

Northwest Bancshares, Inc.  
Form S-4  
March 09, 2015

As filed with the Securities and Exchange Commission on March 9, 2015

Registration No. 333-

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

## NORTHWEST BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**6712**  
(Primary Standard Industrial  
Classification Code Number)

**27-0950358**  
(I.R.S. Employer  
Identification Number)

**100 Liberty Street**

**Warren, Pennsylvania 16365**

**(814) 726-2140**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of

Registrant's Principal Executive Offices)

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William J. Wagner

Chairman, President and Chief Executive Officer

100 Liberty Street

Warren, Pennsylvania 16365

(814) 726-2140

(Address, Including Zip Code, and Telephone Number, Including Area Code, of

Agent for Service)

Copies to:

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The Calfee Building  
1405 East Sixth Street  
Cleveland, Ohio 44144  
Phone: (216) 622-8200

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

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Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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## CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	7,412,328 shares (1)	N/A	\$ 85,031,224(2)	\$ 9,881(3)
(1)	Represents the estimated maximum number of shares of Northwest Bancshares, Inc. common stock to be issuable upon the completion of the merger described in the proxy statement/prospectus contained herein. This number is based on the number of shares of LNB Bancorp, Inc. common stock outstanding and reserved for issuance under various plans as of March 19, 2015, and the exchange of 50% of such shares for 1.461 shares of Northwest Bancshares, Inc. common stock, pursuant to the terms of the Agreement and Plan of Merger dated December 15, 2014, by and between Northwest Bancshares, Inc. and LNB Bancorp, Inc., which is attached to the proxy statement/prospectus as Appendix A. Pursuant to Rule 416, this Registration Statement also covers an indeterminate number of shares of common stock as may become issuable as a result of stock splits, stock dividends or similar transactions.			
(2)	Pursuant to Rule 457(f), the registration fee was computed on the basis of \$17.73, the market value of the common stock of LNB Bancorp, Inc. to be exchanged or cancelled in the merger, computed in accordance with Rule 457(c), multiplied by the total number of shares of common stock of LNB Bancorp, Inc. that may be received by the registrant and/or cancelled upon consummation of the merger, subtracting the amount of cash to be paid by Northwest Bancshares, Inc. for such shares.			
(3)	Computed in accordance with Rule 457(f) under the Securities Act by multiplying 0.0001162 by the proposed maximum aggregate offering price.			

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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[Logo of LNB]

Dear Fellow Shareholder:

On December 15, 2014, the board of directors of LNB Bancorp, Inc. unanimously approved a merger agreement between LNB Bancorp, Inc. and Northwest Bancshares, Inc. LNB Bancorp, Inc. is holding a special meeting of its shareholders to vote on the proposals necessary to complete the merger between LNB Bancorp, Inc. and Northwest Bancshares, Inc. If the merger agreement is approved and the merger is subsequently completed, LNB Bancorp, Inc. will merge with and into Northwest Bancshares, Inc. LNB Bancorp, Inc.'s separate corporate existence will cease and Northwest Bancshares, Inc. will continue as the surviving corporation.

Under the terms of the merger agreement, each outstanding share of LNB Bancorp, Inc. common stock will be converted into the right to receive 1.461 shares of Northwest Bancshares, Inc. common stock, \$18.70 in cash, or a mix of Northwest Bancshares, Inc. common stock and cash, subject to certain agreed adjustment and allocation procedures that will result in 50% of LNB Bancorp's common stock being converted into Northwest Bancshares, Inc. common stock and 50% of LNB Bancorp's common stock being converted into cash. For more information, see Proposal 1 Description of the Merger Consideration to be Received in the Merger.

On December 15, 2014, which was the last trading date preceding the public announcement of the proposed merger, the trading price of Northwest Bancshares, Inc.'s common stock was \$12.35, which, after giving effect to the 1.461 exchange ratio, has an implied value of approximately \$18.04 per share. Based on this price with respect to the stock consideration, and the cash consideration of \$18.70 per share, upon completion of the merger, an LNB Bancorp, Inc. shareholder who receives cash for 50% of his or her shares of common stock and receives stock for 50% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$18.37 per share. As of \_\_\_\_\_, 2015, the most reasonably practicable date prior to the mailing of this Proxy Statement/Prospectus, the trading price of Northwest Bancshares, Inc.'s common stock was \$ \_\_\_\_\_, which, after giving effect to the 1.461 exchange ratio, has an implied value of approximately \$ \_\_\_\_\_ per share. Based on this price with respect to the stock consideration, and the cash consideration of \$18.70 per share, upon completion of the merger, an LNB Bancorp, Inc. shareholder who receives cash for 50% of his or her shares of common stock and receives stock for 50% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$ \_\_\_\_\_ per share.

The maximum number of shares of Northwest Bancshares, Inc. common stock estimated to be issuable upon completion of the merger is \_\_\_\_\_. As a result of the merger, LNB Bancorp, Inc. shareholders who receive stock consideration will become stockholders of Northwest Bancshares, Inc. Following the completion of the merger, former LNB Bancorp, Inc. shareholders will hold approximately \_\_\_\_\_% of Northwest Bancshares, Inc.'s common stock.

**Your board of directors has unanimously determined that the merger agreement and the merger are in the best interests of LNB Bancorp, Inc. and its shareholders and unanimously recommends that you vote FOR approval and adoption of the merger agreement and the merger, and FOR the advisory, non-binding proposal to approve the merger-related executive compensation to LNB Bancorp's named executive officers.** The Merger cannot be completed unless holders of at least two-thirds of the issued and outstanding shares of common stock of LNB Bancorp, Inc. vote to approve the merger agreement and the merger. Whether or not you plan to attend the special meeting of shareholders, please take the time to vote by completing the enclosed proxy card and mailing it in the enclosed envelope. **If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR approval and adoption of the merger agreement and the merger, FOR the advisory, non-binding proposal to approve merger-related executive compensation to LNB Bancorp's named executive officers and FOR the approval of an adjournment of the special meeting if necessary**

or appropriate to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement and the merger or to approve the merger-related executive compensation to LNB Bancorp s named executive officers. If you fail to vote, or you do not instruct your

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**broker how to vote any shares held for you in street name, it will have the same effect as voting AGAINST the merger agreement and the merger, but it will have no effect on the advisory, non-binding proposal to approve merger-related executive compensation to LNB Bancorp's named executive officers or on the proposal to approve an adjournment of the special meeting.**

The accompanying document is being delivered to LNB Bancorp, Inc. shareholders as Northwest Bancshares, Inc.'s prospectus for its offering of Northwest Bancshares, Inc. common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from LNB Bancorp, Inc. shareholders to vote for the approval of the merger agreement and the merger.

This Proxy Statement/Prospectus provides you with detailed information about the proposed merger. It also contains or references information about Northwest Bancshares, Inc. and LNB Bancorp, Inc. and related matters. You are encouraged to read this document carefully. **In particular, you should read the Risk Factors section beginning on page for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

**Voting procedures are described in this Proxy Statement/Prospectus. Your vote is important and I urge you to cast it promptly.**

Sincerely,

Daniel E. Klimas  
President and Chief Executive Officer

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Merger or the securities to be issued under this Proxy Statement/Prospectus or determined if this Proxy Statement/Prospectus is accurate or adequate. Any representation to the contrary is a criminal offense. The securities we are offering through this document are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either of our companies, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

Proxy Statement/Prospectus dated [document date]

and first mailed to shareholders on or about , 2015

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**WHERE YOU CAN FIND MORE INFORMATION**

Both Northwest Bancshares, Inc. and LNB Bancorp, Inc. file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the "SEC"). You may read and copy any materials that either Northwest Bancshares, Inc. or LNB Bancorp, Inc. files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, Northwest Bancshares, Inc. and LNB Bancorp, Inc. file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from Northwest Bancshares, Inc. at [www.northwestsavingsbank.com](http://www.northwestsavingsbank.com) under the "Investor Relations" tab and then under "SEC Filings," or from LNB Bancorp, Inc. by accessing LNB Bancorp, Inc.'s website at [www.4lnb.com](http://www.4lnb.com) under the "Investor Relations" tab.

Northwest Bancshares, Inc. has filed a registration statement on Form S-4 to register with the SEC up to 7,412,328 shares of Northwest Bancshares, Inc. common stock. This Proxy Statement/Prospectus is a part of that registration statement. As permitted by SEC rules, this Proxy Statement/Prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this Proxy Statement/Prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This Proxy Statement/Prospectus incorporates by reference documents that Northwest Bancshares, Inc. and LNB Bancorp, Inc. have previously filed with the SEC. They contain important information about the companies and their financial condition. See "Where You Can Find More Information" on page . These documents are available without charge to you upon written or oral request to the applicable company's principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below:

Northwest Bancshares, Inc.  
100 Liberty Street  
Warren, Pennsylvania 16365-2353  
Attention: Investor Relations Department  
(814) 726-2140

LNB Bancorp, Inc.  
457 Broadway  
Lorain, Ohio 44052  
Attention: Investor Relations  
(440) 244-7317

**To obtain timely delivery of these documents, you must request the information no later than [document request date] in order to receive them before LNB Bancorp, Inc.'s special meeting of shareholders.**

Northwest Bancshares, Inc. common stock is traded on the NASDAQ Global Select Market under the symbol "NWBI," and LNB Bancorp, Inc. common stock is traded on the NASDAQ Global Market under the symbol "LNBB."

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**LNB BANCORP, INC.**

**457 Broadway**

**Lorain, Ohio 44052**

**NOTICE OF THE SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON [MEETING DATE]**

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of LNB Bancorp, Inc. will be held at [Meeting Location] at .m., Eastern Time, on [Meeting Date], for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated as of December 15, 2014, by and between Northwest Bancshares, Inc. and LNB Bancorp, Inc. (the Merger Agreement ), and thereby to approve the transactions contemplated by the Merger Agreement, including the merger of LNB Bancorp, Inc. with and into Northwest Bancshares, Inc. (collectively, the Merger );
2. To consider and vote upon an advisory, non-binding proposal to approve the compensation payable to the named executive officers of LNB Bancorp in connection with the transactions contemplated by the Merger Agreement (the Merger-Related Executive Compensation );
3. To approve one or more adjournments of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Agreement and the Merger or to approve the Merger-Related Executive Compensation; and
4. To transact any other business that may properly come before the special meeting or any adjournment or postponement thereof.

The Merger is described in more detail in this Proxy Statement/Prospectus, which you should read carefully in its entirety before voting. A copy of the Merger Agreement is attached as Appendix A to this Proxy Statement/Prospectus. Only LNB Bancorp, Inc. shareholders of record as of the close of business on [Record Date] are entitled to notice of and to vote at the special meeting of shareholders or any adjournments of the special meeting.

**To ensure your representation at the special meeting of shareholders, please follow the voting procedures described in the accompanying Proxy Statement/Prospectus and on the enclosed proxy card.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Your proxy may be revoked at any time before it is voted by following the instructions provided in the Proxy Statement/Prospectus.



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BY ORDER OF THE BOARD OF DIRECTORS

Robert F. Heinrich  
Corporate Secretary

Lorain, Ohio

[document date]

**LNB BANCORP, INC. S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL AND ADOPTION OF THE MERGER AGREEMENT AND THE**

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**MERGER, FOR THE APPROVAL OF THE MERGER-RELATED EXECUTIVE COMPENSATION, AND FOR THE APPROVAL OF THE ADJOURNMENT PROPOSAL DESCRIBED ABOVE.**

**DO NOT SEND STOCK CERTIFICATES WITH THE PROXY CARD. YOU WILL RECEIVE A LETTER OF TRANSMITTAL WITH INSTRUCTIONS FOR DELIVERING YOUR STOCK CERTIFICATES UNDER SEPARATE COVER.**

**YOUR VOTE IS IMPORTANT!**

**WHETHER OR NOT YOU EXPECT TO ATTEND THE LNB BANCORP, INC. SPECIAL MEETING IN PERSON, LNB BANCORP, INC. URGES YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE BY COMPLETING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED.** If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished to you by such record holder.

If you have any questions concerning the Merger or other matters to be considered at the special meeting, would like additional copies of this Proxy Statement/Prospectus or need help voting your shares, please contact our proxy solicitor:

[proxy solicitor contact information]

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following are answers to certain questions that you may have regarding the Merger and the special meeting. We urge you to read carefully the remainder of this Proxy Statement/Prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this Proxy Statement/Prospectus.*

**GENERAL QUESTIONS ABOUT THE MERGER**

**Q: WHY AM I RECEIVING THIS DOCUMENT?**

A. Northwest Bancshares, Inc. ( Northwest Bancshares ) and LNB Bancorp, Inc. ( LNB Bancorp ) have agreed to merge under the terms of a Merger Agreement by and between Northwest Bancshares and LNB Bancorp, dated as of December 15, 2014 (the Merger Agreement ), that is described in this Proxy Statement/Prospectus. A copy of the Merger Agreement is attached to this Proxy Statement/Prospectus as Appendix A. In order to complete the Merger of LNB Bancorp into Northwest Bancshares (the Merger ), the shareholders of LNB Bancorp must vote to approve and adopt the Merger Agreement and the Merger. LNB Bancorp will hold a special meeting of its shareholders to obtain this approval. This Proxy Statement/Prospectus contains important information about the Merger, the Merger Agreement, the special meeting, and other related matters, and you should read it carefully.

**Q: WHO IS BEING ASKED TO APPROVE THE MERGER?**

A: LNB Bancorp shareholders are being asked to vote to approve the Merger.

Under Ohio law, which governs mergers involving LNB Bancorp, the Merger cannot be completed unless LNB Bancorp shareholders vote to approve and adopt the Merger Agreement and approve the Merger. By this Proxy Statement/Prospectus, LNB Bancorp's board of directors is soliciting proxies from LNB Bancorp's shareholders to obtain this approval at the special meeting of LNB Bancorp shareholders discussed below.

**Q: WHAT WILL LNB BANCORP SHAREHOLDERS RECEIVE IN THE MERGER?**

A: If the Merger proposal is approved and the Merger is subsequently completed, each outstanding share of LNB Bancorp common stock will be converted into the right to receive either:

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- 1.461 shares of Northwest Bancshares common stock, plus cash in lieu of fractional shares; or
- \$18.70 in cash, without interest.

The above consideration is subject to an allocation process that requires 50% of LNB Bancorp's shares of common stock to be exchanged for cash and 50% of LNB Bancorp's common stock to be converted into Northwest Bancshares common stock. Accordingly, allocations of Northwest Bancshares common stock and cash that you receive will depend on the elections made by other LNB Bancorp shareholders.

On December 15, 2014, which was the last trading date preceding the public announcement of the proposed Merger, Northwest Bancshares common stock price was \$12.35, which, after giving effect to the 1.461 exchange ratio, has an implied value of approximately \$18.04 per share. Based on this price with respect to the stock consideration, and the cash consideration of \$18.70 per share, upon completion of the Merger, an LNB Bancorp shareholder who receives cash for 50% of his or her shares of common stock and receives stock for 50% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$18.37 per share. As of \_\_\_\_\_, 2015, the most reasonably practicable date prior to the mailing of this Proxy Statement/Prospectus, Northwest Bancshares' common

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stock price was \$ \_\_\_\_\_, which, after giving effect to the 1.461 exchange ratio, has an implied value of approximately \$ \_\_\_\_\_. Based on this price with respect to the stock consideration, and the cash consideration of \$18.70 per share, upon completion of the Merger, an LNB Bancorp shareholder who receives cash for 50% of his or her shares of common stock and receives stock for 50% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$ \_\_\_\_\_ per share.

For more information, see Proposal 1 Description of the Merger Consideration to be Received in the Merger.

**Q: HOW DOES THE ALLOCATION PROCESS WORK?**

A: Under the terms of the Merger Agreement, LNB Bancorp shareholders may elect to convert their shares into cash, Northwest Bancshares common stock or a mixture of cash and Northwest Bancshares common stock. All elections are further subject to the allocation and proration procedures described in the Merger Agreement, which provide that the number of shares of LNB Bancorp common stock to be converted into Northwest Bancshares common stock must equal 50% of the total number of shares of LNB Bancorp common stock outstanding at the effective time of the Merger and that the number of shares of LNB Bancorp common stock to be converted into cash in the Merger must equal 50% of the total number of shares of LNB Bancorp common stock outstanding at the effective time of the Merger. Neither Northwest Bancshares nor LNB Bancorp makes any recommendation as to whether LNB Bancorp shareholders should elect to receive cash, Northwest Bancshares common stock or a mixture of cash and Northwest Bancshares common stock in the Merger. Each holder of LNB Bancorp common stock must make his or her own decision with respect to such election.

It is unlikely that elections will be made in the exact proportions provided for in the Merger Agreement. As a result, the Merger Agreement describes procedures to be followed if LNB Bancorp shareholders in the aggregate elect to receive more or less of the Northwest Bancshares common stock than Northwest Bancshares has agreed to issue. These procedures are summarized below.

- ***If Stock Is Oversubscribed:*** If LNB Bancorp shareholders elect to receive more Northwest Bancshares common stock than Northwest Bancshares has agreed to issue in the Merger, then all LNB Bancorp shareholders who have elected to receive cash or who have made no election will receive cash for their LNB Bancorp shares and all shareholders who elected to receive Northwest Bancshares common stock will receive a pro rata portion of the available Northwest Bancshares shares plus cash for those shares not converted into Northwest Bancshares common stock.
- ***If Stock Is Undersubscribed:*** If LNB Bancorp shareholders elect to receive fewer shares of Northwest Bancshares common stock than Northwest Bancshares has agreed to issue in the Merger, then all LNB Bancorp shareholders who have elected to receive Northwest Bancshares common stock will receive Northwest Bancshares common stock and those shareholders who elected to receive cash or who have made no election will be treated in the following manner:
  - If the number of shares held by LNB Bancorp shareholders who have made no election is sufficient to make up the shortfall in the number of shares of Northwest Bancshares common stock that Northwest Bancshares is required to issue, then all LNB Bancorp shareholders who elected cash will receive cash, and those shareholders who made no election will receive both cash and Northwest Bancshares common stock in such proportion as is necessary to make up the shortfall.

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- If the number of shares held by LNB Bancorp shareholders who have made no election is insufficient to make up the shortfall, then all LNB Bancorp shareholders who made no election will receive Northwest Bancshares common stock and those LNB Bancorp

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shareholders who elected to receive cash will receive cash and Northwest Bancshares common stock in such proportion as is necessary to make up the shortfall.

