

PROXY SOLICITATION STATEMENT

March 31, 2016

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, April 19, 2016, at 6:00 PM at the Creekside Conference and Event Center, 101 Mill Street, Suite 300, Gahanna, Ohio 43230, 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:

Arthur G. H. Bing, MD	Gerald K. McClain
William A. Dodson, Jr.	G. Scott McComb
Jay B. Eggspuehler	Robert C. Overs
Jodi L. Garrison	Gary D. Paine
John R. Haines	William J. Schottenstein
David C. Kotary	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 April 19, 2016.

PROXY COMMITTEE:

The Board of Directors has appointed G. Scott McComb, Jodi L. Garrison and Gerald K. McClain 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 thirteen (13) 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).

Two new Directors are proposed for a term of one year, concluding with the election of their successors at the next subsequent annual meeting, as follows:

PROPOSED DIRECTORS

Beverly Donaldson is President of The Inns Management Group of Newark, Ohio. She has a degree in Nursing Science and Gerontology and has gained much experience over the last forty years in business, healthcare and with state and federal regulatory processes. Her company, along with her father’s company, The Jerry McClain Company have developed and opened 24 senior assisted living communities in Ohio. They continue to own and operate nine of them. She is a past Board Member of the Alzheimer’s Association and a past member of both Zonta International and Granville Rotary Clubs. She currently serves as a Trustee for the Ohio Assisted Living Association and Hospice of Central Ohio, and is a member of Argentum, the National Assisted Living Association. Beverly is a graduate of Central Ohio Technical College with a degree in Nursing Science and was also certified in Gerontological Nursing by the American Nurses Credentialing Center.

She continues to reside in Newark with her husband Doug, a Real Estate Broker and has two married children and five grandchildren.

Cheryl Krueger is the founder and former President and CEO of Cheryl & Co. She started the company in 1981 in Columbus, Ohio with a single cookie store that flourished into a \$50 million corporation. She sold the company in March and remained the CEO until she retired in 2005. She recently founded KRUEGER & CO. Consulting, Inc. and serves as its CEO. The primary focus of this company is to help companies develop creative marketing and sales strategies as well as evaluate and identify opportunities in product development, operations, logistics, and improve financial performance. Cheryl currently serves on the Board for Bob Evans Farms Inc., The Ohio State University Board of Trustees, The Ohio State University Medical Center Board, and The OSU Foundation Board. She has also served on the Board of The James Cancer Hospital and Solove Research Institute Foundation as its past President, and the Board of Trustees for the Columbus Academy. Her past board involvement also includes the Federal Reserve Board for District 4, the OSU 4-H Foundation Board, and the OSU Human Ecology Advisory Board.

She has received awards from many prestigious organizations including the YWCA Woman of Achievement Award, the Business Person of the Year Award from the Ohio State University, and the Business Integrity Award given by the Greater Columbus Better Business Bureau. Following her induction into the Ohio Women’s Hall of Fame, she was selected as Female Entrepreneur of the Year for the United States by Working Woman Magazine.

Management believes that Ms. Donaldson and Ms. Krueger will serve the Board of Directors with merit and competence and recommends that they be elected as a Directors of Heartland BancCorp.

❖ *NOTE: John R. Haines, Gerald K. McClain, and Arthur G.H. Bing, MD have chosen not to stand for election to the Heartland BancCorp Board of Directors. It is to be noted that these directors have served the Board with distinction, honor and merit. We are indebted to them for their years of service to the Board.*

Management further 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) Approval of the new Heartland BancCorp Stock Option Plan with 300,000 options that could be granted on or before January 19, 2026

On January 19, 2016, at the regular meeting of the Board of Directors, upon the recommendation by the Stock Option Committee, a motion was made, seconded and carried to adopt a Stock Option Plan with 300,000 shares available to grant as options. The purpose of this plan is to replace the existing stock option plan that expires May 1, 2016 in order to continue to provide effective incentives designed to attract and retain the services of valuable and experienced directors and employees.

Accordingly, in order to afford an incentive to, and encourage stock ownership by directors and key employees of the Company and its subsidiaries so that such directors and employees may acquire and increase their proprietary interest in the success of the Company, and with respect to employees, to be encouraged to remain in the employ of the Company, Management recommends that the Shareholders approve this plan making 300,000 shares available to grant as options on or before January 19, 2026.

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, by notifying the Secretary of the BancCorp in writing of the intent to revoke the proxy at any time before the meeting or any adjournment thereof, or by attending the meeting or any adjournment thereof and advising the Secretary of the BancCorp of the intent to vote the shares personally.

Any shareholders choosing to give a proxy to management should complete the enclosed proxy form, according to its instructions, and return it in person or by mail to the BancCorp at:

850 North Hamilton Road
Gahanna, Ohio 43230