

Growing **Forward.**

Busey[®]
FIRST BUSEY CORPORATION

our vision

Our vision is to be
the premier provider
of financial solutions
through a customer-centric,
low-risk growth strategy
and consistent execution
of the *Busey Promise*.

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Letter to the Shareholders.

In 2011, we continued to build on our capital strength and credit quality as a solid foundation for growth in the years ahead.

Our financial metrics show the effectiveness of our ongoing commitment to balance sheet strength, profitability and growth—with eight sequential quarters of profitability, consistent dividend payments to our shareholders, and a rising stock price.

We delivered net income of \$29.9 million for the year ended December 31, 2011, and net income to common shareholders of \$24.5 million, or \$0.29 per fully diluted common share—all improvements over the previous year. Earnings growth was driven by positive trends in credit quality, which reduced our loan loss provision expense by \$22.0 million.

Through our solid retail branch network, we remain strongly core deposit funded at 73% of total assets—with plentiful liquidity and significant market share in the communities we serve. Our revenue sources are well balanced with non-interest (“other”) income at 1.70% of average assets, generated by diverse businesses including sophisticated payment processing services from our FirstTech subsidiary and Busey Wealth Management’s \$3.8 billion in assets under care.

As we look to the future, the Company has embraced several efforts which are actively underway to support organic growth.

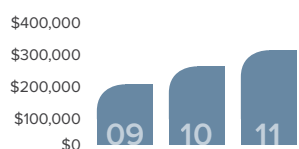
As we committed to shedding unprofitable assets and rebalancing our asset mix, our loan volumes and related

net interest income declined, partially offset by reduced funding costs. We initiated plans to rebuild our balance sheet with fresh assets, and we are now focused on growing quality loans, encompassing a multi-dimensional approach that includes new service offerings in the commercial middle-market sector.

Developing a sustainable and scalable sales model is a clear priority. As such, in early 2011 we instituted new mechanisms for organic growth with our investment in B⁵—our relationship sales model. By fully capitalizing on our strengths—our range of financial capabilities through our five lines of business—we are able to deepen our value to clients through expanded relationships and comprehensive solutions. Traction from this initiative is evident through the rise of non-interest bearing deposits, referrals across lines of business, and broad elements of other fee income, which is covered in more detail later in this report.

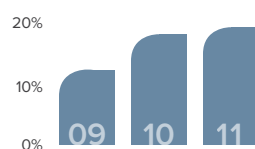
In August, we exited the Troubled Asset Relief Program (“TARP”) and issued preferred stock to the U.S. Department of the Treasury in the Small Business Lending Fund (“SBLF”).

Tangible Common Stockholders’ Equity (\$ in thousands)

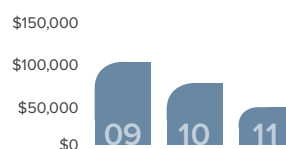


Capital Strength

Total Regulatory Capital Ratio



Non-Performing Assets (\$ in thousands)



Allowance for Loan Losses to Non-Performing Loans



Positive Trends in Credit Metrics

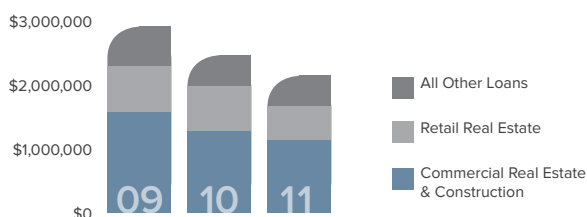
“Our real problem, then, is not our strength today; it is rather the vital necessity of action today **to ensure our strength tomorrow.**”

—Dwight D. Eisenhower

As one of the few qualified financial institutions in our market areas to participate in the SBLF program, we view this as an avenue to further enhance service capabilities to our business customers. Busey has over 140 years of experience serving small businesses and holds Preferred Lender Program (“PLP”) status—the highest lending designation awarded by the U.S. Small Business Administration (“SBA”). Busey also holds the SBA Express designation, which allows us to make timely in-house loan approval decisions. Combining the strengths of our offerings in commercial lending with our community-minded values sets us apart from larger and smaller competitors alike.

