

MID PENN BANCORP INC  
Form S-4  
May 31, 2018  
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As Filed with the Securities and Exchange Commission on May 31, 2018

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-4  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

MID PENN BANCORP, INC.

(Exact name of Registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

6022  
(Primary Standard Industrial  
Classification Code Number)

25-1666413  
(IRS Employer  
Identification No.)

**349 Union Street**

**Millersburg, Pennsylvania 17061**

**(717) 692-7105**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Rory G. Ritrievi**

**President and Chief Executive Officer**

**Mid Penn Bancorp, Inc.**

**349 Union Street**

**Millersburg, Pennsylvania 17061**

**(717) 692-7105**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

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**111 North 6<sup>th</sup> Street**

**Reading, Pennsylvania 19603**

**(610) 478-2184**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company.

See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon on conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer)

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee <sup>(3)</sup>
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Common Stock, par value \$1.00 per share	2,569,069	per share N/A	\$87,013,278	\$10,834
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- (1) Represents the estimated maximum number of shares of common stock, par value \$1.00 per share, of the registrant to be issued upon completion of the merger described in the joint proxy statement/prospectus contained herein (the merger), calculated as the product of (i) 6,646,369 shares of common stock, par value \$1.00 per share, of First Priority Financial Corp., a Pennsylvania corporation (First Priority common stock), plus 733,892 shares of First Priority common stock reserved in connection with all outstanding options to purchase shares of First Priority common stock outstanding as of May 25, 2018, multiplied by (ii) 0.3481, the exchange ratio under the merger agreement.
- (2) Pursuant to Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act and solely for the purpose of calculating the registration fee, the proposed aggregate maximum offering price is equal to the product of (x) \$11.79 (the average of the high and low prices of First Priority common stock as reported on the OTCQX Market on May 25, 2018) and (y) 7,380,261, the estimated maximum number of shares of First Priority common stock to be exchanged in the merger.
- (3) Computed in accordance with Rule 457(f) under the Securities Act to be \$10,834, which is equal to 0.0001245 multiplied by the proposed maximum aggregate offering price of \$87,013,278.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.**

**PRELIMINARY SUBJECT TO COMPLETION DATED MAY 31, 2018**

**Mid Penn Bancorp, Inc.**

**First Priority Financial Corp.**

**Joint Proxy Statement/Prospectus**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Shareholder:

On January 16, 2018, Mid Penn Bancorp, Inc., or Mid Penn, and First Priority Financial Corp., or First Priority, entered into a merger agreement under which First Priority will merge with and into Mid Penn, with Mid Penn remaining as the surviving entity. Before we complete the merger, the shareholders of Mid Penn and First Priority must approve and adopt the merger agreement.

Mid Penn shareholders will vote to adopt the merger agreement and on the other matters described below at a special meeting of shareholders to be held at [ ], local time, on [ ], 2018 at [ ]. First Priority shareholders will vote to adopt the merger agreement and on the other matters described below at a special meeting of shareholders to be held at [ ], local time, on [ ], 2018 at [ ].

If the merger is completed, First Priority shareholders will have the right to receive for each share of First Priority common stock they own 0.3481 shares of Mid Penn common stock. Cash will be paid in lieu of any fractional shares, and all options to purchase First Priority common stock outstanding immediately prior to the merger will be cashed out. If the merger is completed, Mid Penn will issue between 2,309,632 and 2,571,010 shares of common stock, depending on the number of First Priority options that are exercised prior to completion of the merger.

The common stock of Mid Penn trades on the Nasdaq Global Select Market under the symbol **MPB** and the common stock of First Priority trades on the OTCQX Market under the symbol **FPBK**. On January 12, 2018, which was the last trading date preceding the public announcement of the proposed merger, the closing price of Mid Penn common stock and First Priority common stock was \$37.50 per share and \$9.00 per share, respectively. On [ ], 2018, the most recent practicable trading day prior to the printing of this joint proxy statement/prospectus, the closing price of Mid Penn common stock and First Priority common stock was \$[ ] per share and \$[ ] per share, respectively. The market price of both Mid Penn common stock and First Priority common stock will fluctuate before the completion of the merger; therefore, you are urged to obtain current market quotations for Mid Penn common stock and First Priority common stock.

The Mid Penn board of directors has determined that the merger is advisable and in the best interests of Mid Penn and the Mid Penn board of directors unanimously recommends that the Mid Penn shareholders vote FOR the adoption of the merger agreement and FOR the approval of the other proposals described in this joint proxy statement/prospectus.

The First Priority board of directors has determined that the merger is advisable and in the best interests of First Priority and the First Priority board of directors unanimously recommends that the First Priority shareholders vote FOR the adoption of the merger agreement and FOR the approval of the other proposals described in this joint proxy statement/prospectus.

**Your vote is very important.** Whether or not you plan to attend your shareholders meeting, please take the time to vote by completing and mailing the enclosed proxy card in accordance with the instructions on the proxy card. Mid Penn and First Priority shareholders may also cast their votes over the Internet or by telephone in accordance with the instructions on the Mid Penn or First Priority proxy card or voting instructions, as the case may be. We cannot complete the merger unless Mid Penn and First Priority shareholders approve and adopt the merger agreement.

You should read this entire joint proxy statement/prospectus, including the annexes hereto and the documents incorporated by reference herein, carefully because it contains important information about the merger and the related transactions. **In particular, you should read carefully the information under the section entitled Risk Factors beginning on page [33].** You can also obtain information about Mid Penn and First Priority from documents that each has filed with the Securities and Exchange Commission.

We strongly support this combination of our companies and join with the other members of our boards of directors in enthusiastically recommending that you vote in favor of the merger.

/s/ Rory G. Ritrievi  
Rory G. Ritrievi  
President and Chief Executive Officer

Mid Penn Bancorp, Inc.

/s/ David E. Sparks  
David E. Sparks  
Chairman and Chief Executive  
Officer  
First Priority Financial Corp.

**The shares of Mid Penn common stock to be issued to First Priority shareholders in the merger are not deposits or savings accounts or other obligations of any bank or savings association, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the merger described in this joint proxy statement/prospectus or the Mid Penn common stock to be issued in the merger, or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

The date of this joint proxy statement/prospectus is [ ], 2018, and it is first being mailed or otherwise delivered to shareholders on or about [ ], 2018.

*This document incorporates important business and financial information about Mid Penn that is not included in or delivered with this document. This information is available without charge to shareholders upon written or oral request at Mid Penn's address and telephone number listed on page [ ]. To obtain timely delivery, shareholders must request the information no later than [ ], 2018. Please see *Where You Can Find More Information* on page [ ] for instructions to request this and certain other information regarding Mid Penn.*

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**MID PENN BANCORP, INC.**

**349 UNION STREET**

**MILLERSBURG, PENNSYLVANIA 17061**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON [ ], [ ], 2018**

TO THE SHAREHOLDERS OF MID PENN BANCORP, INC.:

**NOTICE IS HEREBY GIVEN** that a special meeting of shareholders of Mid Penn Bancorp, Inc., or Mid Penn, will be held at [ ], local time, on [ ], 2018, at [ ], to consider and vote on:

1. adoption of the Agreement and Plan of Merger, dated January 16, 2018, by and between Mid Penn and First Priority Financial Corp., or First Priority, which provides for, among other things, the merger of First Priority with and into Mid Penn; and
2. a proposal to authorize the board of directors to adjourn the special meeting, if necessary, to solicit additional proxies, in the event there are not sufficient votes at the time of the special meeting to approve the proposal to approve the merger agreement.

These items are described in more detail in the accompanying joint proxy statement/prospectus and its annexes. You should read these documents in their entirety before voting. We have fixed [ ], 2018 as the record date for determining those Mid Penn shareholders entitled to vote at the special meeting. Accordingly, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the special meeting or any adjournment or postponement of the meeting.

Your board of directors has unanimously determined that the proposed merger is advisable and in the best interests of Mid Penn and unanimously recommends that you vote **FOR** the proposal to adopt the merger agreement. Your board of directors also recommends that you vote **FOR** proposal 2 listed above. In accordance with the terms of the merger agreement, each director, executive officer and ten percent (10%) shareholder of Mid Penn has agreed to vote all shares of Mid Penn common stock owned by him, her or it in favor of adoption of the merger agreement and the transactions contemplated by the merger agreement.

**Your vote is very important, regardless of the number of shares of Mid Penn common stock that you own.** We cannot complete the merger unless at least 66 2/3% of the outstanding shares of Mid Penn common stock votes for adoption of the merger agreement.

Even if you plan to attend the special meeting in person, Mid Penn requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or Internet prior to the special meeting to ensure that your shares of Mid Penn common stock will be represented at the special meeting. If you hold your shares in street name through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares. **If you fail to submit a proxy or to attend the special meeting and vote in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, your shares of Mid Penn common stock will not be counted and will have the same effect as a vote against the approval of the merger agreement.**

We urge you to vote as soon as possible so that your shares will be represented.

BY ORDER OF THE BOARD OF DIRECTORS,

/s/ Cindy L. Wetzel

Cindy L. Wetzel

Corporate Secretary

Millersburg, Pennsylvania

[ ], 2018



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**FIRST PRIORITY FINANCIAL CORP.**

**2 WEST LIBERTY BOULEVARD, SUITE 104**

**MALVERN, PENNSYLVANIA 19355**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON [ ], [ ], 2018**

TO THE SHAREHOLDERS OF FIRST PRIORITY FINANCIAL CORP.:

**NOTICE IS HEREBY GIVEN** that a special meeting of shareholders of First Priority Financial Corp., or First Priority, will be held at [ ], local time, on [ ], 2018, at [ ], to consider and vote on:

1. adoption of the Agreement and Plan of Merger, dated January 16, 2018, by and between Mid Penn Bancorp, Inc., or Mid Penn, and First Priority, which provides for, among other things, the merger of First Priority with and into Mid Penn; and
2. a proposal to authorize the board of directors to adjourn the special meeting, if necessary, to solicit additional proxies, in the event there are not sufficient votes at the time of the special meeting to approve the proposal to approve the merger agreement.

These items are described in more detail in the accompanying joint proxy statement/prospectus and its annexes. You should read these documents in their entirety before voting. We have fixed [ ], 2018 as the record date for determining those First Priority shareholders entitled to vote at the special meeting. Accordingly, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the special meeting or any adjournment or postponement of the meeting.

Your board of directors has unanimously determined that the proposed merger is advisable and in the best interests of First Priority and unanimously recommends that you vote **FOR** the proposal to adopt the merger agreement. Your board of directors also recommends that you vote **FOR** proposal 2 listed above. In accordance with the terms of the merger agreement, each director and executive officer of First Priority has agreed to vote all shares of First Priority common stock owned by him or her in favor of adoption of the merger agreement and the transactions contemplated thereby.

We urge you to vote as soon as possible so that your shares will be represented.

**Your vote is very important, regardless of the number of shares of First Priority common stock that you own.** We cannot complete the merger unless First Priority's shareholders approve the merger agreement by a majority of

votes cast at the meeting.

Even if you plan to attend the special meeting in person, First Priority requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or Internet prior to the special meeting to ensure that your shares of First Priority common stock will be represented at the special meeting. If you hold your shares in street name through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares. **If you fail to submit a proxy or to attend the special meeting and vote in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, your shares of First Priority common stock will not be counted.**

BY ORDER OF THE BOARD OF DIRECTORS,

/s Alice D. Flaherty

Alice D. Flaherty

Corporate Secretary

Malvern, Pennsylvania

[ ], 2018

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**WHERE YOU CAN FIND MORE INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about Mid Penn from other documents that Mid Penn has filed with the U.S. Securities and Exchange Commission, which we refer to as the SEC, and that are contained in or incorporated by reference into this joint proxy statement/prospectus. First Priority does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, but is subject to the reporting requirements of Section 15(d) of the Exchange Act and files documents and reports with the SEC. This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, DC 20549, and through the SEC's website at [www.sec.gov](http://www.sec.gov).

You may request copies of this joint proxy statement/prospectus and any of the documents incorporated by reference into this joint proxy statement/prospectus or other information concerning Mid Penn, without charge, by telephone or written request directed to:

Mid Penn Bancorp, Inc.

349 Union Street

Millersburg, Pennsylvania 17061

Attention: Corporate Secretary

(717) 692-7105

You may also request a copy of this joint proxy statement/prospectus and or other information concerning First Priority, without charge, by telephone or written request directed to:

First Priority Financial Corp.

2 West Liberty Boulevard, Suite 104

Malvern, Pennsylvania 19355

Attention: Corporate Secretary

(610) 280-7100

**To obtain timely delivery of these documents, you must request the information no later than [ ], 2018 in order to receive them before Mid Penn's special meeting of shareholders and no later than [ ], 2018 in order to receive them before First Priority's special meeting of shareholders.**

The joint proxy statement/prospectus is also available on Mid Penn's website at [www.midpennbank.com](http://www.midpennbank.com) and on First Priority's website at [www.fpbk.com](http://www.fpbk.com). The information on Mid Penn's website is not part of this joint proxy statement/prospectus. References to Mid Penn's and First Priority's websites in this joint proxy statement/prospectus are intended to serve as textual references only.

**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This document, which forms part of a registration statement on Form S-4 filed with the SEC by Mid Penn (File No. 333-[ ]), constitutes a prospectus of Mid Penn under the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of common stock, par value \$1.00 per share, of Mid Penn, which we refer to as Mid Penn common stock, to be issued pursuant to the Agreement and Plan of Merger, dated as of January 16, 2018, by and between Mid Penn and First Priority, which we refer to as the merger agreement. This document also constitutes a proxy statement of Mid Penn and First Priority under the Exchange Act. It also constitutes a notice of meeting with respect to the special meetings, at which each of Mid Penn and First Priority shareholders will be asked to vote to approve the merger agreement. Mid Penn has supplied all information contained or incorporated by reference into this joint proxy statement/prospectus relating to Mid Penn, and First Priority has supplied all information contained in this joint proxy statement/prospectus relating to First Priority.

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You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. Mid Penn and First Priority have not authorized anyone to provide you with information that is different from that contained in or incorporated by reference into this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [ ], 2018, and you should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than such date. Further, you should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this joint proxy statement/prospectus to First Priority shareholders nor the issuance by Mid Penn of shares of its common stock pursuant to the merger agreement will create any implication to the contrary.

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS**

*The following questions and answers briefly address some commonly asked questions about the merger (as defined below) and the shareholder meetings. They may not include all the information that is important to the shareholders of Mid Penn and First Priority. Shareholders of Mid Penn and First Priority should each read carefully this entire joint proxy statement/prospectus, including the annexes and other documents referred to in this document.*

***Questions about the Merger***

**Q: What is the merger?**

**A:** Mid Penn and First Priority have entered into an Agreement and Plan of Merger, dated January 16, 2018, which is referred to as the merger agreement. A copy of the merger agreement is attached as Annex A to, and is incorporated by reference in, this joint proxy statement/prospectus. The merger agreement contains the terms and conditions of the proposed business combination of Mid Penn and First Priority. Under the merger agreement, First Priority will merge with and into Mid Penn, with Mid Penn remaining as the surviving entity. We refer to this transaction as the corporate merger. Immediately following the corporate merger, First Priority Bank, a wholly owned bank subsidiary of First Priority, will merge with and into Mid Penn's wholly owned bank subsidiary, Mid Penn Bank, with Mid Penn Bank as the surviving bank, and the separate corporate existence of First Priority Bank will cease. We refer to this transaction as the bank merger. We refer to the corporate merger and the bank merger collectively as the merger.

Following the completion of the merger, the merger agreement provides that Mid Penn will continue to operate the branches of First Priority Bank as a separate banking division of Mid Penn Bank under the name First Priority Bank, a Division of Mid Penn Bank.

**Q: Why am I receiving these materials?**

**A:** This document constitutes both a joint proxy statement of Mid Penn and First Priority and a prospectus of Mid Penn. It is a joint proxy statement because the boards of directors of both companies are soliciting proxies from their respective shareholders. It is a prospectus because Mid Penn will issue shares of its common stock in exchange for shares of First Priority common stock in the merger.

Mid Penn is sending these materials to its shareholders to help them decide how to vote their shares of Mid Penn common stock with respect to the proposed merger and the other matters to be considered at the Mid Penn special meeting described in *The Mid Penn Special Meeting*, beginning on page [ ].

First Priority is sending these materials to its shareholders to help them decide how to vote their shares of First Priority common stock with respect to the proposed merger and the other matters to be considered at the First Priority special meeting described in *The First Priority Special Meeting*, beginning on page [ ].

Information about these meetings, the merger and the other business to be considered at the meetings is contained in this joint proxy statement/prospectus. The merger cannot be completed unless shareholders of Mid Penn and First Priority each approve the merger.

**Q: Why is Mid Penn proposing the merger?**

**A:** The Mid Penn board of directors, in unanimously determining that the merger is in the best interests of Mid Penn, considered a number of key factors that are described under the heading *The Merger Mid Penn's Reasons for the Merger*, beginning on page [ ].

**Q: Why is First Priority proposing the merger?**

**A:** The First Priority board of directors, in unanimously determining that the merger is in the best interests of First Priority, considered a number of key factors that are described under the heading *The Merger First Priority's Reasons for the Merger*, beginning on page [ ].

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**Q: What will First Priority shareholders receive in the merger, and how will this affect holders of Mid Penn common stock?**

**A:** Upon completion of the merger, First Priority shareholders will be entitled to receive, for each share of First Priority common stock they own, 0.3481 shares, which we sometimes call the exchange ratio, of Mid Penn common stock. The exchange ratio is fixed and not subject to adjustment, except in limited circumstances. Because of the number of shares of Mid Penn common stock being issued in the merger, the percentage ownership interest in Mid Penn represented by the existing shares of Mid Penn common stock will be diluted. Mid Penn shareholders will not receive any merger consideration and will continue to own their existing shares of Mid Penn common stock after the merger.

**Q: What equity stake will First Priority shareholders hold in Mid Penn immediately following the merger?**

**A:** Following completion of the merger, current Mid Penn shareholders will own in the aggregate approximately 72.6% of the outstanding shares of Mid Penn common stock and First Priority shareholders will own approximately 27.4% of the outstanding shares of Mid Penn common stock.

**Q: What is the value of the per share merger consideration?**

**A:** On January 12, 2018, which was the last trading date preceding the public announcement of the proposed merger, the closing price of Mid Penn common stock was \$37.50 per share. On [ ], 2018, the most recent practicable trading day prior to the printing of this joint proxy statement/prospectus, the closing price of Mid Penn common stock was \$[ ] per share. The market price of both Mid Penn common stock and First Priority common stock will fluctuate before the completion of the merger, therefore, you are urged to obtain current market quotations for Mid Penn common stock and First Priority common stock.

**Q: What happens if I am eligible to receive a fraction of a share of Mid Penn common stock as part of the merger consideration?**

**A:** If the aggregate number of shares of Mid Penn common stock that you are entitled to receive as part of the merger consideration includes a fraction of a share of Mid Penn common stock, you will receive cash in lieu of that fractional share. See the section entitled *The Merger Agreement Consideration to be Received in the Merger* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: Who will be the directors and executive officers of the combined company following the merger?**

**A:** Following completion of the merger, the then current directors and executive officers of Mid Penn and Mid Penn Bank will continue in office. At the effective time of the merger, the boards of directors of Mid Penn and Mid Penn Bank will be increased by four (4) directors and David E. Sparks, Chairman and Chief Executive Officer of

First Priority, and three (3) of the other current directors of First Priority selected by the board of directors of First Priority, with the approval of Mid Penn's board of directors, will be added to the boards of directors of Mid Penn and Mid Penn Bank. Additionally, Mr. Sparks will be appointed as Chief Strategic Advisor to the Chief Executive Officer of Mid Penn Bancorp, Inc. and Mid Penn Bank, and Market President of First Priority Bank, a Division of Mid Penn Bank.

**Q: When do you expect to complete the merger?**

**A:** Subject to the satisfaction or waiver of the closing conditions described under the section entitled, *The Merger Agreement Conditions to Completion of the Merger* beginning on page [ ] of this joint proxy statement/prospectus, including receipt of shareholder approvals at the respective special meetings of Mid Penn and First Priority, and continued effectiveness of regulatory approvals already received, we currently expect to complete the merger in the third quarter of 2018. It is possible, however, that factors outside of either company's control could result in us completing the merger at a later time or not completing it at all.

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**Q: What are the federal income tax consequences of the merger?**

**A:** The merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to as the Internal Revenue Code. It is a condition to the completion of the merger that each of Mid Penn and First Priority receive a written opinion from their respective legal counsel to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Because First Priority shareholders will receive solely Mid Penn common stock for their shares (except for cash in lieu of fractional shares), First Priority shareholders should not recognize gain or loss except with respect to the cash they receive in lieu of a fractional share.

**This tax treatment may not apply to all First Priority shareholders. Determining the actual tax consequences of the merger to First Priority shareholders can be complicated. First Priority shareholders should consult their own tax advisor for a full understanding of the merger's tax consequences that are particular to each shareholder.** For further discussion of the material U.S. federal income tax consequences of the merger, see *Material United States Federal Income Tax Consequences of the Merger*, beginning on page [ ].

***Questions about the Mid Penn Special Meeting***

**Q: What am I being asked to vote on at the Mid Penn special meeting?**

**A:** You are being asked to consider and vote on:

1. adoption of the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus; and
2. adjournment of the Mid Penn special meeting, if necessary, to solicit additional proxies.

**Q: How does the Mid Penn board of directors recommend that I vote my shares?**

**A:** The Mid Penn board of directors recommends that the Mid Penn shareholders vote their shares as follows:

FOR adoption of the merger agreement; and

FOR an adjournment of the Mid Penn special meeting, if necessary, to solicit additional proxies.

As of the record date, directors, executive officers and ten percent (10%) shareholders of Mid Penn and their affiliates had the right to vote [ ] shares of Mid Penn common stock, or [ ]% of the outstanding Mid Penn common stock entitled to be voted at the special meeting. Each of the directors, executive officers and ten percent (10%) shareholders of Mid Penn has agreed to vote all shares of Mid Penn common stock owned by him, her or it in favor of adoption of the merger agreement.

**Q: What do I need to do now?**

**A:** After carefully reading and considering the information contained in this joint proxy statement/prospectus, please submit your proxy as soon as possible so that your shares will be represented at the Mid Penn special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.

**Q: Who is entitled to vote at the Mid Penn special meeting?**

**A:** Mid Penn shareholders of record as of the close of business on [ ], 2018, which is referred to as the Mid Penn record date, are entitled to notice of, and to vote at, the Mid Penn special meeting.

**Q: How many votes do I have?**

**A:** Each outstanding share of Mid Penn common stock is entitled to one vote.

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**Q: How do I vote my Mid Penn shares?**

**A:** You may vote your Mid Penn shares by completing and returning the enclosed proxy card, by Internet or by voting in person at the Mid Penn special meeting.

**Voting by Proxy.** You may vote your Mid Penn shares by completing and returning the enclosed proxy card. Your proxy will be voted in accordance with your instructions. If you submit a properly executed and dated proxy, but do not specify a choice on one of the proposals described in this joint proxy statement/prospectus, your proxy will be voted in favor of that proposal.

**Voting by Internet.** If you are a registered shareholder, you may vote electronically through the Internet by following the instructions included on your proxy card. If your shares are registered in the name of a broker or other nominee, you may be able to vote via the Internet. If so, the voting form your nominee sends you will provide Internet instructions.

**Voting by Phone.** Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call [ ] and then follow the instructions.

**Voting in Person.** If you attend the Mid Penn special meeting, you may deliver your completed proxy card in person or may vote by completing a ballot that will be available at the meeting. If your shares are registered in the name of a broker or other nominee and you wish to vote at the meeting you will need to obtain a legal proxy from your bank or brokerage firm. Please consult the voting form sent to you by your bank or broker to determine how to obtain a legal proxy in order to vote in person at the special meeting.

**Q: Why is my vote important?**

**A:** Because the merger cannot be completed without the affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of Mid Penn common stock at the Mid Penn special meeting, every shareholder's vote is important.

**Q: If my shares of Mid Penn common stock are held in street name by my broker, will my broker automatically vote my shares for me?**

**A:** No. Your broker **CANNOT** vote your shares on any proposal at the Mid Penn special meeting without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you.

**Q: What if I fail to instruct my broker?**

**A:**

If you do not provide your broker with instructions, your broker generally will not be permitted to vote your shares on the merger proposal or any other proposal (a so-called broker non-vote) at the Mid Penn special meeting. Because the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of outstanding Mid Penn shares is necessary to approve the merger, any broker non-votes submitted by brokers or nominees in connection with the special meeting will in effect be a vote against the merger. For determining the number of votes cast with respect to the adjournment proposal, only those votes cast for or against the proposal are counted. Any broker non-votes submitted by brokers or nominees in connection with the special meeting will not be counted as votes for or against for determining the number of votes cast, but will be treated as present for quorum purposes.

**Q: What constitutes a quorum for the Mid Penn special meeting?**

**A:** As of the Mid Penn record date, [ ] shares of Mid Penn common stock were issued and outstanding, each of which will be entitled to one vote at the meeting. Under Mid Penn's bylaws, the presence, in person or by



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proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast constitutes a quorum for the transaction of business at the special meeting. If you vote by proxy, your shares will be included for determining the presence of a quorum. Both abstentions and broker non-votes are also included for determining the presence of a quorum.

**Q: Assuming the presence of a quorum, what is the vote required to approve the matters to be considered at the Mid Penn special meeting?**

**A:** The affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of Mid Penn common stock at the Mid Penn special meeting is required to approve the proposal to approve and adopt the merger agreement, and the affirmative vote of a majority of the votes cast, in person or by proxy, at the Mid Penn special meeting is required to approve the proposal to adjourn the Mid Penn special meeting, if necessary, to solicit additional proxies and any other matter that may properly come before the special meeting. Therefore, abstentions and broker non-votes will have the same effect as a vote AGAINST the proposal to approve the merger, but will have no effect on the adjournment proposal.

**Q: Do I have appraisal or dissenters rights?**

**A:** No. Under Pennsylvania law, holders of Mid Penn common stock will not be entitled to exercise any appraisal rights in connection with the merger.

**Q: Can I attend the Mid Penn special meeting and vote my shares in person?**

**A:** Yes. All shareholders, including shareholders of record and those who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Holders of record of Mid Penn common stock can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. We reserve the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

**Q: Can I change my vote?**

**A:** Yes. You may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date (if you submitted your proxy by Internet or by telephone, you can vote again by Internet or telephone), (2) delivering a written revocation letter to Mid Penn's Corporate Secretary, or (3) attending the special meeting in person, notifying the Corporate Secretary and voting by ballot at the special meeting. Mid Penn's Corporate Secretary's mailing address is Mid Penn Bancorp, Inc., 349 Union Street, Millersburg, Pennsylvania 17061, Attention: Corporate Secretary.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, and such vote will revoke any previous proxy, but the mere presence (without notifying Mid Penn's Corporate Secretary) of a shareholder at the special meeting will not constitute revocation of a previously given proxy. A shareholder may change his or her vote up and until the time that votes are counted but not thereafter.

**Q: How will proxies be solicited and who will bear the cost of soliciting votes for the Mid Penn special meeting?**

**A:** Mid Penn has engaged [ ] ( [ ] ) to act as the proxy solicitor and to assist in the solicitation of proxies for the Mid Penn special meeting of shareholders. Mid Penn has agreed to pay [ ] approximately \$[ ], plus reasonable out-of-pocket expenses, for such services and will also indemnify [ ] against certain claims, costs, damages, liabilities, and expenses.

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Mid Penn will bear the cost of preparing and assembling these proxy materials for the Mid Penn special meeting. The cost of printing and mailing these proxy materials will be shared equally between Mid Penn and First Priority. The solicitation of proxies or votes for the Mid Penn special meeting may also be made in person, by telephone, or by electronic communication by Mid Penn's directors, officers, and employees, none of whom will receive any additional compensation for such solicitation activities. In addition, Mid Penn may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners.

**Q: Can additional proposals be presented at the Mid Penn special meeting?**

**A:** No. Other than the proposals described in this joint proxy statement/prospectus, no additional matters can be presented for a vote at the special meeting.

**Q: Are there risks that I should consider in deciding whether to vote to approve the merger agreement?**

**A:** Yes. You should consider the risk factors set out in the section entitled *Risk Factors* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: What if I hold stock of both Mid Penn and First Priority?**

**A:** If you hold shares of both Mid Penn and First Priority, you will receive two separate packages of proxy materials. A vote as a Mid Penn shareholder for the merger proposal or any other proposals to be considered at the Mid Penn special meeting will not constitute a vote as a First Priority shareholder for the merger proposal or any other proposals to be considered at the First Priority special meeting, and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from Mid Penn or First Priority, or submit separate proxies as both a Mid Penn shareholder and a First Priority shareholder as instructed.

**Q: Whom should I contact if I have additional questions?**

**A:** If you are a Mid Penn shareholder and have any questions about the merger, need assistance in submitting your proxy or voting your shares of Mid Penn common stock, or if you need additional copies of this document or the enclosed proxy card, you should contact [ ], the proxy solicitor for Mid Penn at [ ]. You may also contact:  
Mid Penn Bancorp, Inc.

349 Union Street

Millersburg, Pennsylvania 17061

Attention: Investor Relations

Telephone: (717) 692-7105

***Questions about the First Priority Special Meeting***

**Q: What am I being asked to vote on at the First Priority special meeting?**

**A:** You are being asked to consider and vote on:

1. adoption of the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus; and
2. adjournment of the First Priority special meeting, if necessary, to solicit additional proxies.

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**Q: How does the First Priority board of directors recommend that I vote my shares?**

**A:** The First Priority board of directors recommends that the First Priority shareholders vote their shares as follows:

FOR adoption of the merger agreement; and

FOR an adjournment of the First Priority special meeting, if necessary, to solicit additional proxies. As of the record date, directors and executive officers of First Priority and their affiliates had the right to vote [ ] shares of First Priority common stock, or [ ]% of the outstanding First Priority common stock entitled to be voted at the First Priority special meeting. Each of the directors and executive officers of First Priority has agreed to vote all shares of First Priority common stock owned by him or her in favor of adoption of the merger agreement.

**Q: What do I need to do now?**

**A:** After carefully reading and considering the information contained in this joint proxy statement/prospectus, please submit your proxy as soon as possible so that your shares will be represented at the First Priority special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.

**Q: Who is entitled to vote at the First Priority special meeting?**

**A:** First Priority shareholders of record as of the close of business on [ ], 2018, which is referred to as the First Priority record date, are entitled to notice of, and to vote at, the First Priority special meeting.

**Q: How many votes do I have?**

**A:** Each outstanding share of First Priority common stock is entitled to one vote.

**Q: How do I vote my First Priority shares?**

**A:** You may vote your First Priority shares by completing and returning the enclosed proxy card or by voting in person at the First Priority special meeting.

**Voting by Proxy.** You may vote your First Priority shares by completing and returning the enclosed proxy card. Your proxy will be voted in accordance with your instructions. If you submit a properly executed and dated proxy, but do not specify a choice on one of the proposals described in this joint proxy statement/prospectus, your proxy will be voted in favor of that proposal.

**Voting by Internet.** If you are a registered shareholder, you may vote electronically through the Internet by following the instructions included on your proxy card. If your shares are registered in the name of a broker or other nominee, you may be able to vote via the Internet. If so, the voting form your nominee sends you will provide Internet instructions.

**Voting by Phone.** Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call [ ] and then follow the instructions.

**Voting in Person.** If you attend the First Priority special meeting, you may deliver your completed proxy card in person or may vote by completing a ballot that will be available at the meeting. If your shares are registered in the name of a broker or other nominee and you wish to vote at the meeting, you will need to

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obtain a legal proxy from your bank or brokerage firm. Please consult the voting form sent to you by your bank or broker to determine how to obtain a legal proxy in order to vote in person at the First Priority special meeting.

**Q: Why is my vote important?**

**A:** Because the merger cannot be completed without the affirmative vote of a majority of the votes cast at the First Priority special meeting, every shareholder's vote is important.

**Q: If my shares of First Priority common stock are held in street name by my broker, will my broker automatically vote my shares for me?**

**A:** No. Your broker **CANNOT** vote your shares on any proposal at the First Priority special meeting without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker.

**Q: What if I fail to instruct my broker?**

**A:** If you do not provide your broker with instructions, your broker generally will not be permitted to vote your shares on the merger proposal or any other proposal (a so-called "broker non-vote") at the First Priority special meeting. For purposes of determining the number of votes cast with respect to the merger proposal, only those votes cast for or against the proposal are counted. Broker non-votes, if any are submitted by brokers or nominees in connection with the special meeting, will not be counted as votes for or against for purposes of determining the number of votes cast, but will be treated as present for quorum purposes.

**Q: What constitutes a quorum for the First Priority special meeting?**

**A:** As of the First Priority record date, [ ] shares of First Priority common stock were issued and outstanding, each of which will be entitled to one vote at the meeting. Under First Priority's bylaws, the presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast constitutes a quorum for the transaction of business at the special meeting. If you vote by proxy, your shares will be included for determining the presence of a quorum. Both abstentions and broker non-votes are also included for determining the presence of a quorum.

**Q: Assuming the presence of a quorum, what is the vote required to approve the matters to be considered at the First Priority special meeting?**

**A:**

The affirmative vote of a majority of all votes cast, in person and by proxy, at the meeting is required to approve all matters to be considered at the First Priority special meeting. Abstentions and broker non-votes will not affect the outcome of any matters being voted on at the meeting.

**Q: Do any of First Priority's directors or executive officers have interests in the merger that may differ from those of First Priority shareholders?**

**A:** First Priority's directors and executive officers have interests in the merger that are different from, or in addition to, those of First Priority shareholders generally. The members of First Priority's board of directors were aware of and considered these interests, among other matters, in evaluating the merger agreement and the merger, and in recommending that First Priority shareholders approve the merger agreement. For a description of these interests, refer to the section entitled *Interests of First Priority's Directors and Executive Officers in the Merger* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: Do I have appraisal or dissenters' rights?**

**A:** Yes. Under Pennsylvania law, First Priority shareholders have the right to dissent from the merger agreement and the merger and to receive a payment in cash for the fair value of their shares of First



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Priority common stock as determined by an appraisal process. This value may be more or less than the value you would receive in the merger if you do not dissent. If you dissent, you will receive a cash payment for the value of your shares that will be fully taxable to you. To perfect your dissenters' rights, you must follow precisely the required statutory procedures. See *First Priority Shareholders Have Dissenters' Rights in the Merger* beginning on page [ ].

**Q: Can I attend the First Priority special meeting and vote my shares in person?**

**A:** Yes. All shareholders, including shareholders of record and those who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Holders of record of First Priority common stock can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. We reserve the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

**Q: Can I change my vote?**

**A:** Yes. You may revoke your proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to First Priority's Corporate Secretary, or (3) attending the special meeting in person, notifying Corporate Secretary and voting by ballot at the special meeting. The mailing address for First Priority's Corporate Secretary is First Priority Financial Corp., 2 West Liberty Boulevard, Suite 104, Malvern, Pennsylvania 19355, Attention: Alice D. Flaherty.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, and such vote will revoke any previous proxy, but the mere presence (without notifying First Priority's Corporate Secretary) of a shareholder at the special meeting will not constitute revocation of a previously given proxy. A shareholder may change his or her vote up and until the time that votes are counted but not thereafter.

**Q: How will proxies be solicited and who will bear the cost of soliciting votes for the First Priority special meeting?**

**A:** First Priority has engaged [ ] ( [ ] ) to act as the proxy solicitor and to assist in the solicitation of proxies for the First Priority special meeting of shareholders. First Priority has agreed to pay [ ] approximately \$[ ], plus reasonable out-of-pocket expenses, for such services and will also indemnify [ ] against certain claims, costs, damages, liabilities, and expenses.

First Priority will bear the cost of preparing and assembling these proxy materials for the First Priority special meeting. The cost of printing and mailing these proxy materials will be shared equally between Mid Penn and First Priority. The solicitation of proxies or votes for the First Priority special meeting may also be made in person, by telephone, or by electronic communication by First Priority's directors, officers, and employees, none of whom will

receive any additional compensation for such solicitation activities. In addition, First Priority may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners.

**Q: Can additional proposals be presented at the First Priority special meeting?**

**A:** No. Other than the proposals described in this joint proxy statement/prospectus, no additional matters can be presented for a vote at the special meeting.

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**Q: Are there risks that I should consider in deciding whether to vote to approve the merger agreement?**

**A:** Yes. You should consider the risk factors set out in the section entitled *Risk Factors* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: What if I hold stock of both Mid Penn and First Priority?**

**A:** If you hold shares of both Mid Penn and First Priority, you will receive two separate packages of proxy materials. A vote as a First Priority shareholder for the merger proposal or any other proposals to be considered at the First Priority special meeting will not constitute a vote as a Mid Penn shareholder for the merger proposal or any other proposals to be considered at the Mid Penn special meeting, and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from Mid Penn or First Priority, or submit separate proxies as both a Mid Penn shareholder and a First Priority shareholder as instructed.

**Q: Should I send in my First Priority stock certificates now?**

**A:** No, please do NOT return your stock certificate(s) with your proxy. You will be provided separate instructions regarding the surrender of your stock certificates. You should then send your First Priority stock certificates to the exchange agent in accordance with those instructions.

**Q: Whom should I contact if I have additional questions?**

**A:** If you are a First Priority shareholder and have any questions about the merger, need assistance in submitting your proxy or voting your shares of First Priority common stock, or if you need additional copies of this document or the enclosed proxy card, you should contact [ ], the proxy solicitor for First Priority at [ ]. You may also contact:

First Priority Financial Corp.

2 West Liberty Boulevard, Suite 104

Malvern, Pennsylvania 19355

Attention: Corporate Secretary

Telephone: (610) 280-7100

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**SUMMARY**

*This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all of the information that is important to you. We urge you to carefully read the entire joint proxy statement/prospectus and the other documents to which we refer in order to fully understand the merger and the related transactions. See **Where You Can Find More Information**. Each item in this summary refers to the page of this joint proxy statement/prospectus on which that subject is discussed in more detail.*

**Information about the Parties**

***Mid Penn Bancorp, Inc.***

Mid Penn is a Pennsylvania business corporation and bank holding company with its headquarters in Millersburg, Pennsylvania. At March 31, 2018, Mid Penn had total consolidated assets of \$1.4 billion. Mid Penn is the parent company of Mid Penn Bank, serving the community since 1868, which operates twenty-nine retail banking offices across eight counties in Pennsylvania.

Upon the closing of the merger of The Scottsdale Bank & Trust Co., or Scottsdale, with and into Mid Penn Bank, which occurred on January 8, 2018, Mid Penn Bank assumed all of the assets of Scottsdale. As of December 31, 2017, Scottsdale had approximately \$261 million in total assets and total deposits of approximately \$211 million, based upon Scottdale's December 31, 2017 Call Report filed with the FDIC.

The principal executive offices of Mid Penn are located at 349 Union Street, Millersburg, Pennsylvania 17061 and its telephone number is (717) 692-2133.

Mid Penn common stock is traded on The Nasdaq Global Select Market under the symbol **MPB**.

***First Priority Financial Corp.***

First Priority is a Pennsylvania business corporation and bank holding company with its headquarters in Malvern, Pennsylvania. At March 31, 2018, First Priority had total consolidated assets of \$614.6 million. First Priority is the parent company of First Priority Bank, which operates eight retail banking offices in four counties in Pennsylvania.

The principal executive offices of First Priority are located at 2 West Liberty Boulevard, Suite 104, Malvern, Pennsylvania 19355, and its telephone number is (610) 280-7100.

First Priority common stock is traded on the OTCQX Market under the symbol **FPBK**.

**The Merger and the Merger Agreement (page [ ])**

The terms and conditions of the merger are contained in the merger agreement, which is attached as Annex A to this joint proxy statement/prospectus and incorporated by reference herein. Please carefully read the merger agreement as it is the legal document that governs the merger.

Pursuant to the merger agreement, First Priority will merge with and into Mid Penn with Mid Penn as the surviving corporation. Immediately after the corporate merger, First Priority Bank will merge with and into Mid Penn Bank, with Mid Penn Bank as the surviving bank.

Following the completion of the merger, the merger agreement provides that Mid Penn will continue to operate the branches of First Priority Bank as a separate banking division of Mid Penn Bank under the name First Priority Bank, a Division of Mid Penn Bank.

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**Mid Penn Will Hold Its Special Meeting on [ ] (page [ ])**

The Mid Penn special meeting will be held on [ ] at [ ], local time, at [ ], Pennsylvania. At the special meeting, Mid Penn shareholders will be asked to:

1. adopt the merger agreement; and
2. approve the adjournment of the special meeting, if necessary, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

*Record Date.* Only holders of record of Mid Penn common stock at the close of business on [ ], 2018 will be entitled to vote at the special meeting. Each share of Mid Penn common stock is entitled to one vote. As of the Mid Penn record date, there were [ ] shares of Mid Penn common stock issued and outstanding and entitled to vote at the special meeting.

*Required Vote.* The affirmative vote, in person or by proxy, of at least sixty-six and two thirds percent (66 2/3%) of the outstanding shares of Mid Penn common stock is required to approve the merger agreement, and a majority of the votes cast at the special meeting is required to approve the proposal to adjourn the Mid Penn special meeting, if necessary, to solicit additional proxies. The presence, in person or by proxy, of a majority of the outstanding shares of Mid Penn common stock is necessary to constitute a quorum in order to transact business at the special meeting.

As of the record date, directors, executive officers and ten percent (10%) shareholders of Mid Penn and their affiliates had the right to vote [ ] shares of Mid Penn common stock, or [ ]% of the outstanding Mid Penn common stock entitled to be voted at the special meeting. Each of the directors, executive officers and ten percent (10%) shareholders of Mid Penn has agreed to vote all shares of Mid Penn common stock owned by him, her or it in favor of adoption of the merger agreement and the transactions contemplated thereby.

**First Priority Will Hold Its Special Meeting on [ ] (page [ ])**

The First Priority special meeting will be held on [ ] at [ ], local time, at [ ]. At the special meeting, First Priority shareholders will be asked to:

1. adopt the merger agreement; and
2. approve the adjournment of the special meeting, if necessary, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

*Record Date.* Only holders of record of First Priority common stock at the close of business on [ ], 2018 will be entitled to vote at the special meeting. Each share of First Priority common stock is entitled to one vote. As of the First Priority record date, there were [ ] shares of First Priority common stock issued and outstanding and entitled to vote at the special meeting.

*Required Vote.* The affirmative vote, in person or by proxy, of a majority of votes cast is required to approve the merger agreement and the proposal to adjourn the First Priority special meeting, if necessary, to solicit additional

proxies.

As of the record date, directors and executive officers of First Priority and their affiliates had the right to vote [ ] shares of First Priority common stock, or [ ]% of the outstanding First Priority common stock entitled to be voted at the special meeting. Each of the directors and the executive officers of First Priority has agreed to vote all shares of First Priority common stock owned by him or her in favor of adoption of the merger agreement.

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**First Priority Shareholders Will Receive Shares of Mid Penn Common Stock in the Merger (page [ ]).**

Upon completion of the merger, each outstanding share of First Priority common stock outstanding immediately prior to the effective time of the merger, will be converted into the right to receive 0.3481 shares of Mid Penn common stock, which we refer to as the merger consideration. The exchange ratio is fixed and not subject to adjustment, except in limited circumstances.

On January 12, 2018, which was the last trading date preceding the public announcement of the proposed merger, the closing price of Mid Penn common stock was \$37.50 per share. On [ ], 2018, the most recent practicable trading day prior to the printing of this joint proxy statement/prospectus, the closing price of Mid Penn common stock was \$[ ] per share. The market price of both Mid Penn common stock and First Priority common stock will fluctuate before the completion of the merger; therefore, you are urged to obtain current market quotations for Mid Penn common stock and First Priority common stock. The value of the merger consideration will fluctuate as the market price of Mid Penn common stock fluctuates before the completion of the merger. The market price of Mid Penn common stock at closing will not be known at the time of the First Priority special meeting and may be more or less than the current price of Mid Penn common stock or the price of Mid Penn common stock at the time of the First Priority special meeting or at the effective time of the merger.

**Expected Material United States Federal Income Tax Treatment as a Result of the Merger (page [ ])**

The merger is structured to be treated as a reorganization for United States federal income tax purposes. Each of Mid Penn and First Priority has conditioned the consummation of the merger on its receipt of a legal opinion that this will be the case. Because First Priority shareholders will receive solely Mid Penn common stock for their shares (except for cash in lieu of fractional shares), First Priority shareholders should not recognize gain or loss except with respect to the cash they receive instead of a fractional share.

**This tax treatment may not apply to all First Priority shareholders. Determining the actual tax consequences of the merger to First Priority shareholders can be complicated. First Priority shareholders should consult their own tax advisor for a full understanding of the merger's tax consequences that are particular to each shareholder.**

Exceptions to these conclusions or other considerations may apply, some of which are discussed beginning on page [ ]. Determining the actual tax consequences of the merger to a First Priority shareholder can be complicated. For further information, please refer to *Material United States Federal Income Tax Consequences of the Merger* on page [ ]. **First Priority shareholders should also consult their own tax advisors for a full understanding of the federal income tax and other tax consequences of the merger as they apply specifically to them.**

**Accounting Treatment of the Merger (page [ ])**

The merger will be treated as a business combination using the acquisition method of accounting with Mid Penn treated as the acquiror under accounting principles generally accepted in the United States of America, or US GAAP.

**Market Prices and Share Information (page [ ])**

Mid Penn common stock is listed on The Nasdaq Global Select Market under the symbol MPB. First Priority common stock is quoted on the OTCQX Market under the symbol FPBK.



The table below shows the last sale price of Mid Penn common stock and First Priority common stock, and the value of Mid Penn common stock received per share of First Priority common stock based upon the exchange

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ratio, on January 12, 2018 (the last full trading day prior to announcement of the execution of the merger agreement) and [ ], 2018 (the last full trading day prior to the date of these materials).

	Mid Penn Common Stock	First Priority Common Stock	Exchange Ratio	Equivalent Per Share Value:
January 12, 2018	\$ 37.50	\$ 9.00	0.3481	\$ 13.05
At [ ], 2018	\$ [ ]	\$ [ ]	0.3481	\$ [ ]

*Because the exchange ratio is fixed and will be adjusted only in limited circumstances, including if Mid Penn declares any stock dividends or effects a stock split or reverse stock split, and the market price of Mid Penn common stock will fluctuate prior to the merger, the pro forma equivalent price per share of First Priority common stock will also fluctuate prior to the merger. First Priority shareholders will not know the final equivalent price per share of First Priority common stock when they vote on the merger. This information relates to the value of shares of First Priority common stock that will be converted into shares of Mid Penn common stock in the merger. You should obtain current stock price quotations for the shares.*

Following completion of the merger, current Mid Penn shareholders will own in the aggregate approximately 72.6% of the outstanding shares of Mid Penn common stock and First Priority shareholders will own approximately 27.4% of the outstanding shares of Mid Penn common stock.

**Opinion of First Priority's Financial Advisor (page [ ])**

At the January 16, 2018 meeting at which the First Priority board of directors considered and approved the merger agreement, First Priority's financial advisor, Griffin Financial Group LLC, or Griffin, delivered its oral opinion to First Priority's board of directors, which was subsequently confirmed in writing, to the effect that, as of January 16, 2018, subject to the procedures followed, assumptions made, matters considered and qualifications and limitations described in Griffin's opinion, the merger consideration was fair, from a financial point of view, to First Priority common equity shareholders.

**The full text of Griffin's opinion is attached as Annex B to this joint proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Griffin in rendering its opinion.**

**First Priority shareholders should read the opinion and the summary description of Griffin's opinion contained in this joint proxy statement/prospectus carefully in their entirety.**

**Griffin's opinion speaks only as of the date of the opinion. The opinion of Griffin does not reflect any developments that may have occurred or may occur after the date of its opinion and prior to the completion of the merger. First Priority does not expect that it will request an updated opinion from Griffin. The opinion was directed to First Priority's board of directors in connection with its consideration of the merger and is directed only as to the fairness, from a financial point of view, of the merger consideration to First Priority common equity shareholders. Griffin's opinion does not constitute a recommendation to any First Priority shareholder as to how such shareholder should vote at any meeting of shareholders called to consider and vote upon the First Priority merger proposal. Griffin's opinion does not address the underlying business decision of First Priority to engage in the merger, the form or structure of the merger, the relative merits of the merger as compared to any**

**other alternative business strategies that might exist for First Priority or the effect of any other transaction in which First Priority might engage.** Griffin did not express any opinion as to the fairness of the amount or nature of the compensation

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to be received in the merger by First Priority's officers, directors, or employees, or class of such persons, if any, relative to the compensation to be received in the merger by any other shareholder of First Priority.

For further information, see *The Merger Opinion of First Priority's Financial Advisor*.

### **Opinion of Mid Penn's Financial Advisor (page [ ])**

At the January 16, 2018 meeting at which the Mid Penn board of directors considered and approved the merger agreement, Mid Penn's financial advisor, Sandler O'Neill & Partners, L.P., or Sandler, delivered its oral opinion to Mid Penn's board of directors, which was subsequently confirmed in writing, to the effect that, as of January 16, 2018, subject to the procedures followed, assumptions made, matters considered and qualifications and limitations described in Sandler's opinion, the merger consideration was fair, from a financial point of view, to Mid Penn.

**The full text of Sandler's opinion is attached as Annex C to this joint proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler in rendering its opinion.**

**Mid Penn shareholders should read the opinion and the summary description of Sandler's opinion contained in this joint proxy statement/prospectus carefully in their entirety.**

**Sandler's opinion speaks only as of the date of the opinion. The opinion of Sandler does not reflect any developments that may have occurred or may occur after the date of its opinion and prior to the completion of the merger. Mid Penn does not expect that it will request an updated opinion from Sandler. The opinion was directed to Mid Penn's board of directors in connection with its consideration of the merger and is directed only as to the fairness, from a financial point of view, of the merger consideration to Mid Penn. Sandler's opinion does not constitute a recommendation to any Mid Penn shareholder as to how such shareholder should vote at any meeting of shareholders called to consider and vote upon the Mid Penn merger proposal. Sandler's opinion does not address the underlying business decision of Mid Penn to engage in the merger, the form or structure of the merger, the relative merits of the merger as compared to any other alternative business strategies that might exist for Mid Penn or the effect of any other transaction in which Mid Penn might engage.** Sandler did not express any opinion as to the fairness of the amount or nature of the compensation to be received in the merger by Mid Penn's officers, directors, or employees, or class of such persons, if any, relative to the compensation to be received in the merger by any other shareholder of Mid Penn.

For further information, see *The Merger Opinion of Mid Penn's Financial Advisor*.

### **Board of Directors and Executive Officers of Mid Penn after the Merger (page [ ])**

Following completion of the merger, the then current directors and executive officers of Mid Penn and Mid Penn Bank will continue in office. At the effective time of the merger, the boards of directors of Mid Penn and Mid Penn Bank will be increased by four (4) directors. David E. Sparks, Chairman and Chief Executive Officer of First Priority, and three (3) of the other current directors of First Priority selected by the board of directors of First Priority, with the approval of Mid Penn's board of directors, will be added to the boards of directors of Mid Penn and Mid Penn Bank. Additionally, Mr. Sparks will be appointed as Chief Strategic Advisor to the Chief Executive Officer of Mid Penn Bancorp, Inc. and Mid Penn Bank, and Market President of First Priority Bank, a Division of Mid Penn Bank.



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**The Mid Penn Board of Directors Recommends That Mid Penn Shareholders Vote FOR Approval and Adoption of the Agreement and Plan of Merger (page [ ])**

The Mid Penn board of directors believes that the merger is in the best interests of Mid Penn and has unanimously approved the merger and the merger agreement. The Mid Penn board of directors recommends that Mid Penn shareholders vote FOR approval and adoption of the agreement and plan of merger. The Mid Penn board also recommends that its shareholders vote FOR the proposal to adjourn the special meeting, if necessary, to solicit additional proxies.

