

Filings Services April 15, 2008 SNL Financial, LC 1-800-969-4121 2007 Annual Report

# Welcome to the bank where you belong.

A smile, a handshake, a familiar face—and the Midwest Bank name above the door.

Since 1959, Midwest Bank has remained "community-based," even though this "community" now extends to twenty-nine different Chicagoland areas.

Relationships at Midwest Bank are more than simply account balances. Midwest employees live where they work and are a part of the neighborhoods that the Bank calls "home." Midwest Bank is over 600 employees with a passion for delivering a quality banking experience to customers and achieving long-term results for stockholders.

Midwest Bank is the bank where you belong.

Midwest Banc Holdings, Inc. is a community-based bank holding company dedicated to serving the Chicagoland area. The largest bank subsidiary, Midwest Bank and Trust Company, serves more than 46,000 customers through twenty-nine banking centers and a network of 32,000 ATMs nationally. The Bank also provides insurance and investment services through Midwest Financial and Investment Services, Inc.

With \$3.7 billion in assets as of year-end 2007, Midwest Banc Holdings, Inc. remains among the largest banking organizations in Illinois and is a valuable resource for the communities it serves. Midwest Banc stock is publicly traded, listed on NASDAQ under the ticker symbol MBHI. For more information about us, visit our Web site at www.midwestbank.com.



E.V. Silveri
Chairman of the Board (former)

James J. Giancola
President and Chief Executive Officer

Homer J. Livingston Jr.
Chairman of the Board

## **Fellow Stockholders:**

As Midwest Banc Holdings, Inc. begins a new fiscal year, we are reviewing the issues that have challenged the banking industry in 2007. The introduction of "sub-prime mortgage" into the global lexicon came as a result of a credit crisis for both individuals and businesses. Lending activities and liquidity issues were scrutinized and financial institution leaders brought foreign capital infusions into their capital structure. Both lax credit standards and inappropriate risk management strategies contributed to the national crisis. The Federal Reserve Board's Open Market Committee has taken aggressive steps in reducing benchmark interest rates to mitigate recessionary concerns and provide liquidity for financial markets.

Midwest has a strong real estate and construction lending history, however, in 2007 our portfolio was more diversified than in prior years. In 2005, the decision was made to expand commercial (non-real estate) loans while reducing overall loan portfolio risk. This decision has placed Midwest in a stronger position in the midst of an overall declining economic environment. The depth of the credit crisis could not have been anticipated, but this strategy clearly mitigated our exposure to the

real estate contraction the market is experiencing. We have not originated sub-prime loans nor do we have investments in sub-prime or esoteric mortgage-backed securities or collateralized mortgage obligations.

The 2006 acquisition of Royal American Corporation helped broaden our commercial and industrial loan exposure and added a well-established trust and wealth management operation to the revenue mix.

The 2007 acquisition of Northwest Suburban Bancorp, Inc. further broadened the Midwest Banc Holdings, Inc. geographic footprint and added to diversification efforts, boosting total assets by 18%.

To further diversify our loan portfolio and reduce risk exposure to any single credit, total direct outstanding loan amounts were reduced on many large commercial loans. Even with these actions, loans increased by \$528 million, or 27% on a year-to-year basis with \$439 million of these loans acquired through the Northwest Suburban transaction. Excluding the acquired loans, organic growth in our portfolio was \$88 million or 5% compared to the prior year, fueled in large part by growth in owner-occupied commercial real estate lending activity.

During 2007, residential mortgage operations were outsourced to eliminate the fixed costs associated with this highly-cyclical business and we entered into a relationship with an experienced mortgage banking company. This allowed us to offer a much broader array of mortgage products to customers and further insulated the Bank from exposure to the sharp decline in mortgage activity that reverberated throughout the industry in the second half of the year.

Industry-wide margin compression was precipitated by the liquidity issue and the real estate industry's problems impeded the recovery in net interest margins. This pressure has moderated due to the recent interest rate cuts made by the Federal Reserve and their efforts to make ample liquidity available to the financial markets. While we expect to benefit from the Federal Reserve's actions in 2008, net interest margin for 2007 declined to 3.02% from 3.32% at year-end 2006.

In spite of turmoil in the industry, net income for 2007 was \$18.6 million, or \$0.72 per diluted share, compared to \$17.7 million, or \$0.75 per diluted share in 2006. Book value per share was \$11.94 at year-end, compared to \$11.65 a year earlier. Earnings continued to reflect the presence of the previously disclosed Large Problem Credit, which reduced 2007 net income by approximately \$0.10 per diluted share.

Aside from this single credit issue, the quality of the loan portfolio remained stable. Nonaccrual loans, excluding the Large Problem Credit, were 0.83% of all loans, down from 0.89% on December 31, 2006. No loans were over 90 days past due and still accruing. Foreclosed properties remained at about \$2.2 million; and there were no additions to this category during 2007. Total nonperforming assets fell to 2.08% of loan-related assets from 2.33% at December 31, 2006.

#### **Stock Performance**

Despite the significant improvements achieved during such challenging times, the performance of Midwest Banc Holdings, Inc. stock struggled.

Along with the rest of the banking industry, stock prices declined precipitously throughout 2007. After reaching a high of \$24.44 on January 3, 2007, the stock price fell to \$11.45 on December 18, 2007. It finished the year at \$12.42, registering a decline of 48% for the year ended December 31, 2007. In part, performance was a reaction to turbulence within the industry, as well as our Large Problem Credit. The resolution of this Credit is a top priority for the organization.

In a difficult equity market, we were able to raise capital this past fall. During the height of the credit crisis, the sale of 1,725,000 depositary shares was closed, representing a 1/100th interest in our Series A Noncumulative Redeemable Convertible Perpetual Preferred Stock.

This sale netted proceeds of \$41.4 million, which were used to reduce balances outstanding on a term note and revolving line of credit, and to contribute capital to our bank subsidiary.

Given the value of Midwest Banc Holdings, Inc. stock, we may continue investing in our own company with the repurchase of stock. In 2007, we repurchased 661,500 shares of common stock under the 5% repurchase program authorized by the Board of Directors. As of December 31, 2007, a total of 374,111 shares remain authorized for repurchase under this program. Additionally, no change in dividend practices is anticipated in the coming year.

## **Looking Ahead**

Experience teaches that the real estate market is cyclical. As an organization that has long possessed a real estate lending concentration, we can honestly say,

"we have seen this movie before." It will take time for the excesses that characterized the real estate bubble to clear the banking system. We are confident that Midwest will be well served by the fact that we began addressing our own credit process well ahead of the national crisis. For this reason, we expect to emerge from this latest downturn, not only earlier than some of our competitors, but stronger as an organization.

Building on that strength was the welcome addition of the employees and customers of Northwest Suburban this past year. The presence of this organization further solidifies our branch presence in Cook, Lake and McHenry counties. This is in keeping with the ongoing strategy of expanding our network through the acquisition of area banks that share Midwest's values and passion for community-based banking. Employing this strategy, we hope to:

- Continue to diversify the asset side of our balance sheet
- Build on core relationships
- Retain and attract qualified and talented associates

At the same time, Midwest will continue internal growth, by capitalizing on the opportunities to promote newly enhanced abilities to provide wealth management services to our customers. As bank customers consider retirement years and undertake retirement planning, we are in an excellent position to transition their loan and depository business into wealth management services.

As we look to the future, we will not alter our community-based focus; nor are we looking beyond the Chicagoland area for growth. Midwest is committed to build on local strengths, keeping a focus close to home. Customer needs will be serviced through whatever channel of communication they prefer—in person, by telephone, or electronically-and our employees will remain committed community members.

While we remain focused on our vision for the long term, we are also prepared to embrace change in the near term. For example, Midwest experienced a major changing of the guard. Effective January 1, 2008, E.V. Silveri stepped down after serving twenty-five years as the Chairman of our Board of Directors. Homer J. Livingston, Jr., who has been a board member since 2005, succeeded him. Mr. Silveri has provided outstanding leadership and direction for this organization, and we look forward to his continued participation on the Board in 2008.