Late in the year, we initiated the next steps of our organic growth evolution by strategically adding to our commercial sales and support teams to reinvigorate asset expansion and create new, diversified revenue streams. With a focus on revenue extension through tactical business selection, investing in our credit and commercial lending talent base was a logical and necessary next step in our progression. We anticipate that investing in and attracting dedicated talent to Busey will accelerate throughout 2012. Additional resources in cash management, FirstTech and Busey Wealth Management are expected to be added to fully complement the business and personal needs of our customers. Our retail branch model works together with these business lines to comprehensively fulfill the financial needs of our customers. We also plan to further add to existing talent in credit, data processing and technology support—allowing our company to uphold our **promise** of growth with the highest standards for quality, while efficient technology solutions facilitate a climate of continuous innovation.

Loan Portfolio (\$ in thousands)



Our Call to Action: Quality Asset Growth

Additionally, we remain well-positioned to explore external growth opportunities that enhance and reinforce our strategies for positive organic change. While economic headwinds persist, we seek solutions for our customers and communities that will help them sustain financial stability and succeed despite uncertain market conditions.

As outlined throughout this report, and others, the **Busey Promise** defines the type of organization we are. Our **promise** is a reflection of our unwavering commitment to excellence, and to the brighter possibilities of tomorrow. We believe our track record of doing what we say we’re going to do, and adhering to our mission with tightly focused efficiency, is well-documented throughout prior period earnings reports. With a healthy capital foundation, consistent earnings history, and notable progress in credit quality, we are well prepared to leverage enhanced sales models with an increased sales force, and embrace market appropriate innovation—breeding long-term prosperity for all of our **Pillars**—customers, associates, communities and shareholders.

We intend to continue vigorously investing in our communities—by increasing jobs, building strong financial partnerships, providing thought-leadership and adding resources in our neighborhoods. As we build for the future, we will not allow short-term changes in market efficiency measures to deter us from the discipline needed to exceed our objectives—we believe this dedication will keep our company strong, and differentiate us from the competition in years to come.

As always, we are grateful for the business of our loyal customers, for the contributions of our talented associates and for the steadfast support of you—our shareholders.

VAN A. DUKEMAN, CFA
President & Chief Executive Officer
First Busey Corporation

CUSTOMER ASSOCIATES COMMUNITIES SHAREHOLDERS

In addition to our vision, a clear understanding of our core values, commitments and unique operating terms is essential to executing the ***Busey Promise***.

The ***Busey Promise***

All relationships begin with the ***Busey Promise***.

We embrace and consistently fulfill the ***Busey Promise*** to our **4 Pillars**: Customers, Associates, Communities and Shareholders.

Customers: At Busey, we treat every customer as we would like to be treated.

Associates: Our associates make Busey... Busey. Because of this, we remain Busey.

Communities: Being a community financial services organization means being a good corporate neighbor—partnering for purpose and progress.

Shareholders: Our priorities are balance sheet strength, profitability and growth—in that order.



The Busey Mission

Busey is a financial services organization that exceeds the service needs of its customers, invests both in its associates and communities, and delivers long-term value to its shareholders.

The 4 Busey Pillars

Customers, Associates, Communities and Shareholders

One Busey

Busey operates multiple business units; however, we consistently serve our **Pillars** as one, making it easier for them to have relationships with us.

Busey Core Values

Knowledgeable, Trustworthy, Friendly, Responsive, Community-Minded, Customer-Centric

Busey Core Commitments

Focus on service, listen to our **Pillars**, leverage our expertise, treat others with respect, develop trusting relationships and simplify financial solutions.

Our eight strategic initiatives

shape our priorities and progress toward our vision.

By successfully executing these initiatives—in support of our vision and values—we will fulfill the *Busey Promise* and fortify our relationship with our Pillars.

1. B⁵ = Busey to the Fifth Power.

We will build a relationship sales model that leverages the power of our five business lines—retail, mortgage, commercial, cash management and wealth management—in support of meeting our customers' needs as **One Busey** and increasing household services and retention.

2. Performance & Development.

We will invest in human capital through targeted curriculum and development plans for Busey associates. Success at Busey is simple—live the *Busey Promise*. Our associates are the only ones who can create the vision and culture we seek. They build relationships and fulfill *promises*; in turn, through training and development programs, we commit to providing our associates with the knowledge, skills and behavior necessary to support the *Busey Promise*.