**The First Priority Board of Directors Recommends That First Priority Shareholders Vote FOR Approval and Adoption of the Agreement and Plan of Merger (page [ ])**

The First Priority board of directors believes that the merger is in the best interests of First Priority and has unanimously approved the merger and the merger agreement. The First Priority board of directors recommends that First Priority shareholders vote FOR approval and adoption of the agreement and plan of merger. The First Priority board also recommends that its shareholders vote FOR the proposal to adjourn the special meeting, if necessary, to solicit additional proxies.

**First Priority's Directors and Executive Officers Have Financial Interests in the Merger that May Differ from the Interests of First Priority Shareholders (page [ ])**

In addition to their interests as First Priority shareholders, the directors and certain executive officers of First Priority have interests in the merger that are different from or in addition to interests of other First Priority shareholders. For purposes of the relevant First Priority agreements and plans, the completion of the merger will constitute a change in control. These additional interests may create potential conflicts of interest and cause some of these persons to view the proposed transaction differently than a First Priority shareholder may view it. The financial interests of First Priority's directors and executive officers in the merger include the following:

the appointment, effective at the closing of the merger, of David E. Sparks and three (3) other members of the board of directors of First Priority to the boards of directors of Mid Penn and Mid Penn Bank and the payment of compensation to such individual in accordance with the policies of Mid Penn, which currently consists of the following payments to each of its non-employee directors: an annual retainer of \$30,000 for directors other than the Chairman and Vice-Chairman, and between \$500 and \$600 for each committee meeting attended, depending on the committee;

the appointment, effective at the closing of the merger, of Mr. Sparks as Chief Strategic Advisor to the Chief Executive Officer of Mid Penn Bancorp, Inc. and Mid Penn Bank, and Market President of First Priority Bank, a Division of Mid Penn Bank;

the continued indemnification of current directors and executive officers of First Priority and its subsidiaries pursuant to the terms of the merger agreement;

certain of First Priority's named executive officers will be entitled to severance, change-in-control or other benefits and payments upon the closing of the merger; and

the acceleration of vesting of unvested First Priority options and restricted stock grants held by First Priority directors and officers, and the conversion of such First Priority options into the right to receive cash following the merger.

First Priority's board of directors was aware of these interests and took them into account in its decision to approve the agreement and plan of merger. For information concerning these interests, please see the discussion on page [ ] under the caption *The Merger Interests of First Priority's Directors and Executive Officers in the*

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*Merger.* For more information concerning the closing conditions of the merger, please see the discussion on page [ ] under the caption *The Merger Agreement Covenants and Agreements*.

**First Priority Shareholders Dissenters Rights to Appraisal Rights**

Shareholders of First Priority will have appraisal or dissenters rights in connection with the merger. See *First Priority Shareholders Have Dissenters Rights in the Merger* beginning on page [ ].

**The Rights of First Priority Shareholders Will Change After the Merger (page [ ])**

The rights of First Priority shareholders will change as a result of the merger due to differences in Mid Penn's and First Priority's governing documents. The rights of First Priority's shareholders are governed under Pennsylvania law and by First Priority's articles of incorporation and bylaws. Upon completion of the merger, First Priority shareholders will be governed under Pennsylvania law and by Mid Penn's articles of incorporation and bylaws. A description of shareholder rights under each of the Mid Penn and First Priority governing documents, and the material differences between them, is included in the section entitled *Comparison of Shareholders Rights* found on page [ ].

**Conditions That Must Be Satisfied or Waived for the Merger to Occur (page [ ])**

Currently, we expect to complete the merger in the third quarter of 2018. In addition to the approval of the merger proposal by the requisite vote of Mid Penn and First Priority shareholders and the receipt of all required regulatory approvals and expiration or termination of all statutory waiting periods in respect thereof, each as described herein, each party's obligation to complete the merger is also subject to the satisfaction or waiver (to the extent permitted under applicable law) of certain other conditions, including the effectiveness of the registration statement containing this joint proxy statement/prospectus, approval of the listing on the Nasdaq Stock Market of the Mid Penn common stock to be issued in the merger, the absence of any applicable law or order prohibiting the merger, the accuracy of the representations and warranties of the other party under the merger agreement (subject to the materiality standards set forth in the merger agreement), the performance by the other party of its respective obligations under the merger agreement in all material respects, delivery of officer certificates by the other party certifying satisfaction of the two preceding conditions and each of Mid Penn's and First Priority's receipt of a tax opinion to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code.

Neither First Priority nor Mid Penn can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

**No Solicitation of Other Offers (page [ ])**

First Priority has agreed that it will not, and First Priority will cause its subsidiaries and each of their respective officers, directors, employees, representatives, agents, and affiliates not to, between the date of the merger agreement and the closing of the merger, directly or indirectly:

initiate, solicit, induce or encourage, or take any action to facilitate the making of, any inquiry, offer or proposal that constitutes, relates or could reasonably be expected to lead to an alternative acquisition proposal;



recommend or endorse an alternative acquisition transaction;

participate in any discussions or negotiations regarding an alternative acquisition proposal, or furnish or afford access to information or data to any person;

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release anyone from, waive any provisions of, or fail to enforce any confidentiality agreement or standstill agreement to which First Priority is a party; or

enter into any agreement, agreement in principle or letter of intent with respect to any alternative acquisition proposal or approve or resolve to approve any alternative acquisition proposal or any agreement, agreement in principle or letter of intent relating to an alternative acquisition proposal.

The merger agreement does not, however, prohibit First Priority from furnishing information or access to a third party who has made an alternative acquisition proposal and participating in discussions and negotiating with such person prior to the receipt of shareholder approval if specified conditions are met. Among those conditions is a good faith determination by First Priority's board of directors that the acquisition proposal constitutes or that could reasonably be expected to lead to a proposal that is more favorable, from a financial point of view, to First Priority and its shareholders than the transactions contemplated by the merger agreement and is reasonably capable of being completed on its stated terms, taking into account all financial, regulatory, legal and other aspects of the proposal.

For further discussion of the restrictions on solicitation of acquisition proposals from third parties, see *The Merger Agreement Agreement Not to Solicit Other Offers* beginning on page [ ].

**Termination of the Merger Agreement (page [ ])**

We may mutually agree to terminate the merger agreement before completing the merger, even after First Priority or Mid Penn shareholder approval. In addition, either of us may decide to terminate the merger agreement, if (i) a court or governmental entity issues a final order that is not appealable prohibiting the merger, (ii) a bank regulator which must grant a regulatory approval as a condition to the merger denies such approval of the merger and such denial has become final and is not appealable, (iii) the shareholders of Mid Penn or First Priority fail to approve the merger at their respective special meetings, or (iv) the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the agreement not to consummate the merger, subject to the right of the breaching party to cure the breach within 30 days following written notice. Either of us may terminate the merger agreement if the merger has not been completed by December 31, 2018, unless the reason the merger has not been completed by that date is a breach of the merger agreement by the company seeking to terminate the merger agreement.

Mid Penn may terminate the merger agreement if the First Priority board of directors, in connection with the receipt of an alternative acquisition proposal, (1) enters into a letter of intent, agreement in principle or an acquisition agreement with respect to the alternative acquisition proposal, (2) fails to make, withdraws, modifies or qualifies its recommendation of the merger agreement in a manner adverse to Mid Penn, or (3) has otherwise made a determination to accept the alternative acquisition proposal.

First Priority may terminate the merger agreement if First Priority receives an alternative acquisition proposal and has made a determination to accept the alternative acquisition proposal. First Priority may also terminate the merger agreement within five days of its receipt of written notice from Mid Penn that Mid Penn intends to consummate or enter into an agreement: (1) to acquire a third party or group by way of merger, consolidation, share exchange or similar transaction, (2) with respect to any transaction pursuant to which Mid Penn would acquire twenty-five percent (25%) or more of the assets of a third party, or (3) to issue or sell any equity or debt securities of Mid Penn (other than pursuant to existing stock purchase and dividend reinvestment plans maintained by Mid Penn).

However, if First Priority chooses to exercise this termination right, Mid Penn has the option, within forty-eight hours of receipt of notice from First Priority, to terminate the proposed transaction and prevent termination under this provision.



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### **Termination Fee (page [ ])**

First Priority will pay Mid Penn a termination fee of \$3,500,000 if the merger agreement is terminated under the following circumstances:

by Mid Penn because First Priority has received an alternative acquisition proposal, and First Priority (1) enters into a letter of intent, agreement in principle or an acquisition agreement with respect to the alternative acquisition proposal, (2) fails to make, withdraws, modifies or qualifies its recommendation of the merger agreement in a manner adverse to Mid Penn, or (3) has otherwise made a determination to accept the alternative acquisition proposal; or

by First Priority, if First Priority receives an alternative acquisition proposal and has made a determination to accept the alternative acquisition proposal in accordance with the terms of the merger agreement.

Additionally, First Priority will pay Mid Penn a termination fee of \$3,500,000 in the event that First Priority enters into a definitive agreement relating to, or consummates, an acquisition proposal within twelve months following termination of the merger agreement:

by Mid Penn because of a willful breach of the merger agreement by First Priority; or

by either Mid Penn or First Priority, if the shareholders of First Priority fail to approve the merger and either First Priority breached the non-solicitation provisions of the merger agreement or a third party publicly proposed or announced an alternative acquisition proposal.

### **Regulatory Approvals Required for the Merger (page [ ])**

Completion of the merger and the bank merger are subject to the receipt of all approvals required to complete the transactions contemplated by the merger agreement, including from the Board of Governors of the Federal Reserve System (the FRB), the Federal Deposit Insurance Corporation (the FDIC) and the Pennsylvania Department of Banking and Securities (the PDB).

Notifications and/or applications requesting approval may also be submitted to various other federal and state regulatory authorities and self-regulatory organizations. Mid Penn and First Priority have agreed to use their reasonable best efforts to obtain all required regulatory approvals. As of the date of this joint proxy statement/prospectus, Mid Penn has received the requisite approvals or waivers from the FRB, the FDIC and the PDB, which remain effective as of the date of this document.

### **Risk Factors (page [ ])**

**You should consider all the information contained in or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented in the joint proxy statement/prospectus. In particular, you should consider the factors described under Risk Factors.**



**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF MID PENN**

The following table provides historical consolidated summary financial data for Mid Penn. The data for the years ended December 31, 2017, 2016, 2015, 2014 and 2013 are derived from Mid Penn's audited financial statements as of or for the periods then ended. The results of operations for the three months ended March 31, 2018 and 2017 are not necessarily indicative of the results of operations for the full year or any other interim period. Mid Penn's management prepared the unaudited information on the same basis as it prepared Mid Penn's audited consolidated financial statements. In the opinion of Mid Penn's management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates.

<i>(Dollars in thousands, except per share data)</i>	Three Months Ended		Year Ended December 31,				
	March 31, 2018	March 31, 2017	2017	2016	2015	2014	2013
<b>INCOME:</b>							
Total Interest Income	\$ 12,980	\$ 10,559	\$ 43,892	\$ 40,212	\$ 36,490	\$ 30,627	\$ 28,983
Total Interest Expense	2,102	1,384	6,304	5,367	4,607	4,427	5,057
Net Interest Income	10,878	9,175	37,588	34,845	31,883	26,200	23,926
Provision for Loan and Lease Losses	125	125	325	1,870	1,065	1,617	1,685
Noninterest Income	1,647	1,436	5,693	5,924	4,113	3,284	3,290
Noninterest Expense	11,183	7,802	31,367	28,818	26,759	20,704	19,391
Income Before Provision for Income Taxes	1,217	2,684	11,589	10,081	8,172	7,163	6,140
Provision for Income Taxes	213	690	4,500	2,277	1,644	1,462	1,201
Net Income	1,004	1,994	7,089	7,804	6,528	5,701	4,939
Series A Preferred Stock Dividends and Discount Accretion							14
Series B Preferred Stock Dividends and Redemption Premium					473	350	309
Series C Preferred Stock Dividends					17		
Net Income Available to Common	1,004	1,994	7,089	7,804	6,038	5,351	4,616

## Shareholders

COMMON  
STOCK DATA  
PER SHARE:

## Earnings Per

## Common Share

(Basic)	\$ 0.17	\$ 0.47	\$ 1.67	\$ 1.85	\$ 1.47	\$ 1.53	\$ 1.32
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## Earnings Per

## Common Share

(Fully Diluted)	0.17	0.47	1.67	1.85	1.47	1.53	1.32
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## Cash Dividends

Declared		0.13	0.77	0.68	0.44	0.45	0.25
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## Cash Dividends

Paid	0.25	0.23	0.62	0.58	0.44	0.45	0.25
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## Book Value Per

Common Share	22.72	17.08	17.85	16.65	16.58	15.48	13.71
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## Tangible Book

Value Per							
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Common Share <sup>(a)</sup>	18.21	16.04	16.82	15.59	15.49	15.13	13.35
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## AVERAGE

## SHARES

## OUTSTANDING

(BASIC):	5,974,949	4,233,308	4,236,616	4,229,284	4,106,548	3,495,705	3,491,653
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## AVERAGE

## SHARES

## OUTSTANDING

(FULLY DILUTED):	5,974,949	4,233,308	4,236,616	4,229,284	4,106,548	3,495,705	3,491,653
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## BALANCE

## SHEET DATA:

## Available-For-Sale

## Investment

## Securities, at Fair

Value	\$ 122,342	\$ 119,525	\$ 93,465	\$ 133,625	\$ 135,721	\$ 141,634	\$ 122,803
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## Held-For-Sale

## Investment

## Securities, at

Amortized Cost	131,293	49,654	101,356				
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## Loans and Leases,

## Net of Unearned

Interest	1,007,138	834,220	910,404	813,924	736,513	571,533	546,462
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## Allowance for

## Loan and Lease

Losses	7,666	7,620	7,606	7,183	6,168	6,716	6,317
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Total Assets	1,391,217	1,072,938	1,170,354	1,032,599	931,638	755,657	713,125
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Total Deposits	1,212,423	971,887	1,023,568	935,373	777,043	637,922	608,130
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## Short-term

Borrowings			34,611		31,596	578	23,833
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Long-term Debt	12,297	13,524	12,352	13,581	40,305	52,961	23,145
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Subordinated Debt	17,335	7,416	17,338	7,414	7,414		
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	139,124	72,327	75,703	70,467	70,068	59,130	52,916
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## Shareholders

## Equity

## RATIOS:

## Return on Average

## Assets

(annualized)	0.30%	0.77%	0.64%	0.78%	0.74%	0.78%	0.71%
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## Return on Average

## Shareholders

## Equity

(annualized)	2.78%	11.33%	9.48%	10.71%	9.16%	9.95%	9.37%
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## Cash Dividend

Payout Ratio	0.00%	53.49%	37.13%	31.43%	29.93%	29.41%	18.94%
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## Allowance for

## Loan and Lease

## Losses to Loans

## and Leases, Net of

Unearned Interest	0.76%	0.91%	0.84%	0.88%	0.83%	1.18%	1.16%
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## Average

## Shareholders

## Equity to Average

Assets	10.61%	6.77%	6.78%	7.28%	8.06%	7.80%	7.56%
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**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF FIRST PRIORITY**

The following table provides historical consolidated summary financial data for First Priority. The data for the years ended December 31, 2017, 2016, 2015, 2014 and 2013 are derived from First Priority's audited financial statements as of or for the periods then ended. The results of operations for the three months ended March 31, 2018 and 2017 are not necessarily indicative of the results of operations for the full year or any other interim period. First Priority's management prepared the unaudited information on the same basis as it prepared First Priority's audited consolidated financial statements. In the opinion of First Priority's management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates.

<i>(Dollars in thousands, except per share data)</i>	Three Months Ended		Year Ended December 31,				
	March 31, 2018	March 31, 2017	2017	2016	2015	2014	2013
<b>INCOME:</b>							
Total Interest Income	\$ 6,354	\$ 5,740	\$ 24,053	\$ 21,246	\$ 19,510	\$ 18,647	\$ 17,649
Total Interest Expense	1,667	1,265	5,849	4,530	3,325	2,872	3,149
Net Interest Income	4,687	4,475	18,204	16,716	16,185	15,775	14,500
Provision for Loan and Lease Losses	20	10	385	710	610	1,132	645
Noninterest Income	164	178	1,041	1,545	1,155	1,007	739
Noninterest Expense	3,859	3,498	14,401	14,123	13,683	13,227	14,365
Income Before Provision for Income Taxes	972	1,145	4,459	3,428	3,047	2,423	229
Provision (Benefit) for Income Taxes <sup>(3)</sup>	210	363	2,001	1,128	935	(4,502)	33
Net Income	762	782	2,458	2,300	2,112	6,925	196
Preferred Stock Dividends, including Net Amortization	77	77	306	407	801	579	532
Net Income (Loss) Available to Common Shareholders	685	705	2,152	1,893	1,311	6,346	(336)
<b>COMMON STOCK DATA PER SHARE:</b>							
	\$ 0.10	\$ 0.11	\$ 0.33	\$ 0.29	\$ 0.20	\$ 0.98	\$ (0.06)

Earnings (Loss) Per Common Share - Basic								
Earnings (Loss) Per Common Share - Fully Diluted	0.10	0.11	0.32	0.29	0.20	0.98	(0.06)	
Cash Dividends Declared								
Cash Dividends Paid								
Book Value Per Common Share	7.19	6.96	7.16	6.84	6.58	6.33	5.12	
Tangible Book Value Per Common Share <sup>(2)</sup>	6.76	6.51	6.72	6.38	6.11	5.85	4.62	
AVERAGE SHARES OUTSTANDING (BASIC):	6,636,000	6,534,000	6,559,000	6,514,000	6,469,000	6,443,000	5,822,000	
AVERAGE SHARES OUTSTANDING (FULLY DILUTED):	6,974,000	6,705,000	6,785,000	6,570,000	6,538,000	6,457,000	5,822,000	
BALANCE SHEET DATA:								
Available-For-Sale Investment Securities, at Fair Value	\$ 35,798	\$ 36,780	\$ 52,373	\$ 70,560	\$ 94,704	\$ 75,557	\$ 78,636	
Held-For-Sale Investment Securities, at Amortized Cost	18,548	18,923	18,665	19,043	19,886	15,956	10,963	
Loans and Leases, Net of Unearned Interest	518,252	487,781	518,927	488,243	409,153	375,222	335,737	
Allowance for Loan and Lease Losses	3,405	3,332	3,405	3,330	2,795	2,313	2,273	
Total Assets	614,634	602,597	609,942	597,795	546,540	492,311	446,088	
Total Deposits	511,986	467,971	523,150	467,688	406,687	378,209	357,420	
Federal Home Loan Bank of Pittsburgh								
Advances	40,025	74,364	24,625	68,164	74,725	62,472	44,625	
Subordinated Debt	9,238	9,213	9,231	9,207	9,201			
Shareholders Equity <sup>(1)</sup>	51,223	48,916	50,496	48,046	52,091	50,211	42,392	
RATIOS:								

Return on Average Assets (annualized)	0.52%	0.56%	0.43%	0.44%	0.44%	1.56%	0.05%
Return on Average Shareholders Equity (annualized)	6.06%	6.33%	4.92%	4.81%	4.11%	15.16%	0.47%
Cash Dividend Payout Ratio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Allowance for Loan and Lease Losses to Loans and Leases, Net of Unearned Interest	0.66%	0.68%	0.66%	0.68%	0.68%	0.62%	0.68%
Average Shareholders Equity to Average Assets	8.54%	8.59%	8.66%	9.20%	10.64%	10.28%	10.50%

- (1) For the year ended December 31, 2016, Shareholders Equity reflects a \$6 million redemption of preferred stock; See Note 13, Shareholders Equity of the Notes to Consolidated Financial Statements.
- (2) Tangible Book Value Per Common Share excludes goodwill and core deposits and other intangibles, net
- (3) For the year ended December 31, 2017, income tax expense included a non-recurring non-cash reduction in the value of First Priority's net deferred tax asset (DTA) which resulted in a charge of \$571 thousand as a result of the Tax Cuts and Jobs Act, enacted on December 22, 2017, which lowered the Company's future maximum corporate tax rate from 34 percent to 21 percent. For the year ended December 31, 2014 an income tax benefit of \$4.5 million resulted from the reversal of the valuation allowance on net deferred tax assets.

**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF SCOTTTDALE**

The following table provides historical consolidated summary financial data for Scottdale. The data for the year ended December 31, 2017 are derived from Scottdale's unaudited financial statements as of or for the period then ended, and the data for the year ended December 31, 2016 are derived from Scottdale's audited financial statements as of or for the period then ended. The unaudited financial information for the year ended December 31, 2017 was prepared on the same basis as Scottdale's audited consolidated financial statements. In the opinion of Mid Penn's management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. Upon the closing of the merger of Scottdale with and into Mid Penn Bank effective January 8, 2018, Mid Penn Bank acquired all of the assets and assumed all of the liabilities of Scottdale.

	Year Ended December 31,				
<i>(Dollars in thousands, except per share data)</i>	2017	2016	2015	2014	2013
<b>INCOME:</b>					
Total Interest Income	\$ 6,618	\$ 6,739	\$ 6,589	\$ 7,003	\$ 7,438
Total Interest Expense	510	520	689	862	860
Net Interest Income	6,108	6,219	5,900	6,141	6,578
Provision (Credit) for Loan and Lease Losses		(200)			
Noninterest Income	6,751	487	549	631	458
Noninterest Expense	5,745	6,253	5,544	4,956	5,458
Income Before Provision for Income Taxes	7,114	653	905	1,816	1,578
Provision (Credit) for Income Taxes	1,161	103	29	(46)	94
Net Income	5,953	550	876	1,862	1,484
<b>COMMON STOCK DATA PER SHARE:</b>					
Earnings Per Common Share (Basic)	\$ 117.37	\$ 10.84	\$ 19.39	\$ 36.71	\$ 29.25
Earnings Per Common Share (Fully Diluted)	117.37	10.84	19.39	36.71	29.25
Cash Dividends Declared	9.00	30.00	9.00	9.00	8.00
Cash Dividends Paid	9.00	30.00	9.00	9.00	8.00
Book Value Per Common Share	920.36	892.84	902.28	900.25	883.39
Tangible Book Value Per Common Share	920.36	892.84	902.28	900.25	883.39
<b>AVERAGE SHARES OUTSTANDING (BASIC):</b>					
	50,718	50,718	50,718	50,718	50,718
<b>AVERAGE SHARES OUTSTANDING (FULLY DILUTED):</b>					
	50,718	50,718	50,718	50,718	50,718
<b>BALANCE SHEET DATA:</b>					
Available-For-Sale Investment Securities, at Fair Value	\$ 114,908	\$ 77,282	\$ 66,859	\$ 55,226	\$ 54,643
Held-For-Sale Investment Securities, at Amortized Cost		100,558	101,683	115,260	121,291
Loans and Leases, Net of Unearned Interest	69,869	63,379	59,210	59,794	61,341
Allowance for Loan and Lease Losses	541	553	756	755	756
Total Assets	260,735	263,476	262,234	259,992	257,892

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Total Deposits	210,658	215,985	214,390	212,196	212,373
Short-term Borrowings					
Long-term Debt					
Subordinated Debt					
Shareholders Equity	46,679	45,283	45,762	45,659	44,804
<b>RATIOS:</b>					
Return on Average Assets	2.26%	0.21%	0.33%	0.72%	0.58%
Return on Average Shareholders Equity	12.90%	1.19%	1.88%	4.06%	3.40%
Cash Dividend Payout Ratio	7.67%	276.75%	46.42%	24.52%	27.35%
Allowance for Loan and Lease Losses to Loans and Leases, Net of Unearned Interest	0.77%	0.87%	1.28%	1.26%	1.23%
Average Shareholders Equity to Average Assets	17.55%	17.51%	17.78%	17.68%	16.98%

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**UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION**

The following unaudited pro forma combined condensed consolidated financial information has been prepared using the acquisition method of accounting, giving effect to the merger of Mid Penn with First Priority. The following unaudited pro forma combined consolidated financial information is based upon the assumption that the total number of shares of First Priority common stock outstanding immediately prior to the completion of the merger will be 6,646,469 and utilizes the exchange ratio of 0.3481 shares of Mid Penn common stock for each share of First Priority common stock issued and outstanding as of the effective time of the merger, which will result in approximately 2,313,636 shares of Mid Penn common stock being issued in the transaction.

The following unaudited pro forma combined consolidated financial statements as of and for the periods ended March 31, 2018 and December 31, 2017 combine the historical consolidated financial statements of Mid Penn and First Priority. The unaudited pro forma combined consolidated financial statements give effect to the proposed merger as if the merger occurred on March 31, 2018 with respect to the consolidated balance sheet, and at the beginning of the applicable period, for the three months ended March 31, 2018 and for the year ended December 31, 2017, with respect to the consolidated income statement.

The notes to the unaudited pro forma combined consolidated financial statements describe the pro forma amounts and adjustments presented below. THIS PRO FORMA DATA IS NOT NECESSARILY INDICATIVE OF THE OPERATING RESULTS THAT MID PENN WOULD HAVE ACHIEVED HAD IT COMPLETED THE MERGER AS OF THE BEGINNING OF THE PERIOD PRESENTED AND SHOULD NOT BE CONSIDERED AS REPRESENTATIVE OF FUTURE OPERATIONS.

The Mid Penn pro forma balance sheet and income statement information as of March 31, 2018 presented below reflects the acquisition of Scottdale by Mid Penn, which was completed on January 8, 2018. The Mid Penn pro forma income statement information as of December 31, 2017 does not reflect the acquisition of Scottdale by Mid Penn.

Certain reclassifications have been made to First Priority historical financial information in order to conform to Mid Penn's presentation of financial information.

The actual value of Mid Penn's common stock to be recorded as consideration in the merger will be based on the closing price of Mid Penn's common stock at the time of the merger completion date. The proposed merger is targeted for completion in the third quarter of 2018. There can be no assurance that the merger will be completed as anticipated. For purposes of the pro forma financial information, the fair value of Mid Penn common stock to be issued in connection with the merger of First Priority was based on Mid Penn's closing stock price of \$37.50 on January 12, 2018.

The pro forma financial information includes estimated adjustments, including adjustments to record assets and liabilities of First Priority at their respective fair values and represents the pro forma estimates by Mid Penn based on available fair value information as of the date of the merger agreement. In some cases, where noted, more recent information has been used to support estimated adjustments in the pro forma financial information.

We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses. The unaudited pro forma combined condensed consolidated financial data, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during these periods.

The unaudited pro forma combined consolidated financial information presented below is based on, and should be read together with, the historical financial information that Mid Penn, First Priority and Scottdale have included in or incorporated by reference in this joint proxy statement/prospectus as of and for the indicated periods.

**Table of Contents****Pro Forma Combined Consolidated Balance Sheet as of March 31, 2018****Unaudited (in thousands, except share and per share data)**

	Mid Penn Bancorp, Inc.	First Priority Financial Corp.	Unadjusted Combined	Pro Forma Adjustments		Pro Forma Combined
<b>ASSETS</b>						
Cash and due from banks	\$ 20,866	\$ 5,474	\$ 26,340	\$ (3,890)	A	\$ 22,450
Interest-bearing balances with other financial institutions	5,346	25,021	30,367			30,367
Federal funds sold	32,963		32,963			32,963
<b>Total cash and cash equivalents</b>	<b>59,175</b>	<b>30,495</b>	<b>89,670</b>	<b>(3,890)</b>		<b>85,780</b>
Investment securities available for sale, at fair value	122,342	35,798	158,140			158,140
Investment securities held to maturity, at amortized cost	131,293	18,548	149,841	683	B	150,524
Loans held for sale	1,348		1,348			1,348
Loans and leases, net of unearned interest	1,007,138	518,252	1,525,390	(7,256)	C	1,518,134
Less: Allowance for loan and lease losses	(7,666)	(3,405)	(11,071)	3,405	D	(7,666)
<b>Net loans and leases</b>	<b>999,472</b>	<b>514,847</b>	<b>1,514,319</b>	<b>(3,851)</b>		<b>1,510,468</b>
Bank premises and equipment, net	20,015	2,025	22,040		E	22,040
Cash surrender value of life insurance	13,106	3,342	16,448			16,448
Restricted investment in bank stocks	2,759	2,032	4,791			4,791
Foreclosed assets held for sale	745	440	1,185	(145)	F	1,040
Deferred income taxes	3,821	937	4,758	761	G	5,519
Goodwill	22,528	2,725	25,253	31,825	H	57,078
Core deposit and other intangibles, net	5,126	154	5,280	1,027	I	6,307
Accrued interest receivable and other assets	9,487	3,291	12,778			12,778
<b>Total Assets</b>	<b>\$ 1,391,217</b>	<b>\$ 614,634</b>	<b>\$ 2,005,851</b>	<b>\$ 26,410</b>		<b>\$ 2,032,261</b>
<b>LIABILITIES &amp; SHAREHOLDERS EQUITY</b>						



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Deposits:

Noninterest-bearing demand	\$ 195,330	\$ 69,457	\$ 264,787	\$		\$ 264,787
Interest-bearing demand	355,939	30,333	386,272			386,272
Money market	270,489	85,089	356,052			356,052
Savings	174,920	59,309	233,755			233,755
Time	215,745	267,798	483,543			483,543

Total Deposits	1,212,423	511,986	1,724,409			1,724,409
Short-term borrowings		31,025	31,025			31,025
Long-term debt	12,297	9,000	21,297			21,297
Subordinated debt	17,335	9,238	26,573	308	J	26,881
Accrued interest payable and other liabilities	10,038	2,162	12,200	3,646	L	15,846

Total Liabilities	1,252,093	563,411	1,815,504	3,954		1,819,458
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Shareholders' Equity:

Preferred stock		3,404	3,404			3,404
Common stock	6,123	6,646	12,769	(4,333)	K	8,436
Additional paid-in capital	103,382	41,267	144,649	30,341	K	174,990
Retained earnings	33,525	362	33,887	(4,008)	K,L,M	29,879
Accumulated other comprehensive loss	(3,906)	(456)	(4,362)	456	K	(3,906)

Total Shareholders' Equity	139,124	51,223	190,347	22,456		212,803
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Total Liabilities and Shareholders' Equity	\$ 1,391,217	\$ 614,634	\$ 2,005,851	\$ 26,410		\$ 2,032,261
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**Per Common Share Data:**

Common shares outstanding	6,122,717	6,646,469		(4,332,833)		8,436,353
Book value per common share	\$ 22.72	\$ 7.19				\$ 25.25
Tangible book value per common share:						
Total common equity	\$ 139,124	\$ 47,819				\$ 213,045
Less: goodwill and intangibles	27,654	2,879				63,385
Total tangible equity	\$ 111,470	\$ 44,940				\$ 149,660
Tangible book value per common share	\$ 18.21	\$ 6.76				\$ 17.74

**Table of Contents****Pro Forma Combined Consolidated Statement of Income****For the Twelve Months Ended December 31, 2017****Unaudited (in thousands, except per share data)**

	Mid Penn Bancorp, Inc.	First Priority Financial Corp.	Unadjusted Combined	Pro Forma Adjustments		Pro Forma Combined
<b>INTEREST INCOME</b>						
Interest & fees on loans and leases	\$ 40,156	\$ 22,074	\$ 62,230	\$ 711	C	62,941
Interest on interest-bearing balances	18	201	219			219
Interest and dividends on investment securities:						
U.S. Treasury, government agency, and other taxable securities	2,490	1,199	3,689			3,689
State and political subdivision obligations, tax-exempt	1,113	579	1,692			1,692
Interest on federal funds sold	115		115			115
<b>Total Interest Income</b>	<b>43,892</b>	<b>24,053</b>	<b>67,945</b>	<b>711</b>		<b>68,656</b>
<b>INTEREST EXPENSE</b>						
Interest on deposits	5,463	4,713	10,176			10,176
Interest on short-term borrowings	111	305	416			416
Interest on long-term and subordinated debt	730	831	1,561	(103)	J	1,458
<b>Total Interest Expense</b>	<b>6,304</b>	<b>5,849</b>	<b>12,153</b>	<b>(103)</b>		<b>12,050</b>
<b>Net Interest Income</b>	<b>37,588</b>	<b>18,204</b>	<b>55,792</b>	<b>814</b>		<b>56,606</b>
<b>PROVISION/(CREDIT) FOR LOAN AND LEASE LOSSES</b>	<b>325</b>	<b>385</b>	<b>710</b>			<b>710</b>
<b>Net Interest Income After Provision for Loan and Lease Losses</b>	<b>37,263</b>	<b>17,819</b>	<b>55,082</b>	<b>814</b>		<b>55,896</b>
<b>NONINTEREST INCOME</b>						
Income from fiduciary activities	845	168	1,013			1,013
Service charges on deposits	721	132	853			853
Net gain on sales of investment securities	42	416	458			458
Earnings from cash surrender value of life insurance	262	70	332			332
Mortgage banking income	872		872			872
ATM debit card interchange income	937	114	1,051			1,051

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Merchant services income	335		335		335
Net gain on sales of SBA loans	800		800		800
Other income	879	141	1,020		1,020
<b>Total Noninterest Income</b>	<b>5,693</b>	<b>1,041</b>	<b>6,734</b>		<b>6,734</b>
<b>NONINTEREST EXPENSE</b>					
Salaries and employee benefits	16,929	8,273	25,202		25,202
Occupancy and equipment expense, net	4,048	1,844	5,892		5,892
Pennsylvania Bank Shares tax expense	451	354	805		805
FDIC Assessment	792	520	1,312		1,312
Legal and professional fees	802	690	1,492		1,492
Marketing and advertising expense	516	336	852		852
Software licensing and data processing	1,458	927	2,385		2,385
Telephone expense	497	81	578		578
Loss on sale/write-down of foreclosed assets	88	178	266		266
Intangible amortization	104	65	169	150	I 319
Merger and acquisition expense	619		619	5,213	L 5,832
Other expenses	5,063	1,133	6,196		6,196
<b>Total Noninterest Expense</b>	<b>31,367</b>	<b>14,401</b>	<b>45,768</b>	<b>5,363</b>	<b>51,131</b>
<b>INCOME BEFORE PROVISION FOR INCOME TAXES</b>					
	11,589	4,459	16,048	(4,549)	11,499
Provision (benefit) for income taxes	4,500	2,001	6,501	(588)	M 5,913
<b>NET INCOME</b>	<b>7,089</b>	<b>2,458</b>	<b>9,547</b>	<b>(3,961)</b>	<b>5,586</b>
Preferred dividends		306	306		306
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS</b>					
	\$ 7,089	\$ 2,152	\$ 9,241	\$ (3,961)	\$ 5,280
<b>Weighted average common shares outstanding:</b>					
Basic	4,236,616	6,559,000		(4,332,833)	6,462,783
Diluted	4,236,616	6,785,000		(4,332,833)	6,462,783
<b>Earnings per common share:</b>					
Basic	\$ 1.67	\$ 0.33			\$ 0.94
Diluted	\$ 1.67	\$ 0.32			\$ 0.94

**Table of Contents****Pro Forma Combined Consolidated Statement of Income****For the Three Months Ended March 31, 2018****Unaudited (in thousands, except per share data)**

	Mid Penn Bancorp, Inc.	First Priority Financial Corp.	Unadjusted Combined	Pro Forma Adjustments		Pro Forma Combined
<b>INTEREST INCOME</b>						
Interest & fees on loans and leases	\$ 11,337	\$ 5,885	\$ 17,222	\$ 237	C	17,459
Interest on interest-bearing balances	9	44	53			53
Interest and dividends on investment securities:						
U.S. Treasury, government agency, and other taxable securities	924	328	1,252			1,252
State and political subdivision obligations, tax-exempt	542	97	639			639
Interest on federal funds sold	168		168			168
<b>Total Interest Income</b>	<b>12,980</b>	<b>6,354</b>	<b>19,334</b>	<b>237</b>		<b>19,571</b>
<b>INTEREST EXPENSE</b>						
Interest on deposits	1,780	1,333	3,113			3,113
Interest on short-term borrowings	12	125	137			137
Interest on long-term and subordinated debt	310	209	519	(26)	J	493
<b>Total Interest Expense</b>	<b>2,102</b>	<b>1,667</b>	<b>3,769</b>	<b>(26)</b>		<b>3,743</b>
<b>Net Interest Income</b>	<b>10,878</b>	<b>4,687</b>	<b>15,565</b>	<b>263</b>		<b>15,828</b>
<b>PROVISION FOR LOAN AND LEASE LOSSES</b>	<b>125</b>	<b>20</b>	<b>145</b>			<b>145</b>
<b>Net Interest Income After Provision for Loan and Lease Losses</b>	<b>10,753</b>	<b>4,667</b>	<b>15,420</b>	<b>263</b>		<b>15,683</b>
<b>NONINTEREST INCOME</b>						
Income from fiduciary activities	240	41	281			281
Service charges on deposits	203	29	232			232
Net gain on sales of investment securities	98		98			98
Earnings from cash surrender value of life insurance	64	16	80			80
Mortgage banking income	156		156			156

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ATM debit card interchange income	265	21	286		286
Merchant services income	78	4	82		82
Net gain on sales of SBA loans	257		257		257
Other income	286	53	339		339
<b>Total Noninterest Income</b>	<b>1,647</b>	<b>164</b>	<b>1,811</b>		<b>1,811</b>
<b>NONINTEREST EXPENSE</b>					
Salaries and employee benefits	5,064	2,215	7,279		7,279
Occupancy and equipment expense, net	1,205	501	1,706		1,706
Pennsylvania Bank Shares tax expense	171	98	269		269
FDIC Assessment	228	142	370		370
Legal and professional fees	224	211	435		435
Marketing and advertising expense	189	58	247		247
Software licensing and data processing	514	258	772		772
Telephone expense	147	19	147		166
Loss on sale/write-down of foreclosed assets	2	(45)	(43)		(43)
Intangible amortization	248	15	248	38	I 301
Merger and acquisition expense	1,694	92	1,786	4,701	L 6,487
Other expenses	1,497	295	1,826		1,792
<b>Total Noninterest Expense</b>	<b>11,183</b>	<b>3,859</b>	<b>15,042</b>	<b>4,739</b>	<b>19,781</b>
<b>INCOME BEFORE PROVISION FOR INCOME TAXES</b>					
INCOME TAXES	1,217	972	2,189	(4,476)	(2,287)
Provision (benefit) for income taxes	213	210	423	(680)	M (257)
<b>NET INCOME</b>	<b>1,004</b>	<b>762</b>	<b>1,766</b>	<b>(3,796)</b>	<b>(2,030)</b>
Preferred dividends		77	77		77
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS</b>					
	\$ 1,004	\$ 685	\$ 1,689	(3,796)	\$ (2,107)
<b>Weighted average common shares outstanding:</b>					
Basic	5,974,949	6,636,000		(4,332,833)	8,278,116
Diluted	5,974,949	6,974,000		(4,332,833)	8,278,116
<b>Earnings per common share:</b>					
Basic	\$ 0.17	\$ 0.10			\$ -0.11
Diluted	\$ 0.17	\$ 0.10			\$ -0.11

**Table of Contents****Explanatory Notes to the Unaudited Pro Forma Combined Consolidated Financial Statements**

- A. Under the definitive merger agreement between Mid Penn and First Priority, shareholders of First Priority common stock will receive, for each share of First Priority held at the effective time of the merger, 0.3481 shares of Mid Penn common stock as merger consideration. This exchange ratio will not change as a result of changes in the Mid Penn share price. The projected value and allocation of the merger consideration paid by Mid Penn in common stock and cash following the closing of the merger of First Priority with and into Mid Penn, based upon the relevant provisions of the definitive merger agreement, is projected as follows:

**Mid Penn Bancorp, Inc. Acquisition of First Priority Financial Corp.****Projected Acquisition Purchase Price Consideration Including Allocation Between Cash and Mid Penn Common Stock**

*(Dollars in Thousands except per share data)*

**Total Acquisition Purchase Price Consideration:**

**Cash Consideration Buyout of Outstanding Options:** There are 733,892 options outstanding as of March 31, 2018 to purchase First Priority common stock, with a weighted average exercise price of \$5.77 per option. In accordance with the definitive merger agreement, outstanding options at the time of the merger will be converted to the right to receive cash at a per-option value of \$11.07 less the exercise price, without interest. The resulting cash consideration is projected at \$5.30 for each First Priority common stock option outstanding. \$ 3,890

**Stock Consideration:** First Priority shareholders representing 6,646,469 shares outstanding as of March 31, 2018, will receive 0.3481 shares of Mid Penn common stock for each First Priority share as merger consideration. This exchange ratio will not change as a result of changes in the Mid Penn share price. Using this data, Mid Penn will issue approximately 2,313,636 new shares of common stock in connection with the merger. For purposes of this pro forma analysis, the estimated fair value of Mid Penn common stock was estimated at \$31.95 per share, which was the closing price of Mid Penn common stock as of March 31, 2018. \$ 73,921

**Total Acquisition Purchase Price Consideration: \$ 77,811**

- B. The First Priority held-to-maturity portfolio will be maintained at the same classification post-merger, but in accordance with acquisition accounting requirements, will be acquired by Mid Penn at the fair value of the securities. As of March 31, 2018, the fair value of the held-to-maturity portfolio exceeded the amortized cost of these securities by \$683,000.

C.

The estimated adjustments to First Priority's loan portfolio, to reflect the acquisition fair value after the reversal of the allowance for loan and lease losses previously recorded by First Priority, include (i) estimated nonaccretable specific credit marks of \$150,000 representing approximately twenty-five percent of the balance of nonperforming loans as of March 31, 2018, and (ii) a combined amount of general portfolio accretable credit marks and interest rate marks on the loan portfolio estimated at \$7,106,000 which is based upon a preliminary evaluation of the general credit risk and interest rate risk profile of the loan portfolio, which includes a higher relative volume of commercial and industrial credits, and commercial real estate credits, as of March 31, 2018. The earnings impact of the accretable general and interest rate

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adjustments is projected to be recognized over approximately ten years, using an amortization method based upon the expected average life of the acquired loan portfolio, resulting in an increase to pre-tax interest income of \$711,000 in the first year post-merger.

- D. This unaudited pro forma adjustment reflects the reversal of the First Priority allowance for loan losses of \$3,405,000 in accordance with the GAAP method of acquisition accounting requiring the recording of acquired loans at fair value.
- E. Given that premises and equipment owned by First Priority were all acquired in recent years and, based upon preliminary condition and value assessments, don t reflect either (i) significant concerns of obsolescence or inordinate deterioration beyond recorded depreciation, or (ii) significant appreciation, no material fair value adjustments to premises and equipment are projected.
- F. The foreclosed assets (other real estate owned) of First Priority as of March 31, 2018 totaled \$440,000. The fair value of any foreclosed real estate still held near the time of merger will be determined by certified appraisals or bona fide sales offers, adjusted for estimated selling costs, obtained closer to the actual merger date. For these pro forma financials, an estimated fair value mark of \$145,000 was assigned to the pre-merger carrying value of First Priority foreclosed real estate.
- G. The unaudited pro forma adjustments to the combined-entity result in a net deferred tax asset. Based upon Mid Penn s level of reported earnings for the three months ended March 31, 2018, and the full year ended December 31, 2017, and the projected earnings of Mid Penn and First Priority combined post-merger, Mid Penn believes it is probable that the combined entity will have sufficient future federal taxable income to fully realize the combined deferred tax asset benefits. The pro-forma combined deferred tax asset, including \$761,000 for the related deferred tax impact of acquisition accounting adjustments, was valued based upon an assumed corporate tax rate of 21%, which is the tax rate applicable to tax periods after December 31, 2017, as a result of the Tax Cuts and Jobs Act enacted December 22, 2017.



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- H. For purposes of the unaudited pro forma combined consolidated balance sheet as of March 31, 2018, Goodwill of \$34,550,000 is projected to result from the Mid Penn acquisition of First Priority. However, the eventual amount actually recorded as Goodwill will be determined as part of the final acquisition accounting as of the merger date, and the Goodwill amount will be based on a purchase price using the value of Mid Penn common stock at closing and may be adjusted from this projection based on changes in financial condition and transactions subsequent to March 31, 2018, as additional information becomes available and updated analyses are performed. The Goodwill will not be amortized, but will be measured for impairment annually (or more frequently if warranted). The unaudited pro forma combined consolidated statement of income projects no Goodwill impairment in the first year post merger. The following reflects the unaudited pro forma calculation of Goodwill based upon estimated fair value adjustments to First Priority assets to be acquired and liabilities to be assumed:

**Goodwill Resulting from the Mid Penn Bancorp, Inc. Acquisition of First Priority Financial Corp.****Pro Forma as of December 31, 2017***(Dollars in Thousands)*

Acquisition Purchase Price Consideration (\$3,890 in Cash and \$73,921 in Mid Penn Stock) *:	\$ 77,811
<b>Net Assets Acquired:</b>	
First Priority Financial Corp. Common Stockholders Equity	\$ 47,819
Core Deposit Intangible	1,181
<i>Adjustments to First Priority Assets acquired to reflect fair value:</i>	
Investments to record the held-to-maturity portfolio to fair value	683
Loans general credit and interest rate marks	(7,106)
Loans specific credit marks	(150)
Allowance for loan losses	3,405
Other real estate owned	(145)
Pre-transaction goodwill and remaining CDI of First Priority	(2,879)
Deferred tax impact of fair value adjustments	761
<i>Adjustments to First Priority Liabilities assumed to reflect fair value:</i>	
Subordinated Debt	(308)
	43,261
Goodwill resulting from merger	\$ 34,550

\* See the analysis and calculation of the merger consideration in Explanatory Note A.

- I. The unaudited consolidated combined consolidated balance sheet projects a core deposit intangible asset (premium) of \$1,181,000 reflecting the evaluated stability and decay rate of First Priority's core deposits, and the combined entity's ability to generate increased long-term earnings from these deposits. The core deposit intangible will be amortized over a ten-year period using a sum of the year's digits basis, resulting in \$215,000 of additional intangible amortization in the first year post merger.

- J. The unaudited pro forma combined consolidated financial statements reflect an adjustment of \$308,000 to reflect the estimated fair value of First Priority's higher-cost subordinated debt outstanding. The adjustment will be recognized using a straight-line amortization method based upon the estimated remaining maturity of the subordinated debt which approximates seven years.
  
- K. The unaudited pro forma adjustments to the common stock and additional paid-in-capital accounts, and to the number of common shares outstanding, reflect the impact of projected acquisition consideration of \$73,921,000 to be paid in Mid Penn common stock, as further detailed in Explanatory Note A. The adjustments to retained earnings and accumulated other comprehensive loss reflect the elimination of the respective balances in the First Priority equity accounts.

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L. The unaudited consolidated combined consolidated statement of income reflects accruals for \$5,213,000 of combined merger-related expenses for both entities, including (i) \$2,828,000 of projected severance and retention bonus benefits to be accrued for and paid to certain First Priority employees expected to be displaced as of, or shortly after, the effective date of the merger including certain change-in-control payments made in accordance with IRC sections 280G and 4999; (ii) \$1,410,000 for First Priority's and Mid Penn's investment banking fees and expenses contingent upon the successful closing of the merger; (iii) \$609,000 for Mid Penn's and First Priority's combined legal, accounting and other professional fees related to the merger; (iv) \$326,000 of termination and conversion costs related to the core processing, storage and imaging, internet banking, and debit card processing service amendments related to the expansion of existing systems and service agreement for the merger-related conversion and integration of First Priority customer and account data; and (v) \$40,000 of other merger-related expenses.

Of the above merger-related expenses, a net liability of \$3,646,000 will be recorded at the time of legal closing as a result of \$4,238,000 of combined severance costs and investment banking fees, net of related taxes of \$592,000 representing the 21% tax benefit on the deductible portion of these liabilities.

For the consolidated statements of income for the year ended December 31, 2017 (before applying pro forma adjustments), Mid Penn and First Priority reported no merger expenses related to this combination, although Mid Penn reported merger expenses of \$619,000 related to its separate acquisition of The Scottsdale Bank and Trust Company. For the consolidated statements of income for the three months ended March 31, 2018 (before applying pro forma adjustments), Mid Penn and First Priority combined reported a combined \$512,000 of expenses related to this combination, and Mid Penn also reported merger expenses of \$1,274,000 related to its separate acquisition of The Scottsdale Bank and Trust Company.

M. The unaudited pro forma income tax adjustments assume a corporate tax rate of 21% related to (i) the deductible portion of merger-related expenses and (ii) fair value adjustments on pre-tax amounts, in the unaudited pro forma combined financial statements.

**Table of Contents****COMPARATIVE PER SHARE DATA (UNAUDITED)**

The following table sets forth certain historical Mid Penn and First Priority per share data giving effect to the merger (which we refer to as pro forma information). In presenting the comparative pro forma information for the time period shown, we assumed that we had been merged on the date or at the beginning of the period indicated.

Mid Penn anticipates that the combined company will derive financial benefits from the merger that include reduced operating expenses and the opportunity to earn more revenue. The pro forma combined information, while helpful in illustrating the financial characteristics of Mid Penn following the merger under one set of assumptions, does not reflect these benefits and, accordingly, does not attempt to predict or suggest future results. The pro forma combined information also does not necessarily reflect what the historical results of Mid Penn would have been had our companies been combined during this period.

This data should be read together with Mid Penn's and First Priority's historical financial statements and notes thereto, included elsewhere in or incorporated by reference in this document. Please see *Selected Consolidated Historical Financial Data of Mid Penn* beginning on page [ ], *Selected Consolidated Historical Financial Data of First Priority* beginning on page [ ] and *Where You Can Find More Information* beginning on page [ ]. **The per share data is not necessarily indicative of the operating results that Mid Penn would have achieved had it completed the merger as of the beginning of the period presented and should not be considered as representative of future operations.**

	As of and for the three months ended March 31, 2018	As of and for the twelve months ended December 31, 2017
<b>Comparative Per Share Data:</b>		
<b>Basic net income (loss) per common share:</b>		
Mid Penn historical	\$ 0.17	\$ 1.67
First Priority historical	0.10	0.33
Pro forma combined <sup>(1)</sup>	(0.25)	0.82
Equivalent pro forma for one share of First Priority common stock <sup>(3)</sup>	(0.09)	0.28
<b>Diluted net income (loss) per common share:</b>		
Mid Penn historical	\$ 0.17	\$ 1.67
First Priority historical	0.10	0.32
Pro forma combined <sup>(1)</sup>	(0.25)	0.82
Equivalent pro forma for one share of First Priority common stock <sup>(3)</sup>	(0.09)	0.28
<b>Book value per common share:</b>		
Mid Penn historical	\$ 22.72	\$ 17.85
First Priority historical	7.19	7.16
Pro forma combined <sup>(2)</sup>	24.82	22.14
Equivalent pro forma for one share of First Priority common stock <sup>(3)</sup>	8.64	7.71
<b>Tangible book value per common share:</b>		
Mid Penn historical	\$ 18.21	\$ 16.82

First Priority historical	6.76	6.72
Pro forma combined <sup>(2)</sup>	17.31	16.41
Equivalent pro forma for one share of First Priority common stock <sup>(3)</sup>	6.02	5.71

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	As of and for the three months ended March 31, 2018	As of and for the twelve months ended December 31, 2017
<b>Cash dividends declared per common share:</b>		
Mid Penn historical	\$	\$ 0.77
First Priority historical		
Pro forma combined <sup>(4)</sup>		0.77
Equivalent pro forma for one share of First Priority common stock <sup>(3)</sup>		0.27

- (1) The pro forma combined basic earnings and diluted earnings of Mid Penn's common stock is based on the pro forma combined net income per common share for Mid Penn and First Priority divided by the pro forma common shares or diluted common shares of the combined entity, assuming 100% of the outstanding shares of First Priority common stock are exchanged for Mid Penn common stock at the exchange ratio of 0.3481 shares of Mid Penn common stock for each share of First Priority common stock in accordance with the merger agreement. The pro forma information does not include anticipated cost savings or revenue enhancements.
- (2) The pro forma combined book value of Mid Penn's common stock is based on pro forma combined common shareholders' equity of Mid Penn and First Priority divided by total pro forma common shares of the combined entities, assuming 100% of the outstanding shares of First Priority common stock are exchanged for Mid Penn common stock at the exchange ratio of 0.3481 shares of Mid Penn common stock for each share of First Priority common stock in accordance with the merger agreement. The pro forma information includes adjustments related to the estimated fair value of assets and liabilities and is subject to adjustment as additional information becomes available and as additional analysis is performed. The unaudited pro forma combined consolidated information does not include anticipated cost savings or revenue enhancements.
- (3) The pro forma equivalent per share amount is calculated by multiplying the pro forma combined per share amount by the exchange ratio of 0.3481, assuming 100% of the outstanding shares of First Priority common stock are exchanged for Mid Penn common stock at the exchange ratio of 0.3481 shares of Mid Penn common stock for each share of First Priority common stock in accordance with the merger agreement.
- (4) The pro forma cash dividends declared of Mid Penn's common stock is based on the pro forma combined cash dividends declared for Mid Penn and First Priority divided by the pro forma common shares or diluted common shares of the combined entity, assuming 100% of the outstanding shares of First Priority common stock are exchanged for Mid Penn common stock at the exchange ratio of 0.3481 shares of Mid Penn common stock for each share of First Priority common stock in accordance with the merger agreement.