2007 was a year when several major competitors merged into even larger global mega-institutions. While this will create new marketing challenges in the coming year, it will create some opportunities as well. These mergers will further distinguish Midwest's style of community banking. While "mega banks" may position price competition as a key strategy, Midwest will promote core deposit growth based on a community banking strategy that emphasizes relationships, not just price alone.

The industry challenges from 2007 will move toward resolution. Midwest is grateful to all customerslong-term and new-and to all employees, for the roles they play in keeping focused on the fundamental business of promoting shareholder value. Thanks to this shared focus, we are confident that Midwest Bank is well-positioned to see significant gains not only in our assets, but also to the bottom line. This confidence motivates us to stay committed to ensuring that customers, employees, and stockholders reach the same conclusion: Midwest Bank is the bank where you belong.

Sincerely,

Homer J. Livingston, Jr. Chairman of the Board

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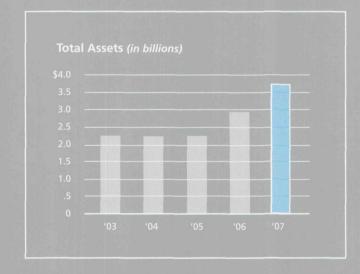
James J. Giancola President and Chief Executive Officer

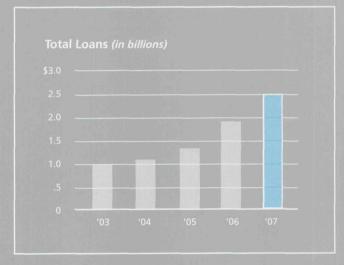
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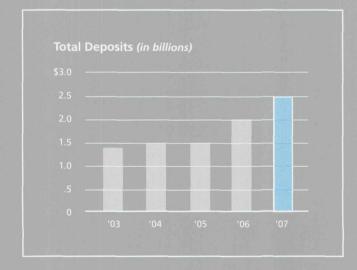
March 31, 2008

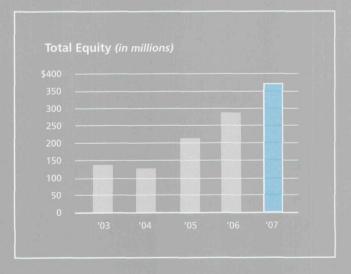
#### 2006–2007 Comparison Table

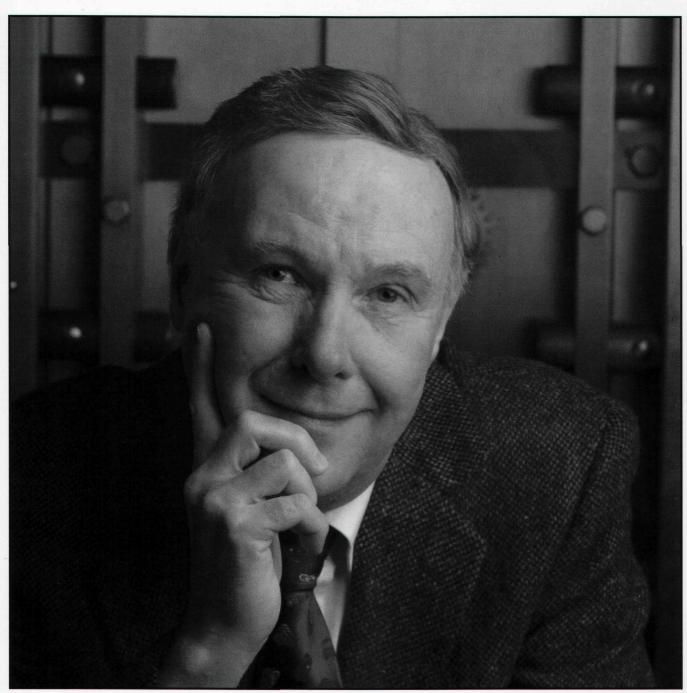
In thousands, except per share data			% Change
	\$ 3,692,782	\$ 2,942,046	
Total Stockholders' Equity		287,242	
Net Income Available to Common Stockholders			
Cash Dividends Declared on Common Stock			
Earning per Share (Basic)			
Earning per Share (Diluted)			
Stock Price			







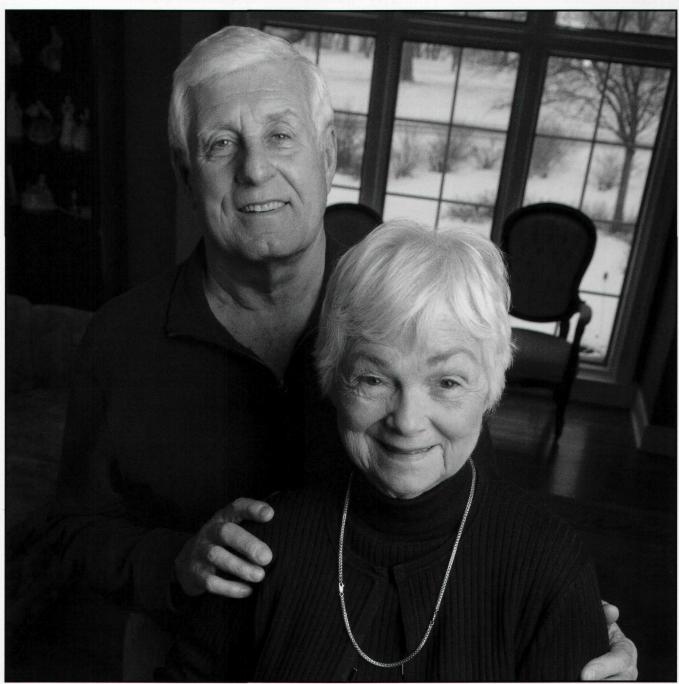




welcoming

# Part of the Family

Forty years ago when Terry Pace first started out on the teller line, personal banking was...very personal. "We had four tellers working out of the same drawer. There were no account numbers and we were able to identify people by their handwriting and faces," says Pace, who retired at the end of 2007 from Midwest Bank. "Employees...customers—it has always been like one big family. When Midwest Bank acquired our bank, they brought us into the 20th century, with account numbers, sorting machines, health care and retirement plans. The name on our sign may have changed," says Pace. "but we never lost our reputation for being 'the friendly' small-town bank. Midwest Bank made me feel like I belonged to a family—a family I'll always remember." —Terry Pace, retired teller, Midwest Bank's Union Branch



trustworthy

# **Trusted Advisors**

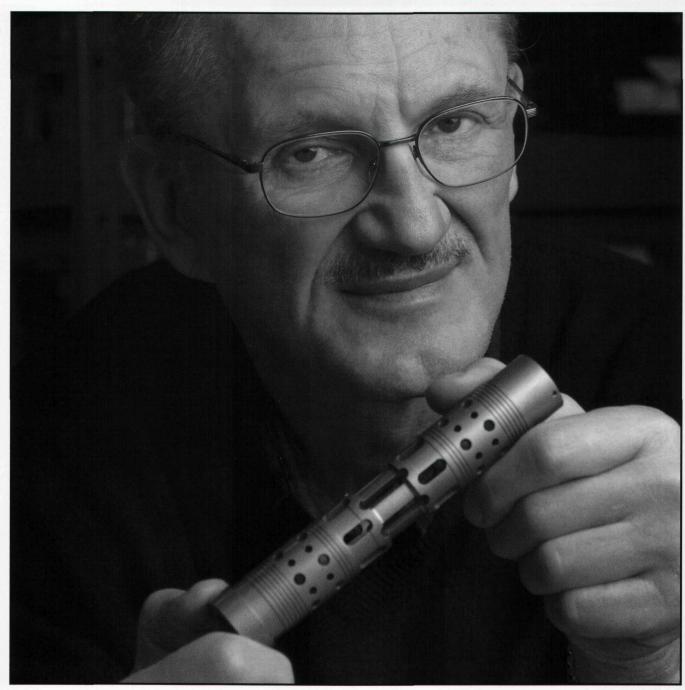
Phil Hartung sold his equipment manufacturing company and could have gone anywhere for wealth management services. So why did he choose Midwest Bank? "They listen," he says. Not just to Hartung and his wife Pat, but to all his family members. "I like that my children know our bankers and feel comfortable calling to ask them financial questions." And Midwest bankers have no qualms about talking to them. "That is just it. You can get close to this bank. There is less pageantry. There is no agenda. They take an interest in the individual." But Hartung stresses that might not matter as much if he weren't also receiving advice he can trust. "Their advice is based on a real world. Not only that, they make an effort to recommend strategies based on what we want to accomplish and what we are comfortable doing." Financial advice, in other words, that is focused on the client. "There is a need for a bank that listens. Frankly, it makes it fun doing business with them." —Phil Hartung, pictured with wife, Pat Hartung