3. Technology & Communication.

We will embrace communication technology channels to enhance our business profile, advance communications and expand resources and reach. We don't blaze the trail; instead, we capitalize on progressive, yet reliable, strategies to support our business model and gain competitive advantage.

4. Busey 360°.

We will cultivate an internal information technology system that supports a Busey 360° view. A Busey 360° view means we have the necessary information to better serve our Pillars as **One Busey**. By integrating business unit processes, customer data, desired measurables and our service philosophy with a central information management system, we empower decision-making through knowledge, identify information-based marketing opportunities, effectively manage risk and profitability, and support customer-centricity.

5. Conservative Balance Sheet.

We will maintain balance sheet funding and asset guidelines to ensure the delivery of an earning asset and funding position consistent with providing long-term shareholder return. This philosophy drives our net interest margin with a goal of pricing risk associated with credit and interest fluctuations into our funding and asset growth decisions.

6. Revenue & Earnings Diversification.

We will strive to achieve >10% growth in sustainable non-interest income every year. Non-interest income is the primary method to diversify away from interest rate risk and is a key value proposition we *promise* our 4 Pillars.

7. Operating Efficiency.

We will strive to achieve operating efficiency ratios that are comparable to top-tier rankings within specific peer group analysis. Operating efficiency is more than expense discipline—it is ensuring the appropriate return on expenditures and supporting a culture of continuous process improvement and sustainability.

8. Growth.

We will proactively manage and position Busey to capitalize on long-term growth opportunities. Busey will grow, however, not at the expense of balance sheet strength and profitability. We enter markets with the goal to be #1, 2 or 3 in core deposit market share. We grow through relationships—not transactions. We believe we will successfully grow because we execute our business strategy—the *Busey Promise*.



Growing **Forward.**

Growth is a clear priority for Busey.

Through the strategies outlined throughout this report, and others, we build momentum for growth in 2012 and beyond. Improving on the successes of B⁵; solidifying lasting relationships; rewarding associate successes and deepening our talent pool; expanding commercial banking and credit in scope and depth; capitalizing on our position in the marketplace; and growing our brand through multiple media channels—

this is how we are Growing Forward.



B⁵ is not about transactions—it's about creating solid, lasting customer relationships...

Growing Relationships Through B⁵

In January of 2011 we launched Busey to the Fifth Power (B⁵), a strategic growth initiative. B⁵ is a relationship-driven, needs-based sales model, where we leverage the power of our five business lines—retail, mortgage, commercial, cash management and wealth management—to meet our customers' needs while expanding relationships and customer retention. This year, we are pleased to report early successes with this organic growth initiative.

Our services per relationship increased approximately 31% from 3.67 at the January 11, 2011 launch of B⁵ to 4.84 as of November 30, 2011. Our personal bankers' average sales per day increased nearly 40%. Penetration of our Relationship Pack for mortgage customers—a bundle of products and services used to expand mortgage relationships to our other business lines—is almost 33%. The Private Client households in Busey Wealth Management also increased. A few other highlights include that the number of eBank users increased almost 13%, and customers who receive eStatements jumped 75%, all over the same eleven month period.

B⁵ is not about transactions—it's about creating solid, lasting customer relationships through needs-based selling. Because these services are needed, approximately 87% of accounts opened since the launch of B⁵ remain active. Additionally, B⁵ is about strengthening customer ties to all five lines of business—retail, mortgage, commercial, cash management and wealth management. Each line of business, in addition to increasing growth and service, recognized customers' needs in other lines of business as never before. In 2011, total bank referrals were nearly nine times greater than the previous year.

Our B⁵ organic growth initiative is our cultural sales blueprint that we will continue to embrace in 2012 and beyond. This model increases customer service, retention, and growth by identifying authentic customer needs; provides a simplified, consistent operating platform whereby Busey associates are rewarded for doing what is right for the customer; and is sustainable and scalable as we grow—organically, or through acquisitions. All of which support long-term, profitable shareholder value.



Our services per relationship increased approximately 31%.