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**RISK FACTORS**

In considering whether to vote in favor of the proposal to adopt the merger agreement, you should consider all of the information included in this document and its annexes and all of the information we have incorporated by reference and the risk factors identified by Mid Penn with respect to its operations included in its filings with the SEC, including in its Annual Report on Form 10-K for the year ended December 31, 2017 and subsequent Quarterly Reports on Form 10-Q. See *Incorporation of Certain Documents by Reference*. In addition, you should consider the following risk factors.

***Because the market price of Mid Penn shares of common stock will fluctuate, First Priority shareholders cannot be sure of the value of the merger consideration they may receive.***

Upon completion of the merger, each share of First Priority common stock will be automatically converted into the right to receive 0.3481 shares of Mid Penn common stock, which we call the exchange ratio. The sale prices for shares of Mid Penn common stock may vary from the sale prices of Mid Penn common stock on the date we announced the merger, on the date this joint proxy statement/prospectus was mailed to First Priority shareholders and on the date of the special meeting of the First Priority shareholders. Any change in the market price of Mid Penn shares of common stock prior to closing the merger may affect the value of the merger consideration that First Priority shareholders will receive upon completion of the merger. First Priority is not permitted to resolicit the vote of First Priority shareholders solely because of changes in the market price of Mid Penn shares of common stock. Because the exchange ratio is fixed, if Mid Penn's stock price declines prior to the completion of the merger, Mid Penn will not be required to adjust the exchange ratio. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects and regulatory considerations. Many of these factors are beyond our control. You should obtain current market quotations for shares of Mid Penn common stock.

***Mid Penn may be unable to successfully integrate First Priority's operations and retain First Priority's employees.***

The merger involves the integration of two companies that have previously operated independently. The difficulties of combining the operations of the two companies include, among other things: integrating personnel with diverse business backgrounds; combining different corporate cultures; and retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the business and the loss of key personnel. The integration of the two companies will require the experience and expertise of certain key employees of First Priority who are expected to be retained by Mid Penn. Mid Penn may not be successful in retaining these employees for the time period necessary to successfully integrate First Priority's operations with those of Mid Penn. The diversion of management's attention and any delays or difficulties encountered in connection with the merger and the integration of the two companies' operations could have an adverse effect on the business and results of operations of Mid Penn following the merger.

Additionally, Mid Penn may not be able to successfully achieve the level of cost savings and other synergies that it expects, and may not be able to capitalize upon the existing customer relationships of First Priority to the extent anticipated, or it may take longer, or be more difficult or expensive than expected to achieve these goals. This could have an adverse effect on Mid Penn's business, results of operation and stock price.

***The market price of Mid Penn shares of common stock after the merger may be affected by factors different from those currently affecting the shares of First Priority.***

The businesses of Mid Penn and First Priority differ and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations of Mid Penn. For a discussion of the businesses of Mid Penn and First Priority, see *Information about Mid Penn* and *Information about First Priority* on pages [ ] and [ ], respectively.



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***First Priority and Mid Penn shareholders will have a reduced ownership percentage and voting interest after the merger and will exercise less influence over management.***

First Priority's shareholders currently have the right to vote in the election of the board of directors of First Priority and on certain other matters affecting First Priority. When the merger occurs, each First Priority shareholder that receives shares of Mid Penn common stock will become a shareholder of Mid Penn with a percentage ownership of the combined organization that is much smaller than the shareholder's current percentage ownership of First Priority. Additionally, each Mid Penn shareholder will have a percentage ownership of the combined organization that is smaller than the shareholder's current ownership in Mid Penn. More specifically, following completion of the merger, current Mid Penn shareholders will own in the aggregate approximately 72.6% of the outstanding shares of Mid Penn common stock and First Priority shareholders will own approximately 27.4% of the outstanding shares of Mid Penn common stock.

Because of this, each institution's existing shareholders will have less influence on the management and policies of Mid Penn than they now have on the management and policies of the institution in which they currently own shares.

***The proposed First Priority merger and Mid Penn's recently completed Scottsdale merger may increase the risks associated with each of these mergers, as well as place a strain on Mid Penn's financial and personnel resources that could adversely impact Mid Penn's business.***

On January 8, 2018, Mid Penn completed its acquisition of Scottsdale. The First Priority merger is expected to close during the third quarter of 2018. The recent completion of the Scottsdale merger and the pending First Priority merger will cause Mid Penn to continue to incur significant expenditures and will require substantial attention and effort from Mid Penn's management and other personnel. Mid Penn's current and planned operations, personnel, facility size and configuration, systems and internal procedures and controls might be inefficient or inadequate to support these efforts at the same time. In addition, the risks associated with each of these mergers, as described herein and in Mid Penn's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, may increase while the First Priority merger is pending. The increased risks and obligations associated with the mergers could place a strain on Mid Penn's financial position and personnel resources, which may adversely affect Mid Penn's stock price, revenues, results of operations and/or financial condition.

***Future issuances of Mid Penn equity securities could dilute shareholder ownership and voting interest of Mid Penn shareholders.***

Mid Penn's articles of incorporation currently authorize the issuance of up to 10 million shares of common stock, which is the maximum number of shares Mid Penn may have issued and outstanding at any one time. Mid Penn's ability to issue additional shares is reduced by the number of shares that are currently outstanding and already reserved for future issuances. Any future issuance of equity securities by Mid Penn may result in dilution in the percentage ownership and voting interest of Mid Penn shareholders. Also, any securities Mid Penn sells in the future may be valued differently and the issuance of equity securities for future services, acquisitions or other corporate actions may have the effect of diluting the value of shares held by Mid Penn shareholders.

***The merger agreement limits First Priority's ability to pursue alternatives to the merger.***

The merger agreement contains no shop provisions that, subject to specified exceptions, limit First Priority's ability to discuss, facilitate or commit to competing third-party proposals to acquire all or a significant part of First Priority. In addition, a termination fee is payable by First Priority under certain circumstances, generally involving the decision to pursue an alternative transaction. These provisions might discourage a potential competing acquiror that might have

an interest in acquiring all or a significant part of First Priority from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share value than that proposed in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire First Priority than it might otherwise have proposed to pay, if the merger with Mid Penn had not been announced.

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**Table of Contents*****First Priority shareholders have dissenters' rights in the merger.***

Dissenters' rights are statutory rights that, if applicable under law, enable shareholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the merger consideration offered to shareholders in connection with the extraordinary transaction.

***Regulatory waivers and approvals already received may expire, be revoked or be amended to impose conditions that are not presently anticipated or cannot be met.***

Before the transactions contemplated in the merger agreement, including the merger, may be completed, various waivers, approvals or consents must be obtained from various bank regulatory and other authorities, including the FRB, the FDIC and the PDB. These governmental entities may impose conditions on the completion of the merger or require changes to the terms of the merger agreement. Further, such approvals are subject to expiration if the transaction is not consummated within the time period provided in the approval.

As of the date of this joint proxy statement/prospectus, all requisite bank regulatory waivers and approvals have been received and remain effective, and none contain any unusual conditions to completion of the merger or require changes to the merger agreement. However, these waivers and approvals are subject to modification or revocation by the issuing regulatory authorities prior to the merger. Mid Penn may be required to request an extension of the expiration date for one or more approvals. Although Mid Penn and First Priority do not currently expect that any waivers or approvals will be revoked or modified to impose conditions on the merger or changes to the merger agreement, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the transactions contemplated in the merger agreement or imposing additional costs on or limiting Mid Penn's revenues, any of which might have a material adverse effect on Mid Penn following the merger.

***First Priority's directors and executive officers have financial interests in the merger that may be different from, or in addition to, the interests of First Priority shareholders.***

First Priority's directors and executive officers have financial interests in the merger that may be different from, or in addition to, the interests of First Priority shareholders. For example, David E. Sparks and three other current directors of First Priority will serve on the boards of directors of Mid Penn and Mid Penn Bank after the merger, Mr. Sparks will be appointed Chief Strategic Advisor to the Chief Executive Officer of Mid Penn and Mid Penn Bank and Market President of First Priority Bank, a Division of Mid Penn Bank, and each will receive compensation for his services as an employee or director, as applicable. In addition, certain officers or employees may receive certain severance payments if they are terminated following the merger. For information concerning these interests, please see the discussion under the caption *The Merger Interests of First Priority's Directors and Executive Officers in the Merger* on page [ ].

***The shares of Mid Penn common stock to be received by First Priority shareholders as a result of the merger will have different rights from the shares of First Priority common stock.***

Upon completion of the merger, First Priority shareholders will become Mid Penn shareholders. Their rights as shareholders will be governed by Pennsylvania corporate law and the articles of incorporation and bylaws of Mid Penn. The rights associated with First Priority common stock are governed by the articles of incorporation and bylaws of First Priority and are different from the rights associated with Mid Penn common stock. See the section of this joint proxy statement/prospectus titled *Comparison of Shareholders' Rights* beginning on page [ ] for a discussion of the different rights associated with Mid Penn common stock.



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***Termination of the merger agreement could negatively affect First Priority.***

If the merger agreement is terminated, there may be various consequences, including the fact that First Priority's businesses may have been adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger.

If the merger agreement is terminated and First Priority's board of directors seeks another merger or business combination, First Priority shareholders cannot be certain that First Priority will be able to find a party willing to offer equivalent or more attractive consideration than the consideration Mid Penn has agreed to provide in the merger.

If the merger agreement is terminated and a different business combination is pursued, First Priority may be required to pay a termination fee of \$3,500,000 to Mid Penn under certain circumstances. See *The Merger Agreement Termination Fee* beginning on page [ ].

***The fairness opinions obtained by First Priority and Mid Penn from their respective financial advisors will not reflect changes in circumstances subsequent to the date that such opinions were rendered.***

First Priority has obtained a fairness opinion dated as of January 16, 2018, from its financial advisor, Griffin. Mid Penn has obtained a fairness opinion dated as of January 16, 2018, from its financial advisor, Sandler. Neither First Priority nor Mid Penn has obtained, and neither will obtain, an updated opinion as of the date of this joint proxy statement/prospectus from their respective financial advisor. Changes in the operations and prospects of Mid Penn or First Priority, general market and economic conditions and other factors that may be beyond the control of Mid Penn and First Priority may alter the value of Mid Penn or First Priority or the price of shares of Mid Penn common stock or First Priority common stock by the time the merger is completed. The opinions do not speak to the time the merger will be completed or to any other date other than the date of such opinions. As a result, the opinions will not address the fairness of the merger consideration, from a financial point of view, at the time the merger is completed. For a description of the opinion that First Priority received from Griffin, please see *The Merger Opinion of First Priority's Financial Advisor* beginning on page [ ] of this joint proxy statement/prospectus. For a description of the opinion that Mid Penn received from Sandler, please see *The Merger Opinion of Mid Penn's Financial Advisor* beginning on page [ ] of this joint proxy statement/prospectus.

***The merger agreement may be terminated in accordance with its terms and the merger may not be completed for other reasons.***

The merger agreement is subject to a number of conditions that must be fulfilled in order to complete the merger. Those conditions include, among others: approval of the merger agreement by Mid Penn and First Priority shareholders, regulatory approvals, absence of orders prohibiting the completion of the merger, effectiveness of the registration statement of which this joint proxy statement/prospectus is a part, approval of the shares of Mid Penn common stock to be issued to First Priority shareholders for listing on the Nasdaq Global Select Market, the continued accuracy of the representations and warranties by both parties, the performance by both parties of their covenants and agreements, and the receipt by both parties of legal opinions from their respective tax counsels. See *The Merger Agreement Termination of the Merger Agreement* beginning on page [ ] for a more complete discussion of the circumstances under which the merger agreement could be terminated. The conditions to closing of the merger may not be fulfilled and the merger may not be completed.

***We may fail to realize all of the anticipated benefits of the merger.***

The success of the merger will depend, in part, on our ability to realize the anticipated benefits and cost savings from combining the businesses of Mid Penn and First Priority. However, to realize these anticipated benefits and cost savings, which include increased Mid Penn lending limits and access to stable core deposits, we must

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successfully combine the businesses of Mid Penn and First Priority. If we are not able to achieve these objectives, the anticipated benefits and cost savings of the merger may not be realized fully or at all, or may take longer to realize than expected.

Mid Penn and First Priority have operated and, until the completion of the merger, will continue to operate, independently. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on Mid Penn or First Priority during the transition period.

Another expected benefit from the merger is an expected increase in the revenues of the combined company from anticipated sales of Mid Penn's greater variety of financial products, and from increased lending out of Mid Penn's substantially larger capital base, to First Priority's existing customers and to new customers in First Priority's market area who may be attracted by the combined company's enhanced offerings. An inability to successfully market Mid Penn's products to First Priority's customer base could cause the earnings of the combined company to be less than anticipated.

***Failure to complete the merger could negatively affect the market price of Mid Penn's and First Priority's common stock.***

If the merger is not completed for any reason, Mid Penn and First Priority will be subject to a number of material risks, including the following:

the market price of First Priority common stock may decline to the extent that the current market prices of its common stock already reflect a market assumption that the merger will be completed;

costs relating to the merger, such as legal, accounting and financial advisory fees, and, in specified circumstances, additional reimbursement and termination fees, must be paid even if the merger is not completed; and

the diversion of management's attention from the day-to-day business operations and the potential disruption to each company's employees and business relationships during the period before the completion of the merger may make it difficult to regain financial and market positions if the merger does not occur.

***Unanticipated costs relating to the merger could reduce Mid Penn's future earnings per share.***

Mid Penn and First Priority believe that they have reasonably estimated the likely incremental costs of the combined operations of Mid Penn and First Priority following the merger. However, it is possible that unexpected transaction costs such as taxes, fees or professional expenses or unexpected future operating expenses such as unanticipated costs to integrate the two businesses, increased personnel costs or increased taxes, as well as other types of unanticipated adverse developments, including negative changes in the value of First Priority's loan portfolio, could have a material adverse effect on the results of operations and financial condition of Mid Penn following the merger. In addition, if actual costs are materially different than expected costs, the merger could have a significant dilutive effect on

Mid Penn's earnings per share.

***First Priority will be subject to business uncertainties and contractual restrictions while the merger is pending.***

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on First Priority and consequently on Mid Penn. These uncertainties may impair First Priority's ability to attract, retain and motivate key personnel until the merger is consummated, and could cause customers and others that deal



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with First Priority to seek to change existing business relationships with First Priority. Retention of certain employees may be challenging while the merger is pending, as certain employees may experience uncertainty about their future roles with Mid Penn. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with Mid Penn, Mid Penn's business following the merger could be harmed. In addition, the merger agreement restricts First Priority from taking certain actions until the merger occurs without the consent of Mid Penn. These restrictions may prevent First Priority from pursuing attractive business opportunities that may arise prior to the completion of the merger. Please see the section entitled *The Merger Agreement Covenants and Agreements* beginning on page [ ] of this joint proxy statement/prospectus for a description of the restrictive covenants to which First Priority is subject under the merger agreement.

***If the merger is not completed, First Priority and Mid Penn will have incurred substantial expenses without realizing the expected benefits of the merger.***

First Priority and Mid Penn have both incurred substantial expenses in connection with the merger. The completion of the merger depends on the satisfaction of specified conditions and the continued effectiveness of regulatory approvals and the approval of Mid Penn's and First Priority's shareholders. First Priority and Mid Penn cannot guarantee that these conditions will be met. If the merger is not completed, these expenses could have an adverse impact on the financial condition and results of operations on a stand-alone basis for both First Priority and Mid Penn.

***Litigation relating to the merger could require us to incur significant costs and suffer management distraction, as well as delay and/or enjoin the merger.***

Neither First Priority nor Mid Penn is currently able to predict the outcome of any suit arising out of or relating to the proposed transaction that may be filed in the future. If any letters or complaints are filed, absent allegations that are material, First Priority and Mid Penn will not necessarily announce such filings.

First Priority and Mid Penn could be subject to demands or litigation related to the merger, whether or not the merger is consummated. Such actions may create additional uncertainty relating to the merger, and responding to such demands and defending such actions may be costly and distracting to management. Although there can be no assurance as to the ultimate outcomes of any demand or any subsequent litigation, neither First Priority nor Mid Penn believes that the resolution of such demands or any subsequent litigation will have a material adverse effect on its respective financial position, results of operations or cash flows.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus contains or incorporates by reference a number of forward-looking statements, including statements about the financial conditions, results of operations, earnings outlook and prospects of Mid Penn, First Priority and the potential combined company and may include statements for periods following the completion of the merger. Forward-looking statements are typically identified by words such as plan, believe, expect, anticipate, intend, outlook, estimate, forecast, project and other similar words and expressions.

The forward-looking statements involve certain risks and uncertainties. The ability of either Mid Penn or First Priority to predict results or the actual effects of its plans and strategies, or those of the combined company, is subject to inherent uncertainty. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include those beginning on page [ ] under *Risk Factors*, as well as, among others, the following:

those discussed and identified in public filings with the SEC and bank regulatory agencies made by Mid Penn and First Priority;

completion of the merger is dependent on, among other the things, the receipt of shareholder approvals, the timing of which cannot be predicted with precision and which may not be received at all, as well as the continued effectiveness of regulatory approvals, which may be revoked or expire;

the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events;

higher than expected increases in Mid Penn's or First Priority's loan losses or in the level of nonperforming loans;

higher than expected charges incurred by Mid Penn in connection with marking First Priority's assets to fair value;

a continued weakness or unexpected decline in the U.S. economy, in particular in Pennsylvania;

a continued or unexpected decline in real estate values within Mid Penn's and First Priority's market areas;

unanticipated reduction in Mid Penn's or First Priority's respective deposit bases or funding sources;

government intervention in the U.S. financial system and the effects of and changes in trade and monetary and fiscal policies and laws, including the interest rate risk policies of the FRB;

legislative and regulatory actions could subject Mid Penn to additional regulatory oversight which may result in increased compliance costs and/or require Mid Penn to change its business model;

the integration of First Priority's business and operations with those of Mid Penn may take longer than anticipated, may be more costly than anticipated and may have unanticipated adverse results relating to First Priority's or Mid Penn's existing businesses; and

the anticipated cost savings and other synergies of the merger may take longer to be realized or may not be achieved in their entirety, and attrition in key client, partner and other relationships relating to the merger may be greater than expected.

Because forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this joint proxy statement/prospectus or the date of any document incorporated by reference in this joint proxy statement/prospectus.

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All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this joint proxy statement/prospectus and attributable to Mid Penn or First Priority or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this joint proxy statement/prospectus. Except to the extent required by applicable law or regulation, Mid Penn and First Priority undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this joint proxy statement/prospectus or to reflect the occurrence of unanticipated events.

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**THE MERGER**

***Background of the Merger***

During the course of developing its strategic plan, Mid Penn's board of directors and senior management team regularly consider various strategies for creating additional shareholder value, including growth through the expansion of its customer base in existing markets, as well as growth through the acquisition of community banks in existing or other markets. As part of this strategic planning process, Mid Penn routinely evaluates possible business combinations, and has completed two acquisitions in recent years: Phoenix Bancorp, Inc. in 2015, and The Scottsdale Bank & Trust Co. in the first quarter of 2018.

Since First Priority's formation, its board of directors and executive management have been committed to the goal of achieving shareholder returns through balanced growth and profitability. The company has defined its opportunity for shareholder value as strategic optionality, which has included organic growth, growth through acquisitions and product diversification, or a combination of these factors. First Priority's board of directors periodically reviews the landscape for financial institutions and considers the company's strategic options in light of that landscape.

First Priority has taken a number of actions since its organization to further its goals of providing shareholder value, including the acquisition of Prestige Community Bank (Newtown Pennsylvania) in 2008, the acquisitions of Affinity Bank (Berks County, Pennsylvania) in March 2013, the quotation of the Company's common stock on the OTCQX Market beginning in 2015, and the purchase of a \$64 million performing loan and relationship portfolio from a Philadelphia-based financial institution in August 2016.

These transactions and activities were also consistent with the board's view that competitive and other factors at play in the financial services sector made a larger relative size and scale for First Priority desirable in delivering acceptable shareholder returns.

Shortly after its integration of Affinity Bank, First Priority also commenced discussions with a local financial institution regarding a potential merger of equals transaction. Confidentiality agreements were signed and each party engaged an investment banker. A number of meetings occurred during 2014 and 2015 between the senior management teams. Social issues for the transaction were generally agreed to by the parties, but the parties, based on the advice from their respective investment bankers, could not reach agreement on financial terms for a transaction. Negotiations terminated in 2015.

During 2016, First Priority's Chief Executive Officer, at the board's direction and as part of the company's ongoing consideration of strategic paths, met with a number of other financial institutions, both smaller and larger, that were considered potential candidates for a business combination transaction with First Priority. With respect to smaller institutions, First Priority concluded, based on discussions with the institutions contacted, that these institutions either had no desire to sell or were not for sale at a price that First Priority was willing to pay. With respect to larger institutions, preliminary discussions on potential pricing or other issues relating to market structure, earnings potential, or other factors in a particular case resulted in discussions terminating at a preliminary stage.

First Priority's unsuccessful attempts to identify smaller institutions to acquire at an acceptable price, or to find an acceptable merger of equals transaction partner, resulted in a change in strategic emphasis. As financial institutions, including First Priority, faced stronger lending and deposit growth competition, along with higher capital levels required to support growth, First Priority changed its strategic focus to core deposit growth and access to lower cost core deposits. As part of this change in strategic focus, First Priority began to identify and consider potential business combination partners with low loan to deposit ratios and with lower cost deposits.

In late 2015, representatives of Griffin had introduced First Priority's Chief Executive Officer to executive management of a large regional bank holding company with headquarters outside Pennsylvania. Throughout

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2016 and into March 2017, First Priority's Chief Executive Officer attended several meetings and discussions with executive management of this institution. The parties executed confidentiality agreements, prepared financial analyses on a potential transaction, and exchanged certain due diligence information. First Priority believed that this party had a favorable liquid market structure and the capital to support First Priority's operations and growth. The institution's preliminary indication of pricing, however, was below First Priority's expectations, and discussions terminated in early 2017.

In June 2016, First Priority's Chief Executive Officer contacted Mid Penn's Chief Executive Officer and requested an introductory meeting, which occurred on June 15, 2016. Several follow-up meetings occurred through the remainder of 2016 and into 2017 to discuss strategic direction for both institutions, corporate culture, financial results and capital, management alignment, and Mid Penn's market structure. During the course of these early discussions, Mid Penn commenced negotiations to acquire The Scottsdale Bank & Trust Company, and the First Priority discussions were put on hold. Mid Penn announced the Scottsdale transaction on March 29, 2017.

Following the suspension of the initial discussions with Mid Penn, during the remainder of 2016 and into 2017, First Priority continued to consider potential combinations with other financial institutions and, consistent with its focus on core deposits, First Priority's Chief Executive Officer and representatives of Griffin also had preliminary discussions with a number of larger institutions in nearby markets.

In April 2017, First Priority's Chief Executive Officer was introduced by a third party investment banker to the Chief Executive Officer of a publicly traded regional financial institution located outside of First Priority's market area. Several additional meetings occurred during May 2017, including meetings attended by First Priority's Chief Executive Officer and other senior management personnel at the offices of the other institution. Follow-up meetings to discuss financial and other aspects of a potential transaction were held throughout June and July 2017. First Priority's board of directors discussed a potential business combination at meetings held on June 22, 2017 and July 27, 2017, and, at the July 27 meeting, the board authorized the Strategic Finance Committee of the board to approve negotiation of a transaction. During August 2017, the parties exchanged a draft preliminary term sheet, for discussion purposes, containing certain terms for a potential transaction. First Priority's board of directors reviewed the proposed financial terms for a potential transaction at a meeting held on September 28, 2017, and agreed with management that such terms were not sufficient for First Priority to agree to the exclusivity provisions requested by the other party. The board directed First Priority's Chief Executive Officer to continue to pursue discussions with other parties, including Mid Penn.

Commencing in June of 2017 and continuing into the fall of 2017, Mid Penn's Chief Executive Officer met and had a number of conversations with representatives of Sandler, Mid Penn's financial advisor on the then-pending Scottsdale transaction, to discuss the concept, pricing and structure of a potential business combination with First Priority.

On August 3, 2017, First Priority's Chief Executive Officer met with Mid Penn's Chief Executive Officer for an update on the status of Mid Penn's pending merger transaction with Scottsdale and to revisit the initial discussions involving a possible business combination between First Priority and Mid Penn. Each concluded that continuing discussions made sense, and that there was a strong compatibility between the business cultures and strategies of each institution. First Priority's Chief Executive Officer attended a dinner meeting with Mid Penn's Chief Executive Officer and Mid Penn's Chairman and Vice Chairman on September 6, 2017. On September 7, 2017, a meeting of the Executive Committee of the board of directors of Mid Penn was held during which a potential business combination with First Priority was discussed, and it was agreed that preliminary discussions should continue between the parties. Thereafter, a series of meetings occurred throughout October and early November 2017 between each company's Chief Executive Officers and Chief Financial Officers.

During the September-October time period, First Priority, through its Chief Executive Officer, or through representatives of Griffin, contacted the larger financial institutions with which First Priority had previously discussed a possible business combination to determine whether any of them had interest in discussing a



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transaction at pricing levels deemed appropriate by First Priority. First Priority also continued discussions with Mid Penn.

At its regularly scheduled meeting on October 25, the Mid Penn board of directors was updated by senior management as to the status of the ongoing discussions with First Priority. Discussion was held concerning potential pricing and social terms, as well as opportunities and challenges associated with such a combination being in close proximity to the anticipated consummation of the Scottsdale transaction.

First Priority's board of directors held its annual strategic planning meeting on November 16, 2017. Representatives of Griffin attended the November 16 board meeting. Griffin provided a landscape overview, a capital markets update, a discussion of the impact of size and scale on financial institution performance and returns, and a merger and acquisition market update. The discussion also included consideration of the possible effects of anticipated corporate tax reform, which eventually concluded with the passage of the Tax Cuts and Jobs Act on December 22, 2017. Griffin suggested that, although general stock market and economic performance had improved dramatically over the past year, certain negative factors or uncertainties remained and should be considered in planning activities by financial institutions. These negative factors or uncertainties included continued pressure on margins resulting from high levels of competition and the need for investments in technology, the high levels of federal debt, declining regional growth rates, and compliance costs. Griffin also addressed the organic growth challenges for a smaller community bank, as well as the challenges for smaller community banks growing by acquisition given the depleted number of candidates for either acquisitions or merger of equals transactions. Alternatively, the ability to achieve an appropriate size and scale generally leads to improved efficiency ratios, higher returns on assets and equity, increased liquidity for shareholders, and higher valuations. Griffin suggested that First Priority partnering with the right larger institution was an alternative worth considering given the potential economic uncertainties and increasing information technology and compliance costs. Such a transaction could result in an immediate, substantial increase in size and scale, including a higher lending limit, and likely improvement in net interest margin, and improved returns on assets and equity. Such a transaction should also result in a stronger market structure, including a better mix of retail and institutional shareholders, a higher market capitalization and improved trading liquidity, a dividend yield and potentially higher valuations.

At the November 16, 2017 strategic planning meeting, First Priority's Chief Executive Officer also presented certain background and financial information on Mid Penn, as well as the status of his conversations with Mid Penn's Chief Executive Officer. He pointed out a number of potential strategic benefits to a transaction with Mid Penn, including the market diversification for both companies, the increased size and scale of the combined entity, the ability to access lower cost funding, the additions to management depth for both companies, higher resulting investor interest and exposure, a good cultural and operational fit with similar views on credit, risk, strategy and growth, an attractive pricing for First Priority given Mid Penn's trading multiples compared to peers, the ability to enhance First Priority's lending platform without a need to restructure, the fact that a transaction would be immediately accretive to pro forma earnings and moderately dilutive to pro forma tangible book value, and the opportunity for First Priority shareholders to receive a regular cash dividend. First Priority's Chief Executive Officer also summarized the material transaction points that had been discussed to date, including that the transaction would be an all-stock merger transaction structured as a tax-free reorganization, that the exchange ratio would be fixed at 165% of First Priority's tangible book value at September 30, 2017, that First Priority would operate as a separate division, and that First Priority would have three or four directors serving on the boards of directors of Mid Penn and Mid Penn Bank following the transaction. First Priority's Chief Executive Officer also pointed out that Mid Penn's current market structure was potentially a negative factor due to a low institutional to retail investor mix and relatively low average daily trading volume. He noted, however, that the combined company should have a market capitalization in excess of \$200 million and a significantly improved average daily trading volume, including anticipated qualification of Mid Penn common stock for the Russell 2000 Index during 2018, which would significantly mitigate any shareholder liquidity concerns.

As a result of the prior contacts with other institutions and First Priority's discussions with representatives of Mid Penn, First Priority's board of directors and executive management concluded that exclusive negotiations with

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Mid Penn for a period of time would be appropriate at the pricing levels discussed at the November 16 meeting. Accordingly, at the meeting held on November 16, 2017, First Priority's board of directors authorized First Priority's Chief Executive Officer to negotiate and execute a non-binding term sheet with Mid Penn substantially on the terms discussed. The board authorized the inclusion of an exclusivity period through January 31, 2018, the termination date for the non-binding term sheet.

On November 17, 2017, Mid Penn held a special meeting of its shareholders, at which the Scottdale transaction was approved.

At its regularly scheduled meeting on November 21, 2017, the Mid Penn board of directors was updated by executive management as to the status of the discussions with First Priority, including the specific transaction terms discussed between each party's Chief Executive Officer. Mid Penn's board of directors authorized Mid Penn's Chief Executive Officer to negotiate and execute a non-binding term sheet with First Priority substantially on the terms described above.

On November 30, 2017, First Priority's Chief Executive Officer met with Mid Penn's Chief Executive Officer, together with First Priority's and Mid Penn's respective financial advisors. The parties completed negotiations and agreed to a non-binding term sheet, which was finalized and executed on December 1, 2017. The non-binding term sheet was subject to a number of conditions, including negotiation and execution of board approved definitive merger documents by January 31, 2018, but included the pricing and other material terms that were eventually included in the definitive merger agreement. The term sheet also required, and each party agreed, to deal exclusively with the other for the purpose of completing due diligence and negotiating a definitive agreement through January 31, 2018, and, through that period, not to solicit acquisition proposals that could result in a sale or change in control of the party.

During December 2017, each of First Priority and Mid Penn were granted access to certain due diligence information included in electronic data rooms, and a more complete due diligence investigation was completed by each party. On December 14 and 15, 2017, members of First Priority's management team conducted a loan review of Mid Penn via remote access, and on December 18 and 19, 2017, members of the executive and senior management team of Mid Penn conducted on-site loan reviews of First Priority.

On December 21, 2017, Stevens & Lee, legal counsel for First Priority, was provided a draft merger agreement prepared by Pillar+Aught, legal counsel for Mid Penn. The parties and their respective advisers negotiated the terms of the merger agreement over the following weeks. The terms negotiated by the parties and their respective advisers included, but were not limited to, executory period covenants, termination provisions and their related fees, the treatment of First Priority's outstanding preferred stock, execution of affiliate voting agreements, and post-closing employee matters.

On January 5, 2018, the parties conducted in-person senior management interviews as part of their respective due diligence processes, and on January 10, 2018, representatives of Mid Penn and First Priority discussed the proposed transaction with representatives of the FRB, FDIC and PDB.

On January 16, 2018, First Priority's board of directors met to consider the proposed merger agreement and certain ancillary documents. First Priority's executive management, as well as representatives from Griffin, its financial advisor, and Stevens & Lee, its legal advisor, participated in the meeting. A detailed summary of the merger agreement negotiated to date, as well as certain ancillary documents, including a draft of Griffin's presentation materials to be reviewed at the meeting, had been made available to board members on January 15, 2018. At the January 16 meeting, representatives of Griffin made a presentation in which it summarized the transaction terms, pricing metrics, and the analyses it performed to evaluate the fairness of the merger consideration from a financial

point of view. Griffin's presentation also included an overview of First Priority's historical financial profile, stock price performance, and other data.

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At the January 16 meeting, representatives of Griffin also delivered to First Priority's directors its oral opinion that, as of January 16, 2018, the merger consideration was fair to the holders of First Priority common stock. Representatives of Stevens & Lee reviewed in detail the terms of the merger agreement and ancillary documents, including the voting agreements required by Mid Penn to be executed by the directors and executive officers of First Priority and certain of their affiliates. Representatives of Stevens & Lee also discussed the proposed resolutions that the board would be requested to approve.

Following these presentations and discussions and review and discussion among the members of First Priority's board of directors, including consideration of the factors described under *Recommendation of the First Priority Board of Directors and Reasons for the Merger*, First Priority's board of directors determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger of First Priority with Mid Penn, were advisable and in the best interests of First Priority and its shareholders, and the directors unanimously voted to adopt the merger agreement and the transactions contemplated thereby, recommended that First Priority's shareholders approve the merger agreement, and received the written confirmation of Griffin's opinion as to fairness of the merger consideration.

Also on January 16, 2018, the Mid Penn board of directors held a special meeting to review the final draft of the merger agreement. Representatives of Sandler and Pillar+Aught reviewed the provisions of the merger agreement in detail with the board of directors. Sandler reviewed its financial analyses of the merger and delivered an oral opinion, which was subsequently confirmed in writing, to the effect that, as of that date and subject to assumptions made, procedures followed, matters considered and limitations on the review undertaken set forth in the opinion, the merger consideration in the merger was fair, from a financial point of view, to Mid Penn. After careful consideration of these presentations and further discussion, the Mid Penn board of directors unanimously approved the merger agreement and agreed to recommend that Mid Penn's shareholders adopt and approve the merger agreement and the merger.

Upon completion of the First Priority and Mid Penn board meetings, the merger agreement and ancillary documents were executed and delivered by the parties. After the market closed on January 16, 2018, Mid Penn and First Priority issued a joint press release announcing the execution of the merger agreement.

### ***First Priority's Reasons for the Merger***

In reaching the conclusion that the merger agreement is in the best interests of and advisable for First Priority and its shareholders, and in approving the merger agreement, First Priority's board of directors consulted with executive management, its financial advisor and its legal counsel, and considered a number of factors, including, among others, the following, which are not presented in any order of priority:

the consideration and related exchange ratio offered by Mid Penn represents an attractive premium or multiple to First Priority's tangible common equity and core deposits at September 30, 2017, its earnings for the twelve-month period ended September 30, 2017, and its closing price on January 12, 2018, based on various analyses provided by Griffin;

the transaction is an all-stock transaction with a fixed exchange ratio, thereby permitting First Priority common shareholders to realize the benefits of any increases in value of Mid Penn common stock before and after closing of the transaction, especially in light of the anticipated qualification of Mid Penn common stock for the Russell 2000 Index during 2018, and the potential financial and operational benefits expected in

connection with Mid Penn's acquisition of Scottdale Bank & Trust;

on a pro forma combined basis, the transaction is estimated to be accretive to earnings per share in the first full year after completion of the transaction;

on a pro forma combined basis, the transaction is estimated to be accretive to book value per share within three years after completion of the transaction;

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the understanding of First Priority's board of directors of the strategic options available to First Priority and the board of directors' assessment of those options taking into account a number of factors, including the obstacles confronting a relatively smaller community financial institution to grow organically in First Priority's markets, and the decreasing number of smaller acquisition candidates available on acceptable terms to achieve appropriate size and scale;

the challenges facing community financial institutions in growing a franchise and enhancing shareholder value on a standalone basis given current market and operating conditions, including increased costs resulting from the continuing need to invest in technology and regulatory compliance, continued pressure on net interest margins resulting from competition and other factors, and anticipated challenges in funding continued loan growth in First Priority's market area through core deposits or otherwise;

the board's view that the relative size of a financial institution and related economies of scale, beyond the level it believed to be reasonably achievable by First Priority on an independent basis, was becoming increasingly important to continued success in the current and expected future financial services operating environment;

based on the pro forma combined company's size, scale, asset quality and sound capital levels, the combined company should be more competitive in terms of organic growth and acquisition opportunities;

based on discussions that First Priority's management and its financial advisor had with potential business combination partners during 2016 and 2017, the board's belief that the transaction offered by Mid was more attractive in its entirety than what other potential acquirers had preliminarily indicated;

the pro forma capital position of the combined company, and the fact that Mid Penn would be considered well capitalized after completing the transaction;

the lower cost of Mid Penn's deposits and its lower loan to deposit ratio, particularly after giving effect to the Scottdale acquisition, thereby permitting decreased reliance on wholesale funding and brokered deposits in connection with the combined companies' lending activities in First Priority's markets;

the perceived relative value and potential future value of the Mid Penn common stock consideration;

the ability of Mid Penn to complete a merger transaction from a financial and regulatory perspective;

the geographic diversification to the markets of both companies resulting from the transaction, allowing First Priority access to central and western Pennsylvania markets and allowing Mid Penn access to southeastern Pennsylvania markets;

Mid Penn's business, operations, financial condition, asset quality, earnings and prospects, taking into account the results of First Priority's due diligence review of Mid Penn, including Mid Penn's strong historical financial performance against peers;

the historical stock market performance for First Priority and Mid Penn common stock;

the cash dividend rate payable on Mid Penn common stock, and the fact that First Priority has never paid a common stock cash dividend;

the fact that Mid Penn common stock is currently quoted on the Nasdaq Stock Market, which, coupled with the significantly greater market capitalization of the combined company at over \$300 million, and the anticipated qualification of Mid Penn common stock for the Russell 2000 Index during 2018, should result in increased liquidity for First Priority shareholders;

the terms of the merger agreement, including the representations and warranties of the parties, the covenants of the parties, the merger consideration, and the benefits to First Priority's employees;

the opinion and supporting financial analyses presented by Griffin to the First Priority board of directors to the effect that, as of the date of the opinion, and subject to and based on the qualifications



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and assumptions set forth in the opinion, the merger consideration provided for in the merger agreement is fair, from a financial point of view, to the common equity shareholders of First Priority;

the commitment by Mid Penn to (i) elect four current directors of First Priority to the boards of directors of Mid Penn and Mid Penn Bank as of closing with each director renominated for at least one additional three-year term and (ii) appoint David E. Sparks, First Priority's Chief Executive Officer, as Chief Strategic Advisor to the Chief Executive Officer of Mid Penn and Mid Penn Bank and as President of the First Priority Division of Mid Penn Bank, thereby retaining a level of influence over future strategic direction of the combined entity;

the commitment by Mid Penn to mitigate the potential disruption that can be caused by a merger by continuing to operate the First Priority franchise as a separate division of Mid Penn Bank following the merger;

the process conducted by First Priority's management and financial advisor during the period from 2015 through 2017 to identify potential business combination partners and to discuss preliminary levels of interest and, in some cases, terms with such parties; and

the likelihood of expeditiously obtaining the necessary regulatory approvals without unusual or burdensome conditions.

First Priority's board of directors also considered a number of potential risks and uncertainties associated with the merger in connection with its deliberation of the proposed transaction, including, without limitation, the following:

because the transaction is structured as a fixed exchange ratio, the possibility that the trading price of the Mid Penn common stock could decline prior to completion of the merger such that the value of the merger consideration received by First Priority shareholders at closing and thereafter could be less than the value at the time of the merger agreement;

Mid Penn's current stock market structure having a high retail to institutional investor mix and relatively low average daily trading volume, although the board observed that the combined company should have a market capitalization in excess of \$300 million and a significantly improved average daily trading volume, including anticipated qualification of Mid Penn common stock for the Russell 2000 Index during 2018, which could significantly mitigate any shareholder liquidity concerns

the potential risk of the need to divert management attention and resources from the operation of First Priority's business and towards the completion of the merger;

the restrictions on the conduct of First Priority's business after signing the merger agreement and before completion of the merger, which are customary for public company merger agreements involving financial

institutions, but which, subject to specific exceptions, could delay or prevent First Priority from undertaking business opportunities that may arise or any other action it would otherwise take with respect to the operations of First Priority absent the pending merger;

the potential risks associated with achieving anticipated cost synergies and savings and successfully integrating First Priority's business, operations and workforce with those of Mid Penn;

the merger-related costs;

that the interests of certain of First Priority's directors and executive officers may be different from, or in addition to, the interests of First Priority's other shareholders as described under the heading *Interests of First Priority's Directors and Executive Officers in the Merger*;

the risk that the conditions to the parties' obligations to complete the merger agreement may not be satisfied, including the risk that necessary regulatory approvals or necessary shareholder approvals might not be obtained and, as a result, the merger may not be consummated;

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the risk of potential employee attrition and/or adverse effects on business and customer relationships as a result of the pending merger;

that First Priority would be prohibited from affirmatively soliciting acquisition proposals after execution of the merger agreement and that it would be obligated to pay to Mid Penn a termination fee if the merger agreement is terminated under certain circumstances, which may discourage other parties potentially interested in a strategic transaction with First Priority from pursuing such a transaction; and

the other risks described under the heading Risk Factors.

The foregoing discussion of the information and factors considered by the board of directors of First Priority is not intended to be exhaustive, but includes the material factors considered by the board of directors of First Priority. In reaching its decision to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement, the board of directors of First Priority did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The board of directors of First Priority considered all these factors as a whole, including discussions with, and questioning of First Priority's management and First Priority's independent financial and legal advisors, and overall considered the factors to be favorable to, and to support, its determination.

First Priority shareholders should be aware that First Priority's directors and executive officers have interests in the merger that are different from, or in addition to, those of other First Priority shareholders. The board of directors of First Priority was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement, and in recommending that the Merger Proposal be approved by the shareholders of First Priority. See *Interests of First Priority's Directors and Executive Officers in the Merger*.

This summary of the reasoning of the board of directors of First Priority and other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading Forward-Looking Statements.

### *Recommendation of First Priority's Board of Directors*

First Priority's board of directors believes that the terms of the transaction are in the best interests of First Priority and its shareholders and has unanimously approved the merger agreement. **Accordingly, First Priority's board of directors unanimously recommends that First Priority's shareholders vote FOR adoption of the merger agreement and FOR an adjournment of the First Priority special meeting, if necessary, to solicit additional proxies.**

### *Opinion of First Priority's Financial Advisor*

First Priority engaged Griffin to serve as its financial advisor in connection with a potential business combination with Mid Penn in late December 2017. Griffin is a nationally recognized, Financial Industry Regulatory Authority-licensed investment banking firm which is regularly engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions and other corporate transactions. First Priority hired Griffin on the basis of Griffin's qualifications and experience in transactions similar to the merger to provide its opinion as to the fairness, from a financial point of view, of the merger consideration (as defined in the following sentence), to the common equity shareholders of First Priority in connection with the proposed merger of Mid Penn and First Priority. Pursuant to the merger agreement, each of the issued and outstanding shares of First Priority will be exchanged for the right to

receive 0.3481 shares of Mid Penn's common stock on a fixed exchange basis, subject to adjustments and limitations described in the merger agreement (the merger consideration).

At a meeting of the First Priority board of directors held on January 16, 2018 to evaluate the proposed merger with Mid Penn, Griffin reviewed the financial aspects of the proposed merger and provided its opinion to First

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Priority's board that, as of such date, and subject to factors, qualifications, limitations and assumptions set forth in the opinion, the merger consideration in connection with the proposed merger was fair, from a financial point of view, to the common equity shareholders of First Priority.

The full text of Griffin's written opinion is attached as Annex B to this proxy statement/prospectus and is incorporated herein by reference. First Priority's shareholders are urged to read the opinion in its entirety for a description of the assumptions made, matters considered, procedures followed and qualifications and limitations on the review undertaken by Griffin. Griffin's opinion is subject to the assumptions and conditions contained in its opinion and is necessarily based on economic, market and other conditions as in effect on, and the information made available to Griffin as of, the date of its opinion. The description of the opinion set forth herein is qualified in its entirety by reference to the full text of such opinion.

***Griffin's opinion speaks only as of the date of the opinion. The opinion is addressed to the First Priority board of directors and is limited to the fairness, from a financial point of view, of the merger consideration in connection with the merger, to the common equity shareholders of First Priority. Griffin does not express an opinion as to the underlying decision by First Priority to engage in the merger or the relative merits of the merger compared to other strategic alternatives which may be available to First Priority.***

In providing its opinion, Griffin, among other things:

reviewed a draft of the merger agreement;

reviewed and discussed with First Priority its financial information as of and for the twelve months ended December 31, 2017 and December 31, 2016;

reviewed and discussed with Mid Penn its financial information as of and for the twelve months ended December 31, 2017 and December 31, 2016, including 2017 financial information giving pro forma effect to its acquisition of Scottdale Bank & Trust ( Scottdale );

reviewed and discussed with management of First Priority and Mid Penn their respective balance sheet growth and earnings for 2017, as well as adjustments required by federal tax law changes, and growth trends for assets, loans, deposits, capital and earnings for future periods;

analyzed and discussed with First Priority and Mid Penn their respective views of the potential strategic implications and operational benefits of the merger anticipated by the managements of First Priority and Mid Penn;

discussed with the management of First Priority and Mid Penn matters relating to their respective financial condition, liquidity, net income, asset quality, reserve levels, capital adequacy, regulatory status, and stock market structure including investor mix;

reviewed and discussed with First Priority certain publicly available business and financial information concerning First Priority and Mid Penn pro forma with Scottdale and the economic and regulatory environments in which they operate;

discussed with Mid Penn the average daily trading of its common stock, the probability of its inclusion in the Russell 2000 in 2018 and related expectations for valuation and liquidity, and related matters;

held discussions with certain members of the management of First Priority and Mid Penn with respect to certain aspects of the merger, including past and current business operations, regulatory relations, financial condition, dividend and capital policies, opportunities within each of their core operating markets, and other matters as deemed appropriate by Griffin;

discussed with management of First Priority and Mid Penn their respective forecasts and related assumptions for future growth and their respective estimates of cost savings and transaction costs associated with the merger;

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compared the proposed financial terms of the merger with the publicly available financial terms of certain transactions involving whole bank and thrift acquisitions as deemed relevant by Griffin;

compared the financial condition and implied valuation of First Priority and Mid Penn to the financial condition and performance and valuation of certain institutions deemed relevant by Griffin;

performed a relative contribution analysis;

evaluated, from publicly available sources and discussions with the management of Mid Penn, the capacity of Mid Penn to complete the merger on a timely basis;

evaluated and compared Mid Penn's market structure, stock market performance, ownership concentrations, common dividend, and trading history of its common stock to certain institutions deemed relevant by Griffin;

performed a pro forma transaction analyses combining projected balance sheet and income statement information for First Priority and Mid Penn;

performed discounted cash flow analyses; and

performed such other financial studies and analyses and considered such other information as deemed appropriate for the purpose of its opinion.

Griffin's opinion has been approved by its fairness opinion committee in conformity with its policies and procedures established under the requirement of Rule 5150 of the Financial Industry Regulatory Authority. In conducting its review and providing its opinion, Griffin assumed and relied upon the accuracy and completeness of all information furnished to, discussed with, or reviewed by it or otherwise publicly available. Griffin did not independently verify the accuracy or completeness of any such information or assume any responsibility or liability for such verification or accuracy. Griffin did not review individual loan files or deposit information of First Priority or Mid Penn, nor did Griffin conduct or was Griffin provided with any valuation or appraisal of any assets, deposits or other liabilities of First Priority or Mid Penn. Griffin is not an expert in the evaluation of loan portfolios for purposes of assessing the adequacy of the allowance for losses with respect thereto, and accordingly, Griffin assumed that such allowances for losses are adequate. In relying on financial analyses and financial projections provided to or discussed with Griffin by First Priority or Mid Penn or derived therefrom, Griffin assumed that such analyses and projections have been reasonably prepared based on assumptions reflecting the best currently available information and judgments by management. Griffin expresses no view as to such analyses, forecasts, estimates, or the assumptions on which they were based. Griffin's review of Mid Penn and its ability to complete the merger was limited to publicly available information, certain management information and discussions with the management of Mid Penn regarding the past and current business operations, financial condition and future prospects of Mid Penn. Griffin is not a legal, regulatory, or tax expert and has relied on the assessments made by advisors to First Priority with respect to such issues.

For purposes of providing its opinion, Griffin assumed that, in all respects material to its analysis:

the representations and warranties of each party in the draft merger agreement are true and correct;

each party to the merger agreement will perform all of the covenants and agreements required to be performed by such party under such agreement in a manner that will not give Mid Penn or First Priority the ability to terminate the merger agreement or decline to close under the merger agreement;

all conditions to the completion of the merger, including required approvals by federal and state banking regulators and by the shareholders of First Priority and the shareholders of Mid Penn, will be satisfied in a manner that will not give Mid Penn or First Priority the ability to terminate the merger agreement or decline to close under the merger agreement;

all material governmental, regulatory, stockholder and any other consents and approvals necessary for the completion of the merger will be obtained without any adverse effect to First Priority or Mid Penn or to the contemplated benefits of the merger; and



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the merger will be completed substantially in accordance with the terms set forth in the draft merger agreement provided to Griffin.

Griffin's opinion is necessarily based on economic, market and other conditions as in effect on, and the information made available to it as of, the date of its opinion. Subsequent developments may affect Griffin's opinion, and Griffin does not have any obligation to update, revise, confirm or reaffirm its opinion. Griffin's opinion is limited to the fairness, from a financial point of view, to the common equity shareholders of First Priority with regards to the merger consideration to be received by the common equity shareholders of First Priority in the merger as of the date of the opinion. Griffin expressed no opinion as to the fairness of the merger as of any subsequent date or to creditors or other stakeholders of First Priority or as to the underlying decision by First Priority to engage in the merger, the relative merits of the merger compared to other merger transactions available to First Priority, or the relative merits of the merger compared to other strategic alternatives that may be available to First Priority. Griffin did not, and was not asked to, contact any other interested parties other than those specifically indicated by the First Priority board of directors. Furthermore, Griffin did not take into account, and expresses no opinion with respect to, the amount or nature of any bonuses and any other compensation or consideration to any officers, directors, or employees of First Priority or Mid Penn paid or payable by reason or as a result of the merger.

The forecasts, projections and estimates of First Priority and Mid Penn prepared and provided to Griffin by the management of First Priority and Mid Penn, respectively, were not prepared with the expectation of public disclosure. All such information was based on numerous variables and assumptions that are inherently uncertain, including, without limitation, factors related to general economic and competitive conditions and that, accordingly, actual results could vary significantly from those set forth in such forecasts, projections and estimates. Griffin assumed, based on discussions with the management of First Priority and Mid Penn, respectively, and at the direction of and with the consent of the First Priority board of directors, that all such forecasts, projections and estimates referred to above provided a reasonable basis upon which Griffin could form its opinion and Griffin expressed no view as to any such information or the assumptions or bases therefor. Griffin relied on all such information without independent verification or analysis and did not in any respect assume any responsibility or liability for the accuracy or completeness thereof.

The preparation of the fairness opinion is a comprehensive and complex analytical process, involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In accordance with customary investment banking practice, Griffin employed generally accepted valuation methods in reaching its opinion. Estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. The following is a summary of the material financial analyses undertaken by Griffin and presented by Griffin to the First Priority board of directors in connection with rendering Griffin's opinion. The following summary, however, does not purport to be a complete description of the financial analyses performed by Griffin or the presentation made by Griffin to the board of directors. In arriving at its opinion, Griffin did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized within include information presented in tabular format. Accordingly, Griffin believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying its analyses and opinion. The tables alone do not constitute a complete description of the financial analyses.



