RIADB489	88	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	278	1.d.3.
e. Not applicable			1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	5	1.f.
g. Other interest income.....	RIAD4518	0	1.g.
h. Total interest income (sum of items 1.a.(6) through 1.g.).....	RIAD4107	11,192	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	31	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	196	2.a.2.a.
b. Time deposits of \$250,000 or less.....	RIADHK03	96	2.a.2.b.
c. Time deposits of more than \$250,000.....	RIADHK04	13	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	0	2.b.
c. Other interest expense.....	RIADGW44	13	2.c.
d. Not applicable			2.d.
e. Total interest expense (sum of items 2.a through 2.c).....	RIAD4073	349	2.e.
3. Net interest income (item 1.h minus 2.e).....	RIAD4074	10,843	3.
4. Provision for loan and lease losses.....	RIAD4230	291	4.
5. Noninterest income:			5.
a. Income from fiduciary activities ¹	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	1,198	5.b.
c. Not applicable			5.c.
d. Not available			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	2	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales.....	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.

1. Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans"

2. Includes interest income on time certificates of deposit not held for trading.

1. For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.

Dollar amounts in thousands

5. Income from other insurance activities.....	RIADC387	296	5.d.5.
e. Not applicable			5.e.
f. Net servicing fees.....	RIADB492	0	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	48	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	0	5.j.
k. Net gains (losses) on sales of other assets ²	RIADB496	0	5.k.
l. Other noninterest income [*]	RIADB497	726	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	RIAD4079	2,270	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	60	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	5,674	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	1,791	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense [*]	RIAD4092	2,823	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	RIAD4093	10,288	7.e.
8. Income (loss) before applicable income taxes and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e).....	RIAD4301	2,594	8.
9. Applicable income taxes (on item 8).....	RIAD4302	821	9.
10. Income (loss) before discontinued operations (item 8 minus item 9).....	RIAD4300	1,773	10.
11. Discontinued operations, net of applicable income taxes [*]	RIADFT28	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11).....	RIADG104	1,773	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	RIADG103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13).....	RIAD4340	1,773	14.

Memoranda

1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Not applicable			M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	181	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	RIAD4150	119	M.5.
Memorandum item 6 is to be completed by: <i>* banks with \$300 million or more in total assets, and</i> <i>* banks with less than \$300 million in total assets and with loans to finance agricultural production and other loans to farmers (as reported in Schedule RC-C, part I, item 3) exceeding 5 percent of total loans and leases held for investment and held for sale (Schedule RC-C, part I, item 12)</i> 6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)) ¹	RIAD4024	0	M.6.
7. If the reporting institution has applied pushdown accounting this calendar year, report the date of the institution's acquisition (see instructions) ²	RIAD9106	00000000	M.7.
8. Not applicable			M.8.
9. Not applicable			M.9.

2. Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale securities.

*. Describe on Schedule RI-E - Explanations.

*. Describe on Schedule RI-E - Explanations.

*. Describe on Schedule RI-E - Explanations.

1. The asset size tests and the 5 percent of total loans test are based on the total assets and total loans reported in the June 30, 2016, Report of Condition.

2. Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2017, would report 20170301.

Schedule RC-R Part I - Regulatory Capital Components and Ratios

Part I is to be completed on a consolidated basis.

