

Wayne Savings Bancshares, Inc. (OTCQX: WAYN)

Investor Presentation



Safe Harbor Language

Additional Information

In connection with its 2018 Annual Meeting of Stockholders, Wayne Savings Bancshares, Inc. has published a definitive proxy statement and other documents regarding the 2018 Annual Meeting of Stockholders and mailed its definitive proxy statement and a proxy card to each shareholder of record entitled to vote at the 2018 Annual Meeting of Stockholders.

SHAREHOLDERS ARE ENCOURAGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE. THEY WILL CONTAIN IMPORTANT INFORMATION.

Investors and security holders will be able to obtain the documents free of charge at the OTC's website, www.otcmarkets.com, from Wayne Savings at its website, www.waynesavings.com, or by writing to Wayne Savings Bancshares, Inc., 151 North Market Street, Wooster, Ohio 44691, Attention: Investor Relations.

Participants in Solicitation

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the 2018 Annual Meeting. Information concerning the Company's participants is set forth in the proxy statement, dated February 26, 2018, for its 2018 Annual Meeting of Stockholders.

Forward-Looking Statements

This letter contains forward-looking statements (as that term is defined in the Private Securities Litigation Reform Act of 1995) that reflect management's current assumptions and estimates of future economic circumstances, industry conditions, Company performance and financial results. A variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results, including, but not limited to the factors noted in this letter and in the Management's Discussion and Analysis in our most recent annual report for the year ended December 31, 2017. The forward-looking statements in this letter speak only as to the date of this release. Wayne Savings Bancshares, Inc. expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations upon which such statements are based.

Timeline

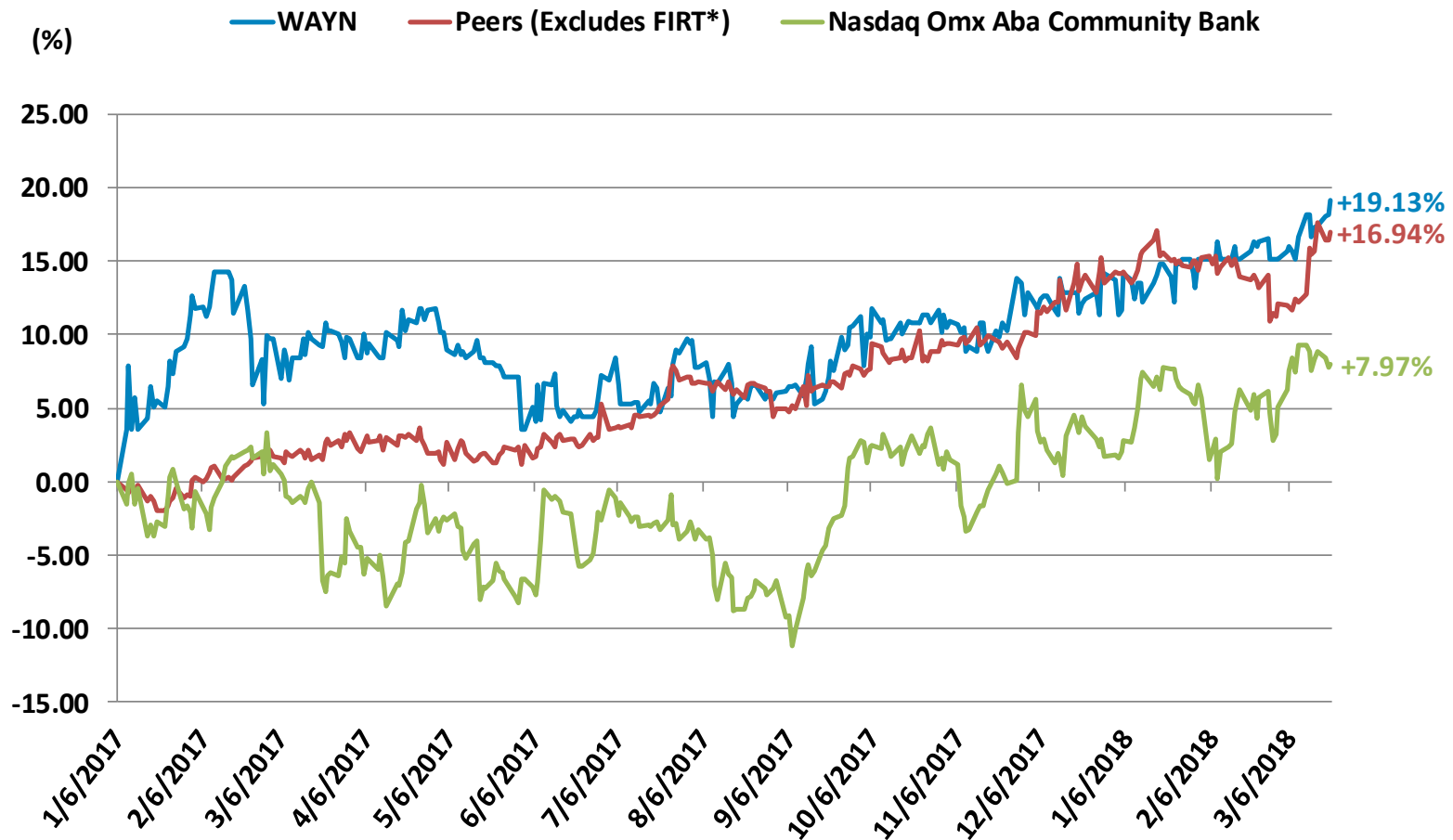
Oct. 31, 2014	The Company announced that Rod C. Steiger, Director, President and CEO of the Company would retire from the Company and Bank effective December 31, 2014. Mr. Steiger served as President and CEO since Jan. 15, 2011.
Nov. 3, 2014	H. Stewart Fitz Gibbon became President and CEO effective Nov. 3, 2014. The Company announced its decision to appoint Mr. Fitz Gibbon as the CEO on Oct. 30, 2014 pursuant to a two year employment agreement.
Dec. 20, 2016	Mr. Fitz Gibbon resigned as President and CEO effective December 20, 2016. The Board appointed Director David L. Lehman to serve as Interim President and CEO.
Jan. 9, 2017	Stilwell nominated one candidate for the 2017 annual meeting.
May 25, 2017	2017 Shareholder meeting. All WAYN nominees re-elected.
Aug. 29, 2017	James R. VanSickle II was appointed as President and CEO.
Sept. 11, 2017	Completed bank conversion from an Ohio-chartered savings and loan association to an Ohio-chartered commercial bank.
Oct. 27, 2017	The Company announced voluntary NASDAQ delisting and SEC deregistration.
Nov. 17, 2017	The Company began trading on OTCQX.
Dec. 26, 2017	Stilwell nominated one candidate for the 2018 annual meeting (“Nomination Date”).

2017 Accomplishments

- Hired an accomplished CEO, James R. (Jay) VanSickle II, with extensive knowledge of banking industry and an impressive track record of successful execution and leadership. Mr. VanSickle is a CPA and spent 15 years of his career gaining a wide variety of experience with the public accounting firm of Crowe Horwath, LLP in the firm's financial institutions group. Most recently, Mr. VanSickle has held the position of Chief Financial Officer at First National Bank of Orrville and as Chief Risk Officer at Farmers National Bank of Canfield.
- Completed conversion of the Wayne Savings bank from an Ohio-chartered savings and loan association to an Ohio-chartered commercial bank in Sept. 2017. The conversion allows WAYN to maintain focus on commercial loans and restructure the loan portfolio into higher yielding, high quality and shorter duration assets.
- Reported record earnings for the period ended Dec. 31, 2017. Net Income was \$3.1 million compared to \$2.2 million in FY16 – an increase of 38% yoy.
- Completed share repurchase of \$1.4 million (2.5% of shares outstanding). Increased quarterly dividend by 11%.
- Implemented strict cost control measures resulting in an adjusted efficiency ratio (after accounting for one-time severance and proxy contest related expenses) of 69.5% in FY17 compared from 75.5% in FY16
- Focus on revenue coupled with cost controls, resulted in an adjusted ROAE (excl. one-time severance and proxy-contest related expenses) of 8% in FY17 compared to 5.5% in FY16. Similarly, adjusted ROAA rose to 0.76% in FY17 from 0.51% in FY16.
- Added institutional investor perspective by appointing Brian Hopkins – Managing Director and Partner of Ancora Holdings (Ancora owns 6% of shares outstanding) – as a director.
- Book Value per Share increased to \$15.37 in FY17 from \$14.75 in FY16, after accounting for \$0.37/share in dividends.