**No guarantee can be made that you will receive the amounts of cash and/or stock you elect. As a result of the allocation procedures and other limitations outlined in this document and the Merger Agreement, you may receive Northwest Bancshares common stock or cash in amounts that vary from the amounts you elect to receive.**

**Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO LNB BANCORP SHAREHOLDERS?**

A: Northwest Bancshares and LNB Bancorp have received a legal opinion that the Merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code. However, the federal tax consequences of the Merger to an LNB Bancorp shareholder will depend primarily on whether a shareholder exchanges the shareholder's LNB Bancorp common stock solely for Northwest Bancshares common stock, solely for cash or for a combination of Northwest Bancshares common stock and cash. LNB Bancorp shareholders who exchange their shares solely for Northwest Bancshares common stock should not recognize a gain or loss except with respect to cash received in lieu of a fractional share of Northwest Bancshares common stock. LNB Bancorp shareholders who exchange their shares solely for cash should recognize a gain or loss on the exchange. LNB Bancorp shareholders who exchange their shares for a combination of Northwest Bancshares common stock and cash may recognize a gain, but not any loss, on the exchange. The actual federal income tax consequences to LNB Bancorp shareholders of electing to receive cash, Northwest Bancshares common stock or a combination of cash and stock will not be ascertainable at the time LNB Bancorp shareholders make their election because it will not be known at that time how, or to what extent, the allocation and proration procedures will apply.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, please see the section Proposal 1 Description of the Merger Material Tax Consequences of the Merger beginning on page .

**The consequences of the Merger to any particular shareholder will depend on that shareholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine the tax consequences of the Merger to you.**

**Q: WHAT WILL HAPPEN TO LNB BANCORP AS A RESULT OF THE MERGER?**

A: If the Merger is completed, LNB Bancorp will merge into Northwest Bancshares, and LNB Bancorp will cease to exist. Following the Merger, The Lorain National Bank (Lorain National Bank), a national bank and wholly-owned subsidiary of LNB Bancorp, will merge with and into Northwest Bank, a Pennsylvania-chartered savings bank and wholly-owned subsidiary of Northwest Bancshares, with Northwest Bank being the surviving bank.

**Q: WHEN WILL THE MERGER BE COMPLETED?**



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A: We expect the Merger will be completed when all of the conditions to completion contained in the Merger Agreement are satisfied or waived, including the receipt of required regulatory approvals and the approval of the Merger Agreement by LNB Bancorp shareholders at the LNB Bancorp special meeting. We currently expect to complete the Merger during the third quarter of 2015. However, because fulfillment of some of the conditions to completion of the Merger, such as the receipt of required regulatory approvals, is not entirely within our control, we cannot predict the actual timing.

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**Q: WHAT HAPPENS IF THE MERGER IS NOT COMPLETED?**

A: If the Merger is not completed, LNB Bancorp shareholders will not receive any consideration for their shares of common stock in connection with the Merger. Instead, LNB Bancorp will remain an independent company and its common stock will continue to be listed and traded on the NASDAQ Global Market. Under specified circumstances, LNB Bancorp may be required to pay to Northwest Bancshares a fee with respect to the termination of the Merger Agreement. Northwest Bancshares may also be required to pay LNB Bancorp a fee with respect to the termination of the Merger Agreement under certain circumstances. For more information, please review the sections entitled *Terminating the Merger Agreement* and *Termination Fee* beginning on page

**Q: WHERE CAN I FIND MORE INFORMATION ABOUT NORTHWEST BANCSHARES AND LNB BANCORP?**

A: You can find more information about Northwest Bancshares and LNB Bancorp from the various sources described under the section entitled *Where You Can Find More Information* at the end of this Proxy Statement/Prospectus.

**QUESTIONS AND ANSWERS REGARDING  
THE SHAREHOLDERS MEETING**

**Q: WHEN AND WHERE WILL LNB BANCORP SHAREHOLDERS MEET?**

A: LNB Bancorp will hold a special meeting of its shareholders on [Meeting Date], at .m., Eastern Time, at [Meeting Location].

**Q: WHO CAN VOTE AT THE SPECIAL MEETING?**

A: Holders of record of LNB Bancorp common stock at the close of business on [Record Date], which is the record date for the special meeting, are entitled to vote at the special meeting.

**Q: HOW MANY VOTES MUST BE REPRESENTED IN PERSON OR BY PROXY AT THE LNB BANCORP SPECIAL MEETING TO HAVE A QUORUM?**

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A: The holders of at least thirty-three and one-third percent (33 1/3%) of the outstanding shares of LNB Bancorp common stock, present in person or represented by proxy, will constitute a quorum at the special meeting.

**Q: WHAT MATTERS ARE LNB BANCORP SHAREHOLDERS BEING ASKED TO APPROVE AT THE LNB BANCORP SPECIAL MEETING PURSUANT TO THIS PROXY STATEMENT/PROSPECTUS?**

A: LNB Bancorp shareholders are being asked to approve and adopt the Merger Agreement and approve the transactions contemplated by the Merger Agreement, including the Merger. We refer to this proposal as the Merger Proposal.

LNB Bancorp shareholders are also being asked to vote in favor of a non-binding proposal to approve the Merger-Related Executive Compensation.

Finally, LNB Bancorp shareholders are being asked to approve one or more adjournments of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal or to approve the Merger-Related Executive Compensation, which we refer to as the Adjournment Proposal.

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**Q: WHAT VOTE BY LNB BANCORP SHAREHOLDERS IS REQUIRED TO APPROVE THE PROPOSALS?**

A: Assuming a quorum is present at the LNB Bancorp special meeting, approval of the Merger Proposal will require the affirmative vote of the holders of two-thirds of the outstanding shares of LNB Bancorp common stock entitled to vote on the proposal. Abstentions and broker non-votes will have the same effect as shares voted against the Merger Proposal.

Approval of the LNB Bancorp Merger-Related Executive Compensation will require the affirmative vote of the holders of a majority of the shares of LNB Bancorp common stock represented in person or by proxy at the special meeting. Abstentions will have the same effect as shares voted against the Merger-Related Executive Compensation, but broker non-votes will not affect whether the proposal is approved.

Approval of the Adjournment Proposal will require the affirmative vote of the holders of a majority of the shares of LNB Bancorp common stock represented in person or by proxy at the special meeting. Abstentions will have the same effect as shares voted against the Adjournment Proposal, but broker non-votes will not affect whether the proposal is approved.

As of the record date for the special meeting, directors and executive officers of LNB Bancorp, together with their affiliates, had sole or shared voting power over approximately % of the LNB Bancorp common stock outstanding and entitled to vote at the special meeting. Pursuant to the terms of the Merger Agreement, each of the directors and certain executive officers of LNB Bancorp, who own in the aggregate shares of common stock of LNB Bancorp, have entered into voting agreements with Northwest Bancshares to vote their respective shares of LNB Bancorp common stock **FOR** the Merger Proposal.

**Q: HOW MAY LNB BANCORP SHAREHOLDERS VOTE THEIR SHARES FOR THE SPECIAL MEETING PROPOSALS PRESENTED IN THIS PROXY STATEMENT/PROSPECTUS?**

A: Shareholders may vote by completing, signing, dating and returning the proxy card in the enclosed prepaid return envelope or by following the telephone or Internet voting instructions on the proxy card as soon as possible or by attending the special meeting and voting in person. This will enable your shares to be represented and voted at the special meeting. If your stock is held in street name, you will receive instructions from your broker, bank or other nominee that you must follow to have your shares voted. Your broker, bank or other nominee may allow you to deliver your voting instructions via the telephone or the Internet. Please review the proxy card or instruction form provided by your broker, bank or other nominee that accompanies this Proxy Statement/Prospectus.

**Q: WILL A BROKER OR BANK HOLDING SHARES IN STREET NAME FOR AN LNB BANCORP SHAREHOLDER AUTOMATICALLY VOTE THOSE SHARES FOR THE SHAREHOLDER AT THE LNB BANCORP SPECIAL MEETING?**

A: No. A broker or bank **WILL NOT** be able to vote your shares with respect to the Merger Agreement and the Merger without first receiving instructions from you on how to vote. If your shares are held in street name, you will receive separate voting instructions

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with your proxy materials. It is therefore important that you provide timely instruction to your broker or bank to ensure that all shares of LNB Bancorp common stock that you own are voted at the special meeting. The failure of a shareholder whose shares of LNB common stock are held in street name to give voting instructions to the broker or bank will have the same effect as a vote **AGAINST** the Merger Proposal.

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**Q: WILL LNB BANCORP SHAREHOLDERS BE ABLE TO VOTE THEIR SHARES AT THE SPECIAL MEETING IN PERSON?**

A: Yes. Submitting a proxy will not affect the right of any shareholder to vote in person at the special meeting. If you hold your shares in street name and wish to attend the special meeting, you must ask your broker or bank how to vote those shares in person at the special meeting.

**Q: MAY AN LNB BANCORP SHAREHOLDER CHANGE OR REVOKE HIS OR HER VOTE AFTER SUBMITTING A PROXY?**

A: Yes. If you have not voted through your broker, you can change your vote by:

- providing written notice of revocation to the Corporate Secretary of LNB Bancorp, which must be provided to the Corporate Secretary by the time the special meeting begins;
- submitting a new proxy card (any earlier proxies will be revoked automatically); or
- attending the special meeting and voting in person. Any earlier proxy will be revoked. However, simply attending the special meeting without voting will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow your broker's directions to change your vote.

**Q: WHAT SHOULD A SHAREHOLDER DO IF HE OR SHE RECEIVES MORE THAN ONE SET OF VOTING MATERIALS?**

A: You may receive more than one set of voting materials, including multiple copies of this Proxy Statement/Prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares of common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. In addition, if you are a holder of record and your shares of common stock are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions set forth in this Proxy Statement/Prospectus in the sections entitled "Special Meeting of LNB Bancorp, Inc. Shareholders."

**Q: IF A SHAREHOLDER DOES NOT VOTE IN FAVOR OF THE MERGER PROPOSAL, IS HE OR SHE ENTITLED TO DISSENTERS RIGHTS?**

A: Yes. If you are an LNB Bancorp shareholder as of [Record Date], the record date for the special meeting, and you do not vote your shares in favor of the Merger Proposal and you do not return an unmarked proxy card, you will have the right under Section 1701.85 of the Ohio General Corporation Law ( OGCL ) to demand the fair cash value for your LNB Bancorp common shares. The right to make this demand is known as dissenters rights. To exercise your dissenters rights, you must deliver to LNB Bancorp a written demand for payment of the fair cash value of your shares of common stock before the vote on the Merger Proposal is taken at the special meeting. The demand for payment must include your address, the number and class of LNB Bancorp common shares owned by you, and the amount you claim to be the fair cash value of your LNB Bancorp shares of common stock, and should be mailed to: LNB Bancorp, Inc., Attention: Robert F. Heinrich, 457 Broadway, Lorain, Ohio 44052. LNB Bancorp shareholders who wish to exercise their dissenters rights must: (i) either vote against the Merger Proposal or not return the proxy card, and (ii) deliver written demand for payment prior to the LNB Bancorp shareholder vote. For additional information regarding dissenters rights, see Dissenters Rights and the complete text of the applicable sections of the OGCL attached to this Proxy Statement/Prospectus as Appendix B.

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**Q: WHAT DOES LNB BANCORP'S BOARD OF DIRECTORS RECOMMEND WITH RESPECT TO THE THREE PROPOSALS?**

A: LNB Bancorp's board of directors has unanimously determined that the Merger Agreement and the Merger are in the best interests of LNB Bancorp and its shareholders and unanimously recommends that LNB Bancorp shareholders vote **FOR** the Merger Proposal. In addition, LNB Bancorp's board of directors unanimously recommends that LNB Bancorp shareholders vote **FOR** approval of the Merger-Related Executive Compensation and **FOR** the Adjournment Proposal.

**Q: ARE THERE RISKS THAT I SHOULD CONSIDER IN DECIDING WHETHER TO VOTE FOR APPROVAL OF THE MERGER-RELATED PROPOSALS?**

A: Yes. You should read and carefully consider the risk factors set forth in the section of this Proxy Statement/Prospectus entitled "Risk Factors" beginning on page .

**Q: WHY ARE LNB BANCORP SHAREHOLDERS BEING ASKED TO APPROVE, ON AN ADVISORY, NON-BINDING BASIS, CERTAIN MERGER-RELATED EXECUTIVE COMPENSATION?**

A: The federal securities laws require LNB Bancorp to seek a non-binding advisory vote with respect to certain payments that may be made to LNB Bancorp's named executive officers under certain existing agreements in connection with the Merger.

**Q: WHAT WILL HAPPEN IF LNB BANCORP SHAREHOLDERS DO NOT APPROVE CERTAIN MERGER-RELATED EXECUTIVE COMPENSATION AT THE SPECIAL MEETING?**

A: The vote with respect to the Merger-Related Executive Compensation is an advisory vote and will not be binding on LNB Bancorp. Therefore, if the Merger Agreement is approved by LNB Bancorp's shareholders, the Merger-Related Executive Compensation could still be paid to the LNB Bancorp named executive officers, if and to the extent, required or allowed under applicable law even if LNB Bancorp's shareholders do not approve the Merger-Related Executive Compensation.

**Q: WILL THE MERGER-RELATED EXECUTIVE COMPENSATION BE PAID IF THE MERGER IS NOT CONSUMMATED?**

A: No. Payment of the Merger-Related Executive Compensation is contingent upon the consummation of the Merger.



**Q: SHOULD LNB BANCORP SHAREHOLDERS SEND IN THEIR STOCK CERTIFICATES NOW?**

A: No. LNB Bancorp shareholders **SHOULD NOT** send in any stock certificates now. If the Merger is approved, transmittal materials, with instructions for their completion, will be provided to LNB Bancorp shareholders under separate cover and the stock certificates should be sent at that time.

**Q: WHAT HAPPENS IF I SELL MY SHARES OF LNB BANCORP COMMON STOCK BEFORE THE SPECIAL MEETING?**

A: The record date for LNB Bancorp shareholders entitled to vote at the special meeting is earlier than both the date of the special meeting and the completion of the Merger. If you transfer your shares of LNB Bancorp common stock after the record date but before the special meeting, you will, unless special arrangements are made, retain your right to vote at the special meeting but will transfer the right to receive the merger consideration to the person to whom you transfer your shares.

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**Q: WHAT DO LNB BANCORP SHAREHOLDERS NEED TO DO NOW?**

A: After carefully reading and considering the information contained in this Proxy Statement/Prospectus, we are requesting you vote by mail, by telephone, by Internet or by attending the special meeting and voting in person. If you choose to vote by mail, you should complete, sign, date and promptly return the enclosed proxy card. The proxy card will instruct the persons named on the proxy card to vote your LNB Bancorp shares at the special meeting as you direct. If you sign and send in a proxy card and do not indicate how you wish to vote, the proxy will be voted **FOR** each of the special meeting proposals. Alternatively, you can follow the telephone or Internet voting instructions on your proxy card.

**Q: IF I AM AN LNB BANCORP SHAREHOLDER, WHO CAN HELP ANSWER MY QUESTIONS?**

A: If you have any questions about the Merger or the special meeting, or if you need additional copies of this Proxy Statement/Prospectus or the enclosed proxy card, you should contact LNB Bancorp's proxy solicitor, \_\_\_\_\_, at \_\_\_\_\_ for shareholders or \_\_\_\_\_ for banks and brokers.

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**SUMMARY**

*This summary highlights selected information in this Proxy Statement/Prospectus and may not contain all of the information important to you. To understand the Merger more fully, you should read this entire document carefully, including the documents attached to this Proxy Statement/Prospectus.*

**The Companies**

***Northwest Bancshares, Inc.***

100 Liberty Street

Warren, Pennsylvania 16365-2353

(814) 726-2140

Northwest Bancshares, Inc., a Maryland corporation ( Northwest Bancshares ), is a savings and loan holding company headquartered in Warren, Pennsylvania that was incorporated and commenced operations in 2009. Northwest Bancshares' common stock is listed on the NASDAQ Global Select Market under the symbol NWBI. Northwest Bancshares conducts its operations primarily through Northwest Bank, a Pennsylvania-chartered savings bank founded in 1896 with 162 community banking offices in Pennsylvania, New York, Ohio and Maryland and 51 consumer finance offices in Pennsylvania through its subsidiary, Northwest Consumer Discount Company. Northwest Bank also offers investment management and trust services and, through wholly-owned subsidiaries, actuarial and benefit plan administration services as well as property and casualty and employee benefit plan insurance. Northwest Bank's principal lending activities include the origination of fixed-rate loans secured by first and second mortgages on owner-occupied, one- to four-family residences, shorter term consumer loans and commercial business and commercial real estate loans. Northwest Bank's principal sources of funds are personal and business deposits, borrowed funds and the principal and interest payments on loans and marketable securities. At December 31, 2014, Northwest Bancshares had total assets of \$7.775 billion, total deposits of \$5.633 billion and total stockholders' equity of \$1.063 billion.

***LNB Bancorp, Inc.***

457 Broadway

Lorain, Ohio 44052

(440) 244-6000

LNB Bancorp, Inc., an Ohio corporation ( LNB Bancorp ), is a bank holding company headquartered in Lorain, Ohio that was incorporated and commenced operations in 1984. LNB Bancorp's common stock is quoted on the NASDAQ Global Market under the symbol LNBB. LNB Bancorp conducts its operations primarily through Lorain National Bank, a national bank founded in 1905 that offers products and services to individuals, families and business through 20 retail banking offices in Lorain, Cuyahoga and Summit counties, Ohio. Lorain National Bank's

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principal lending activities are the origination of commercial and industrial loans, commercial real estate loans, residential mortgage loans, indirect loans and installment loans. Lorain National Bank also offers investment management and trust services. Lorain National Bank's principal sources of funds are personal and business deposits, borrowed funds and the principal and interest payments on loans and marketable securities. At December 31, 2014, LNB Bancorp had total assets of \$1.237 billion, total deposits of \$1.035 billion and total shareholders' equity of \$115.3 million.

### **Special Meeting of LNB Bancorp, Inc. Shareholders; Required Vote (page      )**

A special meeting of LNB Bancorp shareholders is scheduled to be held at [Meeting Location] at                      .m., Eastern Time, on [Meeting Date]. At the special meeting, you will be asked to vote on a proposal to approve and adopt the Merger Agreement and the Merger between LNB Bancorp and Northwest Bancshares, which we refer to as the Merger Proposal. You will also be asked to vote on an advisory, non-binding proposal to approve the Merger-Related Executive Compensation. You may also be asked to vote to adjourn the special meeting, if

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necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal or to approve the Merger-Related Executive Compensation.

Only LNB Bancorp shareholders of record as of the close of business on [Record Date] are entitled to notice of, and to vote at, the LNB Bancorp special meeting and any adjournments or postponements of the meeting.

Approval of the Merger Proposal requires the affirmative vote of the holders of two-thirds of the outstanding shares of LNB Bancorp common stock entitled to vote on the proposal. Approval of the Merger-Related Executive Compensation proposal will require the affirmative vote of the holders of a majority of the shares of LNB Bancorp common stock represented in person or by proxy at the special meeting, without regard to abstentions. Approval of the adjournment proposal will require the affirmative vote of the holders of a majority of the shares of LNB Bancorp common stock represented in person or by proxy at the special meeting, without regard to abstentions. As of [Record Date], the record date for the special meeting, there were \_\_\_\_\_ shares of LNB Bancorp common stock outstanding and entitled to vote. The directors and executive officers of LNB Bancorp, as a group, beneficially owned \_\_\_\_\_ shares of LNB Bancorp common stock, representing approximately \_\_\_\_\_ % of the outstanding shares of LNB Bancorp common stock as of the record date. Each of the directors and certain executive officers of LNB Bancorp, who own in the aggregate \_\_\_\_\_ shares of common stock of LNB Bancorp, have entered into voting agreements with Northwest Bancshares to vote their respective shares of LNB Bancorp common stock **FOR** the Merger Proposal at the special meeting.