Dollar amounts in thousands

1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares.....	RCOAP742	12,000	1.
2. Retained earnings.....	RCON3632	26,447	2.
3. Accumulated other comprehensive income (AOCI).....	RCOAB530	-974	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.).....	RCOAP838	1	3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital.....	RCOAP839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	RCOAP840	37,473	5.
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	RCOAP841	0	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	RCOAP842	0	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs.....	RCOAP843	0	8.
9. AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			9.
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP844	100	9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value).....	RCOAP845	0	9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP846	0	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP847	-1,074	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAP848	0	9.e.
f. LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value) (To be completed only by institutions that entered "0" for No in item 3.a).....	RCOAP849	NR	9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			10.
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	RCOAQ258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.	RCOAP850	0	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments.....	RCOAP851	0	11.
12. Subtotal (item 5 minus items 6 through 11).....	RCOAP852	38,447	12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCOAP853	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCOAP854	0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	RCOAP855	0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold.....	RCOAP856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	RCOAP857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	RCOAP858	0	18.
19. Common equity tier 1 capital (item 12 minus item 18).....	RCOAP859	38,447	19.
20. Additional tier 1 capital instruments plus related surplus.....	RCOAP860	0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	RCOAP861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital.....	RCOAP862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22).....	RCOAP863	0	23.
24. LESS: Additional tier 1 capital deductions.....	RCOAP864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	RCOAP865	0	25.
26. Tier 1 capital (sum of items 19 and 25).....	RCOA8274	38,447	26.
27. Tier 2 capital instruments plus related surplus.....	RCOAP866	0	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital.....	RCOAP867	0	28.

Dollar amounts in thousands

29. Total capital minority interest that is not included in tier 1 capital.....	RCOAP868	0	29.
30. Allowance for loan and lease losses includable in tier 2 capital.....	RCOA5310	2,264	30.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital.....	RCOAQ257	0	31.
32. Tier 2 capital before deductions (sum of items 27 through 31).....	RCOAP870	2,264	32.
33. LESS: Tier 2 capital deductions.....	RCOAP872	0	33.
34. Tier 2 capital (greater of item 32 minus item 33, or zero).....	RCOA5311	2,264	34.
35. Total capital (sum of items 26 and 34).....	RCOA3792	40,711	35.
36. Average total consolidated assets.....	RCON3368	383,982	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions).....	RCOAP875	0	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	RCOAB596	1,074	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38).....	RCOAA224	382,908	39.
40. Total risk-weighted assets (from Schedule RC-R, Part II, item 31).....	RCOAA223	276,257	40.

Dollar amounts in thousands

41. Common equity tier 1 capital ratio (item 19 divided by item 40).....	RCOAP793	13.9171%	41.
42. Tier 1 capital ratio (item 26 divided by item 40).....	RCOA7206	13.9171%	42.
43. Total capital ratio (item 35 divided by item 40).....	RCOA7205	14.7366%	43.

Dollar amounts in thousands

44. Tier 1 leverage ratio (item 26 divided by item 39).....	RCOA7204	10.0408%	44.
45. Not applicable			45.
46. Institution-specific capital conservation buffer necessary to avoid limitations on distributions and discretionary bonus payments.....	RCOAH311	6.7366%	46.
<i>Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of item 46.a or 46.b for an advanced approaches institution that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:</i>			
47. Eligible retained income.....	RCOAH313	NR	47.
48. Distributions and discretionary bonus payments during the quarter.....	RCOAH314	NR	48.

APPENDIX A

AGREEMENT AND PLAN OF SHARE EXCHANGE

AGREEMENT AND PLAN OF SHARE EXCHANGE

THIS AGREEMENT AND PLAN OF SHARE EXCHANGE ("Agreement") is made and entered into as of the 29th day of September, 2017, by and between METAIRIE BANK & TRUST, a Louisiana state bank domiciled in Metairie, Louisiana ("Bank"), and MBT BANCSHARES, INC., a Louisiana corporation ("Company").

RECITALS

WHEREAS, the authorized capital stock of the Bank consists of 2,100,000 shares of common stock, 2,043,543 of which are issued and outstanding ("Bank Stock");

WHEREAS, the authorized capital stock of the Company consists of 2,100,000 shares of common stock, none of which is issued and outstanding ("Company Stock");

WHEREAS, the boards of directors of the Company and the Bank have determined that it is desirable and in the best interests of their respective organizations to enter into this Agreement for the purpose of reorganizing the Bank into a holding company structure by means of a statutory share exchange ("Share Exchange") in accordance with Section 1-1101 *et seq.* of the Louisiana Business Corporation Act and Section 352.1 of the Louisiana Banking Law.