**Table of Contents***Summary of Proposal for Purposes of the Fairness Opinion*

Pursuant to the merger agreement by and between First Priority and Mid Penn, at the effective time of the merger, First Priority will merge with and into Mid Penn, and each issued and outstanding share of First Priority's common stock, other than shares held in treasury or owned by Mid Penn and its affiliates, will be exchanged for the right to receive 0.3481 shares of Mid Penn's common stock, subject to adjustments and limitations described in the merger agreement. Shareholders of First Priority are expected to own 27.4% of Mid Penn following completion of the merger. Using the Mid Penn volume weighted average trading price of \$35.42 on January 12, 2018, the merger consideration is equal to \$12.33 per share, which is \$81.8 million in the aggregate and represents 183.7% of First Priority's tangible common equity at December 31, 2017, 30.8 times First Priority's earnings for the twelve-month period ended December 31, 2017, an 11.7% tangible common equity premium to core deposits, and a 37% premium to First Priority's closing price on January 12, 2018 of \$9.00.

*Acquirer Market Price and Selected Companies Analysis*

Using publicly available information, Griffin reviewed the market price and market structure of Mid Penn. Shares of Mid Penn's common stock are listed on The NASDAQ Capital Market. Griffin identified the following information as of January 12, 2018.

52-week high (January 12, 2018)	\$ 37.80
52-week low (February 1, 2017)	\$ 24.25
Average daily trading volume during last 52 weeks	1,953
Price/Last Trailing Twelve Months ( LTM ) Earnings per Share ( EPS ) (x)	18.4
Price/Book Value (%)	205.5
Price/Tangible Book Value ( TBV ) (%)	217.4
Dividend Yield (%)	1.39

Using publicly available information, Griffin compared the financial performance and condition of Mid Penn to publicly traded banks, thrifts and bank holding companies headquartered in Pennsylvania with between \$1.0 billion and \$2.0 billion in total assets, return on average assets ( ROAA ) greater than 0.70%, and average daily trading volume of at least 1,000 shares during the last three months. Companies included in this group were:

ACNB Corporation	DNB Financial Corporation	Penns Woods Bancorp, Inc.
Citizens & Northern Corporation	Franklin Financial Services Corporation	QNB Corp.
Codorus Valley Bancorp, Inc.	Norwood Financial Corp.	

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To perform this analysis, Griffin used financial information as of September 30, 2017 or the most recently available quarter, and market price information as of January 12, 2018, as reported by SNL Financial. Griffin's analysis showed the following concerning Mid Penn's and its peers' financial condition, risk profile, valuation and liquidity:

	MPB	Est. MPB Pro Forma for Scottdale	Peers Average	Median
Offices	24	29	24	26
Total Assets (\$000)	1,153,373	1,429,715	1,309,489	1,212,735
NPAs & 90+ PD/ Assets (%)	0.74	0.60	0.99	0.95
Core Deposits/ Total Deposits (%)	92.57	93.88	93.61	95.29
ROAA (%)	0.81		0.94	0.90
ROAE (%)	11.76		8.99	9.01
Tang Common Equity/ Tang Assets (%)	6.37	8.11	9.66	9.09
Avg Daily Volume (3 mo)	1,953		9,486	9,265
Price/ Tangible Book (%)	217.4	200.5	164.5	163.7
Price/ Last-twelve-months EPS (x)	18.4		17.3	17.7

No company used as a comparison in the above analysis is identical to Mid Penn. Accordingly, an analysis of these results is not purely mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and of the banking environment at the time of the opinion.

*Acquirer Discounted Cash Flow Analysis*

Griffin performed a discounted cash flow analysis to estimate a range of the present value of estimated free cash flows that Mid Penn could generate on a stand-alone basis. In performing this analysis, Griffin utilized the following assumptions, among others:

growth and earnings assumptions for Mid Penn from Mid Penn management, which were pro forma for the Scottdale acquisition and utilized an effective tax rate of 15.4%;

a required capitalization level of 8.0% tangible common equity/tangible assets;

earnings in excess of required capital retention are distributed to shareholders;

discount rates ranging from 11% to 14% based on Mid Penn's estimated cost of equity capital; and

a projected terminal trading value multiple range of 160% to 200% of Mid Penn's forecasted 2023 required tangible book value.

These calculations resulted in a range of implied valuations for Mid Penn between \$26.87 per share and \$36.63 per share. The discounted cash flow present value analysis is a widely used valuation methodology that relies on

numerous assumptions, including asset and earnings growth rates, terminal values and discount rates and is not necessarily indicative of the actual value or expected value of Mid Penn.

**Table of Contents***First Priority Selected Companies Analysis*

Using publicly available information, Griffin compared the financial performance and condition of First Priority to publicly traded banks, thrifts and bank holding companies headquartered in Pennsylvania, New Jersey, Delaware and Maryland with between \$400 million and \$1.0 billion in total assets, ROAA for the last twelve months between 0.20% and 0.80%, NPAs as a percentage of total assets less than 3.0%, and average daily trading volume of at least 500 shares during the last three months. Companies included in this group were:

1 <sup>st</sup> Colonial Bancorp, Inc.	Highlands Bancorp, Inc.	York Traditions Bank
Bancorp of New Jersey, Inc.	Stewardship Financial Corporation	
Emclair Financial Corp	Sussex Bancorp	

To perform this analysis, Griffin used financial information as of September 30, 2017 or the most recently available quarter, and market price information as of January 12, 2018, as reported by SNL Financial. Griffin's analysis showed the following concerning First Priority's and its peers' financial condition, risk profile, valuation and liquidity:

	FPBK	National Peers	
		Average	Median
Total Assets (000)	612,033	701,148	773,940
LTM Gross Loan HFI Growth	2.17	14.97	14.78
NPAs & 90+ PD/ Assets (%)	0.37	1.00	0.84
Core Deposits/ Total Deposits (%)	71.44	89.34	89.15
ROAA (%)	0.52	0.68	0.69
ROAE (%)	6.11	8.90	8.81
Tang Common Equity/ Tang Assets (%)	7.25	8.20	8.14
Avg Daily Volume (3 mo)	5,050	4,372	2,340
Price/ Tangible Book (%)	134.1	141.3	139.4
Price/ Last-twelve-months EPS (x)	22.5	16.6	14.6

No company used as a comparison in the above analysis is identical to First Priority. In addition, Griffin presumed that the trading valuations for peers exclude any change in control premium. Accordingly, an analysis of these results is not purely mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and of the banking environment at the time of the opinion.

*Selected Transactions Analysis*

Griffin reviewed publicly available information as reported by SNL Financial related to acquisitions announced since January 1, 2017 of banks, thrifts and bank holding companies headquartered in Delaware, Maryland, New Jersey, New York, Pennsylvania, and Virginia with between \$300 million and \$1.0 billion in total assets and ROAA for the last twelve months of less than 1.00%.

**Regional Selected Transactions****Acquirer****Acquiree**

Howard Bancorp Inc.  
Old Line Bancshares Inc  
Riverview Financial Corp.  
Sussex Bancorp  
Old Line Bancshares Inc

1st Mariner Bank  
Bay Bancorp Inc.  
CBT Financial Corp.  
Community Bk of Bergen County  
DCB Bancshares Inc.

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Griffin also reviewed publicly available information as reported by SNL Financial related to acquisitions announced since January 1, 2017 of banks, thrifts and bank holding companies nationwide with between \$400 million and \$1.0 billion in total assets and LTM ROAA between 0.00% and 0.80%.

**Nationwide Selected Transactions****Acquirer**

First Mid-Illinois Bancshares  
FCB Financial Holdings Inc.  
Riverview Financial Corp.  
Ameris Bancorp  
Midland States Bancorp Inc.  
Old Line Bancshares Inc.  
Washington Federal Inc.  
CenterState Bank Corp.  
First Bancorp

**Acquiree**

First BancTrust Corp.  
Floridian Community Hldgs Inc.  
CBT Financial Corp.  
Atlantic Coast Financial Corp.  
Centrue Financial Corporation  
Bay Bancorp Inc.  
Anchor Bancorp  
Sunshine Bancorp Inc  
ASB Bncp Inc

For each transaction referred to above, Griffin derived and compared, among other things, the following implied ratios:

1. Price per common share paid for the acquired company to last twelve months earnings per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition;
2. Price per common share paid for the acquired company to tangible common equity per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition; and
3. Aggregate deal value paid for the acquired company in excess of the company's tangible book as a ratio to the core deposits of the company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

The results of the analysis are set forth in the following table:

	FPBK	Regional Selected Transactions		National Selected Transactions	
		Average	Median	Average	Median
<b>Target Financials</b>					
Total Assets (\$000)	612,033	555,221	488,060	696,580	645,940
Prior Calendar Year Loan Growth (%)	2.17	8.23	11.67	23.52	14.58
TCE/TA (%)	7.25	7.79	8.12	10.58	10.10



NPAs/Total Assets (%)	0.37	1.68	2.07	1.36	1.21
LTM ROAA (%)	0.55	0.39	0.49	0.56	0.64
LTM ROAE (%)	6.44	4.13	5.43	5.15	5.34

**Deal Value/Deal Ratios**

Deal Value (\$ in millions)	85.7	85.5	49.2	119.7	127.7
Deal Value/LTM Earnings (x)	30.8	28.3	29.0	31.5	29.9
Deal Value/TCE (%)	183.7	150.1	158.2	157.1	160.5
Premium/Core Deposits (%)	11.7	8.6	7.0	8.9	9.7

No company or transaction used as a comparison in the above analyses is identical to First Priority or the merger. Accordingly, an analysis of these results is not purely mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies, of the banking environment at the time of the opinion, and the expected impact of tax reform on transaction valuation multiples.

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*Discounted Cash Flow Analysis*

Griffin performed a discounted cash flow analysis to estimate a range of the present value of estimated free cash flows that First Priority could generate on a stand-alone basis. In performing this analysis, Griffin utilized the following assumptions, among others:

growth and earnings assumptions for First Priority from First Priority management which utilized an effective tax rate of 20%;

a required capitalization level of 8.0% TCE/TA;

earnings in excess of required capital retention are distributed to shareholders;

discount rates ranging from 11% to 14% based on First Priority's estimated cost of equity capital; and

a projected terminal sale value multiple range of 160% to 200% of First Priority's forecasted 2023 required tangible book value.

These calculations resulted in a range of implied valuations for First Priority between \$8.80 per share and \$12.75 per share. The discounted cash flow present value analysis is a widely used valuation methodology that relies on numerous assumptions, including asset and earnings growth rates, terminal values and discount rates and is not necessarily indicative of the actual value or expected value of First Priority.

*Financial Impact Analysis*

Griffin performed pro forma transaction analyses that combined projected balance sheet and projected income statement information for First Priority and Mid Penn. Growth, earnings estimates and other assumptions (including, without limitation, purchase accounting adjustments, cost savings and related expenses) were provided by First Priority and Mid Penn. The analyses indicated that the merger is expected to be dilutive to Mid Penn's projected tangible book value per common share and accretive to Mid Penn's projected earnings per common share, and that Mid Penn is expected to maintain well-capitalized capital ratios but each of Mid Penn's tangible common equity to tangible assets ratio, leverage ratio, Tier 1 common equity ratio, Tier 1 risk-based capital ratio and total risk based capital ratio as of December 31, 2017 could be lower at the closing of the merger than on a stand-alone basis. Actual results are expected to be different from the assumptions used and the projected results, and these differences may be material.

*Contribution Analysis*

Griffin reviewed relative financial information relating to First Priority and Mid Penn to understand the relative contribution of net assets and operations to the combined entity. Relative contribution amounts are as follows:

Mid Penn	First Priority
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Market Capitalization *	79.5%	20.5%
Total Assets *	70.0%	30.0%
Total Net Loans *	65.4%	34.6%
Total Deposits *	71.3%	28.7%
Common Equity *	73.8%	26.2%
Tangible Common Equity *	72.2%	27.8%
Net Income to Common (LTM)	76.3%	23.7%
Net Income to Common (YTD)	76.4%	23.6%

\* MPB amounts are adjusted for the estimated impact of the Scottdale transaction  
Based on the exchange ratio, Mid Penn shareholders will own 72.6% of the combined company, and former First Priority shareholders will own 27.4% of the combined company.

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The summary set forth above is not a complete description of the analyses and procedures performed by Griffin in the course of arriving at its opinion.

As part of its investment banking business, Griffin is, from time to time, engaged in the valuation of bank and bank holding company securities in connection with mergers and acquisitions, public and private placement of listed and unlisted securities, rights offerings and other forms of valuations for various purposes. As specialists in the securities of banking companies, Griffin has experience in, and knowledge of, the valuation of banking enterprises. In the ordinary course of its business as a broker-dealer, Griffin may, from time to time, purchase securities from, and sell securities to, First Priority and Mid Penn. As a market maker in securities, Griffin may from time to time have a long or short position in, and buy or sell, debt or equity securities of institutions like and possibly including First Priority and Mid Penn for Griffin's own account and for the accounts of its customers. To the extent Griffin held any such positions, it was disclosed to First Priority and Mid Penn.

Pursuant to Griffin's engagement letter, First Priority agreed to pay Griffin a fee of \$750,000 contingent on the completion of the merger. First Priority has agreed to reimburse Griffin for reasonable out of pocket expenses incurred in connection with Griffin's engagement and to indemnify and hold harmless its partners, officers, directors, employees, agents and controlling persons from and against all losses, claims, judgments, liabilities, costs, damages and expenses based upon or arising from Griffin's engagement. During the two years preceding the date of its opinion to First Priority, Griffin received \$1,098.74 in expense reimbursements relating to an advisory engagement which expired in March of 2016. During the two years preceding the date of its opinion to First Priority, Griffin did not receive compensation for investment banking services from Mid Penn.

Stevens & Lee, which is the regular corporate counsel to First Priority, and Griffin are affiliated. Stevens & Lee has provided legal services as corporate counsel to Mid Penn, which is represented by other counsel in the merger.

***Mid Penn's Reasons for the Merger***

The board of directors and senior management of Mid Penn periodically review and evaluate the economic and regulatory environments in which Mid Penn and its affiliated companies operate. Part of this review in recent years has included an acknowledgement of the effects of additional oversight and regulation on revenues, expenses and capital requirements for financial institutions, particularly community banks, as a result of the passage in 2010 of the Dodd-Frank Act and other factors, and consideration of competitive factors. The board of directors and senior management generally believe that greater size and scale can help a community-oriented financial institution address the costs of anticipated additional regulation, as well as provide additional revenue opportunities and provide a platform to compete more effectively with larger financial institutions. In light of these observations, Mid Penn has elected to pursue a controlled growth strategy, which may include both organic growth and the targeted acquisition of other financial institutions with strong performance characteristics in alignment with Mid Penn's community banking philosophy.

Mid Penn entered into the merger agreement to further implement this strategy, as well as to provide additional opportunities for revenue growth. Mid Penn's board of directors reviewed and discussed the transaction with senior management, as well as its financial and legal advisors, in unanimously determining that the merger was advisable and in the best interests of Mid Penn. In reaching its determination, the Mid Penn board of directors considered a number of factors, including:

the board's understanding of the business operations, management, financial condition, asset quality, product offerings, and prospects of First Priority based on, among other things, presentations by management and Mid Penn's financial advisor;

the board's concurrence with management that the merger provides Mid Penn with increased scale and will serve to extend Mid Penn's presence into the demographically attractive Southeastern

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Pennsylvania markets that Mid Penn believes will be receptive to its services, strengthens Mid Penn's retail banking network, and provides a broader platform to sell non-banking services;

the board's view that First Priority's product offerings and business mix are compatible with those of Mid Penn and provide Mid Penn with opportunities to accelerate loan growth and to build upon the market share of secondary market loan generations, as well as opportunities to expand Mid Penn's insurance, wealth management, and mortgage banking activities;

the merger presents the opportunity to more readily deploy the excess capital and liquidity generated by the Scottdale acquisition;

the fact that the transaction will be immediately accretive to earnings per share (exclusive of one-time merger expenses) and is expected to have a tangible book value dilution earn back period of less than 3 years;

the fact that talented and experienced executives of First Priority will bring their industry and market knowledge to Mid Penn;

the board's view that First Priority, like Mid Penn, is focused on customer service and building relationships in local communities;

the fact that as a result of the transaction and the merger with Scottdale, Mid Penn is expected to become the ninth largest publicly traded, Pennsylvania headquartered depository institution having less than \$10 billion in assets;

the results of the due diligence examination of First Priority and its business operations, including asset quality and composition of its investment portfolio, undertaken by management with the assistance of Mid Penn's financial advisor;

the board's view that the combined company will have the potential for a stronger competitive position in a market place where relatively greater size and scale may become increasingly more important factors for financial performance and success;

the board's view that the combined company will increase shareholder value and enhance shareholder returns;

the financial information and analyses presented by Mid Penn's financial advisor, Sandler, and the opinion of Sandler delivered to Mid Penn's board of directors to the effect that, as of January 16, 2018, and based on and

subject to the various factors, limitations, considerations, qualifications and assumptions set forth in the opinion, the merger consideration was fair, from a financial point of view, to Mid Penn; and

the review by the board of directors with Pillar+Aught, its legal advisor, of the structure of the merger and the financial and other terms of the merger agreement.

The foregoing discussion of the information and factors considered by Mid Penn's board of directors is not exhaustive, but includes the material factors considered by the board. In view of the wide variety of factors considered by the board of directors of Mid Penn in connection with its evaluation of the merger and the complexity of these matters, the board of directors did not consider it practical to, and did not attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered in reaching its decision. Mid Penn's board of directors evaluated the factors described above, including asking questions of Mid Penn's legal and financial advisors. In considering the factors described above, individual members of Mid Penn's board of directors may have given different weights to different factors. The board of directors relied on the experience and expertise of its legal advisors regarding the structure of the merger and the terms of the merger agreement and on the experience and expertise of its financial advisors for quantitative analysis of the financial terms of the merger. It should also be noted that this explanation of the reasoning of Mid Penn's board of directors and certain other information presented in this section are forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading *Cautionary Statement Regarding Forward-Looking Statements* on page [ ].

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***Recommendation of Mid Penn's Board of Directors***

Mid Penn's board of directors believes that the terms of the transaction are in the best interests of Mid Penn and has unanimously approved the merger agreement. **Accordingly, Mid Penn's board of directors unanimously recommends that Mid Penn shareholders vote FOR adoption of the merger agreement and FOR an adjournment of the Mid Penn special meeting, if necessary to solicit additional proxies.**

***Opinion of Mid Penn's Financial Advisor***

By letter dated January 4, 2018, Mid Penn retained Sandler to render a fairness opinion to the Mid Penn board of directors in connection with Mid Penn's consideration of a possible business combination with First Priority. Sandler is a nationally recognized investment banking firm whose principal business specialty is financial institutions. In the ordinary course of its investment banking business, Sandler is regularly engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions and other corporate transactions.

Sandler rendered a fairness opinion in connection with the proposed merger and participated in certain of the negotiations leading to the execution of the merger agreement. At the January 16, 2018 meeting at which Mid Penn's board of directors considered and approved the merger agreement, Sandler delivered to the Mid Penn board of directors its oral opinion, which was subsequently confirmed in writing, to the effect that, as of such date, the exchange ratio provided for in the merger agreement was fair to Mid Penn from a financial point of view.

**The full text of Sandler's opinion is attached as Annex C to this joint proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the full text of the opinion. Mid Penn common shareholders are urged to read the entire opinion carefully in connection with their consideration of the Mid Penn merger proposal.**

**Sandler's opinion speaks only as of the date of the opinion. The opinion was directed to Mid Penn's board of directors in connection with its consideration of the merger and is directed only to the fairness, from a financial point of view, of the exchange ratio to Mid Penn. Sandler's opinion does not constitute a recommendation to any Mid Penn shareholder as to how such Mid Penn shareholder should vote at any meeting of shareholders called to consider and vote upon the Mid Penn merger proposal. It does not address the underlying business decision of Mid Penn to engage in the merger, the form or structure of the merger, the relative merits of the merger as compared to any other alternative business strategies that might exist for Mid Penn or the effect of any other transaction in which Mid Penn might engage.** Sandler did not express any opinion as to the fairness of the amount or nature of the compensation to be received in the merger by any Mid Penn or First Priority officers, directors, or employees, or class of such persons, if any, relative to the compensation to be received in the merger by any other shareholders. Sandler's opinion was approved by Sandler's fairness opinion committee.

In connection with rendering its opinion, Sandler reviewed and considered, among other things:

a draft of the merger agreement, dated January 14, 2018;

certain publicly available financial statements and other historical financial information of Mid Penn that Sandler deemed relevant;



certain publicly available financial statements and other historical financial information of First Priority that Sandler deemed relevant;

certain internal financial projections for Mid Penn for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of Mid Penn;

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certain internal financial projections for First Priority for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of First Priority and confirmed with the senior management of Mid Penn;

the pro forma financial impact of the merger on Mid Penn based on certain assumptions relating to transaction expenses, purchase accounting adjustments and cost savings, as well as the redemption of First Priority's outstanding preferred stock prior to closing of the merger, as provided by the senior management of Mid Penn;

the publicly reported historical price and trading activity for Mid Penn common stock and First Priority common stock, including a comparison of certain stock trading information for Mid Penn common stock and First Priority common stock and certain stock indices, as well as similar publicly available information for certain other companies, the securities of which are publicly traded;

a comparison of certain financial information for Mid Penn and First Priority with similar institutions for which information is publicly available;

the financial terms of certain recent business combinations in the bank and thrift industry (on a regional and nationwide basis), to the extent publicly available;

the current market environment generally and the banking environment in particular; and

such other information, financial studies, analyses and investigations and financial, economic and market criteria as Sandler considered relevant.

Sandler also discussed with certain members of the senior management of Mid Penn the business, financial condition, results of operations and prospects of Mid Penn and held similar discussions with the senior management of First Priority and its representatives regarding the business, financial condition, results of operations and prospects of First Priority.

In performing its review, Sandler relied upon the accuracy and completeness of all of the financial and other information that was available to Sandler from public sources, that was provided to Sandler by Mid Penn, First Priority or their respective representatives, or that was otherwise reviewed by Sandler and Sandler assumed such accuracy and completeness for purposes of rendering its opinion without any independent verification or investigation. Sandler further relied on the assurances of the respective senior managements of Mid Penn and First Priority that they were not aware of any facts or circumstances that would have made any of such information inaccurate or misleading in any material respect. Sandler was not asked to and did not undertake an independent verification of any of such information and Sandler did not assume any responsibility or liability for the accuracy or completeness thereof. Sandler did not make an independent evaluation or perform an appraisal of the specific assets, the collateral securing assets or the liabilities (contingent or otherwise) of Mid Penn or First Priority. Sandler rendered no opinion or evaluation on the collectability of any assets or the future performance of any loans of Mid Penn or First Priority. Sandler did not make an independent evaluation of the adequacy of the allowance for loan losses of Mid Penn or First Priority, or the combined entity after the merger, and Sandler did not review any individual credit files relating to Mid

Penn or First Priority. Sandler assumed, with Mid Penn's consent, that the respective allowances for loan losses for both Mid Penn and First Priority were adequate to cover such losses and would be adequate on a pro forma basis for the combined entity.

In preparing its analyses, Sandler used certain internal financial projections for Mid Penn for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of Mid Penn. In addition, Sandler used certain internal financial projections for First Priority for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of First Priority and confirmed with the senior management of Mid Penn. Sandler also received and used in its pro forma analyses certain assumptions relating to transaction expenses, purchase accounting adjustments and cost savings, as well as the redemption of First Priority's outstanding preferred stock prior to closing of the merger, as provided by the senior management of Mid Penn. With respect to the foregoing information, the senior managements of Mid Penn and First Priority

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confirmed to Sandler that such information reflected the best currently available projections and estimates of the senior managements of Mid Penn and First Priority as to the future financial performance of Mid Penn and First Priority, respectively, and Sandler assumed that the financial results reflected in such information would be achieved. Sandler expressed no opinion as to such projections or estimates, or the assumptions on which they were based. Sandler also assumed that there had been no material change in Mid Penn's or First Priority's assets, financial condition, results of operations, business or prospects since the date of the most recent financial statements made available to Sandler. Sandler assumed in all respects material to its analyses that Mid Penn and First Priority would remain as going concerns for all periods relevant to its analyses.

Sandler also assumed, with Mid Penn's consent, that (i) each of the parties to the merger agreement would comply in all material respects with all material terms and conditions of the merger agreement and all related agreements required to effect the merger, that all of the representations and warranties contained in such agreements were true and correct in all material respects, that each of the parties to such agreements would perform in all material respects all of the covenants and other obligations required to be performed by such party under such agreements and that the conditions precedent in such agreements were not and would not be waived, (ii) in the course of obtaining the necessary regulatory or third party approvals, consents and releases with respect to the merger, no delay, limitation, restriction or condition would be imposed that would have an adverse effect that would be material to Sandler's analysis on Mid Penn, First Priority or the merger, or any related transaction, (iii) the merger and any related transactions would be consummated in accordance with the terms of the merger agreement without any waiver, modification or amendment of any material term, condition or agreement thereof and in compliance with all applicable laws and other requirements, and (iv) the merger would qualify as a tax-free reorganization for federal income tax purposes. Finally, with Mid Penn's consent, Sandler relied upon the advice that Mid Penn had received from its legal, accounting and tax advisors as to all legal, accounting and tax matters related to the merger and the other transactions contemplated by the merger agreement. Sandler expressed no opinion as to any such matters.

Sandler's opinion was necessarily based on financial, regulatory, economic, market and other conditions as in effect on, and the information made available to Sandler as of, the date thereof. Events occurring after the date thereof could materially affect Sandler's opinion. Sandler had not undertaken to update, revise, reaffirm or withdraw its opinion or otherwise comment upon events occurring after the date thereof.

In performing its analyses, Sandler made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, which were beyond the control of Sandler, Mid Penn and First Priority. Any estimates contained in the analyses performed by Sandler were not necessarily indicative of actual values or future results, which could be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the values of businesses or securities did not purport to be appraisals or to reflect the prices at which such businesses or securities could actually be sold. Accordingly, these analyses and estimates were inherently subject to substantial uncertainty. In addition, Sandler's opinion was among several factors taken into consideration by the Mid Penn board of directors in making its determination to approve the merger agreement and the merger. Consequently, the analyses described below should not be viewed as determinative of the decision of the Mid Penn board of directors with respect to the fairness of the merger or the exchange ratio. The type and amount of consideration payable in the merger were determined through negotiation between Mid Penn and First Priority and the decision to enter into the merger agreement was solely that of the Mid Penn board of directors.

The following is a summary of the material financial analyses presented by Sandler to the Mid Penn board of directors in connection with its opinion. The summary is not a complete description of the financial analyses underlying the opinion or the presentation made by Sandler to the Mid Penn board of directors, but summarizes the material analyses performed and presented in connection with such opinion. The financial analyses summarized below include information presented in tabular format. **In order to fully understand the financial analyses, these tables must be**

**read together with the accompanying text.** The tables alone do not constitute a complete description of the financial analyses. The preparation of a fairness opinion is a complex analytic

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process involving various determinations as to appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, Sandler did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. Accordingly, Sandler believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying its analyses and opinion.

*Summary of Proposed Merger Consideration and Implied Transaction Metrics*

Sandler reviewed the financial terms of the proposed merger. Subject to the provisions of the merger agreement, at the effective time, each share of First Priority common stock issued and outstanding immediately prior to the effective time will be converted into 0.3481 shares of Mid Penn common stock. Based upon Mid Penn's January 12, 2017 closing common stock price of \$37.50, a fixed exchange ratio equal to 0.3481, and 6,634,969 shares of First Priority common stock outstanding, Sandler calculated an implied transaction value per share of \$13.05 and an aggregate implied transaction value of approximately \$90.5 million. Sandler also calculated an implied transaction value per share of \$11.86 and an aggregate implied transaction value of approximately \$82.6 million based on Mid Penn's volume weighted average price for Mid Penn common stock for the ten trading days ended January 12, 2017 of \$34.08.

Sandler calculated the following implied transaction metrics:

	Closing Price <sup>1</sup>	10-Day VWAP <sup>2</sup>
Price / Last Twelve Months Earnings Per Share ended September 30, 2017	32.6x	29.7x
Price / Estimated 2018 Earnings Per Share <sup>3</sup>	22.6x	20.5x
Price / September 30, 2017 Book Value Per Share	182%	166%
Price / September 30, 2017 Tangible Book Value Per Share	195%	177%
Price / September 30, 2017 Adjusted Tangible Book Value Per Share <sup>4</sup>	197%	179%
Core Deposit Premium <sup>5</sup>	11.1%	9.2%
1-Day Market Premium as of January 12, 2018	45.0%	31.8%

- (1) Based on Mid Penn's closing common stock price of \$37.50 on January 12, 2018
- (2) Based on Mid Penn's volume-weighted average common stock price of \$34.08 for the 10 trading days ended January 12, 2018
- (3) As provided by the senior management of First Priority
- (4) Adjusted tangible equity assumes a \$0.6 million, or \$0.08 per share, write-down of the deferred tax asset account
- (5) Core deposits equal to total deposits less jumbo CDs (greater than \$100,000)

*Stock Trading History*

Sandler reviewed the historical publicly reported trading price of Mid Penn common stock for the one-year period ended January 12, 2018 and for the three-year period ended January 12, 2018. Sandler also reviewed the historical publicly reported trading price of First Priority common stock for the one-year period ended January 12, 2018 and for the period between March 12, 2015, the day on which First Priority common stock commenced quotation on the OTCQX<sup>®</sup>, and January 12, 2018. Sandler then compared the relationship between the movements in the prices of Mid Penn common stock and First Priority common stock to the movements in their respective peer groups (as described below) as well as certain stock indices.

**Table of Contents****Mid Penn's One-Year Stock Performance**

	Beginning Value January 12, 2017	Ending Value January 12, 2018
Mid Penn	100%	154.0%
MPB Peer Group	100%	111.3%
SNL U.S. Bank and Thrift Index	100%	121.5%
S&P 500 Index	100%	122.7%

**Mid Penn's Three-Year Stock Performance**

	Beginning Value January 12, 2015	Ending Value January 12, 2018
Mid Penn	100%	244.3%
MPB Peer Group	100%	148.3%
SNL U.S. Bank and Thrift Index	100%	159.4%
S&P 500 Index	100%	137.4%

**First Priority's One-Year Stock Performance**

	Beginning Value January 12, 2017	Ending Value January 12, 2018
First Priority	100%	135.5%
FPBK Peer Group	100%	118.7%
SNL U.S. Bank and Thrift Index	100%	121.5%
S&P 500 Index	100%	122.7%

**First Priority's Stock Performance Since First OTCQX Quotation (March 12, 2015)**

	Beginning Value March 12, 2015	Ending Value January 12, 2018
First Priority	100%	180.0%
FPBK Peer Group	100%	133.9%
SNL U.S. Bank and Thrift Index	100%	152.0%
S&P 500 Index	100%	135.7%

*Mid Penn Comparable Company Analysis*

Using publicly available information, Sandler compared selected financial information for Mid Penn with a group of financial institutions selected by Sandler. The Mid Penn peer group consisted of banks and thrifts headquartered in Pennsylvania with total assets between \$750 million and \$3 billion, whose securities are publicly traded on the NYSE or NASDAQ Stock Market (the MPB Peer Group). Targets of announced merger transactions were excluded from the MPB Peer Group. The MPB Peer Group included the following companies:



ACNB Corporation  
AmeriServ Financial, Inc.  
CB Financial Services, Inc.  
Citizens & Northern Corporation  
CNB Financial Corporation  
Codus Valley Bancorp, Inc.  
DNB Financial Corporation

Fidelity D & D Bancorp, Inc.  
Malvern Bancorp, Inc.  
Meridian Bank  
Norwood Financial Corp.  
Orrstown Financial Services, Inc.  
Penns Woods Bancorp, Inc.  
Peoples Financial Services Corp.

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Emclair Financial Corp  
ESSA Bancorp, Inc.

Prudential Bancorp, Inc.  
Republic First Bancorp, Inc.

The analysis compared publicly available financial information for Mid Penn with the corresponding data for the MPB Peer Group as of or for the twelve months ended September 30, 2017, with pricing data as of January 12, 2018. The table below sets forth the data for Mid Penn (referred to as MPB in the table below) and the median, mean, high and low data for the MPB Peer Group:

	MPB	MPB Peer Group Median	MPB Peer Group Mean	MPB Peer Group High	MPB Peer Group Low
Total Assets (\$ in millions)	1,153	1,215	1,385	2,745	774
Loans / Deposits (%)	85.5	93.4	92.0	109.5	58.1
Non-Performing Assets <sup>1</sup> / Total assets (%)	0.74	0.77	0.85	1.86	0.31
Tangible Common Equity/Tangible Assets (%)	6.37	9.43	9.39	14.49	6.41
Tier 1 Leverage Ratio	6.76	9.49	10.05	14.81	7.82
Total RBC Ratio	10.69	14.09	15.13	24.83	11.93
CRE / Total RBC Ratio (%)	333.8	198.1	205.9	357.5	82.9
LTM Return on Average Assets (%)	0.81	0.82	0.75	1.27	0.35
LTM Return on Average Equity (%)	11.76	8.09	7.34	11.01	2.16
LTM Net Interest Margin (%)	3.78	3.57	3.44	3.87	2.72
LTM Efficiency Ratio (%)	69.1	63.5	67.9	89.3	56.2
Price/Tangible Book Value (%)	218	162	162	228	87
Price/LTM Earnings Per Share (x)	18.4	18.9	23.7	62.9	14.5
Price/2017 Est. Earnings Per Share <sup>2</sup> (x)		22.0	26.2	58.7	15.7
Price/2018 Est. Earnings Per Share <sup>2</sup> (x)		15.7	17.9	33.8	12.7
Current Dividend Yield (%)	1.4	2.2	2.0	4.3	0.0
LTM Dividend Ratio (%)	29.9	38.9	36.8	80.6	0.0
Market Value (\$ in millions)	230	196	217	502	74

Note: Regulatory data as of December 31, 2016 used if SEC data not available

(1) Nonperforming assets defined as nonaccrual loans and leases, renegotiated loans and leases and real estate owned

(2) Based on S&P Capital IQ median earnings per share estimate

*First Priority Comparable Company Analysis*

Using publicly available information, Sandler compared selected financial information for First Priority with a group of financial institutions selected by Sandler ( the FPBK Peer Group ). The FPBK Peer Group consisted of banks and thrifts headquartered in the Mid-Atlantic Region with total assets between \$500 million and \$750 million whose securities are publicly traded. Targets of announced merger transactions, non-stock institutions and unprofitable institutions over the last twelve months were excluded from the FPBK Peer Group. The FPBK Peer Group included the following companies:

1st Colonial Bancorp, Inc.  
American Bank Incorporated  
Berkshire Bancorp Inc.

Elmira Savings Bank  
Honat Bancorp, Inc.  
Jonestown Bank and Trust Co.

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Calvin B. Taylor Bankshares, Inc.  
CCFNB Bancorp, Inc.  
Centric Financial Corporation  
Country Bank Holding Company, Inc.

Juniata Valley Financial Corp.  
MSB Financial Corp.  
Northumberland Bancorp  
Riverview Financial Corporation

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Delmar Bancorp  
Dimeco, Inc.

Steuben Trust Corporation

The analysis compared publicly available financial information for First Priority with the corresponding data for the FPBK Peer Group as of or for the twelve months ended September 30, 2017, unless otherwise noted, with pricing data as of January 12, 2018. The table below sets forth the data for First Priority (referred to as FPBK in the table below) and the median, mean, high and low data for the FPBK Peer Group:

	FPBK	FPBK Peer Group Median	FPBK Peer Group Mean	FPBK Peer Group High	FPBK Peer Group Low
Total Assets (\$ in millions)	612	567	594	740	512
Loans / Deposits (%)	99.5	90.9	89.4	117.4	63.2
Non-Performing Assets <sup>1</sup> / Total assets (%)	0.37	0.75	1.12	2.95	0.20
Tangible Common Equity/Tangible Assets (%)	7.25	9.42	10.55	16.61	7.20
Tier 1 Leverage Ratio	8.13	10.20	10.74	15.90	7.09
Total RBC Ratio	12.51	13.72	16.45	28.77	10.75
CRE / Total RBC Ratio (%)	203.0	148.4	197.4	402.6	40.8
LTM Return on Average Assets (%)	0.52	0.84	0.86	1.28	0.08
LTM Return on Average Equity (%)	6.11	8.64	8.10	12.34	0.94
LTM Net Interest Margin (%)	3.28	3.44	3.48	3.98	2.93
LTM Efficiency Ratio (%)	74.9	64.7	65.4	82.9	52.4
Price/Tangible Book Value (%)	134	129	131	175	87
Price/LTM Earnings Per Share (x)	22.5	15.2	21.8	90.0	12.6
Current Dividend Yield (%)	0.0	2.8	2.5	7.0	0.0
LTM Dividend Ratio (%)	0.0	37.4	58.3	366.7	0.0
Market Value (\$ in millions)	59	72	86	188	39

Note: Bank level regulatory data as of September 30, 2017 used when consolidated financial information not available

Note: Current common and/or average diluted shares outstanding not available for BERK, CYHC and DBCP

Note: Total Assets and Loans/Deposits as of June 30, 2017 for CYHC

(1) Nonperforming assets defined as nonaccrual loans and leases, renegotiated loans and leases and real estate owned  
*Selected Transactions Analysis*

Sandler reviewed two groups of recent merger and acquisition transactions consisting of a national group as well as a regional group. The national group consisted of nationwide bank and thrift transactions announced between January 1, 2017 and January 12, 2018 with disclosed deal values, target total assets between \$450 million and \$750 million, and target return on average assets over the last twelve months greater than zero (the Nationwide Precedent Transactions ). The regional group consisted of bank and thrift transactions announced between January 1, 2016 and January 12, 2018 with targets headquartered in Pennsylvania, New Jersey, West Virginia or Maryland, and with target total assets between \$250 million and \$950 million (the Regional Precedent Transactions ).

The Nationwide Precedent Transactions group was composed of the following transactions:

Acquiror:

First Foundation Inc.

First Mid-Illinois Bancshares

FCB Financial Holdings Inc.

WesBanco Inc.

Target:

PBB Bancorp

First BancTrust Corp.

Floridian Community Holdings Inc.

First Sentry Bancshares Inc.

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Acquiror:	Target:
First Federal Bancorp MHC	Coastal Banking Co.
Old Line Bancshares Inc.	Bay Bancorp Inc.
Susser Bank Holdings LLC	BancAffiliated Inc.
Commerce Union Bancshares Inc.	Community First Inc.
Home Bancorp Inc.	Saint Martin Bancshares Inc.
National Commerce Corp.	FirstAtlantic Financial Holdings Inc.
Veritex Holdings Inc.	Liberty Bancshares Inc.
Heritage Financial Corp.	Puget Sound Bancorp Inc.
United Community Banks Inc.	Four Oaks Fincorp Inc.
Glacier Bancorp Inc.	Columbine Capital Corp.
SmartFinancial Inc.	Capstone Bancshares Inc.
Riverview Financial Corp.	CBT Financial Corp.
Washington Federal Inc.	Anchor Bancorp
First Busey Corp.	Mid Illinois Bancorp Inc.

Using the latest publicly available information prior to the announcement of the relevant transaction, Sandler reviewed the following transaction metrics: transaction price to last-twelve-months earnings per share, transaction price to tangible book value per share, core deposit premium, and 1-day market premium. Sandler compared the indicated transaction metrics for the merger based on Mid Penn's closing common stock price on January 12, 2018 as well as based on Mid Penn's volume-weighted average stock price for the 10 day trading period ending January 12, 2018 to the median, mean, high and low metrics of the Nationwide Precedent Transactions group.

	MPB/FPBK <sup>1</sup>	10-Day VWAP MPB/FPBK <sup>2</sup>	Median Nationwide Precedent Transactions	Mean Nationwide Precedent Transactions	High Nationwide Precedent Transactions	Low Nationwide Precedent Transactions
Transaction Price/ LTM Earnings Per Share (x)	32.6	29.7	19.4	21.2	39.3	9.6
Transaction Price/ Tangible Book Value Per Share (%)	195/197 <sup>3</sup>	177/179 <sup>3</sup>	185	179	233	99
Core Deposit Premium (%) <sup>4</sup>	11.1	9.2	11.7	12.2	28.3	2.8
1-Day Market Premium (%) <sup>5</sup>	45.0	31.8	44.2	38.9	76.5	2.6

(1) Based on Mid Penn's closing stock price of \$37.50 on January 12, 2018

(2) Based on Mid Penn's volume-weighted average stock price of \$34.08 for the 10-day trading period ended January 12, 2018

(3) Adjusted tangible equity assumes a \$0.6 million, or \$0.08 per share, write-down of the deferred tax asset account

(4) Core deposits equal to total deposits less jumbo CDs (greater than \$100,000)

(5) As of January 12, 2018

The Regional Precedent Transactions group was composed of the following transactions:

Acquiror:	Target:
CB Financial Services Inc.	First WV Bancorp Inc.

WesBanco Inc.  
Old Line Bancshares Inc.  
Riverview Financial Corp.  
Sussex Bancorp  
Mid Penn Bancorp Inc.  
Old Line Bancshares Inc.

First Sentry Bancshares Inc.  
Bay Bancorp Inc.  
CBT Financial Corp.  
Community Bank of Bergen County  
Scottdale Bank & Trust Company  
DCB Bancshares Inc.

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Acquiror:	Target:
Bryn Mawr Bank Corp.	Royal Bancshares of PA
ACNB Corp.	New Windsor Bancorp Inc.
Standard Financial Corp	Allegheny Valley Bancorp Inc.
Summit Financial Group Inc.	First Century Bankshares Inc.
Revere Bank	Monument Bank
DNB Financial Corp.	East River Bank
Lakeland Bancorp	Harmony Bank

Using the latest publicly available information prior to the announcement of the relevant transaction, Sandler reviewed the following transaction metrics: transaction price to last-twelve-months earnings per share, transaction price to tangible book value per share, core deposit premium, and 1-day market premium. Sandler compared the indicated transaction metrics for the merger based on Mid Penn's closing common stock price on January 12, 2018 as well as based on Mid Penn's volume-weighted average stock price for the 10 day trading period ending January 12, 2018 to the median, mean, high and low metrics of the Regional Precedent Transactions group.

	MPB/FPBK <sup>1</sup>	10-Day VWAP MPB/FPBK <sup>2</sup>	Median Regional Precedent Transactions	Mean Regional Precedent Transactions	High Regional Precedent Transactions	Low Regional Precedent Transactions
Transaction Price/ LTM Earnings Per Share (x)	32.6	29.7	20.5	21.4	13.5	39.3
Transaction Price/ Tangible Book Value Per Share (%)	195/197 <sup>3</sup>	177/179 <sup>3</sup>	157	156	241	105
Core Deposit Premium (%) <sup>4</sup>	11.1	9.2	6.6	7.0	14.5	0.7
1-Day Market Premium (%) <sup>5</sup>	45.0	31.8	42.0	52.5	153.5	7.4

- (1) Based on Mid Penn's closing stock price of \$37.50 on January 12, 2018
- (2) Based on Mid Penn's volume-weighted average stock price of \$34.08 for the 10-day trading period ended January 12, 2018
- (3) Adjusted tangible equity assumes a \$0.6 million, or \$0.08 per share, write-down of the deferred tax asset account
- (4) Core deposits equal to total deposits less jumbo CDs (greater than \$100,000)
- (5) As of January 12, 2018



**Table of Contents***Net Present Value Analyses*

Sandler performed an analysis that estimated the net present value per share of Mid Penn common stock, assuming Mid Penn performed in accordance with internal financial projections for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of Mid Penn. To approximate the terminal value of a share of Mid Penn common stock at December 31, 2021, Sandler applied price to 2021 earnings multiples ranging from 13.0x to 18.0x and multiples of December 31, 2021 tangible book value ranging from 135% to 210%. The terminal values were then discounted to present values using different discount rates ranging from 11.0% to 15.0%, which were chosen to reflect different assumptions regarding required rates of return of holders or prospective buyers of Mid Penn common stock. As illustrated in the following tables, the analysis indicated an imputed range of values per share of Mid Penn common stock of \$24.58 to \$38.17 when applying multiples of earnings and \$21.93 to \$37.72 when applying multiples of tangible book value.

**Earnings Per Share Multiples**

Discount						
Rate	13.0x	14.0x	15.0x	16.0x	17.0x	18.0x
11.00%	\$28.39	\$30.35	\$32.30	\$34.26	\$36.22	\$38.17
12.00%	\$27.37	\$29.26	\$31.14	\$33.02	\$34.90	\$36.79
13.00%	\$26.40	\$28.21	\$30.03	\$31.84	\$33.65	\$35.46
14.00%	\$25.47	\$27.22	\$28.96	\$30.71	\$32.46	\$34.20
15.00%	\$24.58	\$26.27	\$27.95	\$29.63	\$31.31	\$33.00

**Tangible Book Value Multiples**

Discount						
Rate	135%	150%	165%	180%	195%	210%
11.00%	\$25.31	\$27.79	\$30.27	\$32.75	\$35.23	\$37.72
12.00%	\$24.40	\$26.79	\$29.18	\$31.57	\$33.96	\$36.35
13.00%	\$23.54	\$25.84	\$28.14	\$30.44	\$32.74	\$35.04
14.00%	\$22.72	\$24.93	\$27.15	\$29.36	\$31.58	\$33.80
15.00%	\$21.93	\$24.06	\$26.20	\$28.33	\$30.47	\$32.60

Sandler also considered and discussed with the Mid Penn board of directors how this analysis would be affected by changes in the underlying assumptions, including variations with respect to net income. To illustrate this impact, Sandler performed a similar analysis, assuming Mid Penn's net income varied from 10% above projections to 10% below projections. This analysis resulted in the following range of per share values for Mid Penn common stock, applying the price to 2021 earnings multiples range of 13.0x to 18.0x referred to above and a discount rate of 13.17%.

**Earnings Per Share Multiples**

Annual	13.0x	14.0x	15.0x	16.0x	17.0x	18.0x
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Estimated

Variance						
(10.0%)	\$23.90	\$25.52	\$27.14	\$28.76	\$30.38	\$32.00
(5.0%)	\$25.07	\$26.78	\$28.49	\$30.20	\$31.91	\$33.62
0.00%	\$26.24	\$28.04	\$29.84	\$31.64	\$33.44	\$35.25
5.00%	\$27.41	\$29.30	\$31.19	\$33.08	\$34.98	\$36.87
10.00%	\$28.58	\$30.56	\$32.54	\$34.53	\$36.51	\$38.49

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Sandler also performed two analyses that estimated the net present value per share of First Priority common stock under various circumstances. The first analysis assumed First Priority performed in accordance with internal financial projections for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of First Priority and confirmed with the senior management of Mid Penn ( FPBK Stand Alone NPV Analysis ). Sandler used the same assumptions as the FPBK Stand Alone NPV Analysis for the second net present value analysis, but also included assumptions related to after-tax net cost savings, as provided by the senior management of Mid Penn ( FPBK Adjusted NPV Analysis ).

For both the FPBK Stand Alone NPV Analysis and FPBK Adjusted NPV Analysis, to approximate the terminal value of a share of First Priority common stock at December 31, 2021, Sandler applied price to 2021 earnings multiples ranging from 11.0x to 16.0x and multiples of December 31, 2021 tangible book value ranging from 115% to 165%. The terminal values were then discounted to present values using different discount rates ranging from 11.0% to 15.0%, which were chosen to reflect different assumptions regarding required rates of return of holders or prospective buyers of First Priority common stock. As illustrated in the following tables, the FPBK Stand Alone NPV Analysis indicated an imputed range of values per share of First Priority common stock of \$5.53 to \$9.35 when applying multiples of earnings and the FPBK Adjusted NPV Analysis indicated an imputed range of values per share of First Priority common stock of \$9.66 to \$16.56 when applying multiples of earnings. In addition, as illustrated in the following tables, the FPBK Stand Alone NPV Analysis indicated an imputed range of values per share of First Priority common stock of \$6.21 to \$10.36 when applying multiples of tangible book value and the FPBK Adjusted NPV Analysis indicated an imputed range of values per share of First Priority common stock of \$7.06 to \$12.01 when applying multiples of tangible book value.

**Earnings Per Share Multiples (FPBK Stand Alone NPV Analysis)**

Discount						
Rate	11.0x	12.0x	13.0x	14.0x	15.0x	16.0x
11.00%	\$6.43	\$7.01	\$7.60	\$8.18	\$8.77	\$9.35
12.00%	\$6.19	\$6.75	\$7.31	\$7.88	\$8.44	\$9.00
13.00%	\$5.96	\$6.50	\$7.04	\$7.58	\$8.13	\$8.67
14.00%	\$5.74	\$6.26	\$6.78	\$7.31	\$7.83	\$8.35
15.00%	\$5.53	\$6.03	\$6.54	\$7.04	\$7.54	\$8.05

**Earnings Per Share Multiples (FPBK Adjusted NPV Analysis)**

Discount						
Rate	11.0x	12.0x	13.0x	14.0x	15.0x	16.0x
11.00%	\$11.27	\$12.33	\$13.39	\$14.44	\$15.50	\$16.56
12.00%	\$10.84	\$11.86	\$12.88	\$13.89	\$14.91	\$15.93
13.00%	\$10.43	\$11.41	\$12.39	\$13.37	\$14.35	\$15.33
14.00%	\$10.03	\$10.98	\$11.92	\$12.87	\$13.81	\$14.76
15.00%	\$9.66	\$10.57	\$11.48	\$12.39	\$13.30	\$14.21

**Tangible Book Value Multiples (FPBK Stand Alone NPV Analysis)**

Discount

Rate	115%	125%	135%	145%	155%	165%
11.00%	\$7.22	\$7.85	\$8.48	\$9.11	\$9.74	\$10.36
12.00%	\$6.95	\$7.56	\$8.16	\$8.77	\$9.37	\$9.98
13.00%	\$6.70	\$7.28	\$7.86	\$8.44	\$9.02	\$9.61
14.00%	\$6.45	\$7.01	\$7.57	\$8.13	\$8.69	\$9.25
15.00%	\$6.21	\$6.75	\$7.30	\$7.84	\$8.38	\$8.92

**Table of Contents****Tangible Book Value Multiples (FPBK Adjusted NPV Analysis)**

## Discount

Rate	115%	125%	135%	145%	155%	165%
11.00%	\$8.26	\$9.01	\$9.76	\$10.51	\$11.26	\$12.01
12.00%	\$7.94	\$8.66	\$9.38	\$10.11	\$10.83	\$11.55
13.00%	\$7.63	\$8.33	\$9.02	\$9.72	\$10.42	\$11.11
14.00%	\$7.34	\$8.01	\$8.68	\$9.35	\$10.02	\$10.69
15.00%	\$7.06	\$7.71	\$8.36	\$9.00	\$9.65	\$10.29

Sandler also considered and discussed with the Mid Penn board of directors how this analysis would be affected by changes in the underlying assumptions, including variations with respect to net income. To illustrate this impact, Sandler performed a similar analysis assuming First Priority's net income varied from 10% above projections to 10% below projections for both the FPBK Stand Alone NPV Analysis and FPBK Adjusted NPV Analysis. These analyses resulted in the following ranges of per share values for First Priority common stock, applying the price to 2021 earnings multiples range of 11.0x to 16.0x referred to above and a discount rate of 13.17% in each case.