Shareholders have benefited by Board's decision not to pursue sale as suggested by Stilwell

Total Shareholder Return



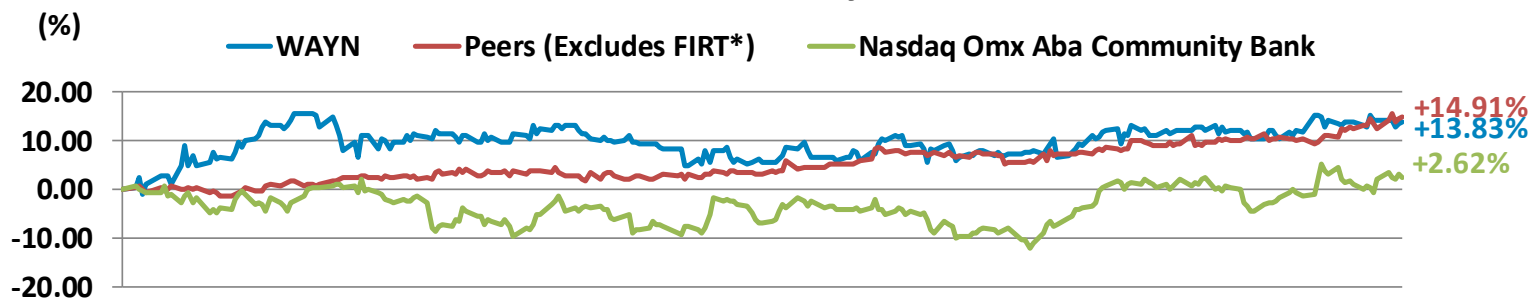
Source: Factset. Data as of 3/21/2018.

Note: Please see the Appendix for peer group.

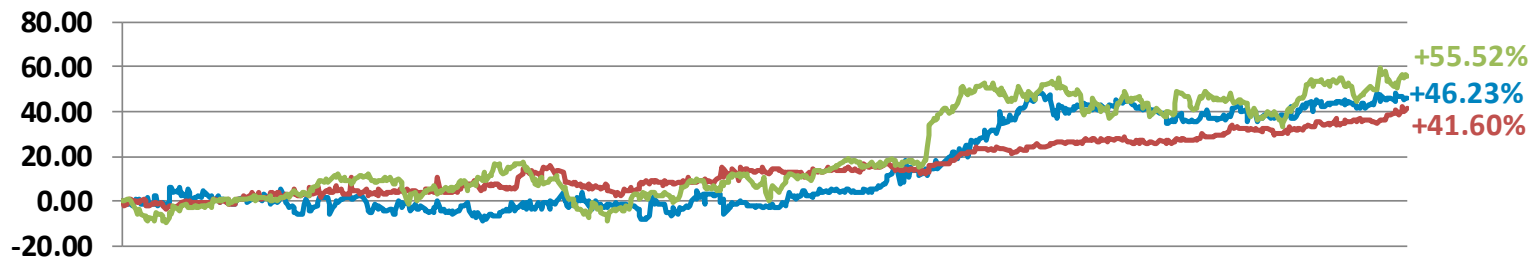
*Excludes FIRT due to the significant impact of First Mid-Illinois Bancshares' acquisition announcement on its share price on Dec. 11, 2017.

WAYN's TSR had largely outperformed peers prior to Stilwell's Dec. 2017 nomination

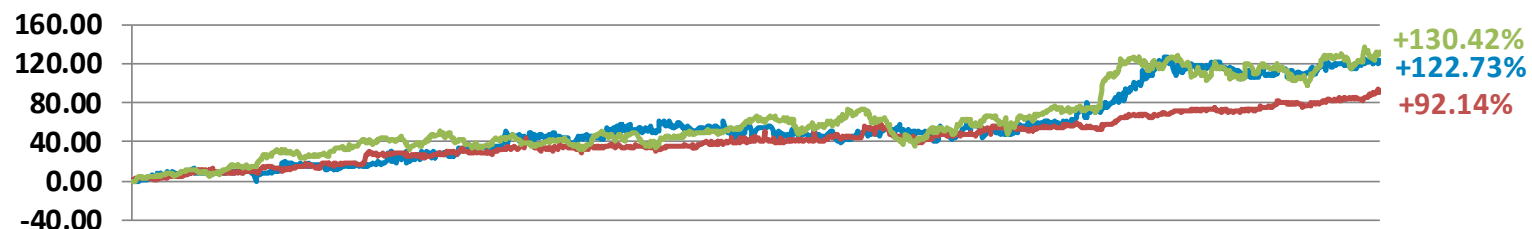
One-Year Total Return as of One Day Prior to Nomination Date



Three-Year Total Return as of One Day Prior to Nomination Date



Five-Year Total Return as of One Day Prior to Nomination Date



Source: Factset. Data as of 12/25/2017.

Note: Please see the Appendix for peer group.

*Excludes FIRT due to the significant impact of First Mid-Illinois Bancshares' acquisition announcement on its share price on Dec. 11, 2017.



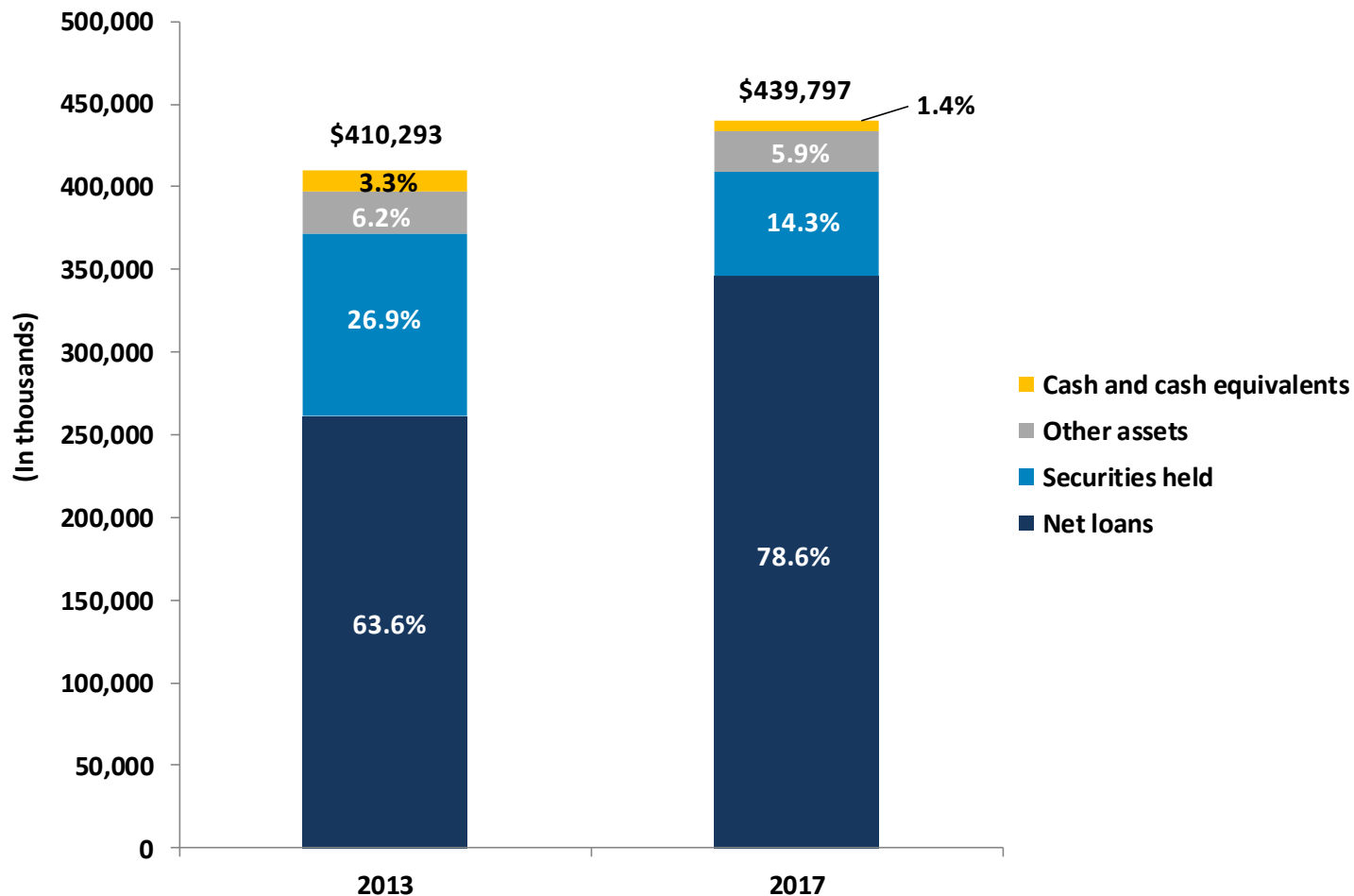
Financial Performance

Our Strategy

- ❑ Maintain strategic focus on becoming a high performing community bank through providing exceptional customer service, building community relationships and creating a culture of brand ambassadorship.
- ❑ Offer attractive products in key customer segments to support focused and profitable balance sheet growth. Target areas include:
 - Reducing the dependency on time deposits through the growth of lower-yielding consumer and business transaction accounts.
 - Shifting the loan portfolio mix by originating and retaining higher yielding, shorter duration, high quality commercial loans and non-conforming residential loans, while continuing to sell conforming residential mortgages in the secondary market.
- ❑ Continue the transition from a transaction-oriented thrift to a relationship-oriented and sales-focused commercial bank culture.
- ❑ Evaluate opportunities to add talent tied to revenue-producing activities and take steps to enhance employee productivity by realigning staff to support revenue-producing activities.
- ❑ Continual evaluation of the organization's expense structure to identify opportunities for reduction or elimination.

