

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attachment.

Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Multiple horizontal lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 2/23/2023

Print your name ▶ **Peter Chapman** Title ▶ **Chief Financial Officer**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

HBT Financial, Inc.
EIN: 37-1117216
Attachment to Form 8937

Part I. Reporting Issuer

Item 9.

The securities subject to reporting include all shares of common stock of HBT Financial, Inc., a Delaware corporation (“HBT Financial”), issued in exchange for shares of common stock of Town and Country Financial Corporation, a Delaware corporation (“Town and Country”), in the acquisition of Town and Country by HBT Financial on February 1, 2023.

Part II. Organizational Action

Item 14.

On February 1, 2023, HBT Financial acquired Town and Country pursuant to an Agreement and Plan of Merger, dated August 23, 2022, between HBT Financial, HB-TC Merger, Inc., a Delaware corporation and wholly-owned subsidiary of HBT Financial (“MergerCo”), and Town and Country (the “Merger Agreement”) and an Agreement and Plan of Merger, dated August 23, 2022, between HBT Financial and Town and Country (the “Mid-Tier Merger Agreement”). Pursuant to the Merger Agreement, MergerCo merged with and into Town and Country, with Town and Country as the surviving entity, and as a result, Town and Country became a wholly-owned subsidiary of HBT Financial (the “Merger”). Immediately following the Merger, Town and Country merged pursuant to the Mid-Tier Merger Agreement with and into HBT Financial, with HBT Financial as the surviving entity, thereby ending the separate corporate existence of Town and Country (the “Mid-Tier Merger” and together with the Merger, the “Integrated Merger”).

As a result of the Integrated Merger, each share of Town and Country common stock issued and outstanding as of the effective time of the Integrated Merger was converted into and, thereafter, constituted the right to receive, subject to the election and proration procedures as provided in the Merger Agreement, one of the following: (i) 1.9010 duly authorized, validly issued, fully paid and non-assessable shares of HBT Financial common stock, par value \$0.01 per share (the “Stock Consideration”), (ii) cash in the amount of \$35.66 (the “Cash Consideration”), or (iii) a combination of cash and HBT Financial common stock. In the aggregate, 37.5% of the issued and outstanding shares of Town and Country common stock were converted into the right to receive the Cash Consideration and 62.5% of the issued and outstanding shares of Town and Country common stock were converted into the right to receive the Stock Consideration. Town and Country shareholders electing the Stock Consideration were subject to proration under the terms of the Merger Agreement and ultimately received a combination of cash and shares of HBT Financial common stock.

To the extent that the exchange of stock pursuant to the Integrated Merger would have resulted in the issuance of a fractional share of HBT Financial common stock to a Town and Country shareholder, a cash payment equal to the market value equivalent of the fractional share (as determined under the Merger Agreement) was paid to such shareholder in lieu of issuing a fractional share of HBT Financial common stock.

Item 15.

HBT Financial believes that the Merger and the Mid-Tier Merger constitute a single integrated transaction that qualifies as a reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the “Code”). In general, the U.S. federal income tax consequences to shareholders who exchanged Town and Country common stock for a combination of shares of HBT Financial common stock and cash pursuant to the Integrated Merger are as follows:

A shareholder who receives a combination of shares of HBT Financial common stock and cash (other than cash received in lieu of fractional shares of HBT Financial common stock) in exchange for shares of Town and Country common stock generally will recognize gain (but not loss) in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of the HBT Financial common stock and cash received by the shareholder of Town and Country common stock exceeds such shareholder’s adjusted basis in its Town and Country common stock surrendered and (ii) the amount of cash received by such shareholder of Town and Country common stock (in each case excluding any cash received in lieu of fractional shares of HBT Financial common stock, which will be treated as discussed below).

Pursuant to Section 358 of the Code, each shareholder will need to allocate its tax basis in the Town and Country common stock immediately before the Integrated Merger to the shares of HBT Financial common stock received in the Integrated Merger (including any fractional shares deemed received and exchanged for cash). The shareholder’s aggregate tax basis in HBT Financial common stock received pursuant to the transaction (including any fractional shares deemed received and exchanged for cash, as described below) will equal the aggregate tax basis in the original Town and Country common stock surrendered in the transaction, minus any cash received by such shareholder in the Integrated Merger (other than cash received in lieu of a fractional share of Town and Country common stock), and plus any gain recognized by the shareholder in the Integrated Merger (excluding gain recognized as a result of cash received in lieu of a fractional share of HBT Financial common stock).

The holding period of HBT Financial common stock received in exchange for shares of Town and Country common stock (including fractional shares of HBT Financial common stock deemed received and exchanged for cash, as described below) will include the holding period of the Town and Country common stock for which it is exchanged, provided such stock was held by such shareholder as a capital asset at the time of the exchange.