visionary

# Seeing the Big Picture

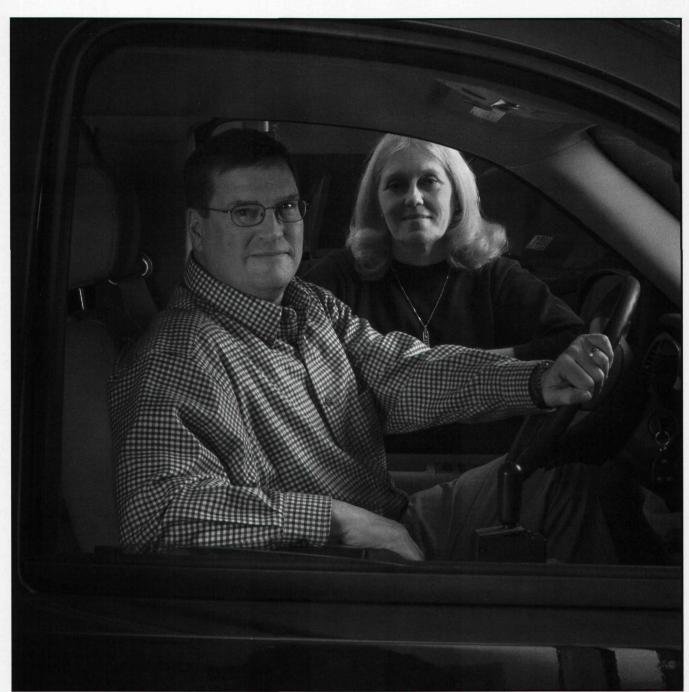
Singled out as one of America's fasting growing companies in 2007 by Entrepreneur Magazine, Star Creations needs a bank that can keep pace with it. "When we started out six years ago and needed money, it seemed like no one wanted to talk to us. Now, not a week goes by that we aren't hearing from some lending institution interested in doing business with us. But anything they can offer, we already get from Midwest," says Marc Weingardt. Star Creations, a manufacturer, importer and distributor of wall décor, switched its banking relationship to Midwest when it outgrew the business banking capabilities of its retail bank. "But trust is also a huge factor for us. I know I can trust that our bankers are as much experts in what they do as we are in what we do. They understand our business and what we need from them. Also, I really know my banker. In larger institutions, no matter how big your account is, customers get bounced around with every promotion, department reorganization or staff change—like being a piece of paper shuffled from file to file. We want to be at a bank where we matter. At Midwest they make us feel like we are important to them," he adds. —Marc Weingardt, Star Creations (center) pictured with Todd Weingardt and Susan Collier



focused

# Customer-centric

"Good service. Good lending rates. Good people. That just sums it up," says Ken Malo, of Swiss Automation, a contract precision machined parts manufacturer located in Barrington, IL. There are branch locations of big, impersonal "mega-banks" popping up all around him, but Malo feels they are all at a distinct disadvantage as they try to solicit his business: "Midwest just takes care of me. They are always available. Even the president of the bank is always available by phone if I need him." Basically, Malo feels that Midwest treats him the way he treats his customers, with the same attention to delivering good products and service at a good value. —Ken Malo, Swiss Automation



friendly

# Where Everyone Knows My Name

-Rick Gruber, Sandy's Lawn and Tree Care, Inc., pictured with wife, Sandy Gruber

"My wife, Sandy, and I are originally from Peoria, which probably explains the attraction we felt towards Midwest Bank," says Rick Gruber. Although Midwest Bank provides big bank services such as business credit lines, it still maintains a smaller town feel. It has a personality!" The Grubers recently began making use of Midwest's convenient online banking services, however, Rick still goes to the bank three or four times a week. "I know everyone there by name, and they know me. It's a good feeling to know I can sit down and discuss my business needs and concerns with someone at any time." While he does have a personal account at another area bank, Gruber says he rarely goes into that facility. "It just does not have the same feel as Midwest. I don't know anyone's name and rarely even recognize a face. At Midwest, I have had the same personal banker since I opened the account twenty years ago. She was actually my teller back then. And where else could I go to find such friendly yet knowledgeable people to manage my accounts so well? It is a pleasure doing business with Midwest Bank!"



thoughtful

# One-Stop Banking

"With Midwest Bank it is a 'whole' relationship. They make us feel like they genuinely appreciate having our business," says Kurt Moders, who owns a precision metal stamping firm. "They are different in that way from other banks. It is not a case of the bankers being all over you until they get your business. With Midwest, they stop by regularly, we'll go out to lunch—they are really interested in having a relationship and in how my business is doing. Even the social events they sponsor are enjoyable. I've met a lot of good people, even networked with other bank customers, at these gatherings." After gaining that level of comfort with the Bank for his business needs, Moders found it quite natural to expand the relationship to cover his personal wealth management needs as well. "It is a good fit for me. I have dealt with full-service brokerage firms in the past, but this is much more personal. I'm not just a number to Midwest. And I really like being able to get everything done in one place." —Kurt Moders, Kenmode Tool & Engineering, Inc., pictured with Petra Schindler



accessible

# In the Neighborhood

As a real estate developer in Chicago's Lincoln Park and Lakeview neighborhoods—neighborhoods brimming with competitors' branches—Seth Harris points out there is no Midwest branch nearby. But it doesn't matter. "My banker makes himself 'nearby' whenever we need him to be," says Harris. His real estate development company has only been a bank client for about a year, but Harris has been impressed by the quick response he receives to his business needs and questions. "They provided us with construction loan financing. It was a straightforward and efficient underwriting process. Everyone we have dealt with has been thorough and follows through. Midwest Bank made the whole process easy and the relationship has been painless. It is a pleasure to be working with bankers who do more than just nod their heads at you," he adds. —Seth Harris, SMH Development LLC



passionate

# Partnering in Communities

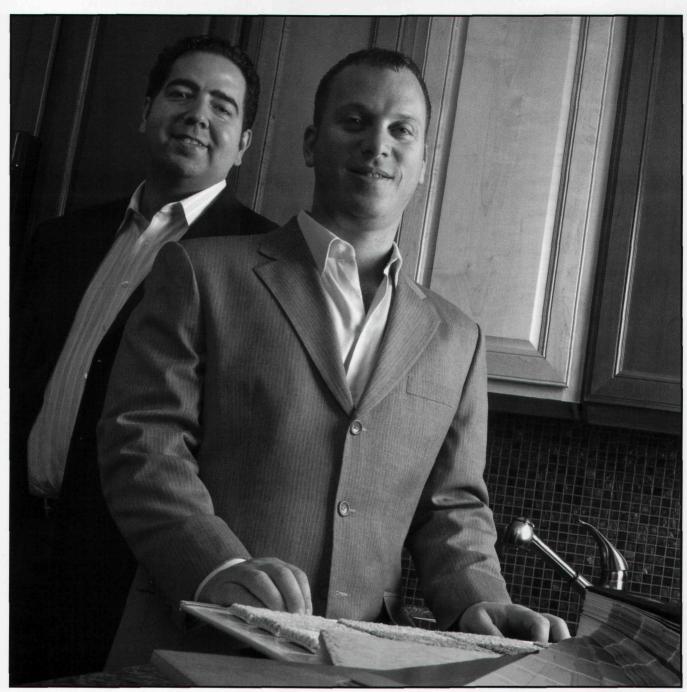
"Tax money only goes so far," says Cathy Miller, Director of the external affairs for the park district and the Executive Director of the Mount Prospect Parks Foundation. "Through Midwest's support, we can create programs that offer a much richer experience for our residents." It isn't just that the bank's charitable contributions enable the park district to develop more events for the Mount Prospect community. She stresses that the relationship with Midwest Bank adds another dimension to a regular fundraising or community event by allowing Miller and her co-workers to develop a better program. "It has been a long and wonderful relationship. And as big as we dream, they have readily come forward with the support to make our events happen as we conceive of them," she adds. It is obviously a mutually beneficial alliance. "Midwest's involvement reminds residents that the bank is more than a financial institution, it is also involved in their well-being. When it comes right down to it, we both invest in the community we serve," says Miller. —Cathy Miller and Walt Cook, Mount Prospect Park District



