


Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
PLEASE SEE ATTACHMENT.

18 Can any resulting loss be recognized? ▶ **PLEASE SEE ATTACHMENT.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
PLEASE SEE ATTACHMENT.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 6/9/2017

Print your name ▶ **BRENDA S. CAMPBELL** Title ▶ **DIRECTOR OF TAXES**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

MIDLAND STATES BANCORP, INC.

EIN: 37-1233196

Attachment to IRS Form 8937

PART I: REPORTING ISSUER

As described below, Midland States Bancorp, Inc., an Illinois corporation ("Midland"), has acquired Centru Financial Corporation, a Delaware corporation ("Centru"). Pursuant to the Merger (defined below), stockholders of Centru elected to receive, in exchange for each share of their Centru common stock, either cash, shares of Midland common stock, or a combination of both cash and shares of Midland common stock.

PART II: ORGANIZATIONAL ACTION

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger (as defined below) on the tax basis of Midland common stock received in the Merger in exchange for Centru common stock. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Midland does not provide tax advice to its stockholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisors when establishing their specific tax position. You should consult your own tax advisor regarding the particular consequences of the Merger (defined below) to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. You also are urged to read the Registration Statement of Midland filed with the SEC on Form S-4, dated March 15, 2017 (Registration No. 333-216708) (the "Registration Statement"), noting especially the discussion under "Material U.S. Federal Income Tax Consequences of the Merger."

Item 14. Description of Organizational Action:

Pursuant to the terms of the Agreement and Plan of Merger, dated as of January 26, 2017 (the "Agreement"), by and among Midland, Centru and Sentinel Acquisition, LLC, a Delaware corporation and direct wholly-owned subsidiary of Midland ("Merger Sub"), Midland acquired Centru through the merger of Centru with and into Merger Sub, with Merger Sub as the surviving entity (the "Merger").

In the Merger, a holder of Centru common stock could elect to receive, in respect of each share of Centru common stock held, either:

- (i) \$26.75 in cash (“Cash Consideration”), or
- (ii) 0.7604 shares of Midland common stock (with fractional shares of Midland common stock paid in cash) (“Stock Consideration”), or
- (iii) a combination of \$9.3625 in cash and 0.4943 shares of Midland common stock (with fractional shares of Midland common stock paid in cash).

Item 15. Description of the Quantitative Effect of the Organizational Action:

The effect of the merger on the tax basis of a Centruie stockholder depends on the form of consideration received:

Stockholders who received only Cash Consideration (i.e., Centruie stockholders who elected Cash Consideration)

The exchange of Centruie shares solely for cash generally will result in recognition of gain or loss by the holder in an amount equal to the difference between the amount of cash received in the Merger and the holder’s tax basis in the Centruie shares surrendered. The deductibility of capital losses is subject to limitations, and the exchange may be treated as a dividend under certain circumstances. You should consult the Registration Statement and your tax advisor for more information.

Stockholders who received only Stock Consideration (i.e., Centruie stockholders who elected Stock Consideration)

The receipt by a Centruie stockholder of Midland common stock in exchange for Centruie common stock does not affect such stockholder’s tax basis. Generally, the aggregate tax basis of Midland common stock received by the Centruie stockholder in the Merger will be equal to the aggregate adjusted tax basis of the shares of Centruie common stock surrendered (excluding any cash received in lieu of a fractional share of Midland common stock).

Stockholders who received mixed Cash Consideration and Stock Consideration (i.e., Centruie stockholders who elected Cash Consideration and Stock Consideration)

The receipt by a Centruie stockholder of a combination of Midland common stock and cash in exchange for Centruie common stock affects such stockholder’s tax basis. Generally, the aggregate tax basis of Midland common stock received by the Centruie stockholder in the Merger will be equal to the aggregate adjusted tax basis of the shares of Centruie common stock surrendered, reduced by the amount of cash received by the Centruie stockholder pursuant to the Merger (excluding any cash received in lieu of a fractional share of Midland common stock) and increased by the amount of gain (excluding gain or loss resulting from any fractional share deemed received and exchanged for cash), if any, recognized by the Centruie stockholder on the exchange. The amount of gain recognized is the lesser of (A) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of Midland common stock received pursuant to the Merger over the stockholder’s aggregate tax basis in the shares of

Centrue common stock surrendered) and (B) the amount of cash received pursuant to the Merger (excluding any cash received in lieu of a fractional share of Midland common stock).

The receipt by a Centrue stockholder of cash in lieu of a fractional share of Midland common stock generally will be treated as if the fractional share had been distributed to the Centrue stockholder in connection with the Merger and then sold for cash in a taxable transaction. Gain or loss generally will be recognized based on the difference between the amount of cash received in lieu of the fractional share and the portion of the stockholder's aggregate adjusted tax basis in the shares of Midland common stock received in the Merger that is allocable to the fractional share. The gain or loss generally will be long-term capital gain or loss if the holding period of the corresponding Centrue common stock surrendered is more than one year at the effective time of the Merger. The deductibility of capital losses is subject to limitations. See the Registration Statement for more information.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. United States federal income tax law does not specifically prescribe how you should determine the fair market value of Midland common stock for purposes of allocating your tax basis. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market value of Midland common stock. One possible approach is to utilize the market closing price on June 9, 2017, the last full day of trading prior to the Merger, which was \$34.95 per share of Midland common stock on the National Association of Securities Dealers Automated Quotations ("NASDAQ"). Other approaches to determine fair market value may also be possible. You should consult your tax advisor to determine the appropriate method.