WHEREAS, as a result of the Share Exchange, the Company will acquire all of the issued and outstanding shares of Bank Stock in exchange for all of the issued and outstanding shares of Company Stock, thereby becoming a registered bank holding company under the Bank Holding Company Act of 1956, as amended, with respect to the Bank;

WHEREAS, the Share Exchange is subject to the prior review and approval of the Board of Governors of the Federal Reserve System, or its delegate, and the Louisiana Office of Financial Institutions; and

WHEREAS, this Agreement constitutes the "plan of exchange" described in Section 352.1 of the Louisiana Banking Law and the "plan of share exchange" described in Section 1-1103 of the Louisiana Business Corporation Act.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises, covenants, and agreements contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties agree as follows:

ARTICLE 1.

THE SHARE EXCHANGE AND RELATED MATTERS

Section 1.01 The Share Exchange.

(a) Exchange of the Bank Stock. At the Effective Time (as defined in Section 1.03), by virtue of this Agreement and without any further action on the part of any shareholder of the Bank ("Shareholder"), each share of Bank Stock held by a Shareholder who is not a Dissenting Shareholder (as defined in Section 1.01(b)) will be exchanged for one share of Company Stock, in accordance with the authority provided by Section 1-1107 of the Louisiana Business Corporation Act and Section 352.1 of the Louisiana Banking Law.

(b) Dissenting Shareholders. Notwithstanding anything in this Agreement to the contrary, a Shareholder who complies with the procedural requirements of Section 352.1 of the Louisiana Banking Law ("Dissenting Shareholder") will be entitled to receive the value of his or her shares to the extent provided therein. A Shareholder who fails to perfect, withdraws or otherwise loses his or her right to dissent pursuant to the relevant provisions will be entitled only to receive the consideration specified in Section 1.01(a) of this Agreement.

(c) Effects of the Share Exchange. At the Effective Time, the Company will become the owner of all of the issued and outstanding shares of Bank Stock, and the Bank will become a wholly-owned subsidiary of the Company, all without any further action on the part of the Bank, the Company or any of their respective shareholders. As of the Effective Time, holders of Bank Stock will have no further rights in their shares of Bank Stock, which will be converted automatically into the right to receive the consideration set forth in Section

1.01(a) or Section 1.01(b) of this Agreement. The Share Exchange will have no effect on the assets, liabilities, corporate organization, capital structure, rights, powers, deeds, obligations or business plan of the Company or the Bank. At the Effective Time, the Bank will have the authority to engage only in such businesses and exercise such powers as were permissible for the Bank immediately prior to the Effective Time, and the Bank will continue to be subject to the same prohibitions and limitations as existed with respect to the Bank immediately prior to the Effective Time. The Share Exchange will have the additional effects provided by Section 1-1107 of the Louisiana Business Corporation Act, Section 352.1 of the Louisiana Banking Law and other applicable law.

(d) Articles of Incorporation and Bylaws. The articles of incorporation and bylaws of the Company, as in effect immediately prior to the Effective Time, will remain in effect thereafter, unless and until amended or repealed as provided by the articles of incorporation or bylaws of the Company, or as otherwise provided by law. The articles of incorporation and bylaws of the Bank, as in effect immediately prior to the Effective Time, will remain in effect thereafter, unless and until amended or repealed as provided by the articles of association or bylaws of the Bank, or as otherwise provided by law.

(e) Directors, Officers and Employees. The Share Exchange will have no effect on the composition of the boards of directors of the Company or the Bank, or on any officer appointed or person employed by the Company or the Bank.

Section 1.02 Exchange Procedures.