thorough

# Relationship Banking

"Why do I feel our business belongs at Midwest? That's simple, it's the relationship," says Lee Mugnolo. "We are very loyal to the people we do business with. We were with our previous bank for thirty years." So why did this importer of pasta, with offices in both Melrose Park and Naples, Italy, decide to follow its banker when he made the career move to Midwest Bank? "We appreciated the fact that Midwest still operates as if it were in a 'handshake' business. Whatever we tell them we need, they respond quickly and get it done. With our old bank, there was a growing amount of paperwork, red tape, and multiple committee reviews for credit requests. At Midwest, they are thorough, but they get it done without making us jump through hoops. As a family business, we are tied up in the day-to-day running of our company, so we don't have the time or resources to devote to overly-manage our banking relationship. Midwest understands that and keeps it simple for us." —Lee Mugnolo, Racconto Pasta



respectful

# Not Just About the Numbers

"While Midwest Bank, like any lender, sits down and looks at our proposals from the bank's point of view, they also look at them from our point of view. In our business, it is not always about the numbers, and Midwest gets that. Nor does our banker just sit in his office evaluating our requests. He walks the jobsite with us, talks to the workers—sometimes it is more like having another partner involved than a bank," says Jon Goldman, a partner in CG Development, a Chicago-based real estate developer. "By working to understand the concept of each situation, and often bringing a different perspective to what we do, Midwest Bank has ultimately helped us understand our business better." But what Goldman and Collazo value the most about the relationship is Midwest's ability to close their deals on time, even when that time is short. "They always make the close date. It is hard to place a value on that. As developers, you just can't ask for much more than that from your bank." —Art Collazo and Jon Goldman, CG Development





knowledgeable

# **Cutting Edge Technology**

"Midwest has been very responsive and more proactive than my other banks," says Moishe Gubin, who owns six nursing homes spread across the Chicagoland area. "With the other banks, once the deal is done, I basically don't hear from them, except to check account balances or invite me to dinner. But Midwest did not stop pursuing the relationship once I became a customer. They came out to see us and to see how we conduct our business. They went above and beyond, suggesting we consider Rapid Deposit, an electronic check clearing product that would eliminate the need for our going into their branches to make deposits. Now we use a desktop scanner that effectively makes our office the bank branch. We are able to get instant credit for our deposits. It saves us time and money. That is what sets Midwest apart. Even after the ink on the deal is dry, they are still thinking of ways to make my business better. It is much more useful to me than an annual wine and cheese invitation," says Gubin. —Moishe Gubin, West Suburban Nursing and Rehabilitation Center

## Selected Consolidated Financial Highlights (Unaudited)

The following table sets forth certain selected consolidated financial data at or for the periods indicated. In accordance with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," the results of operations and gain on the sale of Midwest Bank of Western Illinois are shown in the Company's statements of income for 2003, 2004, and 2005 as "discontinued operations." This information should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto included in its 2007 Annual Report on Form 10-K.

## 2003-2007 Summary

Year Ended December 31 (In thousands, except per share data)	2007	2006	2005	2004	2003
Statements of Income Data	HADE				
Total interest income	\$ 193,869	\$ 159,262	\$ 112,244	\$ 91,962	\$ 98,108
Total interest expense	111,237	83,980	50,797	41,780	43,260
Net interest income	82,632	75,282	61,447	50,182	54,848
Provision for loan losses	4,891	12,050	2,589	3,400	9,455
Noninterest income	15,477	14,551	(6,245)	(88)	19,829
Noninterest expenses	71,395	58,615	60,527	46,491	38,099
Income (loss) before income taxes and discontinued operations	21,823	19,168	(7,914)	203	27,123
Provision (benefit) for income taxes	3,246	1,422	(6,325)	(2,869)	7,779
Income (loss) from continuing operations	18,577	17,746	(1,589)	3,072	19,344
Income (loss) from discontinued operations	_	_	7,533	(696)	3,437
Net income	18,577	17,746	5,944	2,376	22,781
Preferred stock dividends	(204)	_	_		
Net income available to common stockholders	\$ 18,373	\$ 17,746	\$ 5,944	\$ 2,376	\$ 22,781
Per Common Share Data					
Earnings per share (basic) from continuing operations	\$ 0.72	\$ 0.76	\$ (0.08)	\$ 0.17	\$ 1.09
Earnings per share (basic) from discontinued operations	0.12	· 0.10	0.38	(0.04)	0.19
Earnings per share (basic)	0.72	0.76	0.30	0.13	1.28
Earnings per share (diluted) from continuing operations	0.72	0.75	(0.08)	0.17	1.06
Earnings per share (diluted) from discontinued operations.	0.12	0.10	0.38	(0.04)	0.19
Earnings per share (diluted)	0.72	0.75	0.30	0.13	1.25
Cash dividends declared	0.52	0.51	0.48	0.48	0.44
Book value at end of period	11.94	11.65	9.91	7.66	8.01
Tangible book value at end of period (non-GAAP measure) <sup>10</sup>	5.56	7.97	9.78	7.49	7.80
	3.30	1.51	3.10	1.43	1.00
Selected Financial Ratios			(0.0 <del>0</del> 0.0	0.100/	0.050/
Return on average assets from continuing operations <sup>1</sup>	0.58%		(0.07)%		
Return on average equity from continuing operations <sup>2</sup>	6.13	7.04	(0.95)	2.17	13.12
Dividend payout ratio	73.04	67.95	162.38	279.59	40.55
Average equity to average assets	9.53	9.57	7.29	6.12	6.60
Tier 1 risk-based capital	9.21	11.92	16.97	13.27	13.68
Total risk-based capital	10.17	12.97	18.07	14.65	14.74
Net interest margin (tax equivalent) <sup>3,4,5</sup>	3.02	3.32	3.31	2.82	3.19
Loan to deposit ratio <sup>5</sup>	100.66	99.44	88.62	73.07	67.23
Net overhead expense to average assets 5,6	1.76	1.67	2.14	1.58	1.01
Efficiency ratio <sup>5,7</sup>	68.29	60.55	75.44	72.79	49.56
Loan Quality Ratios <sup>5</sup>					
Allowance for loan losses to total loans at the end of year	1.08	1.19	1.32	1.48	1.51
Provision for loan losses to total loans	0.20	0.62	0.19	0.31	0.99
Net loans charged off to average total loans	0.20	0.59	0.09	0.17	0.82
Nonaccrual loans to total loans at the end of year8	1.99	2.20	0.59	0.85	1.56
Nonperforming assets to total assets <sup>9</sup>	1.39	1.55	0.83	0.78	0.96
Allowance for loan losses to nonaccrual loans	0.54x	0.54x	2.25x	1.74x	0.97x

## Selected Consolidated Financial Highlights (Unaudited) continued

## 2003-2007 Summary

Year Ended December 31 (In thousands, except per share data)	2007	2006	2005	2004	2003
Balance Sheet Data		Euglist T			
Total assets	\$ 3,692,782	\$ 2,942,046	\$ 2,307,608	\$ 2,236,813	\$ 2,264,149
Total earning assets <sup>5</sup>	3,266,461	2,617,894	2,126,227	1,807,609	1,807,207
Average assets	3,181,990	2,635,138	2,305,086	2,310,594	2,234,293
Loans <sup>5</sup>	2,474,327	1,946,816	1,349,996	1,097,299	955,380
Allowance for loan losses <sup>5</sup>	26,748	23,229	17,760	16,217	14,459
Deposits <sup>5</sup>	2,458,148	1,957,810	1,523,384	1,501,646	1,421,027
Borrowings <sup>5</sup>	821,063	652,774	538,480	320,636	418,797
Stockholders' equity	375,164	287,242	216,126	137,423	143,081
Tangible stockholders' equity (non-GAAP measure) <sup>5,10</sup>	197,713	196,481	213,447	134,315	139,400

<sup>&</sup>lt;sup>1</sup> Net income divided by average assets.