Item 16. Description of the Calculation of the Change in Basis:

Stockholders receiving only Cash Consideration

The following is an illustrative example of how the basis determination would be applied to a hypothetical stockholder who received Cash Consideration.

Shares of Centrue common stock owned: 500

Centrue stockholder's aggregate adjusted tax basis: \$500.00 (assumed to be \$1.00 per share)

Cash Consideration received (500 shares of Centrue common stock multiplied by \$26.75 in cash per share): \$13,375.00

Recognized gain (\$13,375.00 in Cash Consideration received minus \$500.00 aggregate adjusted tax basis): \$12,875.00

Stockholders receiving only Stock Consideration

The following is an illustrative example of how the basis determination would be applied to a hypothetical stockholder who received Stock Consideration.

Shares of Centru common stock owned: 500

Centru stockholder's aggregate adjusted tax basis: \$500.00 (assumed to be \$1.00 per share)

Shares of Midland common stock received in the Merger (500 shares of Centru common stock multiplied by 0.7604, rounded down to the nearest whole share): 380 (rounded down from 380.20)

Fractional shares of Midland common stock of which cash was paid in lieu: 0.20

FMV per share of Midland shares received: \$34.95

FMV of the Stock Consideration received (i.e., Midland shares received, including any fractional shares deemed received, in exchange for 500 Centru shares surrendered) (\$34.95 multiplied by 380.2 shares of Midland common stock): \$13,287.99

Aggregate tax basis of Midland common stock received (including fractional shares deemed received): \$500.00

Cash received in lieu of fractional Midland share (0.20 of a share multiplied by \$34.95, the price per share ultimately used to determine the rate at which cash was paid in lieu of fractional shares): \$6.99

Tax basis in fractional Midland share deemed received and sold (0.20 of a share multiplied by \$1.00): \$0.20

Tax basis for shares of Midland common stock received (excluding fractional shares deemed received) (\$500.00 aggregate basis less basis of fractional shares deemed received \$0.20): \$499.80

Gain realized on fractional Midland share deemed received and sold (\$6.99 cash received minus \$.20 basis): \$6.79

Stockholders receiving mixed Cash Consideration and Stock Consideration

The following is an illustrative example of the basis determination for a hypothetical stockholder who elected to receive both Cash Consideration and Stock Consideration.

Shares of Centru common stock owned: 500

Centrue stockholder's aggregate adjusted tax basis: \$500.00 (assumed to be \$1.00 per share)

Shares of Centrue common stock to receive Stock Consideration: 500

Shares of Centrue common stock to receive Cash Consideration: 500

Shares of Midland common stock received in the Merger (500 shares of Centrue common stock multiplied by 0.4943, rounded down to the nearest whole share): 247 (rounded down from 247.15)

Fractional shares of Midland common stock of which cash was paid in lieu: 0.15

FMV per share of Midland shares received: \$34.95

FMV of the Stock Consideration received (i.e., Midland shares received, including any fractional shares deemed received, in exchange for 500 Centrue shares surrendered) (\$34.95 multiplied by 247.15 shares of Midland common stock): \$8,637.89

Cash Consideration received in the Merger (500 shares of Centrue common stock multiplied by \$9.3625 in cash per share): \$4,681.25

Total Merger Consideration received (\$4,681.25 in Cash Consideration plus \$8,637.89 in FMV of Stock Consideration): \$13,319.14

Realized gain (\$13,319.14 total Merger Consideration received minus \$500.00 aggregate tax basis): \$12,819.14

Recognized gain (determined as lesser of realized gain or cash received): \$4,681.25

Aggregate tax basis of Midland common stock received (including fractional shares deemed received) (\$500.00 aggregate tax basis in Centrue shares minus \$4,681.25 cash received (excluding cash received in lieu of fractional shares) plus \$4,681.25 recognized gain): \$500.00

Tax basis per share of Midland common stock received (including fractional shares deemed received) (\$500.00 aggregate basis divided by 247.15): \$2.02 (or, more precisely, \$2.0230629)

Aggregate tax basis in whole shares of Midland common stock received in the Merger (247 shares multiplied by \$2.0230629): \$499.70

Tax basis in fractional Midland share deemed received and sold (0.15 of a share multiplied by \$2.0230629): \$0.30

Cash received in lieu of fractional Midland share (0.15 of a share multiplied by \$34.95, the price per share ultimately used to determine the rate at which cash was paid in lieu of fractional shares): \$5.24

Gain realized on fractional Midland share deemed received and sold (\$5.24 cash received minus \$.30 basis): \$4.94

Items 17 & 18. List of Applicable Internal Revenue Code Sections:

The Merger was intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code. In general, the federal income tax consequences to the former Centruce stockholders are determined under Sections 356, 358 and 1221 of the Code. Centruce stockholders generally must recognize gain (but not loss), pursuant to Section 356 of the Code, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the amount of cash and fair market value of the Midland common stock received in the Merger over the stockholder’s adjusted basis in its shares of Centruce common stock surrendered, as determined pursuant to Sections 1001 and 1011 of the Code) and (2) the amount of cash received pursuant to the Merger (excluding any cash received in lieu of a fractional share of Midland common stock).

Item 19. Other Information:

The Merger and resulting stock exchange became effective on June 9, 2017. For a Centruce stockholder whose taxable year is the calendar year, the reportable tax year is 2017.