(a) As soon as practicable after the Effective Time, the exchange agent ("Exchange Agent"), which will be the Company or such other exchange agent as may be appointed by the Company, will mail to each holder of record of one or more certificates which immediately prior to the Effective Time evidenced outstanding shares of Bank Stock ("Certificate(s)") (i) a letter of transmittal, which will specify that delivery will be effected, and risk of loss and title to the Certificate(s) will pass, only upon delivery of the Certificate(s) to the Exchange Agent and which may contain such other terms as determined by the Company, and (ii) instructions for use in effecting the surrender of the Certificates. After the Effective Time, there will be no further registration or transfers of Certificates.

(b) Upon surrender to the Exchange Agent of a Certificate, together with a properly completed and duly executed letter of transmittal and such other documents as may be required by the letter of transmittal, the holder of such Certificate will be entitled to promptly receive a certificate representing the number of shares of Company Stock specified in Section 1.01. In the event that the Company Stock issued in connection with the Share Exchange is issued in reliance on an exemption from registration under federal and applicable state securities laws, the certificates representing such shares may contain any legends that may be necessary or appropriate, in the determination of the Company, to comply with federal or applicable state securities laws. The Exchange Agent will cancel or cause to be cancelled the Certificates surrendered in accordance with this Section 1.02 and will deliver or cause to be delivered the cancelled certificates to the Company.

(c) Until surrendered as contemplated by this Section 1.02, each Certificate will be deemed at any time after the Effective Time to represent only the right to receive the consideration set forth in Section 1.01(a) of this Agreement. No interest in respect of the consideration will be paid or will accrue to holders of Certificates under this Agreement. Subject to the effect of applicable escheat or similar laws and the provisions of the articles of incorporation of the Company with respect to the relinquishment in favor of the Company of unclaimed dividends or distributions on shares of Company Stock, following the proper surrender of any such Certificate, the Company will pay to the holder of a certificate representing shares of Company Stock issued in exchange therefor, without interest, (i) at the time of surrender, the amount of dividends or other distributions with a record date after the Effective Time and that have been paid with respect to shares of Company Stock, and (ii) at the appropriate payment date, the amount of dividends or other distributions payable with respect to such shares of Company Stock with a record date after the Effective Time but prior to such surrender and with a payment date subsequent to such surrender.

(d) In the event that any Certificate will have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming such Certificate to be lost, stolen or destroyed in the form provided by the Exchange Agent and, if required by the Company, the posting by such person of a bond in such amount as the

Company may determine is necessary as indemnity against any claim that may be made against it with respect to such Certificate, the Exchange Agent will deliver in exchange for the lost, stolen or destroyed Certificate the consideration due to such person under this Agreement.

(e) Notwithstanding the foregoing, none of the Company, Bank or any Exchange Agent will be liable to any former shareholder of the Bank or holder of a Certificate for any amount delivered in good faith to a public official under any applicable abandoned property, escheat or similar laws.

Section 1.03 Effective Time. The Share Exchange will become effective as provided in Section 1-1107 of the Louisiana Business Corporation Act and Section 352.1 of the Louisiana Banking Law ("Effective Time").

Section 1.04 Closing. The closing of the transactions contemplated by this Agreement will take place at such time and place as the parties may mutually agree.

ARTICLE 2. CONDITIONS PRECEDENT

This Agreement is subject to, and the ability of the parties to consummate the Share Exchange is conditioned upon, the fulfillment prior to the Effective Time of each of the following: (i) the Board of Governors of the Federal Reserve System or its authorized delegate will have approved an application filed or notice submitted by the Company to become a bank holding company as a result of the Share Exchange; (ii) the Louisiana Office of Financial Institutions will have approved an application submitted by the Bank to effect the Share Exchange; and (iii) the holders of not less than two-thirds of the voting power present, in person or by proxy, will have voted in favor of the Share Exchange at a shareholders' meeting duly called and held in accordance with Section 352.1 of the Louisiana Banking Law.