Teams of Talent

We also recognize that great service and progress come from great people. Growing new and solidifying existing relationships through superior service and progressive offerings are key components of the B⁵ model. Supporting this growth long-term requires a renewed investment in people—by recognizing the sales, support and leadership excellence of current Busey associates, and by attracting talented new team members.

In 2012 we will encourage continued success from front-line associates, more than half of whom met 2011 B⁵ goals and earned incentives for going above and beyond for customers. In addition to increasing the size and scope of our commercial lending and credit team, we are making investments in critical support teams across the organization to support the front-line efforts—recruiting the best and brightest talent in the areas of technology, operations, credit, training and finance. Our hiring has already accelerated, and we expect this trend to continue.

*“By rewarding success and investing in additional talent to complement our exceptional teams,” says Chris Shroyer, President and CEO, Busey Bank, “we position ourselves to meet our growth expectations, provide our customers with superior service through the **Busey Promise** and create sustainable value for our shareholders.”*

Dedicated, talented sales and support resource teams who align in support of strategic initiatives such as B⁵, breed understanding through clear objectives, efficiency through streamlined and consistent processes, and internal partnerships where, if one wins—we all win.

Commercial, Credit & Community Focus

As part of Busey’s ongoing commitment to the expansion of business growth in our markets, Commercial Banking and Commercial Credit are reorganizing into three groups—commercial real estate, middle market and business banking. This new partnership and operating model, along with our continuing investment in credit analysts and commercial lenders, will enable us to refine our focus in these areas. Augmenting the skill-sets that greater specialization brings, while broadening reach in our markets, increases both the geographical area we cover, as well as deepens each group’s product and service offerings. In addition, the best minds in credit will walk side-by-side, daily, with the best lending minds—forming a true alliance whereby revenue and risk are managed collectively, and on a real-time basis.

“This structure allows us to capitalize on our strengths and positions us for growth,” says Executive Vice President of Commercial Banking Graeme Jack.

*“We offer customers and clients a Busey advantage—service and specialization. By aligning to take advantage of our size, scope, knowledge and **promise**, we position ourselves for sustainable growth on a broad basis in 2012 and beyond.”*

In addition, we have supplemented our credit and commercial specialization with strong community market support through tenured Market Presidents. This commitment to community leadership improves Busey’s market presence and supports local decision-making and communication, helping us efficiently meet the full range of both our customers’ and communities’ needs.

“At Busey, we live where we loan. Our community markets are the core of Busey,” according to Macon/Shelby County Market President John Waddock. “Specialized commercial lending and credit backing, coupled with local community leadership and support, help us effectively serve new and existing relationships in our markets. These factors, combined with our local decision-making authority and credit and lending capabilities, rival even our largest competitors, and are essential in delivering Busey Commercial Banking offerings that are second to none.”

At Busey, we live where we loan.

Last year, Busey and its associates gave approximately **\$450,000** and **4,000** volunteer hours to more than 350 organizations.

Out-Big the Smalls & Out-Small the Bigs

Busey occupies a unique position—we are a large community bank in a landscape of small and national banks. To capitalize on our competitive advantage, our strategy is to “Out-Big the Smalls and Out-Small the Bigs.”

Thanks to our loyal customers, we are a large financial institution; we can originate large commercial loans, offer in-house wealth management services, provide an innovative hub of online services—including a sophisticated mobile banking platform with iPad®, iPhone® and Android™ apps, Busey text, and much more. In short, we offer the products and support a national bank can provide, that our smaller competitors may not. At the same time, we are a community organization—we know you when you come through the door; we sit next to you at the game and are with you at the table during Board meetings; and we offer the **Busey Promise** service experience—the personal connection you are not likely to have with a national bank.

We have helped our communities thrive, many for 140+ years, resulting in a strong branch and ATM footprint. Add our innovative platforms and depth of our offerings—our Small Business Administration Preferred Lender status, local decision-making, robust electronic payment processing assistance through cash management, generational wealth management solutions, private client concierge service and community-minded mortgage lending to name a few—to our community focus and reach, and we have significant advantages over smaller and larger competitors alike.