 $<sup>^4</sup>$  The following table reconciles reported net interest income on a fully tax-equivalent basis for the periods presented:

	2007	2006	2005	2004	2003
Net interest income.	\$ 82,632	\$ 75,282	\$ 61,447	\$ 50,182	\$ 54,848
Tax-equivalent adjustment to net interest income	3,612	4,286	2,628	2,399	3,511
Net interest income, fully tax-equivalent basis	\$ 86,244	\$ 79,568	\$ 64,075	\$ 52,581	\$ 58,359

 $<sup>^5\,</sup>$  Reflects continuing operations due to the sale of bank subsidiary on September 30, 2005.

<sup>&</sup>lt;sup>10</sup> Stockholders' equity less goodwill, core deposits intangible and other intangible assets. Management believes that tangible stockholders' equity (non-GAAP measure) is a more useful measure since it excludes the balances of intangible assets. The following table reconciles reported stockholders' equity to tangible stockholders' equity for the periods presented:

	2007	2006	2005	2004	2003
Stockholders' equity	\$375,164	\$287,242	\$216,126	\$137,423	\$143,081
Core deposit intangible and other intangibles, net	17,044	11,273	1,788	2,217	2,790
Goodwill	160,407	79,488	891	891	891
Tangible stockholders' equity	\$ 197,713	\$ 196,481	\$213,447	\$134,315	\$139,400

#### **Safe Harbor Statement**

## Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This annual report contains certain "Forward-Looking Statements," within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and should be reviewed in conjunction with the Company's Annual Report on Form 10-K and other publicly available information regarding the Company, copies of which are available from the Company upon request or at the Company's Web site, www.midwestbank.com. Such publicly available information sets forth certain risks and uncertainties related to the Company's business, which should be considered in evaluating "Forward-Looking Statements."

<sup>&</sup>lt;sup>2</sup> Net income divided by average equity.

 $<sup>^{3}\,</sup>$  Net interest income, on a fully tax-equivalent basis, divided by average earning assets.

<sup>&</sup>lt;sup>6</sup> Noninterest expense less noninterest income, excluding security gains or losses, divided by average assets.

Noninterest expense excluding amortization of intangible assets and foreclosed properties expense divided by noninterest income, excluding security gains or losses, plus net interest income on a fully tax-equivalent basis.

<sup>&</sup>lt;sup>8</sup> Includes total nonaccrual, impaired and all other loans 90 days or more past due.

<sup>&</sup>lt;sup>9</sup> Includes total nonaccrual, all other loans 90 days or more past due, and foreclosed properties.

# Consolidated Balance Sheets (Unaudited)

Year Ended December 31 (In thousands, except per share data)		2007	2006
Assets	i i fasiki		
Cash	\$	\$ 70,111	\$ 91,630
Federal funds sold and other short-term investments		14,388	8,902
Total cash and cash equivalents		84,499	100,532
Securities available-for-sale, at fair value		710,881	589,981
Securities held-to-maturity, at amortized cost (fair value: \$36,912 at December 31, 2007			
and \$44,687 at December 31, 2006)		37,601	45,931
Total securities		748,482	635,912
Federal Reserve Bank and Federal Home Loan Bank stock, at cost		29,264	23,592
Loans held for sale.		_	2,672
Loans		2,474,327	1,946,816
Allowance for loan losses		(26,748)	(23,229
Net loans		2,447,579	1,923,587
Cash surrender value of life insurance		81,166	65,220
Premises and equipment, net		41,821	21,960
Foreclosed properties		2,220	2,640
Core deposit and other intangibles, net		17,044	11,273
Goodwill		160,407	79,488
Other assets		80,300	75,170
Total assets			
Liabilities and Stockholders' Equity			
Liabilities and Stockholders' Equity Liabilities			
Liabilities		321,317	\$ 276,381
Liabilities Deposits	\$	\$ 321,317 2,136,831	
Liabilities Deposits Noninterest-bearing	\$		1,681,429
Liabilities  Deposits  Noninterest-bearing  Interest-bearing  Total deposits	\$	2,136,831	1,681,429 1,957,810
Liabilities  Deposits  Noninterest-bearing  Interest-bearing  Total deposits  Federal funds purchased	\$	$\frac{2,136,831}{2,458,148}$	1,681,429 1,957,810 66,000
Liabilities  Deposits  Noninterest-bearing  Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase	\$	$\frac{2,136,831}{2,458,148}$ $81,000$	1,681,429 1,957,810 66,000 201,079
Liabilities  Deposits  Noninterest-bearing  Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase  Advances from the Federal Home Loan Bank	\$	$\frac{2,136,831}{2,458,148}$ $81,000$ $283,400$	1,681,429 1,957,810 66,000 201,079 319,883
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures	\$	$2,136,831 \\ 2,458,148 \\ 81,000 \\ 283,400 \\ 323,439$	1,681,429 1,957,810 66,000 201,079 319,883
Liabilities  Deposits  Noninterest-bearing Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures  Notes payable	\$	$\begin{array}{c} \underline{2,136,831} \\ 2,458,148 \\ 81,000 \\ 283,400 \\ 323,439 \\ 60,724 \end{array}$	1,681,429 1,957,810 66,000 201,079 319,883
Liabilities  Deposits  Noninterest-bearing Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures  Notes payable  Due to broker	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539	1,681,429 1,957,810 66,000 201,079 319,883 65,812
Liabilities  Deposits  Noninterest-bearing Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures  Notes payable  Due to broker  Other liabilities	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220
Liabilities  Deposits  Noninterest-bearing  Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures  Notes payable  Due to broker  Other liabilities  Total liabilities	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539	1,681,429 1,957,810 66,000 201,079 319,883 65,812
Liabilities  Deposits  Noninterest-bearing  Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures  Notes payable  Due to broker  Other liabilities  Total liabilities  Stockholders' Equity	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220
Liabilities  Deposits  Noninterest-bearing  Interest-bearing  Total deposits  Federal funds purchased  Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures  Notes payable  Due to broker  Other liabilities  Total liabilities  Stockholders' Equity  Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures Notes payable Due to broker Other liabilities Total liabilities Total liabilities Stockholders' Equity Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006. Common stock, \$0.01 par value, 64,000,000 shares authorized; 29,275,687 shares issued and 27,803,794 outstanding at December 31, 2007 and	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220
Liabilities  Deposits  Noninterest-bearing Interest-bearing Total deposits  Federal funds purchased  Securities sold under agreements to repurchase  Advances from the Federal Home Loan Bank  Junior subordinated debentures  Notes payable  Due to broker  Other liabilities  Total liabilities  Total liabilities  Stockholders' Equity  Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized;  17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006  Common stock, \$0.01 par value, 64,000,000 shares authorized;	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868 3,317,618	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220 2,654,804
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures Notes payable Due to broker Other liabilities Total liabilities Total liabilities Stockholders' Equity Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006. Common stock, \$0.01 par value, 64,000,000 shares authorized; 29,275,687 shares issued and 27,803,794 outstanding at December 31, 2007 and	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868 3,317,618	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures Notes payable Due to broker Other liabilities Total liabilities  Total liabilities Stockholders' Equity Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006. Common stock, \$0.01 par value, 64,000,000 shares authorized; 29,275,687 shares issued and 27,803,794 outstanding at December 31, 2007 and 25,504,095 shares issued and 24,663,417 outstanding at December 31, 2006	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868 3,317,618	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220 2,654,804
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures Notes payable Due to broker Other liabilities Total liabilities Stockholders' Equity Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006. Common stock, \$0.01 par value, 64,000,000 shares authorized; 29,275,687 shares issued and 27,803,794 outstanding at December 31, 2007 and 25,504,095 shares issued and 24,663,417 outstanding at December 31, 2006 Additional paid-in capital	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868 3,317,618	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220 2,654,804
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures Notes payable Due to broker Other liabilities Total liabilities Stockholders' Equity Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006 Common stock, \$0.01 par value, 64,000,000 shares authorized; 29,275,687 shares issued and 27,803,794 outstanding at December 31, 2007 and 25,504,095 shares issued and 24,663,417 outstanding at December 31, 2006 Additional paid-in capital Retained earnings	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868 3,317,618	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220 2,654,804
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures Notes payable Due to broker Other liabilities Total liabilities  Stockholders' Equity Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006 Common stock, \$0.01 par value, 64,000,000 shares authorized; 29,275,687 shares issued and 27,803,794 outstanding at December 31, 2007 and 25,504,095 shares issued and 24,663,417 outstanding at December 31, 2006 Additional paid-in capital Retained earnings Accumulated other comprehensive loss Treasury stock, at cost (1,471,893 shares at December 31, 2007 and 840,678 shares	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868 3,317,618	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220 2,654,804
Liabilities Deposits Noninterest-bearing Interest-bearing Total deposits Federal funds purchased Securities sold under agreements to repurchase Advances from the Federal Home Loan Bank Junior subordinated debentures Notes payable Due to broker Other liabilities Total liabilities Stockholders' Equity Preferred stock, \$0.01 par value, \$2,500 liquidation preference, 1,000,000 shares authorized; 17,250 shares issued and outstanding at December 31, 2007 and none issued at December 31, 2006 Common stock, \$0.01 par value, 64,000,000 shares authorized; 29,275,687 shares issued and 27,803,794 outstanding at December 31, 2007 and 25,504,095 shares issued and 24,663,417 outstanding at December 31, 2006 Additional paid-in capital Retained earnings Accumulated other comprehensive loss	\$	2,136,831 2,458,148 81,000 283,400 323,439 60,724 72,500 1,539 36,868 3,317,618 — 293 300,762 102,762 (13,917)	1,681,429 1,957,810 66,000 201,079 319,883 65,812 44,220 2,654,804 255 200,797 97,807 (6,273

