



Annual Shareholder Meeting
May 10, 2021

Robert Atwell
Executive Chairman
Nicolet Bankshares, Inc.

Business Portion of Meeting

- Call Meeting to Order
- Purpose of Meeting
 - Election of Directors
 - Ratify the appointment of independent accounting firm for the annual audit of 2021
 - Advisory vote on named executive officer compensation
- Quorum
- Approve Minutes from May 11, 2020 Meeting

Board of Directors

Robert B. Atwell

Rachel Campos-Duffy

Michael E. Daniels

John N. Dykema

Terrence R. Fulwiler

Christopher J. Ghidorzi

Andrew F. Hetzel, Jr.

Ann K. Lawson

Donald “DJ” Long, Jr.

Dustin J. McClone

Susan L. Merkatoris

Oliver Pierce Smith

Robert J. Weyers

Welcome Ann Lawson



2020 Director Nominee

*Chief Financial Officer
of Nicolet Bankshares &
Nicolet National Bank
2009 to 2021*

Business Portion (continued)

- Election of Directors
- Ratification of Wipfli LLP for the 2021 year
- Advisory Vote on NEO Compensation
- Adjourn Business Portion of Meeting

Remaining Agenda

- Financial Overview Ann Lawson, CFO
- Perspectives on 2020 Mike Daniels, President & CEO
- Q&A Bob Atwell & Mike Daniels

Forward Looking Statements

Forward Looking Statements “Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995

Certain statements contained in this communication, which are not statements of historical fact, constitute forward-looking statements within the meaning of the federal securities law. Such statements include, but are not limited to, statements about Nicolet’s business plans, objectives, expectations and intentions, as well as certain plans, expectations, goals, projections and benefits relating to the proposed merger between Nicolet and Mackinac, all of which are subject to numerous assumptions, risks and uncertainties. Words or phrases such as “anticipate,” “believe,” “aim,” “can,” “conclude,” “continue,” “could,” “estimate,” “expect,” “foresee,” “goal,” “intend,” “may,” “might,” “outlook,” “possible,” “plan,” “predict,” “project,” “potential,” “seek,” “should,” “target,” “will,” “will likely,” “would,” or the negative of these terms or other comparable terminology, as well as similar expressions, are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements are not historical facts but instead express only management’s beliefs regarding future results or events, many of which, by their nature, are inherently uncertain and outside of management’s control. It is possible that actual results and outcomes may differ, possibly materially, from the anticipated results or outcomes indicated in these forward-looking statements. In addition to factors disclosed in reports filed by Nicolet with the SEC, risks and uncertainties, including but not limited to risks and uncertainties for Nicolet, Mackinac and the combined company with respect to the proposed merger, that may cause actual results or outcomes to differ materially from those anticipated include, but are not limited to: (1) the possibility that any of the anticipated benefits of the proposed merger will not be realized or will not be realized within the expected time period; (2) the risk that integration of Mackinac’s operations with those of Nicolet will be materially delayed or will be more costly or difficult than expected; (3) the parties’ inability to meet expectations regarding the timing of the proposed merger; (4) changes to tax legislation and their potential effects on the accounting for the merger; (5) the inability to complete the proposed merger due to the failure of Nicolet’s or Mackinac’s shareholders to adopt the Merger Agreement; (6) the failure to satisfy other conditions to completion of the proposed merger, including receipt of required regulatory and other approvals; (7) the failure of the proposed merger to close for any other reason; (8) diversion of management’s attention from ongoing business operations and opportunities due to the proposed merger; (9) the challenges of integrating and retaining key employees; (10) the effect of the announcement of the proposed merger on Nicolet’s, Mackinac’s or the combined company’s respective customer and employee relationships and operating results; (11) the possibility that the proposed merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (12) dilution caused by Nicolet’s issuance of additional shares of Nicolet common stock in connection with the merger; (13) the magnitude and duration of the COVID pandemic and its impact on the global economy and financial market conditions and the business, results of operations and financial condition of Nicolet, Mackinac and the combined company; (14) changes in consumer demand for financial services; and (15) general competitive, economic, political and market conditions and fluctuations. Please refer to Nicolet’s Annual Report on Form 10-K for the year ended December 31, 2020, as well as its other filings with the SEC, for a more detailed discussion of risks, uncertainties and factors that could cause actual results to differ from those discussed in the forward-looking statements.

The COVID pandemic is adversely affecting us, our customers, counterparties, employees, and third-party service providers, and the ultimate extent of the impacts on our business, financial position, results of operations, liquidity, and prospects is uncertain. Continued deterioration in general business and economic conditions or turbulence in domestic financial markets could adversely affect Nicolet’s revenues and the values of its assets and liabilities, lead to a tightening of credit, and increase stock price volatility. In addition, the COVID pandemic may result in changes to statutes, regulations, or regulatory policies or practices that could affect Nicolet insubstantial and unpredictable ways.

All forward-looking statements included in this communication are made as of the date hereof and are based on information available to management at that time. Except as required by law, Nicolet does not assume any obligation to update any forward-looking statement to reflect events or circumstances that occur after the date the forward-looking statements were made.

Forward Looking Statements

Important Information and Where to Find It

This communication relates to the proposed merger transaction involving Nicolet and Mackinac. In connection with the proposed merger, Nicolet and Mackinac will file a joint proxy statement/prospectus on Form S-4 and other relevant documents concerning the merger with the Securities and Exchange Commission (the “SEC”).

BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER OR INCORPORATED BY REFERENCE IN THE JOINT PROXY STATEMENT/PROSPECTUS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT NICOLET, MACKINAC AND THE PROPOSED MERGER.

