

Bryn Mawr Bank Corporation (NASDAQ: BMTc; Bryn Mawr, PA) has agreed to acquire Royal Bancshares of Pennsylvania, Inc. (NASDAQ: RBPAA; Bala Cynwyd, PA)

Deal Value: Approximately \$127.7 million

Sandler O'Neill served as financial advisor to Royal Bancshares of Pennsylvania, Inc. and rendered a fairness opinion in connection with the transaction. This transaction represents Sandler O'Neill's 109th bank or thrift transaction nationwide since January 1, 2015, representing \$32.7 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.¹

Since January 1, 2015, Sandler O'Neill has advised on 8 bank or thrift transactions in Pennsylvania for an aggregate transaction value of \$2.7 billion, more than any other investment bank during that time period.

BRYN MAWR, Pa., Jan. 31, 2017 (GLOBE NEWSWIRE) -- Bryn Mawr Bank Corporation (Nasdaq:BMTc) (the "Corporation"), parent of The Bryn Mawr Trust Company (the "Bank"), today announced that the Corporation has entered into a definitive Agreement and Plan of Merger (the "Merger Agreement") to acquire Royal Bancshares of Pennsylvania, Inc. (Nasdaq: RBPAA) ("Royal"), parent company of Royal Bank America ("Royal Bank"), in a transaction with an aggregate value of \$127.7 million (the "Merger" or the "Acquisition").

The Acquisition, which is expected to add approximately \$602 million in loans and \$630 million in deposits (based on unaudited December 31, 2016 financial information), strengthens the Corporation's position as the largest community bank in Philadelphia's western suburbs and, based on deposits, ranks it as the eighth largest community bank headquartered in Pennsylvania. The Acquisition will expand the Corporation's distribution network by providing entry into the new markets of New Jersey and Berks County, Pennsylvania.

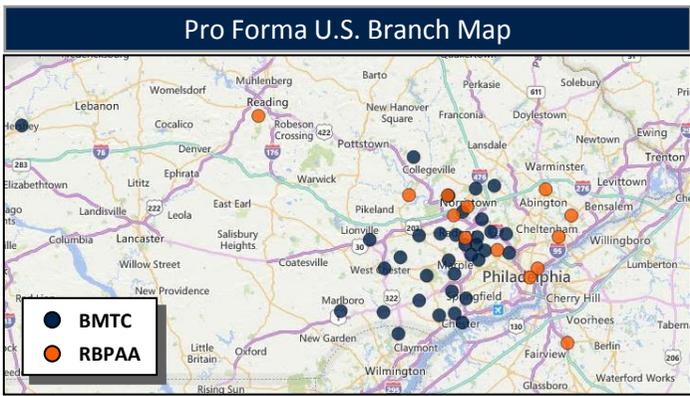
Frank Leto, President and CEO of the Corporation commented, "The acquisition of Royal Bank is a logical choice for Bryn Mawr Trust. With its strong lending team and prime branch locations, Royal Bank provides BMT with its first location in Center City Philadelphia, as well as a foothold in the State of New Jersey, where Royal has established a well-received presence in the Princeton market." Mr. Leto continued, "We are excited to be able to expand our banking presence in this thriving market, and plan to introduce our comprehensive suite of financial services which also includes wealth management and insurance. We believe these new markets will provide a tremendous growth opportunity for our merged institutions. In addition, we are pleased to announce that Kevin Tylus, Royal Bank's President and CEO, will join our Senior Management team in order to continue to expand these relationships and to help ensure a smooth integration of the two institutions."

Royal Bank Chairman, Robert Tabas, stated, "The combination is a great opportunity for our shareholders and stakeholders to join with a high-performing, diversified organization like Bryn Mawr Trust." Kevin Tylus, Royal Bank's President and CEO, also commented, "We are pleased to partner with Bryn Mawr Trust, an organization that shares similar values of customer and community service and the same strong desire to support growth and development in our region."

Under the terms of the Merger Agreement, Class A shareholders of Royal will receive 0.1025 shares of the Corporation's common stock for each share of Royal's Class A common stock and Class B shareholders of Royal will receive 0.1179 shares of the Corporation's common stock for each share of Royal Class B common stock. In addition, under the terms of the Merger Agreement, all options to purchase shares of Royal Class A common stock will be cashed out upon the close of the Merger.

Financial Highlights		
(\$ in millions)	BMTc	RBPAA
Total Assets	\$3,422	\$832
Net Loans	\$2,528	\$592
Total Deposits	\$2,580	\$630
Total Equity	\$381	\$52
TCE / TA (%)	7.76%	6.20%

*1) Source: SNL Financial; excludes terminated transactions and self-advisory roles
Note: Financial data as of 12/31/2016*



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