ARTICLE 3. TERMINATION AND ABANDONMENT

This Agreement may be terminated, and the transactions contemplated by this Agreement may be abandoned, at any time prior to the Effective Time upon the written consent of the parties, whether before or after the vote of the shareholders of the Bank. Upon its termination in accordance with this ARTICLE 3, this Agreement will be of no further force or effect and there will be no liability by reason of this Agreement or the termination of this Agreement on the part of the Bank, the Company or any of their respective directors, officers, employees, agents or shareholders, except as to any liability for breach of any duty, representation, warranty or obligation under this Agreement arising prior to the date of termination.

ARTICLE 4. MISCELLANEOUS PROVISIONS

Section 4.01 Amendment and Modification. To the fullest extent provided by applicable law, this Agreement may be amended, modified and supplemented by written agreement of the parties at any time prior to the Effective Time; provided that Shareholder approval will be required for any modification or amendment that (i) alters or changes the amount or kind of consideration to be received in exchange for or on conversion of shares of Bank Stock, or (ii) alters or changes any of the terms of the Agreement, if such alteration or change would adversely affect the Shareholders.

Section 4.02 Waiver of Compliance. Any failure of a party to comply with any obligation, covenant, agreement or condition in this Agreement may be expressly waived (to the extent permitted under applicable law) in writing by the other party; provided, however, that the waiver or failure to insist upon strict compliance with such obligation, covenant, agreement or condition will not operate as a waiver of, or estoppel with respect to, any subsequent or other failure.

Section 4.03 Notices. Any notice or communication required or permitted to be made hereunder will be in writing, duly signed by the party giving such notice or communication and will be by hand; by a nationally recognized overnight courier service; by registered or certified mail, postage prepaid; or by facsimile transmission, receipt confirmed, as follows (or such other address for a party as will be specified by like notice):

- (a) if given to the Bank, at the Bank's mailing address set forth below:

Metairie Bank & Trust
3344 Metairie Road
Metairie, Louisiana 70001-5212
Attn: President
Facsimile Number (504) 832-3235

- (b) if given to the Company, at the Company's mailing address set forth below:

MBT Bancshares, Inc.
3344 Metairie Road
Metairie, Louisiana 70001-5212
Attn: President
Facsimile Number (504) 832-3235

- (c) if given to a Shareholder, at the address set forth on the books and records of the Bank.

Where this Agreement provides for notice in any manner, such notice may be waived in writing by the person entitled to receive such notice, either before or after the event, and such waiver will be the equivalent of such notice. Waivers of notice by holders will be filed with the secretary of the Bank or Company, as applicable, but such notice will not be a condition precedent to the validity of any action taken in reliance upon such waiver.

All notices or communications will be deemed delivered upon actual receipt thereof by the appropriate person if delivered by hand; upon the date of the receipt confirming the delivery if transmitted by facsimile; upon the next business day following deposit with a nationally recognized overnight courier service; or upon the third succeeding business day following deposit in the United States mail.

Section 4.04 Severability. If any provision of this Agreement, or the application thereof, will for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provisions of this Agreement, but this Agreement will be construed as if such invalid, illegal or unenforceable provision had never been contained herein. The parties further agree to replace such invalid, illegal or unenforceable provision of this Agreement with a valid and enforceable provision that will achieve, to the extent possible, the economic, business and other purposes of the invalid, illegal or unenforceable provision. If any provision of this Agreement is so broad as to be unenforceable, the provision will be interpreted to be only as broad as is enforceable.

Section 4.05 Governing Law. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF EACH OF THE PARTIES SUBJECT TO THIS AGREEMENT WILL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF LOUISIANA, WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES. IN THE EVENT OF A DISPUTE INVOLVING THIS AGREEMENT, THE PARTIES IRREVOCABLY AGREE THAT VENUE FOR SUCH DISPUTE WILL LIE IN ANY COURT OF COMPETENT JURISDICTION IN JEFFERSON PARISH, LOUISIANA.