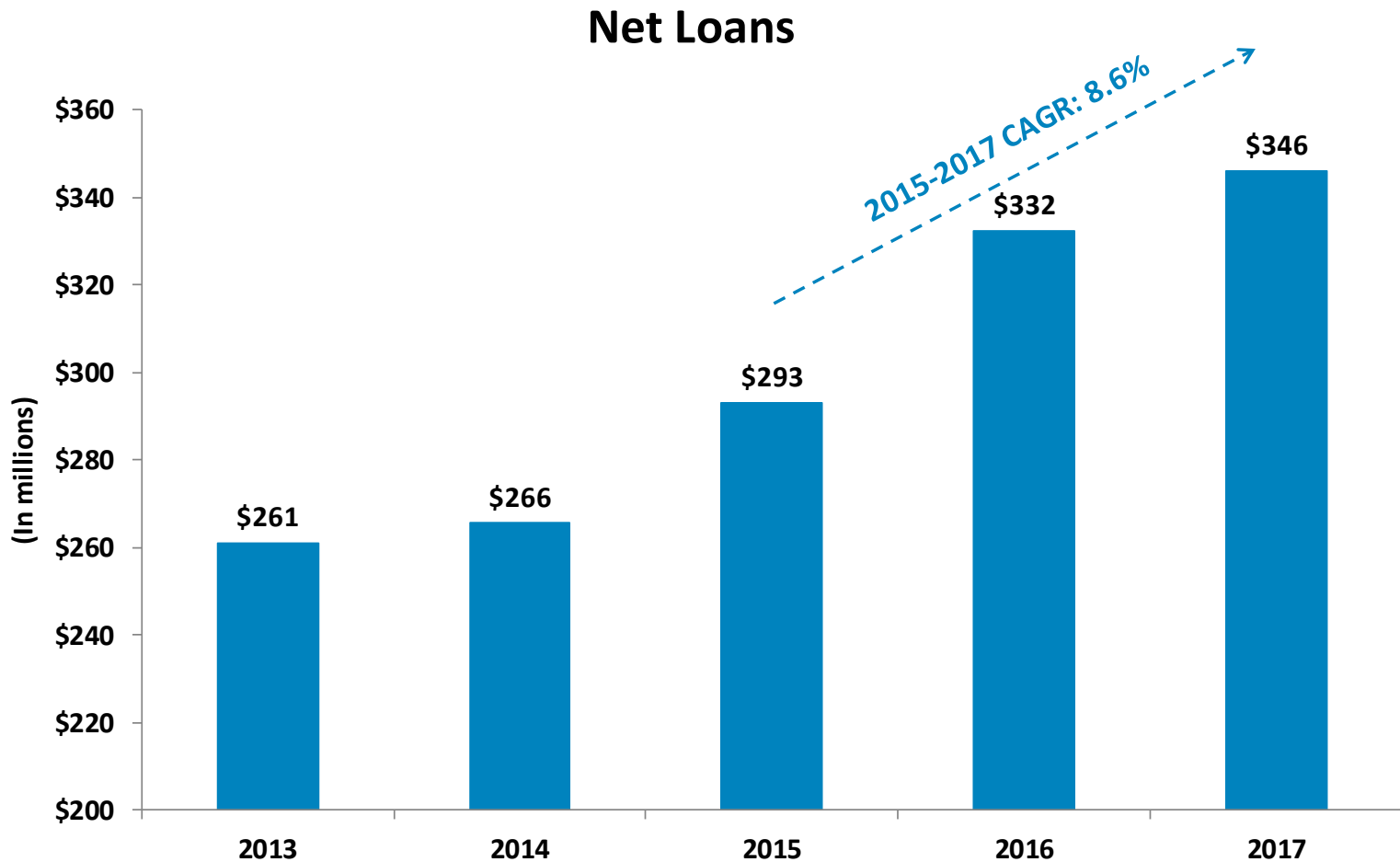
Our strategy is to increase the share of income-producing assets – i.e., loan portfolio

Types of Total Assets in Percentage



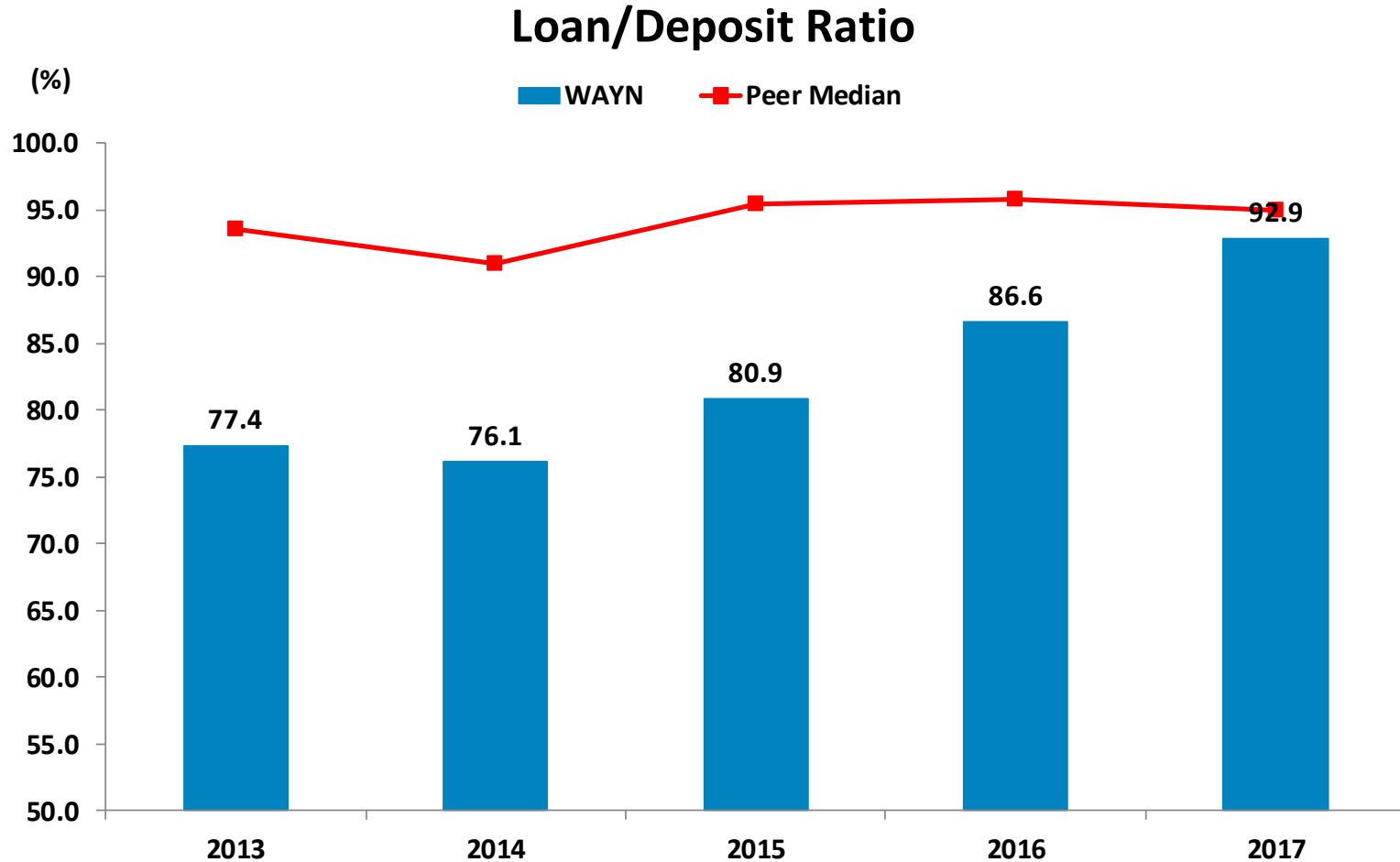
Source: WAYN's 10-k and 2017 Annual Report