When available, the joint proxy statement/prospectus will be delivered to shareholders of Nicolet and Mackinac. Investors may obtain copies of the joint proxy statement/prospectus and other relevant documents (as they become available) free of charge at the SEC’s website (www.sec.gov). Copies of the documents filed with the SEC by Nicolet will be available free of charge on Nicolet’s website at www.nicoletbank.com. Copies of the documents filed with the SEC by Mackinac will be available free of charge on Mackinac’s website at www.bankmbank.com.

Nicolet, Mackinac and certain of their directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of Nicolet and the shareholders of Mackinac in connection with the proposed merger. Information about the directors and executive officers of Nicolet and Mackinac will be included in the joint proxy statement/prospectus for the proposed transaction filed with the SEC. Information about the directors and executive officers of Nicolet is also included in the proxy statement for its 2021 annual meeting of shareholders, which was filed with the SEC on March 2, 2021. Information about the directors and executive officers of Mackinac is also included in the proxy statement for its 2020 annual meeting of shareholders, which was filed with the SEC on April 22, 2020. Additional information regarding the interests of such participants and other persons who may be deemed participants in the transaction will be included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Financial Overview

Ann Lawson – Chief Financial Officer

2020 Financial Results

1st Quarter 2021 Results

2020 – What a Year!

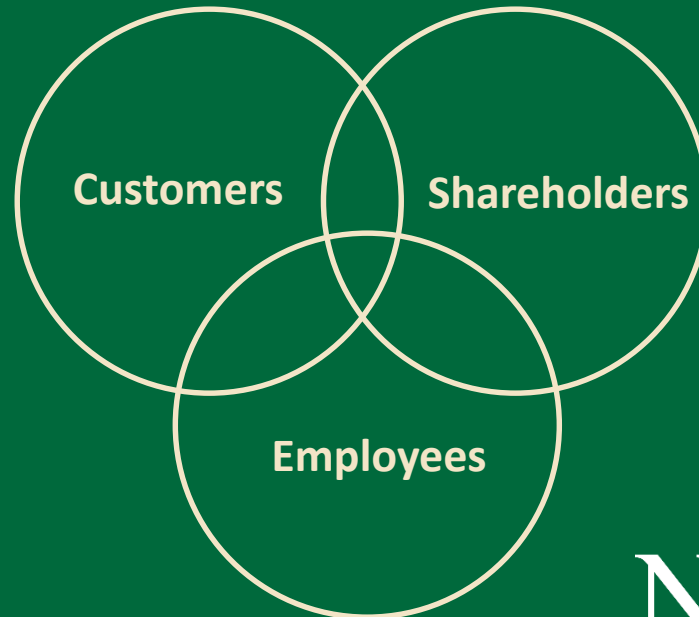
Strategic Plan – 2017 and Beyond

Optimization and Succession: “Be a profitability focused bank doubling in size over 5 years through targeted acquisition growth and smart organic growth across all of our revenue lines, while remaining committed to share price return and active supportive capital management.”

5 Core Values

- Be Real
- Be Responsive
- Be Personal
- Be Memorable
- Be Entrepreneurial

The “3 Circle” Philosophy

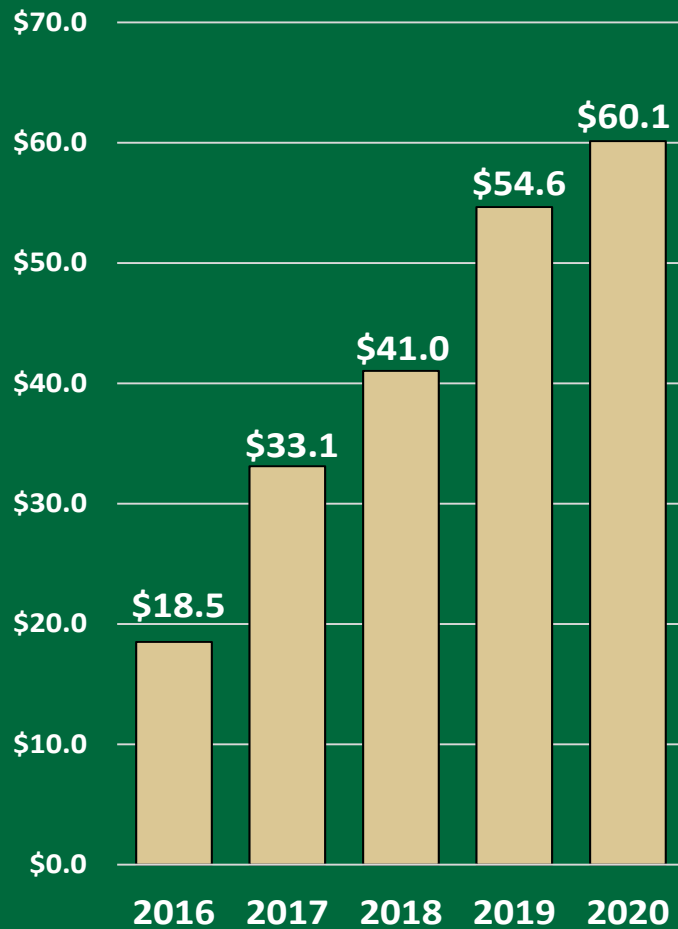


2020 – Key Themes

- **Pandemic Responses and Efficiencies**
- **Paycheck Protection Program (“PPP”) and Liquidity**
- **Asset Quality**
- **Mortgage Revenues on Record-breaking Activity**
- **Advantage Community Bank Acquisition**