## Consolidated Statements of Income (Unaudited)

Year Ended December 31 (In thousands, except per share data)  Interest income	2007	2006	2005
Loans	\$ 155,044	\$ 123.854	\$ 79.900
Loans held for sale		125	47
Securities			
Taxable	34,787	30,325	29,429
Exempt from federal income taxes		3,570	1,248
Trading securities		189	388
Dividend income from Federal Reserve Bank and Federal Home Loan Bank stock	839	693	727
Federal funds sold and other short-term investments	839	506	505
Total interest income	193,869	159,262	112,244
Interest expense	40.0		
Deposits	76,692	57,518	34,067
Federal funds purchased		1,526	1,016
Securities sold under agreements to repurchase.		10,387	6,213
Advances from the Federal Home Loan Bank	14,769	9,808	5,701
Junior subordinated debentures	5,275	4,741	3,791
Notes payable	1,370		9
Total interest expense	111,237	83,980	50,797
Net interest income	82,632	75,282	61,447
Provision for loan losses		12,050	2,589
1 TOVISION TO TOWN TOWN TOWN	4,001	12,000	2,000
Net interest income after provision for loan losses	77,741	63,232	58,858
Noninterest income			
Service charges on deposit accounts	6,697	5,733	5,139
Net gains (losses) on securities transactions	32	(153)	(17,440)
Net trading profits	<del>-</del>	624	413
Gains on sale of loans		760	357
Insurance and brokerage commissions	2,287	1,990	1,519
Trust		919	303
Increase in cash surrender value of life insurance	3,063	2,394	1,765
Life insurance benefit		_	789
Gain on extinguishment of debt		1,250	· · · · ·
Other		1,034	910
Total noninterest income.	15,477	14,551	(6,245)
Noninterest expenses		0.4.4=0	22.222
Salaries and employee benefits		34,476	26,693
Occupancy and equipment		7,076	5,584
Professional services		4,971	4,723
Loss on extinguishment of debt		2.040	13,125
Marketing		2,049	1,755
Foreclosed properties		311	2,551
Amortization of intangible assets		1,223 1,595	1,193
Merger related		6,914	4,903
Other Total noninterest expenses		58,615	60,527
Income (loss) before income taxes and discontinued operations		19,168	(7,914)
Provision (benefit) for income taxes		1,422	(6,325)
Income (loss) from continuing operations		17,746	(1,589)
Discontinued operations	10,511	11,140	(1,000)
Income from discontinued operations before income taxes		_	9,236
Provision for income taxes			1,703
Income from discontinued operations.		-	7,533
Net income		17,746	5,944
Preferred stock dividends			- 0,011
Net income available to common stockholders			\$ 5,944
			. —
Basic earnings per share from continuing operations		\$ 0.76	\$ (0.08)
Basic earnings per share from discontinued operations			0.38
		0.76	0.30
Basic earnings per share	0.79	0.75	(0.08)
Diluted earnings per share from continuing operations.			
			0.38
Diluted earnings per share from continuing operations.		0.75	0.38

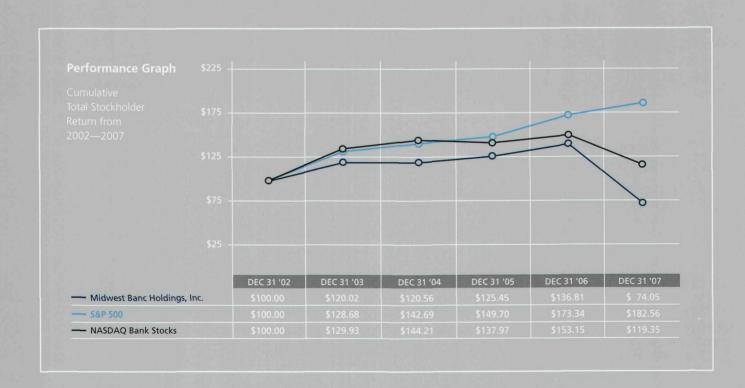
# Consolidated Statements of Stockholders' Equity (Unaudited)