**Earnings Per Share Multiples (FPBK Stand Alone NPV Analysis)**

## Annual

Estimated Variance	11.0x	12.0x	13.0x	14.0x	15.0x	16.0x
(10.0%)	\$5.33	\$5.81	\$6.30	\$6.78	\$7.27	\$7.75
(5.0%)	\$5.63	\$6.14	\$6.65	\$7.16	\$7.67	\$8.18
0.00%	\$5.92	\$6.46	\$7.00	\$7.54	\$8.07	\$8.61
5.00%	\$6.22	\$6.78	\$7.35	\$7.91	\$8.48	\$9.04
10.00%	\$6.51	\$7.11	\$7.70	\$8.29	\$8.88	\$9.47

**Earnings Per Share Multiples (FPBK Adjusted NPV Analysis)**

## Annual

Estimated Variance	11.0x	12.0x	13.0x	14.0x	15.0x	16.0x
(10.0%)	\$9.77	\$10.69	\$11.61	\$12.53	\$13.45	\$14.37
(5.0%)	\$10.06	\$11.01	\$11.96	\$12.90	\$13.85	\$14.80
0.00%	\$10.36	\$11.33	\$12.31	\$13.28	\$14.26	\$15.23
5.00%	\$10.65	\$11.66	\$12.66	\$13.66	\$14.66	\$15.66
10.00%	\$10.95	\$11.98	\$13.01	\$14.04	\$15.06	\$16.09

In connection with its analyses, Sandler considered and discussed with the Mid Penn board of directors how the present value analyses would be affected by changes in the underlying assumptions. Sandler noted that the net present value analysis is a widely used valuation methodology, but the results of such methodology are highly dependent upon

the numerous assumptions that must be made, and the results thereof are not necessarily indicative of actual values or future results.

*Pro Forma Merger Analysis*

Sandler analyzed certain potential pro forma effects of the merger on Mid Penn assuming the merger closes at the end of the third calendar quarter of 2018. Sandler utilized the following information and assumptions: (i) certain internal financial projections for Mid Penn for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of Mid Penn, (ii) certain internal financial projections for First Priority for the years ending December 31, 2017 through December 31, 2021, as provided by the senior management of First

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Priority and confirmed with the senior management of Mid Penn, and (iii) certain assumptions relating to transaction expenses, purchase accounting adjustments and cost savings, as well as the redemption of First Priority's outstanding preferred stock prior to closing of the merger, as provided by the senior management of Mid Penn. The analysis indicated that the merger could be accretive to Mid Penn's earnings per share (excluding one-time transaction costs and expenses) in the years ending December 31, 2018, December 31, 2019, December 31, 2020, and December 31, 2021 and dilutive to Mid Penn's estimated tangible book value per share at close.

In connection with this analysis, Sandler considered and discussed with the Mid Penn board of directors how the analysis would be affected by changes in the underlying assumptions and noted that the actual results achieved by the combined company may vary from projected results and the variations may be material.

***Sandler's Relationship***

Sandler acted as Mid Penn's financial advisor in connection with the merger and will receive a fee for its services in an amount equal to \$650,000, a significant portion of which is contingent upon consummation of the merger. Sandler received \$195,000 of the transaction fee upon the signing of the merger agreement and a \$150,000 fee upon rendering its fairness opinion to the Mid Penn board of directors, both of which amounts will be credited in full towards the portion of the transaction fee that will become payable to Sandler on the day of closing of the merger. Mid Penn has also agreed to indemnify Sandler against certain claims and liabilities arising out of Sandler's engagement and to reimburse Sandler for certain of its out-of-pocket expenses incurred in connection with Sandler's engagement.

In the two years preceding the date of its opinion, Sandler provided certain other investment banking services to, and received fees from, Mid Penn. Most recently, Sandler acted as financial advisor to Mid Penn in connection with Mid Penn's acquisition of Scottsdale Bank & Trust Company, which transaction closed in January 2018. Sandler did not provide any investment banking services to First Priority in the two years preceding the date of its opinion. In the ordinary course of business as a broker-dealer, Sandler may purchase securities from and sell securities to Mid Penn, First Priority and their respective affiliates. Sandler may also actively trade the equity and debt securities of Mid Penn, First Priority and their respective affiliates for its own account and for the accounts of its customers.

***Board of Directors and Management of Mid Penn Following Completion of the Merger***

Following completion of the merger, the then current directors and executive officers of Mid Penn and Mid Penn Bank will continue to serve in their existing capacity at that time. Additionally, at the effective time of the merger, the boards of directors of Mid Penn and Mid Penn Bank will be increased by four (4) directors and David E. Sparks, Chairman and Chief Executive Officer of First Priority, and three (3) of the other current directors of First Priority selected by the board of directors of First Priority, with the approval of Mid Penn's board of directors, will be added to the boards of directors of Mid Penn and Mid Penn Bank. Additionally, Mr. Sparks will be appointed as Chief Strategic Advisor to the Chief Executive Officer of Mid Penn Bancorp, Inc. and Mid Penn Bank, and Market President of First Priority Bank, a Division of Mid Penn Bank.

***First Priority Shareholders Have Dissenters' Rights in the Merger***

Dissenters' rights are statutory rights that enable shareholders who object to extraordinary transactions, such as mergers, to demand that the corporation pay such shareholders the fair value of their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to shareholders in connection with the extraordinary transaction. Dissenters' rights are not available in all circumstances and exceptions to those rights are set forth in the Pennsylvania Business Corporation Law (PBCL). The term "fair value" in this instance means the value of a share of First Priority's common stock immediately before the day of the merger, taking into account all relevant

factors, but excluding any appreciation or depreciation in anticipation of the merger.



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First Priority shareholders are entitled to dissenters' rights in connection with the merger.

Set forth below is a summary of the terms under the PBCL, describing the steps that must be taken in order to exercise dissenting shareholder rights. Any First Priority shareholder considering exercising the shareholder's right to dissent from the proposed action and receive the fair value of his shares should read both this summary and the full text of the law, which is attached hereto as Annex D. Written notices or demands that are required concerning the exercise of dissenters' rights should be sent to First Priority Financial Corp., 2 West Liberty Boulevard, Suite 104, Malvern, Pennsylvania 19355, Attention: Corporate Secretary or at such other address as may be indicated in subsequent instructions related to the exercise of such rights.

Any First Priority shareholder who wishes to dissent and exercise rights to an appraisal must:

file a written notice of intention to demand payment of the fair value of his or her shares (if the merger is completed), prior to the vote of shareholders on the merger at the special meeting;

make no change in the shareholder's beneficial ownership of stock from the date of the written notice through the day of the merger; and

not vote his or her stock for approval of the merger.

Voting in favor of the merger constitutes a waiver of dissenters' rights of appraisal. Further, neither a proxy marked against approval of the merger nor a vote at the special meeting against approval of the merger satisfies the necessary written notice of intention to dissent. A separate written notice must be filed with First Priority prior to the vote of shareholders on the merger, as described above.

If the merger is approved by the required vote of shareholders, First Priority will mail a notice to all dissenters who gave due notice of intention to demand payment of fair value and who did not vote for approval of the plan of merger. The notice will state where and when the dissenting shareholder must deliver a written demand for payment and where certificates for stock should be deposited in order to obtain payment. The notice will include a form for demanding payment and a copy of the law. The time set for receipt of the demand for payment and deposit of stock certificates will be not less than 30 days from the date of mailing of the notice.

Any dissenting First Priority shareholder who wishes to exercise appraisal rights must take each step in the indicated order and in strict compliance with the statute to preserve dissenters' rights. Any such shareholder who fails to follow the steps will lose his or her right to dissent and will, instead, receive the merger consideration.

Promptly after the merger, Mid Penn will send dissenters, who have timely filed the demand for payment and deposited their stock certificates, the amount that Mid Penn estimates to be the fair value of the stock. The remittance or notice will be accompanied by:

a closing balance sheet and statement of income of First Priority for a fiscal year ending not more than 16 months before the date of remittance or notice together with the latest available interim financial statements;

a statement of Mid Penn's estimate of the fair value of First Priority common stock; and

a notice of the right of the dissenter to demand supplemental payment, accompanied by a copy of the law. If a dissenting shareholder believes that the amount stated or remitted by Mid Penn is less than the fair value of the stock, the dissenter may send an estimate of the fair value of the stock to Mid Penn. If Mid Penn remits payment of the estimated value of a dissenter's stock and the dissenter does not file his or her own estimate within 30 days after Mid Penn mailed its remittance, the dissenter will be entitled to no more than the amount remitted by Mid Penn.

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If any demands for payment remain unsettled within 60 days after the latest to occur of: (1) the merger, (2) the timely receipt of any shareholder demands for payment, or (3) the timely receipt of any estimates by dissenters of the fair value, then Mid Penn may file an application in the Court of Common Pleas of Dauphin County requesting that the court determine the fair value of the stock. If this happens, all dissenters, no matter where they reside, whose demands have not been settled, shall be made parties to the proceeding. In addition, a copy of the application will be delivered to each dissenter.

If Mid Penn fails to file the application, then any dissenter, on behalf of all dissenters who have made a demand and who have not settled their claim may file an application in the name of First Priority at any time within the 30-day period after the expiration of the 60-day period and request that the Dauphin County Court determine the fair value of the shares. The fair value determined by the court may, but need not, equal the dissenters' estimates of fair value. If no dissenter files an application, then each dissenter entitled to do so shall be paid Mid Penn's estimate of the fair value of the common stock and no more, and may bring an action to recover any amount not previously remitted, plus interest at a rate the court finds fair and equitable.

The costs and expenses of any valuation proceedings in court, including the reasonable compensation and expenses of any appraiser appointed by the court to recommend a decision on the issue of fair value, will be determined by the court and assessed against First Priority except that any part of the costs and expenses may be apportioned and assessed by the court against all or any of the dissenters who are parties and whose action in demanding supplemental payment the court finds to be arbitrary, vexatious or in bad faith. In addition, dissenting shareholders generally will be responsible for their own costs and expenses, including, without limitation, the fees and expenses of their own legal counsel and experts.

## ***Regulatory Approvals Required for the Merger***

The merger is subject to the approval of the FRB under the Bank Holding Company Act of 1956, as amended (the BHC Act ) and the PDB under the Pennsylvania Banking Code (the Banking Code ).

In reviewing Mid Penn's application for approval of the merger under the BHC Act, the FRB must consider, among other factors, the competitive effect of the merger, the managerial and financial resources and future prospects of Mid Penn, the effect of the merger on the convenience and needs of the communities to be served, including the records of performance of the subsidiary banks of the merging companies in meeting the credit needs of the communities under the Community Reinvestment Act, the effectiveness of Mid Penn in combating money laundering activities, and the extent to which the merger would result in greater or more concentrated risks to the stability of the United States banking or financial system. Applicable regulations require publication of notice of the application and an opportunity for the public to comment on the application in writing and to request a hearing. The FRB may waive the application requirement under certain conditions.

The bank merger of First Priority Bank with and into Mid Penn Bank is also subject to approval by the FDIC under the federal Bank Merger Act and by the PDB under the Banking Code. In general, the factors considered by the FDIC and the PDB to approve the bank merger are similar to the factors described above relating to the merger.

As of the date of this document, waivers and approvals have been received from the FRB, FDIC and PDB. Such waivers and approvals are subject to expiration, revocation or modification by the issuing regulatory authority. The merger will not proceed in the absence of regulatory approvals.

The parties are not aware of any other governmental approvals or actions that may be required to consummate the merger. If any other approval or action is required, it is contemplated that such approval or action would be sought.

There can be no assurance, however, that any additional approvals or actions will be obtained.

**Table of Contents****INTERESTS OF FIRST PRIORITY S DIRECTORS AND EXECUTIVE OFFICERS IN THE MERGER**

In considering the recommendation of the First Priority board of directors that you vote to approve the merger agreement, First Priority shareholders should be aware that First Priority s directors and executive officers have interests in the merger that are different from, or in addition to, those of First Priority shareholders generally. The First Priority board was aware of and considered those interests, among other matters, in reaching its decisions to (1) approve and adopt the merger agreement and the transactions contemplated thereby and (2) resolve to recommend the approval of the merger agreement to First Priority shareholders. First Priority s shareholders should take these interests into account in deciding whether to vote FOR the proposal to approve the merger agreement. These interests are described in more detail below, and certain of them are quantified in the narrative below and the table below.

***Share Ownership***

As of [ ], 2018, First Priority s executive officers and directors and their affiliates own [ ] shares, representing [ ]% of outstanding shares, of First Priority common stock and [ ] shares of Mid Penn common stock.

***First Priority Stock Options***

Under the terms of the merger agreement and the respective equity-based compensation plan and award agreements, at the effective time of the merger, all outstanding First Priority stock options that have not yet vested will be converted automatically into the right to receive cash equal to the product of (i) the total number of shares of First Priority common stock that were issuable upon exercise of the option and (ii) \$11.07 less the per share exercise price of the First Priority option, without interest.

As of [ ], 2018, the record date for First Priority s special meeting, First Priority s executive officers and directors (as a group) held unvested options to acquire an aggregate of [ ] shares of First Priority common stock. Assuming the merger occurs on [ ], 2018, First Priority s executive officers and directors will hold unvested options to purchase [ ] shares of First Priority common stock that will automatically be converted into the right to receive the above described cash payment.

***Indemnification and Insurance***

The merger agreement provides that for a period of six years after the effective time, Mid Penn will indemnify and hold harmless all present and former directors, officers and employees of First Priority and its subsidiaries against all costs and liabilities arising out of the fact that such person is or was a director, officer, or employee of First Priority or any of its subsidiaries and pertaining to matters, actions, or omissions existing or occurring at or prior to the effective time, to the fullest extent permitted by applicable law, and will also advance expenses to such persons to the fullest extent permitted by applicable law; however, if required, such person provides an undertaking to repay such advances if it is ultimately determined that such person is not entitled to indemnification.

Subject to certain limitations, the merger agreement also requires Mid Penn to maintain, for a period of six years after the completion of the merger, First Priority s existing directors and officers liability insurance policy, or policies with a substantially comparable insurer of at least the same coverage and amounts and containing terms and conditions that are no less advantageous to the insured, with respect to claims arising from facts or events that occurred at or prior to the completion of the merger. For additional information see the section entitled *The Merger Agreement Indemnification and Insurance* beginning on page [ ] of this proxy statement/prospectus.

***Appointment to Boards of Directors of Mid Penn and Mid Penn Bank***

Effective at the closing of the merger, David E. Sparks, current Chairman and Chief Executive Officer of First Priority, and three (3) other members of the board of directors of First Priority will be appointed to the boards of

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directors of Mid Penn and Mid Penn Bank. The payment of compensation to such individuals will be in accordance with the policies of Mid Penn and Mid Penn Bank. Currently, each non-employee director (other than the Chairman and Vice-Chairman) receives: an annual retainer of \$30,000, and between \$500 and \$600 for each committee meeting attended, depending on the committee.

***Appointment of David E. Sparks as Chief Strategic Advisor and Market President***

Effective at the closing of the merger, David E. Sparks will be appointed as Chief Strategic Advisor to the Chief Executive Officer of Mid Penn and Mid Penn Bank, and Market President of First Priority Bank, a Division of Mid Penn Bank. In such capacity, Mr. Sparks will receive an annual base salary at his current rate of \$310,000 per year (subject to normal annual adjustments), as well as reimbursement for the cost of a leased car, country club dues and life insurance premiums, each on the same terms as he currently enjoys as Chief Executive Officer of First Priority. So long as Mr. Sparks is employed by Mid Penn Bank, he will not receive compensation for his service on the boards of directors of Mid Penn and Mid Penn Bank. Upon Mr. Sparks' retirement as a full-time employee of Mid Penn Bank, Mid Penn Bank may retain his services as a non-employee consultant (up to 60% of his full-time schedule) at an hourly rate of not less than \$200 per hour. If Mid Penn Bank notifies Mr. Sparks of its intention not to retain him as a non-employee consultant, or offers to retain him at less than 60% of his full-time schedule and Mr. Sparks declines such role, then Mid Penn shall pay Mr. Sparks an amount equal to his then current annual base salary in a lump sum payment within twenty (20) days of his termination of employment.

***Existing Employment Agreement of Steven A. Ehrlich***

First Priority is a party to an employment agreement with Steven A. Ehrlich, President of First Priority and President and Chief Executive Officer of First Priority Bank. Mr. Ehrlich is also a director of both First Priority and First Priority Bank. The agreement has a term of three years that is automatically renewed on each anniversary date of the agreement for an additional year unless either party gives notice to the other of non-renewal at least 60 days prior to such anniversary date.

If First Priority were to terminate Mr. Ehrlich's employment without cause, or if Mr. Ehrlich were to terminate his employment for good reason, as defined, including but not limited to, a change in control of First Priority, he will be entitled to receive post termination benefits as follows: an amount equal to three (3) times the sum of (i) the highest salary paid to him in the year of termination or prior two calendar years; (ii) the highest bonus paid to him in one of the three calendar years prior to termination; and (iii) an adjustment for benefits. In addition, First Priority is required to reimburse Mr. Ehrlich for any excise tax liability incurred pursuant to Section 280G and 4999 of the Internal Revenue Code and for any additional taxes incurred as a result of such reimbursement. Mr. Ehrlich's current annual base salary is \$236,000.

***First Priority Bank Severance Plan***

First Priority Bank adopted a Severance Plan on December 13, 2013, in which all of its executive officers other than Mr. Ehrlich participates. Under the Severance Plan, each executive is entitled to receive a severance benefit equal to his or her continued base salary for a period of between six and eighteen months in the event that the executive's employment is terminated within one year following a change in control as a result of a work force reduction or job elimination, as well as the continuation of First Priority's portion of the cost of medical insurance provided under First Priority's group medical insurance plan for the duration of the severance payment period.

Under the merger agreement, if Mid Penn requests, First Priority shall, or shall cause First Priority Bank to, terminate the Severance Plan prior to the merger. In such event, Mid Penn has agreed to pay plan participants the amounts to

which he or she would have been entitled under the Severance Plan if such individual's employment is terminated within twelve (12) months following the merger.



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**THE MERGER AGREEMENT**

*The following describes certain aspects of the merger, including material provisions of the merger agreement. The following description of the merger agreement is subject to, and qualified in its entirety by reference to, the merger agreement, which is attached to this joint proxy statement/prospectus as Annex A and is incorporated by reference in this joint proxy statement/prospectus. We urge you to read the merger agreement carefully and in its entirety, as it is the legal document governing this merger.*

***Terms of the Merger***

Each of the First Priority board of directors and the Mid Penn board of directors has unanimously adopted the agreement and plan of merger, which provides for the merger of First Priority with and into Mid Penn. Mid Penn will be the surviving entity in the corporate merger. Each share of Mid Penn common stock issued and outstanding immediately prior to completion of the merger will remain issued and outstanding as one share of common stock of Mid Penn. Each share of First Priority common stock issued and outstanding at the effective time of the merger (with the exception of Company-Owned Stock, as defined below) will be converted into shares of Mid Penn common stock, as described below. See *Consideration to Be Received in the Merger*. Company-Owned Stock means shares of First Priority stock held in treasury by First Priority or any of its subsidiaries or any shares of First Priority stock held by Mid Penn or any of its subsidiaries, other than in a fiduciary or agency capacity or as a result of debts previously contracted. Each share of First Priority common stock held as Company-Owned Stock immediately prior to the effective time of the merger will be canceled and retired and no consideration will be issued in exchange for Company-Owned Stock. Mid Penn does not own any shares of common stock of First Priority.

The Mid Penn articles of incorporation and bylaws will be the articles of incorporation and bylaws of the combined entity after completion of the merger. The merger agreement provides that Mid Penn may change the method of effecting the merger if and to the extent it deems such change to be necessary, appropriate, or desirable. No such change will alter the amount or kind of merger consideration to be provided under the merger agreement, adversely affect the tax treatment of the merger as a reorganization under Section 368(a) of the Internal Revenue Code, or materially impede or delay completion of the merger.

***Closing and Effective Time of the Merger***

The merger will become effective as set forth in the articles of merger to be filed with the Department of State of the Commonwealth of Pennsylvania. It currently is anticipated that the effective time of the merger will occur in the third quarter of 2018, but we cannot guarantee when or if the merger will be completed.

***Consideration to Be Received in the Merger***

As a result of the merger each First Priority shareholder will receive, with respect to each share of First Priority common stock held (excluding Company-Owned Stock), 0.3481 shares of Mid Penn common stock.

The implied value of the merger consideration will fluctuate as the market price of Mid Penn common stock fluctuates before the completion of the merger. This price will not be known at the time of the First Priority special meeting and may be more or less than the current price of Mid Penn common stock or the price of Mid Penn common stock at the time of the First Priority special meeting or at the completion of the merger. The exchange ratio is fixed and not subject to adjustment, except in limited circumstances.

No fractional shares of Mid Penn common stock will be issued to any holder of First Priority common stock upon completion of the merger. For each fractional share that would otherwise be issued, Mid Penn will pay cash in an amount equal to the fraction multiplied by the closing price for a share of Mid Penn common stock as reported on Nasdaq for the closing date. No interest will be paid or accrued on cash payable to holders in lieu of fractional shares.

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Each option to purchase shares of First Priority common stock that is outstanding immediately prior to the effective time of the merger will be automatically converted into the right to receive cash equal to the product of (i) the total number of shares of First Priority common stock that were issuable upon exercise of the option and (ii) \$11.07 less the per share exercise price of the First Priority option, without interest.

### ***Conversion of Shares; Letter of Transmittal; Exchange of Certificates***

The conversion of First Priority common stock into the right to receive the merger consideration will occur automatically at the effective time of the merger. As soon as reasonably practicable after completion of the merger, but in any event within five business days, the exchange agent will mail to each First Priority shareholder a letter of transmittal with instructions on how to exchange certificates representing shares of First Priority common stock for the merger consideration to be received in the merger pursuant to the terms of the merger agreement. You will be required to submit your certificates before you will receive your merger consideration. If a certificate for First Priority common stock has been lost, stolen or destroyed, the exchange agent will issue the consideration properly payable under the merger agreement upon receipt of appropriate evidence as to that loss, theft or destruction, appropriate evidence as to the ownership of that certificate by the claimant, and appropriate and customary indemnification. [ ] will be the exchange agent in the merger and will receive forms of election, exchange certificates for the merger consideration and perform other duties as explained in the merger agreement.

### ***Dividends and Distributions***

Until First Priority common stock certificates are surrendered for exchange, any dividends or other distributions declared after the effective time of the merger with respect to Mid Penn common stock into which shares of First Priority common stock may have been converted will accrue but will not be paid. Mid Penn will pay to former First Priority shareholders any unpaid dividends or other distributions, without interest, only after they have surrendered their First Priority stock certificates.

Pursuant to the merger agreement, prior to the effective time of the merger, First Priority and its subsidiaries may not declare or pay any dividend or distribution on its capital stock.

### ***Representations and Warranties***

The merger agreement contains customary representations and warranties of First Priority and Mid Penn relating to their respective businesses. The representations must be true and correct in accordance with the materiality standards set forth in the merger agreement, as of the date of the merger agreement and at the effective date of the merger as though made at and as of such time (except that representations and warranties that by their terms speak as of the date of the merger agreement or some other date must be true and correct as of such date). The representations and warranties in the merger agreement do not survive the effective time of the merger.

Each of Mid Penn and First Priority has made representations and warranties to the other regarding, among other things:

corporate matters, including due organization and qualification;

capitalization;

authority relative to execution and delivery of the merger agreement and the absence of breaches or violations of organizational documents or other obligations as a result of the merger;

required governmental filings and consents;

the timely filing of reports with governmental entities;

financial statements and the absence of undisclosed liabilities;

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tax matters;

the absence of circumstances and events reasonably likely to have a material adverse effect on the business of First Priority and Mid Penn;

properties;

insurance coverage;

legal proceedings, and the absence of investigations by regulatory agencies;

compliance with applicable laws;

employee matters, including employee benefit plans;

environmental matters;

brokers, finders and financial advisors;

loan related matters;

related party transactions;

the vote required to approve the merger;

securities registration obligations;

intellectual property;

risk management instruments;

absence of fiduciary or trust accounts;

the preparation and filing of the reports filed by each party with the Securities and Exchange Commission;  
and

the receipt of the respective financial advisor's fairness opinion.

First Priority has also made representations and warranties to Mid Penn regarding credit card accounts, material contracts, real estate leases, and other certain types of contracts, labor matters and anti-takeover laws.

The representations and warranties described above and included in the merger agreement were made by Mid Penn and First Priority to each other. These representations and warranties were made as of specific dates, may be subject to important qualifications and limitations agreed to by Mid Penn and First Priority in connection with negotiating the terms of the merger agreement (including by reference to information contained in disclosure schedules delivered by the parties under the merger agreement), and may have been included in the merger agreement for the purpose of allocating risk between Mid Penn and First Priority rather than to establish matters as facts. The merger agreement is described herein, and included as Annex A, only to provide you with information regarding its terms and conditions, and not to provide any other factual information regarding First Priority, Mid Penn or their respective businesses. Accordingly, the representations and warranties and other provisions of the merger agreement should not be read alone, but instead should be read only in conjunction with the information provided elsewhere in this joint proxy statement/prospectus and in the documents incorporated by reference into this joint proxy statement/prospectus. See *Incorporation of Certain Documents by Reference* on page [ ].

### ***Covenants and Agreements***

Each of First Priority and Mid Penn has undertaken customary covenants that place restrictions on it and its subsidiaries until the effective time of the merger. In general, each of Mid Penn and First Priority has agreed to operate its respective business in the usual, regular and ordinary course of business, use commercially reasonable

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efforts to preserve intact its business organization and assets and maintain its rights and franchises, and voluntarily take no action that would be reasonably likely to materially and adversely affect the ability to obtain any regulatory approvals required for the merger or materially and adversely affect its ability to perform its covenants under the merger agreement.

In addition, First Priority has agreed that, with certain exceptions and except with Mid Penn's prior written consent (which, with certain exceptions, is not to be unreasonably withheld), that First Priority will not, and will not permit any of its subsidiaries to, among other things, undertake the following extraordinary actions:

change or waive any provision of its articles of incorporation, charter or bylaws, except as required by law, or appoint any new directors to its board of directors, except to fill any vacancy in accordance with its bylaws;

change the number of authorized or issued shares of its capital stock, issue any shares of capital stock, or issue or grant any right or agreement of any character relating to its authorized or issued capital stock or any securities convertible into shares of such stock, make any grant or award under any option or benefit plan, or split, combine or reclassify any shares of capital stock, or declare, set aside or pay any dividend or other distribution in respect of capital stock, or redeem or otherwise acquire any shares of capital stock;

enter into, amend in any material respect or terminate any material contract or agreement (including without limitation any settlement agreement with respect to litigation) except in the ordinary course of business or as required by law;

make application for the opening or closing of any, or open or close any, branch or automated banking facility;

except as set forth in the merger agreement, take specified actions relating to director and employee compensation, benefits, hiring and promotions;

except as otherwise expressly permitted under the merger agreement, enter into or, except as may be required by law, materially modify any pension, retirement, stock option, stock purchase, stock appreciation right, stock grant, savings, profit sharing, deferred compensation, supplemental retirement, consulting, bonus, group insurance or other employee benefit, incentive or welfare contract, plan or arrangement, or any trust agreement related thereto, in respect of any of its directors, officers or employees; or make any contributions to any defined contribution plan not in the ordinary course of business consistent with past practice;

merge or consolidate it or any of its subsidiaries with any other corporation; sell or lease all or any substantial portion of its assets or businesses or that of any of its subsidiaries; make any acquisition of all or any substantial portion of the business or assets of any other party other than in connection with foreclosures,

settlements in lieu of foreclosure, troubled loan or debt restructuring, or the collection of any loan or credit arrangement between it or any of its subsidiaries, and any other party; enter into a purchase and assumption transaction with respect to deposits and liabilities; voluntarily revoke or surrender of its certificate of authority to maintain, or file an application for the relocation of, any existing branch office, or file an application for a certificate of authority to establish a new branch office;

sell or otherwise dispose of its capital stock or that of any of its subsidiaries or sell or otherwise dispose of any of its assets or those of any of its subsidiaries other than in the ordinary course of business consistent with past practice; except for transactions with the Federal Home Loan Bank, subject any of its assets or those of any of its subsidiaries to a lien, pledge, security interest or other encumbrance (other than in connection with deposits, repurchase agreements, bankers acceptances, treasury tax and loan accounts established in the ordinary course of business and transactions in federal funds and the satisfaction of legal requirements in the exercise of trust powers) other than in the ordinary course of business consistent with past practice;



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voluntarily take any action that would result in any of its representations and warranties becoming untrue in any material respect or any of the conditions set forth in the merger agreement not being satisfied, except in each case as may be required by applicable law or any regulatory authority;

change any method, practice or principle of accounting, except as may be required from time to time by US GAAP or any regulatory authority responsible for regulating it or its respective banking subsidiary or its independent accounting firm;

waive, release, grant or transfer any material rights of value or modify or change in any material respect any existing material agreement or indebtedness with an annual value of \$1,000,000 or greater to which it or any of its subsidiaries is a party;

purchase any securities, including equity or debt securities, except in accordance with past practice pursuant to policies approved by the First Priority board of directors in effect prior to the date of the merger agreement;

issue or sell any equity or debt securities;

make any new loan or other credit facility commitment (including without limitation, lines of credit and letters of credit), except in accordance with past practice pursuant to policies approved by its board of directors in effect prior to the date of the merger agreement;

enter into, renew, extend or modify any other transaction (other than a deposit transaction) with any affiliate;

enter into any futures contract, option, interest rate caps, interest rate floors, interest rate exchange agreement or other agreement or take any other action for purposes of hedging the exposure of its interest-earning assets and interest-bearing liabilities to changes in market rates of interest;

except for the execution of the merger agreement, and actions taken or that will be taken in accordance with the merger agreement and performance thereunder, take any action that would give rise to a right of payment to any individual under any employment agreement;

enter into any new line of business;

make any material change in policies in existence on January 16, 2018 with regard to (i) underwriting, the extension of credit, or the establishment of reserves with respect to the possible loss thereon or the charge-off of losses incurred thereon, (ii) investments, (iii) asset/liability management, (iv) deposit pricing or gathering, or (v) other material banking policies except as may be required by changes in applicable law or

regulations or by a regulatory authority;

except for the execution of the merger agreement, and the transactions contemplated therein, take any action that would give rise to an acceleration of the right to payment to any individual under any of its employee plans;

make any capital expenditures in excess of \$25,000 individually or \$100,000 in the aggregate, other than pursuant to binding commitments existing on January 16, 2018 and other than expenditures necessary to maintain existing assets in good repair;

purchase or otherwise acquire any assets or incur any liabilities other than in the ordinary course of business consistent with past practices and policies;

undertake, renew, extend or enter into any lease, contract or other commitment for its account, other than in the normal course of providing credit to customers as part of its banking business, involving a payment by it or any subsidiary of more than \$25,000 annually, containing any financial commitment extending beyond 24 months from January 16, 2018 or involving any of its affiliates;

pay, discharge, settle or compromise any claim, action, litigation, arbitration or proceeding, other than in the ordinary course of business consistent with past practice that involves solely money damages in

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the amount not in excess of \$25,000 individually or \$60,000 in the aggregate, and that does not create negative precedent and provided that it may not charge-off through settlement, compromise or discharge more than \$50,000 of the outstanding principal balance of any loan that is 90 or more days contractually past due without first discussing the decision with Mid Penn;

foreclose upon or take a deed or title to any commercial real estate without first conducting a Phase I environmental assessment of the property or foreclose upon any commercial real estate if such environmental assessment indicates the presence of certain environmental materials;

purchase or sell any mortgage loan servicing rights other than in the ordinary course of business;

issue any broadly distributed communication to employees relating to post-closing employment, benefit or compensation information without the prior consent of Mid Penn or issue any broadly distributed communication to customers regarding the merger without the prior approval of Mid Penn, except as required by law or for communications in the ordinary course of business consistent with past practice that do not relate to the merger; or

agree or commit to do any of the actions prohibited by the preceding points.

First Priority has further agreed that First Priority will:

at the request of Mid Penn, terminate the First Priority Bank Severance Plan; and

use its reasonable best efforts to cooperate with Mid Penn to obtain any regulatory or other approvals required to effect the redemption of the outstanding shares of First Priority's 9.0% Fixed Rate Cumulative Perpetual Preferred Stock, Series C, within 45 days following the merger.

Each of Mid Penn and First Priority has agreed to additional covenants which include, among other things, commitments to provide certain financial and regulatory information upon request and maintain insurance in reasonable amounts.

Mid Penn has further agreed that Mid Penn will:

appoint David E. Sparks and three other current directors of First Priority to the Mid Penn and Mid Penn Bank boards of directors;

appoint Mr. Sparks as Chief Strategic Advisor to the Chief Executive Officer of Mid Penn and Mid Penn Bank, and Market President of First Priority Bank, a Division of Mid Penn Bank;

for determining eligibility and vesting for certain Mid Penn employee benefit plans (and not for benefit accrual purposes), provide credit for meeting eligibility and vesting requirements in such plans for service as an employee of First Priority or any predecessor of First Priority;

pay severance benefits to any continuing employees of First Priority or First Priority Bank, who were employed as of January 16, 2018, whose employment is either terminated within 12 months following the closing of the merger or is not offered or retained in substantially comparable employment, with respect to job description, work location, responsibilities and pay, with Mid Penn or Mid Penn Bank, as applicable, other than for circumstances constituting cause and who is not party to an agreement that provides for specific severance payments, equal to two weeks salary for each year of service with First Priority or First Priority Bank, with a minimum payment of four weeks and a maximum payment of 26 weeks;

honor the terms of all First Priority employment and change in control agreements;

for a period of six years after the merger, to indemnify, defend and hold harmless all current and former officers, directors and employees of First Priority against all claims that arise out of the fact that such person is or was a director, officer or employee of First Priority or its subsidiaries and that relate to any matter of fact existing at or prior to the merger, to the fullest extent as would have been permitted by First Priority under Pennsylvania law and under First Priority's articles of incorporation and bylaws;

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maintain, for six years following the merger, First Priority's current and former directors' and officers' liability insurance policies covering the officers and directors of First Priority with respect to matters occurring at or prior to the merger;

establish a retention bonus pool of \$250,000 for employees of First Priority or First Priority Bank, based upon the joint recommendation of First Priority and Mid Penn (other than employees of First Priority who are subject to employment contracts or other contracts providing for severance or other payments upon termination of employment), to help retain the services of such employees until the date of termination of their employment;

reserve a sufficient number of shares of its common stock and maintain sufficient liquid accounts or borrowing capacity to fulfill its obligations in connection with the merger;

obtain approval for listing of the shares of its common stock on Nasdaq; and

refrain from amending its articles of incorporation or bylaws or similar governing documents of any of its subsidiaries in a manner that would materially and adversely affect the economic benefits of the merger to the holders of First Priority common stock or that would materially impede Mid Penn's ability to consummate the merger.

The merger agreement also contains mutual covenants relating to the preparation of this joint proxy statement/prospectus, the regulatory applications and the holding of the special meetings of Mid Penn shareholders and First Priority shareholders, respectively, access to information of First Priority and public announcements with respect to the transactions contemplated by the merger agreement. First Priority and Mid Penn have also agreed to use commercially reasonable efforts to take all actions needed to obtain necessary governmental and third-party consents and to consummate the transactions contemplated by the merger agreement.

### ***First Priority Bank Post-Closing Operation***

Immediately, or as soon as reasonably practicable, after the consummation of the merger, in accordance with the bank plan of merger between First Priority Bank and Mid Penn Bank, First Priority Bank will merge with and into Mid Penn Bank, with Mid Penn Bank surviving such merger.

The merger agreement also provides that, following the completion of the merger, Mid Penn will continue to operate First Priority Bank as a separate banking division of Mid Penn Bank under the name First Priority Bank, a Division of Mid Penn Bank.

### ***Shareholder Meetings***

Each of Mid Penn and First Priority has agreed to hold a meeting of its respective shareholders as promptly as practicable to obtain shareholder adoption of the merger agreement. Each of Mid Penn's and First Priority's boards of directors has agreed to recommend that its shareholders vote in favor of the merger agreement.

### ***Agreement Not to Solicit Other Offers***

First Priority has agreed that it, its officers, directors, employees, representatives, agents or affiliates will not, directly or indirectly:

initiate, solicit, induce or knowingly encourage, or take any action to facilitate the making of, any inquiry, offer or proposal that constitutes, relates or could reasonably be expected to lead to an alternative acquisition proposal;

recommend or endorse an alternative acquisition transaction;

participate in any discussions or negotiations regarding, or furnish or afford access to information or data to any person that may relate to an alternative acquisition proposal;

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release anyone from, waive any provisions of, or fail to enforce any confidentiality agreement or standstill agreement to which First Priority is a party; or

enter into any agreement, agreement in principle or letter of intent with respect to any alternative acquisition proposal or approve or resolve to approve any alternative acquisition proposal or any agreement, agreement in principle or letter of intent relating to an alternative acquisition proposal.

Acquisition proposal means any inquiry, offer or proposal as to any of the following (other than the merger between Mid Penn and First Priority) involving First Priority:

any transaction or series of transactions involving any merger, consolidation, recapitalization, share exchange, liquidation, dissolution or similar transaction involving First Priority;

any transaction pursuant to which any third party or group acquires or would acquire (whether through sale, lease or other disposition), directly or indirectly, any assets of First Priority representing, in the aggregate, fifteen percent or more of the assets of First Priority or any First Priority Subsidiary on a consolidated basis;

any issuance, sale or other disposition of (including by way of merger, consolidation, share exchange or any similar transaction) securities (or options, rights or warrants to purchase or securities convertible into, such securities) representing ten percent or more of the votes attached to the outstanding securities of First Priority;

any tender offer or exchange offer that, if consummated, would result in any third party or group beneficially owning ten percent or more of any class of equity securities of First Priority; or

any transaction that is similar in form, substance or purpose to any of the foregoing transactions, or any combination of the foregoing.

First Priority may, however, participate in discussions with, and may furnish information to, a third party in connection with a bona fide unsolicited acquisition proposal if, and only if:

First Priority has received a bona fide unsolicited written acquisition proposal that did not result from a breach of the merger agreement;

First Priority's board of directors determines in good faith, after consultation with its outside legal counsel and independent financial advisor, that the acquisition proposal is, or is reasonably likely to lead to, a superior proposal (as defined below);

First Priority has provided Mid Penn with at least one business day's prior notice of its determination that the acquisition proposal is, or is reasonably likely to lead to, a superior proposal; and

prior to furnishing or providing access to any information or data with respect to First Priority or otherwise relating to an acquisition proposal, First Priority receives from the third party making the proposal a confidentiality agreement on terms no less favorable to Mid Penn than the terms of the existing confidentiality agreement between First Priority and Mid Penn and provides a copy of the same to Mid Penn.

First Priority has also agreed to promptly provide to Mid Penn any non-public information about First Priority that it provides to the third party making the proposal, to the extent such information was not previously provided to Mid Penn.

The term superior proposal, as defined under the merger agreement, means any bona fide, written acquisition proposal made by a person other than Mid Penn, which the First Priority board of directors determines in its good faith judgment, after considering the advice of its outside legal counsel and financial advisor:

would, if consummated, result in the acquisition of all, but not less than all, of the issued and outstanding shares of First Priority common stock or all, or substantially all, of the assets of First Priority on a consolidated basis;



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would result in a transaction that involves consideration to the holders of First Priority common stock that is more favorable, from a financial point of view, than the consideration to be paid to such holders by Mid Penn under the merger agreement, considering, among other things, the nature of the consideration being offered and any material regulatory approvals or other risks associated with the timing of the proposed transaction beyond or in addition to those specifically contemplated hereby, and which proposal is not conditioned upon obtaining additional financing and is, in light of the other terms of such proposal, more favorable to First Priority than the merger and the transactions contemplated by the merger agreement; and

is reasonably likely to be completed on the terms proposed, taking into account all legal, financial, regulatory and other aspects of the proposal.

In addition, First Priority has agreed that it will not:

withdraw, qualify or modify, or propose to withdraw, qualify or modify, in a manner adverse to Mid Penn, its recommendation to its shareholders to approve the merger agreement or make any statement, filing or release, in connection with the First Priority special meeting of shareholders or otherwise, inconsistent with its recommendation to its shareholders to approve the merger agreement (it being understood that taking a neutral position or no position with respect to an acquisition proposal other than the Mid Penn merger shall be considered an adverse modification of its recommendation to its shareholders), except to the extent otherwise permitted and described below;

approve or recommend, or publicly propose to approve or recommend, any acquisition proposal other than with respect to the Mid Penn merger; or

enter into (or cause First Priority to enter into) any letter of intent or other agreement relating to an acquisition proposal other than with respect to the Mid Penn merger or requiring First Priority to fail to consummate the merger.

Up until the time of the First Priority shareholder meeting, however, First Priority may withdraw, qualify or modify in a manner adverse to Mid Penn its recommendation to First Priority shareholders to approve the merger agreement, or take any of the other actions listed above in this paragraph with respect to another acquisition proposal if but only if:

the First Priority board of directors has reasonably determined in good faith, after consultation with and having considered the advice of its outside legal counsel and financial advisor that the failure to take such actions would be inconsistent with the board's fiduciary duties to First Priority's shareholders under applicable law;

it has provided at least five business days' notice to Mid Penn that a bona fide unsolicited proposal constitutes a superior proposal; and

after taking into account any adjusted, modified or amended terms as may have been committed to by Mid Penn in writing, the First Priority board of directors has again in good faith determined that the other acquisition proposal constitutes a superior proposal.

***Expenses and Fees***

In general, each of Mid Penn and First Priority will be responsible for all expenses incurred by it in connection with the negotiation and completion of the transactions contemplated by the merger agreement, except that Mid Penn and First Priority shall split the costs of printing and mailing the joint proxy statement/prospectus for their respective special shareholder meetings.

***Indemnification and Insurance***

The merger agreement requires Mid Penn to indemnify First Priority s and its subsidiaries current and former directors, officers and employees to the fullest extent as would have been permitted under Pennsylvania law and

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the First Priority articles of incorporation or the First Priority bylaws or similar governing documents. The merger agreement provides that in the event of any threatened or actual claim, action, suit, proceeding or investigation in which any person who is or has been a director, officer or employee of First Priority is made or is threatened to be made party based in whole or in part on, or arising in whole or in part out of the fact that he or she is or was a director, officer or employee of First Priority or any of its subsidiaries or predecessors and pertaining to any matter of fact arising, existing or occurring at or before the effective time of the merger (including the merger and the merger agreement), Mid Penn will defend against and respond thereto.

Mid Penn has agreed to indemnify and hold harmless each such indemnified party against any losses, claims, damages, liabilities, costs, expenses (including attorney's fees), judgments, and amounts paid in settlement in connection with any such threatened or actual claim, action, suit proceeding or investigation. The merger agreement also requires that Mid Penn provide advancement of expenses to, all past and present officers, directors and employees of First Priority and its subsidiaries in their capacities as such against all such losses, claims, damages, costs, expenses, liabilities, judgments or amounts paid in settlement to the fullest extent permitted by applicable laws and First Priority's articles of incorporation and bylaws.

The merger agreement provides that Mid Penn will maintain for a period of six years after completion of the merger First Priority's current directors' and officers' liability insurance policies, or policies of at least the same coverage and amount and containing terms and conditions that are not less advantageous than the current policy, with respect to acts or omissions occurring prior to the effective time of the merger.

### ***Conditions to Complete the Merger***

Completion of the merger is subject to the fulfillment of certain conditions, none of which may be waived, including:

the adoption of the merger agreement by the Mid Penn and First Priority shareholders;

the effectiveness of the registration statement of which this joint proxy statement/prospectus is a part with respect to the Mid Penn common stock to be issued in the merger under the Securities Act and the absence of any stop order or proceedings initiated or threatened by the SEC for that purpose;

the receipt by each of Mid Penn and First Priority of a legal opinion with respect to certain United States federal income tax consequences of the merger;

the receipt and effectiveness of all required governmental and other approvals, authorizations and consents on terms and conditions that would not have a material adverse effect on Mid Penn or First Priority, and the expiration of all related waiting periods required to complete the merger;

the absence of any law, statute, regulation, judgment, decree, injunction or other order in effect by any court or other governmental entity that prohibits completion of the transactions contemplated by the merger agreement; and

the approval for listing on Nasdaq of the shares of Mid Penn common stock issuable in the merger. Each of Mid Penn's and First Priority's obligations to complete the merger is also separately subject to the satisfaction or waiver of a number of conditions including:

the absence of a material adverse effect on the other party;

the truthfulness and correctness of the representations and warranties of each other party in the merger agreement, subject generally to the materiality standard provided in the merger agreement, and the performance by each party in all material respects of their obligations under the merger agreement and the receipt by each party of certificates from the other party to that effect; and

Mid Penn having delivered the merger consideration to the exchange agent.

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Mid Penn's obligation to close is also subject to the condition that the holders of no more than ten percent (10%) of the outstanding shares of First Priority's common stock have exercised dissenters' rights.

We cannot provide assurance as to when or if all of the conditions to the merger can or will be satisfied or waived by the appropriate party. As of the date of this joint proxy statement/prospectus, we have no reason to believe that any of these conditions will not be satisfied.

***Termination of the Merger Agreement***

The merger agreement can be terminated at any time prior to completion by mutual consent or by either party in the following circumstances:

if there is a breach by the other party that would cause the failure of the closing conditions, unless the breach is capable of being, and is, cured within 30 days of notice of the breach and the terminating party is not itself in material breach;

if the merger has not been completed by December 31, 2018, unless the failure to complete the merger by that date was due to the terminating party's material breach of a representation, warranty, covenant or other agreement under the merger agreement;

if any of the required regulatory approvals are denied (and the denial is final and non-appealable);

if any court of competent jurisdiction or governmental authority issues an order, decree, ruling or takes any other action restraining, enjoining or otherwise prohibiting the merger (and such order, decree, ruling or action is final and non-appealable); or

if the shareholders of either Mid Penn or First Priority fail to adopt the merger agreement at their respective special meetings.

In addition, Mid Penn's board of directors may terminate the merger agreement if the First Priority board of directors receives a superior proposal and enters into a letter of intent, agreement in principle or an acquisition agreement with respect to such proposal, withdraws its recommendation of the merger agreement, fails to make such a recommendation or modifies or qualifies its recommendation, in a manner adverse to Mid Penn, or has otherwise made a determination to accept such proposal.

Further, First Priority's board of directors may terminate the merger agreement if First Priority has received a superior proposal and has made a determination to accept such proposal.

First Priority may also terminate the merger agreement within five days of its receipt of written notice from Mid Penn that Mid Penn intends to consummate or enter into an agreement: (1) to acquire a third party or group by way of merger, consolidation, share exchange or similar transaction, (2) with respect to any transaction pursuant to which Mid Penn would acquire twenty-five percent (25%) or more of the assets of a third party, or (3) to issue or sell any equity or debt securities of Mid Penn (other than pursuant to existing stock purchase and dividend reinvestment plans

maintained by Mid Penn).

However, if First Priority chooses to exercise this termination right, Mid Penn has the option, within forty-eight hours of receipt of notice from First Priority, to terminate the proposed transaction and prevent termination under this provision.

*Effect of Termination.* If the merger agreement is terminated, it will become void, and there will be no liability on the part of Mid Penn or First Priority, except that both Mid Penn and First Priority will remain liable for any willful breach of the merger agreement and designated provisions of the merger agreement, including the payment of fees and expenses, and the confidential treatment of information and publicity restrictions, will survive the termination.

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***Termination Fee***

First Priority will pay Mid Penn a termination fee of \$3,500,000 in the event that the merger agreement is terminated:

by Mid Penn because First Priority has received an alternative acquisition proposal, and First Priority (1) enters into a letter of intent, agreement in principle or an acquisition agreement with respect to the alternative acquisition proposal, (2) fails to make, withdraws, modifies or qualifies its recommendation of the merger agreement in a manner adverse to Mid Penn, or (3) delivers a written notice to Mid Penn of its determination to accept the alternative acquisition proposal; or

by First Priority, if First Priority receives an alternative acquisition proposal and has made a determination to accept the alternative acquisition proposal.

Additionally, First Priority will pay Mid Penn a termination fee of \$3,500,000 in the event that First Priority enters into a definitive agreement relating to, or consummates, an acquisition proposal within twelve months following termination of the merger agreement:

by Mid Penn because of a willful breach of the merger agreement by First Priority; or

by either Mid Penn or First Priority, if the shareholders of First Priority fail to approve the merger and either First Priority breached the no-solicitation provisions of the merger agreement or a third party publicly proposed or announced an alternative acquisition proposal.

***Amendment, Waiver and Extension of the Merger Agreement***

Subject to applicable law, the parties may amend the merger agreement by written agreement between First Priority and Mid Penn executed in the same manner as the merger agreement.

At any time prior to the completion of the merger, each of the parties, by action taken or authorized by their respective board of directors, to the extent legally allowed, may:

extend the time for the performance of any of the obligations or other acts of the other party;

waive any inaccuracies in the representations and warranties of the other party; or

waive compliance by the other party with any of the other agreements or conditions contained in the merger agreement.

However, after any approval of the transactions contemplated by the agreement and plan of merger by the shareholders of First Priority and Mid Penn, there may not be, without further approval of such shareholders, any amendment which reduces the amount or value or changes the form of consideration to be delivered to First Priority

shareholders.

### **ACCOUNTING TREATMENT**

Mid Penn will account for the merger using the acquisition method under US GAAP. Under the acquisition method of accounting, the tangible and identifiable intangible assets and liabilities, including executory contracts and other commitments, of First Priority will be recorded, as of completion of the merger, at their respective fair values. The excess of the purchase price over the fair value of the net assets acquired will be recorded as goodwill to the extent not allocated to core deposit or other intangibles. Goodwill resulting from the merger will not be amortized but will be reviewed for impairment at least annually. Core deposits and other intangibles with finite useful lives recorded in connection with the merger will be amortized over their estimated useful life. If the net assets acquired exceed the purchase price, the resulting difference will be recorded as a bargain purchase gain.



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Financial statements and reported results of operations of Mid Penn issued after completion of the merger will not be restated retroactively to reflect the historical financial position or results of operations of First Priority.

**MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER**

The following discussion addresses the material United States federal income tax consequences of the merger to a First Priority shareholder who holds shares of First Priority common stock as a capital asset. This discussion is based upon the Internal Revenue Code, Treasury regulations promulgated under the Internal Revenue Code, judicial authorities, published positions of the Internal Revenue Service (the IRS) and other applicable authorities, all as in effect on the date of this discussion and all of which are subject to change (possibly with retroactive effect) and to differing interpretations. It is also based upon factual representations contained in certificates of officers of Mid Penn and First Priority. Future legislative, judicial, or administrative changes or interpretations which may or may not be retroactive, or the failure of any such facts or representations to be true, accurate and complete, may affect the statements and conclusions described in this discussion.

This discussion is not intended to be a complete description of all of the United States federal income tax consequences of the merger. Further, this discussion does not address all aspects of United States federal income taxation that may be relevant to First Priority shareholders in light of their particular circumstances and does not address aspects of United States federal income taxation that may be applicable to First Priority shareholders subject to special treatment under the Internal Revenue Code (including but not limited to banks, financial institutions, trusts, estates, persons who hold shares of First Priority common stock in an individual retirement account (IRA), 401(k) plans or similar tax-favored accounts, tax-exempt organizations, insurance companies, dealers or brokers in securities or foreign currencies, traders in securities that elect to use a mark-to-market method of accounting, persons holding First Priority common stock through a pass-through entity, First Priority shareholders who hold their shares of First Priority common stock as part of a hedge, straddle, conversion transaction or constructive sale transaction, First Priority shareholders who acquired their shares of First Priority common stock pursuant to the exercise of employee stock options or otherwise as compensation, persons that hold options or warrants to acquire First Priority common stock, persons whose functional currency for United States federal income tax purposes is not the United States dollar, persons who are United States expatriates and holders who are not United States persons, within the meaning of Section 7701(a)(30) of the Internal Revenue Code). In addition, the discussion does not address any aspect of state, local or foreign taxation. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax aspects set forth below.

No ruling has been or will be requested from the Internal Revenue Service regarding the tax consequences of the merger. Moreover, the opinions described in this discussion are not binding on the Internal Revenue Service, and these opinions would not prevent the Internal Revenue Service from challenging the United States federal income tax treatment of the merger. Because of the complexities of the tax laws in general, and the complexities of the tax consequences associated with the receipt of cash in the merger in particular, holders of First Priority common stock are encouraged to consult their tax advisors with respect to the particular United States federal, state, local and foreign tax consequences of the merger. This section is not intended to be tax advice to any shareholder.