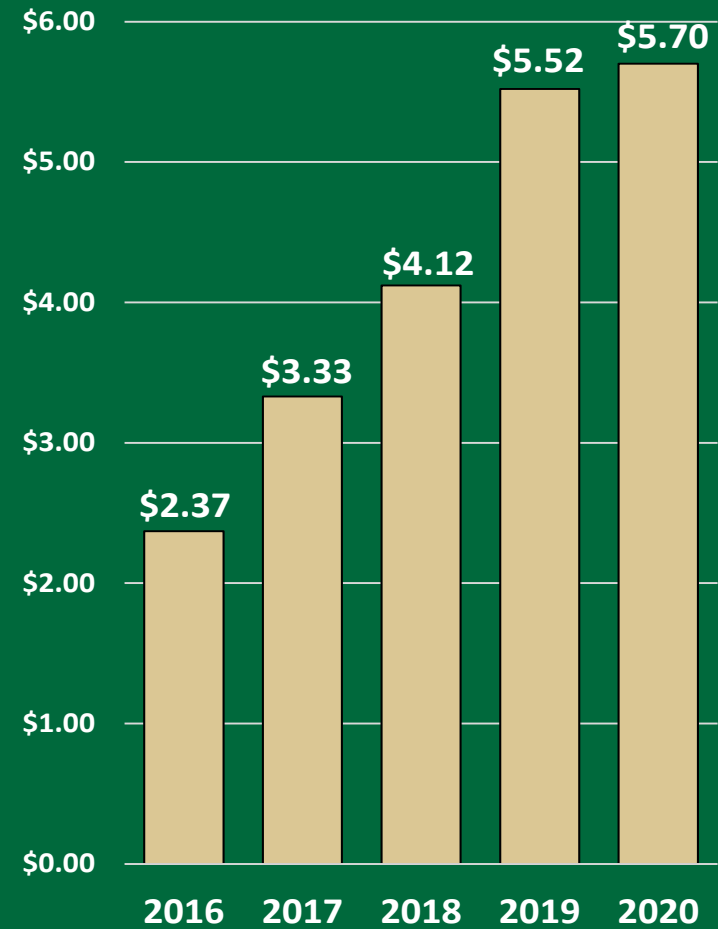
Net Income

\$60.1 million, +10%



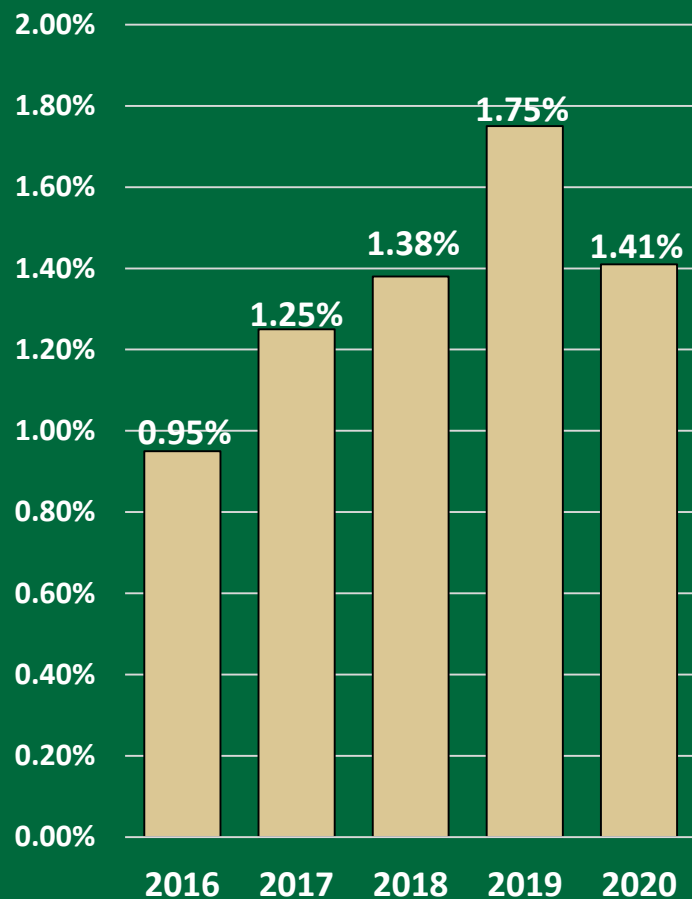
Diluted EPS

\$5.70/share, +3%



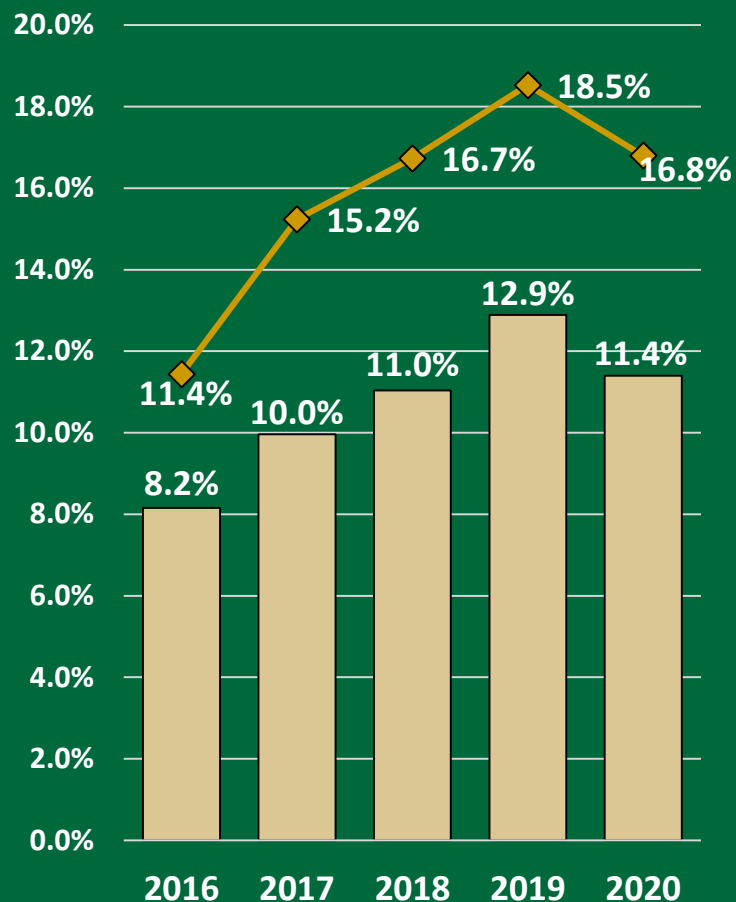
Return on Average Assets

2020, 1.41%

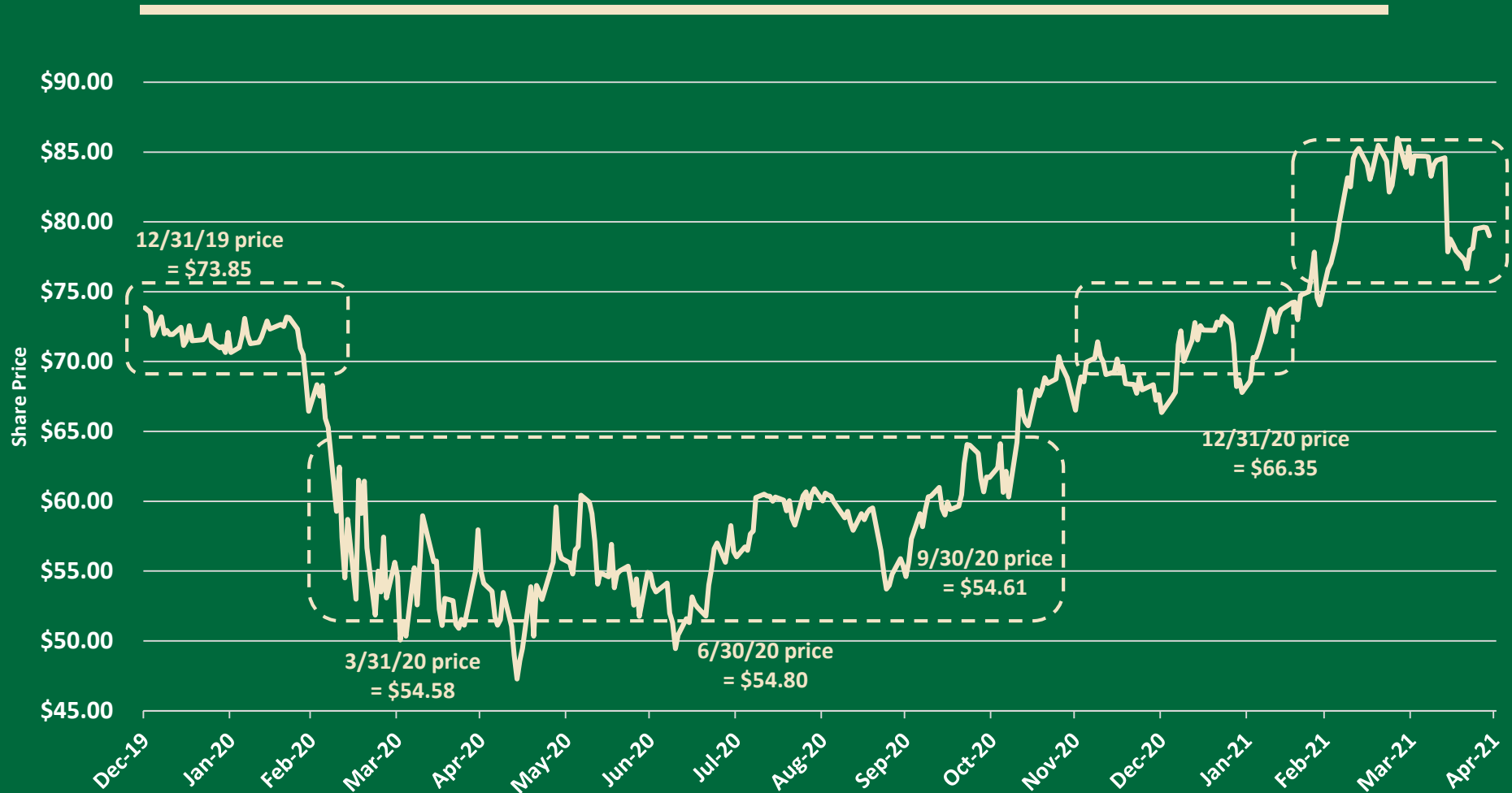


