Form **8937** (December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

➤ See separate instructions.

OMB No. 1545-2224

Part I Reporting Is	suer			
1 Issuer's name		2 Issuer's employer identification number (EIN)		
HORIZON BANCORP		35-1562417		
3 Name of contact for addit	ional information	5 Email address of contact		
3 Name of contact for additional information 4 Telephone No. of contact				
Dona Lucker			(219) 874-9272	dlucker@horizonbank.com
6 Number and street (or P.C	D. box if mail is not	7 City, town, or post office, state, and Zip code of contact		
515 FRANKLIN STREET		MICHIGAN CITY, INDIANA 46360		
8 Date of action				
July 1, 2015			<u> </u>	
10 CUSIP number 11 Serial number		s) 12 Ticker symbol		13 Account number(s)
440407104	! #!: ^::	1 7 1*1*	HBNC	
				See back of form for additional questions.
14 Describe the organization the action ► SEE ATT.		applicable, the	e date of the action or the o	date against which shareholders' ownership is measured for
SEE AIT	ACHMENT		The state of the s	
Authorities				

		P4.4000-02.000-02.00-02.00-02.00		
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15 Describe the quantitative share or as a percentage	re effect of the orga ie of old basis > <u>s</u>	anizational ac EE ATTACHI	tion on the basis of the sec	curity in the hands of a U.S. taxpayer as an adjustment per
	WHO			
		A19		
<u></u>				

16 Describe the calculation valuation dates ▶ SEE	n of the change in t	pasis and the	data that supports the cal	culation, such as the market values of securities and the
(44 - ,				



Form 8937 (Re	. 12-2011)			Page 2
Part II	Organizational Action (continued)			
7 List the	opplicable Internal Payanus Code antica/a) and authorized			
	applicable Internal Revenue Code section(s) and sub IS 302, 318, 354, 356, 358, 361, 368, 1001, 1032, an		eatment is based >	
TO SECTION	3 302, 316, 334, 336, 336, 361, 386, 1001, 1032, dil	U (223.		
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				A HE INCOME
8 Can an	resulting loss be recognized? ► No loss can be re	dtius esiteaenes ei berinnes	tha af avahanda ai	Decoles common stock for
	rizon common stock and cash, but if a taxable los			
	d to have been received in the exchange, this loss		1 34.0 01 4 11 4001011	01 01010 01 11012011 0011111011
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				AND THE RESIDENCE OF THE PROPERTY OF THE PROPE
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19 Provide	any other information necessary to implement the ac	djustment, such as the reportab	le tax year ▶ The tr	ransaction was consummated
on July 1, 20	15. Consequently, the reportable tax year for reportable	orting the tax effect of the sha	re exchange is the	tax year that includes July 1,
2015. This i	the 2015 tax year for those shareholders who rep	port taxable income on the ba	sis of a calendar ye	ear.
?handhalala				
	s should consult their own tax advisors as to the sing requirements. This information is not tax adv			
	of Peoples, any shareholder of Horizon or any oth			
	enue Service.		A.F.	
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Und	or penalties of perjury, I declare that I have examined this re	eturn, including accompanying sche	dules and statements,	and to the best of my knowledge ar
- 1	f, it is true, correct, and complete. Declaration of preparer (o	ther than officer) is based on all info	rmation of which prepa	arer has any knowledge.
Sign Here	1/2/18/	***************************************	7/	1.1.5
Sign	ature V	The state of the s	Date ▶/	///>
Prin	your name ► Mark E. Secor		Title Chini Sin	nanial Officer
·		signature ,	Date	ancial Officer Chark Col. # PTIN
Paid Preparer	Randal J. Kaltenmark	W.Kebock	7-1-15	Check ✓ if self-employed p01473312
Use Only	Firm's name ► Barnes & Thornburg LLP		1 85	Firm's EIN ▶ 35-0900596
y	Firm's address ▶ 11 S. Meridian St., Indianapolis,	IN 46204		Phone no. (317) 236-1313
Send Form 8	937 (including accompanying statements) to: Departr	ment of the Treasury, Internal Re	evenue Service, Ogo	den, UT 84201-0054

HORIZON BANCORP

35-1562417

ATTACHMENT TO FORM 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

FORM 8937: PART I, BOX 9:

Horizon Bancorp ("Horizon") common stock issued in exchange for Peoples Bancorp ("Peoples") common stock.

FORM 8937: PART II, BOX 14:

The reportable organizational action involves the merger of Peoples with and into Horizon on July 1, 2015.

FORM 8937: PART II, BOX 15:

Each Peoples shareholder that received shares of Horizon common stock and cash in the exchange is required to determine the tax basis of the shares of Horizon common stock so received by performing the following calculations separately for each identifiable block of Peoples common stock surrendered in the exchange for Horizon common stock having a common tax basis:

- Begin with the aggregate tax basis of the Peoples common stock surrendered in the exchange;
- Add the amount of recognized taxable gain, if any, (excluding any gain or loss resulting from the deemed receipt and sale of fractional shares described below);
- Add the amount of recognized tax loss that was disallowed in connection with the exchange, if any, (excluding any gain or loss resulting from the deemed receipt and sale of fractional shares described below);
- <u>Subtract</u> the total amount of cash received (excluding any cash received in lieu of fractional shares described below); and
- Subtract the tax basis in any fractional shares of Horizon common stock that was deemed to have been received in the exchange and immediately sold.

The resulting figure represents the aggregate tax basis of the shares of Horizon common stock received in the exchange for that identifiable block of Peoples common stock transferred. The tax basis of each individual share of Horizon common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of shares of Horizon common stock that comprise this identifiable block.



FORM 8937 PART II, BOX 16:

As a result of the merger, (i) each share of Peoples common stock owned by a shareholder owning 100 or more shares of Peoples common stock was exchanged for \$9.75 in cash and 0.95 shares of Horizon common stock. To the extent such exchange would have resulted in the issuance of a fractional share of Horizon common stock to a Peoples shareholder, a cash payment equal to the market value equivalent of such fractional share was paid in lieu of issuing a fractional share of Horizon common stock. The Horizon common stock price used to determine the fractional share consideration was the average of the daily closing sales prices of a share of Horizon's common stock, rounded to the nearest cent, during the fifteen (15) consecutive trading days immediately preceding June 29, 2015, or \$25.15.