Section 4.06 Counterparts. This Agreement may be executed in any number of counterparts, each of which will be an original, but all of which together will constitute one and the same instrument.

Section 4.07 Interpretation. The headings of the sections of this Agreement are inserted for convenience of reference only and will not affect the construction of this Agreement or any provision of this Agreement. All Sections referred to in this Agreement are Sections of this Agreement, unless the context otherwise requires.

Section 4.08 Entire Agreement. This Agreement, including the other documents referred to herein which form a part hereof, contains the entire understanding of the parties hereto in respect of the subject matter contained herein. There are no restrictions, promises, representations, warranties, covenants or undertakings, other than those expressly set forth or referred to herein. This Agreement supersedes all prior agreements and understandings among the parties with respect to such subject matter.

[signature page to Agreement and Plan of Share Exchange]

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed and delivered all as of the day and year first above written.

MBT BANCSHARES, INC.
a Louisiana corporation

By: /s/ Ron E. Samford, Jr.
Name: Ron E. Samford, Jr.
Title: President and Chief Executive Officer

METAIRIE BANK & TRUST
a Louisiana state bank

By: /s/ Ron E. Samford, Jr.
Name: Ron E. Samford, Jr.
Title: President and Chief Executive Officer

APPENDIX B

DISSENTING SHAREHOLDER PROVISIONS

La. Rev. Stat. §6:376. Rights of a stockholder dissenting from certain actions

A. Except as provided in Subsection B of this Section, if a state bank has, by vote of its stockholders, authorized a sale, lease, or exchange of all or substantially all of its assets, or become a party to a merger, consolidation, or share exchange, or authorized a conversion into a national bank, or authorized a voluntary liquidation, then, unless such authorization or action shall have been given or approved by at least eighty percent of the total voting power, a stockholder who voted against such action shall have the right to dissent.

B. The right to dissent provided by this Section shall not exist in the case of stockholders holding shares of any class of stock which, at the record date fixed to determine stockholders entitled to receive notice of and to vote at the meeting of stockholders at which a merger, consolidation, or share exchange was acted on, were listed on a national securities exchange, unless the articles of the bank issuing such stock provide otherwise, or the shares of such stockholders were not converted by the merger, consolidation, or share exchange solely into shares of the surviving or new bank.

C. (1) Except as provided in the last sentence of this Subsection, any stockholder electing to exercise such right of dissent shall file with the bank, prior to or at the meeting of stockholders at which such proposed action is submitted to a vote, a written objection to such proposed action and shall vote his shares against such action.

(2) If such proposed action be taken by the required vote but by less than eighty percent of the total voting power, and the merger, consolidation, share exchange, sale, liquidation, or conversion authorized thereby be effected, the bank shall promptly thereafter give written notice thereof, by registered mail, to each stockholder who filed such written objection to and voted his shares against such action at such stockholder's last address on the bank's records.

(3) Each such stockholder may, within twenty days after the mailing of such notice to him but not thereafter, file with the bank a demand in writing for the fair cash value of his shares as of the day before such vote was taken, provided that he state in such demand the value demanded and a post office address to which the reply of the bank may be sent and at the same time deposit in escrow in a bank or trust company located in the parish of the domicile of the bank the certificates representing his shares, duly endorsed and transferred to the escrow bank upon the sole condition that said certificates shall be delivered to the bank upon payment of the value of the shares determined in accordance with the provisions of this Section. With his demand, the stockholder shall deliver to the bank the written acknowledgment of such escrow bank or trust company with which such certificates have been deposited that it so holds his certificates of stock.

(4) Unless the objection, demand, and acknowledgment aforesaid be made and delivered by the stockholder within the period described in this Subsection, he shall conclusively be presumed to have acquiesced in the action proposed or taken.

D. If the bank does not agree to the value so stated and demanded or does not agree that a payment is due, it shall, within twenty days after the receipt of such demand and acknowledgment, notify in writing the stockholder at the designated post office address of its disagreement and shall state in such notice the value it will agree to pay if any payment should be held to be due; otherwise, it shall be liable for and shall pay to the dissatisfied stockholder the value demanded by him for his shares.