Return on Average Common Equity

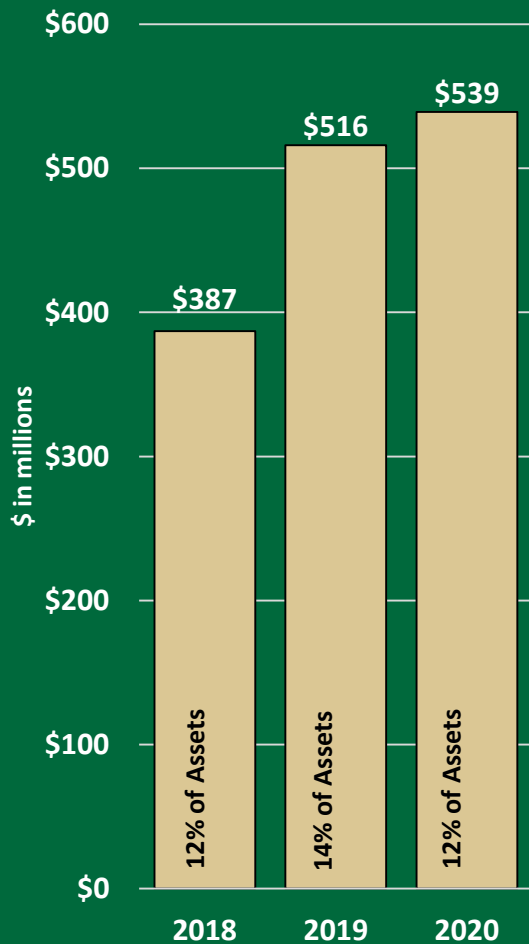
11.4% ROACE, 16.8% ROATCE



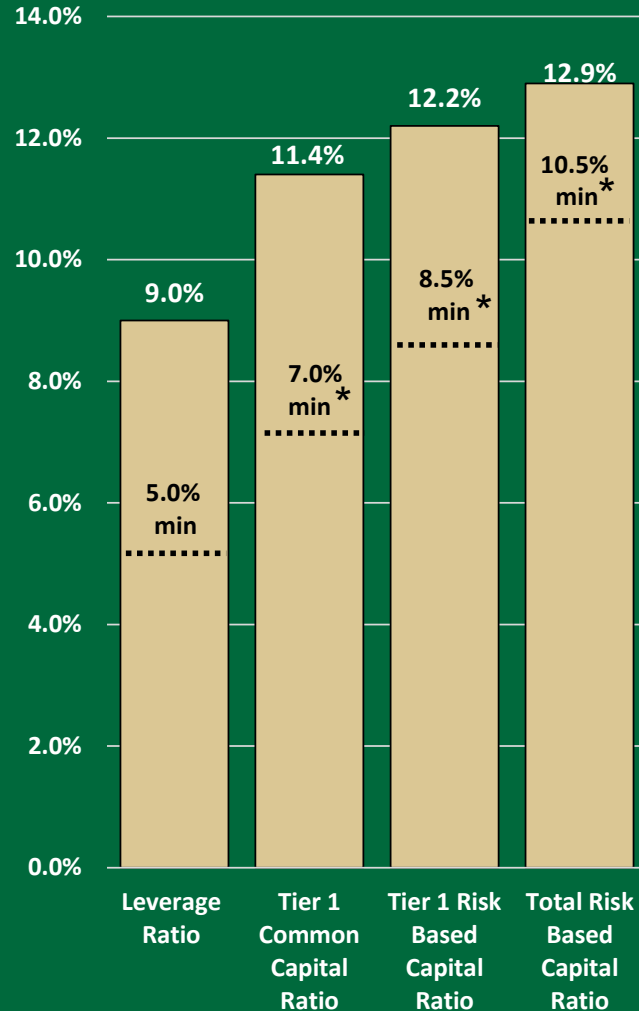
NCBS Stock Price



Total Equity



Regulatory Ratios at Year End 2020



Repurchase Program