***Tax Opinions***

The closing of the merger is conditioned, in part, upon the receipt by Mid Penn of the opinion of Pillar Aught LLC, and the receipt by First Priority of the opinion of Stevens & Lee, P.C., each dated as of the effective date of the merger, substantially to the effect that, on the basis of facts, representations and assumptions set forth or referred to in the opinion (including factual representations contained in certificates of officers of Mid Penn and First Priority) which are consistent with the state of facts existing as of the effective date of the merger, the merger will be treated for

United States federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. The tax opinions to be delivered in connection with the merger represent each

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counsel's best legal judgment; however, such opinions are not binding on the IRS or the courts, and neither Mid Penn nor First Priority intends to request a ruling from the IRS with respect to the United States federal income tax consequences of the merger. Consequently, no assurance can be given that the IRS will not assert, or that a court would not sustain, a position contrary to any of those set forth below. In addition, if any of the facts, representations or assumptions upon which such opinions are based is inconsistent with the actual facts, the United States federal income tax consequences of the merger could be adversely affected.

Assuming that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, the discussion below sets forth the opinions of Pillar Aught LLC and Stevens & Lee, P.C., as to the material United States federal income tax consequences of the merger to First Priority shareholders:

holders of First Priority common stock who receive Mid Penn common stock in the merger in exchange for all their shares of First Priority common stock will not recognize any gain or loss with respect to shares of Mid Penn common stock received (except with respect to cash received instead of a fractional share interest in Mid Penn common stock); and

holders of First Priority common stock who receive cash instead of a fractional share interest in Mid Penn common stock will recognize gain or loss equal to the difference between the cash received and the portion of the basis of the holders' shares of First Priority common stock allocable to that fractional share interest.

### ***Tax Basis and Holding Period***

The aggregate tax basis of the Mid Penn common stock received by a First Priority shareholder in the merger (including fractional shares deemed received and redeemed as described below) will be the same in the aggregate as the tax basis of the shares of First Priority common stock surrendered by such shareholder for the Mid Penn common stock.

Each First Priority shareholder's holding period in any shares of Mid Penn common stock received in the merger (including any fractional shares deemed received and redeemed as described below) will, in each instance, include the period during which the shares of First Priority common stock surrendered in exchange therefor were held, provided that those shares of First Priority common stock were held as capital assets on the effective date of the merger.

### ***Cash Received in Lieu of a Fractional Share Interest***

Cash received by a First Priority shareholder in lieu of a fractional share interest in Mid Penn common stock will be treated as though the fractional share had been received and then redeemed for cash, and in general gain or loss will be recognized, measured by the difference between the amount of cash received and the portion of the basis of the shares of First Priority common stock allocable to such fractional interest. Such gain or loss generally will be long-term capital gain or loss if the holding period for such shares of First Priority common stock was more than one year as of the effective date of the merger. If, however, the receipt of cash instead of a fractional share of Mid Penn common stock has the effect of the distribution of a dividend with respect to a shareholder, part or all of the cash received may be treated as a dividend.

### ***Mid Penn and First Priority***

Mid Penn and First Priority will each be a party to the reorganization within the meaning of Section 368(b) of the Internal Revenue Code. As a result, no gain or loss will be recognized by Mid Penn or First Priority as a result of the merger (except for amounts resulting from any required change in accounting methods and any deferred income, deferred gain or deferred loss to be taken into account under the relevant consolidated return regulations).

**Table of Contents*****Backup Withholding***

Backup withholding at a 24% rate will generally apply to merger consideration that includes cash if the exchanging First Priority shareholder fails to properly certify that it is not subject to backup withholding, generally on Internal Revenue Service Form W-9. Certain holders, including, among others, United States corporations, are not subject to backup withholding, but they may still need to furnish a Form W-9 or otherwise establish an exemption. Any amounts withheld from payments to a First Priority shareholder under the backup withholding rules are not additional taxes and will be allowed as a refund or credit against the shareholder's United States federal income tax liability, provided that the required information is timely furnished to the Internal Revenue Service.

***Medicare Tax***

In addition to income taxes, any individual shareholder with adjusted gross income (including certain foreign income that is exempt from U.S. taxes) in excess of \$250,000 for a married couple filing a joint return (in excess of \$200,000 for individuals filing as single) will be subject to the 3.8% Medicare tax on all or part of the income recognized by such individual as a result of the merger.

***Tax matters are very complicated, and the tax consequences of the merger to each holder of First Priority common stock will depend on the facts of that shareholder's particular situation. The discussion set forth above does not address all United States federal income tax consequences that may be relevant to a particular holder of First Priority common stock and may not be applicable to holders in special situations. Holders of First Priority common stock are urged to consult their own tax advisors regarding the specific tax consequences of the merger. Further, such discussion does not address tax consequences that may arise with respect to Mid Penn by reason of any actions taken or events occurring subsequent to the merger.***

**THE MID PENN SPECIAL MEETING**

This joint proxy statement/prospectus is being furnished to Mid Penn shareholders by Mid Penn's board of directors in connection with the solicitation of proxies from the Mid Penn shareholders for use at the special meeting of Mid Penn shareholders and any adjournments or postponements of the special meeting.

***Date, Time and Place***

The special meeting will be held on [ ], 2018 at [ ], local time, at [ ], subject to any adjournments or postponements.

***Matters to be Considered***

At the special meeting, Mid Penn shareholders will be asked to consider and vote upon the following proposals:

1. adoption of the merger agreement as described in detail under the heading *The Merger* beginning on page [ ]; and
2. approval of a proposal to authorize the board of directors to adjourn the special meeting, if necessary, to solicit additional proxies to adopt the merger agreement.

***Shareholders Entitled to Vote***

The close of business on [ ], 2018 has been fixed by Mid Penn's board of directors as the record date for the determination of those holders of Mid Penn common stock who are entitled to notice of and to vote at the special meeting and any adjournment or postponement of the special meeting.

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At the close of business on the record date there were [ ] shares of Mid Penn common stock outstanding and entitled to vote.

### ***Quorum and Required Vote***

Each holder of record of shares of Mid Penn common stock as of the Mid Penn record date is entitled to cast one vote per share at the special meeting on each proposal. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of Mid Penn common stock entitled to vote at the special meeting constitutes a quorum for the transaction of business at the special meeting. The affirmative vote at the Mid Penn special meeting, in person or by proxy, of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of Mid Penn common stock is required to approve the merger agreement, and a majority of the votes cast is required to approve the proposal to adjourn the Mid Penn special meeting, if necessary, to solicit additional proxies.

### ***How Shares Will Be Voted at the Special Meeting***

All shares of Mid Penn common stock represented by properly executed proxies received before or at the special meeting, and not properly revoked, will be voted as specified in the proxies. Properly executed proxies that do not contain voting instructions will be voted FOR the adoption of the merger agreement and FOR the adjournment or postponement of the special meeting, if necessary, to permit further solicitation of proxies.

If you hold shares of Mid Penn common stock in street name through a bank, broker or other nominee holder, the nominee holder may only vote your shares in accordance with your instructions. If you do not give specific instructions to your nominee holder as to how you want your shares voted, your nominee will indicate that it does not have authority to vote on the proposal, which will result in what is called a broker non-vote. Broker non-votes will be counted for determining whether there is a quorum present at the special meeting, but they will not be deemed to have been voted on any of the proposals. Abstentions and broker non-votes with respect to the merger agreement will effectively act as no votes on such proposal, but will not affect the outcomes of the other proposals.

### ***How to Vote Your Shares***

Mid Penn shareholders may vote in person at the special meeting or by one of the following methods:

*Voting by Mail.* You may vote by completing and returning the enclosed proxy card. Your proxy will be voted in accordance with your instructions. If you do not specify a choice on one of the proposals described in this joint proxy statement, your proxy will be voted in favor of that proposal.

*Voting by Internet.* If you are a registered shareholder, you may vote electronically through the Internet by following the instructions included with your proxy card. If your shares are registered in the name of a broker or other nominee, you may be able to vote via the Internet. If so, the voting form your nominee sends you will provide Internet instructions.

*Voting by Phone.* Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call [ ] and then follow the instructions.

*Voting in Person.* If you attend the meeting, you may deliver your completed proxy card in person or may vote by completing a ballot which will be available at the meeting. If your shares are registered in the name of a broker or other nominee and you wish to vote at the meeting, you will need to obtain a legal proxy from your bank or brokerage

firm. Please consult the voting form sent to you by your bank or broker to determine how to obtain a legal proxy in order to vote in person at the special meeting. Should you have any questions on the procedure for voting your shares, please contact the Mid Penn Corporate Secretary at (717) 692-7105.



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***How to Change Your Vote***

If you are a registered shareholder, you may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to the Secretary of Mid Penn, or (3) attending the special meeting in person, notifying the Corporate Secretary and voting by ballot at the special meeting. The Mid Penn Corporate Secretary's mailing address is 349 Union Street, Millersburg, Pennsylvania 17061. If your shares are registered in the name of a broker or other nominee, you may revoke your proxy instructions by informing the holder of record in accordance with that entity's procedures.

***Solicitation of Proxies***

Mid Penn has engaged [ ] ( [ ] ) to act as the proxy solicitor and to assist in the solicitation of proxies for the Mid Penn special meeting of shareholders. Mid Penn has agreed to pay [ ] approximately \$[ ], plus reasonable out-of-pocket expenses, for such services and will also indemnify [ ] against certain claims, costs, damages, liabilities, and expenses.

Mid Penn will bear the cost of soliciting proxies. In addition to solicitation of proxies by mail, Mid Penn will request that banks, brokers and other record holders send proxies and proxy material to the beneficial owners of Mid Penn common stock and secure their voting instructions. Mid Penn will reimburse the record holders for their reasonable expenses in taking those actions. If necessary, Mid Penn may use several of its regular employees, who will not be specially compensated, to solicit proxies from Mid Penn shareholders, either personally or by telephone, facsimile, letter or other electronic means.

Mid Penn and First Priority will share equally the expenses incurred in connection with the copying, printing and distribution of this joint proxy statement/prospectus for their special meetings.

***Mid Penn Affiliate Letter Agreements***

As of the record date, directors, executive officers and ten percent (10%) shareholders of Mid Penn and their affiliates had the right to vote [ ] shares of Mid Penn common stock, or [ ]% of the outstanding Mid Penn common stock entitled to be voted at the special meeting. Each of the directors, executive officers and ten percent (10%) shareholders of Mid Penn has agreed to vote all shares of Mid Penn common stock owned by him, her or it in favor of adoption of the merger agreement and the transactions contemplated thereby.

***Attending the Meeting***

All holders of Mid Penn common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting.

Shareholders of record can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy executed in your favor from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. We reserve the right to refuse admittance to anyone without both proper proof of share ownership and proper photo identification.

**MID PENN SPECIAL MEETING PROPOSAL NO. 1**

**APPROVAL AND ADOPTION OF THE MERGER AGREEMENT**

Mid Penn is asking its shareholders to approve and adopt the merger agreement. For a detailed discussion of the merger, including the terms and conditions of the merger agreement, see *The Merger*, beginning on page [ ].

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As discussed in detail in the sections entitled *The Merger Mid Penn s Reasons for the Merger*, and *Recommendation of Mid Penn s Board of Directors*, beginning on pages [ ] and [ ], respectively, after careful consideration, the Mid Penn board of directors determined that the terms of the merger agreement and the transactions contemplated by it are in the best interests of Mid Penn and the board unanimously approved the merger agreement. ***Accordingly, Mid Penn s board of directors unanimously recommends that Mid Penn shareholders vote FOR adoption of the merger agreement.***

**MID PENN SPECIAL MEETING PROPOSAL NO. 2**

**AUTHORIZATION TO VOTE ON ADJOURNMENT OR OTHER MATTERS**

**General**

If, at the Mid Penn special meeting, the number of shares of Mid Penn common stock present in person or by proxy is insufficient to constitute a quorum or the number of shares of Mid Penn common stock voting in favor is insufficient to adopt the merger agreement, Mid Penn management intends to adjourn the special meeting in order to provide the Mid Penn board of directors more time to solicit additional proxies. In that event, Mid Penn will ask its shareholders to vote only upon the adjournment proposal and not the proposal relating to adoption of the merger agreement.

In this proposal, Mid Penn is asking you to grant discretionary authority to the holder of any proxy solicited by the Mid Penn board of directors so that such holder can vote in favor of the proposal to adjourn the special meeting to solicit additional proxies. If the shareholders of Mid Penn approve the adjournment proposal, Mid Penn could adjourn the special meeting, and any adjourned session of the special meeting, and use the additional time to solicit additional proxies, including the solicitation of proxies from shareholders who have previously voted.

Generally, if the special meeting is adjourned, no notice of the adjourned meeting is required to be given to shareholders, other than an announcement at the special meeting of the place, date and time to which the meeting is adjourned.

**Recommendation of the Mid Penn Board of Directors**

The Mid Penn board of directors recommends a vote **FOR** the proposal to authorize the board of directors to adjourn the special meeting of shareholders to allow time for the further solicitation of proxies to adopt the merger agreement.

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**INFORMATION ABOUT MID PENN BANCORP, INC.**

***Business***

***Mid Penn***

Mid Penn is a one-bank holding company, incorporated in the Commonwealth of Pennsylvania in August 1991. On December 31, 1991, Mid Penn acquired, as part of the holding company formation, all of the outstanding common stock of Mid Penn Bank, and Mid Penn Bank became a wholly owned subsidiary of Mid Penn. Mid Penn's primary business is to supervise and coordinate the business of its subsidiaries and to provide them with capital and resources.

Mid Penn's consolidated financial condition and results of operations consist almost entirely of that of Mid Penn Bank, which is managed as a single business segment. At March 31, 2018, Mid Penn had total consolidated assets of \$1.4 billion with total deposits of \$1.0 billion and total shareholders' equity of \$139.1 million.

On January 8, 2018, Mid Penn completed its acquisition of Scottdale, which was accomplished through the merger of Scottdale with and into Mid Penn Bank. As of December 31, 2017, Scottdale had approximately \$261 million in total assets and total deposits of approximately \$211 million, based upon Scottdale's December 31, 2017 Call Report filed with the FDIC.

Mid Penn's legal headquarters is located at 349 Union Street, Millersburg, Pennsylvania 17061.

Mid Penn common stock is listed on the Nasdaq Global Select Market under the symbol MPB.

***Mid Penn Bank***

Mid Penn Bank was organized in 1868 under a predecessor name, Millersburg Bank, and became a state chartered bank in 1931, obtaining trust powers in 1935, at which time its name was changed to Millersburg Trust Company. In 1971, Millersburg Trust Company adopted the name Mid Penn Bank. On March 1, 2015, in connection with the acquisition of Phoenix Bancorp, Inc. (Phoenix) by Mid Penn, Phoenix's wholly-owned banking subsidiary, Miners Bank, was merged with and into Mid Penn Bank. Mid Penn Bank was the surviving bank, and Miners Bank's four branches in Schuylkill and Luzerne Counties, Pennsylvania operate as Miners Bank, a Division of Mid Penn Bank.

On January 8, 2018, in connection with the acquisition of Scottdale by Mid Penn, Scottdale was merged with and into Mid Penn Bank. Mid Penn Bank was the surviving bank, and Scottdale's five branches in Fayette and Westmoreland Counties, Pennsylvania, operate as Scottdale Bank & Trust, a Division of Mid Penn Bank.

Mid Penn Bank presently has 29 full service retail banking properties located in Cumberland, Dauphin, Lancaster, Luzerne, Northumberland, Schuylkill, Fayette and Westmoreland Counties, Pennsylvania.

Mid Penn's primary business consists of attracting deposits and loans from its network of community banking offices operated by Mid Penn Bank. Mid Penn Bank engages in full-service commercial banking and trust business, making available to the community a wide range of financial services, including, but not limited to, mortgage and home equity loans, secured and unsecured commercial and consumer loans, lines of credit, construction financing, farm loans, community development and local government loans and various types of time and demand deposits. Deposits of Mid Penn Bank are insured by the Deposit Insurance Fund (the DIF) of the FDIC to the maximum extent provided by law. In addition, Mid Penn Bank provides a full range of trust and retail investment services. Mid Penn Bank also offers other services such as online banking, telephone banking, cash management services, automated teller services

and safe deposit boxes.

Mid Penn Bank is subject to regulation and supervision by the FDIC and PDB.

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For more information about Mid Penn and Mid Penn Bank, please see *Where You Can Find More Information* on page [ ].

**THE FIRST PRIORITY SPECIAL MEETING**

This joint proxy statement/prospectus is being furnished to First Priority shareholders by First Priority's board of directors in connection with the solicitation of proxies from First Priority shareholders for use at the special meeting of First Priority shareholders and any adjournments or postponements of the special meeting.

***Date, Time and Place***

The special meeting will be held on [ ], 2018 at [ ], local time, at [ ], subject to any adjournments or postponements.

***Matters to be Considered***

At the special meeting, First Priority shareholders will be asked to consider and vote upon the following proposals:

1. adoption of the merger agreement as described in detail under the heading *The Merger* beginning on page [ ]; and
2. a proposal to authorize the board of directors to adjourn the special meeting, if necessary, to solicit additional proxies to adopt the merger agreement.

***Shareholders Entitled to Vote***

The close of business on [ ], 2018 has been fixed by First Priority's board of directors as the record date for the determination of those holders of First Priority common stock who are entitled to notice of and to vote at the special meeting and any adjournment or postponement of the special meeting.

At the close of business on the record date there were [ ] shares of First Priority common stock outstanding and entitled to vote.

***Quorum and Required Vote***

Each holder of record of shares of First Priority common stock as of the First Priority record date is entitled to cast one vote per share at the special meeting on each proposal. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of First Priority common stock entitled to vote at the special meeting constitutes a quorum for the transaction of business at the special meeting. The affirmative vote at the First Priority special meeting, in person or by proxy, of a majority of votes cast at the First Priority special meeting is required to approve the merger agreement and the proposal to adjourn the First Priority special meeting, if necessary, to solicit additional proxies.

***How Shares Will Be Voted at the Special Meeting***

All shares of First Priority common stock represented by properly executed proxies received before or at the special meeting, and not properly revoked, will be voted as specified in the proxies. Properly executed proxies that do not

contain voting instructions will be voted FOR the adoption of the merger agreement and FOR the adjournment or postponement of the special meeting, if necessary, to permit further solicitation of proxies.

If you hold shares of First Priority common stock in street name through a bank, broker or other nominee holder, the nominee holder may only vote your shares in accordance with your instructions. If you do not give specific

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instructions to your nominee holder as to how you want your shares voted, your nominee will indicate that it does not have authority to vote on the proposal, which will result in what is called a broker non-vote. Broker non-votes will be counted for determining whether there is a quorum present at the special meeting, but they will not be deemed to have been voted on any of the proposals. Abstentions and broker non-votes will not affect the outcomes of the proposals.

If any other matters are properly brought before the special meeting, the proxies named in the proxy card will have discretion to vote the shares represented by duly executed proxies in their sole discretion.

### ***How to Vote Your Shares***

First Priority shareholders may vote in person at the special meeting or by one of the following methods:

*Voting by Mail.* You may vote by completing and returning the enclosed proxy card. Your proxy will be voted in accordance with your instructions. If you do not specify a choice on one of the proposals described in this joint proxy statement, your proxy will be voted in favor of that proposal.

*Voting by Internet.* If you are a registered shareholder, you may vote electronically through the Internet by following the instructions included with your proxy card. If your shares are registered in the name of a broker or other nominee, you may be able to vote via the Internet. If so, the voting form your nominee sends you will provide Internet instructions.

*Voting by Phone.* Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call [ ] and then follow the instructions.

*Voting in Person.* If you attend the meeting, you may deliver your completed proxy card in person or may vote by completing a ballot that will be available at the meeting. If your shares are registered in the name of a broker or other nominee and you wish to vote at the meeting, you will need to obtain a legal proxy from your bank or brokerage firm. Please consult the voting form sent to you by your bank or broker to determine how to obtain a legal proxy in order to vote in person at the special meeting. Should you have any questions on the procedure for voting your shares, please contact First Priority's Corporate Secretary, Alice D. Flaherty, telephone (610) 280-7100.

### ***How to Change Your Vote***

If you are a registered shareholder, you may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to the Corporate Secretary of First Priority, or (3) attending the special meeting in person, notifying the Corporate Secretary and voting by ballot at the special meeting. The First Priority Corporate Secretary's mailing address is 2 West Liberty Boulevard, Malvern, Pennsylvania 19355. If your shares are registered in the name of a broker or other nominee, you may revoke your proxy instructions by informing the holder of record in accordance with that entity's procedures.

### ***Solicitation of Proxies***

First Priority will bear the cost of soliciting proxies for the First Priority special meeting. First Priority has engaged [ ] ([ ]) to act as the proxy solicitor and to assist in the solicitation of proxies for the First Priority special meeting of shareholders. First Priority has agreed to pay [ ] approximately \$[ ], plus reasonable out-of-pocket expenses, for such services and will also indemnify against certain claims, costs, damages, liabilities, and expenses.





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In addition to solicitation of proxies by mail, First Priority will request that banks, brokers and other record holders send proxies and proxy material to the beneficial owners of First Priority common stock and secure their voting instructions. First Priority will reimburse the record holders for their reasonable expenses in taking those actions. If necessary, First Priority may use several of its regular employees, who will not be specially compensated, to solicit proxies from First Priority shareholders, either personally or by telephone, facsimile, letter or other electronic means.

Mid Penn and First Priority will share equally the expenses incurred in connection with the copying, printing and distribution of this joint proxy statement/prospectus for their special meetings.

### ***First Priority Affiliate Letter Agreements***

As of the record date, directors and executive officers of First Priority and their affiliates had the right to vote [ ] shares of First Priority common stock, or [ ]% of the outstanding First Priority common stock entitled to be voted at the special meeting. Each of the directors and the executive officers of First Priority has agreed to vote all shares of First Priority common stock owned by him or her in favor of adoption of the merger agreement and the transactions contemplated thereby.

### ***Attending the Meeting***

All holders of First Priority common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy executed in your favor from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. We reserve the right to refuse admittance to anyone without both proper proof of share ownership and proper photo identification.

## **FIRST PRIORITY SPECIAL MEETING PROPOSAL NO. 1**

### **ADOPTION OF THE MERGER AGREEMENT**

First Priority is asking its shareholders to adopt the merger agreement. For a detailed discussion of the merger, including the terms and conditions of the merger agreement, see *The Merger*, beginning on page [ ]. As discussed in detail in the sections entitled *The Merger*, *First Priority's Reasons for the Merger*, and *Recommendation of First Priority's Board of Directors*, beginning on pages [ ] and [ ], respectively, after careful consideration, the First Priority board of directors determined that the terms of the merger agreement and the transactions contemplated by it are in the best interests of First Priority's shareholders and the board unanimously approved the merger agreement. ***Accordingly, First Priority's board of directors unanimously recommends that First Priority shareholders vote FOR adoption of the merger agreement.***

## **FIRST PRIORITY SPECIAL MEETING PROPOSAL NO. 2**

### **AUTHORIZATION TO VOTE ON ADJOURNMENT OR OTHER MATTERS**

#### **General**

If, at the First Priority special meeting, the number of shares of First Priority common stock, present in person or by proxy, is insufficient to constitute a quorum or the number of shares of First Priority common stock voting in favor is insufficient to adopt the merger agreement, First Priority management intends to adjourn the special

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meeting in order to enable the First Priority board of directors more time to solicit additional proxies. In that event, First Priority will ask its shareholders to vote only upon the adjournment proposal and not the proposal relating to adoption of the merger agreement.

In this proposal, First Priority is asking you to grant discretionary authority to the holder of any proxy solicited by the First Priority board of directors so that such holder can vote in favor of the proposal to adjourn the special meeting to solicit additional proxies. If the shareholders of First Priority approve the adjournment proposal,

First Priority could adjourn the special meeting, and any adjourned session of the special meeting, and use the additional time to solicit additional proxies, including the solicitation of proxies from shareholders who have previously voted.

Generally, if the special meeting is adjourned, no notice of the adjourned meeting is required to be given to shareholders, other than an announcement at the special meeting of the place, date and time to which the meeting is adjourned.

### **Recommendation of the First Priority Board of Directors**

The First Priority board of directors recommends a vote **FOR** the proposal to authorize the board of directors to adjourn the special meeting of shareholders to allow time for the further solicitation of proxies to adopt the merger agreement.

## **INFORMATION ABOUT FIRST PRIORITY FINANCIAL CORP.**

### ***Business***

#### *First Priority*

First Priority is a Pennsylvania business corporation and bank holding company with its headquarters in Malvern, Pennsylvania. At March 31, 2018, First Priority had total consolidated assets of \$614.6 million. First Priority is the parent company of First Priority Bank, which operates eight retail banking offices in four counties in Pennsylvania. First Priority common stock is traded on the OTCQX Market under the symbol **FPBK**.

The principal executive offices of First Priority are located at 2 West Liberty Boulevard, Suite 104, Malvern, Pennsylvania 19355, and its telephone number is (610) 280-7100.

#### *First Priority Bank*

First Priority Bank is a state-chartered commercial banking institution which was incorporated under the laws of the Commonwealth of Pennsylvania on May 25, 2005. First Priority Bank's deposits are insured by the FDIC up to the maximum amount permitted for all banks.

First Priority Bank engages in a full service commercial and consumer banking business with strong private banking and individual wealth management services. First Priority Bank offers a variety of consumer, private banking and commercial loans, mortgage products and commercial real estate financing. First Priority Bank's operations are significantly affected by prevailing economic conditions, competition, and the monetary, fiscal, and regulatory policies of governmental agencies. Lending activities are influenced by a number of factors, including the general credit needs of individuals and small and medium-sized businesses in First Priority's market area, competition, the

current regulatory environment, the level of interest rates, and the availability of funds. Deposit flows and costs of funds are influenced by prevailing market rates of interest, competition, account maturities, and the level of personal income and savings in the market area.

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First Priority Bank also offers certain financial planning and investment management services. These investment services are provided by First Priority Financial Services, a Division of First Priority Bank, through third party providers. In addition, First Priority Bank has entered into solicitation agreements with several investment advisors to provide portfolio management services to customers of the bank.

First Priority Bank currently seeks deposits and commercial and private banking relationships through its banking offices. First Priority Bank provides deposit products that include checking, money market and savings accounts and certificates of deposit as well as other deposit services, including cash management, electronic banking and mobile products as well as online account opening capabilities. First Priority Bank obtains funding in the local community by providing excellent service and competitive rates to its customers and utilizes various advertising to attract current and potential deposit customers. First Priority Bank also uses brokered certificates of deposit as a cost-effective funding alternative.

At March 31, 2018, First Priority had 69 full time equivalent employees consisting of 65 full time employees and 6 part-time employees. None of such employees is covered by a collective bargaining agreement, and First Priority believes that it enjoys good relations with its personnel.

***Competition***

First Priority's core service area consists primarily of Berks, Bucks, Chester and Montgomery Counties, Pennsylvania. Within this service area, the banking business is highly competitive. First Priority competes with local banks, as well as numerous regionally based commercial banks, most of which have assets, capital and lending limits far larger than those of First Priority. First Priority also competes with savings banks, savings and loan associations, money market funds, insurance companies, stock brokerage firms, regulated small loan companies, and credit unions. The industry competes primarily in the area of interest rates, products offered, customer service and convenience.

Many of First Priority's competitors enjoy several advantages over it, including larger asset and capital bases, the ability to finance wide-ranging advertising campaigns and to allocate their investment assets to areas of highest yield and demand.

***Properties***

The following summarizes First Priority's properties, owned or leased, as of March 31, 2018.

Location	Owned or Leased
Malvern-Headquarters/Main Office, 2 West Liberty Boulevard, Malvern PA 159355	Leased
Bala Cynwyd Loan Production Office, 33 Rock Hill Road, Suite 100, Bala Cynwyd, PA 19004	Leased
Blue Bell Branch, 10 Sentry Parkway, Suite 100, Blue Bell, PA 19422	Leased
Exeter Branch, 4541 Perkiomen Avenue, Reading, PA 19606	Owned <sup>(1)</sup>
Muhlenberg Branch, 4200 N. 5 <sup>th</sup> Street Highway, Temple, PA 19560	Owned <sup>(1)</sup>
Newtown Branch, 104 Pheasant Run, Suite 130, Newtown, PA 18940	Leased
Sinking Spring Branch, 3101 Shillington Road, Sinking Spring, PA 19608	Leased
West Chester Branch, 237 E. Gay Street, West Chester, PA 19380	Leased
Wyomissing Branch, 1310 Broadcasting Road, Wyomissing, PA 19610	Leased

- (1) The buildings located at the Exeter and Muhlenberg locations are owned; but are located on leased real estate. Upon expiration or termination of the lease, the buildings will become property of the landlord.

***Legal Proceedings***

There are no material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which First Priority, or any of its subsidiaries, is a party or of which any of their respective property is subject.

**Table of Contents*****Information about First Priority Designees to Mid Penn's Board of Directors***

The following provides information, as of December 31, 2017, about David E. Sparks, who is currently Chairman and Chief Executive Officer of First Priority and who is anticipated to be appointed to the board of directors of Mid Penn and Mid Penn Bank upon consummation of the merger. The information presented includes information Mr. Sparks has given us about his age, all positions he holds, and his principal occupation for the past five years. The following also includes certain individual qualifications and skills that contribute to the board's effectiveness as a whole. Other than First Priority, Mr. Sparks is not a director of any other publicly-held company.

David E. Sparks, age 73, has served as a director of First Priority since its formation in 2007, and was the founder and a director of First Priority Bank since its inception in 2005. Mr. Sparks has served as Chairman, President and CEO of First Priority from its inception in 2007. Mr. Sparks also has served as Chairman and CEO of the Bank from its inception in 2005. Effective with the merger of First Priority and Affinity Bancorp, Inc. on February 28, 2013, Mr. Sparks became Chairman and CEO of First Priority and Chairman of First Priority Bank. Mr. Sparks was the Founder, Chairman and CEO of Millennium Bank from 1998 to 2004. Mr. Sparks is not considered independent of First Priority as determined in accordance with the independence standards of the Nasdaq stock market.

In addition to Mr. Sparks, three other current directors of First Priority, selected by First Priority after consultation with Mid Penn, will be appointed to the boards of directors of Mid Penn and Mid Penn Bank. As of the date of this document, the three additional First Priority designees have not yet been selected.

***Security Ownership of Certain Beneficial Holders of First Priority***

Beneficial ownership of First Priority common stock was determined by referring to Securities and Exchange Commission Rule 13d-3, which provides that a person should be credited with the ownership of any stock held, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares:

voting power, which includes power to vote or to direct the voting of the stock;

investment power, which includes the power to dispose or direct the disposition of the stock; or

the right to acquire beneficial ownership within 60 days after December 31, 2017.

***Beneficial Ownership of Principal Holders***

The following table shows, to the best of First Priority's knowledge, those persons or entities, who owned of record or beneficially, on December 31, 2017, more than 5% of First Priority's outstanding common stock.

Name and Address	Amount and Nature of Beneficial Ownership	Percent of Class
Tontine Financial Partners, L.P.	420,215	6.4%



1 Sound Shore Drive, Suite 304

Greenwich, Connecticut 06830<sup>(1)</sup>

PRB Investors LP

245 Park Avenue, 39<sup>th</sup> Floor

New York, NY 10167

405,500

6.1%

- (1) This information is based solely on Schedule 13G/A filed jointly by Tontine Financial Partners, L.P. ( TFP ), Tontine Management, L.L.C. ( TM ) and Jeffrey L. Gendell, with the SEC on February 9, 2018, reporting ownership as of December 31, 2017. TM is the general partner of TFP and has the power to direct the affairs of TFP. Mr. Gendell is the managing member of TM and, in that capacity, directs its operations.

**Table of Contents***Beneficial Ownership of Executive Officers and Directors*

The following table sets forth, as of May 16, 2018, and from information supplied by the respective persons, the amount and the percentage of First Priority common stock beneficially owned by each director and executive officer and all officers and directors of First Priority as a group.

Name of Beneficial Owner	Shares Beneficially Owned <sup>(1)</sup>	Percent Beneficial Ownership <sup>(1)</sup>
Lawrence E. Donato	183,247 <sup>(3)(6)</sup>	2.76%
Steven A. Ehrlich	132,293 <sup>(3)(4)(6)</sup>	1.98%
Joel L. Frank	2,000	*
Burton A. MacLean, Jr.	6,000	*
Jerome I. Marcus	173,613	2.61%
Mary Ann Messmer	43,504 <sup>(3)(5)(6)</sup>	*
Barry L. Myers	32,476	*
Mark J. Myers	37,977 <sup>(6)</sup>	*
Alan P. Novak	26,673 <sup>(2)</sup>	*
Mel A. Shaftel	154,418 <sup>(2)(3)(5)(7)</sup>	2.32%
Vincent P. Small, Jr.	91,251 <sup>(2)(3)(5)(7)</sup>	1.37%
Patrick M. Smith	21,789 <sup>(3)(5)(7)</sup>	*
David E. Sparks	313,533 <sup>(3)(6)</sup>	4.72%
Christopher E. Spinio	40,205 <sup>(3)(5)(7)</sup>	*
Michael G. Wade	21,289 <sup>(3)(5)(7)</sup>	*
William L. Wetty	134,392 <sup>(2)(3)(5)(7)</sup>	2.02%
All present and nominee directors and named executive officers as a group (16 persons)	1,414,660	21.03%

\* Less than 1%

- (1) Shares are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares the power to vote or dispose of the shares, whether or not he or she has any economic interest in the shares. Unless otherwise indicated, the named beneficial owner has sole voting and investment power with respect to the shares. Also includes shares the holder has the right to acquire within sixty (60) days of May 16, 2018, and therefore amounts shown include options to acquire First Priority common stock that are exercisable on or before July 15, 2018. As of the date of this document, the number of shares represented by vested options which have been granted to all directors and named executive officers as a group totaled 81,892.
- (2) Includes a total of 1,000 options granted on December 11, 2008 to each non-employee director at an exercise price of \$10.25 per share, which vested in full four years from the date of grant and will terminate ten years from the date of grant.
- (3) Mr. Donato's beneficial ownership includes 82,671 shares of common stock owned jointly with his wife; 3,300 shares held in the name of his wife; and 19,203 shares of common stock owned by his adult children with respect to which Mr. Donato does not exercise voting or investment power.

Mr. Ehrlich's beneficial ownership includes 42,696 shares of common stock in the estate of his parents in which Mr. Ehrlich shares voting and investment power.

Ms. Messmer's beneficial ownership includes 5,000 shares of common stock held jointly with her husband.

Mr. Shaftel's beneficial ownership includes 64,105 shares of common stock owned by trusts in which Mr. Shaftel shares voting and investment power.

Mr. Small's beneficial ownership includes 1,800 shares of common stock held jointly with his wife.

Mr. Smith's beneficial ownership includes 5,000 shares of common stock held jointly with his wife.

Mr. Sparks' beneficial ownership includes 75,200 shares of common stock owned by his wife; 1,750 shares of common stock owned by his adult children with respect to which Mr. Sparks does not exercise voting and

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investment power; and 11,671 shares of common stock in a family trust which Mr. Sparks exercises shared voting and investment power with his wife and adult children.

Mr. Spinio's beneficial ownership includes 2,662 shares of common stock held in the name of his wife.

Mr. Wade's beneficial ownership includes 10,000 shares of common stock held jointly with his wife.

Mr. Wetty's beneficial ownership includes 123,642 shares of common stock owned jointly with his wife and 250 shares of common stock owned by his adult child with respect to which Mr. Wetty does not exercise voting or investment power.

- (4) The number of shares beneficially owned includes 31,892 options issued to Mr. Ehrlich as former CEO of ABI which became fully vested upon the change of control effective with the merger of ABI into First Priority and 42,696 shares of common stock held in the estate of his parents of which Mr. Ehrlich shares voting and investment power with his siblings.
- (5) Includes the following number of options which were granted May 6, 2011, at an exercise price of \$5.58 and are fully vested: Ms. Messmer 15,000 options; Mr. Shaftel 5,500 options; Mr. Small 5,500 options; Mr. Smith 2,000 options; Mr. Wetty 2,000 options; Mr. Spinio 1,000 options; and Mr. Wade 1,000 options.
- (6) Includes the following number of shares of restricted stock granted on July 1, 2015, pursuant to the Company's Stock Compensation Program: Mr. Sparks 12,500 shares; Mr. Ehrlich 2,600 shares; Mr. Donato 4,300 shares; Ms. Messmer 2,600 shares; and Mr. M. Myers 5,200 shares. The restricted shares vest on the earlier to occur of: four years of continued employment; the mutually agreed retirement of the executive after the age of 66; or a change in control of the Company. The individuals exercise voting power over the restricted shares, but do not have investment power until the restriction is removed.
- (7) Includes the following fully vested options granted to non-employee directors as compensation for their service on the board of directors and board committees on which they served for the year 2012 which were granted on May 4, 2012 at an exercise price of \$5.87 per share and will terminate ten years from the date of grant: Messrs. Shaftel, Small, Smith and Wetty 3,000 options each; Messrs. Spinio and Wade 1,000 options each.

**Compensation of David E. Sparks***Summary Compensation Table*

The following table sets forth certain information with respect to the compensation of David E. Sparks for the last three fiscal years.

	Year	Salary (\$)	Bonus <sup>(2)</sup> (\$)	Stock Awards <sup>(3)</sup> (\$)	Option Awards <sup>(3)</sup> (\$)	Non-Equity Non-qualified Incentive Deferred		All Other Compensation <sup>(4)</sup> (\$)	Total (\$)
						Compensation (\$)	Earnings (\$)		
David E. Sparks, Chairman, and Chief Executive Officer <sup>(1)</sup>	2017	\$ 297,885	\$ 19,691	\$ 28,773	\$ 15,177	None	\$	\$ 52,336	\$ 413,862
	2016	275,000		39,425	15,177	None		50,795	380,397
	2015	268,269	15,613	35,423	12,598	None		32,583	364,486

- (1) Mr. Sparks is also the Chairman of First Priority Bank.
- (2) The amounts reported represent specific performance awards approved by the compensation committee under the companywide incentive plan.
- (3) The amounts reported in this column reflect the expense, which is amortized through the vesting periods, for awards of restricted stock and stock options granted to Mr. Sparks.
- (4) (a) Includes for Mr. Sparks, a car allowance or car lease payments of \$8,149 for 2017, \$9,849 for 2016 and \$6,567 for 2015 for business use of his vehicle. (b) Includes the expense of a club membership used for business generation for Mr. Sparks in the amount of \$5,198 for 2017, \$1,250 for 2016 and 2015. (c) First Priority Bank's 401(k) matching contribution amount for Messrs. Sparks was \$7,506 in 2017; and \$7,298 in 2016; and \$7,413 in 2015. (d) First Priority reimburses Mr. Sparks a portion of the premium on a life insurance policy held by a life insurance trust of which his spouse is the trustee and beneficiary. The amount reimbursed in 2017 and 2016 was \$30,000 and in 2015 \$15,000.

Table of Contents**Outstanding Equity Awards at Fiscal Year End 2017**

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
<b>David E. Sparks</b>	25,000	0	0	\$ 5.58	5/6/21	12,500 <sup>(2)</sup>	\$ 61,875	0	0
	0	60,000 <sup>(1)</sup>	0	\$ 5.25	12/19/23			7,200 <sup>(3)</sup>	\$ 57,888
	0	40,000	0	\$ 5.94	7/1/25				

- (1) Options granted on December 19, 2013 as part of the restructured change in control arrangements. See Restructured Change in Control Arrangements below. Market value per share of the restricted stock is \$4.20 which is based on the tangible book value per share at September 30, 2013.
- (2) Restricted stock grants to senior executives on July 1, 2015 which vest upon the earlier of: four years of continued employment; the mutually agreed upon retirement of the executive after the age of 66; or a change in control of First Priority. Market value per share of \$4.95 is based on the market price per share of First Priority's common stock as of the close of business on July 1, 2015.
- (3) Distribution on May 1, 2017 as Incentive Compensation based on the First Priority's 2016 operating performance. Market value per share of \$8.04 is based on the market price per share of First Priority's common stock as of the close of business on May 1, 2017.

*Restructured Change in Control Arrangements*

During 2013, management and the board of directors of First Priority took a series of steps to reduce the potential liability underlying the change-in-control agreements which had been in place since First Priority's inception in 2005. These steps included a voluntary exchange of those contracts of all officers holding change-in-control contracts and stock options issued at previous dates for a new change-of-control severance plan and new stock options. The result of these steps significantly reduces the total amounts payable under such arrangements in the event of a change in control.

Accordingly, on December 19, 2013, the board of directors of First Priority approved restructured change in control arrangements to replace the previously executed change in control agreements between First Priority and its named

executive officers: David E. Sparks, Lawrence E. Donato, Mary Ann Messmer and Mark J. Myers, along with other participating senior management personnel.

In each case, the previously executed change in control agreement between the named executive officer and First Priority, which generally provided for 24 months of severance payments in the event of involuntary termination of employment or resignation for specified events of good reason following a change in control, was terminated with the consent of the executive officer. In lieu of the change in control agreements, each of the named executive officers instead participate in First Priority Bank's Severance Plan (the Severance Plan). Under the Severance Plan, which is a broad-based severance plan applicable to certain employees of First Priority and First Priority Bank, each executive will receive a severance benefit equal to continued base salary, as defined, for a period of twelve months (18 months in the case of Mr. M. Myers) in the event that the executive's employment is terminated within one year following a change in control as a result of a work force reduction or job elimination.

In connection with the termination of the previously executed change in control agreements and the adoption of the new Severance Plan, the named executive officers received a grant of stock options under First Priority's existing Stock Compensation Program. Such options, which vest only upon a change in control of First Priority, are exercisable for a period of ten years at an exercise price of \$5.25 in the following amounts: Mr. Sparks

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60,000 shares; Mr. Donato 45,000 shares; Ms. Messmer 45,000 shares; and Mr. M. Myers 40,000 shares. Such options were granted to replace previously granted options, in equal amounts for Messrs. Sparks, Donato and Ms. Messmer and 15,000 for Mr. M. Myers, which First Priority and each executive mutually agreed to terminate and which had exercise prices of either \$10.00 or \$10.25 per share.

***Transactions with Certain Related Persons***

Some of First Priority's directors and executive officers, members of their immediate families and the companies with which they are associated were First Priority customers and had banking transactions with First Priority in the ordinary course of business during 2017 and 2016. All loans and commitments to lend were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other non-affiliated customers. In First Priority's management's opinion, the loans and commitments did not involve more than a normal risk of collectability or present other unfavorable features.

***Management's Discussion and Analysis of Financial Condition and Results of Operations of First Priority March 31, 2018***

The following discussion summarizes First Priority's results of operations and highlights material changes for the three months ended March 31, 2018 and 2017, and its financial condition as of March 31, 2018 and December 31, 2017. This discussion is intended to provide additional information about the significant changes in the results of operations presented in the accompanying consolidated financial statements for First Priority and its wholly owned subsidiary, First Priority Bank. First Priority's consolidated financial condition and results of operations consist essentially of the Bank's financial condition and results of operations. Current performance does not guarantee, and may not be indicative of, similar performance in the future.

You should read this discussion and analysis in conjunction with the unaudited consolidated financial statements for the period ended March 31, 2018 included herein as well as with the audited consolidated financial statements and the accompanying footnotes for the year ended December 31, 2017, included in First Priority's Form 10-K filed with the Securities and Exchange Commission.

This discussion and analysis of financial condition and results of operations contains forward-looking statements that involve risks and uncertainties, such as First Priority's plans, objectives, expectations and intentions. Therefore, this analysis should be read in conjunction with the *Cautionary Statement Regarding Forward-Looking Statements* presented elsewhere in this document and the *Risk Factors* presented elsewhere in this document and the *Risk Factors* described in First Priority's Form 10-K for the period ended December 31, 2017.

**Overview**

The following table sets forth selected measures of First Priority's financial position or performance for the dates or periods indicated.

<i>Dollars in thousands</i>	As of and for the three months ended March 31,	
	2018	2017
Total revenue <sup>(1)</sup>	\$ 4,851	\$ 4,653



Net income	762	782
Total assets	614,634	602,597
Total loans receivable	518,252	487,781
Total deposits	511,986	467,971

(1) Total revenue equals net interest income plus non-interest income.

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Like most financial institutions, First Priority derives the majority of its income from interest it receives on its interest-earning assets, such as loans and investments. First Priority's primary source of funds for making these loans and investments is its deposits, on which it pays interest. Consequently, one of the key measures of First Priority's success is its amount of net interest income, or the difference between the income on its average interest-earning assets and the expense on its average interest-bearing liabilities, such as deposits and borrowings. Another key measure is the spread between the yield First Priority earns on these average interest-earning assets and the rate it pays on its average interest-bearing liabilities, which is called its net interest spread.

There are risks inherent in all loans, and First Priority maintains an allowance for loan losses to absorb probable losses on existing loans that may become uncollectible. This allowance is maintained by charging a provision for loan losses against operating earnings. A detailed discussion of this process, as well as several tables describing the allowance for loan losses is included herein.

In addition to earning interest on its loans and investments, First Priority earns income through other sources, such as fees and other charges to its banking customers and income from providing wealth management services, as well as net gains or losses realized from the sale of assets. The various components of non-interest income, as well as non-interest expense, are described in this section.

### ***Critical Accounting Policies, Judgments and Estimates***

First Priority has adopted various accounting policies that govern the application of accounting principles generally accepted in the United States of America and that are consistent with general practices within the banking industry in the preparation of its consolidated financial statements. First Priority's significant accounting policies are described in Note 1 of the Notes to Consolidated Financial Statements included in First Priority's Form 10-K as of December 31, 2017, filed with the Securities and Exchange Commission. In addition to the significant accounting policies described in Note 1 of First Priority's Form 10-K, First Priority adopted ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) as of January 1, 2018. See Note 10 Revenue Recognition in the Notes to Unaudited Consolidated Financial Statements.

Certain accounting policies involve significant judgments and assumptions by First Priority that have a material impact on the carrying value of certain assets and liabilities. First Priority considers these accounting policies to be critical accounting estimates. The judgment and assumptions used are based on historical experience and other factors, which First Priority believes to be reasonable under the circumstances and have been reasonably consistent with prior results. Because of the nature of the judgments and assumptions made, actual results could differ from these estimates, which could have a material impact on the carrying values of its assets and liabilities and its results of operations. Material estimates that are particularly susceptible to significant change in the near term relate to investment securities impairment evaluation, the determination of the allowance for loan losses, valuation of other real estate owned, impairment of goodwill, the valuation of deferred tax assets and accounting for stock-based compensation.

### ***Results of Operations***

#### ***Income Statement Review***

First Priority's results of operations are affected by five major elements: (1) net interest income, or the difference between interest income earned on loans and investments and interest expense accrued on deposits and borrowed funds; (2) the provision for loan losses, or the amount added to the allowance for loan losses to provide reserves for inherent losses on loans or actual losses; (3) non-interest income, consisting of income from wealth management services, fees and other charges to our banking customers, and net gains or losses realized from the sale of assets;

(4) non-interest expense, which consists primarily of salaries, employee benefits and other operating expenses; and  
(5) income taxes, including deferred taxes, when applicable. Each of these major elements is reviewed in more detail in the following discussion.

**Table of Contents***Results of Operations Comparative Summary*

Shown in the table below are the three months reported results of operations as well as the increase (decrease) for the respective periods.

	For the three months ended March 31,		Increase (decrease)	% Change
	2018	2017		
<i>(Dollars in thousands)</i>				
Net interest income	\$ 4,687	\$ 4,475	\$ 212	4.7%
Non-interest income	164	178	(14)	(7.9)%
<b>Total Revenue</b>	<b>4,851</b>	<b>4,653</b>	<b>198</b>	<b>4.3%</b>
Provision for loan losses	20	10	10	100.0%
Non-interest expenses	3,859	3,498	361	10.3%
Income before income tax expense	972	1,145	(173)	(15.1)%
Income tax expense	210	363	(153)	(42.1)%
Net Income	\$ 762	\$ 782	\$ (20)	(2.6)%
Preferred dividends, including net amortization	77	77		
Net Income to common shareholders	\$ 685	\$ 705	\$ (20)	(2.8)%
<b>Income per common share:</b>				
Basic	\$ 0.10	\$ 0.11	\$ (0.01)	(9.1)%
Diluted	\$ 0.10	\$ 0.11	\$ (0.01)	(9.1)%

*Summary*

First Priority's consolidated net income for the three months ended March 31, 2018 was \$762 thousand, or \$0.10 per basic and fully diluted common share, compared to the first quarter of 2017 net income of \$782 thousand, or \$0.11 per basic and fully diluted common share. Income to common shareholders, after preferred dividends, totaled \$685 thousand for the first three months of 2018, compared to \$705 thousand for the same period in 2017.

Income before income tax expense decreased \$173 thousand, or 15.1%, for the three months ended March 31, 2018, compared to the prior year. This decline resulted primarily from an increased level of expenses which included \$92 thousand of merger costs, \$74 thousand of additional expenses related to opening the Bank's new West Chester branch office in February 2018 and incremental staffing costs to enhance customer business development strategy.

*Net Interest Income*

First Priority's primary source of revenue is net interest income. Net interest income is determined by the average balances of interest-earning assets and interest-bearing liabilities and the interest rates earned and paid on these balances. The amount of net interest income recorded by First Priority is affected by the rate, mix and amount of

growth of interest-earning assets and interest-bearing liabilities, the amount of interest-earning assets as compared to the amount of interest-bearing liabilities, and by changes in interest rates earned and interest rates paid on these assets and liabilities.

The following table sets forth, for the three months ended March 31, 2018 and 2017, information related to First Priority's average balances, yields on average assets, and costs of average liabilities. Average balances are derived from the daily balances throughout the periods indicated and yields are derived by dividing income or expense by the average balance of the corresponding assets or liabilities. Average loans are stated net of deferred costs. The net dollar amounts and percentage changes of interest income and expense are presented for comparative purposes.

**Table of Contents***Analysis of Changes in Net Interest Income*

	For the Three Months Ended March 31,						Net Change in Interest Income / Expenses	
	2018			2017			\$ Change	% Change
	Average Balance	Interest Expense	Yield/Rate	Average Balance	Interest Expense	Yield/Rate	2018 vs. 2017	2018 vs. 2017
<i>(Dollars in thousands)</i>								
<b>Interest-earning assets:</b>								
Loans receivable	\$ 519,154	\$ 5,885	4.60%	\$ 487,127	\$ 5,293	4.41%	\$ 592	11.2%
Taxable investment securities	45,978	328	2.89%	39,185	268	2.77%	60	22.4%
Nontaxable investment securities	9,463	97	4.16%	13,439	137	4.14%	(40)	(29.2)%
Total investment securities	55,441	425	3.11%	52,624	405	3.12%	20	4.9%
Deposits with banks and other <sup>(1)</sup>	6,908	44	2.56%	7,764	42	2.19%	2	4.8%
Total interest earning assets	581,503	6,354	4.43%	547,515	5,740	4.25%	614	10.7%
Non-interest-earning assets <sup>(1)</sup>	15,249			17,927				
<b>TOTAL ASSETS</b>	<b>\$ 596,752</b>			<b>\$ 565,442</b>				
<b>Interest-bearing liabilities:</b>								
Demand, interest-bearing	\$ 29,305	\$ 26	0.37%	\$ 53,567	\$ 55	0.42%	\$ (29)	(52.7)%
Money market and savings	144,075	324	0.91%	114,782	166	0.59%	158	95.2%
Time deposits	258,650	983	1.54%	238,733	779	1.32%	204	26.2%
FHLB advances and other	38,881	161	1.68%	37,753	93	1.00%	68	73.1%
Subordinated debt	9,233	173	7.59%	9,209	172	7.59%	1	
Total interest-bearing liabilities	480,144	1,667	1.41%	454,044	1,265	1.13%	402	31.8%
<b>Non interest-bearing liabilities:</b>								
Demand, non interest-bearing deposits	63,151			60,768				
Other liabilities	2,466			2,031				
<b>Shareholders equity</b>	<b>50,991</b>			<b>48,599</b>				
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 596,752</b>			<b>\$ 565,442</b>				
Net interest income/rate spread		\$ 4,687	3.02%		\$ 4,475	3.12%	\$ 212	4.7%
Net interest margin			3.27%			3.31%		

- (1) Interest income includes dividends from restricted investments in bank stocks; the average balance of these restricted stocks are included in non-interest-earning assets.