**The Merger and the Merger Agreement (page \_\_\_\_\_ )**

The merger of LNB Bancorp with and into Northwest Bancshares is governed by the Merger Agreement. The Merger Agreement provides that if all of the conditions are satisfied or waived, LNB Bancorp will be merged with and into Northwest Bancshares, with Northwest Bancshares as the surviving entity. **We encourage you to read the Merger Agreement, which is included as Appendix A to this Proxy Statement/Prospectus.**

**What LNB Bancorp, Inc. Shareholders Will Receive in the Merger (page \_\_\_\_\_ )**

Under the Merger Agreement, each share of LNB Bancorp common stock will be exchanged for either 1.461 shares of Northwest Bancshares common stock plus cash in lieu of fractional shares or \$18.70 in cash, subject to 50% of the total merger consideration consisting of Northwest Bancshares common stock and the remainder consisting of cash. On December 15, 2014, which is the last trading day preceding the public announcement of the proposed Merger, Northwest Bancshares common stock price was \$12.35, which, after giving effect to the 1.461 exchange ratio, has an implied value of approximately \$18.04 per share. . Based on this price with respect to the stock consideration, and the cash consideration of \$18.70 per share, upon completion of the Merger, an LNB Bancorp shareholder who receives cash for 50% of his or her shares of common stock and receives stock for 50% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$18.37 per share. As of \_\_\_\_\_, 2015, the most reasonably practicable date prior to the mailing of this Proxy Statement/Prospectus, Northwest Bancshares common stock price was \$ \_\_\_\_\_, which, after giving effect to the 1.461 exchange ratio, has an implied value of approximately \$ \_\_\_\_\_. Based on this price with respect to the stock consideration, and the cash consideration of \$18.70 per share, upon completion of the Merger, an LNB Bancorp shareholder who receives cash for 50% of his or her shares of common stock and receives stock for 50% of his or her shares of common stock would receive total merger consideration with an implied value of approximately \$ \_\_\_\_\_ per share.

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For more information, see Proposal 1 Description of the Merger Consideration to be Received in the Merger.

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**Comparative Market Prices (page      )**

The following table shows the closing price per share of Northwest Bancshares common stock and the equivalent price per share of LNB Bancorp common stock, giving effect to the Merger, on December 15, 2014, which is the last day on which shares of Northwest Bancshares common stock traded preceding the public announcement of the proposed Merger, and on                      , 2015, the most recent practicable date prior to the mailing of this Proxy Statement/Prospectus. The equivalent price per share of LNB Bancorp common stock was computed by multiplying the price of a share of Northwest Bancshares common stock by the 1.461 exchange ratio. See Proposal 1 Description of the Merger Consideration to be Received in the Merger.

	Northwest Bancshares, Inc. Common Stock	Equivalent Price Per Share of LNB Bancorp Common Stock
December 15, 2014	\$ 12.35	\$ 18.04
, 2015	\$	\$

**Recommendation of LNB Bancorp, Inc. Board of Directors (page      )**

The LNB Bancorp board of directors has unanimously approved the Merger Agreement and the proposed Merger. The LNB Bancorp board believes that the Merger Agreement, including the Merger, is in the best interests of, LNB Bancorp and its shareholders, and therefore **unanimously recommends that LNB Bancorp shareholders vote FOR the Merger Proposal.** In reaching this decision, LNB Bancorp's board of directors considered a variety of factors, which are described in the section captioned Proposal 1 Description of the Merger Recommendation of the LNB Bancorp board of directors and LNB Bancorp's Reasons for the Merger .

In addition, the LNB Bancorp board of directors unanimously recommends that LNB Bancorp shareholders vote **FOR** the advisory, non-binding proposal to approve the Merger-Related Executive Compensation and **FOR** the proposal to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal or to approve the Merger-Related Executive Compensation

**Opinion of LNB Bancorp, Inc.'s Financial Advisor (page      )**

In connection with the Merger, the LNB Bancorp board of directors received an opinion, dated December 15, 2014, of Sandler, O'Neill & Partners, L.P. ( Sandler O'Neill ), who acted as financial advisor to LNB Bancorp, as to the fairness, from a financial point of view and as of the date of such opinion, of the merger consideration in the proposed Merger to be received by the holders of LNB Bancorp common stock. We encourage you to read the full text of Sandler O'Neill's written opinion, which is included as Appendix C to this Proxy Statement/Prospectus.

**Regulatory Matters Relating to the Merger (page      )**

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Under the terms of the Merger Agreement, the Merger cannot be completed unless it is first approved by the Federal Deposit Insurance Corporation (the "FDIC"), the Pennsylvania Department of Banking and Securities (the "Department"), and the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Northwest Bancshares has filed the required applications. As of the date of this Proxy Statement/Prospectus, Northwest Bancshares has not received any approvals from these regulators. While Northwest Bancshares does not know of any reason why it would not obtain approval in a timely manner, Northwest Bancshares cannot be certain when or if it will receive regulatory approval.



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**Conditions to Completing the Merger (page      )**

The completion of the Merger is subject to the fulfillment of a number of conditions, including:

- approval of the Merger Agreement by LNB Bancorp shareholders;
  
- the absence of any order, decree, injunction, statute, rule or regulation that enjoins or prohibits the consummation of the Merger;
  
- receipt of all required regulatory approvals and the expiration of all statutory waiting periods;
  
- effectiveness of the registration statement of which this Proxy Statement/Prospectus is a part;
  
- authorization for listing on the Nasdaq Stock Market of the shares of Northwest Bancshares common stock to be issued in the Merger;
  
- subject to the materiality standard provided in the Merger Agreement, the continued accuracy of representations and warranties made on the date of the Merger Agreement;
  
- performance in all material respects by each of Northwest Bancshares and LNB Bancorp of its respective obligations under the Merger Agreement, unless waived by the other party; and
  
- receipt by Northwest Bancshares and LNB Bancorp of an opinion from their respective legal counsel to the effect that the Merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

**Terminating the Merger Agreement (page      )**

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The Merger Agreement may be terminated by mutual consent of Northwest Bancshares and LNB Bancorp at any time prior to the completion of the Merger. Additionally, subject to conditions and circumstances described in the Merger Agreement, either Northwest Bancshares or LNB Bancorp may terminate the Merger Agreement if, among other things, any of the following occur:

- there is a material breach by the other party of any representation, warranty, covenant or agreement contained in the Merger Agreement, which breach cannot be cured prior to the closing date, or has not been cured within 30 days after the giving of written notice to such party of such breach;
- the Merger has not been consummated by September 30, 2015, unless the failure to complete the Merger by that time was due to such party's material breach of any representation, warranty, covenant or other agreement provided in the Merger Agreement, and further provided that this date shall be extended to December 31, 2015 if the inability to complete the Merger is solely due to delay in receiving required regulatory approvals;
- LNB Bancorp shareholders do not approve the Merger Agreement at the LNB Bancorp special meeting; or
- a required regulatory approval is denied or a governmental authority prohibits the consummation of the Merger.

Northwest Bancshares also may terminate the Merger Agreement if LNB Bancorp materially breaches its agreements regarding the solicitation of other acquisition proposals and the submission of the Merger Agreement to shareholders, or if the board of directors of LNB Bancorp does not recommend approval of the Merger Agreement

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in this Proxy Statement/Prospectus or withdraws, qualifies or modifies its recommendation in a manner adverse to Northwest Bancshares. LNB Bancorp may also terminate the Merger Agreement if it receives a superior proposal from a third party that the LNB Bancorp board of directors determines, after consultation with its legal and financial advisors, it must accept in the exercise of its fiduciary duties to the LNB Bancorp shareholders, and LNB Bancorp has otherwise complied with the terms of the Merger Agreement.

**Termination Fee (page      )**

Under certain circumstances described in the Merger Agreement, in connection with the termination of the Merger Agreement, LNB Bancorp will owe Northwest Bancshares a \$7.3 million termination fee. Northwest Bancshares will owe LNB Bancorp a \$3.65 million termination fee if the Merger Agreement is terminated because a required regulatory approval is denied solely due to regulatory concerns related to Northwest Bancshares and its subsidiaries. See Proposal 1 Description of the Merger Termination Fee on page      for a list of the circumstances under which a termination fee is payable.

**Interests of Certain Persons in the Merger that are Different from Yours (page      )**

Officers and directors of LNB Bancorp have employment and other compensation agreements or economic interests that give them interests in the Merger that are somewhat different from, or in addition to, their interests as LNB Bancorp shareholders. These interests and agreements include:

- one member of the LNB Bancorp board of directors will be appointed to the Northwest Bancshares and Northwest Bank boards of directors;
  
- Northwest Bancshares will establish an advisory board consisting of each of the LNB Bancorp directors, and such advisory directors will serve for an initial term of one year;
  
- the acceleration of vesting of all outstanding stock options issued by LNB Bancorp, and all such stock options will be exchanged for an amount of cash equal to the positive difference between \$18.70 and the exercise price per share of such LNB Bancorp stock option multiplied by the number of shares subject to such LNB Bancorp stock option;
  
- the acceleration of vesting of outstanding restricted stock awards issued by LNB Bancorp, which the holder will be entitled to exchange for the merger consideration (less any shares withheld to satisfy the tax withholding obligations);
  
- payments of retention bonuses to certain executive officers of LNB Bancorp;

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- severance or other payments to certain executive officers under their employment agreements (assuming such agreements have not expired pursuant to their terms prior to the closing);
- continued employment that has been offered by Northwest Bank to LNB Bancorp's President and Chief Executive Officer, as well as an acceleration of benefits in a supplemental executive retirement agreement between LNB Bancorp and its President and Chief Executive Officer upon a termination of employment within two years of the Merger; and
- rights of LNB Bancorp officers and directors to continued indemnification coverage and continued coverage under directors' and officers' liability insurance policies.

The LNB Bancorp board of directors was aware of and considered these interests, among other matters, in evaluating and recommending to the LNB Bancorp shareholders that they approve the Merger Agreement and the Merger. The aggregate amount that each director and executive officer is expected to receive in connection with the

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Merger, and based on the assumptions therein, is set forth in Proposal 1 Description of the Merger Merger-Related Executive Compensation for LNB Bancorp's Named Executive Officers and Directors on page .

**Accounting Treatment of the Merger (page )**

The Merger will be accounted for using the acquisition method in accordance with U.S. generally accepted accounting principles.

**Comparison of Rights of Shareholders (page )**

When the Merger is completed, LNB Bancorp shareholders who receive shares of Northwest Bancshares common stock will become Northwest Bancshares stockholders and their rights will be governed by Maryland law and by Northwest Bancshares' articles of incorporation and bylaws. The rights of LNB shareholders will change as a result of the Merger due to differences in Northwest Bancshares' and LNB governing documents, as well as differences between Maryland and Ohio law. See Comparison of Rights of Shareholders for a summary of the material differences between the respective rights of LNB Bancorp shareholders and Northwest Bancshares stockholders.

**Dissenters' Rights (page )**

Under Ohio law, LNB Bancorp shareholders who do not vote in favor of the Merger Proposal and deliver a written demand for payment for the fair cash value of their LNB Bancorp shares of common stock prior to the LNB Bancorp special meeting, will be entitled, if and when the Merger is completed, to receive the fair cash value of their shares of common stock. The right to make this demand is known as dissenters' rights. LNB Bancorp shareholders' right to receive the fair cash value of their shares of common stock, however, is contingent upon strict compliance with the procedures set forth in Section 1701.85 of the OGCL. An LNB Bancorp shareholder's failure to vote against the adoption and approval of the Merger Agreement will not constitute a waiver of such shareholder's dissenters' rights, so long as such shareholder does not vote in favor of the Merger Agreement or return an unmarked proxy card.

For additional information regarding dissenters' rights, see Dissenters' Rights and the complete text of Section 1701.85 of the OGCL attached to this Proxy Statement/Prospectus as Appendix B. If LNB Bancorp shareholders should have any questions regarding dissenters' rights, such shareholders should consult with their own legal advisers. See Dissenters' Rights on page .

**Material Tax Consequences of the Merger (page )**

Northwest Bancshares and LNB Bancorp have each received a legal opinion that the Merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code. However, the federal tax consequences of the Merger to a shareholder of LNB Bancorp will depend primarily on whether a shareholder exchanges his or her LNB Bancorp common stock solely for Northwest Bancshares

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common stock, solely for cash or for a combination of Northwest Bancshares common stock and cash. LNB Bancorp shareholders who exchange their shares solely for Northwest Bancshares common stock should not recognize a gain or loss except with respect to cash received in lieu of a fractional share of Northwest Bancshares common stock. LNB Bancorp shareholders who exchange their shares solely for cash should recognize a gain or loss on the exchange. LNB Bancorp shareholders who exchange their shares for a combination of Northwest Bancshares common stock and cash should recognize a gain, but not any loss, on the exchange. The actual federal income tax consequences to LNB Bancorp shareholders of electing to receive cash, Northwest Bancshares common stock or a combination of cash and stock will not be ascertainable at the time LNB Bancorp shareholders make their election because it will not be known at that time how, or to what extent, the allocation and proration procedures will apply.

**This tax treatment may not apply to all LNB Bancorp shareholders. Determining the actual tax consequences of the Merger to LNB Bancorp shareholders can be complicated. LNB Bancorp shareholders**

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**should consult their own tax advisor for a full understanding of the Merger's tax consequences that are particular to each shareholder.**

To review the tax consequences of the Merger to LNB Bancorp shareholders in greater detail, please see the section Proposal 1 Description of the Merger Material Tax Consequences of the Merger.

**Risk Factors (page      )**

You should consider all the information contained in or incorporated by reference into this Proxy Statement/Prospectus in deciding how to vote for the proposals presented in the Proxy Statement/Prospectus. In particular, you should consider the factors described under Risk Factors.

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**RISK FACTORS**

*In addition to the other information contained in or incorporated by reference into this Proxy Statement/Prospectus, including the matters addressed under the section titled "Caution About Forward-Looking Statements," you should consider carefully the risk factors described below in deciding how to vote. You should also read and consider the risk factors associated with the business of Northwest Bancshares because these risk factors may affect the operations and financial results of the combined company. These risk factors may be found in Northwest Bancshares' Annual Report on Form 10-K for the year ended December 31, 2014.*

**Because the price of Northwest Bancshares common stock will fluctuate, LNB Bancorp shareholders cannot be certain of the market value of the merger consideration.**

Upon completion of the Merger, each share of LNB Bancorp common stock will be converted into the right to receive 1.461 shares of Northwest Bancshares common stock. There will be no adjustment to the exchange ratio (except for adjustments to reflect the effect of any stock split, reverse stock split, stock dividend, recapitalization, reclassification or other similar transaction with respect to LNB Bancorp common stock), and LNB Bancorp does not have a right to terminate the Merger Agreement based upon changes in the market price of Northwest Bancshares common stock. Accordingly, the dollar value of Northwest Bancshares common stock that LNB Bancorp shareholders will receive upon completion of the Merger will depend upon the market value of Northwest Bancshares common stock at the time of completion of the Merger, which may be lower or higher than the closing price of Northwest Bancshares common stock on the last full trading day preceding public announcement that Northwest Bancshares and LNB Bancorp entered into the Merger Agreement, the last full trading day prior to the date this Proxy Statement/Prospectus was mailed or the date of the LNB Bancorp special meeting. The market values of Northwest Bancshares common stock and LNB Bancorp common stock have varied since Northwest Bancshares and LNB Bancorp entered into the Merger Agreement and will continue to vary in the future due to changes in the business, operations or prospects of Northwest Bancshares and LNB Bancorp, market assessments of the Merger, regulatory considerations, market and economic considerations, and other factors, most of which are beyond LNB Bancorp's control. Accordingly, at the time of the LNB Bancorp special meeting, LNB Bancorp shareholders will not necessarily know or be able to calculate the value of the stock consideration they would be entitled to receive upon completion of the Merger. You should obtain current market quotations for shares of Northwest Bancshares common stock and for shares of LNB Bancorp common stock. See "Market Price and Dividend Information" on page [redacted] for ranges of historic market prices of LNB Bancorp and Northwest Bancshares common stock.

**LNB Bancorp will be subject to business uncertainties and contractual restrictions while the Merger is pending.**

Uncertainty about the effect of the Merger on employees and customers may have an adverse effect on LNB Bancorp. These uncertainties may impair LNB Bancorp's ability to attract, retain and motivate key personnel until the Merger is completed, and could cause customers and others who deal with LNB Bancorp to seek to change existing business relationships with LNB Bancorp. LNB Bancorp employee retention and recruitment may be particularly challenging prior to the effective time of the Merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company.

The pursuit of the Merger and the preparation for the integration may place a significant burden on management and internal resources. Any significant diversion of management attention away from ongoing business and any difficulties encountered in the transition and integration process could affect LNB Bancorp's financial results. In addition, the Merger Agreement requires that LNB Bancorp operate in the usual, regular and ordinary course of business and restricts LNB Bancorp from taking certain actions prior to the effective time of the Merger or termination of the Merger Agreement without Northwest Bancshares' consent in writing. These restrictions may prevent LNB Bancorp from pursuing attractive business opportunities that may arise prior to the completion of the Merger.





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**LNB Bancorp shareholders may receive a form of consideration different from what they elect.**

The consideration to be received by LNB Bancorp shareholders in the Merger is subject to the requirement that 50% of the outstanding shares of LNB Bancorp common stock be exchanged for Northwest Bancshares common stock and the remaining 50% be exchanged for cash. The Merger Agreement contains proration and allocation methods to achieve this desired result. If you elect all cash and the available cash is oversubscribed, then you will receive a portion of the merger consideration in Northwest Bancshares common stock. If you elect all stock and the available stock is oversubscribed, then you will receive a portion of the merger consideration in cash.

**Failure to complete the Merger could negatively impact the stock price and future business and financial results of LNB Bancorp.**

LNB Bancorp has already incurred substantial expenses in connection with the Merger. If the Merger is not completed, the ongoing business of LNB Bancorp may be adversely affected and LNB Bancorp will be subject to several risks, including the following:

- If the Merger Agreement is terminated under specified circumstances, LNB Bancorp will be required to pay Northwest Bancshares a \$7.3 million termination fee;
- LNB Bancorp will be required to pay certain costs relating to the Merger, whether or not the Merger is completed, such as legal, accounting, financial advisory and printing fees;
- under the Merger Agreement, LNB Bancorp is subject to certain restrictions on the conduct of its business prior to completing the Merger, which may adversely affect its operating results; and
- matters relating to the Merger may require substantial commitments of time and resources by LNB Bancorp management, which could otherwise have been devoted to other opportunities that may have been beneficial to LNB Bancorp as an independent company.