(In thousands, except per share data)	Preferred Stock	Common Stock	n Surplus	Retained Earnings	Restricted Stock	Accumulated Other Comprehensive Income (Loss)	Treasury S	stockholders' Equity
Balance, December 31, 2004	\$ —	\$ 187	\$ 65,781	\$ 95,829	\$ (2,642)	\$ (16,457)	\$ (5,275)	\$ 137,423
Cash dividends declared (\$0.48 per share) Issuance of 3,450,000 shares of stock,	_	-	-	(9,652)	_		_	(9,652)
net of issuance costs	_	34	67,901		-			67,935
Issuance of common stock upon exercise of			,					
397,051 stock options, net of tax benefits	-	-	606	-	-	_	4,146	4,752
			ECO		(1.244)		675	
net of forfeiture		-	569	_	(1,244) 873		013	873
Stock-based compensation expense			_	_	013			010
Net income				5,944				5,944
Net increase in fair value of securities				0,511				0,011
classified as available-for-sale,								
net of income taxes and								
reclassification adjustments	E	- I	_	_	_	8,851	<u> </u>	8,851
Total comprehensive income								14,795
Balance, December 31, 2005	_	221	134.857	92,121	(3,013)	(7,606)	(454)	216,126
Cash dividends declared (\$0.51 per share)	_	_	_	(12,060)		_	_	(12,060)
Issuance of 2,865,933 shares of stock				(,)				
upon acquisition	<u> </u>	29	63,738	De	_		_	63,767
Issuance of common stock upon exercise of			00,100					
151,894 stock options, net of tax benefits		2	2,551	_		- 10 <u>- 1</u> 1 1	_	2,553
Purchase of 204,188 treasury shares	_	_	_,-	_	_		(4,770)	(4,770)
Reclassification of restricted stock in								
conjunction with the adoption of FAS 123(R)	_	_	(3,013)	_	3,013	<u> 1</u>	_	_
Issuance of 347,179 shares of restricted stock	_	3	(3)		_	<u>-</u>	_	
Forfeiture of 9,250 shares of restricted stock	_	_	120				(120)	s. ultu-
Stock-based compensation expense		35.n <u>—</u>	2,547	_	_		_	2,547
Comprehensive income			_,01.					
Net income.	16 _	. J	_	17,746			_	17,746
Net increase in fair value of securities				,				
classified as available-for-sale,								
net of income taxes and								
reclassification adjustments	_	_	_	_	_	1,333	_	1,333
Total comprehensive income								19,079
Balance, December 31, 2006.	_	255	200,797	97,807	_	(6,273)	(5,344)	287,242
Cash dividends declared (\$0.52 per share)								
on common stock.	_	ide	_	(13,418)		<u> </u>	_	(13,418)
Cash dividends declared (\$11.84 per share)								
on preferred stock.	_	_	_	(204)	_	_	_	(204)
Issuance of 17,250 shares of preferred stock,								
net of issuance costs	_	# 7 <b>—</b>	41,441	_	_	_	-	41,441
Issuance of 3,680,725 shares of stock								
upon acquisition	_	37	54,953	S -	_	_	_	54,990
Issuance of common stock upon exercise of								
36,443 stock options, net of tax benefits		arijes <del></del>	429	lej <u>-</u>	_	_	_	429
Purchase of 661,500 treasury shares	_	_	_	_	_	_	(9,392)	(9,392)
Issuance of 59,700 shares of restricted stock	_	1	(1)	_	_	_	-	
Stock-based compensation expense	-	~ T	3,143	_	-			3,143
Comprehensive income								
Net income	-	- 11 -	_	18,577	-	_	_	18,577
Net decrease in fair value of securities								
classified as available-for-sale, net of income								
taxes and reclassification adjustments	_	-	) j	_	_	(7,644)	-	(7,644)
Total comprehensive income	7 18.9	allei .		de Paraller			على سام	10,933
Balance, December 31, 2007	\$ —	\$ 293	\$ 300,762	\$102,762	\$ —	\$ (13,917)	\$(14,736)	\$ 375,164

## Stockholders' Information

## 2003-2007 Summary of Stockholders' Information

For the Year (In thousands)	2007	2006	2005	2004	2003
Net Income	\$ 18,577	\$ 17,746	\$ 5,944	\$ 2,376	\$ 22,781
Net Income Available to Common Stockholders	18,373	17,746	5,944	2,376	22,781
Cash Dividends Declared—Common	13,418	12,060	9,652	8,588	7,845
Cash Dividends Declared—Preferred	204	-	_	<u>-</u>	_
Tangible Stockholders' Equity	\$197,713	\$ 196,481	\$ 213,447	\$ 134,315	\$139,400
Common Stock Outstanding	27,804	24,663	21,814	17,932	17,861
Weighted Average Common Shares Outstanding	25,426	23,348	19,573	17,888	17,798
Earnings Per Share (Basic)	\$ 0.72	\$ 0.76	\$ 0.30	\$ 0.13	\$ 1.28
Earnings Per Share (Diluted)	0.72	0.75	0.30	0.13	1.25
Tangible Book Value Per Common Share	5.56	7.97	9.78	7.49	7.80
Cash Dividends Declared Per Common Share	0.52	0.51	0.48	0.48	0.44
Common Stock Price	\$ 12.42	\$ 23.75	\$ 22.25	\$ 21.87	\$ 22.26
Stock Price to Tangible Book Value	223.4%	298.1%	227.4%	292.0%	285.2%
Price/Earnings Multiple	17.3x	31.7x	74.2x	168.2x	17.8x



#### Board of Directors and Executive Officers

A business that provides service is only as good as the people who provide those services. As such, we benefit from an unusual depth of experience and talent throughout the organization. Mr. Leon Wolin, a long-serving Director, who is retiring from the Board following the 2008 Annual Meeting, stands among those talented individuals.

Mr. Wolin was elected as a Director to Midwest Bank and Trust Company in 1985. He has also served as a Director of Midwest Banc Holdings, Inc. since 1991, and as a Director of Midwest Bank of Hinsdale since 1996. In retiring, Leon Wolin's sound counsel will be greatly missed.

Nominated to serve in his place is Percy L. Berger, Sr., Founder and Managing Partner of Dempster Group, L.L.C. Mr. Berger's diverse background includes many years of banking experience gained prior to founding his own company, as well as service on numerous corporate and philanthropic Boards. Mr. Berger will be a valuable addition to the Board, widening the depth and breadth of its collective pool of knowledge and experience.

Another change on the Board was effective January 1, 2008. At that time, E.V. Silveri, who has been the Chairman of the Board since 1983 and of Midwest Bank and Trust since 1975, stepped down. He remains a Director throughout 2008. Homer J. Livingston, Jr., Chairman of the Corporate Governance and Nominating Committee, and a Board member since 2005, succeeded him. Mr. Livingston brings great experience to the role of Chairman and an optimism for providing the same great leadership in the coming years.

Board of Directors	Board of Directors (continued)	Midwest Banc Holdings, Inc.	Midwest Bank and Trust Company (continued)	
Chairman of the Board Homer J. Livingston, Jr. <sup>2, 3, 4, 5</sup> Retired Banker	Dennis O' Hara, C.P.A. Partner Clifton Gunderson LLP	James J. Giancola President and Chief Executive Officer	Thomas H. Hackett Executive Vice President Credit Administration	
Angelo A. DiPaolo President DiPaolo Company	Joseph R. Rizza <sup>2</sup> President Joe Rizza Enterprises, Inc.	J. J. Fritz  Executive Vice President  JoAnn S. Lilek	Mary M. Henthorn Executive Vice President Commercial Real Estate	
Barry I. Forrester, CFA <sup>1, 2, 4, 5</sup> President Torwood Capital Management, Inc.	Thomas A. Rosenquist <sup>2,3</sup> President and  Chief Executive Officer  Lake County Grading Company	Executive Vice President and Chief Financial Officer Daniel R. Kadolph	Daniel R. Kadolph Executive Vice President and Chief Administrative Officer	
J. J. Fritz <sup>4,5</sup> President and	E. V. Silveri <sup>3, 4, 5</sup> Private Investor	Executive Vice President and Chief Administrative Officer Donald L. Wiest, II	JoAnn S. Lilek Executive Vice President and Chief Financial Officer	
Chief Operating Officer Midwest Bank and Trust Company Robert J. Genetski, PhD <sup>1,4</sup>	Reverend Monsignor Kenneth J. Velo <sup>2,3</sup> President Big Shoulders Fund	Executive Vice President and Chief Investment Officer Mary C. Ceas Senior Vice President	Steven L. Markovits Executive Vice President Commercial and Industrial Lending	
Economist and Financial Advisor classicalprinciples.com	Leon Wolin <sup>1, 2, 3</sup> President  Price Associates, Inc.	Human Resources Jan R. Thiry Senior Vice President and	Dennis M. Motyka  Executive Vice President  Retail Banking—Division Head	
James J. Giancola <sup>4,5</sup> President and Chief Executive Officer Midwest Banc Holdings, Inc.			Chief Accounting Officer  Midwest Bank and Trust Company J. J. Fritz	Kelly J. O'Keeffe Executive Vice President Commercial and Industrial Lending
Gerald F. Hartley <sup>1,3,5</sup> Consultant Chairman, Audit Committee		President and Chief Operating Officer	Brogan M. Ptacin  Executive Vice President	
enatiman, riadii comminee		John G. Eilering  Area President—Northwest	Commercial and Industrial Lending—Division Head	
		Sheldon Bernstein Executive Vice President Special Assets—Division Head	William S. Stoll Executive Vice President Commercial Real Estate— Division Head	
		Thomas A. Caravello  Executive Vice President and  Chief Credit Officer	Donald L. Wiest, II  Executive Vice President and	
<sup>1</sup> Audit Committee <sup>2</sup> Compensation Committee		Bruno P. Costa  Executive Vice President and  Chief Operations and  Technology Officer	Chief Investment Officer  Midwest Financial and Investment Services, Inc.	
<sup>3</sup> Corporate Governance and Nomin	ating Committee		Joseph E. Johnson	