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Net interest income can also be analyzed in terms of the impact of changing interest rates and changing volume as shown in the Changes in Net Interest Income table below which sets forth the effect which varying levels of average interest-earning assets, interest-bearing liabilities and the applicable yields and rates have had on changes in net interest income for the periods presented.

Changes in Net Interest Income For the Three Months Ended March 31, 2018 vs. 2017 Increase (Decrease) Due to Change In (Dollars in thousands)			
	Volume	Rate	Net Change
<b>Interest income:</b>			
Loans receivable	\$ 357	\$ 235	\$ 592
Taxable investment securities	49	11	60
Nontaxable investment securities	(41)	1	(40)
<b>Total investment securities</b>	<b>8</b>	<b>12</b>	<b>20</b>
Deposits with banks and other	(5)	7	2
<b>Total interest earning assets</b>	<b>360</b>	<b>254</b>	<b>614</b>
<b>Interest expense:</b>			
Demand, interest-bearing	(23)	(6)	(29)
Money market and savings	50	108	158
Time deposits	69	135	204
FHLB advances and other borrowings	4	64	68
Subordinated debt	1		1
<b>Total interest bearing liabilities</b>	<b>101</b>	<b>301</b>	<b>402</b>
<b>Change in net interest income</b>	<b>\$ 259</b>	<b>\$ (47)</b>	<b>\$ 212</b>

For the three months ended March 31, 2018, net interest income increased \$212 thousand, or 4.7%, to \$4.69 million compared to \$4.48 million for the same period in 2017. Net interest margin decreased 4 basis points, to 3.27% in the current quarter, compared to 3.31% for the three months ended March 31, 2017. At the same time, net interest spread decreased 10 basis points from 3.12% for the first quarter of 2017 to 3.02% for the same period in 2018. Overall, when comparing these periods, incremental growth of average balances (volume) accounted for an increase of \$259 thousand while the change in our relative rate structure resulted in a decline in net interest income of \$47 thousand.

Average interest-earning assets for the first quarter of 2018 increased \$34.0 million, or 6.21%, including an increase in average loans of \$32.0 million, or 6.6%, and an increase in average investment securities and average other interest-earning assets of \$2.0 million, or 3.2%, when compared to the prior year period. This overall increased volume of average earning assets provided an additional \$360 thousand in interest income, specifically \$357 thousand provided from incremental loan balances. The average yield on earning assets increased 18 basis points in the current period compared to the prior year three month period from 4.25% to 4.43%. The calculated change in interest income related to changing rates is impacted by both changes in comparable interest rates for each product and by the weighting of those changes in conjunction with relative product mix structure. This total increase of interest income



related to rates was \$254 thousand when comparing these periods, with the increase primarily related to loans as the corresponding average rate increased 19 basis points.

Average interest-bearing liabilities increased \$26.1 million, or 5.8%, in the first quarter of 2018 compared to the same period last year. During this time, overall average interest-bearing deposits increased \$24.9 million, or 6.1%, as average money market and savings deposits increased \$29.3 million and average time deposits increased \$19.9 million; partially offset by a decline of \$24.3 million in average interest-bearing demand deposits which was primarily related to withdrawals from four separate school district accounts at the end of their fiscal

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years in mid 2017. At the same time, average total borrowed funds, including subordinated debt and FHLB advances and other, increased \$1.2 million, or 2.5%, when comparing the first quarter of 2018 to 2017. The incremental growth of average interest-bearing liabilities resulted in an increase of interest expense of \$101 thousand. At the same time, the average rate on interest-bearing liabilities increased 28 basis points from 1.13% for the first quarter of 2017 to 1.41% in the current period, which along with the change in mix of balances accounted for an increase in interest expense of \$301 thousand.

*Provision for Loan Losses*

The allowance for loan losses is established through provisions for loan losses charged against operations. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance as recoveries.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management's periodic evaluation of the adequacy of the allowance is based on known or potential risks in the portfolio, adverse situations that may affect a borrower's ability to repay, the estimated value of any underlying collateral, the composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revisions as more information becomes available or economic conditions change.

At the end of each quarter or more often, if necessary, First Priority analyzes the collectability of its loans and accordingly adjusts the loan loss allowance to an appropriate level. The allowance for loan losses covers estimated credit losses on individually evaluated loans that are determined to be impaired, as well as estimated credit losses inherent in the remainder of the loan portfolio. For a description of the process for determining the adequacy of the allowance for loan losses, see the *Allowance for Loan Losses* section below.

The provision for loan losses was \$20 thousand and \$10 thousand for the three months ended March 31, 2018 and 2017, respectively. The ongoing level of provision is impacted by the adequacy of the allowance as described above, including an analysis of impaired and non-performing loans, as well as by the level of incremental loan volume and net charge-offs of loans. Total loans outstanding decreased slightly during both of the three months ended March 31, 2018 and 2017. Net loan charge-offs totaled \$20 thousand for the three months ended March 31, 2018 compared to \$8 thousand for the three months ended March 31, 2017, while period end asset quality ratios generally improved from a year ago.

*Non-Interest Income*

For the three months ended March 31, 2018, non-interest income totaled \$164 thousand, compared to \$178 thousand for the same period in 2017, respectively. As detailed in the table below, non-interest income is comprised of wealth management fees, which are principally non-recurring commissions and fees related to the sale of insurance products and annuities, service charges on deposit accounts, income resulting from the investment in bank owned life insurance, gains from the sale of investment securities, and other fees which the Bank collects from its banking customers. The most significant decline in non-interest income related to gains realized from the sale of investment securities, which was \$25 thousand for the three months ended March 31, 2017, compared to none recorded in the current period.

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Components of non-interest income are shown in the table below:

	For the Three Months Ended March 31,		Net Change	% Change
	2018	2017	2018 vs. 2017	2018 vs. 2017
<i>(Dollars in thousands)</i>				
<b>Non-Interest Income</b>				
Wealth management fee income	\$ 41	\$ 39	\$ 2	5.1%
Service charges on deposits	29	36	(7)	(19.4)
Other branch fees	45	50	(5)	(10.0)
Loan related fees	12	9	3	33.3
Gains on sales of investment securities		25	(25)	(100.0)
Bank owned life insurance income	16	18	(2)	(11.1)
Other	21	1	20	2,000.0
<b>Total Non-Interest Income</b>	<b>\$ 164</b>	<b>\$ 178</b>	<b>\$ (14)</b>	<b>(7.9)%</b>

*Non-Interest Expenses*

For the three months ended March 31, 2018, non-interest expenses were \$3.86 million, compared to \$3.50 million, respectively, in the same period in 2017, representing an increase of \$361 thousand, or 10.3%, respectively. The following table sets forth information related to the various components of non-interest expenses for each respective period.

	For the Three Months Ended March 31,		Net Change	% Change
	2018	2017	2018 vs. 2017	2018 vs. 2017
<i>(Dollars in thousands)</i>				
<b>Non-Interest Expenses</b>				
Salaries and employee benefits	\$ 2,215	\$ 2,026	\$ 189	9.3%
Occupancy and equipment	501	455	46	10.1
Data processing equipment and operations	258	228	30	13.2
Professional fees	211	172	39	22.7
Marketing, advertising and business development	58	40	18	45.0
FDIC insurance assessments	142	146	(4)	(2.7)
Pennsylvania bank shares tax expense	98	90	8	8.9
Other real estate owned costs	(45)	32	(77)	(240.6)
Merger related costs	92		92	100.0
Other	329	309	20	6.5
<b>Total Non-Interest Expenses</b>	<b>\$ 3,859</b>	<b>\$ 3,498</b>	<b>\$ 361</b>	<b>10.3%</b>

**Highlights of significant non-interest expenses items for the three-month period ended March 31, 2018 versus the comparable 2017 period include the following:**

Salaries and employee benefits increased \$189 thousand, or 9.3%, in the three months ended March 31, 2018 compared to the first quarter of 2017. This increase includes the addition of a Chief Banking Officer focused on developing and implementing an enhanced customer development growth strategy within our existing markets. Additionally, the current quarter included an increased level of stock based compensation costs partially offset by a lower level of incentive compensation expense accruals.

Occupancy and equipment costs increased \$46 thousand, or 10.1%, comparing the current quarter with the same period in 2017. The current year includes an incremental \$40 thousand related to the new branch opening in West Chester in February, 2018.

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Data processing fees increased \$30 thousand, or 13.2%, compared to the first quarter of 2017.

Professional fees increased \$39 thousand, or 22.7%, in the first quarter of 2018 compared to 2017, primarily related to consulting expenses.

Marketing, advertising and business development expenses increased \$18 thousand, or 45.0%, in the current quarter compared to last year, primarily related to marketing campaigns to introduce the new West Chester office to enhance brand awareness, product brochure enhancements and specific deposit product advertising.

FDIC insurance assessments and the Pennsylvania bank shares tax expenses are primarily influenced by the increased asset size and equity levels of the Bank.

Other real estate owned costs reflects a reduction of expenses during the quarter as costs totaling \$60 thousand were more than offset by gains of \$105 thousand resulting from the sale of two properties during the quarter. Other real estate costs for the three months ended March 31, 2017 totaled \$32 thousand.

Merger related costs incurred for the first quarter of 2018 were \$92 thousand, consisting primarily of legal related costs totaling \$79 thousand. There were no merger related costs in the prior year.

*Provision for Income Taxes*

Income tax expense recorded in the three months ended March 31, 2018 totaled \$210 thousand compared to \$363 thousand for the three months ended March 31, 2017. First Priority's effective tax rate for the three months ended March 31, 2018 was 21.6% compared to 31.7% for the three months in the prior year and reflects a reduction in First Priority's maximum corporate tax rate from 34% in 2017 to 21% in 2018, resulting from the enactment of the Tax Cut and Jobs Act in December 2017, which was partially offset by non-deductible merger expense of \$92 thousand.

First Priority's net operating loss ( NOL ) carryforwards totaled \$701 thousand as of March 31, 2018. First Priority acquired this remaining NOL for tax purposes related to the acquisition of Prestige Community Bank, which initially totaled \$2.0 million, which is subject to certain limitations and expires in 2028 if not fully utilized.

**Table of Contents****Financial Condition as of March 31, 2018 and December 31, 2017***Balance Sheet Review*

	March 31, 2018	December 31, 2017	Net Change 2018 vs. 2017	% Change 2018 vs. 2017
<i>(Dollars in thousands)</i>				
<b>Assets</b>				
Cash and cash equivalents	\$ 30,495	\$ 8,257	\$ 22,238	269.3%
Investment securities	54,346	71,038	(16,692)	-23.5%
Loans receivable	518,252	518,927	(675)	-0.1%
<b>Total earning assets</b>	<b>603,093</b>	<b>598,222</b>	<b>4,871</b>	<b>0.8%</b>
Allowance for loan losses	(3,405)	(3,405)		0.0%
Restricted investments in bank stocks	2,032	1,416	616	43.5%
Premises and equipment, net	2,025	1,607	418	26.0%
Bank owned life insurance	3,342	3,326	16	0.5%
Other real estate owned	440	550	(110)	-20.0%
Deferred income tax assets, net	937	923	14	1.5%
Goodwill and other identifiable intangibles	2,879	2,894	(15)	-0.5%
Other assets	3,291	4,409	(1,118)	-25.4%
<b>Total assets</b>	<b>\$ 614,634</b>	<b>\$ 609,942</b>	<b>\$ 4,692</b>	<b>0.8%</b>
<b>Liabilities</b>				
Deposits	\$ 511,986	\$ 523,150	\$ (11,164)	-2.1%
Borrowed funds	49,263	33,856	15,407	45.5%
Other liabilities	2,162	2,440	(278)	-11.4%
<b>Total liabilities</b>	<b>563,411</b>	<b>559,446</b>	<b>3,965</b>	<b>0.7%</b>
<b>Equity</b>				
<b>Total shareholders equity</b>	<b>51,223</b>	<b>50,496</b>	<b>727</b>	<b>1.4%</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 614,634</b>	<b>\$ 609,942</b>	<b>\$ 4,692</b>	<b>0.8%</b>

Total assets at March 31, 2018 were \$614.6 million, representing an increase of \$4.7 million, or 0.8%, when compared to total assets of \$609.9 million at December 31, 2017. Total assets at March 31, 2018 consisted primarily of earning assets totaling \$603.1 million, including loans outstanding of \$518.3 million, investment securities of \$54.3 million and cash and cash equivalents of \$30.5 million. At December 31, 2017, total assets consisted primarily of earning assets totaling \$598.2 million, including of loans outstanding of \$518.9 million, investment securities of \$71.0 million and cash and cash equivalents of \$8.3 million.

Deposits totaled \$512.0 million at March 31, 2018 compared to \$523.2 million at December 31, 2017, a decrease of \$11.2 million, or 2.1%. Borrowed funds, consisting primarily of advances from Federal Home Bank of Pittsburgh,

totaled \$49.3 million at March 31, 2018 compared to \$33.9 million at December 31, 2017, an increase of \$15.4 million, or 45.5%.

Shareholders' equity at March 31, 2018 was \$51.2 million, representing an increase of \$727 thousand from \$50.5 million at December 31, 2017, primarily due to earnings recorded during the related period.

*Investments*

First Priority's total investment portfolio was \$54.3 million at March 31, 2018, compared to \$71.0 million at December 31, 2017, a decline of \$16.7 million, or 23.5%. During the three months ended March 31, 2018, the

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First Priority had no purchases of additional investments and no investment sales. As of December 31, 2017, the investment portfolio included \$15 million of short-term investments, consisting of a Federal Home Loan Bank short term discount note, which was purchased related to year-end tax planning strategies and subsequently matured in January of 2018. Other investment portfolio activity resulted in a decline in balances of \$1.7 million.

As of March 31, 2018 and December 31, 2017, investments totaling \$35.8 million and \$52.4 million, respectively, were classified as available for sale while \$18.5 million and \$18.6 million, respectively, were classified as held to maturity. Total investments accounted for 8.8% and 11.6% of total assets at each respective date. Securities classified as available for sale are accounted for at fair value, with the difference between fair value and amortized cost reflected in other comprehensive income or loss. The Company had net unrealized losses on available for sale securities totaling \$573 thousand at March 31, 2018 compared to \$6 thousand at December 31, 2017. Available for sale securities are securities that management intends to hold for an indefinite period of time or securities that may be sold in response to changes in interest rates, prepayment expectations, capital management and liquidity needs.

The total investment portfolio at March 31, 2018 was comprised of federal agency securities (11%), federal agency mortgage backed securities and federal agency collateralized mortgage obligations (44%), obligations of states and political subdivisions (41%), and corporate and other debt securities (4%). All investment securities were either government guaranteed, issued by a government agency or investment grade. First Priority had no investment securities deemed to have other than temporary impairment ( OTTI ) at March 31, 2018 or December 31, 2017 and recorded no OTTI charges during either of the three months ended March 31, 2018 and 2017.

The following table sets forth information about the contractual maturities and weighted average yields of investment securities at March 31, 2018. Actual maturities may differ from contractual maturities due to scheduled principal payments and unscheduled prepayments of mortgage backed securities and, where applicable, the ability of an issuer to call a security prior to the contractual maturity date.

	Securities Available for Sale, at Fair Value As of March 31, 2018									
	Within 1 year		After one but within five years		After five but within ten years		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(Dollars in thousands)									
U.S. Government agency securities	\$ 3,995	1.22%	\$ 1,969	1.56%	\$		\$		\$ 5,964	1.33%
Obligations of states and political subdivisions							4,266	4.05%	4,266	4.05%
Federal agency mortgage backed securities			502	1.81%	8,666	2.04%	14,724	2.42%	23,892	2.27%
Federal agency collateralized mortgage obligations			99	1.46%					99	1.46%
Other debt securities					1,577	5.50%			1,577	5.50%



Total investments available for sale	\$ 3,995	1.22%	\$ 2,570	1.60%	\$ 10,243	2.57%	\$ 18,990	2.79%	\$ 35,798	2.47%
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	Securities Held to Maturity, at Amortized Cost As of March 31, 2018									
	Within 1 year		After one but within five years		After five but within ten years		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
(Dollars in thousands)										
Obligations of states and political subdivisions	\$ 97	5.80%	\$ 1,011	3.74%	\$ 2,365	4.65%	\$ 14,592	4.28%	\$ 18,065	4.31%
Other debt securities							483	4.37%	483	4.37%
<b>Total investments held to maturity</b>	<b>\$ 97</b>		<b>\$ 1,011</b>	<b>3.74%</b>	<b>\$ 2,365</b>	<b>4.65%</b>	<b>\$ 15,075</b>	<b>4.28%</b>	<b>\$ 18,548</b>	<b>4.28%</b>

The amortized cost and fair value of First Priority's investments, classified as available for sale or held to maturity, at March 31, 2018 and December 31, 2017 are shown in the following table:

	March 31, 2018		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(Dollars in thousands)				
<b>Available For Sale:</b>				
Obligations of U.S. government agencies and corporations	\$ 5,994	\$ 5,964	\$ 20,991	\$ 20,971
Obligations of states and political subdivisions	4,213	4,266	4,218	4,386
Federal agency mortgage-backed securities	24,563	23,892	25,524	25,289
Federal agency collateralized mortgage obligations	101	99	111	109
Other debt securities	1,500	1,577	1,500	1,583
Money market mutual fund			35	35
<b>Total investment securities available for sale</b>	<b>\$ 36,371</b>	<b>\$ 35,798</b>	<b>\$ 52,379</b>	<b>\$ 52,373</b>
<b>Held To Maturity:</b>				
Obligations of states and political subdivisions	\$ 18,065	\$ 18,704	\$ 18,183	\$ 19,132
Other debt securities	483	527	482	533
<b>Total held to maturity</b>	<b>\$ 18,548</b>	<b>\$ 19,231</b>	<b>\$ 18,665</b>	<b>\$ 19,665</b>

*Restricted investments in bank stocks*

Restricted investments in bank stocks represent the investment in the common stock of correspondent banks required in order to transact business with those banks. Investments in restricted stock are carried at cost.

At both March 31, 2018 and December 31, 2017, the Bank held \$110 thousand in common stock of Atlantic Community Bancshares, Inc. (parent company of Atlantic Community Bankers Bank), Camp Hill, Pennsylvania. Additionally, First Priority had investments in the common stock of the FHLB Bank of Pittsburgh totaling \$1.9 million and \$1.3 million as of March 31, 2018 and December 31, 2017, respectively.

*Loans*

First Priority's loan portfolio is the primary component of its assets. At March 31, 2018, total loans were \$518.3 million, representing a decrease of \$675 thousand, or 0.1%, from total loans outstanding of \$518.9 million at December 31, 2017. During the first three months of 2018, new organic loan production totaled approximately \$12 million while First Priority experienced approximately \$10 million in principal payments, unscheduled loan payoffs or net declines in usage related to lines of credit outstanding. Additionally, a net decline related to

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payments received on purchased real estate portfolios was \$1.8 million. The following table sets forth the classification of First Priority's loan portfolio at March 31, 2018 and December 31, 2017.

	March 31, 2018		December 31, 2017	
	Amount	Percent of total	Amount	Percent of total
<i>Dollars in thousands</i>				
Commercial & Industrial	\$ 87,375	17%	\$ 85,395	16%
Commercial Mortgage	235,392	46%	235,946	46%
Commercial Construction	33,517	6%	30,866	6%
<b>Total Commercial</b>	<b>356,284</b>	<b>69%</b>	<b>352,207</b>	<b>68%</b>
Residential Mortgage	132,092	25%	133,727	26%
Home Equity Lines	19,236	4%	19,295	4%
Other Consumer	10,823	2%	13,780	2%
<b>Total Consumer</b>	<b>30,059</b>	<b>6%</b>	<b>33,075</b>	<b>6%</b>
<b>Total Loans</b>	<b>518,435</b>	<b>100%</b>	<b>519,009</b>	<b>100%</b>
Net deferred loan costs or (fees)	(183)	0%	(82)	
<b>Total</b>	<b>\$ 518,252</b>	<b>100%</b>	<b>\$ 518,927</b>	<b>100%</b>

Commercial mortgage loans consist of loans originated for commercial purposes which are secured by nonfarm, nonresidential properties, multifamily residential properties, or 1-4 family residential properties. As of March 31, 2018, commercial mortgage loans totaled \$235.4 million, consisting of \$151.9 million of loans to finance commercial business properties, of which 62% are owner occupied, \$15.3 million to finance, and are secured by, multifamily properties, \$54.7 million secured by 1-4 family residential dwelling properties for business purposes, and \$13.5 million for other purposes. In addition, as of March 31, 2018, loans to lessors of non-residential buildings totaled \$85.6 million, which is included in commercial mortgage loans; of this amount, \$34.2 million, or 40%, of these loans are related to owner occupied buildings.

As of December 31, 2017, commercial mortgage loans totaled \$235.9 million, consisting of \$153.4 million of loans to finance commercial business properties, of which 64% are owner occupied, \$14.7 million to finance, and are secured by, multifamily properties, \$54.7 million secured by 1-4 family residential dwelling properties for business purposes, and \$13.1 million for other purposes. In addition, as of December 31, 2017, loans to lessors of non-residential buildings totaled \$87.7 million, which is included in commercial mortgage loans; of this amount, \$35.9 million, or 41%, of these loans are related to owner occupied buildings.

The payment experience of certain non-owner occupied commercial mortgage loans may be dependent upon the successful operation of the real estate project. These risks can be significantly affected by supply and demand conditions in the market for office and retail space and for apartments and, as such, may be subject to a greater extent to adverse conditions in the economy. In dealing with these risk factors, First Priority generally limits itself to a real estate market or to borrowers with which First Priority has experience. First Priority generally concentrates on originating commercial real estate loans secured by properties located within its market area, and many of First

Priority's commercial real estate loans are secured by owner-occupied property with personal guarantees of the debt.

Regulatory guidelines for total construction, land development and other land loans are 100% of total risk-based capital and further guidance whereby total construction, land development and other land loans combined with real estate loans secured by multifamily or nonresidential properties and loans to finance commercial real estate or construction loans (not secured by real estate) are set at 300% of total risk-based capital. First Priority Bank monitors these two ratios, which as of March 31, 2018, totaled 78% and 214% of total risk-based capital, respectively, both well within the regulatory suggested guidance.

**Table of Contents***Credit Quality*

First Priority Bank's written lending policies require specified underwriting, loan documentation and credit analysis standards to be met prior to funding, with additional credit department approval for the majority of new loan balances. The Loan Committee is comprised of senior members of management who oversee the loan approval process to monitor that proper standards are maintained.

The following table summarizes non-performing assets and performing troubled debt restructurings at the dates indicated.

	March 30, 2018	December 31, 2017
	<i>(Dollars in thousands)</i>	
Loans past due 90 days or more and still accruing interest	\$	\$ 263
Non-accrual loans	599	638
<b>Total non-performing loans<sup>(1)</sup></b>	<b>599</b>	<b>901</b>
Other real estate owned	440	550
<b>Total non-performing assets<sup>(2)</sup></b>	<b>1,039</b>	<b>1,451</b>
Performing troubled debt restructurings <sup>(3)</sup>	918	930
<b>Total non-performing assets and performing troubled debt restructurings</b>	<b>\$ 1,957</b>	<b>\$ 2,381</b>
Non-performing loans as a percentage of total loans	0.12%	0.17%
Non-performing assets as a percentage of total assets	0.17%	0.24%
Non-performing assets and performing troubled debt restructurings as a percentage of total assets	0.32%	0.39%
Ratio of allowance to non-performing loans at end of period	568%	378%
Ratio of allowance to non-performing assets at end of period	327%	235%
Allowance for loan losses as a percentage of total loans	0.66%	0.66%

(1) Non-performing loans are comprised of (i) loans that have a non-accrual status; (ii) accruing loans that are 90 days or more past due; and (iii) non-performing troubled debt restructured loans.

(2) Non-performing assets are comprised of non-performing loans, other real estate owned (assets acquired in foreclosure) and repossessed assets.

(3) Performing troubled debt restructurings are accruing loans that have been restructured in troubled debt restructurings and are in compliance with their modified terms.

Total non-performing loans were \$599 thousand at March 31, 2018, and \$901 thousand at December 31, 2017. During the quarter, a commercial loan which was ninety plus days past due and still accruing interest pending asset sale as of December 31, 2017, totaling \$263 thousand, was paid off in January based on completion of the sale of the property with no losses incurred. Additionally, a charge-off was recorded on a non-accrual loan of \$37 thousand related to a non-performing commercial loan secured by residential real estate. Total non-performing loans as a percentage of total

loans was 0.12% as of March 31, 2018 compared to 0.17% at December 31, 2017.

Other real estate owned totaled \$440 thousand at March 31, 2018 compared to \$550 thousand at December 31, 2017. This decline was primarily related to the liquidation of two properties during this three month period. As of March 31, 2018 and December 31, 2017 there were no repossessed assets. Non-performing assets totaled \$1.0 million, or 0.17% of total assets, as of March 31, 2018, compared to \$1.5 million, or 0.24% of total assets, as of December 31, 2017.

While not considered non-performing, First Priority's performing troubled debt restructurings are closely monitored as they consist of loans that have been modified where the borrower is experiencing financial

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difficulty. Troubled debt restructurings may be deemed to have a higher risk of loss than loans which have not been restructured. At March 31, 2018 and December 31, 2017, First Priority had performing troubled debt restructurings totaling \$918 and \$930 thousand, respectively, as of each respective date.

First Priority Bank's management continues to monitor and explore potential options and remedial actions to recover the Bank's investment in non-performing loans. According to its policy, First Priority Bank is required to maintain a specific reserve for impaired loans. See the *Allowance for Loan Losses* section below for further information.

First Priority Bank's total delinquency amount is comprised of loans past due 30 to 89 days and still accruing plus the balance of nonperforming loans. As of March 31, 2018 and December 31, 2017, loans past due 30 to 89 days and still accruing totaled \$956 thousand and \$2.95 million, respectively, which when added to the non-performing loans for each period, resulted in a total delinquency ratio of 0.30% and 0.74%, respectively, of total loans outstanding.

***Allowance for Loan Losses***

The allowance for loan losses represents an amount that First Priority believes will be adequate to absorb estimated credit losses on loans that may become impaired. While First Priority applies the methodology discussed below in connection with the establishment of the allowance for loan losses, the allowance is subject to critical judgments on the part of management. Risks within the loan portfolio are analyzed on a continuous basis by the management, periodically analyzed by an external independent loan review function, and are also reviewed by the audit committee. A risk system, consisting of multiple grading categories, is utilized as an analytical tool to assess risk and appropriate allowances. In addition to the risk system, management further evaluates the risk characteristics of the loan portfolio under current and anticipated economic conditions and considers such factors as the financial condition of the borrower, past and expected loss experience, and other factors which management believes deserve recognition in establishing an appropriate allowance. These estimates are reviewed at least quarterly, and, as adjustments become necessary, they are realized in the periods in which they become known.

First Priority uses a quantitative and qualitative method to allocate its allowance to the various loan categories. An unallocated component, which is maintained to cover uncertainties that could affect management's estimate of probable losses, reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. Additions to the allowance are made by provisions charged to expense, and the allowance is reduced by net charge-offs, which are loans judged to be uncollectible, less any recoveries on loans previously charged off. Although management attempts to maintain the allowance at an adequate level, future additions to the allowance may be required due to the growth of the loan portfolio, changes in asset quality, changes in market conditions and other factors. Additionally, various bank regulatory agencies periodically review the allowance for loan losses. These agencies may require additional provisions based upon their judgment about information available to them at the time of their examination. Although management uses what it believes to be the best information available, the level of the allowance for loan losses remains an estimate which is subject to significant judgment and short term change.



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The following table sets forth a summary of the changes in the allowance for loan losses for the periods indicated:

	For the Three Months Ended March 31,	
	2018	2017
	<i>(Dollars in thousands)</i>	
Balance at the beginning of period	\$ 3,405	\$ 3,330
Charge-offs:		
Commercial and Industrial	47	
Other consumer loans		24
Total loans charged off	47	24
Recoveries:		
Commercial and Industrial	1	
Residential Mortgage Loans	25	
Other consumer	1	16
Total recoveries	27	16
Net loans charged off	20	8
Provision charged to operations	20	10
Balance at end of period	\$ 3,405	\$ 3,332
Average loans <sup>(1)</sup>	\$ 519,154	\$ 487,127
Ratio of net charge-offs (recoveries) during period to average loans outstanding during period (annualized) <sup>(1)</sup>	0.02%	0.01%
Allowance for loan losses as a percentage of total loans	0.66%	0.68%

(1) Includes non-accrual loans

The following table sets forth the allocation of the allowance for loan losses by loan category. The specific allocations in any particular category may be reallocated in the future to reflect the then current conditions. Accordingly, management considers the entire allowance to be available to absorb losses in any category.

	March 31, 2018		December 31, 2017	
	Amount	Percent of total loans <sup>(1)</sup>	Amount	Percent of total loans <sup>(1)</sup>

*(In thousands except percentage data)*

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Commercial and Industrial	\$ 649	17%	\$ 666	18%
Commercial Mortgage	1,098	46%	1,078	46%
Commercial Construction	156	6%	147	5%
Residential Mortgage Loans	617	25%	624	23%
Home Equity Lines of Credit	133	4%	103	5%
Other Consumer Loans	64	2%	74	3%
<b>Total Allocated</b>	<b>2,717</b>	<b>100%</b>	<b>2,692</b>	<b>100%</b>
Unallocated	688		713	
<b>Total Allowance for loan losses</b>	<b>\$ 3,405</b>		<b>\$ 3,405</b>	

(1) Represents loans outstanding in each category, as of the date shown, as a percentage of total loans outstanding.

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A specific allocation of the allowance for loan losses is established for loans that are classified as impaired or are performing troubled debt restructurings when the discounted cash flows or related collateral value of each loan is lower than the carrying value of that loan. A specific allocation of \$140 thousand has been provided on impaired loans of \$1.5 million at March 31, 2018 compared to a specific allocation of \$182 thousand related to \$1.6 million of impaired loans at December 31, 2017.

The general allocation component of the allowance for loan losses relates to reserves established for pools of homogenous loans which includes both a qualitative and quantitative analysis. The qualitative analysis utilizes a risk matrix that incorporates qualitative and environmental factors such as: loan volume, management, loan review process, internal policies and procedures, economic environment, credit concentrations, credit quality trends, and regulatory and other external factors. These factors are each risk rated using five levels from weak to strong which could create a total qualitative adjustment factor of up to 65 basis points of gross loans, depending on individual ratings applied by management based on the assessment of the portfolio. The quantitative analysis uses a historical four year rolling average loan loss experience factor which management believes is a sufficient period to properly represent swings resulting from changing economic cycles, and therefore, reflects an appropriate period of loss history for calculating the general reserve in the current environment. The cumulative results from the qualitative and quantitative analysis of the loan portfolio resulted in a general allocation portion of the allowance for loan losses totaling \$2.6 million and \$2.5 million as of March 31, 2018 and December 31, 2017, respectively.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable loss. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. The unallocated component remained relatively flat when comparing the nine months ended March 31, 2018 to the year ended December 31, 2017.

These allocations could change based on general economic or environmental factors or due to a specific credit situation which could develop within the loan portfolio. However, based on all relevant information currently available as of March 31, 2018, management believes that the allowance for loan losses of \$3.4 million is adequate as of that date and the allocations described above are appropriate.

*Loan Concentrations*

First Priority's loans consist of credits to borrowers spread over a broad range of industrial classifications. The largest concentrations of loans are to lessors of nonresidential buildings and lessors of residential buildings and dwellings. As of March 31, 2018, these loans totaled \$85.6 million and \$59.9 million, respectively, or 16.5% and 11.5%, respectively, of the total loans outstanding. As of December 31, 2017, these same classifications of loans totaled \$87.7 million and \$60.4 million, respectively, or 16.9% and 11.6%, respectively, of the total loans outstanding. These credits were subject to normal underwriting standards and did not present more than the normal amount of risk assumed by First Priority's other lending activities. Management believes this concentration does not pose abnormal risk when compared to the risk it assumes in other types of lending. The Company has no other concentration of loans which exceeds 10% of total loans.

*Deposits*

Deposits represent the primary source of funding for earning assets. Deposits totaled \$512.0 million at March 31, 2018 compared to \$523.2 million at December 31, 2017, representing a decrease of \$11.2 million, or 2.1%. During the three months ended March 31, 2018, non-interest bearing deposits increased \$3.8 million, or 5.8%, primarily from the Bank's continued focus on cash management. During this same period, interest bearing deposits decreased \$15.0

million, or 3.3%, primarily related to a decrease in total time deposits of \$14.4 million, or 5.1%, as brokered time deposits declined \$7.9 million and all other time deposits decreased \$6.5 million. Additionally, interest-bearing checking accounts increased \$415 thousand, or 1.4%, while money market and savings accounts decreased \$956 thousand, or 0.7%.

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First Priority attracts deposits by offering competitive products and interest rates on a broad spectrum of deposit products to customers in its local marketplace, generally through its retail branch system, and also through its internet banking platform. First Priority Bank supplements deposits raised locally with the issuance of brokered deposits when cost effective relative to local market pricing. At March 31, 2018 and December 31, 2017, brokered deposits totaled \$112.3 million and \$120.2 million, respectively, which are included in time deposits. The guidelines governing First Priority Bank's participation in the brokered CD market are included in First Priority Bank's Asset Liability Management Policy, which is reviewed, revised and approved annually by the asset liability management committee and the board of directors. The FDIC places restrictions on a depository institution's use of brokered deposits based on the bank's capital classification. A well-capitalized institution may accept brokered deposits without FDIC restrictions. An adequately capitalized institution must obtain a waiver from the FDIC in order to accept brokered deposits, while an undercapitalized institution is prohibited by the FDIC from accepting brokered deposits. First Priority Bank is classified as well-capitalized under the prompt corrective action provisions (see Regulatory Matters of the Notes to Unaudited Consolidated Financial Statements) and, therefore, may accept brokered deposits without FDIC restrictions.

The following table sets forth the average balance of deposits and the average rates paid on deposits for the periods presented.

	For the Three Months Ended March 31,			
	2018		2017	
	Average Balance	Rate	Average Balance	Rate
	<i>(Dollars in thousands)</i>			
Demand, non-interest bearing	\$ 63,151		\$ 60,768	
Demand, interest-bearing	29,305	0.37%	53,567	0.42%
Money market and savings deposits	144,075	0.91%	114,782	0.59%
Time deposits	258,650	1.54%	238,733	1.32%
<b>Total interest-bearing deposits</b>	<b>432,030</b>	<b>1.25%</b>	<b>407,082</b>	<b>1.00%</b>
Total deposits	\$ 495,181		\$ 467,850	

*Short-Term Borrowed Funds*

At March 31, 2018, First Priority had short-term borrowings totaling \$31.0 million, compared to \$15.6 million at December 31, 2017, an increase of \$15.4 million, or 98.6%, between the periods. Short-term borrowings consist of advances from the FHLB with an original maturity of one year or less as of issuance date and provide a short-term funding source related to all other balance sheet changes. Advances from the FHLB at March 31, 2018 are collateralized by an investment in the common stock of the FHLB, by a specific pledge of First Priority Bank's investment assets and by a blanket lien on qualifying mortgages within the Bank's loan portfolio.

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The following table outlines First Priority's various sources of short-term borrowed funds at or for each of the three months ended March 31, 2018 and 2017. The maximum balance represents the highest indebtedness for each category of short-term borrowed funds at any month-end during each of the periods shown.

	For the Three Months Ended March 31,	
	2018	2017
	<i>(Dollars in thousands)</i>	
<b>Federal funds purchased:</b>		
Balance at period end	\$	\$
Weighted average rate at period end		
Maximum month-end balance	\$	\$
Average daily balance during the period	\$ 5	\$
Weighted average rate during the period	1.77%	0.00%
<b>FHLB short-term borrowings:</b>		
Balance at period end	\$ 31,025	\$ 62,364
Weighted average rate at period end	1.87%	0.99%
Maximum month-end balance	\$ 36,625	\$ 62,364
Average daily balance during the period	\$ 29,876	\$ 25,753
Weighted average rate during the period	1.70%	0.91%

*Long-Term Debt*

Long-term debt totaled \$9.0 million at both March 31, 2018 and December 31, 2017. These borrowings consisted of advances from the FHLB with an original maturity in excess of one year and carry a weighted average interest rate of 1.58% as of both March 31, 2018 and December 31, 2017, and an average remaining life of 1.5 years and 1.7 years, respectively. Advances from the FHLB are collateralized by an investment in the common stock of the FHLB, by a specific pledge of the Bank's investment assets and by a blanket lien on qualifying mortgages within First Priority Bank's loan portfolio. Balances of FHLB long-term debt averaged \$9.0 million and \$12.0 million during the three months ended March 31, 2018 and 2017, respectively, with an average rate of 1.60% and 1.19% for each of these respective periods. The maximum month-end balance of these borrowings was \$9.0 million and \$12.0 million for the three month periods of 2018 and 2017, respectively.

*Subordinated Debt*

On November 13, 2015, First Priority Bank entered into Subordinated Note Purchase Agreements with five accredited investors under which First Priority Bank issued subordinated notes (the "Notes") totaling \$9.5 million, resulting in net proceeds of approximately \$9.2 million after issuance costs. The Notes have a maturity date of November 30, 2025, and bear interest at a fixed rate of 7.00% per annum. The Notes are non-callable for an initial period of five years and include provisions for redemption pricing between 101.5% and 100.5% of the liquidation value, if called after five years but prior to the maturity date.

*Capital Resources*

Shareholders' equity at March 31, 2018 was \$51.2 million, representing an increase of \$727 thousand from \$50.5 million at December 31, 2017. Increases in equity related to net income of \$762 thousand, stock based compensation costs of \$135 thousand, exercise of common stock options of \$357 thousand and a negative impact

from market volatility related to the investment securities portfolio resulting in a net change in net unrealized gains (losses) totaling \$450 thousand, and a decrease from preferred dividends paid of \$77 thousand.

First Priority Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet the minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on First

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Priority Bank's financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, First Priority Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. First Priority Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors.

First Priority Bank exceeds the minimum capital requirements established by regulatory agencies. Under the capital adequacy guidelines, capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common shareholders' equity and qualifying preferred stock, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets plus trust preferred securities up to 25% of Tier 1 capital, with the excess being treated as Tier 2 capital. Tier 2 capital also consists of the allowance for loan losses, subject to certain limitations, and qualifying subordinated debt. In determining the amount of risk-weighted assets, all assets, including certain off balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed inherent in the type of asset.

Quantitative measures established by regulation to ensure capital adequacy require First Priority Bank to maintain minimum amounts and ratios of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets and of Tier 1 capital to average assets, known as the Tier 1 leverage ratio. The following table sets forth the capital ratios for both First Priority and First Priority Bank at March 31, 2018 and December 31, 2017. First Priority currently meets the definition of a small bank holding company under the FRB's regulations, and thus is not subject to any capital requirements; however, First Priority meets the holding company regulatory requirements for well-capitalized for each stated period. First Priority Bank was considered well-capitalized and met or exceeded its applicable regulatory requirements for both periods.

	First Priority Financial Corp.		First Priority Bank				
	As of March 31, 2018	As of December 31, 2017	For Capital Adequacy Purposes	For Capital Adequacy Buffer (2018)	To Be Considered Well- Capitalized	As of March 31, 2018	As of December 31, 2017
Total risk-based capital	12.61%	12.19%	8.00%	9.875%	10.00%	12.49%	12.15%
Tier 1 risk-based capital	10.00%	9.62%	6.00%	7.875%	8.00%	9.88%	9.58%
Tier 1 common equity capital	9.30%	8.93%	4.50%	6.375%	6.50%	9.88%	9.58%
Tier 1 leverage capital	8.19%	8.10%	4.00%	N/A	5.00%	8.09%	8.08%

The capital ratios above reflect the new capital requirements under Basel III. As of March 31, 2018, First Priority Bank and the Company were in compliance with the new requirements. See Note 8 Regulatory Matters for additional discussion regarding regulatory capital requirements.

**Return on Average Equity and Assets**

The following table shows the return on average assets (net income divided by total average assets), return on equity (net income divided by average equity), and the equity to assets ratio (average equity divided by total average assets) for the three months ended March 31, 2018 and 2017.



	At or for the Three Months Ended March 31,	
	2018	2017
Return on average assets	0.52%	0.56%
Return on average equity	6.06%	6.53%
Average equity to average assets ratio	8.54%	8.59%

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Through the operations of the First Priority, First Priority has made contractual commitments to extend credit, in the ordinary course of its business activities, to meet the financing needs of customers. Such commitments involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amount recognized on the balance sheets. These commitments are legally binding agreements to lend money at predetermined interest rates for a specified period of time and generally have fixed expiration dates or other termination clauses. The same credit and collateral policies are used in making these commitments as for on-balance sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis and collateral is obtained, if necessary, based on the credit evaluation of the borrower. The amount of collateral obtained, if deemed necessary by First Priority Bank upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include personal or commercial real estate, accounts receivable, inventory and equipment.

At March 31, 2018 and December 31, 2017, outstanding commitments to extend credit consisting of total unfunded commitments under lines of credit were \$113.8 million and \$115.2 million, respectively. In addition, as of each of these dates, First Priority maintained \$1.8 million and \$2.3 million of performance standby letters of credit outstanding, respectively, and \$1.7 million of financial standby letters of credit outstanding as of each respective date, on behalf of its customers.

As of March 31, 2018 and December 31, 2017 First Priority did not have any deposit letters of credit outstanding.

First Priority is not involved in any other off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments that could significantly impact earnings. First Priority believes that it has adequate sources of liquidity to fund commitments that may be drawn upon by borrowers.

***Liquidity***

The objective of liquidity management is to assure that sufficient sources of funds are available, as needed and at a reasonable cost, to meet the ongoing and unexpected operational cash needs and commitments of First Priority and to take advantage of income producing opportunities as they arise. Sufficient liquidity must be available to meet the cash requirements of depositors wanting to withdraw funds and of borrowers wanting their credit needs met. Additionally, liquidity is needed to insure that First Priority has the ability to act at those times when profitable new lending and investment opportunities arise. While the desired level of liquidity may vary depending upon a variety of factors, it is a primary goal of First Priority to maintain adequate liquidity in all economic environments through active balance sheet management.

Liquidity management is the ongoing process of monitoring and managing First Priority's sources and uses of funds. The primary sources of funds are deposits, scheduled amortization of loans outstanding, maturities and cash flow generated from the investment portfolio and funds provided by operations. Scheduled loan payments and investment maturities are relatively predictable sources of funds; however, deposit flows and loan prepayments are far less predictable and are influenced by the level of interest rates, economic conditions, local competition and customer preferences. Liquidity is also provided by unused lines of credit with correspondent banks and First Priority's borrowing capacity at the FHLB. First Priority measures and monitors its liquidity position on an ongoing basis in

order to better understand, predict and respond to balance sheet trends, unused borrowing capacity and liquidity needs. The liquidity position is managed on a daily basis as part of the daily settlement function and on an ongoing basis through the asset liability management function.

The key elements of First Priority's liquidity planning process involve a primary focus on the development of a stable, core funding base; utilization of wholesale funding sources to supplement core funding; maintenance of

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an appropriate level of asset liquidity; management of the maturity structure of funding sources and of funding concentrations; and maintenance of borrowing facilities.

Wholesale funding sources utilized by First Priority Bank include brokered certificates of deposits, secured advances from the FHLB, federal funds purchased and other secured borrowing facilities. At March 31, 2018, wholesale funding sources totaled \$152.3 million and were comprised of \$112.3 million of brokered certificates of deposit and \$40.0 million of FHLB advances. At December 31, 2017, wholesale funding sources totaled \$144.8 million and were comprised of \$120.2 million of brokered certificates of deposit and \$24.6 million of FHLB advances. Wholesale funding is generally used in managing the daily liquidity needs and when it is the most cost effective funding source available to First Priority. Management continually evaluates all available funding sources for cost and availability.

An integral part of First Priority Bank's balance sheet management strategy is to establish and maintain borrowing facilities with correspondent banks for access to funding. Off-balance sheet borrowing capacity provides the immediate availability of funds to meet short-term financing needs without requiring First Priority Bank to maintain excess liquidity in its investment portfolio, which may have a negative impact on earnings. In today's environment of historically low interest rates, it also provides effective longer term funding, in terms of the cost and structure. Long term borrowings from the FHLB cannot be called prior to maturity, which provides much greater protection against a rise in interest rates when compared to retail deposits, which can be redeemed early by the depositor at lower than market rate penalties.

As of March 31, 2018 and December 31, 2017, First Priority Bank had a borrowing facility with a correspondent bank totaling \$10 million, available for short-term limited purpose usage, of which \$2 million is available unsecured. The remaining \$8 million is a secured line of credit.

At March 31, 2018 and December 31, 2017, First Priority Bank had a total borrowing capacity with the FHLB of \$236 million and \$221 million, respectively, with advances and letters of credit outstanding of \$40.0 million and \$24.6 million, respectively. Short-term liquid assets at March 31, 2018 and December 31, 2017 totaled \$26.0 million and \$17.7 million, respectively, and were comprised of \$25.0 million and \$2.7 million, respectively, of interest bearing deposits held at correspondent banks and, \$1.0 million and \$15.0 million, respectively, of investment securities due within 30 days.

***Interest Rate Sensitivity***

It is the responsibility of the board of directors and senior management to understand and control the interest rate risk exposures assumed by First Priority. The board has delegated authority to the asset liability management committee (ALCO) for the development of ALCO policies and for the management of the asset liability management function. The ALCO committee is comprised of senior management representing all primary functions of First Priority and meets monthly. ALCO has the responsibility for maintaining a level of interest rate risk exposures within board of director approved limits.

The primary objective of asset liability management is to optimize net interest income over time while maintaining a balance sheet mix that is prudent with respect to liquidity, capital adequacy and interest rate risk. The absolute level and volatility of interest rates can have a significant impact on the profitability of First Priority. Interest rate risk management is the process of identifying and controlling the potential adverse impact of interest rates movements on First Priority's net interest income and on the fair value of its assets and liabilities.

One tool used to monitor interest rate risk is the measurement of its interest sensitivity gap, which is the positive or negative dollar difference between interest-earning assets and interest-bearing liabilities that are subject to interest rate

repricing within a given period of time. Interest rate sensitivity can be managed by changing the mix, pricing and repricing characteristics of First Priority s assets and liabilities, through

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management of its investment portfolio, loan and deposit product offerings, and through wholesale funding. Managing the amount of assets and liabilities repricing in the same time interval helps to hedge interest rate risk and minimize the impact on net interest income of rising or falling interest rates. First Priority generally would benefit from increasing market rates of interest when it has an asset-sensitive gap position and generally would benefit from decreasing market rates of interest when First Priority is liability-sensitive.

At March 31, 2018, First Priority was marginally liability sensitive at the one-year gap position, as it has more liabilities subject to repricing in the subsequent twelve month period than assets. It must be noted, however, that the gap analysis is not a precise indicator of First Priority's exposure to changing interest rates. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. Furthermore, the results are influenced by management assumptions concerning the repricing characteristics of deposit products with no contractual maturities, the timing of the repricing of variable rate loans with interest rates currently fixed at interest rate floors, and prepayment speeds of loans and investments subject to prepayment prior to maturity. Additionally, net interest income performance may be impacted by other significant factors in a given interest rate environment, including changes in the volume and mix of interest-earning assets and interest-bearing liabilities.

***Management's Discussion and Analysis of Financial Condition and Results of Operations of First Priority  
December 31, 2017***

The following discussion summarizes First Priority's results of operations for the years ended December 31, 2017 and 2016, and its financial condition as of December 31, 2017 and 2016 and highlights material changes. This discussion is intended to provide additional information about the significant changes in the results of operations presented in the accompanying consolidated financial statements, contained in this document, for First Priority and its wholly owned subsidiary, First Priority Bank. First Priority's consolidated financial condition and results of operations consist essentially of the Bank's financial condition and results of operations. Current performance does not guarantee, and may not be indicative of, similar performance in the future. This discussion and analysis of financial condition and results of operations contains forward-looking statements that involve risks and uncertainties, such as First Priority's plans, objectives, expectations and intentions.

Readers should note that many factors, some of which are discussed elsewhere in this report, could affect the future financial results of First Priority and could cause those results to differ materially from those expressed or implied in the forward-looking statements contained in this document.

**Overview**

The following table sets forth selected measures of First Priority's financial position or performance for the dates or periods indicated (dollars in thousands).

	As of December 31, and for the year ended December 31,				
	2017	2016	2015	2014	2013
Total revenue <sup>(1)</sup>	\$ 19,245	\$ 18,261	\$ 17,340	\$ 16,782	\$ 15,239
Net income <sup>(2)</sup>	2,458	2,300	2,112	6,925	196
Total assets	609,942	597,795	546,540	492,311	446,088
Total loans receivable	518,927	488,243	409,153	375,222	335,737
Total deposits	523,150	467,688	408,687	378,209	357,420

- (1) Total revenue equals net interest income plus non-interest income.
- (2) Net income in 2017 includes a non-recurring charge of \$571 thousand to income tax expense to reduce the value of First Priority's net deferred tax asset as a result of the Tax Cuts and Jobs Act, enacted on December 22, 2017, which lowered First Priority's future maximum corporate tax rate from 34 percent to

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21 percent. Net income in 2014 includes an income tax benefit of \$4.50 million which resulted from the reversal of the valuation allowance on First Priority's net deferred tax assets.

Like most financial institutions, First Priority derives the majority of its income from interest it receives on its interest-earning assets, such as loans and investments. First Priority's primary source of funds for making these loans and investments is its deposits, on which it pays interest. Consequently, one of the key measures of First Priority's success is its amount of net interest income, or the difference between the income on its average interest-earning assets and the expense on its average interest-bearing liabilities, such as deposits and borrowings. Another key measure is the spread between the yield First Priority earns on these average interest-earning assets and the rate it pays on its average interest-bearing liabilities, which is called its net interest spread.

There are risks inherent in all loans, and First Priority maintains an allowance for loan losses to absorb probable losses on existing loans that may become uncollectible. This allowance is maintained by charging a provision for loan losses against operating earnings. A detailed discussion of this process, as well as several tables describing the allowance for loan losses is included herein.

In addition to earning interest on its loans and investments, First Priority earns income through other sources, such as fees and other charges to its banking customers and income from providing wealth management services, as well as net gains or losses realized from the sale of assets. The various components of non-interest income, as well as non-interest expense, are described in this section.

***Critical Accounting Policies, Judgments and Estimates***

First Priority has adopted various accounting policies that govern the application of accounting principles generally accepted in the United States of America and that are consistent with general practices within the banking industry in the preparation of its consolidated financial statements. First Priority's significant accounting policies are described in Note 1 of the Notes to Consolidated Financial Statements.

Certain accounting policies involve significant judgments and assumptions by First Priority that have a material impact on the carrying value of certain assets and liabilities. First Priority considers these accounting policies to be critical accounting estimates. The judgment and assumptions used are based on historical experience and other factors, which First Priority believes to be reasonable under the circumstances and have been reasonably consistent with prior results. Because of the nature of the judgments and assumptions made, actual results could differ from these estimates, which could have a material impact on the carrying values of its assets and liabilities and its results of operations. Material estimates that are particularly susceptible to significant change in the near term relate to investment securities impairment evaluation, valuation of acquired loans, the determination of the allowance for loan losses, valuation of other real estate owned, impairment of goodwill, the valuation of deferred tax assets and accounting for stock-based compensation.