Since 2015, our loan portfolio has grown by \$53M or 18%



Source: WAYN's 10-k and 2017 Annual Report

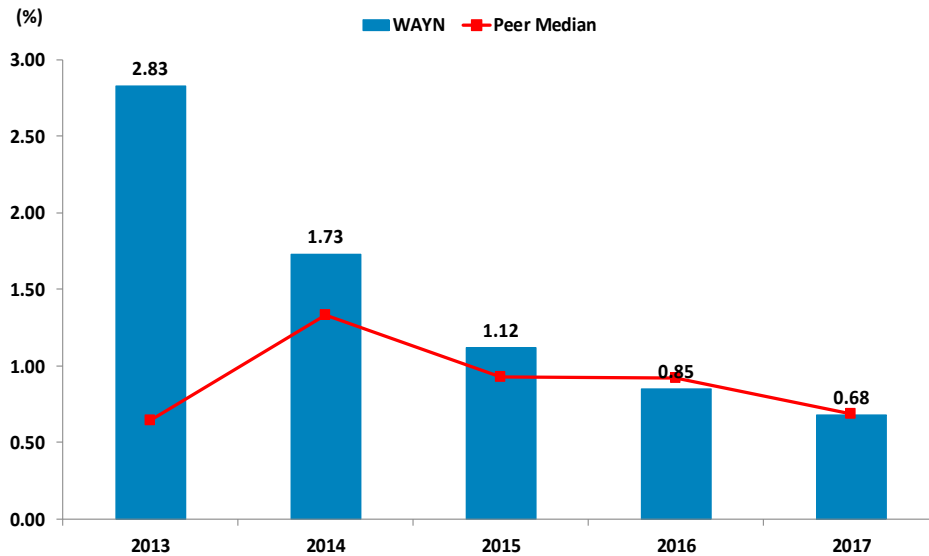
Repositioning of the asset portfolio has helped increase leverage in terms of Loan/Deposit



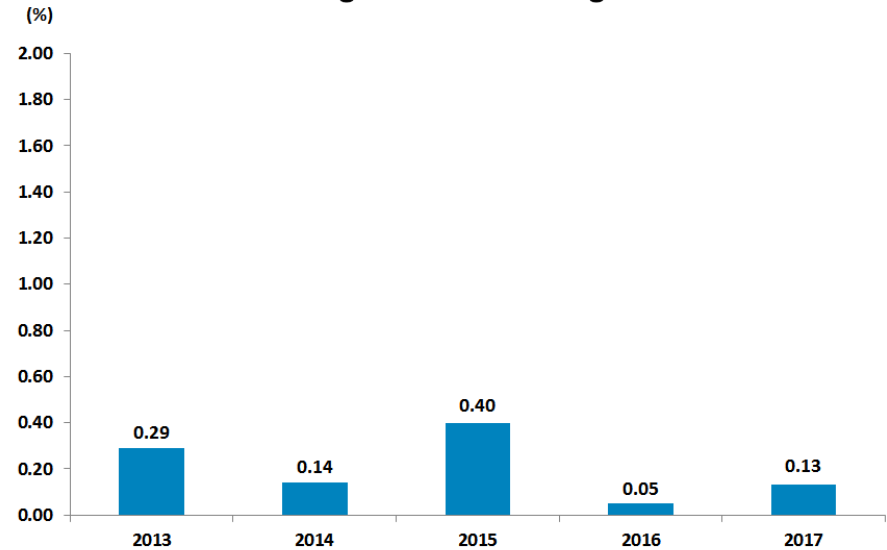
Source: WAYN's 10-k and 2017 Annual Report; Factset