In addition, if the Merger is not completed, LNB Bancorp may experience negative reactions from the financial markets and from its customers and employees. LNB Bancorp also could be subject to litigation related to any failure to complete the Merger or to enforcement proceedings to perform their respective obligations under the Merger Agreement. If the Merger is not completed, some or all of the risks described above may materialize and may materially affect LNB Bancorp's business, financial results and stock price.

**Northwest Bancshares may be unable to successfully integrate LNB Bancorp's operations or otherwise realize the expected benefits from the Merger, which would adversely affect Northwest Bancshares' results of operations and financial condition.**

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The Merger involves the integration of two companies that have previously operated independently. The difficulties of combining the operations of the two companies include:

- integrating personnel with diverse business backgrounds;
- converting customers to new systems;
- combining different corporate cultures; and
- retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the business and the loss of key personnel. The integration of the two companies will require the experience and expertise of certain key employees of LNB Bancorp who are expected to be retained by Northwest Bancshares.

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Northwest Bancshares may not be successful in retaining these employees for the time period necessary to successfully integrate LNB Bancorp's operations with those of Northwest Bancshares. The diversion of management's attention and any delay or difficulty encountered in connection with the Merger and the integration of the two companies' operations could have an adverse effect on the business and results of operations of Northwest Bancshares following the Merger.

The success of the Merger will depend, in part, on Northwest Bancshares' ability to realize the anticipated benefits and cost savings from combining the business of LNB Bancorp with Northwest Bancshares. If Northwest Bancshares is unable to successfully integrate LNB Bancorp, the anticipated benefits and cost savings of the Merger may not be realized fully or may take longer to realize than expected. For example, Northwest Bancshares may fail to realize the anticipated increase in earnings and cost savings anticipated to be derived from the Merger. In addition, as with regard to any merger, a significant decline in asset valuations or cash flows may also cause Northwest Bancshares not to realize expected benefits.

**The termination fee and the restrictions on solicitation contained in the Merger Agreement may discourage other companies from trying to acquire LNB Bancorp.**

Until the completion of the Merger, with some exceptions, LNB Bancorp is prohibited from soliciting, initiating, knowingly encouraging or participating in any discussion of or otherwise considering any inquiry or proposal that may lead to an acquisition proposal, such as a merger or other business combination transaction, with any person other than Northwest Bancshares. In addition, LNB Bancorp has agreed to pay a \$7.3 million termination fee to Northwest Bancshares in specified circumstances. These provisions could discourage other companies that may have an interest in acquiring LNB Bancorp from considering or proposing such an acquisition even though those other companies might be willing to offer greater value to LNB Bancorp's shareholders than Northwest Bancshares has offered in the Merger. The payment of the termination fee could also have a material adverse effect on LNB Bancorp's financial condition.

**Certain of LNB Bancorp's officers and directors have interests that are different from, or in addition to, interests of LNB Bancorp shareholders generally.**

You should be aware that the directors and officers of LNB Bancorp have interests in the Merger that are different from, or in addition to, the interests of LNB Bancorp shareholders generally. These include: one current LNB Bancorp board member joining the Northwest Bancshares board of directors upon completion of the Merger; all current LNB Bancorp board members will be appointed to a Northwest Bancshares advisory board to serve for an initial term of one year; payments of retention bonuses to certain executive officers of LNB Bancorp; continued employment that has been offered by Northwest Bank to LNB Bancorp's President and Chief Executive Officer, as well as an acceleration of benefits in a supplemental executive retirement agreement between LNB Bancorp and its President and Chief Executive Officer upon a termination of employment within two years of the Merger; severance or other payments that certain officers may receive under existing employment or change-in-control agreements (assuming such agreements have not expired pursuant to their terms prior to the closing); the acceleration of unvested stock options and restricted stock awards; and provisions in the Merger Agreement relating to indemnification of directors and officers and insurance for directors and officers of LNB Bancorp for events occurring before the Merger. For a more detailed discussion of these interests, see Proposal 1 Description of the Merger Interests of Certain Persons in the Merger that are Different from Yours.

**LNB Bancorp shareholders will have a reduced ownership and voting interest after the Merger and will exercise less influence over management of the combined organization.**

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LNB Bancorp shareholders currently have the right to vote in the election of the LNB Bancorp board of directors and on various other matters affecting LNB Bancorp. Upon the completion of the Merger, each LNB Bancorp shareholder will become a stockholder of Northwest Bancshares with a percentage ownership of the combined organization that is significantly smaller than the shareholder's percentage ownership of LNB Bancorp. It is expected that the former shareholders of LNB Bancorp as a group will receive shares in the Merger constituting approximately % of the outstanding shares of Northwest Bancshares common stock immediately after the

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Merger, representing less than a majority of the ownership and voting power of Northwest Bancshares. As a result, LNB Bancorp shareholders will have significantly less influence on the management and policies of Northwest Bancshares than they now have on the management and policies of LNB Bancorp.

**The shares of Northwest Bancshares common stock to be received by LNB Bancorp shareholders receiving the stock consideration as a result of the Merger will have different rights from shares of LNB Bancorp common stock.**

Following completion of the Merger, LNB Bancorp shareholders who receive the stock consideration will no longer be shareholders of LNB Bancorp but will instead be stockholders of Northwest Bancshares. There will be important differences between the current rights of LNB Bancorp shareholders and the rights of Northwest Bancshares stockholders that may be important to LNB Bancorp shareholders. See

Comparison of Rights of Shareholders beginning on page for a discussion of the different rights associated with Northwest Bancshares common stock and LNB Bancorp common stock.

**The fairness opinion received by LNB Bancorp's board of directors from LNB Bancorp's financial advisor does not reflect changes in circumstances subsequent to the date of the fairness opinion.**

Sandler O'Neill, LNB Bancorp's financial advisor in connection with the Merger, delivered to the board of directors of LNB Bancorp an opinion dated December 15, 2014. The opinion does not speak as of the time the Merger will be completed or any date other than the date of such opinion. The opinion does not reflect changes that may occur or may have occurred after the date of the opinion, including changes to the operations and prospects of Northwest Bancshares or LNB Bancorp, changes in general market and economic conditions or regulatory or other factors. Any such changes may materially alter or affect the relative values of Northwest Bancshares and LNB Bancorp.

**There is no assurance when or even if the Merger will be completed.**

Completion of the Merger is subject to satisfaction or waiver of a number of conditions. See Proposal 1 Description of the Merger Conditions to Completing the Merger on page . There can be no assurance that Northwest Bancshares and LNB Bancorp will be able to satisfy the closing conditions or that closing conditions beyond their control will be satisfied or waived.

Northwest Bancshares and LNB Bancorp can agree at any time to terminate the Merger Agreement, even if LNB Bancorp shareholders have already voted to approve the Merger Agreement. Northwest Bancshares and LNB Bancorp can also terminate the Merger Agreement under other specified circumstances.

**Regulatory approvals may not be received, may take longer than expected or may impose conditions that are not presently anticipated.**

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Before the Merger may be completed, various approvals and consents must be obtained from regulatory entities. These regulators may impose conditions on the completion of the Merger or require changes to the terms of the Merger. Any such conditions or changes could have the effect of delaying completion of the Merger or imposing additional costs on or limiting the revenues of Northwest Bancshares following the Merger.

Either Northwest Bancshares or LNB Bancorp may terminate the Merger Agreement if the Merger has not been completed by September 30, 2015, unless the failure of the Merger to be completed has resulted from the failure of the party seeking to terminate the Merger Agreement to perform its obligations under the Merger Agreement, provided that the termination date will be automatically extended to December 31, 2015 if the inability to complete the Merger is solely due to a delay in receiving regulatory approvals.

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**Goodwill incurred in the Merger may negatively affect Northwest Bancshares' financial condition.**

To the extent that the merger consideration, consisting of cash plus the number of shares of Northwest Bancshares common stock issued or to be issued in the Merger, exceeds the fair value of the net assets, including identifiable intangibles of LNB Bancorp, that amount will be reported as goodwill by Northwest Bancshares. In accordance with current accounting guidance, goodwill will not be amortized but will be evaluated for impairment annually. A failure to realize expected benefits of the Merger could adversely impact the carrying value of the goodwill recognized in the Merger, and in turn negatively affect Northwest Bancshares' financial condition.

**The price of Northwest Bancshares common stock might decrease after the Merger.**

Upon completion of the Merger, holders of LNB Bancorp common stock who receive stock consideration will become stockholders of Northwest Bancshares. Northwest Bancshares common stock could decline in value after the Merger. For example, during the twelve-month period ending on [Record Date] (the most recent practicable date before the printing of this Proxy Statement/Prospectus), the closing price of Northwest Bancshares common stock varied from a low of \$ to a high of \$ and ended that period at \$ . The market value of Northwest Bancshares common stock fluctuates based upon general market conditions, Northwest Bancshares' business and prospects and other factors. Further, the market price of Northwest Bancshares common stock after the Merger may be affected by factors different from those currently affecting the common stock of Northwest Bancshares or LNB Bancorp. The businesses of LNB Bancorp and Northwest Bancshares differ and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations and market prices of common stock of each of LNB Bancorp and Northwest Bancshares. For a discussion of the businesses of LNB Bancorp and Northwest Bancshares and of certain factors to consider in connection with those businesses, see the documents incorporated by reference in this Proxy Statement/Prospectus and referred to under "Where You Can Find More Information" beginning on page .

**CAUTION ABOUT FORWARD-LOOKING STATEMENTS**

Certain statements contained in this document that are not historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (referred to as the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (referred to as the Securities Exchange Act), and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify these statements from the use of the words may, will, should, could, would, potential, estimate, project, believe, intend, anticipate, expect, target and similar expressions.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including among other things, changes in general economic and business conditions and the risks and other factors set forth in the "Risk Factors" section beginning on page .

Additional factors that could cause the results of Northwest Bancshares or LNB Bancorp to differ materially from those described in the forward-looking statements can be found in the filings made by Northwest Bancshares and LNB Bancorp with the Securities and Exchange Commission, including the Northwest Bancshares Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and the LNB Bancorp Annual Report on Form 10-K for the fiscal year ended December 31, 2014.



Because of these and other uncertainties, Northwest Bancshares and LNB Bancorp's actual results, performance or achievements, or industry results, may be materially different from the results indicated by these forward-looking statements. In addition, Northwest Bancshares and LNB Bancorp's past results of operations do not necessarily indicate Northwest Bancshares and LNB Bancorp's combined future results. You should not place undue reliance on any of the forward-looking statements, which speak only as of the dates on which they were made. Neither Northwest Bancshares nor LNB Bancorp is undertaking an obligation to update these forward-looking statements, even though its situation may change in the future, except as required under the federal

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securities laws. All forward-looking statements contained in this document are qualified by these cautionary statements.

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION**

The following tables show summarized historical financial data for Northwest Bancshares and LNB Bancorp. You should read this summary financial information in connection with Northwest Bancshares and LNB Bancorp's historical financial information, which is incorporated by reference into this document.

**SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF NORTHWEST BANCSHARES, INC.**

	2014	2013	At December 31, 2012 (in thousands)	2011	2010
<b>Selected Consolidated Financial Data:</b>					
Total assets	\$ 7,775,033	\$ 7,879,859	\$ 7,941,163	\$ 7,956,439	\$ 8,147,039
Investment securities held-to-maturity	66,752	69,316	69,275	74,692	106,520
Investment securities available-for-sale	427,259	439,693	414,569	279,125	246,765
Mortgage-backed securities held-to-maturity	36,943	52,050	85,806	156,697	251,402
Mortgage-backed securities available-for-sale	485,112	577,074	664,505	629,224	703,698
Loans receivable net:					
Residential mortgage loans	2,515,875	2,475,129	2,407,647	2,388,884	2,391,450
Home equity	1,061,581	1,076,694	1,075,360	1,085,514	1,100,398
Other consumer loans	236,626	222,861	223,194	230,949	237,846
Commercial real estate loans	1,720,627	1,573,430	1,551,334	1,403,619	1,314,487
Commercial loans	392,029	391,491	375,752	375,831	417,883
Total loans receivable, net (1)	5,922,373	5,734,943	5,629,261	5,480,381	5,457,593
Deposits	5,632,542	5,668,879	5,764,600	5,780,325	5,764,336
Advances from Federal Home Loan Bank and other borrowed funds	888,109	881,645	860,047	827,925	891,293
Shareholders' equity	1,062,647	1,155,185	1,127,032	1,153,638	1,306,334

(1) Total included unallocated allowance for loan losses of \$4.4 million, \$4.7 million, \$4.0 million, \$4.4 million and \$4.5 million for December 31, 2014, 2013, 2012, 2011 and 2010, respectively.

	2014	2013	For the Year Ended December 31, 2012	2011	2010
			(in thousands except per share data)		
<b>Selected Consolidated Operating Data:</b>					
Total interest income	\$ 303,618	\$ 312,726	\$ 337,742	\$ 358,967	\$ 369,079
Total interest expense	56,587	61,162	75,199	92,801	112,927
Net interest income	247,031	251,564	262,543	266,166	256,152
Provision for loan losses	20,314	18,519	26,338	34,170	40,486

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Net interest income after provision for loan losses	226,717	233,045	236,205	231,996	215,666
Non-interest income	72,575	66,847	58,904	58,978	61,609
Non-interest expense	215,535	207,134	205,477	200,227	196,508
Income before income tax expense	83,757	92,758	89,632	90,747	80,767
Income tax expense	21,795	26,199	26,243	26,747	23,404
Net income	\$ 61,962	\$ 66,559	\$ 63,389	\$ 64,000	\$ 57,363
Earnings per share:					
Basic	\$ 0.68	\$ 0.73	\$ 0.68	\$ 0.64	\$ 0.53
Diluted	\$ 0.67	\$ 0.73	\$ 0.67	\$ 0.64	\$ 0.53

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	At or For the Year Ended December 31,				
	2014	2013	2012	2011	2010
<b>Selected Financial Ratios and Other Data:</b>					
Return on average assets (1)	0.79%	0.84%	0.79%	0.79%	0.71%
Return on average equity (2)	5.69%	5.87%	5.48%	5.24%	4.39%
Average capital to average assets	13.80%	14.30%	14.45%	15.17%	16.08%
Capital to total assets	13.67%	14.66%	14.19%	14.50%	16.04%
Tangible common equity to tangible assets	11.64%	12.70%	12.22%	12.59%	14.18%
Net interest rate spread (3)	3.27%	3.31%	3.39%	3.38%	3.17%
Net interest margin (4)	3.47%	3.51%	3.63%	3.66%	3.50%
Non-interest expense to average assets	2.73%	2.61%	2.56%	2.49%	2.42%
Efficiency ratio	67.44%	64.99%	63.86%	61.53%	61.79%
Non-interest income to average assets	0.92%	0.84%	0.74%	0.73%	0.76%
Net interest income to non-interest expense	1.15x	1.22x	1.28x	1.35x	1.31x
Dividend payout ratio	241.80%	68.49%	89.55%	67.19%	75.47%
Non-performing loans to net loans receivable	1.35%	1.88%	2.16%	2.40%	2.74%
Non-performing assets to total assets	1.25%	1.60%	1.86%	1.99%	2.09%
Allowance for loan losses to non-performing loans	84.35%	66.12%	60.06%	54.05%	51.13%
Allowance for loan losses to net loans receivable	1.14%	1.24%	1.30%	1.30%	1.40%
Average interest-earning assets to average interest-bearing liabilities	1.25x	1.24x	1.23x	1.22x	1.22x
Number of full-service offices	162	165	165	168	171
Number of consumer finance offices	51	50	52	52	52

(1) Represents net income divided by average assets.

(2) Represents net income divided by average equity.

(3) Represents average yield on interest-earning assets less average cost of interest-bearing liabilities (shown on a fully taxable equivalent basis).

(4) Represents net interest income as a percentage of average interest-earning assets (shown on a fully taxable equivalent basis).

Table of Contents**SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF LNB BANCORP, INC.**

	2014	2013	At December 31, 2012 (in thousands)	2011	2010
<b>Selected Consolidated Financial Data:</b>					
Total assets	\$ 1,236,627	\$ 1,230,257	\$ 1,178,254	\$ 1,168,422	\$ 1,152,537
Investment securities held-to-maturity					
Investment securities available-for-sale	95,817	103,037	69,181	88,738	80,315
Mortgage-backed securities held-to-maturity					
Mortgage-backed securities available-for-sale	121,755	113,085	134,582	137,274	141,410
Loans receivable net:					
Residential mortgage loans	71,496	66,507	64,983	64,524	74,685
Home equity	125,929	123,076	122,830	126,958	132,536
Other consumer loans	229,683	222,479	212,025	193,184	163,893
Commercial real estate loans	425,392	401,591	414,005	381,852	375,803
Commercial loans	77,525	88,646	68,705	76,570	65,662
Total loans receivable, net (1)	912,609	884,794	864,911	826,025	796,443
Deposits	1,034,925	1,045,589	999,592	991,080	978,526
Advances from Federal Home Loan Bank and other borrowed funds	81,170	67,522	63,861	58,962	59,671
Shareholders equity	115,339	111,456	110,144	113,274	109,464

(1) Total net of allowance for loan losses of \$17.4 million, \$17.5 million, \$17.6 million, \$17.1 million and \$16.1 million for December 31, 2014, 2013, 2012, 2011 and 2010, respectively.

	2014	2013	For the Year Ended December 31, 2012	2011	2010
	(in thousands except per share data)				
<b>Selected Consolidated Operating Data:</b>					
Total interest income	\$ 42,003	\$ 41,679	\$ 45,948	\$ 49,349	\$ 51,372
Total interest expense	5,552	6,156	7,509	10,108	12,764
Net interest income	36,451	35,523	38,439	39,241	38,608
Provision for loan losses	3,113	4,375	7,242	10,353	10,225
Net interest income after provision for loan losses	33,338	31,148	31,197	28,888	28,383
Non-interest income	12,915	12,126	11,747	11,415	13,777
Non-interest expense	36,382	35,187	34,903	34,144	35,569
Income before income tax expense	9,871	8,087	8,041	6,159	6,591
Income tax expense	2,654	1,926	1,934	1,156	1,226
Net income	\$ 7,217	\$ 6,161	\$ 6,107	\$ 5,003	\$ 5,365
Earnings per share:					
Basic	\$ 0.74	\$ 0.61	\$ 0.61	\$ 0.47	\$ 0.55
Diluted	\$ 0.74	\$ 0.61	\$ 0.61	\$ 0.47	\$ 0.55



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	At or For the Year Ended December 31,				
	2014	2013	2012	2011	2010
<b>Selected Financial Ratios and Other Data:</b>					
Return on average assets (1)	0.59%	0.51%	0.51%	0.43%	0.46%
Return on average equity (2)	6.55%	5.62%	5.29%	4.47%	4.97%
Average capital to average assets	8.94%	9.02%	9.65%	9.58%	9.32%
Capital to total assets	9.33%	9.06%	9.35%	9.69%	9.50%
Tangible common equity to tangible assets	7.69%	6.77%	5.98%	5.74%	5.48%
Net interest rate spread (3)	3.11%	3.10%	3.37%	3.51%	3.40%
Net interest margin (4)	3.21%	3.19%	3.49%	3.67%	3.60%
Non-interest expense to average assets	2.95%	2.89%	2.92%	2.92%	3.07%
Efficiency ratio	72.77%	72.88%	68.71%	66.69%	70.18%
Non-interest income to average assets	1.05%	1.00%	0.98%	0.98%	1.19%
Net interest income to non-interest expense	1.00x	1.01x	1.10x	1.15x	1.09x
Dividend payout ratio	8.08%	6.56%	6.56%	8.46%	7.28%
Non-performing loans to net loans receivable	1.78%	2.44%	3.15%	4.09%	5.15%
Non-performing assets to total assets	1.40%	1.83%	2.48%	3.09%	3.90%
Allowance for loan losses to non-performing loans	105.05%	79.62%	63.45%	49.50%	38.57%
Allowance for loan losses to net loans receivable	1.87%	1.94%	2.00%	2.02%	1.99%
Average interest-earning assets to average interest-bearing liabilities	1.20x	1.18x	1.19x	1.17x	1.17x
Number of full-service offices	21	20	20	20	20

(1) Represents net income divided by average assets.

