



PLEASE MARK VOTES AS IN THIS EXAMPLE

REVOCABLE PROXY TOWER BANCORP, INC.

SPECIAL MEETING OF SHAREHOLDERS
November 16, 2011
9:00 a.m.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

The undersigned hereby appoints Janak Amin and Jeffrey Renninger, or either of them, each with full power of substitution as attorneys and proxies of the undersigned to vote all Tower Bancorp, Inc. ("Tower") common stock of the undersigned at the Special Meeting of Shareholders of Tower Bancorp, Inc. to be held on Wednesday, November 16, 2011, at 9:00 a.m., at the West Shore Country Club, 100 Brentwater Road, Camp Hill, Pennsylvania, and at any adjournment or postponement of such meeting, as fully and effectually as the undersigned could do if personally present, and hereby revokes all previous proxies for said meeting.

Proposal 1 – Approval and adoption of the Agreement and Plan of Merger, dated as of June 20, 2011, by and between Tower Bancorp, Inc. ("Tower") and Susquehanna Bancshares, Inc. ("Susquehanna"), as amended, which provides, among other things, for the merger of Tower with and into Susquehanna, and the conversion of each share of Tower common stock outstanding immediately prior to the merger into the right to receive either 3.4696 shares of Susquehanna common stock or \$28.00, subject to proration so that \$88 million of the merger consideration is paid in cash.

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 2 – Approval of the adjournment of the special meeting if necessary to solicit additional proxies in favor of the approval and adoption of the merger agreement.

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 3 – Approval, in a non-binding advisory vote, of the compensation payable to the named executive officers of Tower in connection with the merger.

The undersigned acknowledges receipt of the Notice of Special Meeting of Shareholders and Joint Proxy Statement/Prospectus dated October 3, 2011.

The board of directors recommends a vote FOR Proposals 1, 2 and 3.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER OF RECORD. **WHERE A VOTE IS NOT SPECIFIED, THE PROXIES WILL VOTE SHARES REPRESENTED BY THIS PROXY FOR PROPOSALS 1, 2 AND 3, AND IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE MANAGEMENT OF TOWER ON SUCH OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING.**

PLEASE CHECK IF YOU PLAN TO ATTEND THE SPECIAL MEETING.

Please be sure to date and sign this proxy card in the box below.

Date

Sign above _____ Co-holder (if any) sign above _____
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↑ Detach above card, sign, date and mail in postage paid envelope provided. ↓

TOWER BANCORP, INC.

PLEASE ACT PROMPTLY
SIGN, DATE & MAIL YOUR PROXY CARD TODAY

Please date and sign exactly as name appears hereon. When signing as attorney, executor, administrator, trustee, guardian, etc., full title as such should be shown. For joint accounts, each joint owner should sign. If more than one trustee is listed, all trustees should sign, unless one trustee has power to sign for all.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

Important Notice Regarding Availability of Proxy Materials for the Special Meeting of Shareholders to be held on November 16, 2011.
The Joint Proxy Statement/Prospectus and proxy card are available at: <http://www.cfpproxy.com/4431sm>.