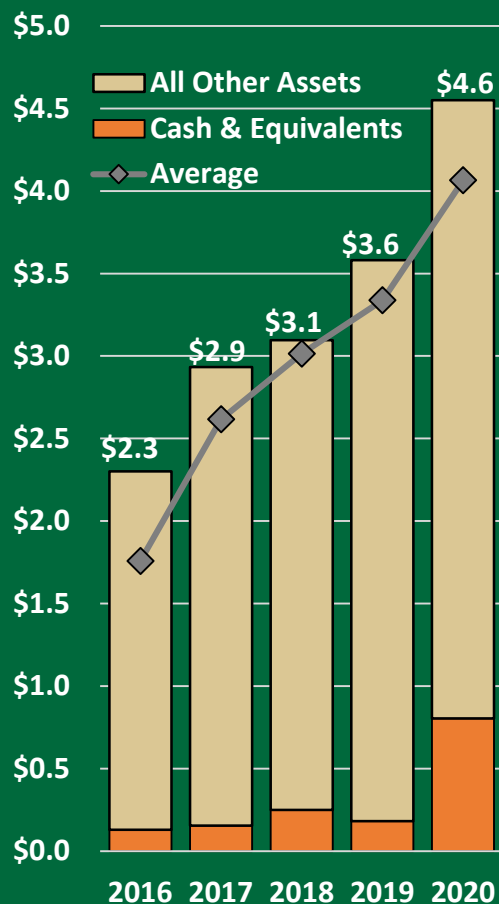
WAC means weighted average cost per share.

*Minimums include 0.5% buffers

Assets

YE20 \$4.6 billion (+27%)

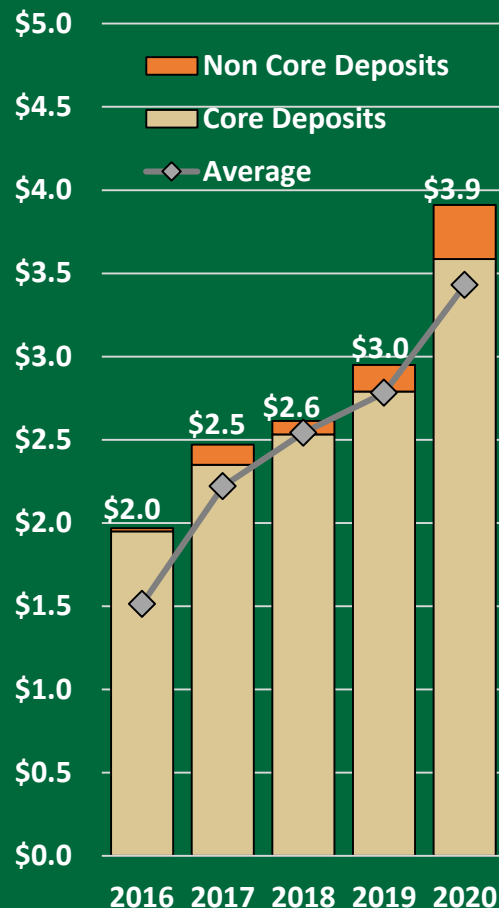
Y-o-Y Average +36%



Deposits

YE20 \$3.9 billion (+33%)