<sup>&</sup>lt;sup>3</sup> Corporate Governance and Nominating Committee

<sup>&</sup>lt;sup>4</sup> Asset Liability Management Committee

<sup>&</sup>lt;sup>5</sup> Strategic Opportunities Committee

#### Locations

# Midwest Banc Holdings, Inc. www.midwestbank.com

Midwest Centre 501 W. North Avenue Melrose Park, IL 60160 877.U.Belong (823.5664)

#### Midwest Bank and Trust Company www.midwestbank.com

#### Addison

245 S. Addison Road Addison, IL 60101 630.516.3971

#### Algonquin

2045 E. Algonquin Road Algonquin, IL 60102 847.854.4100

#### Bensenville

1000 Tower Lane Bensenville, IL 60106 630.787.2030

#### Bloomingdale

236 W. Lake St., Suite 102 Bloomingdale, IL 60108 630.295.8400

#### **Buffalo Grove**

1001 Johnson Drive Buffalo Grove, IL 60089 847.634.3500

#### Chicago

7227 W. Addison Street Chicago, IL 60634 773.237.8600

300 S. Michigan Avenue Chicago, IL 60604 312.939.3900

4012 N. Pulaski Road Chicago, IL 60641 773.202.3700

1601 Milwaukee Avenue Chicago, IL 60647 773.489.4800

#### Des Plaines

1545 Ellinwood Des Plaines, IL 60016 847.954.3990

#### **Downers Grove**

927 Curtiss Street Downers Grove, IL 60515 630.769.9200

#### Elgin

645 Tollgate Road Elgin, IL 60123 847.717.4000

#### **Elmwood Park**

1606 N. Harlem Avenue Elmwood Park, IL 60707 708.456.4700

## Franklin Park

9668 Franklin Avenue Franklin Park, IL 60131 847.260.3900

#### Glenview

1441 Waukegan Road Glenview, IL 60025 847.486.9828

#### Hinsdale

500 W. Chestnut Street Hinsdale, IL 60521 630.323.0400

#### Inverness

1604 W. Colonial Parkway Inverness, IL 60067 847.202.8300

#### **Island Lake**

204 E. State Road P.O. Box 843 Island Lake, IL 60042 847.526.3100

#### Lakemoor

27444 West Route 120 Lakemoor, IL 60073 815.578.9820

#### Lake Zurich

585 Ela Road Lake Zurich, IL 60047 847.726.0200

#### Long Grove

1190 Old McHenry Road Long Grove, IL 60047 847.634.2100

#### McHenry

5555 W. Bull Valley Road McHenry, IL 60050 815.363.5555

#### Melrose Park

501 W. North Avenue Melrose Park, IL 60160 708.865.2500

#### **Mount Prospect**

50 North Main Street Mount Prospect, IL 60056 847.222.1112

#### Naperville

1730 Park Street Naperville, IL 60563 630.369.7820

#### **North Barrington**

444 North Rand Road North Barrington, IL 60010 847.381.7600

#### Norridge

8301 W. Lawrence Avenue Norridge, IL 60706 708.456.0100

#### Roselle

505 N. Roselle Road Roselle, IL 60172 630.980.0680

#### Union

17622 Depot Street Union, IL 60180 815.923.4585

## Corporate Information

## **Public Trading and Market Symbol**

The Company's Common Stock trades on the NASDAQ Global Market under the symbol "MBHI." As of March 1, 2008, there were approximately 3,800 stockholders of record.

#### **Stock Prices**

On February 24, 1998, the Common Stock of the Company began trading on the NASDAQ Global Market under the symbol "MBHI." The table below sets forth the quarterly market price and dividends on the Company's Common Stock for 2006 and 2007.

			Declared Per Common
2006	High	Low	Share
First Quarter	\$ 26.65	\$ 21.94	\$ 0.12
Second Quarter	25.89	20.99	0.13
Third Quarter	25.18	20.89	0.13
Fourth Quarter	25.17	22.34	0.13
2007			
First Quarter	\$ 24.44	\$ 17.40	\$ 0.13
Second Quarter	18.03	14.50	0.13
Third Quarter	15.95	12.78	0.13
Fourth Quarter	15.80	11.45	0.13

The Company's 2007 Annual Report on Form 10-K, Annual Report, Proxy Statement and quarterly financial releases, as well as other company information, are available via the Internet by accessing our Web site, www.midwestbank.com.

Copies of the 2007 Annual Report on Form 10-K are available free of charge upon written request to:

John B. Pelling, III
Vice President—Investor Relations
Midwest Banc Holdings, Inc.
501 West North Avenue
Melrose Park, IL 60160

## **Annual Meeting of Stockholders**

Wednesday, May 7, 2008
The Priory Campus at Dominican University
7200 West Division Street
River Forest, IL 60305
10:00 A.M.

#### **Corporate Counsel**

Hinshaw & Culbertson, LLP 222 North LaSalle Street Suite 300 Chicago, IL 60601

## Independent Registered Public Accounting Firm

PricewaterhouseCoopers, LLP One North Wacker Chicago, IL 60606

#### **Transfer Agent**

**Dividends** 

Computershare Investor Services, LLC 2 North LaSalle Street Chicago, IL 60602 Telephone: 312.588.4991

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onald Marino, Steven Markovits, Linda Marsico, Josephine Marti, Sandra Marti, Michelle Martin, Sheryl Martinez, Brian Masterton, Fatima Masud, Jean Mathey, Allison Mayares, Marta Mazurczak, Amber McBurra McClellan, Nathan McCullough, Arregina McCullum, Marifyn McKinney, Laura McMullins, Susan McNeel, Christopher McNees, Philip McNulty, Brent Meder, Grissel Medina, Ann Meeker, Linda Meanja Meeks, Martha Mendoza, Warren Mendoza, Stephanie Merkel, Jason Micek, Gienn Mieszala, Stephanie Millan, Edith Miller, Margaret Miller, Sajjad Minhas, Idella Mister, Noemi Montes De Oca, Deborah Mor ul Morelli, Krista Moreno, Sara Moreno-Millan, Dennis Motyka, Karla Mowers, Ruby Myles, Benjamin Nallabelli, David Natzke, Barbara Neal, Kathleen Newell, James Nickels, Norma Nieves, Alma Niewan Kolita, Linda Nunley, Timothy Nuss, Thomas O'Grady, Kelly O'Keeffe, Kolleen O'Reilley, Dawn O'Shea, Christiane Oberlander, James OBrill, Nahrin Odisho, Steve Oelkers, Brian Oerkfitz, Andy Oggerino, Mary Ole ter Olsen, Audra Orlando, Andre Orybkiewicz, James Overton, Carolyn Owen, Nancy Owens, James Ozga, Terry Pace, Jomaira Pacheco, Martha Painter, Joseph Palazzolo, Carol Palumbo, Christopher Pardolas Paracea, Alpa Patel, Pravin Pathak, Eva Patterson Grishaber, Janet Paulus, David Peck, Jocelyn Pelg, Mary Pelarenos, John Pelling III, Maryann Penczak, Helen Pennington, Susan Pennington, Sally Perez, Joseph Perorbyn Peterson, Debora Petrungaro, Maurcen Pickett, Shona Pickens, Anastasia Pillimis, Gina Pirozzoli, Dawne Pollard, Tavares, Porter, Rose Porto, Stephanie Preskar, David Principe, Mary Beth Prudhon ogan Ptacin, Lynn Puglia, Susan Rakoci, Clarineri Ramirez, Kirk Rascher, Dianne Reeves, Donna Regan, Brian Reuter, Grissell Reyna, April Riccardi, Kathleen Risvold, Gloria Rivera, Donald Roberts, Lisa Robringuez, Lisa Rodriguez, Jisa Rodriguez, Shari Rodriguez, Steven Rogowski, Daisy Rojas, Robert Romano, Dalila Roque, Omar Rosario, Joseph Rosenau, Deborah Ross, Jill Rossol, Lynn Roth, Christopher Ruda and Russols, Stevens, Palaziola Rodrigu

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