(2) Represents net income divided by average equity.

(3) Represents average yield on interest-earning assets less average cost of interest-bearing liabilities (shown on a fully taxable equivalent basis).

(4) Represents net interest income as a percentage of average interest-earning assets (shown on a fully taxable equivalent basis).



Table of Contents**SUMMARY SELECTED PRO FORMA CONDENSED COMBINED DATA**

The following table shows selected financial information on a pro forma combined basis giving effect to the Merger (which is known as pro forma information) as if the Merger had become effective as of the date presented, in the case of the balance sheet information, and at the beginning of the period presented, in the case of the income statement information. The pro forma information reflects the acquisition method of accounting.

Northwest Bancshares anticipates that the Merger will provide the combined company with financial benefits that include reduced operating expenses and greater revenue. The pro forma information, while helpful in illustrating the financial characteristics of Northwest Bancshares following the Merger under one set of assumptions, does not reflect these benefits and, accordingly, does not attempt to predict or suggest future results. The pro forma information also does not necessarily reflect what the historical results of Northwest Bancshares would have been had its companies been combined during these periods.

The exchange ratio of 1.461 was used in preparing this selected pro forma information. You should read this summary pro forma information in conjunction with the information under Pro Forma Financial Information and with the historical information in this document on which it is based.

	<b>At December 31, 2014</b> (In thousands)	
<b>Pro forma combined balance sheet data:</b>		
Total assets	\$	8,975,164
Loans held to maturity, net		6,853,440
Deposits		6,669,274
Total stockholders' equity		1,139,137

	<b>Year Ended</b> <b>December 31, 2014</b> (In thousands, except per share data)	
<b>Pro forma condensed combined income statement data:</b>		
Interest income	\$	344,026
Interest expense		61,127
Net interest income		282,899
Provision for loan losses		23,427
Net interest income after provision for loan losses		259,472
Non-interest income		85,490
Non-interest expense		253,667
Income before income taxes		91,295
Provision for income taxes		23,516
Net income	\$	67,779

<b>Pro forma per share data:</b>		
Basic earnings	\$	0.68
Diluted earnings	\$	0.68



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**UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED FINANCIAL INFORMATION RELATING TO THE  
LNB BANCORP MERGER**

The following unaudited pro forma combined condensed consolidated financial information has been prepared using the acquisition method of accounting, giving effect to the proposed Merger. The unaudited pro forma combined condensed consolidated statement of financial condition combines the historical financial information of Northwest Bancshares and LNB Bancorp as of December 31, 2014 and assumes that the Merger was completed on that date. The unaudited pro forma combined condensed consolidated statements of operations combine the historical financial information of Northwest Bancshares and LNB Bancorp and give effect to the Merger as if it had been completed as of January 1, 2014. The unaudited pro forma combined condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations or financial condition had the Merger been completed on the dates described above, nor is it necessarily indicative of the results of operations in future periods or the future financial position of the combined entities. Certain reclassifications have been made to LNB Bancorp's historical financial information in order to conform to Northwest Bancshares' presentation of financial information.

The actual value of Northwest Bancshares common stock to be recorded as consideration in the Merger will be based on the closing price of Northwest Bancshares common stock at the time of the merger completion date. The proposed Merger is expected to be completed in the third quarter of 2015, but there can be no assurance that the Merger will be completed as anticipated. For purposes of the pro forma financial information, the fair value of Northwest Bancshares common stock to be issued in connection with the Merger was based on Northwest Bancshares' closing price of \$12.53 as of December 31, 2014.

The pro forma financial information includes estimated adjustments, including adjustments to record assets and liabilities of LNB Bancorp at its fair value, and represents the pro forma estimates by Northwest Bancshares based on available fair value information as of the date of the Merger Agreement.

The pro forma adjustments included herein are subject to change depending on changes in interest rates and the components of assets and liabilities, and as additional information becomes available and additional analyses are performed. The final allocation of the purchase price for the Merger will be determined after it is completed and after completion of thorough analyses to determine the fair value of LNB Bancorp's tangible and identifiable intangible assets and liabilities as of the date the Merger is completed. Increases or decreases in the estimated fair values of the net assets as compared with the information shown in the unaudited pro forma combined condensed consolidated financial information may change the amount of the purchase price allocated to goodwill and other assets and liabilities and may impact Northwest Bancshares' statement of operations due to adjustments in yield and/or amortization of the adjusted assets or liabilities. Any changes to LNB Bancorp's shareholders' equity, including results of operations from December 31, 2014 through the date the Merger is completed, will also change the purchase price allocation, which may include the recording of a lower or higher amount of goodwill. The final adjustments may be materially different from the unaudited pro forma adjustments presented herein.

Northwest Bancshares anticipates that the Merger will provide the combined company with financial benefits that include reduced operating expenses. These cost savings are not included in these pro forma statements and there can be no assurance that expected cost savings will be realized. The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during the period.

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The unaudited pro forma combined condensed consolidated financial information has been derived from and should be read in conjunction with the historical consolidated financial statements and the related notes of Northwest Bancshares and LNB Bancorp, which are incorporated in this Proxy Statement/Prospectus by reference.

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**The unaudited pro forma stockholders' equity and net income are qualified by the statements set forth under this caption and should not be considered indicative of the market value of Northwest Bancshares common stock or the actual or future results of operations of Northwest Bancshares for any period. Actual results may be materially different than the pro forma information presented.**

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**Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet**

**as of December 31, 2014**

**(in thousands)**

	<b>Northwest Bancshares</b>	<b>LNB Bancorp</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Northwest Bancshares</b>
<b>Assets</b>				
Cash, interest-bearing cash, fed funds	\$ 240,706	\$ 24,142	\$ (112,486)(1)	\$ 152,362
Investments	1,016,066	217,572		1,233,638
Loans receivable	5,989,891	940,508	(9,441)(2)	6,920,958
Allowance for loan losses	(67,518)	(17,416)	17,416(3)	(67,518)
Net loans receivable	5,922,373	923,092	7,975	6,853,440
Other real estate owned	16,759	772		17,531
Fixed assets	143,909	9,173		153,082
Goodwill	175,323	21,582	58,734(4)	255,639
Other amortizable intangibles	3,033	321	6,679(5)	10,033
BOLI	144,362	19,757		164,119
Other assets	112,502	20,216	2,602(6)	135,320
<b>Total assets</b>	<b>\$ 7,775,033</b>	<b>\$ 1,236,627</b>	<b>\$ (36,496)</b>	<b>\$ 8,975,164</b>
<b>Liabilities</b>				
Checking and savings deposits	\$ 4,154,228	\$ 594,747	\$	\$ 4,748,975
Time deposits	1,478,314	440,178	1,807(7)	1,920,299
FHLB borrowings	725,395	54,321	546(8)	780,262
Other borrowings	162,714	10,611		173,325
Junior subordinated debentures	103,094	16,238		119,332
Other liabilities	88,641	5,193		93,834
<b>Total liabilities</b>	<b>6,712,386</b>	<b>1,121,288</b>	<b>2,353</b>	<b>7,836,027</b>
<b>Equity</b>				
Common stock	947	10,002	(9,931)(9)	1,018
Additional paid-in capital	626,134	51,441	36,950(10)	714,525
Accumulated other comprehensive income	(24,370)	(495)		(24,865)
Unearned ESOP shares	(21,641)			(21,641)
Treasury shares		(6,177)	6,177(11)	
Retained earnings	481,577	60,568	(72,045)(12)	470,100
<b>Total equity</b>	<b>1,062,647</b>	<b>115,339</b>	<b>(38,849)</b>	<b>1,139,137</b>
<b>Total liabilities and equity</b>	<b>\$ 7,775,033</b>	<b>\$ 1,236,627</b>	<b>\$ (36,496)</b>	<b>\$ 8,975,164</b>

(1) Cash consideration paid to LNB Bancorp shareholders plus merger related expenses.

Cash portion of deal value	\$ 93,358
Merger related expenses	19,128
Cash merger adjustment	\$ 112,486

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(2) Adjustment to record loan portfolio at fair value.

Interest rate adjustment to record loans at fair value	\$	7,975
Credit adjustment to record loans at fair value		(17,416)
	\$	(9,441)

(3) Elimination of existing LNB allowance for loan losses.

*(footnotes continue on following page)*

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(continued from previous page)

(4) Excess of purchase price less LNB Bancorp tangible equity, elimination of existing LNB Bancorp goodwill, net fair value adjustments and creation of core deposit intangible ( CDI ).

LNB Bancorp tangible equity:		
Common stock	\$	10,002
Additional paid in capital		51,441
Treasury stock		(6,177)
Retained earnings		60,568
Goodwill		(21,582)
CDI		(321)
Tangible equity	\$	93,931
Purchase price		
	\$	181,820
Tangible equity of LNB Bancorp		(93,931)
		87,889
Estimated CDI		(7,000)
Net fair value adjustments		(573)
LNB Bancorp goodwill		(21,582)
	\$	58,734

(5) Estimated CDI (1.5% of non time deposits) and elimination of existing LNB Bancorp CDI.

Estimated CDI	\$	7,000
LNB Bancorp CDI		(321)
	\$	6,679

(6) Current/deferred income taxes created as a result of purchase accounting adjustments - assumed 40% tax rate.

Merger expenses	\$	19,128	
	x	0.40	
			\$ 7,651
Loan fair value adjustment		7,975	
	x	0.40	
			(3,190)
Core deposit intangible		7,000	
	x	.040	
			(2,800)
Time deposit fair value adjustment		1,807	
	x	0.40	
			723
FHLB borrowings fair value adjustment		546	



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x	0.40	218
	\$	2,602

(7) Adjustment to record time deposits at fair value.

(8) Adjustment to record FHLB borrowings at fair value.

(9) Elimination of LNB Bancorp's common stock and issuance of 7,060,000 shares of Northwest Bancshares common stock, \$0.01 par value, as consideration.

Elimination of LNB Bancorp's common stock	\$	(10,002)
Northwest Bancshares common stock issued as consideration		71
	\$	(9,931)

(10) Elimination of LNB Bancorp's additional paid in capital and issuance of Northwest Bancshares common stock, \$12.53 per share, as consideration

Elimination of LNB's additional paid in capital	\$	(51,441)
Northwest Bancshares common stock issued as consideration		88,391
	\$	36,950

(11) Elimination of LNB Bancorp treasury stock.

*(footnotes continue on following page)*

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*(continued from previous page)*

(12) Elimination of LNB Bancorp's retained earnings and after tax impact of merger related expenses.

Elimination of LNB's retained earnings		\$	(60,568)
After tax impact of merger related expenses:			
Merger related expenses	\$	(19,128)	
Income taxes - 40%		7,651	
			(11,477)
		\$	(72,045)

Table of Contents**Unaudited Pro Forma Condensed Combined Consolidated Income Statement****For the Year Ended December 31, 2014****(in thousands)**

	<b>Northwest Bancshares</b>	<b>LNB Bancorp</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Northwest Bancshares</b>
<b>Interest Income</b>				
Loans	\$ 282,050	\$ 36,319	\$ (1,595)(1)	\$ 316,774
Investments	20,731	5,650		26,381
Interest-earning deposits	837	34		871
Total interest income	303,618	42,003	(1,595)	344,026
<b>Interest Expense</b>				
Deposits	25,322	4,159	(903)(2)	28,578
Borrowed funds	31,265	1,393	(109)(3)	32,549
Total interest expense	56,587	5,552	(1,012)	61,127
Net interest income	247,031	36,451	(583)	282,899
Provision for loan losses	20,314	3,113		23,427
Net interest income after provision	226,717	33,338	(583)	259,472
<b>Other Income</b>				
Service charges and fees	36,383	6,323		42,706
Trust and other financial services income	12,369	1,685		14,054
Insurance income	8,760			8,760
Gain (loss) on sale of investments	4,930	(5)		4,925
Other income	10,133	4,912		15,045
Total other income	72,575	12,915		85,490
Compensation and employee benefits	115,967	18,800		134,767
Premises and occupancy costs	23,455	7,054		30,509
Office operations	14,721	1,399		16,120
Processing expenses	26,671	1,586		28,257
Marketing expenses	8,213	1,425		9,638
Federal deposit insurance premiums	5,193	979		6,172
Professional services	7,661	2,563		10,224
Amortization of intangible assets	1,323	136	1,750(4)	3,209
Real estate owned expense	2,140	110		2,250
Other expense	10,191	2,330		12,521
Total operating expense	215,535	36,382	1,750	253,667
Net operating income before taxes	83,757	9,871	(2,333)	91,295
Applicable income taxes	21,795	2,654	(933)	23,516
Net income	\$ 61,962	\$ 7,217	\$ (1,400)	\$ 67,779
<b>Earnings per common share</b>				
Basic	\$ 0.68	\$ 0.74		\$ 0.68

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Diluted	\$	0.67	\$	0.74	\$	0.68
Weighted average common shares						
Basic		91,535,298		9,623,772		98,595,298
Diluted		92,274,997		9,656,774		99,334,997

- 
- (1) Loan interest yield adjustment amortization.
  - (2) Time deposit fair value adjustment amortization.
  - (3) Federal Home Loan Bank borrowing fair value adjustment amortization.
  - (4) Core deposit intangible amortization.
  - (5) Reflects the issuance of 7,060,000 shares of Northwest Bancshares common stock in consideration for 50% of the outstanding shares of LNB Bancorp.

Table of Contents**COMPARATIVE PRO FORMA PER SHARE DATA**

The following table summarizes selected share and per share information about Northwest Bancshares and LNB Bancorp giving effect to the Merger (which is referred to as pro forma information). The data in the table should be read together with the financial information and the financial statements of Northwest Bancshares and LNB Bancorp incorporated by reference or included in this Proxy Statement/Prospectus. The pro forma information is presented as an illustration only. The data does not necessarily indicate the combined financial position per share or combined results of operations per share that would have been reported if the Merger had occurred when indicated, nor is the data a forecast of the combined financial position or combined results of operations for any future period.

The information about book value per share and shares outstanding assumes that the Merger took place as of the dates presented and is based on the assumptions set forth in the preceding unaudited pro forma combined consolidated statements of financial condition. The information about dividends and earnings per share assumes that the Merger took place as of the periods presented and is based on the assumptions set forth in the preceding unaudited pro forma combined consolidated statements of operations. No pro forma adjustments have been included in these statements of operations which reflect potential effects of the Merger related to integration expenses, cost savings or operational synergies which are expected to be obtained by combining the operations of Northwest Bancshares and LNB Bancorp, or the costs of combining the companies and their operations.

	Northwest Bancshares Historical	LNB Bancorp Historical	Pro Forma Combined (1)(2)(3)	Equivalent Pro Forma LNB Bancorp (4)
<b>Basic Net Income Per Common Share</b>				
Year Ended December 31, 2014	\$ 0.68	\$ 0.74	\$ 0.68	\$ 0.99
<b>Diluted Net Income Per Common Share</b>				
Year Ended December 31, 2014	\$ 0.67	\$ 0.74	\$ 0.68	\$ 0.99
<b>Dividends Declared Per Common Share (5)</b>				
Year Ended December 31, 2014	\$ 1.62	\$ 0.06	\$ 1.62	\$ 2.37
<b>Book Value Per Common Share</b>				
December 31, 2014	\$ 11.22	\$ 11.93	\$ 11.19	\$ 16.35

(1) The pro forma combined book value per share of Northwest Bancshares common stock is based on the pro forma common stockholders equity divided by total pro forma common shares.

(2) Pro forma dividends per share represent Northwest Bancshares historical dividends per share.

(3) The pro forma combined diluted net income per share of Northwest Bancshares common stock is based on the pro forma combined diluted net income for the merged entities divided by total pro forma diluted common shares of the combined entities.

(4) Represents the pro forma combined information multiplied by the 1.461 exchange ratio.

(5) Northwest Bancshares historical and pro forma combined dividends per share include special dividends of \$0.10 and \$1.00 per share paid by Northwest Bancshares during the year ended December 31, 2014.



Table of Contents**MARKET PRICE AND DIVIDEND INFORMATION**

Northwest Bancshares common stock is listed on the NASDAQ Global Select Market under the symbol NWBI. LNB Bancorp common stock is quoted on the NASDAQ Global Market under the symbol LNBB. The following table lists the high and low prices per share for Northwest Bancshares common stock and LNB Bancorp common stock and the cash dividends declared by each company for the periods indicated.

Quarter Ended	Northwest Bancshares Common Stock			LNB Bancorp Common Stock		
	High	Low	Dividends	High	Low	Dividends
June 30, 2015 (through 2015)	\$	\$	\$	\$	\$	\$
March 31, 2015	\$	\$	\$	\$	\$	\$
December 31, 2014	\$ 13.30	\$ 11.86	\$ 0.13	\$ 18.18	\$ 12.90	\$ 0.03
September 30, 2014	\$ 13.86	\$ 11.99	\$ 0.13	\$ 14.50	\$ 11.69	\$ 0.01
June 30, 2014	\$ 15.11	\$ 12.77	\$ 1.13	\$ 12.39	\$ 10.74	\$ 0.01
March 31, 2014	\$ 15.07	\$ 13.66	\$ 0.23	\$ 11.70	\$ 9.90	\$ 0.01
December 31, 2013	\$ 15.05	\$ 13.15	\$ 0.13	\$ 10.60	\$ 9.07	\$ 0.01
September 30, 2013	\$ 14.57	\$ 12.88	\$ 0.13	\$ 10.00	\$ 8.53	\$ 0.01
June 30, 2013	\$ 13.58	\$ 11.98	\$ 0.24	\$ 9.87	\$ 8.02	\$ 0.01
March 31, 2013	\$ 12.95	\$ 12.04	\$	\$ 8.65	\$ 5.90	\$ 0.01

You should obtain current market quotations for Northwest Bancshares and LNB Bancorp common stock, as the market price of Northwest Bancshares common stock will fluctuate between the date of this document and the date on which the Merger is completed, and thereafter. You can get these quotations on the Internet, from a newspaper or by calling your broker.

