

**REVOCABLE PROXY  
BAYLAKE CORP.**

**ANNUAL MEETING OF SHAREHOLDERS  
JUNE 6, 2011**

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

The undersigned appoints Robert J. Cera and/or William C. Parsons as Proxies, each with the power to appoint his substitute, and hereby authorizes either of them to represent and to vote, as designated below, all the shares of common stock of Baylake Corp. held of record by the undersigned on March 31, 2011 at the Annual Meeting of Shareholders to be held on June 6, 2011 or any adjournment thereof:

**PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED  
POSTAGE-PAID ENVELOPE OR PROVIDE YOUR INSTRUCTIONS TO VOTE VIA  
THE INTERNET OR BY TELEPHONE.**

*(Continued, and to be marked, dated and signed, on the other side)*



FOLD AND DETACH HERE



**BAYLAKE CORP. — ANNUAL MEETING, JUNE 6, 2011**

**YOUR VOTE IS IMPORTANT!**

**You can vote in one of three ways:**

1. Call toll free 1-866-252-6936 on a Touch-Tone Phone. There is **NO CHARGE** to you for this call.

**or**

2. Via the Internet at <https://www.proxyvotenow.com/bylk> and follow the instructions.

**or**

3. Mark, sign and date your proxy card and return it promptly in the enclosed envelope.

**PLEASE SEE REVERSE SIDE FOR VOTING INSTRUCTIONS**



PLEASE MARK VOTES AS IN THIS EXAMPLE

# REVOCABLE PROXY BAYLAKE CORP.

## Annual Meeting of Shareholders JUNE 6, 2011

**PROPOSAL 1:** ELECTION OF DIRECTORS --Nominees for the Board of Directors:

For	With- hold	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- Class I Directors (Terms expire in 2014)**  
 (01) Robert W. Agnew  
 (02) Dee Geurts-Bengtson  
 (03) Joseph J. Morgan  
 (04) Elyse Mollner Stackhouse

**INSTRUCTION:** To withhold authority to vote for any nominee(s), mark "For All Except" and write that nominee(s) name(s) or number(s) in the space provided below.

\_\_\_\_\_

**PROPOSAL 2:** THE RATIFICATION OF BAKER TILLY VIRCHOW KRAUSE, LLP AS BAYLAKE CORP.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.

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

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED ABOVE BY THE UNDERSIGNED SHAREHOLDER(S). IF PROPERLY SIGNED, BUT NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN FAVOR OF THE NOMINEES NAMED IN PROPOSAL NUMBER ONE AND FOR RATIFICATION OF THE APPOINTMENT OF BAYLAKE CORP.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011 IN PROPOSAL TWO.**

Mark here if you plan to attend the meeting

Mark here for address change and note change

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Date

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Sign above \_\_\_\_\_ Co-holder (if any) sign above \_\_\_\_\_

**Please sign exactly as your name appears on this Proxy.** When shares are held by joint tenants, both should sign. When signing as attorney, personal representative, administrator, trustee or guardian, please give full title as such. If a corporation or partnership, please sign in full corporate name, by the President, other authorized officer, or by an authorized person.

**IF YOU WISH TO PROVIDE YOUR INSTRUCTIONS TO VOTE BY TELEPHONE OR INTERNET, PLEASE READ THE INSTRUCTIONS BELOW**

FOLD AND DETACH HERE IF YOU ARE VOTING BY MAIL

## PROXY VOTING INSTRUCTIONS

Shareholders of record have three ways to vote:

1. By Mail; or
2. By Telephone (using a Touch-Tone Phone); or
3. By Internet.

A telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned this proxy. Please note telephone and Internet votes must be cast prior to 3 a.m., June 6, 2011. It is not necessary to return this proxy if you vote by telephone or Internet.

### Vote by Telephone

Call Toll-Free on a Touch-Tone Phone anytime prior to 3 a.m., June 6, 2011:

**1-866-252-6936**

### Vote by Internet

anytime prior to 3 a.m., June 6, 2011 go to

**<https://www.proxyvotenow.com/bylk>**

Please note that the last vote received, whether by telephone, Internet or by mail, will be the vote counted.

**Your vote is important!**