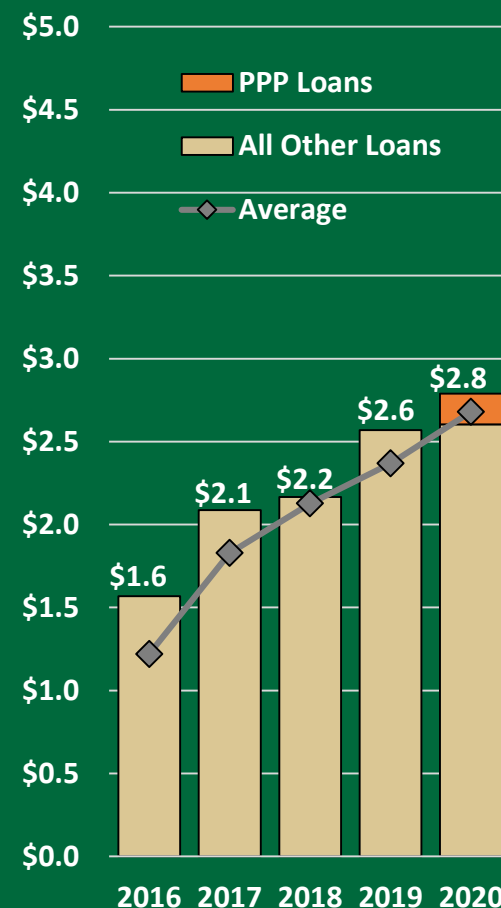
Y-o-Y Average +32%



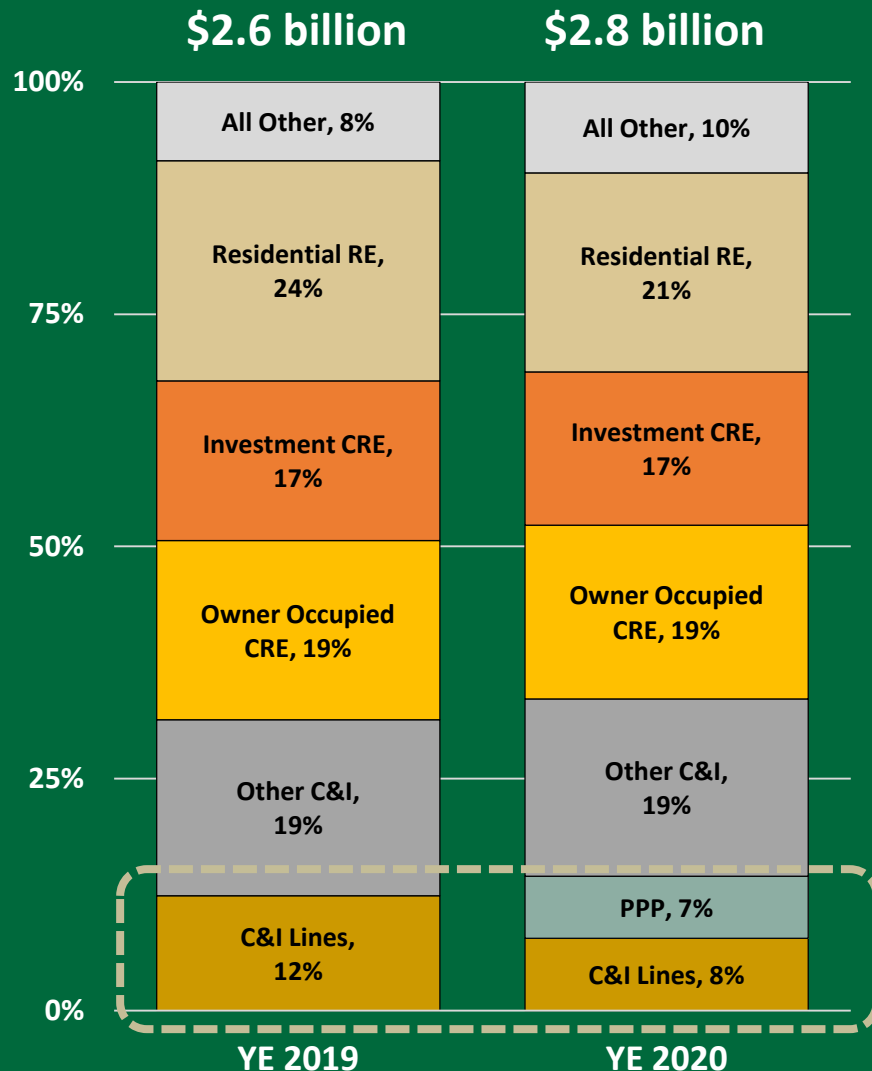
Loans

YE20 \$2.8 billion (+8%)