As of [Record Date], there were approximately \_\_\_\_\_ holders of record of LNB Bancorp common stock. This does not reflect the number of persons or entities who may hold their stock in nominee or street name through brokerage firms.

Following the Merger, the declaration of dividends will be at the discretion of Northwest Bancshares board of directors and will be determined after consideration of various factors, including earnings, cash requirements, the financial condition of Northwest Bancshares, applicable state law and government regulations and other factors deemed relevant by Northwest Bancshares board of directors.

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**SPECIAL MEETING OF LNB BANCORP, INC. SHAREHOLDERS**

**Date, Place, Time and Purpose**

LNB Bancorp's board of directors is sending you this document to request that you allow your shares of LNB Bancorp to be represented at the special meeting by the persons named in the enclosed proxy card. At the special meeting, the LNB Bancorp board of directors will ask you to vote on a proposal to approve the Merger Agreement and the Merger, as well as the Merger-Related Executive Compensation. You may also be asked to vote to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Agreement and the Merger or to approve the Merger-Related Executive Compensation. The special meeting will be held at [Meeting Location] at .m., Eastern Time, on [Meeting Date].

**Who Can Vote at the Meeting**

You are entitled to vote if the records of LNB Bancorp show that you held shares of LNB Bancorp common stock as of the close of business on [Record Date]. As of the close of business on that date, a total of shares of LNB Bancorp common stock were outstanding. Each share of common stock has one vote. If you are a beneficial owner of shares of LNB Bancorp common stock held by a broker, bank or other nominee (*i.e.*, in street name) and you want to vote your shares in person at the meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

**Quorum; Vote Required**

The special meeting will conduct business only if the holders of at least thirty-three and one-third percent (33 1/3%) of the outstanding shares of LNB Bancorp common stock are represented in person or by proxy at the meeting. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes also will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares of LNB Bancorp common stock for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

**Proposal 1: Approval and Adoption of the Merger Agreement.** Approval and adoption of the Merger Agreement and the Merger will require the affirmative vote of the holders of two-thirds of the outstanding shares of LNB Bancorp common stock entitled to vote on the proposal. Abstentions and broker non-votes will have the same effect as shares voted against the Agreement and the Merger. Failure to return a properly executed proxy card or to vote in person will have the same effect as a vote against the Merger Agreement and the Merger.

**Proposal 2: Advisory, Non-Binding Approval of the Merger-Related Executive Compensation.** Approval of the Merger-Related Executive Compensation will require the affirmative vote of the holders of a majority of the shares of LNB Bancorp common stock represented in person or by proxy at the special meeting. Abstentions will have the same effect as shares voted against the Merger-Related Executive Compensation but broker non-votes will not affect whether the proposal is approved.



**Proposal 3: Adjourn the special meeting, if necessary or appropriate, including an adjournment to permit further solicitation of proxies in favor of the Merger Agreement or the Merger-Related Executive Compensation.** Approval of the Adjournment Proposal will require the affirmative vote of the holders of a majority of the shares of LNB Bancorp common stock represented in person or by proxy at the special meeting. Abstentions will have the same effect as shares voted against the Adjournment Proposal, but broker non-votes will not affect whether the proposal is approved.

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**Shares Held by LNB Bancorp Officers and Directors and by Northwest Bancshares**

As of [Record Date], directors and executive officers of LNB Bancorp beneficially owned \_\_\_\_\_ shares of LNB Bancorp common stock, not including shares that may be acquired upon the exercise of stock options. This equals \_\_\_\_\_ % of the outstanding shares of LNB Bancorp common stock. The directors and certain executive officers of LNB Bancorp, who own in the aggregate \_\_\_\_\_ shares of common stock of LNB Bancorp, have agreed to vote their shares in favor of the Merger Agreement and the Merger at the special meeting. As of the same date, Northwest Bancshares and its subsidiaries and its directors and executive officers did not own any shares of LNB Bancorp common stock.

**Voting and Revocability of Proxies**

You may vote in person at the special meeting or by proxy. To ensure your representation at the special meeting, LNB Bancorp recommends that you vote by proxy even if you plan to attend the special meeting. You can always change your vote at the special meeting.

LNB Bancorp shareholders whose shares are held in street name by their broker, bank or other nominee must follow the instructions provided by their broker, bank or other nominee to vote their shares. Your broker or bank may allow you to deliver your voting instructions via the telephone or the Internet.

Voting instructions are included on your proxy form. If you properly complete and timely submit your proxy, your shares will be voted as you have directed. You may vote for, against, or abstain with respect to the approval of the Merger Agreement and the Merger, the Merger-Related Executive Compensation and the Adjournment Proposal. If you are the record holder of your shares of LNB Bancorp common stock and submit your proxy without specifying a voting instruction, your shares of LNB Bancorp common stock will be voted FOR the proposal to approve and adopt the Merger Agreement and the Merger, FOR the advisory, non-binding proposal to approve the Merger-Related Executive Compensation, and FOR the proposal to adjourn the special meeting, if necessary or appropriate, including an adjournment to permit further solicitation of proxies in favor of the Merger Agreement and the Merger or the Merger-Related Executive Compensation. LNB Bancorp's board of directors recommends a vote FOR approval and adoption of the Merger Agreement and the Merger, FOR the Merger-Related Executive Compensation and FOR approval of the proposal to adjourn the special meeting, if necessary or appropriate, including an adjournment to permit further solicitation of proxies in favor of the Merger Agreement and the Merger or the Merger-Related Executive Compensation.

You may revoke your proxy before it is voted by:

- \_\_\_\_\_ filing with the Secretary of LNB Bancorp a duly executed revocation of proxy;
- \_\_\_\_\_ submitting a new proxy with a later date; or

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- voting in person at the special meeting.

Attendance at the special meeting will not, in and of itself, constitute a revocation of a proxy. All written notices of revocation and other communication with respect to the revocation of proxies should be addressed to:

LNB Bancorp, Inc.

Robert F. Heinrich, Corporate Secretary

457 Broadway

Lorain, Ohio 44052

If any matters not described in this document are properly presented at the special meeting, the persons named in the proxy card will use their own judgment to determine how to vote your shares. LNB Bancorp does not know of any other matters to be presented at the meeting.

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**Solicitation of Proxies**

LNB Bancorp will pay for this proxy solicitation. In addition to soliciting proxies by mail, \_\_\_\_\_, a proxy solicitation firm, will assist LNB Bancorp in soliciting proxies for the special meeting. LNB Bancorp will pay \$ \_\_\_\_\_, plus expenses, for these services. LNB Bancorp will, upon request, reimburse brokers, banks and other nominees for their expenses in sending proxy materials to their customers who are beneficial owners and obtaining their voting instructions. Additionally, directors, officers and employees of LNB Bancorp may solicit proxies personally and by telephone. None of these persons will receive additional or special compensation for soliciting proxies.

**DISSENTERS' RIGHTS**

Shareholders of LNB Bancorp are entitled to certain dissenters' rights pursuant to Sections 1701.84(A) and 1701.85 of the OGCL. Section 1701.85 generally provides that shareholders of LNB Bancorp will not be entitled to such rights without strict compliance with the procedures set forth in Section 1701.85, and failure to take any one of the required steps may result in the termination or waiver of such rights. Specifically, any LNB Bancorp shareholder who is a record holder of shares of LNB Bancorp common stock on [Record Date], the record date for the special meeting and whose shares are not voted in favor of the adoption of the Merger Proposal may be entitled to be paid the fair cash value of such shares of common stock after the effective time of the Merger. To be entitled to such payment, a shareholder must deliver to LNB Bancorp a written demand for payment of the fair cash value of the shares held by such shareholder, before the vote on the Merger Proposal is taken, the shareholder must not vote in favor of the Merger Proposal, and the shareholder must otherwise comply with Section 1701.85. An LNB Bancorp shareholder's failure to vote against the Merger Proposal will not constitute a waiver of such shareholder's dissenters' rights. Any written demand must specify the shareholder's name and address, the number and class of shares held by him, her or it on the record date, and the amount claimed as the fair cash value of such shares of common stock. See the text of Section 1701.85 of the OGCL attached as Appendix B to this Proxy Statement/Prospectus for specific information on the procedures to be followed in exercising dissenters' rights.

If LNB Bancorp so requests, dissenting shareholders must submit their share certificates to LNB Bancorp within 15 days of such request, for endorsement on such certificates by LNB Bancorp that a demand for appraisal has been made. Failure to comply with such request will terminate the dissenting shareholders' rights. Such certificates will be promptly returned to the dissenting shareholders by LNB Bancorp. If LNB Bancorp and any dissenting shareholder cannot agree upon the fair cash value of LNB Bancorp's common shares, either may, within three months after service of demand by the shareholder, file a petition in the Court of Common Pleas of Lorain County, Ohio, for a determination of the fair cash value of such dissenting shareholder's shares of common stock. The fair cash value of a share of LNB Bancorp common stock to which a dissenting shareholder is entitled to under Section 1701.85 will be determined as of the day prior to the vote of the LNB Bancorp shareholders. If the shares of LNB Bancorp common stock are listed on a national securities exchange, such as the NASDAQ, immediately before the effective time of the Merger, the fair cash value will be the closing sale price of LNB Bancorp's shares of common stock as of the close of trading on the day before the vote of the LNB Bancorp shareholders. Investment banker opinions to company boards of directors regarding the fairness from a financial point of view of the consideration payable in a transaction such as the Merger are not opinions regarding, and do not address, fair cash value under Section 1701.85.

If an LNB Bancorp shareholder exercises his or her dissenters' rights under Section 1701.85, all other rights with respect to such shareholder's shares of LNB Bancorp common stock will be suspended until LNB Bancorp purchases the shares, or the right to receive the fair cash value is otherwise terminated. Such rights will be reinstated should the right to receive the fair cash value be terminated other than by the purchase of the shares.

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The foregoing description of the procedures to be followed in exercising dissenters' rights available to holders of LNB Bancorp's common shares pursuant to Section 1701.85 of the OGCL may not be complete and is qualified in its entirety by reference to the full text of Section 1701.85 attached as Appendix B to this Proxy Statement/Prospectus.

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**PROPOSAL 1 - DESCRIPTION OF THE MERGER**

*The following summary of the Merger Agreement is qualified by reference to the complete text of the Merger Agreement. A copy of the Merger Agreement is attached as Appendix A to this Proxy Statement/Prospectus and is incorporated by reference into this Proxy Statement/Prospectus. You should read the Merger Agreement completely and carefully as it, rather than this description, is the legal document that governs the Merger.*

**General**

The Merger Agreement provides for the merger of LNB Bancorp with and into Northwest Bancshares, with Northwest Bancshares as the surviving entity. Following the merger of LNB Bancorp with and into Northwest Bancshares, Northwest Bancshares will merge Lorain National Bank with and into Northwest Bank, with Northwest Bank as the surviving bank.

**Background of the Merger**

LNB Bancorp's board of directors regularly evaluates and assesses LNB Bancorp's strategy and opportunities to strengthen its business, achieve profitable growth and enhance value for its shareholders through various strategic initiatives, alternatives and transactions. In doing so, the LNB Bancorp board of directors gives consideration to developments in the banking industry, including the regulatory environment, conditions in the geographic areas that LNB Bancorp operates, competitive considerations, LNB Bancorp's capital structure and needs and other factors. LNB Bancorp's board of directors regularly reviews LNB Bancorp's performance, risks, opportunities, stock valuation and strategy, and discusses such matters at board meetings. Furthermore, on at least an annual basis for the last several years, LNB Bancorp's board of directors has received a market update from its financial advisor, Sandler O'Neill, providing, among other things, an overview and outlook of the general banking industry and an update and outlook on the mergers and acquisitions (M&A) environment, both generally and as it related to LNB Bancorp.

On August 11, 2014, PL Capital, LLC (PL Capital) and certain affiliated entities (collectively, the PL Capital Group) filed a Schedule 13D with the Securities and Exchange Commission indicating that it owned, in the aggregate, 5.2% of LNB Bancorp's common stock based upon LNB Bancorp's outstanding shares as of August 8, 2014. In this filing, PL Capital Group stated that its intent was to monitor the performance of LNB Bancorp and the actions of LNB Bancorp's management and board, and where needed, to assert its shareholder rights. On August 20, 2014, PL Capital Group filed an amendment to its Schedule 13D with the Securities and Exchange Commission indicating that it had acquired additional shares and owned 9.3% of LNB Bancorp's common stock based upon LNB Bancorp's outstanding shares as of August 8, 2014.

On August 14, 2014, PL Capital's principals had a telephone conversation with LNB Bancorp's Chief Executive Officer, Daniel Klimas, in which they discussed, among other things, PL Capital Group's Schedule 13D filing, its background and investment philosophy, and its views on the state of the banking industry and the bank M&A market. During this conversation, Mr. Klimas was asked to advise LNB Bancorp's board of directors that it was PL Capital Group's view that LNB Bancorp should actively pursue the sale of the company by seeking a merger with a larger, well positioned strategic partner. Mr. Klimas agreed to inform the board of PL Capital Group's view. On August 15, 2014, Mr. Klimas sent an email to LNB Bancorp's board of directors in which he summarized his conversation with PL Capital Group.

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On August 26, 2014, the LNB Bancorp board of directors held a regular board meeting at which the directors, among other things, discussed Mr. Klimas' conversation with PL Capital Group's principals, and PL Capital Group's ownership in LNB Bancorp and its views regarding the banking industry and LNB Bancorp.

On September 24, 2014, the LNB Bancorp board of directors held its regular annual strategic planning meeting at which it evaluated and considered various strategic growth opportunities for LNB Bancorp, including organic growth, growth by acquisition, a merger of equals and selling or merging LNB Bancorp to or with another party. Mr. Klimas and James Nicholson, LNB Bancorp's Chief Financial Officer, provided a presentation of

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management's projections for LNB Bancorp's potential financial performance based on execution of LNB Bancorp's current business strategy. Mr. Klimas and Mr. Nicholson also discussed various potential strategic growth initiatives that could be pursued by LNB Bancorp as alternatives to its existing strategy, and the risks associated with those initiatives.

Representatives of Sandler O'Neill attended the meeting and provided a presentation relating to a banking industry update and overview, an M&A update and outlook, a summary overview of LNB Bancorp relative to its peers, including bank valuations, a net present value analysis, LNB Bancorp's prospects in the M&A market, including potential advantages, disadvantages and risks associated with completing an acquisition of another company or being merged with another company, identifying potential merger partners, including an affordability analysis, a summary valuation analysis of LNB Bancorp, comparable company analysis and a precedent M&A transaction analysis. Representatives of LNB Bancorp's legal counsel, Calfee, Halter & Griswold LLP (Calfee), provided a review of the fiduciary and legal obligations applicable to directors when considering a sale or merger of a company and, together with representatives of Sandler O'Neill, provided an overview of the process involved with selling or merging a company.

Based on its evaluation of the merits of LNB Bancorp's current business plan, the available strategic growth initiatives and related risks, the challenges presented by the current business environment, and the conditions and activity in the M&A market, the LNB Bancorp board determined that a window of opportunity may exist with respect to exploring the potential merger of LNB Bancorp and delivering enhanced shareholder value, as compared to other available alternatives. In reaching this decision, the board also took into account the views expressed by PL Capital to Mr. Klimas concerning the advisability of a sale of the company at the present time. At the conclusion of the meeting, the LNB Bancorp board of directors authorized the engagement of Sandler O'Neill, on behalf of LNB Bancorp, to explore strategic alternatives, including a potential sale of LNB Bancorp through a merger with a strategic partner.

Following the September 24, 2014 board meeting, LNB Bancorp, Sandler O'Neill and Calfee commenced preparation of due diligence materials for the process of exploring a potential merger of LNB Bancorp. Sandler O'Neill also began to conduct initial inquiries with respect to the ability of potential merger partners to execute such a transaction.

During the weeks of September 29, 2014 and October 6, 2014, Sandler O'Neill identified and contacted 10 potential merger partners to determine their level of interest in a possible strategic partnership with LNB Bancorp. Sandler O'Neill identified the 10 parties based on its market knowledge of potential acquirers with either a presence in Northeast Ohio, or a perceived interest in establishing a presence in Northeast Ohio, that likely had the resources to pursue a potential merger with LNB and the ability to execute and complete such a transaction. Seven of these parties indicated an interest, and customary non-disclosure agreements were negotiated and executed with each of these potential merger parties. On October 8, 2014, a virtual data room containing information about LNB Bancorp was opened and access was granted to each of these seven parties.

During the week of October 6, 2014, Northwest Bancshares initiated contact with LNB Bancorp by making an unsolicited approach to Sandler O'Neill indicating its interest in exploring a potential merger with LNB Bancorp. After Sandler O'Neill conducted an initial inquiry with respect to the ability of Northwest Bancshares to execute an acquisition, Northwest Bancshares executed a customary non-disclosure agreement and Northwest Bancshares was granted access to LNB Bancorp's virtual data room on October 16, 2014. Northwest Bancshares and the seven other parties that executed a non-disclosure agreement with LNB Bancorp and were granted access to LNB Bancorp's virtual data room are referred to in this section as Interested Partners.

During the weeks of October 6, 2014, October 13, 2014 and October 20, 2014, the Interested Partners conducted their initial due diligence on LNB Bancorp and the virtual data room was continually updated based on the information and data requests of the Interested Partners. During



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this time, five of the Interested Partners requested, and LNB Bancorp management held, targeted due diligence calls with each of those Interested Partners. By October 24, 2014, which marked the end of the initial due diligence period, five of the Interested Partners,

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including Northwest Bancshares, submitted preliminary written, non-binding indications of interest with respect to a potential acquisition of LNB Bancorp.

On October 28, 2014, a meeting of the board of directors of LNB Bancorp was held at which representatives of Sandler O'Neill updated the board on its activities in connection with exploring a sale of the company since the September 24, 2014 board meeting. The presentation included a review and summary of the terms of each of the indications of interest provided by the Interested Partners, including, among other things, each party's proposed pricing and valuation, form of consideration and stock option treatment, the value of the party's future dividends, as well as a discussion of recent performance metrics in the debt and equity markets and a pro forma merger analysis for each party. The board of directors extensively discussed the preliminary, non-binding indications of interest, the presentation by Sandler O'Neill, the different characteristics and capabilities of each of the parties and the potential impact that each such interested party could have on various LNB Bancorp constituencies. At this point, the LNB Bancorp board instructed Sandler O'Neill to contact each of the five remaining Interested Partners to seek updated, more-detailed indications of interest, including enhanced pricing and valuation ranges, by October 30, 2014.

On October 28th, 29th and 30th, 2014, Sandler O'Neill had multiple conversations with the five remaining Interested Partners regarding their indications of interest, including discussions regarding the assumptions used by the parties in generating their pricing, valuation and exchange ratio for shares. Sandler received revised indications of interest from each such party.