As an example, this strong community investment and ability to innovate has enabled Busey to combine its **promises** to customers and communities by offering specialized mortgage solutions to benefit veterans, rural homeowners and lower-income first-time buyers. By participating in more than 25 programs like Welcome Home Heroes—which offers down-payment and closing cost assistance to Illinois veterans—or being recognized as an IHDA top lender for the past three years and a USDA top lender for the past two, Busey helps make the dreams of business start-ups and homeownership possible in our communities.

“I am proud to help families find low-cost, secure financing,” says Mortgage Originator Joni Utnage, “because I know I can help them build a future in their hometown, and with Busey. Homeownership strengthens our communities—

it can be a customer’s first step to starting a family or securing their retirement. And Busey can help every step of the way.”

This growth will continue because we are relationship managers who identify prudent opportunities to harness the strength of our communities—individuals and businesses who positively influence progress, and make our communities great places to live and work.

Growing with Our Communities

In the **Busey Promise**, we make a pledge to strengthen our communities by bridging needs—through financial, social and human capital. In 2011, Busey directly contributed by sponsoring, hosting or organizing community events benefiting numerous volunteer and charitable organizations. Living up to our **promise** to advocate for youth, economic development, health and wellness, education and the arts, meant that many great organizations—like the American Heart Association, March of Dimes, and Illinois Marathon Youth Run, to name only a few—benefited from Busey’s community commitment.

At an individual level, every day, Busey and its associates live the **promise** by giving their time, money and energy to the organizations that fuel their passion. Last year, Busey and its associates gave approximately \$450,000 and 4,000 volunteer hours to more than 350 organizations to improve the communities we serve. Our 2011 Volunteer of the Year, Decatur Retail Market Manager Tami Crouch, alone gave 156 hours to six organizations.

“I don’t know how to not volunteer,” says Tami. “Helping others is a part of my life. There’s too much good to be done in our communities to just relax. If you can extend a hand to someone else—I think you have to, and Busey encourages that spirit of service.”

Acting locally in the communities we serve enriches the quality of life for our **Pillars** and area citizens, helps us fulfill our **promise** and lets us share the story of Busey on a very personal level.

With Busey's launch into social media in October, we began a new conversation. Within the first four months, Busey had almost 1,150 individuals engaging with us on Facebook and Twitter.



Growing Our Brand

Over the past year, our brand promise has been strengthened through a sophisticated marketing system—including a fresh design and enhanced messaging—that conveys the essence of Busey. Reinvigorating our brand supports Busey Growing Forward—creating solid, lasting relationships; attracting the best associates; expanding upon business growth opportunities and capitalizing on our unique position in the marketplace. Our **promise** is the foundation for all things Busey.

*More than just a tagline, “Your Dream. Our Promise.” is an extension of our brand promise. Busey fulfills its **promise** to help customers’ and communities’ dreams come true.*

Whether you are a young family seeking financing for a first home, an entrepreneur looking to expand, or an individual looking for investment strategies to ensure wealth preservation for future generations, “Your Dream. Our Promise.” means we are there every step of the way.

Along with “Your Dream. Our Promise.” came a renewed commitment to engage our **Pillars** through all available methods—from traditional approaches to new media channels such as Quick Response (QR) codes, YouTube and Twitter. With Busey's launch into social media in October, we began a new conversation. Within the first four months, Busey had almost 1,150 individuals engaging with us on Facebook and Twitter—a growth trend we expect to continue. This medium allows us to communicate directly with our **Pillars** in a relevant, authentic and credible way.

“Every associate at Busey is a brand ambassador,” says Amy Randolph, SVP of Growth Strategies. “The reputation of an organization is on the line with every conversation, transaction or advertisement. Busey has been a part of the community, and our customers’ lives, for more than 140 years—that is a rich heritage to uphold. By telling our story in all channels—in person, in print, radio, television and social media—we maintain a relevant brand reputation, engage others in advocacy, and stay top-of-mind.”



Connect with us!

Your Dream. Our Promise.

Service Leaders.

Executive Management

Van A. Dukeman

President & Chief Executive Officer
First Busey Corporation

Barbara J. Harrington

Executive Vice President & Chief Risk Officer
First Busey Corporation

Leanne C. Kopischke

Executive Vice President & Chief Information Officer
First Busey Corporation

Howard F. Mooney II

President & Chief Executive Officer
FirsTech, Inc.