Y-o-Y Average +24%



Loan Mix



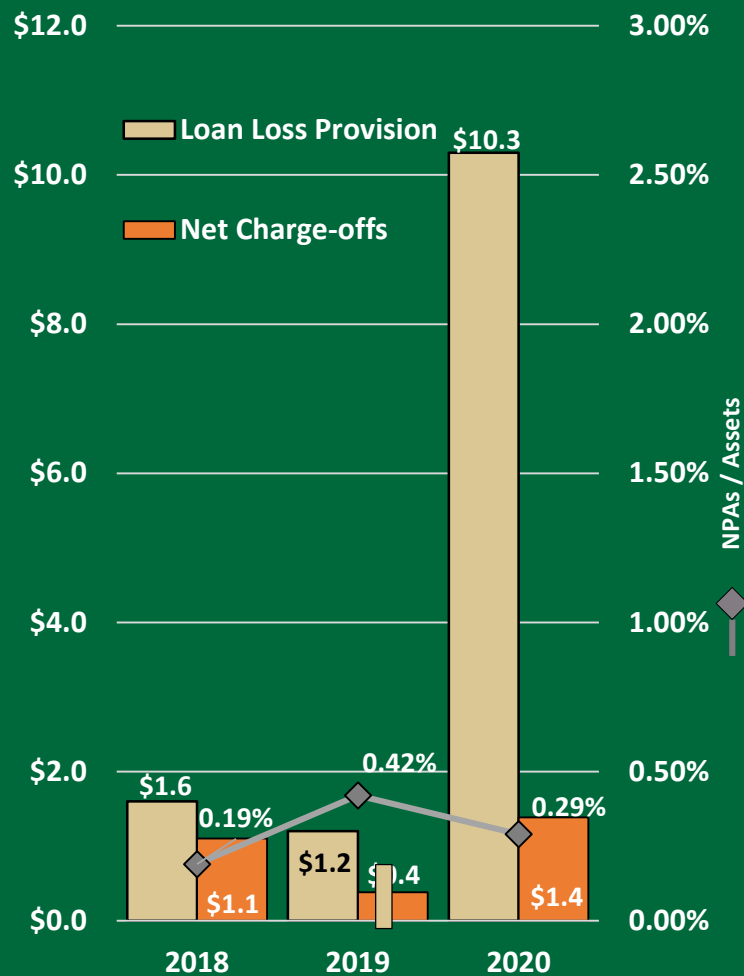
Paycheck Protection Program

- 2,725 PPP Loans funded
- \$351 million originated
- \$186 million at year-end 2020
- 1% coupon loans, “Forgiveable”
- \$12.3 million fees, of which \$5.8 million recognized in 2020

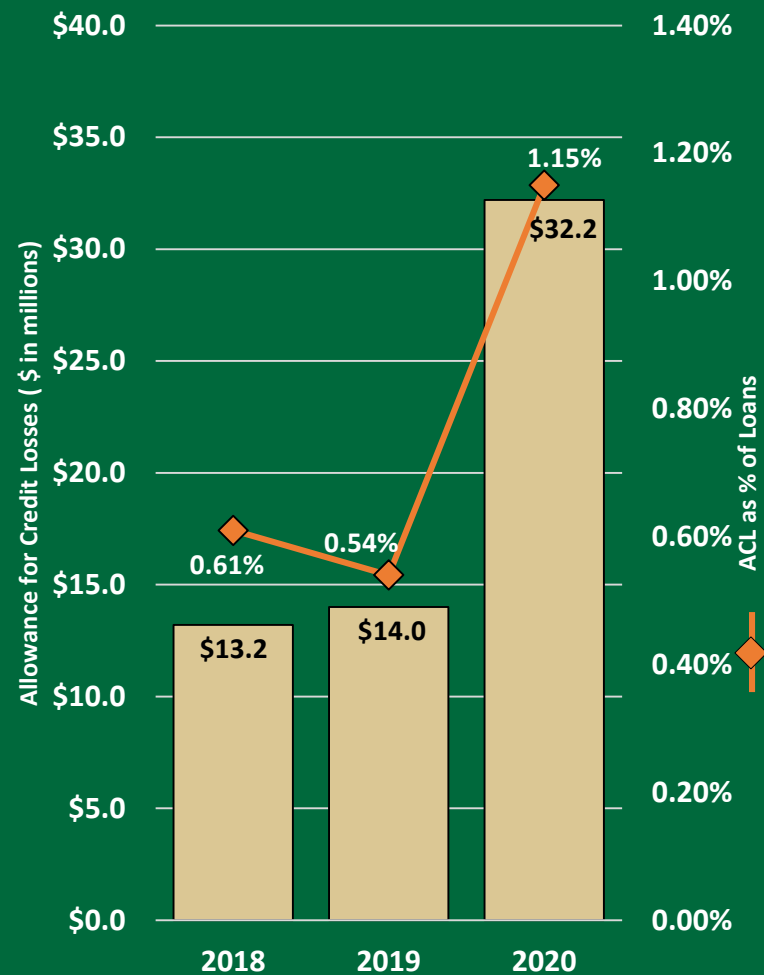
Total Loans YE20 versus YE19

- + \$186 million PPP
- \$104 million Commercial lines
- + \$133 million All other loans (+6%)
- + \$215 million (up 8% over YE19)

