

**HEARTLAND BANCCORP  
GAHANNA, OHIO**

*PROXY FOR ANNUAL MEETING OF SHAREHOLDERS CALLED FOR  
April 19, 2016*

The undersigned, having received notice of the Annual Meeting of Shareholders of Heartland BancCorp, Gahanna, Ohio, to be held at 6:00 PM, Tuesday, April 19, 2016, at the Creekside Conference and Event Center, 101 Mill Street, Suite 300, Gahanna, Ohio 43230, together with the Proxy Statement dated March 31, 2016 hereby designates and appoints G. Scott McComb, Jodi L. Garrison and Gerald K. McClain, or any of them, as attorneys and proxies for the undersigned, with full power of substitution, to vote for and in the name of the undersigned all shares of the Common Stock of Heartland BancCorp, Gahanna, Ohio, which the undersigned is entitled to vote at such Annual Meeting of Shareholders, or at any adjournment thereof, such proxies being directed to vote as specified below on the following proposals:

**Management recommends a vote for all the Nominees.**

**PROPOSAL #1:**

To elect twelve (12) directors, as nominated below:

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

FOR ALL NOMINEES  
 AGAINST ALL NOMINEES  
 FOR ALL NOMINEES  
**EXCEPT** THOSE LISTED  
BELOW

*and to name Arthur G. H. Bing, MD, Gerald K. McClain, and John R. Haines, Directors Emeritus.  
(This is a wholly honorary designation, is without vote, is without authority, is  
neither compensated nor receives any benefits.)*

To withhold authority to vote for any individual nominee or nominees, enter the name of the nominee or nominees in the space provided below:

**THIS PROXY IS SOLICITED BY MANAGEMENT AND, UNLESS OTHERWISE MARKED, WILL BE VOTED FOR PROPOSAL #1: FOR THE ELECTION OF THE NOMINEES LISTED.**

**Management recommends a vote for the Proposal:**

PROPOSAL #2      To approve the new Heartland BancCorp Stock Option Plan with 300,000 options that could be granted on or before January 19, 2026.

   **FOR THE PROPOSAL**

   **AGAINST THE PROPOSAL**

**THIS PROXY IS SOLICITED BY MANAGEMENT AND, UNLESS OTHERWISE MARKED, WILL BE VOTED FOR PROPOSAL #2:      *THE APPROVAL OF THE HEARTLAND BANCCORP STOCK OPTION PLAN***

The aforementioned proxies are hereby authorized to vote on any other matter that may properly come before the meeting at their discretion.

The undersigned reserves the right to revoke this Proxy at any time up until the Proxy is voted at the Annual Meeting. The proxy may be revoked by a later-dated Proxy, by giving written notice to the Secretary of the Company at any time before the Proxy is voted, or in open meeting.

DATED: \_\_\_\_\_

\_\_\_\_\_  
(Signature)

NUMBER OF SHARES:  
COMMON \_\_\_\_\_  
(See label on Page 1)

\_\_\_\_\_  
(Signature)

(Please sign the Proxy as your name appears on your stock certificate(s). Joint owners should each sign personally. When signing as attorney, executor, administrator, trustee, guardian or corporate officer, please give your full title as such.)

**ALL FORMER PROXIES  
ARE HEREBY REVOKED**

Please date, sign and mail this Proxy to the Proxy Committee in care of Heartland BancCorp, 850 North Hamilton Road, Gahanna, Ohio 43230. A prepaid postage envelope is enclosed.