Executive Vice President, Cash Management
Busey Bank

Robert F. Plecki

Executive Vice President & Chief Credit Officer
First Busey Corporation
Florida Market President
Busey Bank

John J. Powers

Executive Vice President & General Counsel
First Busey Corporation

Christopher M. Shroyer

President & Chief Executive Officer
Busey Bank

David B. White

Executive Vice President & Chief Financial Officer
First Busey Corporation

Business Line & Community Leadership

Daniel P. Daly

Executive Vice President,
Peoria/Tazewell Market President
Busey Bank

Karen A. Gilhooly

Executive Vice President, Cash Management
Busey Bank

Thomas M. Good

Executive Vice President,
McLean/Livingston Market President
Busey Bank

Donna R. Greene

President & Chief Executive Officer
Busey Wealth Management

Graeme L. Jack

Executive Vice President, Commercial Banking
Busey Bank

Gary L. Jackson

Executive Vice President, Mortgage Banking
Busey Bank

N. John Waddock

Executive Vice President,
Macon/Shelby Market President
Busey Bank

Nancy E. Weimer

Executive Vice President, Retail Banking
Busey Bank

First Busey Corporation Board of Directors

Joseph M. Ambrose

President & Chief Executive Officer
Horizon Hobby, Inc.

David J. Downey

President
The Downey Group, Inc.

Van A. Dukeman

President & Chief Executive Officer
First Busey Corporation

E. Phillips Knox

Attorney
Tummelson, Bryan & Knox, LLP

V.B. Leister, Jr.

Chairman
Carter's Furniture, Inc.

Gregory B. Lykins

Chairman
First Busey Corporation

August C. Meyer, Jr.

Chairman
Midwest Television, Inc.

George T. Shapland

President
Shapland Management Company

Thomas G. Sloan

Chief Executive Officer
Sloan Implement Company

Corporate Profile

First Busey Corporation is a \$3.4 billion financial holding company headquartered in Champaign, Illinois. Busey Bank, First Busey Corporation's wholly-owned bank subsidiary, is headquartered in Champaign, Illinois and has thirty-three branches serving downstate Illinois, a branch in Indianapolis, Indiana, and seven branches serving southwest Florida. Busey Bank had total assets of \$3.3 billion as of December 31, 2011.

Busey Wealth Management is a wholly-owned subsidiary of First Busey Corporation. Through Busey Trust Company, Busey Wealth Management delivers trust, asset management, retail brokerage and insurance products and services. As of December 31, 2011, Busey Wealth Management had approximately \$3.8 billion in assets under care.

First Busey Corporation owns a retail payment processing subsidiary, FirstTech, Inc., which processes over 22 million transactions per year through online bill payments, lockbox processing and walk-in payments through its 3,100 agent locations in 38 states.

Busey provides electronic delivery of financial services through our website, www.busey.com.

Shareholder Information

Corporate Headquarters

First Busey Corporation, 100 W. University Ave., Champaign, Illinois 61820, 217.365.4500.
Visit Busey's website at www.busey.com.

Annual Meeting

The Annual Meeting of Shareholders of First Busey Corporation will be held on Tuesday, May 15, 2012, at 6:30 p.m. at Busey Executive Center, 115 N. Neil St., Champaign, Illinois 61820.

First Busey Corporation Common Stock

First Busey Corporation Common Stock is listed on the NASDAQ Global Select Market under the symbol BUSE.

Annual Report on Form 10-K

A copy of the Annual Report on Form 10-K filed with the Securities and Exchange Commission can be found at www.busey.com.

Stock Transfer Agent

Computershare, 480 Washington Blvd., Jersey City, New Jersey 07310-1900, 866.392.9220.
The transfer agent can be accessed at www.bnymellon.com/shareowner/equityaccess.

Forward-Looking Statements

The information in this report may contain certain forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. These may include statements as to the future financial and operating results, cost savings, enhanced revenues and the accretion/dilution to reported earnings that may be realized as well as any other statements regarding future results or expectations. First Busey intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations of First Busey are generally identified by the use of words such as "believe," "expect," "intend," "anticipate," "estimate," or "project" or similar expressions. First Busey's ability to predict results, or the actual effect of future plans or strategies, is inherently uncertain.



First Busey Corporation
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