

PROXY SOLICITATION STATEMENT

April 4, 2017

The management of Heartland BancCorp provides this statement in conjunction with the solicitation of proxies for the Annual Meeting of the BancCorp's shareholders to be held Tuesday, May 16, 2017, at 6:00 PM at the Columbus Country Club, 4831 East Broad Street, Columbus, Ohio 43213, and any adjournments thereof.

OFFICERS:

The officers of Heartland BancCorp are:

Chairman, Chief Executive Officer and President	G. Scott McComb
Vice Chairman	Jay B. Eggspuehler
Secretary	Jodi L. Garrison
Executive Vice President and Chief Financial Officer	Carrie L. Almendinger

CURRENT DIRECTORS:

William A. Dodson, Jr.	G. Scott McComb
Beverly J. Donaldson	Robert C. Overs
Jay B. Eggspuehler	Gary D. Paine
Jodi L. Garrison	William J. Schottenstein
David C. Kotary	George R. Smith
Cheryl L. Krueger	Richard A. Vincent

All of the Directors serve a one-year term, which expires with the election of their successors at the Annual Meeting set for May 16, 2017.

PROXY COMMITTEE:

The Board of Directors has appointed G. Scott McComb, Jay B. Eggspuehler and Jennifer L. Eckert to serve as its Proxy Committee for this meeting and any adjournments thereof.

MATTERS KNOWN TO MANAGEMENT TO BE PRESENTED AT THE MEETING

(1) Election of Directors

The Code of Regulations of Heartland BancCorp provides for the election of not more than fifteen (15) directors, each for a term of one year, concluding with the election of a successor at the next subsequent annual meeting. There are twelve (12) current directors.

The Articles of Incorporation of the Corporation provide that the number of directors will be determined by a vote of the shareholders. A resolution will be offered to establish the number of directors at twelve (12).

PROPOSED DIRECTORS

Management recommends the election of all Directors, as stated, to the Board of Heartland BancCorp:

Management recommends the election of:

William A. Dodson, Jr.
Beverly J. Donaldson
Jay B. Eggspuehler
Gary D. Paine
David C. Kotary
Cheryl L. Krueger

G. Scott McComb
Robert C. Overs
Jodi L. Garrison
William J. Schottenstein
George R. Smith
Richard A. Vincent

as Directors of Heartland BancCorp. Management bases its recommendations on the demonstrated competence of each of them.

(2) Ratify BKD, LLP. as the Company's independent registered public accounting firm for the year ending December 31, 2016.

Management knows of no other matters to be presented to the shareholders for action at the Annual Meeting.

All shareholders are welcome to attend the Annual Meeting and vote their shares in person. Management does, however, encourage shareholders to submit their proxies to assure that we shall have a quorum to conduct business at the meeting and that their shares will be voted, should circumstances prevent their attendance. Any shareholder who gives a proxy to management pursuant to this solicitation may revoke that proxy by execution of a later-dated proxy.