Increased leverage has been accompanied by strict underwriting standards

Nonperforming Assets % of Total Assets



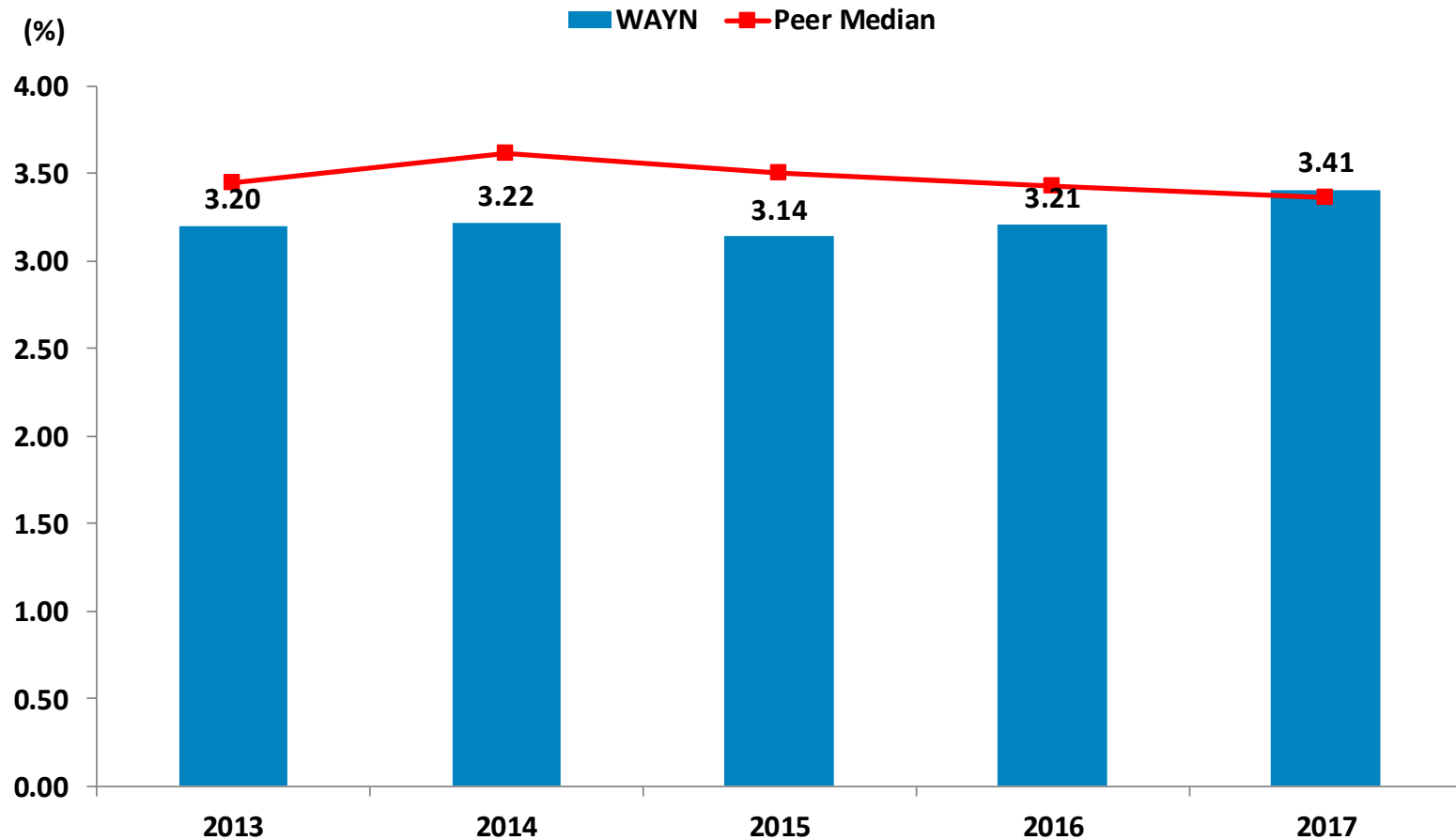
Net Charge Offs % of Average Loans



Source: WAYN's 10-k and 2017 Annual Report; Factset

Rebalancing of asset portfolio and strong underwriting has led to higher NIM

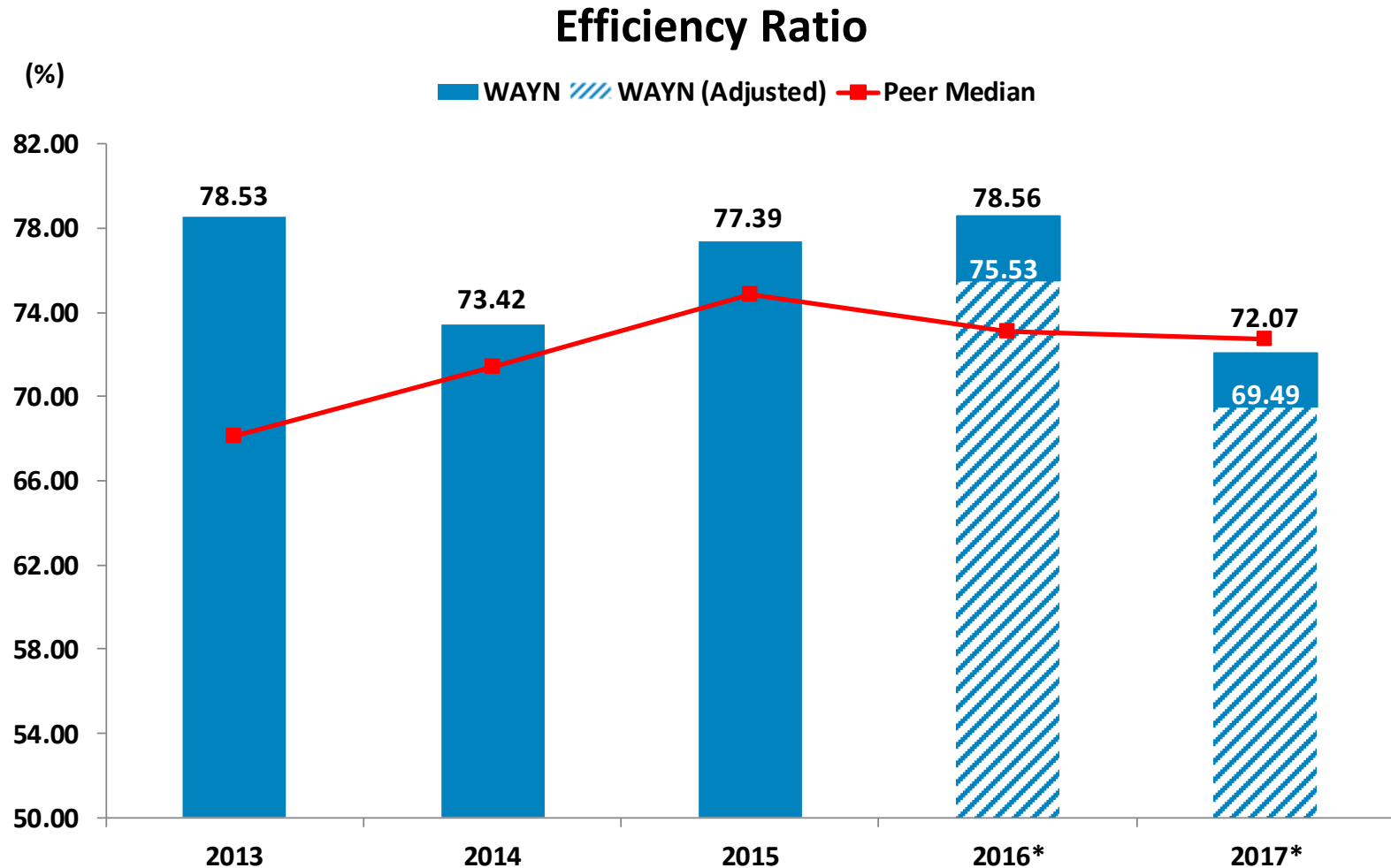
Net Interest Margin



Source: WAYN's 10-k and 2017 Annual Report; Factset

Note: Peer Median excludes TRVR for which net interest margin data is not available.

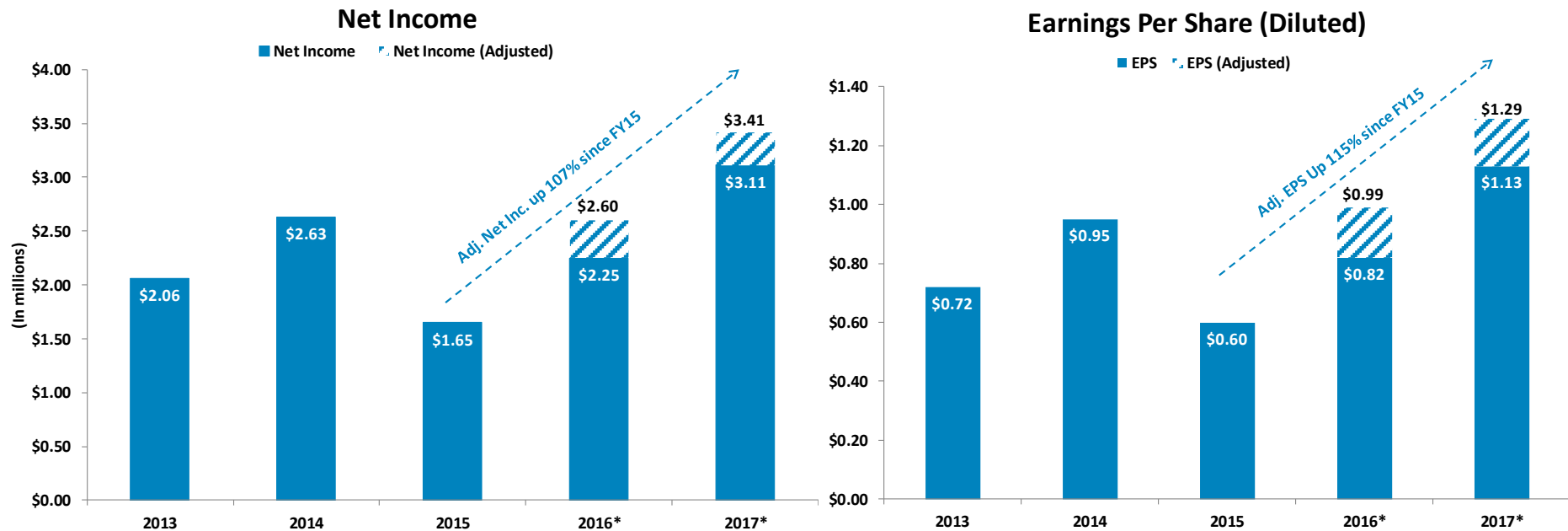
Focus on income growth has been accompanied by greater operational efficiency



Source: WAYN's 10-k and 2017 Annual Report; Factset

*WAYN's noninterest expenses are adjusted for the severance and elevated retirement costs of \$468,000 for 2016 and the proxy contest expenses of \$426,000 for 2017, respectively.

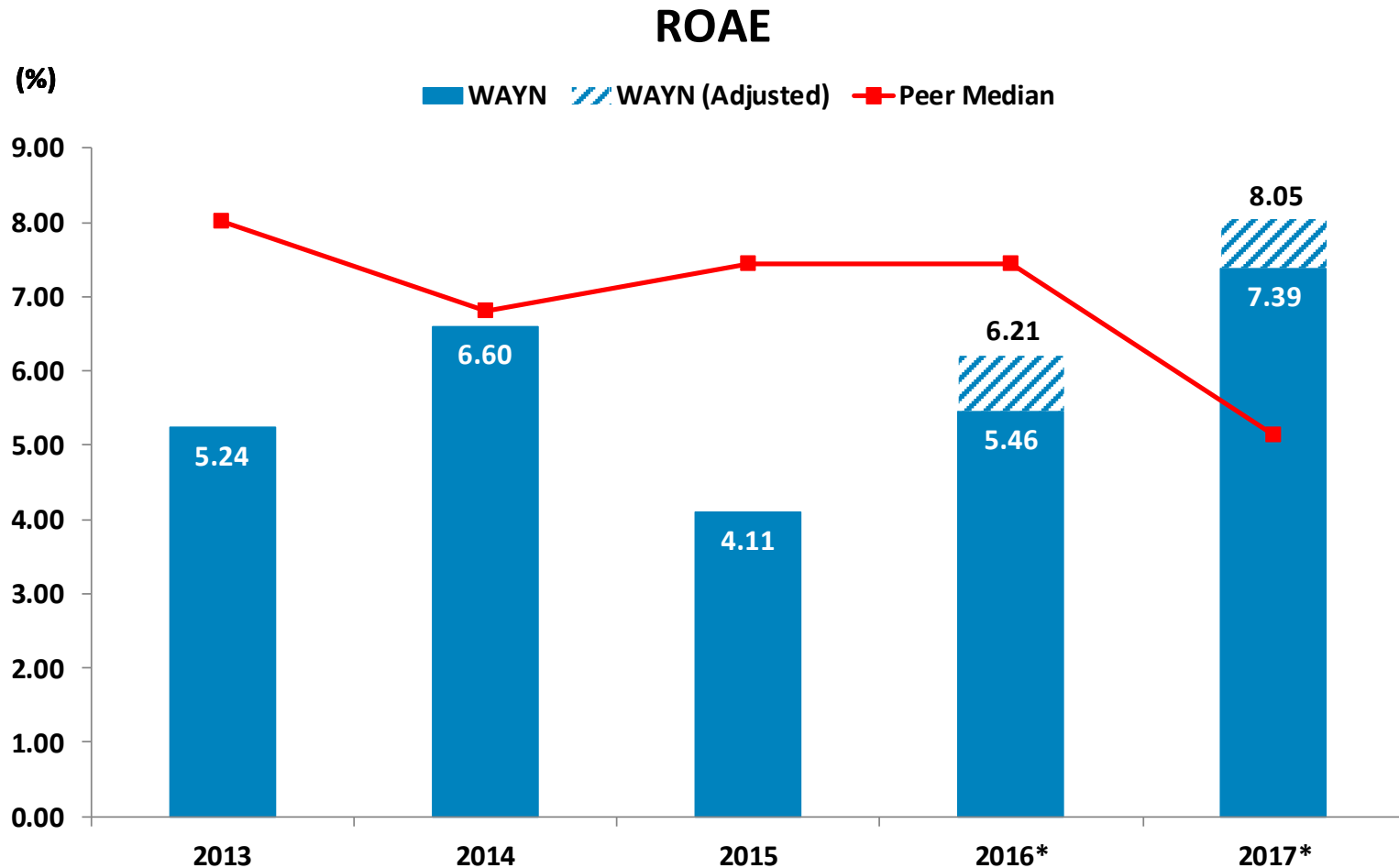
Both Net Income and EPS have benefited from strong operating performance



Source: WAYN's 10-k and 2017 Annual Report

*The adjusted net income and EPS for 2016 excludes severance and elevated retirement costs of \$468,000. 2017 adjusted net income and EPS excludes proxy contest expense of \$426,000.

