

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name MB FINANCIAL, INC., SUCCESSOR IN INTEREST TO AMERICAN CHARTERED BANCORP, INC.		<b>2</b> Issuer's employer identification number (EIN) 36-4460265	
<b>3</b> Name of contact for additional information BERRY ALLEN	<b>4</b> Telephone No. of contact (888) 422-6562	<b>5</b> Email address of contact beallen@mbfinancial.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact 800 WEST MADISON STREET		<b>7</b> City, town, or post office, state, and Zip code of contact CHICAGO, ILLINOIS 60607	
<b>8</b> Date of action AUGUST 24, 2016		<b>9</b> Classification and description COMMON STOCK; 8% CUMULATIVE VOTING CONVERTIBLE PREFERRED STOCK, SERIES B	
<b>10</b> CUSIP number 55264U108; 55264U306	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol MBFI	<b>13</b> Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ON AUGUST 24, 2016, AMERICAN CHARTERED BANCORP, INC. ("AMERICAN CHARTERED") WAS MERGED (THE "MERGER") WITH AND INTO MB FINANCIAL, INC. ("MB FINANCIAL") PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 20, 2015.

EACH SHARE OF AMERICAN CHARTERED COMMON STOCK (INCLUDING NET OPTION SHARES) AND AMERICAN CHARTERED NON-VOTING PERPETUAL PREFERRED STOCK, SERIES F WAS EXCHANGED FOR EITHER (A) CASH IN THE AMOUNT OF \$9.30 ("CASH CONSIDERATION") OR (B) 0.2732 SHARES OF MB FINANCIAL COMMON STOCK ("STOCK CONSIDERATION"), WITH CASH PAID IN LIEU OF FRACTIONAL SHARES.

EACH SHARE OF AMERICAN CHARTERED 8% CUMULATIVE VOTING CONVERTIBLE PREFERRED STOCK, SERIES D WAS EXCHANGED FOR EITHER (A) ONE SHARE OF MB FINANCIAL 8% CUMULATIVE VOTING CONVERTIBLE PREFERRED STOCK, SERIES B OR (B) THE SAME CONSIDERATION AS COMMON STOCK ABOVE BASED ON THE NUMBER OF SHARES OF AMERICAN CHARTERED COMMON STOCK INTO WHICH SUCH SERIES D PREFERRED STOCK WOULD OTHERWISE THEN BE CONVERTIBLE.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A SHAREHOLDER'S TAX BASIS IN MB FINANCIAL SECURITIES RECEIVED IN THE EXCHANGE WILL BE THE SHAREHOLDER'S TAX BASIS IN THE AMERICAN CHARTERED SECURITIES SURRENDERED IN THE EXCHANGE (EXCLUDING ANY TAX BASIS IN SECURITIES EXCHANGED FOR CASH CONSIDERATION AND SECURITIES DEEMED EXCHANGED FOR CASH IN LIEU OF FRACTIONAL SHARES).

THE HOLDING PERIOD FOR MB FINANCIAL SECURITIES RECEIVED IN THE EXCHANGE GENERALLY WILL INCLUDE THE HOLDING PERIOD OF THE RESPECTIVE AMERICAN CHARTERED SECURITIES SURRENDERED IN THE EXCHANGE.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ MB FINANCIAL SECURITIES RECEIVED IN THE EXCHANGE GENERALLY WILL RETAIN A CARRYOVER TAX BASIS.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► THE MERGER QUALIFIES AS A REORGANIZATION UNDER SECTION 368(A) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"). TAX CONSEQUENCES TO SHAREHOLDERS ARE DETERMINED UNDER CODE SECTIONS 354, 356, 358, AND 1001.

18 Can any resulting loss be recognized? ► SHAREHOLDERS GENERALLY WILL NOT RECOGNIZE GAINS OR LOSSES WITH RESPECT TO ANY MB FINANCIAL COMMON OR PREFERRED STOCK RECEIVED AS A RESULT OF THE MERGER.

SHAREHOLDERS RECEIVING CASH IN LIEU OF FRACTIONAL SHARES OF MB FINANCIAL COMMON STOCK WILL BE TREATED AS HAVING RECEIVED THE FRACTIONAL SHARES PURSUANT TO THE MERGER AND THEN AS HAVING EXCHANGED THE FRACTIONAL SHARES FOR CASH. ANY SUCH SHAREHOLDER GENERALLY WILL RECOGNIZE TAXABLE GAIN OR LOSS EQUAL TO THE DIFFERENCE BETWEEN THE TAX BASIS IN THE SECURITIES DEEMED TO HAVE BEEN EXCHANGED FOR THE FRACTIONAL SHARES AND THE AMOUNT OF CASH RECEIVED.

SHAREHOLDERS RECEIVING CASH CONSIDERATION WILL RECOGNIZE GAIN OR LOSS EQUAL TO THE DIFFERENCE BETWEEN THE TAX BASIS IN THE SECURITIES EXCHANGED FOR THE CASH CONSIDERATION AND THE AMOUNT OF CASH RECEIVED.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► ANY ADJUSTMENT TO THE TAX BASIS OF SECURITIES RESULTING FROM THE MERGER IS REPORTABLE IN THE TAX YEAR WHICH INCLUDES AUGUST 24, 2016. FOR CALENDAR YEAR TAXPAYERS, THE REPORTABLE TAX YEAR IS 2016.

INDIVIDUAL TAX CONSEQUENCES MAY VARY. SHAREHOLDERS ARE URGED TO CONSULT WITH THEIR TAX ADVISORS. THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE TAX ADVICE; IT IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING TAX-RELATED PENALTIES OR IN THE PROMOTION, MARKETING OR RECOMMENDATION OF ANY TRANSACTION OR MATTER ADDRESSED HEREIN.

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 ► *Randall T. Conte* Date ► OCTOBER 11, 2016

Print your name ► RANDALL T. CONTE Title ► VICE PRESIDENT & CHIEF FINANCIAL OFFICER

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.	