On October 31, 2014, the LNB Bancorp board of directors held a special meeting to review the revised non-binding indications of interests from the five Interested Partners. A representative of Sandler O'Neill attended the meeting and provided a summary of the revised indications of interest, including an explanation of the changes in each party's pricing and valuation ranges and the exchange ratio implied by such ranges. The five revised indications of interest contained pricing and valuation ranges that implied consideration per share ranging from \$15.86 to \$18.00. The presentation also included a review of the stock price performance of each of the five Interested Partners since the initial indications of interest were submitted and since the initial pro forma analysis based on stock prices as of September 16, 2014 were presented to the LNB Bancorp board, and included a verbal summary of recently announced bank M&A activity in the region. LNB Bancorp's board discussed the potential value that each competing proposal could provide to LNB Bancorp's shareholders, the capacity of the various parties to potentially increase their proposed pricing and valuation following additional due diligence, perceptions regarding the respective parties' commitment to the sale process and the potential execution risks associated with each party's proposal, and the impact of the various alternative transactions on LNB Bancorp's employees, customers, and communities. Upon conclusion of this discussion, the board of directors selected three Interested Partners to continue in the process of exploring a potential merger with LNB Bancorp (the Final Potential Partners) and directed Sandler O'Neill to invite the Final Potential Partners to conduct an additional round of comprehensive due diligence for the purpose of subsequently providing LNB Bancorp with a more specific offer with respect to an acquisition transaction.

During the weeks of November 3, 2014, November 10, 2014 and November 17, 2014, the three Final Potential Partners conducted confirmatory due diligence and the virtual data room was continually updated based on the information and data requests of the Final Potential Partners. Also during this time, each of the Final Potential Partners conducted separate on-site credit due diligence with respect to LNB Bancorp, coupled with multiple conference calls with all three Final Potential Partners and LNB Bancorp management on many additional due diligence topics.

On November 12, 2014, Mr. Klimas, Mr. Nicholson and several other members of the executive management team of LNB Bancorp met with the Chief Executive Officer, President and executive management team of Final Potential Partner #1 to discuss various aspects of LNB Bancorp's business operations including, but not limited to, retail banking, finance, executive management, commercial banking and credit quality, human resources, information technology, and legal, internal audit, regulatory and compliance matters.



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On November 13, 2014, Mr. Klimas, Mr. Nicholson and representatives of Sandler O'Neill had conversations with William J. Wagner, the Chief Executive Officer of Northwest Bancshares, and representatives of Northwest Bancshares' financial advisor regarding the business operations, capabilities and culture of Northwest Bancshares, and coordination of Northwest Bancshares' on-site due diligence with respect to LNB Bancorp.

On November 17, 2014, Mr. Klimas discussed the potential acquisition with the Chief Executive Officer of Final Potential Partner #2.

On November 17, 2014, Mr. Klimas and Mr. Nicholson met with the Chief Executive Officer and the Chief Revenue Officer of Northwest Bancshares, which was the third Final Potential Partner, to discuss the respective business operations of each party and the potential acquisition. Also on November 17, 2014, Mr. Klimas and Chairman of the Board James Herrick met with the Chief Executive Officer of Northwest Bancshares and discussed the potential acquisition and the respective business operations, capabilities and culture of LNB Bancorp and Northwest Bancshares.

On November 18, 2014, a meeting of the board of directors of LNB Bancorp was held at which Mr. Klimas provided the LNB Bancorp board with insight into the likely impact that each Final Potential Partner would have on LNB Bancorp's employees, depositors, customers and other community constituencies following a potential acquisition of LNB Bancorp, as well as an update on the discussions that LNB Bancorp management had with each of the Final Potential Partners and the scope of their due diligence review. During the course of this broader discussion, Mr. Klimas explained that Northwest Bancshares indicated that it intended to establish a new Ohio regional franchise through its acquisition of LNB Bancorp, while Final Potential Partners #1 and #2 intended to consolidate LNB Bancorp into their respective existing Ohio operations. Mr. Klimas noted that Northwest Bancshares, in establishing a new Ohio franchise, expected to retain much of LNB Bancorp's existing operations and offer continued employment to many of LNB Bancorp's employees, including to Mr. Klimas and some other management employees. Mr. Klimas further noted that Final Potential Partner #1 indicated that it expected to offer post-acquisition employment opportunities to some of LNB Bancorp's employees, and a post-acquisition consulting arrangement with Mr. Klimas. He then explained that Final Potential Partner #2 had not indicated whether post-acquisition employment opportunities would be available to LNB Bancorp's employees. A representative of Sandler O'Neill provided insight into the execution risk related to a proposed transaction with each of the Final Potential Partners and discussed with the board the potential affordability of an increased pricing range for each of the Final Potential Partners. The board then reviewed again with representatives of Calfee the fiduciary and legal obligations applicable to directors when considering a sale or merger of a company.

On November 20, 2014, Mr. Klimas and the Chief Executive Officer of Northwest Bancshares had a discussion regarding the roles and responsibilities of the various employees of LNB Bancorp in connection with Northwest Bancshares' pricing and valuation analysis with respect to LNB Bancorp.

Between November 18, 2014 and November 24, 2014, Sandler O'Neill participated in numerous discussions with each of the Final Potential Partners regarding the potential terms by which each party would propose to acquire LNB Bancorp, and on November 21, 2014, Sandler O'Neill received a revised non-binding indication of interest from each of the three Final Potential Partners.

On November 24, 2014, the LNB Bancorp board of directors held a meeting to review and consider, in detail, the revised non-binding indications of interest received from the Final Potential Partners and other matters related to a potential merger of LNB Bancorp. Among other things, the following occurred at the meeting:

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- Representatives of Sandler O'Neill provided a detailed overview of each Final Potential Partner's revised non-binding indication of interest, including, among other items, each Final Potential Partner's stock price (including a review of the performance of each stock since the initial indications of interest were submitted on October 24, 2014, and since the initial pro forma analysis presented to the LNB Bancorp board of directors based on stock prices as of September 16, 2014), proposed purchase price per share, implied transaction value, proposed form of consideration, implied exchange ratio, implied valuation multiples, structure of acquisition, post-transaction

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employee matters and benefit plans, anticipated contingencies and closing conditions and the proposed timing for negotiation and execution of a definitive merger agreement. In its presentation, Sandler O'Neill noted that:

- Final Potential Partner #1's proposed exchange ratio was 1.460, and proposed merger consideration was \$18.63 per share. Final Potential Partner #1's proposed mix of consideration was 100% stock.
- Final Potential Partner #2's proposed exchange ratio was 1.675, and proposed merger consideration was \$16.98 per share. Final Potential Partner #2 indicated that it was flexible as to the mix of consideration.
- Northwest Bancshares' proposed exchange ratio was 1.395, and proposed merger consideration was \$17.75 per share. Northwest Bancshares' proposed mix of consideration was 50% stock and 50% cash.
- Sandler O'Neill provided a detailed summary pro forma financial analysis of each revised non-binding indication of interest, in each case, based on the mix of stock and cash consideration indicated in each Final Potential Partner's indication of interest. Among other things, the analysis addressed the implied exchange ratio, potential cost savings, pro forma ownership, potential tangible book value per share accretion/dilution and earn back period, potential earnings per share accretion/dilution, potential dividend accretion/dilution, per share net present value of five-year projected dividends and estimated transaction internal rate of return.
- Sandler O'Neill provided a detailed stand-alone and control premium valuation analysis of LNB Bancorp. This included a comparison of the valuation to other data points, including the range of valuations in the indications of interest, as well as comparisons against Midwest and nationwide M&A precedent transactions, LNB Bancorp's stand-alone net present value and LNB Bancorp's peer trading levels.
- Sandler O'Neill provided an overview of additional information about each of the Final Potential Partners, which included, among other things, capitalization data, trading data, valuation data, comparative stock performance, comparable company analysis, public market overview (including dividend and payout ratio history and institutional ownership), research analyst summaries and M&A history.

The LNB Bancorp board of directors extensively discussed the revised non-binding indications of interest and the presentation by Sandler O'Neill. After considering the pricing and valuations offered by each Final Potential Partner, as well as the likely impact of an acquisition by each of the Final Potential Partners on LNB Bancorp's shareholders and other constituencies, the LNB Bancorp board determined that the indications of interest submitted by Final Potential Partner #1 and Northwest Bancshares represented the most promising offers for a merger transaction.

The LNB Bancorp board discussed the attributes of Final Potential Partner #1 and Northwest Bancshares, including the nature of each party's stock and their respective post-transaction plans for the LNB Bancorp franchise. The LNB Bancorp board also discussed the importance of price and valuation in considering each party's offer, and discussed the relative importance of other factors inherent in each proposal, including the value of future dividends, the volatility of each party's stock and the potential for significant changes in the value of the merger consideration

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between the signing of an agreement and the completion of the transaction, the long-term value of an investment in each party's stock, the capabilities of each party, and the potential impact on LNB Bancorp's employees, customers and communities. In addition, the LNB Bancorp board discussed the costs and benefits related to the different mixes of consideration offered by Final Potential Partner #1 and Northwest Bancshares, including the tax consequences to shareholders, the reduced volatility provided by cash consideration, the liquidity of each party's stock and the financial and accounting impact to the combined company.

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The LNB Bancorp board then instructed Sandler O'Neill to contact Final Potential Partner #1 and Northwest Bancshares to request that each party submit its final and best offer on pricing and valuation. Final Potential Partner #1 and Northwest Bancshares subsequently submitted revised offers to Sandler O'Neill. Northwest Bancshares revised its proposed exchange ratio to 1.4141, which increased its proposed merger consideration to \$17.90 per share. Northwest Bancshares' proposed mix of consideration was 50% stock and 50% cash. Final Potential Partner #1 also revised its exchange ratio, which increased its proposed merger consideration to \$19.00 per share, with merger consideration of 100% stock. In response to questions from the directors, Sandler O'Neill advised the board that Final Potential Partner #1 strongly favored a 100% stock transaction and had indicated to Sandler O'Neill that it could provide up to 10% of the merger consideration in cash, but did not have the capacity to provide a significant cash component of merger consideration. Sandler O'Neill further advised the LNB Bancorp board that Final Potential Partner #1 had previously indicated to Sandler O'Neill that it was not willing to include any collars or similar price protection mechanisms with respect to its stock as part of its proposal.

The LNB Bancorp board discussed the relative attractiveness of both revised offers. After discussion, the directors agreed that the substantial cash component contained in Northwest Bancshares' proposal and the lower historical volatility in its stock price were attractive features in comparison to the terms of Final Potential Partner #1's proposal, in part due to the mitigation of the potential downside risk of stock price fluctuations prior to closing. In addition, the directors agreed that a transaction with Northwest Bancshares would likely have a more favorable impact on LNB Bancorp's employees, customers and communities than a transaction with Final Potential Partner #1. However, the directors determined that they were unwilling to proceed with such a transaction unless Northwest Bancshares was able to provide a transaction with a value to its shareholders substantially equivalent to that represented by Final Potential Partner #1's proposal. After discussing with Sandler O'Neill issues relating to Northwest Bancshares' capacity to increase its offer and the impact of such an increase on the market's perception of the transaction, the board instructed Sandler O'Neill to advise Northwest Bancshares that the board would be inclined to accept Northwest Bancshares' offer, but only if Northwest Bancshares increased its exchange ratio to 1.461, fixed the cash component of the consideration at \$18.70 per share, and maintained a consideration mix of 50% stock and 50% cash. Mr. Klimas and Sandler O'Neill communicated the LNB Bancorp board position to Northwest Bancshares and Northwest Bancshares subsequently revised its proposal to increase its exchange ratio to 1.461, which increased its proposed merger consideration to \$18.70 per share, and agreed to fix the cash component of the consideration at that price. The proposed mix of consideration remained 50% stock and 50% cash.

At the conclusion of the November 24, 2014 LNB Bancorp board of directors meeting, the board of directors unanimously authorized LNB Bancorp to continue the process and negotiate exclusively with Northwest Bancshares, approved the terms of Northwest Bancshares' final, non-binding indication of interest, authorized management of LNB Bancorp and its advisors to negotiate a definitive merger agreement with Northwest Bancshares and approved and authorized merger consideration of 50% stock and 50% cash. Following the meeting, Sandler O'Neill informed Northwest Bancshares that LNB Bancorp had determined to proceed exclusively with it to negotiate a definitive merger agreement and informed Final Potential Partner #1 and Final Potential Partner #2 that LNB Bancorp had determined not to proceed any further with them at that time.

During the time period beginning on November 24, 2014 and ending on December 14, 2014, Calfee and Northwest Bancshares' legal counsel, Luse Gorman, PC, with the participation of management from each party, Sandler O'Neill and Northwest Bancshares' financial advisor, Boening & Scattergood, Inc., proceeded to negotiate the Merger Agreement. Multiple drafts of the Merger Agreement were exchanged between Calfee and Luse Gorman and several negotiating sessions occurred. Also, during this time period, each party prepared, circulated and finalized its disclosure schedules listing certain exceptions to the representations and warranties contained in the Merger Agreement. During this time, LNB Bancorp, Sandler O'Neill and Calfee also conducted additional reverse due diligence with respect to Northwest Bancshares, including a diligence call with Northwest Bancshares' management on December 3, 2014.

On December 2, 2014, Mr. Klimas, Mr. Nicholson and other members of LNB Bancorp's management team visited Northwest Bancshares headquarters and met with several members of the Northwest Bancshares management team to conduct further reverse due diligence on Northwest Bancshares.





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On December 11, 2014, Mr. Klimas and the Chief Executive Officer of Northwest Bancshares discussed the potential content and timing of communications to the public and to LNB Bancorp employees regarding the proposed Merger Agreement.

On December 15, 2015, LNB Bancorp's board of directors held a meeting to consider and act upon the proposed Merger Agreement and review and consider Sandler O'Neill's fairness analysis and opinion. Among other things, the following occurred at the meeting:

- A representative of Calfee advised that a proposed Merger Agreement with Northwest Bancshares, pursuant to which LNB Bancorp would be merged with and into Northwest Bancshares, had been successfully negotiated and would be presented for consideration by the board of directors at the meeting. Calfee reviewed, in detail, the proposed Merger Agreement and answered questions asked by the directors. Calfee also reviewed the fiduciary and legal obligations applicable to directors when considering a sale or merger of a company, as well as the results of the due diligence inquiry into Northwest Bancshares.
  
- A representative of Sandler O'Neill presented Sandler O'Neill's fairness analysis. This review included, among other things, terms of the proposed merger, including the purchase price per share and form of merger consideration, valuation multiples of the proposed Merger compared to comparable transactions, pro forma branch network, franchise overview of LNB Bancorp, franchise overview of Northwest Bancshares, pro forma analysis and transaction analysis.
  
- Sandler O'Neill delivered its oral opinion that, as of December 15, 2014 and based on current assumptions, the merger consideration is fair to holders of LNB Bancorp common stock from a financial point of view.

The board of directors discussed the Merger Agreement and the fairness analysis and fairness opinion. At the conclusion of the meeting, the board of directors unanimously:

- determined that the Merger, the Merger Agreement and the merger consideration were fair to LNB Bancorp and LNB Bancorp shareholders and that entering into the Merger Agreement and completing the Merger and the other transactions contemplated by the Merger Agreement was in the best interest of LNB Bancorp and LNB Bancorp shareholders, based on the evaluation and consideration of all reports and information available to the board of directors as of the date of the meeting and all factors that the board of directors deemed relevant, including, without limitation, the fairness opinion;
  
- authorized and approved the Merger and all other transactions contemplated by the definitive merger agreement;
  
- approved and adopted the Merger Agreement;

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- authorized officers of LNB Bancorp to execute and deliver the Merger Agreement; and
- recommended that LNB Bancorp shareholders vote for approval of the Merger Agreement.

On December 15, 2014, LNB Bancorp and Northwest Bancshares executed and delivered the Merger Agreement and respective disclosure schedules and issued a joint press release announcing execution of the Merger Agreement and the terms of the Merger after trading markets had closed for the day.

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**LNB Bancorp's Reasons for the Merger**

In determining that the Merger and the Merger Agreement were fair to and in the best interest of LNB Bancorp and its shareholders, in authorizing and approving the Merger, in adopting the Merger Agreement and in recommending that LNB Bancorp shareholders vote for approval of the Merger Agreement, LNB Bancorp's board of directors consulted with members of LNB Bancorp's management, and with Sandler O'Neill and Calfee, and also considered a number of factors that the LNB Bancorp board of directors viewed as relevant to its decisions, including, without limitation, the following:

- The business strategy and strategic plan of LNB Bancorp, its prospects for the future, and its projected financial results.
  
- A review of the risks and prospects of LNB Bancorp remaining independent, including the challenges of the current financial, operating and regulatory climate.
  
- Management's stand alone financial projections, which estimated that, even with substantial strategic investment, over a time frame of three years, LNB Bancorp would not achieve through organic growth a comparable level of shareholder value that the Merger is expected to deliver.
  
- Management's assessment of the considerable execution risks involved in attaining the performance levels assumed by the forecasts, and its similar assessment of the considerable execution risk involved in growth by acquisition.
  
- Conditions and activity in the M&A market providing a unique window of opportunity with respect to a merger of LNB Bancorp and delivering accelerated and enhanced shareholder value, as compared to organic growth.
  
- The increasing costs associated with banking regulation, including the Dodd-Frank Act.
  
- The anticipated costs associated with continuing to develop and enhance LNB Bancorp's business capabilities.
  
- The form and amount of the merger consideration, including the tax treatment of stock consideration and reduced volatility provided by cash consideration.

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- The purchase price per share to be paid by Northwest Bancshares and the resulting valuation multiples (based on Northwest Bancshares closing price per share of \$12.87 on December 9, 2014 and total purchase price per share of \$18.70), all of which were significantly higher than the median valuation multiples for comparable transactions:
  
- Price to last twelve months earnings per share at September 30, 2014 of 24.4x
- Price to book value per share at September 30, 2014 of 160%
- Price to tangible book value per share at September 30, 2014 of 199%
- Tangible book premium to core deposits of 11.3%
- One-day premium to market on December 9, 2014 of 7.7%
  
- One-day premium to unaffected market on December 9, 2014 (based on LNB Bancorp's stock price on the day prior to PL Capital Group's Schedule 13D disclosure on August 11, 2014) of 49.9%
  
- Expected earnings per share accretion, which Sandler O'Neill estimated to be approximately \$0.14 per share in 2016, based on the stand alone financial projections provided by LNB Bancorp and by Northwest Bancshares and pro forma financial impact assumptions determined by the senior management of Northwest Bancshares.