Income growth coupled with strict cost control has resulted in doubling of ROAE since FY15



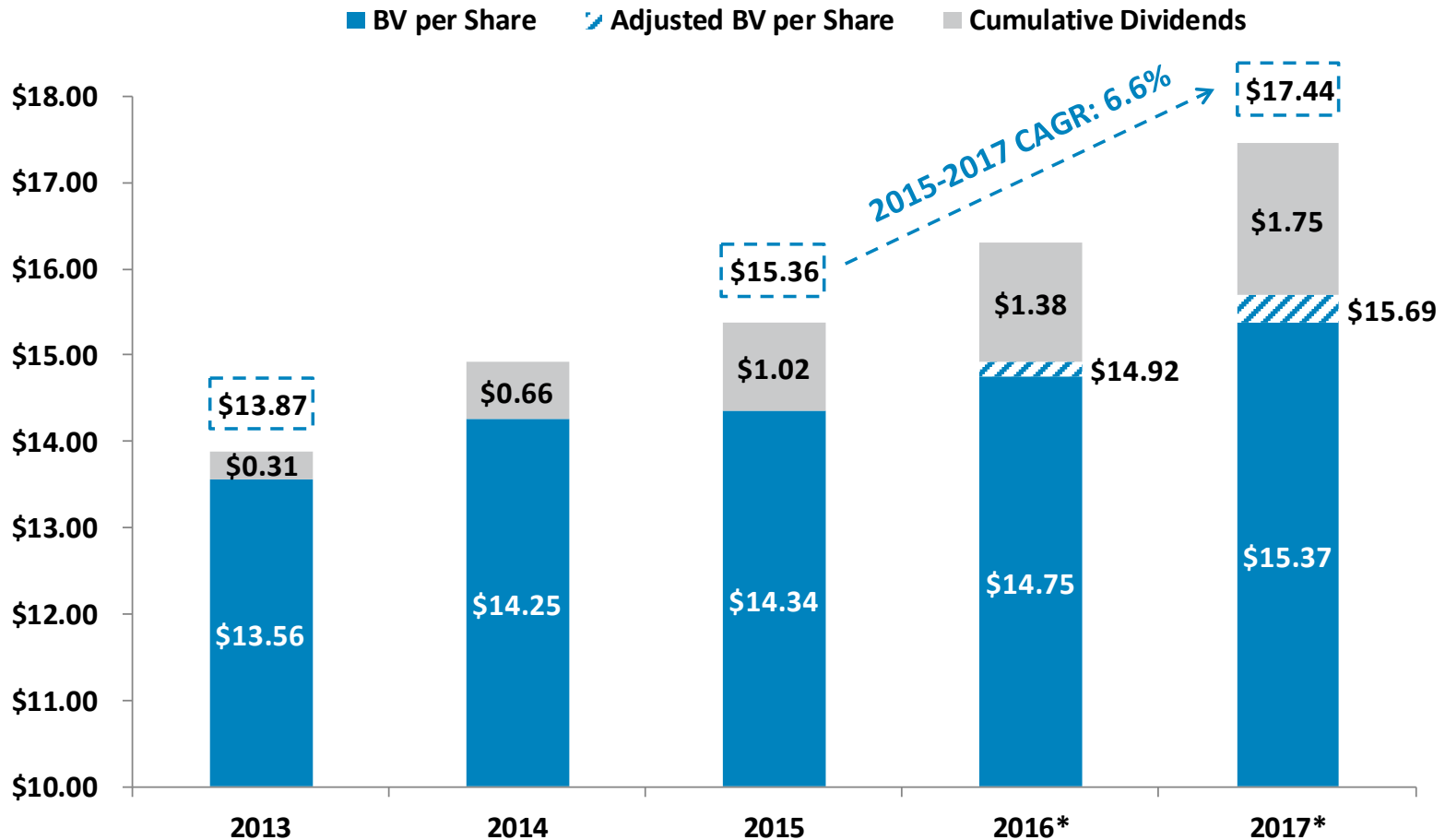
Source: WAYN's 10-k and 2017 Annual Report; Factset

*The adjusted ROAE for 2016 excludes severance and elevated retirement costs of \$468,000. 2017 adjusted ROAE excludes proxy contest expense of \$426,000.

Note: Excludes all negative data including HBK's 2013-2017 ROAEs and BYFC's 2013 ROAE.

Strong earnings have translated into increased dividends and book value per share

Book Value Per Share

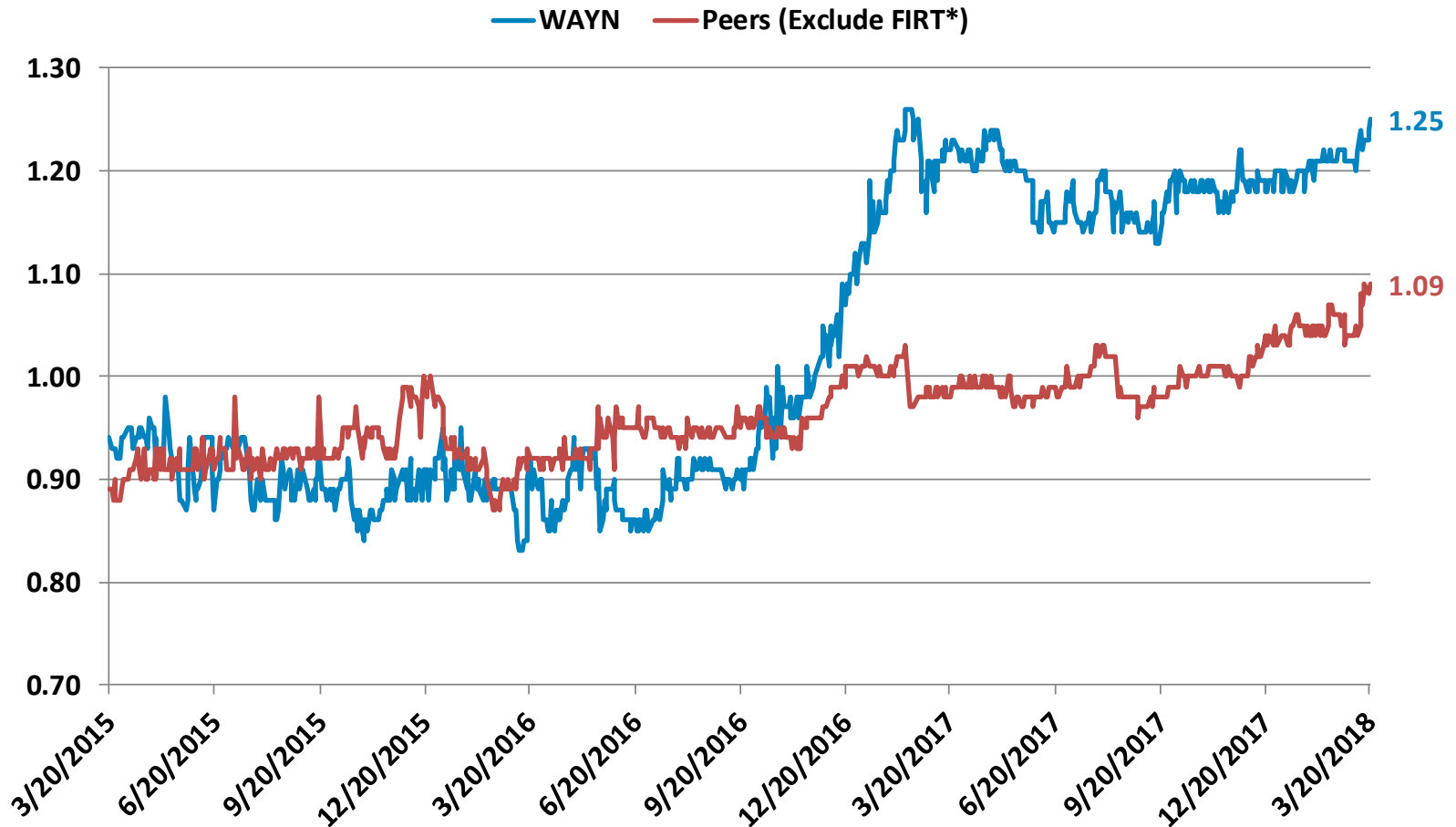


Source: WAYN's 10-k and 2017 Annual Report; Factset

*2016 adjusted BVPS excludes severance and elevated retirement costs of \$468,000. 2017 adjusted BVPS excludes one-time expenses including severance and elevated retirement costs of \$468,000 and proxy contest expense of \$426,000.