If a shareholder of Town and Country common stock acquired different blocks of shares of Town and Country common stock at different times or at different prices, such shareholder’s basis and holding period may be determined with reference to each block of Town and Country common stock. Any such shareholders should consult their tax advisors regarding the manner in which HBT Financial common stock received in the exchange should be allocated among different blocks of Town and Country common stock and with respect to identifying the bases or holding periods of the particular shares of HBT Financial common stock received in the Integrated Merger.

For shareholders who held their Town and Country shares of common stock as capital assets, any gain recognized generally will be long-term capital gain if the shareholder held the shares of Town and Country common stock for more than one year at the effective time of the Integrated Merger.

In some cases, including without limitation, if a shareholder of Town and Country common stock actually or constructively owns HBT Financial common stock other than HBT Financial common stock received pursuant to the Integrated Merger, gain recognized pursuant to the Integrated Merger could be treated as having the effect of a distribution of a dividend under the tests set forth in Section 302 of the Code, in which case such gain would be treated as dividend income. Because the possibility of dividend treatment depends upon each shareholder's particular circumstances, including the application of constructive ownership rules, shareholders of Town and Country common stock should consult their own tax advisors regarding the application of the foregoing rules to their particular circumstances.

Cash Received in Lieu of Fractional Shares

A shareholder who receives cash in lieu of a fractional share of HBT Financial common stock will be treated as having received the fractional share pursuant to the Integrated Merger and then as having exchanged the fractional share for cash in a redemption by HBT Financial with the U.S. federal income tax treatment determined pursuant to Code Section 302(a). As a result, such shareholder will generally recognize gain or loss equal to the difference between the amount of cash received and the portion of the adjusted basis of the shares of Town and Country common stock allocable to such fractional share interest as set forth above. For shareholders who held their shares as capital assets, this gain or loss will generally be capital gain or loss, and will be long-term capital gain or loss if, as of the effective time of the Integrated Merger, such shareholder's holding period for such shares of Town and Country common stock is greater than one year. The deductibility of capital losses is subject to limitations. See the above discussion regarding blocks of stock that were purchased at different times or at different prices.

Item 16.

Refer to the description of the basis calculation in Part II, Item 15 above. We urge you to consult your tax advisor regarding the allocation of your tax basis in the Town and Country common stock held immediately before the Integrated Merger to the shares of HBT Financial common stock received in the Integrated Merger. There are several possible methods for determining the fair market value of HBT Financial common stock. One possible approach is to utilize the NASDAQ Global Select Market closing price on February 1, 2023. The February 1, 2023 closing price of a single share of HBT Financial common stock on the NASDAQ Global Select Market was \$21.12. Other approaches to determine the fair market value may also be possible.

Item 17.

HBT Financial believes that its acquisition of Town and Country pursuant to the Integrated Merger effected on February 1, 2023, constitutes a single integrated transaction that qualifies as a reorganization within the meaning of Code Section 368(a)(1). Consequently, the U.S. federal income tax consequences to the Town and Country shareholders are determined under Code Sections 302, 354, 356, 358, 1221, 1223, and Treasury regulations promulgated thereunder.

Item 18.

Except to the extent of cash received in lieu of fractional shares of HBT Financial common stock, shareholders receiving shares of HBT Financial common stock and cash generally will not recognize loss with respect to the exchange of Town and Country common stock for shares of HBT Financial common stock and cash in the Integrated Merger. In general, a shareholder who holds its Town and Country shares of common stock as capital assets and receives cash in lieu of a fractional share of HBT Financial common stock will recognize capital loss or gain based on the difference between the amount of cash received and the shareholder's adjusted tax basis in the fractional share (determined as discussed above). The deductibility of capital losses may be subject to limitations. Shareholders should consult their tax advisors with respect to potential tax consequences to them.

Item 19.

This Integrated Merger was consummated on February 1, 2023. Consequently, the reportable tax year of the Town and Country shareholders for reporting the tax effect of the Integrated Merger is the tax year that includes the February 1, 2023 date. The reportable year is the 2023 calendar year for those shareholders who report taxable income on the basis of a calendar year.

This information contained herein is being provided pursuant to the requirements of Section 6045B of the Code. No ruling from the Internal Revenue Service (the "IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the Integrated Merger described in this attachment. This attachment is not binding on the IRS, and the IRS and the U.S. Courts could disagree with one or more of the positions described above.

The above information does not constitute tax advice. It does not address the tax consequences that may apply to any particular shareholder, and each shareholder is urged to consult their own tax advisor regarding the U.S. federal, state and local or foreign tax consequences of the Integrated Merger.