E. (1) In case of disagreement as to such fair cash value or as to whether any payment is due after compliance by the parties with the provisions of Subsections C and D of this Section, the dissatisfied stockholder within sixty days after receipt of notice in writing of the bank's disagreement but not thereafter may file suit against the bank or the merged or consolidated bank, as the case may be, in the district court of the parish in which the bank or the merged or consolidated bank, as the case may be, is domiciled praying the court to fix and decree the fair cash value of the dissatisfied stockholder's shares as of the day before the action complained of was taken, and the court shall, on such evidence as may be adduced in relation thereto, determine summarily whether any payment is due and, if so, such cash

value, and render judgment accordingly.

(2) Any stockholder entitled to file such a suit may, within such sixty-day period but not thereafter, intervene as a plaintiff in such a suit filed by another stockholder and recover therein judgment against the bank for the fair cash value of his shares. No order or decree shall be made by the court staying the proposed action, and any such action may be carried to completion notwithstanding any such suit.

(3) Failure of the stockholder to bring suit or to intervene in such a suit within sixty days after receipt of notice of disagreement by the bank shall conclusively bind the stockholder:

(a) By the bank's statement that no payment is due; or

(b) If the bank does not contend that no payment is due, to accept the value of his shares as fixed by the bank in its notice of disagreement.

F. When the fair value of the shares has been agreed upon between the stockholder and the bank, or when the bank has become liable for the value demanded by the stockholder because of failure to give notice of disagreement and of the value it will pay, or when the stockholder has become bound to accept the value the bank agrees is due because of his failure to bring suit within sixty days after receipt of notice of the bank's disagreement, the action of the stockholder to recover such value must be brought within five years from the date the value was agreed upon or the liability of the bank became fixed.

G. If the bank or the merged or consolidated bank, as the case may be, shall, in its notice of disagreement, have offered to pay the dissatisfied stockholder on demand an amount in cash deemed by it to be fair cash value of his shares, and if, on the institution of a suit by the dissatisfied stockholder claiming an amount in excess of the amount offered, the bank or the merged or consolidated bank, as the case may be, shall deposit in the registry of the court, there to remain until the final determination of the cause, the amount so offered; then, if the amount finally awarded such stockholder, exclusive of interest and costs, be more than the amount offered and deposited as aforesaid, the costs of the proceeding shall be taxed against the bank or the merged or consolidated bank, as the case may be, and judicial interest may be awarded against such bank only on the amount of the award in excess of the amount deposited in the registry of the court; otherwise, the costs of the proceeding shall be taxed against such stockholder.

H. Upon filing a demand for the value of his shares, the stockholder shall cease to have any of the rights of a stockholder except the rights accorded by this Section. Such a demand may be withdrawn by the stockholder at any time before the bank gives notice of disagreement as provided in Subsection D of this Section. After such notice of disagreement is given, withdrawal of a notice of election shall require the written consent of the bank. If a notice of election is withdrawn, or the proposed corporate action is abandoned or rescinded, or a court should determine that the stockholder is not entitled to receive payment for his shares, or the stockholder should otherwise lose his dissenter's rights:

(1) He shall not have the right to receive a payment for his shares;

(2) His share certificates shall be returned to him and, on his request, new certificates shall be issued to him in exchange for the old ones endorsed to the bank; and

(3) He shall be reinstated to all his rights as a stockholder as of the filing of his demand for value, including any intervening preemptive rights and the right to payment of any intervening dividend or other distribution, or, if any rights have expired or any such dividend or distribution other than in cash has been completed, in lieu thereof, at the election of the bank he shall receive the fair value thereof in cash as determined by the board as of the time of such expiration or completion, but without prejudice otherwise to any proceeding that may have been taken in the interim.