.... And a higher valuation multiple

Price to Book Value



Source: FactSet. Data as of 3/21/2018.

Note: Please see the Appendix for peer group.

*Excludes FIRT due to the significant impact of First Mid-Illinois Bancshares' acquisition announcement on its share price on Dec. 11, 2017.



Board and Corporate Governance

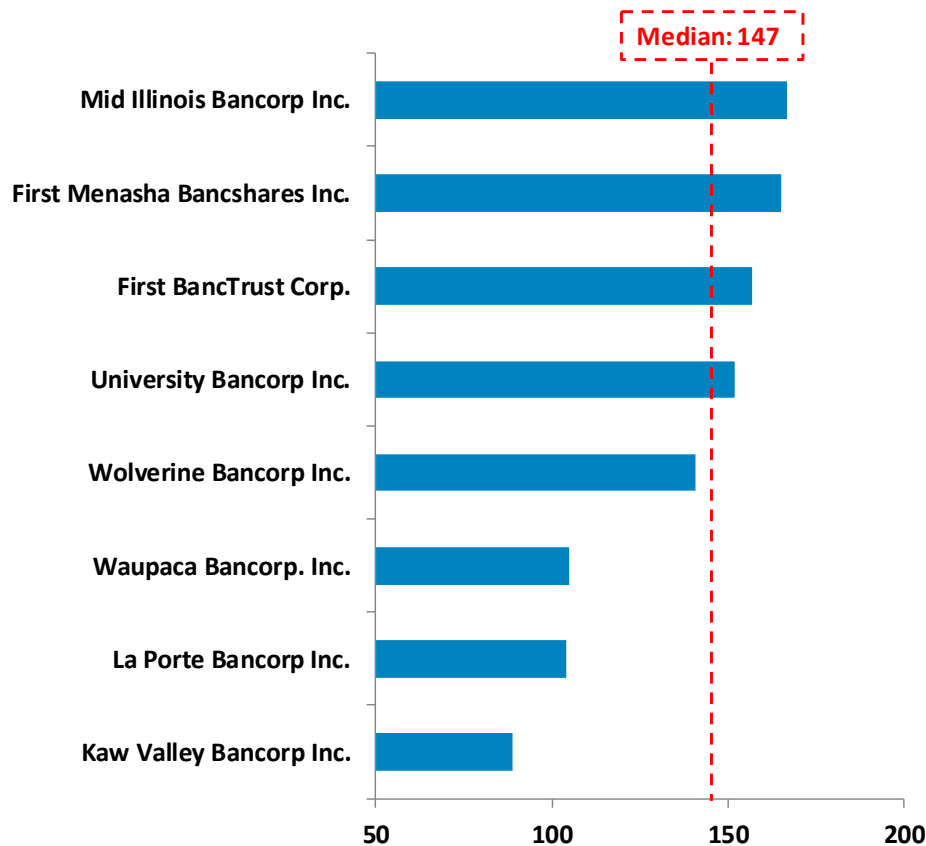
Board is open to shareholder feedback

- ❑ Following the 2017 shareholder meeting, WAYN added a new director, Brian Hopkins – Managing Director and Partner of Ancora Advisors, LLC. (“Ancora”) – to the Board in Dec. 2017
- ❑ Ancora Advisors is an investment and family wealth advisory firm with \$6.3 billion in assets under management. Mr. Hopkins brings the perspective of the institutional investor community to the board.
- ❑ Mr. Hopkins is the former Chairman and CEO of Regional Brands, an SEC-registered holding company located in Cleveland, Ohio. He also served as a board member of First Menasha Bancshares and its bank subsidiary, before its acquisition by Nicolet Bancshares in April 2017.
- ❑ Mr. Hopkins brings extensive corporate finance, capital allocation, corporate governance, M&A and strategic review experience.

Stilwell's analysis is flawed

Precedent Transactions - Price/TBV (%)

Small MSA Targets (Midwest Bank & Thrift M&A)



Source: S&P Global Market Intelligence

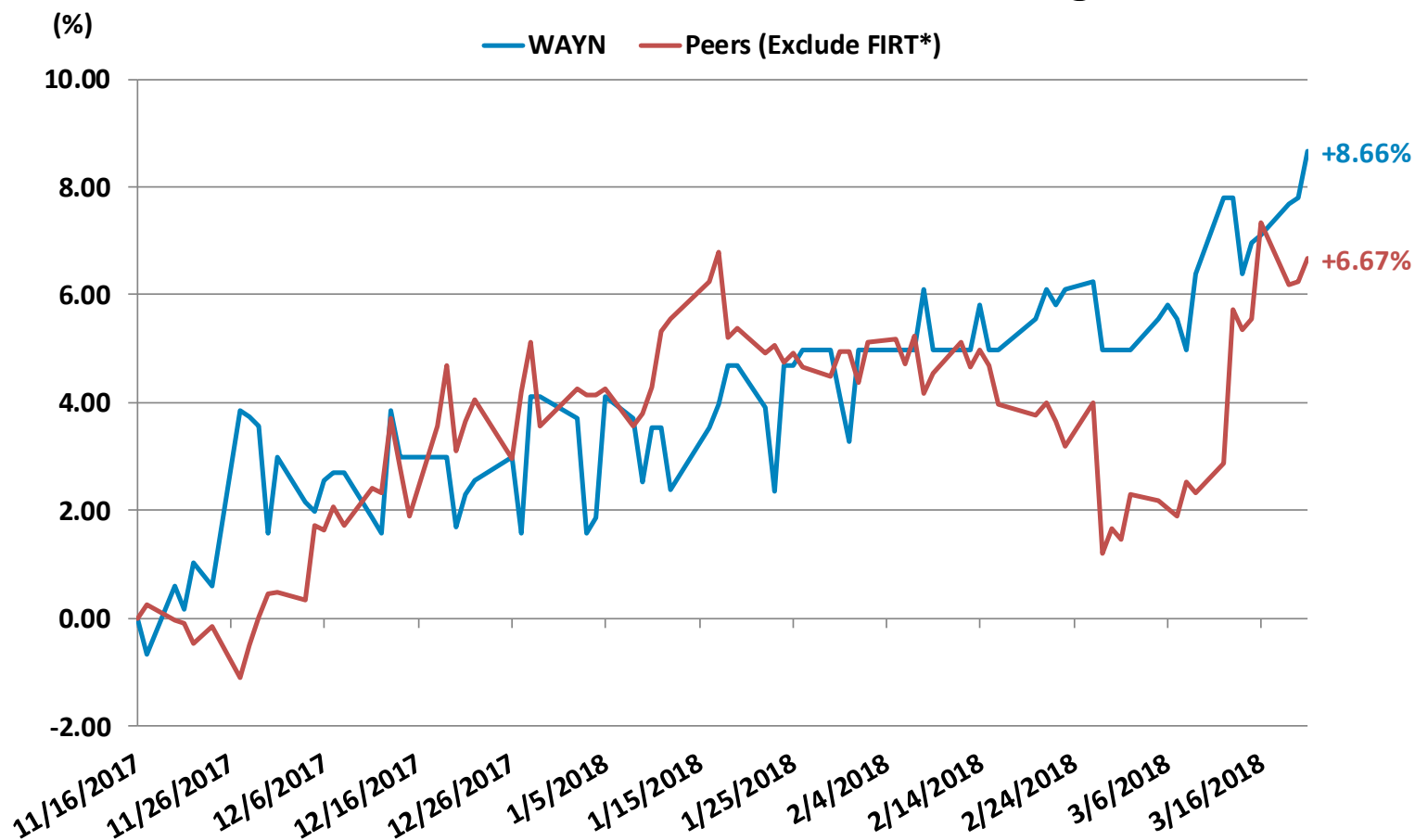
Note: Includes Midwest bank and thrift transactions since 1/1/2016 for which targets had total assets between \$350mm and \$750mm and headquarters in MSAs with total populations less than 500,000