Asset Quality Metrics

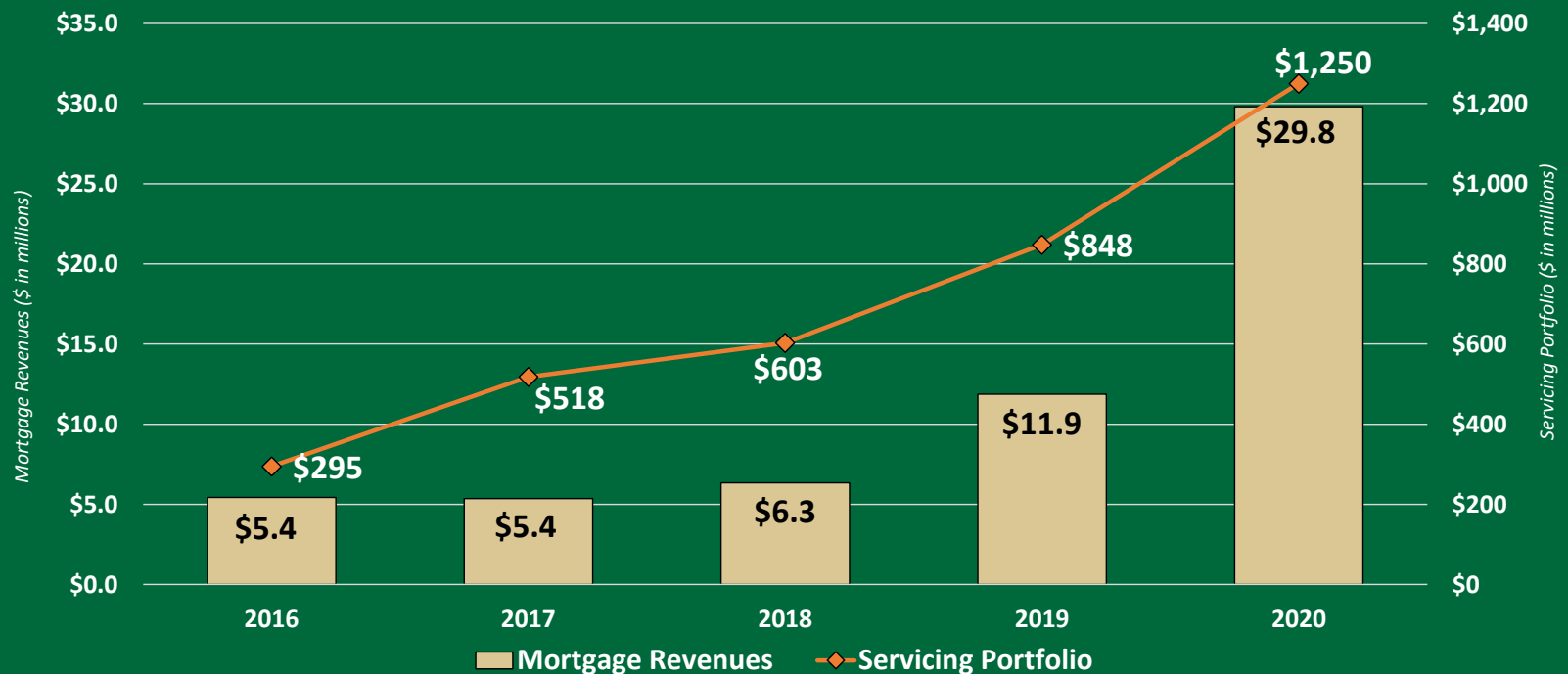


Allowance for Credit Losses



Record Year for Mortgage

- Processed record \$1 billion of mortgage volume in 2020, almost double 2019's originations.
- Net mortgage revenues from secondary market mortgage activity, nearly \$30 million for 2020, 150% over 2019.
- Servicing \$1.3 billion of mortgages for others at YE20.
- Pipeline remains healthy in 2021, with a gradual shift away from refinances.



2020 Summary

Record earnings and ‘top-performer’ bank metrics.

- \$60.1 million Earnings, \$5.70 EPS, 1.41% ROA, 11.4% ROE

Decisive actions and efficiencies in response to pandemic.

- \$4 million isolated costs in 2Q20 (safety, branch closures, doing the right things)
- Automation for PPP loans and record mortgage originations

Asset quality better than initially expected.

- Strong loan quality, negligible net charge offs and low nonperforming assets
- \$10.3 million loan loss provision, despite asset quality holding strong

Record \$29.8 million net mortgage revenue

Continued growth over prior year-end.

- +27% Assets, +8% Loans, +33% Deposits, +4% Equity
- Advantage Community Bank boosted presence in Central Wisconsin
- Solid underlying organic loan and deposit growth, and PPP originator
- Strong equity at year end, even after heavy common stock repurchases

First Quarter 2021

Good Results Continue

Profitability for 1Q21

- \$18.2 million Net Income (73% over 1Q20), \$1.75 EPS
- 1.64% ROA, 13.6% ROACE, and 20.0% ROTCE (annualized)
- Net mortgage revenue (\$7.2 million)
- Funded 1,928 loans totaling \$145 million in the latest round of the PPP program (earning future fees of \$7.2 million)

Total assets \$4.5 billion, largely unchanged from YE20

- Cash balances remain elevated at 16% of total assets
- Loans (excluding PPP) of \$2.62 billion, up 2% annualized
- Deposits \$3.9 billion, down slightly from year-end
- Resilient loan quality
- Regulatory capital remains strong

April 12, 2021 – Announced Mackinac Financial merger

Recent Accolades

- Ranked #9 on S&P Global's *"Best Performing Community Banks of 2020"* with \$3 to \$10 billion in assets (#3 in 2019)
- Named one of Piper Sandler & Co's 2020 *"Bank & Thrift Sm-All Stars"*
- Inaugural member of the *"Hovde High Performers"* list for 2020
- Named one of ICBA Independent Banker's *"Most Innovative Banks"* in August 2019
- Recipient of the *"2020 Raymond James Bankers Cup"* for financial performance (fourth consecutive year)



Perspectives on 2020 & 2021 Outlook

Mike Daniels – President & CEO

Acquisition of Mackinac Financial

- Establishes Nicolet as the largest community bank in the Upper Peninsula
- Complementary business models, with a focus on being “lead local” in the communities we both serve
- Positive long-term financial impact: Conservative cost savings assumptions, revenue opportunities, and accretive to earnings per share
- Nicolet becomes the second largest bank headquartered in Wisconsin, approaching a \$1.0 billion market capitalization⁽¹⁾

Q&A

Bob Atwell – Executive Chairman

Mike Daniels – President & CEO

Ann Lawson – Chief Financial Officer