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- Expected operating efficiencies.
- The employment prospects for LNB Bancorp's employees within the combined company.
- Northwest Bancshares' strategy of expansion in Ohio and adding markets with greater populations and more favorable demographics.
- The belief that Northwest Bancshares can leverage LNB Bancorp's expertise in commercial and small business administration lending throughout Northwest Bancshares' footprint.
- LNB Bancorp's and Northwest Bancshares' shared values, common cultures and commitment to serve their clients and communities.
- Northwest Bancshares' historically strong financial condition and results of operations.
- A review of the historical financial statements and condition of LNB Bancorp and certain other internal information, primarily financial in nature, relating to the business, earnings and balance sheet of LNB Bancorp.
- The fact that the Merger would combine two established banking franchises to create a well-positioned community bank with approximately \$9.0 billion in assets.
- Comparative stand alone analyses of LNB Bancorp and Northwest Bancshares prepared by Sandler O'Neill, a pro forma analyses of the combined company prepared by Sandler O'Neill, and the book and tangible book values per share, earnings per share, dividends and capital levels of each entity.
- The anticipated future earnings growth of LNB Bancorp compared to the potential future earnings growth of Northwest Bancshares and the combined company.
- The proposed organizational structure of the combined company, including the contemplated use of LNB Bancorp's headquarters facility in Lorain, Ohio and management personnel as regional management for the combined company's Ohio operations.

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- The anticipated future trading value of the LNB Bancorp shares of common stock compared to the value of the common stock merger consideration offered by Northwest Bancshares and the potential future trading value of the combined company's common stock, coupled with the mitigation of volatility and downside risk provided by the cash component of the merger consideration as well as the ability of LNB Bancorp shareholders who desire liquidity to receive cash.
- The anticipated future dividends to be received by LNB Bancorp shareholders after completion of the Merger as Northwest Bancshares shareholders, based on Northwest Bancshares' current and projected annual dividends per share.
- The prospects for increased loan growth opportunities and improved market demographics resulting from Northwest Bancshares' market presence in the Northeast Ohio metropolitan area.
- The complementary nature of the businesses of LNB Bancorp and Northwest Bancshares and the anticipated improved stability of the combined company's business and earnings in varying economic and market climates.

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- The greater market capitalization of the combined organization and trading volume and liquidity of Northwest Bancshares common stock in the event LNB Bancorp shareholders desire to sell the shares of Northwest Bancshares common stock to be received by them upon completion of the Merger.
  
- The ability of Northwest Bancshares to complete the Merger from a business, financial and regulatory perspective.
  
- The geographic fit of the branch networks of the combined company.
  
- The scale, scope, strength and diversity of operations, product lines and delivery systems that could be achieved by the combined company.
  
- The ability of the combined company to provide comprehensive financial services to its customers, and the potential for operating synergies and cross-marketing of products and services across the combined company.
  
- The likelihood of successful integration and operation of the combined company.
  
- The likelihood of obtaining the shareholder and regulatory approvals needed to complete the transaction.
  
- The analyses presented by Calfee as to the structure of the Merger, the Merger Agreement, the fiduciary and legal obligations applicable to directors when considering a sale or merger of a company, and the process that LNB Bancorp (including its board of directors) employed in considering potential strategic alternatives, including the Merger with Northwest Bancshares.
  
- The results of the solicitation process conducted by LNB Bancorp, with the advice and assistance of its advisors.
  
- Certain structural protections included in the Merger Agreement, including:
  - the fact that the Merger Agreement does not preclude a third party from making an unsolicited proposal for an alternative takeover proposal with LNB Bancorp and that, under certain circumstances more fully described under Additional Covenants of LNB Bancorp and Northwest Bancshares in the Merger Agreement Agreement Not to Solicit Other Proposals, LNB Bancorp may furnish non-public information to and enter into discussions with such third party regarding the alternative takeover proposal and the ability of the LNB Bancorp



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board of directors to withdraw, amend or qualify its board recommendation of the merger or recommend a superior proposal or terminate the Merger Agreement to enter into a definitive agreement for a superior proposal if certain requirements are met, in each case subject to the payment of a termination fee by LNB Bancorp of \$7,300,000, the amount of which was negotiated at arm's-length and was determined by the LNB Bancorp board of directors to be reasonable; and

- the covenant of Northwest Bancshares to use its best efforts to obtain regulatory approval coupled with a related reverse termination fee payable if regulatory approval is not obtained for reasons solely attributable to Northwest Bancshares.
  
- The financial analyses reviewed and discussed with the LNB Bancorp board of directors by representatives of Sandler O'Neill, as well as the oral opinion of Sandler O'Neill delivered to the LNB Bancorp board of directors on December 15, 2014 (which was subsequently confirmed in writing by delivery of Sandler O'Neill's written opinion dated December 15, 2014) that the

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merger consideration is fair to holders of LNB Bancorp common shares from a financial point of view.

The LNB Bancorp board of directors also considered a number of potential risks and uncertainties in connection with its consideration of the proposed Merger, including, without limitation, the following:

- The challenges of integrating LNB Bancorp's business, operations and employees with those of Northwest Bancshares.
- The need to and likelihood of obtaining approval by shareholders of LNB Bancorp and regulators in order to complete the transaction.
- The risks associated with the operations of the combined company, including the ability to achieve the anticipated cost savings and revenue enhancements contemplated by the respective management teams.
- The risks and costs associated with entering into the Merger Agreement and restrictions on the conduct of LNB Bancorp's business before the merger is completed.
- The possibility of a significant reduction in the trading price of Northwest Bancshares common stock following the announcement of the Merger Agreement and prior to completion of the Merger.
- The impact that provisions of the Merger Agreement relating to payment of a termination fee by LNB Bancorp may have on LNB Bancorp receiving an alternative takeover proposal.
- The potential costs associated with executing the Merger Agreement, including change in control payments and related costs, as well as estimated advisor fees.
- The possibility of litigation in connection with the Merger.
- The fact that a termination fee in the amount of \$7.3 million would have to be paid to Northwest Bancshares if LNB Bancorp determined to terminate the Merger Agreement to accept a superior proposal or if Northwest Bancshares determined to terminate the Merger Agreement due to LNB Bancorp's material breach of its non-solicitation or cooperation obligations, willful breach of representations or

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warranties, failure to recommend or withdrawal or modification of its recommendation of the Merger Agreement, or entry into an acquisition agreement following its failure to obtain shareholder approval of the Merger Agreement.

This discussion of the information and factors considered by LNB Bancorp's board of directors in reaching its conclusions and recommendation includes the factors identified above, but is not intended to be exhaustive and may not include all of the factors considered by the LNB Bancorp board of directors. In view of the wide variety of factors considered in connection with its evaluation of the Merger and the other transactions contemplated by the Merger agreement, and the complexity of these matters, the LNB Bancorp board of directors did not find it useful and did not attempt to quantify, rank or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the Merger and the other transactions contemplated by the Merger Agreement, and to make its recommendation to LNB Bancorp shareholders. Rather, the LNB Bancorp board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered, including its discussions with and questioning of members of LNB Bancorp's management and outside legal and financial advisors. In addition, individual members of the LNB Bancorp board of directors may have assigned different weights to different factors.

Certain of LNB Bancorp's directors and executive officers have financial interests in the Merger that are different from, or in addition to, those of LNB Bancorp's shareholders generally. The LNB Bancorp board of

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directors was aware of and considered these potential interests, among other matters, in evaluating the Merger and in making its recommendation to LNB Bancorp shareholders. For a discussion of these interests, see Interests of Certain Persons in the Merger that are Different from Yours.

**Recommendation of the LNB Bancorp Board of Directors**

The LNB Bancorp board of directors unanimously determined that the Merger Agreement and the transactions contemplated thereby, including without limitation the Merger, are fair to and in the best interests of LNB Bancorp and the LNB Bancorp shareholders.

**THE LNB BANCORP BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT LNB BANCORP SHAREHOLDERS VOTE FOR APPROVAL AND ADOPTION OF THE MERGER AGREEMENT AND THE MERGER.**

**Opinion of LNB Bancorp, Inc.'s Financial Advisors**

By letter dated September 25, 2014, LNB Bancorp retained Sandler O'Neill to act as its financial advisor in order to explore possible strategic alternatives. Sandler O'Neill is a nationally recognized investment banking firm whose principal business specialty is financial institutions. In the ordinary course of its investment banking business, Sandler O'Neill, is regularly engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions and other corporate transactions.

Sandler O'Neill acted as financial advisor to LNB Bancorp in connection with the Merger and participated in certain of the negotiations leading to the execution of the Merger Agreement. At the December 15, 2014 meeting at which LNB Bancorp's board considered and approved the Merger Agreement, Sandler O'Neill delivered to the board its oral opinion, that, as of such date, the merger consideration was fair to the holders of LNB Bancorp common stock from a financial point of view. The full text of Sandler O'Neill's written opinion dated December 15, 2014 is attached as Appendix C to this Proxy Statement/Prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler O'Neill in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the opinion. LNB Bancorp shareholders are urged to read the entire opinion carefully in connection with their consideration of the Merger.

In connection with this opinion, Sandler O'Neill has reviewed, among other things:

- (i) the Merger Agreement;
- (ii) certain financial statements and other historical financial information of LNB Bancorp that Sandler O'Neill deemed relevant;
- (iii) certain financial statements and other historical financial information of Northwest Bancshares that Sandler O'Neill deemed relevant;

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- (iv) internal financial estimates for LNB Bancorp for the years ending December 31, 2014 through December 31, 2017 as provided by senior management of LNB Bancorp, and an estimated long-term annual growth rate for the years thereafter as discussed with the senior management of LNB Bancorp;
- (v) publicly available median analyst earnings estimates for Northwest Bancshares for the years ending December 31, 2014 through December 31, 2016, and various estimated annual growth rates for the years thereafter;
- (vi) the pro forma financial impact of the Merger on Northwest Bancshares based on assumptions relating to transaction costs, purchase accounting adjustments, expected cost savings and other

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- synergies which were prepared by and/or reviewed with representatives and the senior management of Northwest Bancshares;
- (vii) a comparison of certain financial and other information, including stock trading information, for LNB Bancorp and Northwest Bancshares with similar publicly available information for certain other banking institutions, the securities of which are publicly traded;
  - (viii) the terms and structures of other recent mergers and acquisitions transactions in the banking sector;
  - (ix) the current market environment generally and in the banking sector in particular; and
  - (x) such other information, financial studies, analyses and investigations and financial, economic and market criteria as Sandler O Neill considered relevant.

Sandler O Neill also discussed with certain members of senior management of LNB Bancorp the business, financial condition, results of operations and prospects of LNB Bancorp and held similar discussions with the senior management of Northwest Bancshares regarding the business, financial condition, results of operations and prospects of Northwest Bancshares.

In performing its review, Sandler O Neill has relied upon the accuracy and completeness of all of the financial and other information that was available to it from public sources, that was provided to Sandler O Neill by LNB Bancorp and Northwest Bancshares or that was otherwise reviewed by it and has assumed such accuracy and completeness for purposes of preparing the opinion. Sandler O Neill further relied on the assurances of senior management of LNB Bancorp that they are not aware of any facts or circumstances that would make any of such information inaccurate or misleading in any material respect. Sandler O Neill did not make an independent evaluation or appraisal of the specific assets, the collateral securing assets or the liabilities (contingent or otherwise) of LNB Bancorp or Northwest Bancshares or any of their respective subsidiaries. Sandler O Neill did not make an independent evaluation of the adequacy of the allowance for loan losses of LNB Bancorp, Northwest Bancshares or the combined entity after the Merger, and Sandler O Neill has not reviewed any individual credit files relating to LNB Bancorp or Northwest Bancshares. Sandler O Neill assumed for purposes of the opinion that the respective allowances for loan losses for both LNB Bancorp and Northwest Bancshares are adequate to cover such losses and will be adequate on a pro forma basis for the combined entity.

In preparing its analyses, Sandler O Neill used internal financial projections as provided by the senior management of LNB Bancorp and an estimated long-term growth rate, respectively. Sandler O Neill also received and used in its analyses certain projections of transaction costs, purchase accounting adjustments, expected cost savings and other synergies which were prepared by and/or reviewed with representatives and senior management of Northwest Bancshares. With respect to those projections, estimates and judgments, the respective managements of LNB Bancorp and Northwest Bancshares confirmed to Sandler O Neill that those projections, estimates and judgments reflected the best currently available estimates and judgments of those respective managements of the future financial performance of LNB Bancorp and Northwest Bancshares, respectively, and Sandler O Neill assumed that such performance would be achieved. Sandler O Neill expresses no opinion as to such estimates or the assumptions on which they are based. Sandler O Neill assumed that there has been no material change in the respective assets, financial condition, results of operations, business or prospects of LNB Bancorp and Northwest Bancshares since the date of the most recent financial data made available to Sandler O Neill. Sandler O Neill also assumed in all respects material to its analysis that LNB Bancorp and Northwest Bancshares would remain as a going concern for all periods relevant to its analyses. Sandler O Neill expressed no opinion as to any of the legal, accounting and tax matters relating to the Merger and any other transactions contemplated in connection therewith.

Sandler O Neill's analyses and the views expressed in the opinion are necessarily based on financial, economic, regulatory, market and other conditions as in effect on, and the information made available to it as of, the date of the opinion. Events occurring after the date of the opinion could materially affect Sandler O Neill's views.



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Sandler O Neill has not undertaken to update, revise, reaffirm or withdraw its opinion or otherwise comment upon events occurring after the date of the opinion.

Sandler O Neill acted as a financial advisor to the Board of Directors of LNB Bancorp in connection with the Merger and a significant portion of its fees are contingent upon the closing of the Merger. Sandler O Neill has received a fee for providing its opinion. See Sandler O Neill's Compensation and Other Relationships with LNB Bancorp. LNB Bancorp also has agreed to indemnify Sandler O Neill against certain liabilities arising out of its engagement. In the ordinary course of Sandler O Neill's business as a broker-dealer, it may purchase securities from and sell securities to LNB Bancorp and Northwest Bancshares and their affiliates. Sandler O Neill may also actively trade the debt securities of LNB Bancorp and Northwest Bancshares or their affiliates for its own account and for the accounts of its customers.

Sandler O Neill's opinion is directed to the Board of Directors of LNB Bancorp in connection with its consideration of the Merger and does not constitute a recommendation to any shareholder of LNB Bancorp as to how such shareholder should vote at any meeting of shareholders called to consider and vote upon the Merger. Sandler O Neill's opinion is directed only to the fairness, from a financial point of view, of the merger consideration to the holders of LNB Bancorp common stock and does not address the underlying business decision of LNB Bancorp to engage in the Merger, the relative merits of the Merger as compared to any other alternative business strategies that might exist for LNB Bancorp or the effect of any other transaction in which LNB Bancorp might engage. Sandler O Neill's opinion may not be reproduced or used for any other purposes, without Sandler O Neill's prior written consent. Sandler O Neill's opinion has been approved by Sandler O Neill's fairness opinion committee. Sandler O Neill does not express any opinion as to the fairness of the amount or nature of the compensation to be received in the Merger by LNB Bancorp's officers, directors, or employees, or class of such persons, relative to the compensation to be received in the Merger by any other shareholders of LNB Bancorp.

**Summary of Proposal.** Pursuant to the terms of the Merger, upon the effective time of the Merger, each share of LNB Bancorp common stock, excluding certain shares as specified in the Merger Agreement and subject to the election procedures described in the Merger Agreement, issued and outstanding immediately prior to the effective time of the Merger shall become and be converted into the right to receive, at the election of the holder thereof: (i) 1.461 shares of Northwest Bancshares common stock or (ii) \$18.70 in cash. Based upon financial information for LNB Bancorp as of or for the quarter ending September 30, 2014, Sandler O Neill calculated the following transaction ratios:

	<b>Implied Transaction Multiples</b>
Price / September 30, 2014 Book Value Per Share:	160%
Price / September 30, 2014 Tangible Book Value Per Share:	199%
Price / Last Twelve Months Earnings Per Share:	24.4x
Tangible Book Premium / Core Deposits(1):	11.3%
Premium to Market as of December 9, 2014:	7.7%
Premium to Unaffected Market(2):	49.9%

(1) Core Deposits are defined as deposits, less time deposit accounts with balances over \$100,000, foreign deposits and unclassified deposits.

(2) Pricing based on day prior to PL Capital 13D disclosure on August 11, 2014 (504,950 shares or 5.2% stake as of August 8, 2014; owned 903,178 shares or 9.34% as of September 30, 2014).



**Stock Trading History.** Sandler O'Neill reviewed the history of the publicly reported trading prices of LNB Bancorp's common stock and Northwest Bancshares' common stock for the three-year period ended December 9, 2014. Sandler O'Neill then compared the relationship between the movements in the price of LNB Bancorp's and Northwest Bancshares' common stock, respectively, to movements in the stock prices of their respective peer groups (as described in the footnotes below) and the SNL U.S. Bank and Thrift Index.

Table of Contents**LNB Bancorp's Three-Year Stock Performance**

	<b>Beginning Index Value December 9, 2011</b>	<b>Ending Index Value December 9, 2014</b>
LNB Bancorp	100%	386.9%
LNB Bancorp Peers(1)	100%	179.7%
SNL U.S. Bank and Thrift	100%	194.2%

**Northwest Bancshares Three Year Stock Performance**

	<b>Beginning Index Value December 9, 2011</b>	<b>Ending Index Value December 9, 2014</b>
Northwest Bancshares	100%	103.6%
Northwest Bancshares Peers(2)	100%	179.4%
SNL U.S. Bank and Thrift	100%	194.2%

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(1) LNB Bancorp Peers consist of publicly-traded Midwest commercial banks with total assets between \$800 million and \$1.8 billion and last twelve months' return on average assets between 0.3% and 0.9%.

(2) Northwest Bancshares Peers consist of publicly-traded nationwide commercial banks and thrift institutions with total assets between \$4.0 and \$12.0 billion and tangible common equity to tangible assets between 10.00% and 14.00%.

**Sandler O'Neill noted that the above analysis showed that LNB Bancorp's stock outperformed Northwest Bancshares, its peer group and the SNL U.S. Bank and Thrift Index for the three-year period. Sandler O'Neill also noted that Northwest Bancshares underperformed its peer group and the SNL U.S. Bank and Thrift Index for the three-year period.**

**LNB Bancorp Comparable Company Analysis.** Sandler O'Neill also used publicly available information to compare selected financial and market trading information for LNB Bancorp and a specific group of financial institutions selected by Sandler O'Neill. The LNB Bancorp peer group was selected by Sandler O'Neill and consisted of publicly-traded Midwest commercial banks with total assets between \$800 million and \$1.8 billion and last twelve months' return on average assets between 0.3% and 0.9%. The group excluded thrift institutions and merger targets.

The analysis compared publicly available financial information for LNB Bancorp and the median financial and market trading data for the LNB Bancorp peer group as of and for the last twelve months ended September 30, 2014. The table below sets forth the data for LNB Bancorp and the LNB Bancorp peer group as of and for the twelve months ended September 30, 2014, with pricing data as of December 9, 2014.

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Financial Data as of or for the Period Ending September 30, 2014

Pricing Data as of December 9, 2014

Capital Position			LTM Profitability		Asset Quality				Valuation					
Total Assets	TCE/ Leverage	Total RBC	Net Interest	Efficiency	LLR/ Gross	NPAs/ Total	NCOs/ Avg.	Tang. Book	Price/ LTM	2014 Est.	2015 Est.	Current Dividend	LTM Dividend	Market