Deregistration

- ❑ As a bank holding company, WAYN was eligible to deregister with the SEC because it has fewer than 1,200 stockholders of record. The decision to delist and deregister its common stock was based on numerous factors, including the significant cost savings of no longer filing periodic reports with the SEC plus reductions in accounting, audit, legal and other costs.
- ❑ On October 27, 2017, WAYN notified the Nasdaq Stock Market of its intent to file a Notification of Removal from Listing and/or Registration Under Section 12(b) of the Securities Exchange Act of 1934, with the SEC on or about November 17, 2017 to effect the voluntary delisting of its common stock from NASDAQ.
- ❑ The Company's financial statements continue to be audited by an independent accounting firm and the Company intends to publish quarterly and annual financial information via press releases or by postings on the OTCQX website (www.otcmarkets.com/home) and the Bank's website (www.waynesavings.com).
- ❑ Additionally, the Bank will continue to report detailed quarterly financial results to its primary federal regulator, which are publicly available on the FDIC's website (www.fdic.gov). Holding Company data is also available on a semi-annual basis on the Federal Reserve Board's website (www.frb.gov)

Impact of deregistration on share price

Total Shareholder Return Since WAYN's Deregistration



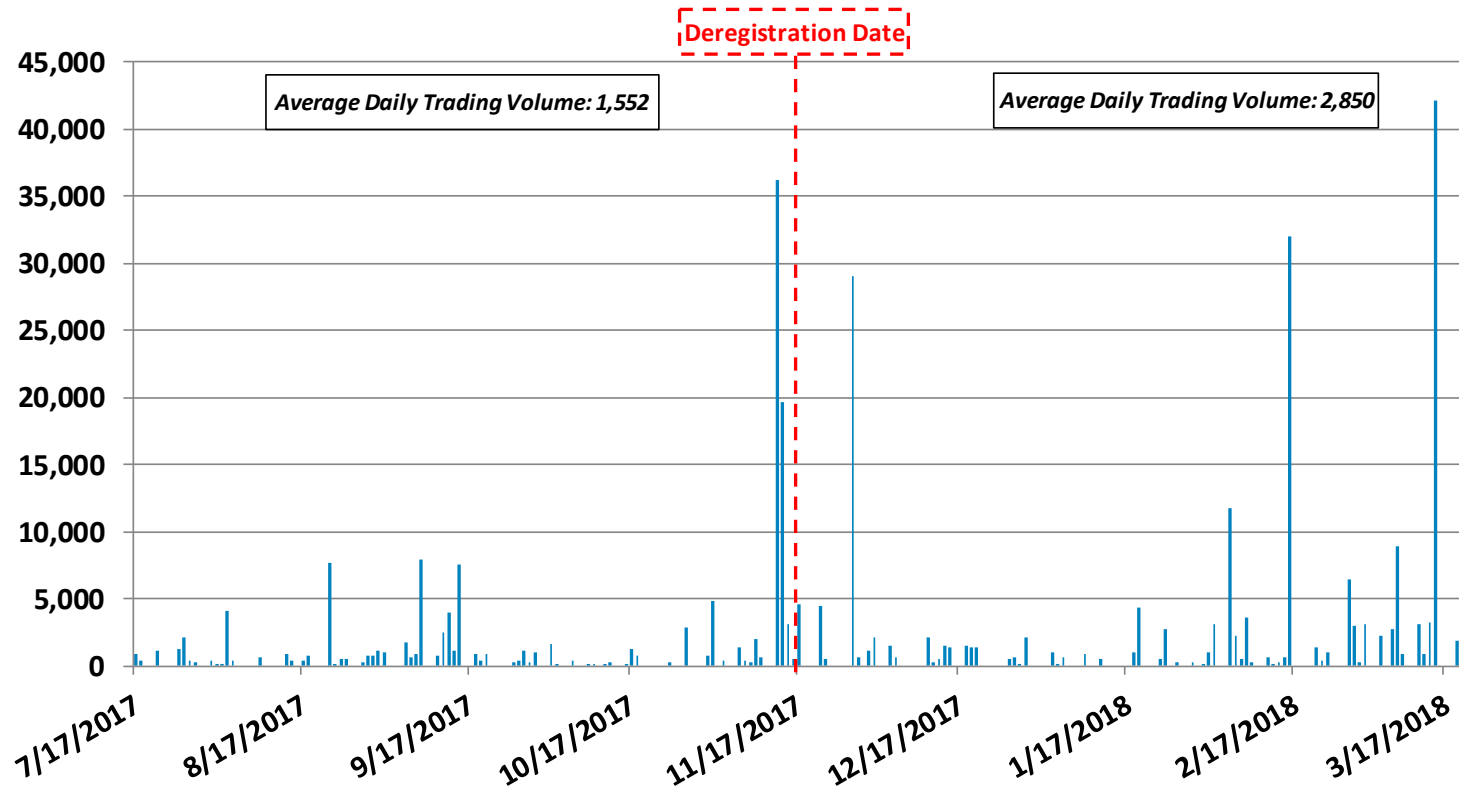
Source: Factset. Data as of 3/21/2018.

Note: Please see the Appendix for peer group.

*Excludes FIRT due to the significant impact of First Mid-Illinois Bancshares' acquisition announcement on its share price on Dec. 11, 2017.

Impact of deregistration on liquidity

WAYN's Daily Trading Volume



- Since delisting, the liquidity of WAYN's stock has increased.
- Over the four month span before delisting (7/17/2017-11/16/2017), WAYN's ADTV was 1,552 shares; over the subsequent four month period (11/17/2017-3/21/2018), WAYN's ADTV increased to 2,850 shares.

Our Board has the right mix of necessary skills and experience

Name	Title	Public Company Board Experience	Financial Experience	Knowledge of the Community
Peggy J. Schmitz	Chairman	✓		✓
David L. Lehman	Non-independent Director	✓	✓	✓
Glenn W. Miller	Independent Director	✓	✓	✓
Debra A. Marthey	Independent Director	✓	✓	✓
Jonathan Ciccotelli	Lead Independent Director	✓	✓	✓
James R. VanSickle, II	President, CEO & Director	✓	✓	✓
Brian Hopkins	Director	✓	✓	✓

Essential for effective management guidance and oversight

Key for ensuring prudent growth (through loans and investments) without taking excessive credit/investment risk

Vital for offering the right products to the right customers

Our Nominee: David Lehman

- ❑ Interim President and CEO from Dec. 20, 2016 to August 29, 2017
 - Responsible for leading the turnaround in earnings performance – primarily from reducing overhead expenses while continuing to grow loans.
 - Oversaw the charter conversion to a state-chartered commercial bank.
 - Realigned staff to support and focus on core business activities.
- ❑ President and director of Mennonite Mutual Insurance Company, Orrville, Ohio
 - President from 1990 through his retirement in Feb 2016
 - Employed at Mennonite since 1978
- ❑ Deep financial experience
 - Over 30 years of experience in the financial services industry
 - Over 25 years leading a growing insurance company
- ❑ Broad community involvement in community and leadership development activities in WAYN's market area; resident of Wayne County Ohio for over 50 years.
- ❑ Deep familiarity with WAYN's business and industry

Our Nominee: Glenn Miller, CPA

- ❑ President and CEO of Holmes-Wayne Electric Cooperative, Inc.
 - Employed in such capacity since 2004
 - A non-profit electric distribution utility -- serving more than 18,000 accounts in total
 - Located entirely in WAYN's market area
- ❑ Over 30 years of experience in business management and financial statement preparation
- ❑ Extensive involvement in community and economic development activities, including work in the oil and gas industry, in WAYN's market area
- ❑ Owns approximately \$564,000 of WAYN common stock – directly aligning his interests with stockholders

Stilwell Nominee: Corissa J. Briglia

- ❑ Ms. Briglia has served as the Director of Research at The Stilwell Group where she makes investment decisions.
- ❑ She is located in New York – hundreds of miles from Wooster, Ohio.
- ❑ She previously served on the board of COBK, FRTR, DLNO and SSNF with an agenda to sell the bank. All the banks were eventually sold or had announced a sale within her first term as a board member.

Ticker	Appointment Date	Sale Announcement Date
COBK	3/25/2014	9/10/2014
FRTR	11/18/2014	10/13/2015
DLNO	5/23/2017	10/18/2017
SSNF	2/5/2016	12/6/2017

Stilwell's Alternate Nominee: Mark D. Alcott

- ❑ Mr. Alcott is a litigator from Kentucky.
- ❑ He focuses on defense and commercial litigation.
- ❑ His practice is located in Kentucky – hundreds of miles from Wooster, Ohio.
- ❑ He doesn't have any financial/banking experience or public company board experience.

Appendix: Small U.S. Bank Peers (based on peers used by ISS in 2017 report)

Ticker	Company Name
HFBL	Home Federal Bancorp, Inc. of Louisiana
OTTW	Ottawa Bancorp, Inc.
BYFC	Broadway Financial Corporation
JXSB	Jacksonville Bancorp, Inc.
TRVR	Two Rivers Financial Group, Inc.
ESBK	Elmira Savings Bank
HBK	Hamilton Bancorp, Inc. (Maryland)
FIRT	First BancTrust Corporation