***Investment Securities Impairment Evaluation.*** In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of First Priority to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. When a determination is made that an other-than-temporary impairment exists but First Priority does not intend to sell the debt security and it is more likely than not that it will not be required to sell the debt security prior to its anticipated recovery, the other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary



impairment related to all other factors is recognized in other comprehensive income. Management believes that there are no investment securities with other-than-temporary impairment for each of the reporting periods presented.

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**Acquired Loans.** Fair values for loans which resulted from bank acquisitions are based on a discounted cash flow methodology that involves significant assumptions and judgments as to estimate of credit risk, prepayment risk, liquidity risk, default rates, loss severity, payment speeds, collateral values and discount rate.

**Allowance for Loan Losses.** The allowance for loan losses represents management's estimate of losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction to loans.

Pools of loans are evaluated for loss exposure based upon historical loss rates in each category of loans and adjusted for qualitative factors. Management assigned each factor a value to reflect improving, stable or declining conditions based on its best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

Impairment is measured on a loan by loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent.

See the *Allowance for Loan Losses* section related to Balance Sheet Review as of December 31, 2017 and December 31, 2016 for more information.

**Other Real Estate Owned.** Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less cost to sell at the date of foreclosure, establishing a new cost basis. Any write-down, at or prior to the dates the real estate is considered foreclosed, is charged to the allowance for loan losses. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell.

**Goodwill.** Goodwill represents the excess of the cost of an acquired entity over the fair value of the identifiable net assets acquired in accordance with the acquisition method of accounting. Goodwill is not amortized but is reviewed for potential impairment on an annual basis, or more often if events or circumstances indicate that there may be impairment.

**Income Taxes.** Deferred taxes are provided on the liability method whereby deferred tax assets ( DTA ) are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. First Priority files a consolidated federal income tax return with First Priority Bank.

If management makes a determination based on the available evidence that it is more likely than not that some portion or all of the deferred tax assets will not be realized in future periods a valuation allowance is calculated and recorded. These determinations are inherently subjective and dependent upon estimates and judgments concerning management's evaluation of both positive and negative evidence. The weight given to the potential effect of positive and negative evidence must be commensurate with the extent to which it can be objectively verified.

When determining the need for a valuation allowance, First Priority assessed the possible sources of taxable income available under tax law to realize a tax benefit for deductible temporary differences and carryforwards, as defined by

Accounting Standards Codification ( ASC ) Topic 740-10-30-18. This guidance related to when a valuation allowance on the DTA should be maintained, generally provides that the valuation allowance should be reversed, when in the judgment of management, it is more likely than not that the DTA will be realized. Management has determined that the DTA will be realized and does not maintain a valuation allowance.

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**Stock Based Compensation.** Compensation costs related to share-based payment transactions are recognized in the financial statements over the period that an employee provides service in exchange for the award. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model based on management's assumptions. The value of restricted stock awards is determined based on the estimated fair value of the shares at the date of the award.

**Results of Operations***Income Statement Review*

First Priority's results of operations are affected by five major elements: (1) net interest income, or the difference between interest income earned on loans and investments and interest expense accrued on deposits and borrowed funds; (2) the provision for loan losses, or the amount added to the allowance for loan losses to provide reserves for inherent losses on loans; (3) non-interest income, consisting of income from wealth management services, fees and other charges to our banking customers, and net gains or losses realized from the sale of assets; (4) non-interest expense, which consists primarily of salaries, employee benefits and other operating expenses; and (5) income taxes, including deferred taxes, when applicable. Each of these major elements is reviewed in more detail in the following discussion.

*Results of Operations Comparative Summary*

Shown in the table below are the reported results of operations as well as the increase (decrease) for the respective periods.

	For the year ended December 31,		Increase (decrease)	% Change
	2017	2016		
<i>(Dollars in thousands, except per share data):</i>				
Net interest income	\$ 18,204	\$ 16,716	\$ 1,488	8.9%
Non-interest income	1,041	1,545	(504)	(32.6)%
Total Revenue	19,245	18,261	984	5.4%
Provision for loan losses	385	710	(325)	(45.8)%
Non-interest expenses	14,401	14,123	278	2.0%
Income before income tax expense	4,459	3,428	1,031	30.1%
Income tax expense	2,001	1,128	873	77.4%
Net Income	\$ 2,458	\$ 2,300	\$ 158	6.9%
Preferred dividends, including net warrant amortization	306	407	(101)	(24.8)%
Income to common shareholders	\$ 2,152	\$ 1,893	\$ 259	13.7%
Income per common share:				
Basic	\$ 0.33	\$ 0.29	\$ 0.04	13.8%

Diluted	\$ 0.32	\$ 0.29	\$ 0.03	10.3%
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*Summary*

For the year ended December 31, 2017, First Priority's consolidated net income increased 6.9% to \$2.46 million, or \$0.33 per basic common share and \$0.32 per fully diluted common share versus \$2.30 million, or \$0.29 per basic and fully diluted common share for the same period in 2016. For the year ended December 31, 2017, income before income taxes totaled \$4.46 million, a 30.1% increase over \$3.43 million recorded in 2016, while income to common shareholders, after preferred dividends, totaled \$2.15 million, a 13.7% increase over \$1.89 million reported in the prior year.

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The earnings in 2017 were negatively impacted by a non-recurring non-cash reduction in the value of First Priority's net deferred tax asset (DTA) which resulted in a charge of \$571 thousand which is included in the provision for income tax expense. This income tax adjustment was a result of the Tax Cuts and Jobs Act, enacted on December 22, 2017, which lowered First Priority's future maximum corporate tax rate from 34 percent to 21 percent. Although this reduced rate will provide tax savings in future periods, this charge was required to write-down First Priority's DTA, which was previously valued based upon the projection of a 34 percent future tax rate.

Adjusted 2017 net income, when excluding the \$571 thousand charge to reduce the value of the DTA, would have been \$3.03 million or \$0.42 per basic common share and \$0.40 per fully diluted common share, representing a 31.7% increase in 2017 earnings compared to 2016's full-year net income of \$2.30 million, or \$0.29 per basic and fully diluted common share. There were no unusual tax charges recorded during 2016.

Management believes that calculating earnings per share excluding the impact of the adjustment of the deferred tax asset provides important supplemental information in evaluating First Priority's operating results because this non-recurring charge is not incurred as a result of ongoing operations. However, reporting earnings in this manner constitutes reporting financial information determined by methods other than in accordance with U.S. Generally Accepted Accounting Principles (GAAP). Income tax effects of non-GAAP adjustments are calculated using the applicable statutory tax rate for the jurisdictions in which the charges (benefits) are incurred, while taking into consideration any valuation allowances or non-deductible portions of the non-GAAP adjustments. This non-GAAP disclosure has limitations as an analytical tool, should not be viewed as a substitute for financial measures determined in accordance with GAAP, and should not be considered in isolation or as a substitute for analysis of First Priority's results and financial condition as reported under GAAP, nor is it necessarily comparable to non-GAAP performance measures that may be presented by other companies. Management believes that this non-GAAP supplemental information will be helpful in understanding First Priority's ongoing operating results. This supplemental presentation should not be construed as an inference that First Priority's future results will be unaffected by similar adjustments to be determined in accordance with GAAP.

The following table provides a reconciliation of earnings and earnings per share adjusted for the exclusion of this non-recurring adjustment:

<i>(Unaudited, in thousands, except per share data)</i>	For the year ended December 31,	
	2017	2016
Net income	\$ 2,458	\$ 2,300
Plus: adjustment of deferred tax asset	571	
Net income excluding non-recurring expenses	\$ 3,029	\$ 2,300
Preferred dividends	306	407
Income to common shareholders excluding non-recurring expenses	\$ 2,723	\$ 1,893
Adjusted basic earnings per common share	\$ 0.42	\$ 0.29
Adjusted diluted earnings per common share	\$ 0.40	\$ 0.29

Weighted average common shares outstanding:

Basic	6,559	6,514
Diluted	6,785	6,570

*Net Interest Income*

First Priority's primary source of revenue is net interest income. Net interest income is determined by the average balances of interest-earning assets and interest-bearing liabilities and the interest rates earned and paid on these

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balances. The amount of net interest income recorded by First Priority is affected by the rate, mix and amount of growth of interest-earning assets and interest-bearing liabilities, the amount of interest-earning assets as compared to the amount of interest-bearing liabilities, and by changes in interest rates earned and interest rates paid on these assets and liabilities.

The following table sets forth, for the years ended December 31, 2017 and 2016, information related to First Priority's average balances, yields on average assets, and costs of average liabilities. Average balances are derived from the daily balances throughout the periods indicated and yields are derived by dividing income or expense by the average balance of the corresponding assets or liabilities. Average loans are stated net of deferred costs. The net dollar amounts and percentage changes of interest income and expense are presented for comparative purposes.

*Analysis of Changes in Net Interest Income*

	For the Year Ended December 31,						Net Change in	
	2017			2016			Interest Income / Expenses	
	Average	Interest	Yield/	Average	Interest	Yield/	\$ Change	% Change
	Balance	Expense	Rate	Balance	Expense	Rate	2017	2017 vs.
							vs. 2016	2016
<i>(Dollars in thousands)</i>								
<b>Interest-earning assets:</b>								
Loans receivable	\$ 494,051	\$ 22,074	4.47%	\$ 438,867	\$ 19,570	4.46%	\$ 2,504	12.8%
Taxable investment securities	43,330	1,199	2.77%	45,045	1,150	2.55%	49	4.3%
Nontaxable investment securities	14,403	579	4.02%	9,985	408	4.09%	171	41.9%
Total investment securities	57,733	1,778	3.08%	55,030	1,558	2.83%	220	14.1%
Deposits with banks and other <sup>(1)</sup>	8,346	201	2.41%	6,624	118	1.79%	83	70.3%
Total interest-earning assets	560,130	24,053	4.29%	500,521	21,246	4.24%	2,807	13.2%
Non-interest-earning assets <sup>(1)</sup>	16,690			18,644				
<b>TOTAL ASSETS</b>	<b>\$ 576,820</b>			<b>\$ 519,165</b>				
<b>Interest-bearing liabilities:</b>								
Demand, interest-bearing	\$ 39,333	\$ 156	0.40%	\$ 48,758	\$ 161	0.33%	\$ (5)	(3.1)%
Money market and savings	120,782	922	0.76%	100,620	520	0.52%	402	77.3%
Time deposits	255,376	3,635	1.42%	220,436	2,866	1.30%	769	26.8%
FHLB advances and other borrowings	37,392	447	1.20%	36,600	295	0.81%	152	51.5%
Subordinated debt	9,218	689	7.48%	9,196	688	7.48%	1	0.1%
Total interest-bearing liabilities	462,101	5,849	1.27%	415,610	4,530	1.09%	1,319	29.1%





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	For the Year Ended December 31,						Net Change in Interest Income / Expenses	
	2017			2016			\$ Change vs. 2016	% Change 2017 vs. 2016
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate		
<i>(Dollars in thousands)</i>								
<b>Non interest-bearing liabilities:</b>								
Demand, non-interest bearing deposits	62,703			54,036				
Other liabilities	2,050			1,746				
<b>Shareholders equity</b>	49,966			47,773				
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>								
	\$ 576,820			\$ 519,165				
Net interest income/rate spread		\$ 18,204	3.02%		\$ 16,716	3.15%	\$ 1,488	8.9%
Net interest margin			3.25%			3.34%		

(1) Interest income includes dividends from restricted investments in bank stocks; average balance of these restricted stocks are included in non-interest-earning assets.

Net interest income can also be analyzed in terms of the impact of changing interest rates and changing volume as shown in the Changes in Net Interest Income table below which sets forth the effect which varying levels of average interest-earning assets, interest-bearing liabilities and the applicable yields and rates have had on changes in net interest income for the periods presented.

	Changes in Net Interest Income For the Year Ended December 31, 2017 vs. 2016 Increase (Decrease) Due to Change In		
	Volume	Rate	Net Change
<b>Interest income:</b>			
Loans receivable	\$ 2,466	\$ 38	\$ 2,504
Taxable investment securities	(45)	94	49
Nontaxable investment securities	178	(7)	171
Total investment securities	133	87	220
Deposits with banks and other	35	48	83
Total interest earning assets	2,634	173	2,807

**Interest expense:**

Demand, interest-bearing	(34)	29	(5)
Money market and savings	119	283	402
Time deposits	481	288	769
FHLB advances and other borrowings	9	143	152
Subordinated debt	2	(1)	1
Total interest bearing liabilities	577	742	1,319
<b>Change in net interest income</b>	<b>\$ 2,057</b>	<b>\$ (569)</b>	<b>\$ 1,488</b>

For the year ended December 31, 2017, net interest income increased 8.9%, or \$1.48 million, to \$18.20 million compared to \$16.72 million for the same period in 2016. Net interest margin declined 9 basis points from 3.34% for the year ended December 31, 2016 to 3.25% for the same period in 2017. Net interest spread, defined as the

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mathematical difference between the yield on average earning assets and the rate paid on average interest bearing liabilities, declined 13 basis points from 3.15% for the year ended December 31, 2016 to 3.02% for the same period in 2017. When comparing these periods, incremental growth of balances accounted for an increase of \$2.06 million while the change in our relative rate structure resulted in a decline in net interest income of \$569 thousand.

Average interest earning assets for the year ended December 31, 2017 increased \$59.6 million, or 11.9%, including an increase in average loans of \$55.2 million, or 12.6%, and an increase in average investment securities and other interest earning assets of \$4.4 million, or 7.2%, when compared to the prior year. This increased volume of average earning assets provided an additional \$2.63 million in interest income, consisting of \$2.47 million provided from incremental loan balances along with a \$168 thousand increase from investment securities, including deposits with banks. The average yield on earning assets increased 5 basis points in the current year compared to the prior year from 4.24% to 4.29%. The calculated change in interest income related to changes in the rate structure resulted in an increase between the periods of \$173 thousand. This change is not only impacted by changes in comparable rates, but also due to increases or decreases in balances as it relates to our overall product mix structure. The rate on loans outstanding increased 1 basis point, resulting in an increase of interest income totaling \$38 thousand, while the rate on investment balances increased 25 basis points on average, which resulted in an increase due to the rate change of \$87 thousand, and the yield on other earning assets increased 62 basis points, resulting in additional interest income of \$48 thousand.

Average interest bearing liabilities increased \$46.5 million, or 11.2%, in 2017. During this time, overall deposit balances increased \$45.7 million, as money market and savings deposits increased \$20.2 million and time deposits grew \$34.9 million, partially offset by a decline in interest bearing demand deposits of \$9.4 million. At the same time, total borrowed funds increased \$814 thousand. The overall net incremental growth of interest bearing liabilities resulted in an increase of interest expense of \$577 thousand. The average rate on interest bearing liabilities increased 18 basis points from 1.09% for the year ended December 31, 2016 to 1.27% in the current year, which resulted in an increase in interest expense related to our rate structure of \$742 thousand.

*Provision for Loan Losses*

The allowance for loan losses is established through provisions for loan losses charged against operations. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance as recoveries.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management's periodic evaluation of the adequacy of the allowance is based on known or potential risks in the portfolio, adverse situations that may affect a borrower's ability to repay, the estimated value of any underlying collateral, the composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revisions as more information becomes available or economic conditions change.

At the end of each quarter or more often, if necessary, First Priority analyzes the collectability of its loans and accordingly adjusts the loan loss allowance to an appropriate level. The allowance for loan losses covers estimated credit losses on individually evaluated loans that are determined to be impaired, as well as estimated credit losses inherent in the remainder of the loan portfolio. For a description of the process for determining the adequacy of the allowance for loan losses, see the *Allowance for Loan Losses* section below.

The provision for loan losses was \$385 thousand in 2017 compared to \$710 thousand for 2016. The ongoing level of provision is impacted by the adequacy of the allowance as described above, including an analysis of impaired and

non-performing loans, as well as by the level of incremental loan volume and net charge-offs of loans. During the third quarter of 2016, First Priority recorded an initial loan loss provision of \$500 thousand related to the acquisition of \$65 million in loans from another local banking institution. Total loans outstanding

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increased \$30.7 million during the year ended December 31, 2017, compared to an increase of \$79.1 million for the year ended December 31, 2016, which included the acquisition of \$64.6 million of performing commercial loans within the Bank's market area. Net charge-offs for the years ended December 31, 2017 and 2016, totaled \$310 thousand and \$175 thousand, respectively. The allowance for loan losses was \$3.4 million and \$3.3 million as of December 31, 2017 and 2016, respectively, which represented 0.66% and 0.68% of total loans outstanding as of December 31, 2017 and 2016, respectively.

Acquired loans from business combinations are initially recorded at acquisition date at their acquisition date fair values, and therefore, are excluded from the calculation of loan loss reserves as of the acquisition date. As acquired loans are paid off, refinanced or extended under First Priority's credit underwriting process, they are no longer considered acquired loans, but instead are prospectively considered originated loans and therefore, are included as part of the calculation of the allowance for loan losses. Beginning in 2016, due to the immaterial remaining balances of purchased non-credit impaired loans, all loans are included in quarterly adequacy of the allowance as described above, excluding three remaining purchased credit impaired loans, which are analyzed separately. These loans consist of two commercial loans and one commercial real estate loan with a combined net recorded investment of \$55 thousand, net of combined non-amortizing specific reserves totaling \$352 thousand.

*Non-Interest Income*

For the year ended December 31, 2017, non-interest income totaled \$1.04 million compared to \$1.55 million for the same period in 2016, a decrease of \$504 thousand, or 32.6%. As detailed in the table below, non-interest income is comprised of wealth management fees, which are principally non-recurring commissions and fees related to the sale of insurance products and annuities, service charges on deposit accounts, income resulting from the investment in bank owned life insurance, gains from the sale of investment securities, and other fees which First Priority Bank collects from its banking customers. As reflected in the table below, the most significant declines in non-interest income relate to lower gains realized from the sale of investment securities, which declined \$379 thousand for the year ended December 31, 2017, compared to the prior year and a reduction of wealth management related fees which declined \$140 thousand when comparing these same periods.

The decline of wealth management fees has resulted partially from new regulations being implemented by the Department of Labor (DOL) beginning in 2017 which limits product offerings available for certain types and purposes of accounts and implements new fee structures, which are both considered by the DOL to be more aligned in the best interest of the client. These changes reduced commission income First Priority Bank received during 2017. Additionally, First Priority Bank had one less registered sales representative in 2017 to sell wealth management products, of which \$57 thousand of commission income was attributed to this individual during 2016.

Components of non-interest income are shown in the table below:

	For the year ended December 31,		Net Change	% Change
	2017	2016	2017 vs. 2016	2017 vs. 2016
	<i>(Dollars in thousands)</i>			
<b>Non-Interest Income</b>				
Wealth management fee income	\$ 168	\$ 308	\$ (140)	(45.5)%
Service charges on deposits	132	136	(4)	(2.9)
Other branch fees	189	180	9	5.0

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Loan related fees	47	41	6	14.6
Gains on sales of investment securities	416	795	(379)	(47.7)
Bank owned life insurance income	70	78	(8)	(10.3)
Other	19	7	12	171.4
<b>Total Non-Interest Income</b>	<b>\$ 1,041</b>	<b>\$ 1,545</b>	<b>\$ (504)</b>	<b>(32.6)%</b>

**Table of Contents***Non-Interest Expenses*

Non-interest expenses were \$14.40 million in 2017 compared to \$14.12 million for the same period in the prior year, an increase of \$278 thousand, or 2.0%. The following table sets forth information related to the various components of non-interest expenses for each respective period.

	For the year ended December 31,		Net Change	% Change
	2017	2016	2017 vs. 2016	2017 vs. 2016
	<i>(Dollars in thousands)</i>			
<b>Non-Interest Expenses</b>				
Salaries and employee benefits	\$ 8,273	\$ 8,046	\$ 227	2.8%
Occupancy and equipment	1,844	1,906	(62)	(3.3)
Data processing equipment and operations	927	884	43	4.9
Professional fees	690	709	(19)	(2.7)
Marketing, advertising and business development	336	230	106	46.1
FDIC insurance assessments	520	398	122	30.7
Pennsylvania bank shares tax expense	354	315	39	12.4
Other real estate owned costs	178	423	(245)	(57.9)
Other	1,279	1,212	67	5.5
<b>Total Non-Interest Expenses</b>	<b>\$ 14,401</b>	<b>\$ 14,123</b>	<b>\$ 278</b>	<b>2.0%</b>

**Highlights of significant non-interest expenses items for the year ended, 2017 compared to the year ended, 2016**

Salaries and employee benefits increased \$227 thousand, or 2.8%, for the year ended December 31, 2017 compared to the prior year, primarily related to an increase of 3.5%, or \$215 thousand in base salary expenses, including incremental staffing and annual increases for existing staff. The additions to staff are primarily focused on expanding or increasing business development opportunities within our markets. Additionally, a higher level of bonus incentive compensation was offset by lower wealth management commissions and lower stock based compensation expenses.

Occupancy and equipment costs decreased \$62 thousand, or 3.3%, comparing the current year with the same period in 2016. The overall year to date decrease includes lower depreciation cost on equipment and lower ongoing operating costs, related to the closure of the Plumstead branch in 2016; partially offset by an increase related to opening a loan production office in Bala Cynwyd in January 2017.

Data processing costs increased \$43 thousand, or 4.9%, primarily due to an increased level of customer activity relative to our core banking system.



Marketing, advertising and business development expenses increased \$106 thousand, or 46.1%, in the current year compared to the prior year, primarily related to marketing campaigns to enhance brand awareness, product brochure enhancements and specific deposit product advertising.

FDIC insurance assessments increased \$122 thousand, or 30.7%, and the Pennsylvania bank shares tax expenses increased \$39 thousand, or 12.4%, both of which are influenced by the increased asset size and equity levels of First Priority Bank. The higher FDIC deposit insurance premiums were also affected by the implementation of a new FDIC insurance premium calculation in mid-2016.

Net costs related to other real estate owned decreased \$245 thousand, or 57.9%, in the current year compared to the same period in 2016. When comparing these periods, lower ongoing maintenance and operating costs and valuation write-downs were partially offset by a lower level of rental income, all of which are related to the ongoing liquidation of properties with no new properties added to the portfolio in the last twelve months.

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Other expenses increased \$67 thousand, or 5.5%, for the year ended December 31, 2017 compared to the prior year.

*Provision for Income Taxes*

Income tax expense recorded in the year ended December 31, 2017 totaled \$2.00 million compared to \$1.13 million for the year ended December 31, 2016. As previously stated, 2017 income tax expense was impacted by a charge related to the valuation of First Priority's deferred tax asset totaling \$571 thousand, resulting from the enactment of the Tax Cuts and Jobs Act in December 2017, which lowered First Priority's future maximum corporate tax rate from 34 percent to 21 percent. The deferred tax asset was previously valued based upon an expected future tax benefit using the 34% tax rate. The recovery of the one-time charge is expected to take approximately one year based on the reduced ongoing tax rate. For the full year of 2017, the effective tax rate was 44.9%, as reported, and was 32.1% exclusive of the charge described above, which compares to an effective tax rate of 32.9% for 2016.

First Priority's net deferred tax asset as of December 31, 2017 includes \$231 thousand related to net operating losses (NOL) acquired related to the acquisition of Prestige Community Bank and Affinity Bancorp which are subject to certain limitations and expire in 2028 and 2032, respectively, if not fully utilized. The acquired NOL carryforward balance of \$1.1 million remains available to reduce future federal income taxes as of December 31, 2017.

**Financial Condition as of December 31, 2017 and December 31, 2016***Balance Sheet Review*

	For the year ended December 31,		Net Change	% Change
	2017	2016	2017 vs. 2016	2017 vs. 2016
	<i>(Dollars in thousands)</i>			
<b>Assets</b>				
Cash and cash equivalents	\$ 8,257	\$ 4,761	\$ 3,496	73.4%
Investment securities	71,038	89,603	(18,565)	-20.7%
Loans receivable	518,927	488,243	30,684	6.3%
<b>Total earning assets</b>	<b>598,222</b>	<b>582,607</b>	<b>15,615</b>	<b>2.7%</b>
Allowance for loan losses	(3,405)	(3,330)	(75)	2.3%
Restricted investments in bank stocks	1,416	3,257	(1,841)	-56.5%
Premises and equipment, net	1,607	1,755	(148)	-8.4%
Bank owned life insurance	3,326	3,256	70	2.1%
Other real estate owned	550	1,486	(936)	-63.0%
Deferred income tax assets, net	923	2,697	(1,774)	-65.8%
Goodwill and other identifiable intangibles	2,894	2,960	(66)	-2.2%
Other assets	4,409	3,107	1,302	41.9%
<b>Total assets</b>	<b>\$ 609,942</b>	<b>\$ 597,795</b>	<b>\$ 12,147</b>	<b>2.0%</b>
<b>Liabilities</b>				
Deposits	\$ 523,150	\$ 467,688	\$ 55,462	11.9%

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Borrowed funds	33,856	77,371	(43,515)	-56.2%
Other liabilities	2,440	4,690	(2,250)	-48.0%
<b>Total liabilities</b>	<b>559,446</b>	<b>549,749</b>	<b>9,697</b>	<b>1.8%</b>
<b>Equity</b>				
Total shareholders equity	50,496	48,046	2,450	5.1%
Total liabilities and shareholders equity	\$ 609,942	\$ 597,795	\$ 12,147	2.0%

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Total assets at December 31, 2017 were \$609.9 million, representing an increase of \$12.1 million, or 2.0%, when compared to total assets of \$597.8 million at December 31, 2016. Total assets at December 31, 2017 consisted principally of earning assets totaling \$598.2 million, consisting of loans receivable of \$518.9 million, investment securities of \$71.0 million and cash and cash equivalents of \$8.3 million. At December 31, 2016, earning assets totaled \$582.6 million, consisting of loans outstanding of \$488.2 million, investment securities of \$89.6 million and cash and cash equivalents of \$4.8 million.

Deposits totaled \$523.2 million at December 31, 2017 compared to \$467.7 million at December 31, 2016, an increase of \$55.5 million, or 11.9%. Of the total deposits at December 31, 2017, \$240.9 million, or 46.0% of total deposits, are core deposits consisting of demand, money market and savings deposits, which increased \$15.3 million, or 6.8% compared to core deposits of \$225.6 million at December 31, 2016.

Advances from Federal Home Bank of Pittsburgh totaled \$24.6 million at December 31, 2017 compared to \$68.2 million at December 31, 2016, a decrease of \$43.5 million, or 63.9%, while subordinated debt remained flat at \$9.2 million when comparing these same periods.

Shareholders' equity at December 31, 2017 was \$50.5 million, representing an increase of \$2.5 million from \$48.0 million at December 31, 2016, primarily due to earnings net of preferred dividends recorded during the period.

*Investments*

First Priority's total investment portfolio was \$71.0 million at December 31, 2017, compared to \$89.6 million at December 31, 2016, a decline of \$18.6 million, or 20.7%. During 2017, excluding short-term discount notes, the Company had net investments purchased of \$13.3 million, including \$24.1 million of additional purchases, net of sales with a book value of \$10.8 million. Additionally, as of December 31, 2017, the investment portfolio included \$15 million of Federal Home Loan Bank of Pittsburgh (FHLB) discount notes, and as of December 31, 2016, included \$40 million of short-term United States Treasury securities, both of which were purchased related to year-end tax planning strategies and subsequently matured in January of each respective next year. Other investment portfolio activity resulted in a decline of \$6.9 million.

As of December 31, 2017 and 2016, investments totaling \$52.4 million and \$70.6 million, respectively, were classified as available for sale while \$18.6 million and \$19.0 million, respectively, were classified as held to maturity. Total investments accounted for 11.6% and 15.0% of total assets at each respective date.

Securities classified as available for sale are accounted for at fair value, with the difference between fair value and amortized cost reflected in other comprehensive income or loss. The Company had net unrealized losses on available for sale securities totaling \$6 thousand at December 31, 2017 compared to \$75 thousand at December 31, 2016. Available for sale securities are securities that management intends to hold for an indefinite period of time or securities that may be sold in response to changes in interest rates, prepayment expectations, capital management and liquidity needs.

The total investment portfolio at December 31, 2017 was comprised of federal agency securities (29%), federal agency mortgage backed securities and federal agency collateralized mortgage obligations (36%), obligations of states and political subdivisions (32%), and corporate and other debt securities (3%). All investment securities were either government guaranteed, issued by a government agency, or investment grade. First Priority had no investment securities deemed to have other than temporary impairment (OTTI) at December 31, 2017 or 2016, respectively, and recorded no OTTI charges during either of the years ended December 31, 2017 or 2016.

The following table sets forth information about the contractual maturities and weighted average yields of investment securities at December 31, 2017. Actual maturities may differ from contractual maturities due to

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scheduled principal payments and unscheduled prepayments of mortgage backed securities and, where applicable, the ability of an issuer to call a security prior to the contractual maturity date.

	Securities Available for Sale									
	As of December 31, 2017									
	Within 1 year		After one but		After five but		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
(Dollars in thousands)										
U.S. Government agency securities	\$ 18,993	1.10%	\$ 1,978	1.57%	\$		\$		\$ 20,971	1.14%
Obligations of states and political subdivisions							4,386	4.05%	4,386	4.05%
Federal agency mortgage backed securities			561	1.82%	5,765	2.14%	18,963	2.31%	25,289	2.26%
Federal agency collateralized mortgage obligations			109	1.45%					109	1.45%
Other debt securities					1,583	5.50%			1,583	5.50%
Money market mutual fund	35	1.16%							35	1.16%
<b>Total investments available for sale</b>	<b>\$ 19,028</b>	<b>1.11%</b>	<b>\$ 2,648</b>	<b>1.62%</b>	<b>\$ 7,348</b>	<b>2.86%</b>	<b>\$ 23,349</b>	<b>2.62%</b>	<b>\$ 52,373</b>	<b>2.06%</b>

	Securities Held to Maturity									
	As of December 31, 2017									
	Within 1 year		After one but		After five but		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
(Dollars in thousands)										
Obligations of states and political subdivisions	\$		\$ 1,208	4.08%	\$ 1,826	4.15%	\$ 15,149	4.36%	\$ 18,183	4.32%
Other debt securities							482	4.37%	482	4.37%
<b>Total investments held to maturity</b>	<b>\$</b>		<b>\$ 1,208</b>	<b>4.08%</b>	<b>\$ 1,826</b>	<b>4.15%</b>	<b>\$ 15,631</b>	<b>4.36%</b>	<b>\$ 18,665</b>	<b>4.33%</b>



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The amortized cost and fair value of First Priority's investments, classified as available for sale or held to maturity as of each of the three years ended December 31, 2017, 2016 and 2015 are shown in the following table:

	December 31, 2017		December 31, 2016		December 31, 2015	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<i>(Dollars in thousands)</i>						
<b>Available For Sale:</b>						
Obligations of U.S. government agencies and corporations	\$ 20,991	\$ 20,971	\$ 45,984	\$ 45,987	\$ 62,967	\$ 62,904
Obligations of states and political subdivisions	4,218	4,386	6,103	6,139	13,964	14,347
Federal agency mortgage-backed securities	25,524	25,289	13,863	13,720	17,042	17,038
Federal agency collateralized mortgage obligations	111	109	190	189	347	346
Other debt securities	1,500	1,583	1,500	1,530		
Money market mutual fund	35	35	2,995	2,995	69	69
Total investments available for sale	\$ 52,379	\$ 52,373	\$ 70,635	\$ 70,560	\$ 94,389	\$ 94,704
<b>Held To Maturity:</b>						
Obligations of states and political subdivisions	\$ 18,183	\$ 19,132	\$ 18,561	\$ 19,089	\$ 19,405	\$ 19,955
Other debt securities	482	533	482	495	481	491
Total investments held to maturity	\$ 18,665	\$ 19,665	\$ 19,043	\$ 19,584	\$ 19,886	\$ 20,446

*Restricted investments in bank stocks*

Restricted investments in bank stocks represent the investment in the common stock of correspondent banks required in order to transact business with those banks. Investments in restricted stock are carried at cost.

At both December 31, 2017 and 2016, First Priority Bank held \$110 thousand in common stock of Atlantic Community Bancshares, Inc. (parent company of Atlantic Community Bankers Bank), Camp Hill, Pennsylvania. Additionally, First Priority had investments in the common stock of the FHLB Bank of Pittsburgh totaling \$1.3 million and \$3.1 million as of December 31, 2017 and 2016, respectively. This investment is required and provides partial collateral based on outstanding FHLB borrowings, which also declined \$43.5 million, or 63.9%, when comparing these periods.

*Loans*

First Priority's loan portfolio is the primary component of its assets. At December 31, 2017, loans receivable totaled \$518.9 million, representing an increase of \$30.7 million, or 6.3%, from total loans outstanding of \$488.2 million at December 31, 2016. During 2017 new organic loan production totaled approximately \$75 million while the First Priority experienced approximately \$55 million in principal payments, unscheduled loan payoffs or net declines in usage related to lines of credit outstanding. During the same period, First Priority purchased \$16 million of performing residential real estate loans which were underwritten using similar standards as the Bank uses for its originated mortgage portfolio. The net increase related to all purchased real estate loan portfolios was \$10.5 million after



\$5.5 million in principal payments.

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The following table sets forth the classification of First Priority's loan portfolio for each of the five years ended December 31, 2017:

	December 31, 2017		December 31, 2016		December 31, 2015		December 31, 2014		December 31, 2013	
	Amount	Percent of total	Amount	Percent of total	Amount	Percent of total	Amount	Percent of total	Amount	Percent of total
<i>(In thousands, except percentage data):</i>										
Commercial & Industrial	\$ 85,395	16%	\$ 89,625	18%	\$ 74,470	18%	\$ 75,412	20%	\$ 76,659	23%
Commercial Mortgage	235,946	46%	223,315	46%	179,365	44%	168,969	45%	149,492	45%
Commercial Construction	30,866	6%	22,408	5%	13,466	3%	6,497	2%	4,373	1%
<b>Total</b>										
Commercial	352,207	68%	335,348	69%	267,301	65%	250,878	67%	230,524	69%
Residential Mortgage	133,727	26%	110,538	23%	101,185	25%	80,134	21%	56,979	17%
Home Equity Lines	19,295	4%	24,669	5%	24,762	6%	27,902	8%	29,263	9%
Other Consumer	13,780	2%	17,514	3%	15,915	4%	16,378	4%	19,317	6%
<b>Total</b>										
Consumer	33,075	6%	42,183	8%	40,677	10%	44,280	12%	48,580	14%
<b>Total Loans</b>	<b>519,009</b>	<b>100%</b>	<b>488,069</b>	<b>100%</b>	<b>409,163</b>	<b>100%</b>	<b>375,292</b>	<b>100%</b>	<b>336,083</b>	<b>100%</b>
Net deferred loan (fees) or costs	(82)	0%	174	0%	(10)	0%	(70)		(346)	
<b>Total</b>	<b>\$ 518,927</b>	<b>100%</b>	<b>\$ 488,243</b>	<b>100%</b>	<b>\$ 409,153</b>	<b>100%</b>	<b>\$ 375,222</b>	<b>100%</b>	<b>\$ 335,737</b>	<b>100%</b>

Commercial mortgage loans consist of loans originated for commercial purposes which are secured by nonfarm, nonresidential properties, multifamily residential properties, or 1-4 family residential properties. As of December 31, 2017, commercial mortgage loans totaled \$235.9 million, consisting of \$153.4 million of loans to finance commercial business properties, of which 64% are owner occupied, \$14.7 million to finance, and are secured by, multifamily properties, \$54.7 million secured by 1-4 family residential dwelling properties for business purposes, and \$13.1 million for other purposes. In addition, as of December 31, 2017, loans to lessors of non-residential buildings totaled \$87.7 million, which is included in commercial mortgage loans; of this amount, \$35.9 million, or 41% of these loans are related to owner occupied buildings.

As of December 31, 2016, commercial mortgage loans totaled \$223.3 million, consisting of \$133.9 million of loans to finance commercial business properties, of which 63% are owner occupied, \$16.3 million to finance, and are secured

by, multifamily properties, \$56.9 million secured by 1-4 family residential dwelling properties for business purposes, and \$16.2 million for other purposes. In addition, as of December 31, 2016, loans to lessors of non-residential buildings totaled \$80.9 million, which is included in commercial mortgage loans; of this amount, \$36.9 million, or 46%, of these loans are related to owner occupied buildings.

The payment experience of certain non-owner occupied commercial mortgage loans may be dependent upon the successful operation of the real estate project. These risks can be significantly affected by supply and demand conditions in the market for office and retail space and for apartments and, as such, may be subject to a greater extent to adverse conditions in the economy. In dealing with these risk factors, First Priority generally limits itself to a real estate market or to borrowers with which First Priority has experience. First Priority generally concentrates on originating commercial real estate loans secured by properties located within its market area, and many of First Priority's commercial real estate loans are secured by owner-occupied property with personal guarantees of the debt.

Regulatory guidelines for total construction, land development and other land loans are 100% of total risk-based capital and further guidance whereby total construction, land development and other land loans combined with real estate loans secured by multifamily or nonresidential properties and loans to finance commercial real estate or construction loans (not secured by real estate) are set at 300% of total risk-based capital. First Priority Bank monitors these two ratios, which as of December 31, 2017, totaled 74% and 207% of total risk-based capital, respectively, both within the regulatory suggested guidance.

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The information in the following tables is based on the contractual maturities of individual loans, including loans that may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon their maturity. Actual repayments of loans may differ from the maturities reflected below because borrowers have the right to prepay obligations with or without prepayment penalties.

The following tables summarize the loan maturity distribution by type and related interest rate characteristics as of December 31, 2017 and 2016.

	At December 31, 2017			Total Loans
	Within 1 Year	After 1 But Within 5 Years	After 5 Years	
	<i>(Dollars in thousands)</i>			
Commercial and Industrial	\$ 51,822	\$ 28,296	\$ 5,277	\$ 85,395
Commercial Mortgage	47,478	128,352	60,116	235,946
Commercial Construction	11,618	18,037	1,211	30,866
Residential Mortgage Loans	6,055	14,934	112,738	133,727
Home Equity Lines of Credit	3,589	14,290	1,416	19,295
Other Consumer	10,061	2,541	1,178	13,780
<b>Total Loans</b>	<b>\$ 130,623</b>	<b>\$ 206,450</b>	<b>\$ 181,936</b>	<b>\$ 519,009</b>
Percentage composition of maturity	25%	40%	35%	100%
Loans with fixed predetermined interest rates	\$ 56,644	\$ 149,746	\$ 62,995	\$ 269,385
Loans with variable or floating interest rates <sup>(1)</sup>	73,979	56,704	118,941	249,624
<b>Total Loans</b>	<b>\$ 130,623</b>	<b>\$ 206,450</b>	<b>\$ 181,936</b>	<b>\$ 519,009</b>

- (1) Includes loans that reprice immediately with market index rates (floating) and loans that will reprice at a specified future date during the life of the loan (adjustable).

	At December 31, 2016			Total Loans
	Within 1 Year	After 1 But Within 5 Years	After 5 Years	
	<i>(Dollars in thousands)</i>			
Commercial and Industrial	\$ 47,899	\$ 37,606	\$ 4,120	\$ 89,625
Commercial Mortgage	40,421	117,908	64,986	223,315
Commercial Construction	10,226	11,914	268	22,408
Residential Mortgage Loans	5,730	12,494	92,314	110,538

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Home Equity Lines of Credit	2,975	17,085	4,609	24,669
Other Consumer	12,671	3,225	1,618	17,514
<b>Total Loans</b>	<b>\$ 119,922</b>	<b>\$ 200,232</b>	<b>\$ 167,915</b>	<b>\$ 488,069</b>
Percentage composition of maturity	25%	41%	34%	100%
Loans with fixed predetermined interest rates	\$ 44,855	\$ 143,931	\$ 56,564	\$ 245,350
Loans with variable or floating interest rates <sup>(1)</sup>	75,068	56,301	111,350	242,719
<b>Total Loans</b>	<b>\$ 119,923</b>	<b>\$ 200,232</b>	<b>\$ 167,914</b>	<b>\$ 488,069</b>

- (1) Includes loans that reprice immediately with market index rates (floating) and loans that will reprice at a specified future date during the life of the loan (adjustable).

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First Priority Bank's written lending policies require specified underwriting, loan documentation and credit analysis standards to be met prior to funding, with additional credit department approval for the majority of new loan balances. The Loan Committee is comprised of senior members of management who oversee the loan approval process to monitor that proper standards are maintained.

The following table summarizes non-performing assets and performing troubled debt restructurings at the dates indicated.

	2017	2016	December 31,		2013
			2015	2014	
	<i>(Dollars in thousands)</i>				
Loans past due 90 days or more and still accruing interest	\$ 263	\$	\$	\$ 70	\$
Non-accrual loans	638	776	1,933	4,484	4,276
Total non-performing loans <sup>(1)</sup>	901	776	1,933	4,554	4,276
Other real estate owned	550	1,486	1,633	1,257	914
Repossessed assets <sup>(2)</sup>				42	75
Total non-performing assets <sup>(3)</sup>	1,451	2,262	3,566	5,853	5,265
Performing troubled debt restructurings <sup>(4)</sup>	930	637	2,638	2,132	974
Total non-performing assets and performing troubled debt restructurings	\$ 2,381	\$ 2,899	\$ 6,204	\$ 7,985	\$ 6,239
Non-performing loans as a percentage of total loans	0.17%	0.16%	0.47%	1.21%	1.27%
Non-performing assets as a percentage of total assets	0.24%	0.38%	0.65%	1.19%	1.18%
Non-performing assets and performing troubled debt restructurings as a percentage of total assets	0.39%	0.49%	1.14%	1.62%	1.40%
Ratio of allowance to non-performing loans at end of period	378%	429%	145%	51%	53%
Ratio of allowance to non-performing assets at end of period	235%	147%	78%	40%	43%
Allowance for loan losses as a percentage of total loans	0.66%	0.68%	0.68%	0.62%	0.68%

(1) Non-performing loans are comprised of (i) loans that have a non-accrual status; (ii) accruing loans that are 90 days or more past due and (iii) non-performing troubled debt restructured loans.

(2) Repossessed assets include personal property, consisting of manufactured housing, which has been acquired for debts previously contracted.

(3) Non-performing assets are comprised of non-performing loans, other real estate owned (assets acquired in foreclosure) and repossessed assets.

(4) Performing troubled debt restructurings are accruing loans that have been restructured in troubled debt restructurings and are in compliance with their modified terms.

Total non-performing loans were \$901 thousand at December 31, 2017, and \$776 thousand at December 31, 2016. There was one new commercial real estate loan totaling \$194 thousand added to non-accrual during the period. Additionally, during 2017 payments received on non-accrual loans totaled \$30 thousand, three loans were returned to accrual status totaling \$61 thousand and charge-offs totaled \$241 thousand on previously identified non-accrual loans. Additionally, there was a commercial loan totaling \$263 thousand which was past due more than 90 days and still accruing interest as of December 31, 2017; this loan was paid off in its entirety in January 2018 with no incremental losses incurred. Total non-performing loans as a percentage of total loans at December 31, 2017 and December 31, 2016 was 0.17% and 0.16%, respectively.

Other real estate owned declined to \$550 thousand at December 31, 2017 compared to \$1.5 million at December 31, 2016. As of December 31, 2017 and 2016 there were no repossessed assets. During 2017, five properties with recorded values totaling \$892 thousand were liquidated, which resulted in a net combined gain

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from sales of \$74 thousand, while current year valuation adjustments on two properties totaled \$44 thousand. Non-performing assets totaled \$1.5 million, or 0.24% of total assets, as of December 31, 2017, compared to \$2.3 million, or 0.38% of total assets, as of December 31, 2016.

While not considered non-performing, First Priority's performing troubled debt restructurings ( TDR ) are closely monitored as they consist of loans that have been modified where the borrower is experiencing financial difficulty. TDRs may be deemed to have a higher risk of loss than loans which have not been restructured. At December 31, 2017 and 2016, First Priority's performing TDRs totaled \$930 thousand and \$637 thousand, respectively. The increase between the two dates relates to an incremental troubled debt restructuring, which resulted from a participated loan relationship, where First Priority Bank held a relatively small portion of the entire relationship, totaling \$300 thousand, after a partial charge-off of \$30 thousand.

First Priority Bank's management continues to monitor and explore potential options and remedial actions to recover First Priority Bank's investment in non-performing loans. According to policy, First Priority Bank is required to maintain a specific reserve for impaired loans. See the Allowance for Loan Losses section below for further information.

The Bank's total delinquency amount is comprised of loans past due 30 to 89 days and still accruing plus the balance of nonperforming loans. As of December 31, 2017 and 2016, loans past due 30 to 89 days and still accruing totaled \$2.95 million and \$415 thousand, respectively, which when added to the non-performing loans for each period, resulted in a total delinquency ratio of 0.74% and 0.24%, respectively, of total loans outstanding. Included in past due loans as of December 31, 2017 are two loan relationships totaling \$2.5 million; both of which were paid current in the first week of January, 2018.

#### *Allowance for loan losses*

The allowance for loan losses represents an amount that First Priority believes will be adequate to absorb estimated credit losses on loans that may become impaired. While First Priority applies the methodology discussed below in connection with the establishment of the allowance for loan losses, the allowance is subject to critical judgments on the part of management. Risks within the loan portfolio are analyzed on a continuous basis by the management, periodically analyzed by an external independent loan review function, and are also reviewed by the audit committee. A risk system, consisting of multiple grading categories, is utilized as an analytical tool to assess risk and appropriate allowances. In addition to the risk system, management further evaluates the risk characteristics of the loan portfolio under current and anticipated economic conditions and considers such factors as the financial condition of the borrower, past and expected loss experience, and other factors which management believes deserve recognition in establishing an appropriate allowance. These estimates are reviewed at least quarterly, and, as adjustments become necessary, they are realized in the periods in which they become known.

First Priority uses a quantitative and qualitative method to allocate its allowance to the various loan categories. An unallocated component, which is maintained to cover uncertainties that could affect management's estimate of probable losses, reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. Additions to the allowance are made by provisions charged to expense, and the allowance is reduced by net charge-offs, which are loans judged to be uncollectible, less any recoveries on loans previously charged off. Although management attempts to maintain the allowance at an adequate level, future additions to the allowance may be required due to the growth of the loan portfolio, changes in asset quality, changes in market conditions and other factors. Additionally, various bank regulatory agencies periodically review the allowance for loan losses. These agencies may require additional provisions based upon their judgment about information available to them at the time of their examination. Although management uses what it believes to be



the best information available, the level of the allowance for loan losses remains an estimate which is subject to significant judgment and short term change.

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The following table sets forth a summary of the changes in the allowance for loan losses for the periods indicated:

	2017	For the year ended December 31,			2013
		2016	2015	2014	
		<i>(Dollars in thousands)</i>			
Balance at the beginning of period	\$ 3,330	\$ 2,795	\$ 2,313	\$ 2,273	\$ 2,460
Charge-offs:					
Commercial and Industrial	281	75	46	137	339
Commercial Mortgage	30	72	149	169	188
Residential Mortgage Loans			15	194	14
Home equity lines of credit			12	603	332
Other consumer loans	24	75	38	89	21
Total loans charged off	335	222	260	1,192	894
Recoveries:					
Commercial and Industrial	4	21	13	58	35
Commercial Construction		2		10	
Residential Mortgage Loans					7
Home equity lines of credit	2	9	103	17	5
Other consumer loans	19	15	16	15	15
Total recoveries	25	47	132	100	62
Net loans charged off	310	175	128	1,092	832
Provision charged to operations	385	710	610	1,132	645
Balance at end of period	\$ 3,405	\$ 3,330	\$ 2,795	\$ 2,313	\$ 2,273
Average loans <sup>(1)</sup>	\$ 494,051	\$ 438,867	\$ 387,814	\$ 355,543	\$ 318,240
Ratio of net charge-offs during period to average loans outstanding during period (annualized) <sup>(1)</sup>	0.06%	0.04%	0.03%	0.31%	0.26%
Allowance for loan losses as a percentage of total loans	0.66%	0.68%	0.68%	0.62%	0.68%

(1) Includes non-accrual loans

The following table sets forth the allocation of the allowance for loan losses by loan category. The specific allocations in any particular category may be reallocated in the future to reflect the then current conditions. Accordingly, management considers the entire allowance to be available to absorb losses in any category.

December 31,

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	2017		2016		2015		2014		2013	
	Percent of total		Percent of total		Percent of total		Percent of total		Percent of total	
	Amount loans <sup>(1)</sup>		Amount loans <sup>(1)</sup>		Amount loans <sup>(1)</sup>		Amount loans <sup>(1)</sup>		Amount loans <sup>(1)</sup>	
<i>(In thousands except percentage data)</i>										
Commercial and Industrial	\$ 666	16%	\$ 647	18%	\$ 631	18%	\$ 788	20%	\$ 445	23%
Commercial Mortgage	1,078	46%	1,051	46%	831	44%	468	45%	452	45%
Commercial Construction	147	6%	113	5%	56	3%	26	2%	12	1%
Residential Mortgage Loans	624	26%	452	23%	259	25%	159	21%	149	17%
Home Equity Lines of Credit	103	4%	188	5%	167	6%	270	8%	177	8%
Other Consumer Loans	74	2%	97	3%	84	4%	87	4%	67	6%
<b>Total Allocated</b>	<b>2,692</b>	<b>100%</b>	<b>2,548</b>	<b>100%</b>	<b>2,028</b>	<b>100%</b>	<b>1,798</b>	<b>100%</b>	<b>1,302</b>	<b>100%</b>
Unallocated	713		782		767		515		971	
<b>TOTAL</b>	<b>\$ 3,405</b>		<b>\$ 3,330</b>		<b>\$ 2,795</b>		<b>\$ 2,313</b>		<b>\$ 2,273</b>	

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(1) Represents loans outstanding in each category, as of the date shown, as a percentage of total loans outstanding. A specific allocation of the allowance for loan losses is established for loans that are classified as impaired or are performing troubled debt restructurings when the discounted cash flows or related collateral value of each loan is lower than the carrying value of that loan. A specific allocation of \$182 thousand has been provided on impaired loans of \$1.6 million at December 31, 2017 compared to a specific allocation of \$47 thousand related to \$1.4 million of originated impaired loans at December 31, 2016.

The general allocation component of the allowance for loan losses relates to reserves established for pools of homogenous loans which includes both a qualitative and quantitative analysis. The qualitative analysis utilizes a risk matrix that incorporates qualitative and environmental factors such as: loan volume, management, loan review process, internal policies and procedures, economic environment, credit concentrations, credit quality trends, and regulatory and other external factors. These factors are each risk rated using five levels from weak to strong which could create a total qualitative adjustment factor of up to 65 basis points of gross loans, depending on individual ratings applied by management based on the assessment of the portfolio. The quantitative analysis uses a historical four year rolling average loan loss experience factor which management believes is a sufficient period to properly represent swings resulting from changing economic cycles, and therefore, reflects an appropriate period of loss history for calculating the general reserve in the current environment. The cumulative results from the qualitative and quantitative analysis of the loan portfolio resulted in a general allocation portion of the allowance for loan losses totaling \$2.5 million as of both December 31, 2017 and 2016, respectively.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable loss. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. The unallocated component remained relatively flat when comparing the year ended December 31, 2017 to December 31, 2016.

These allocations could change based on general economic or environmental factors or due to a specific credit situation which could develop within the loan portfolio. However, based on all relevant information currently available as of December 31, 2017, management believes that the allowance for loan losses of \$3.4 million is adequate as of that date and the allocations described above are appropriate.

*Loan Concentrations*

First Priority's loans consist of credits to borrowers spread over a broad range of industrial classifications. The largest concentrations of loans are to lessors of nonresidential buildings and lessors of residential buildings and dwellings. As of December 31, 2017, these loans totaled \$87.7 million and \$60.4 million, respectively, or 16.9% and 11.6%, respectively, of the total loans outstanding. As of December 31, 2016, these same classifications of loans totaled \$80.9 million and \$67.7 million, respectively, or 16.6% and 13.9%, respectively, of the total loans outstanding. These credits were subject to normal underwriting standards and did not present more than the normal amount of risk assumed by First Priority's other lending activities. Management believes this concentration does not pose abnormal risk when compared to the risk it assumes in other types of lending. First Priority has no other concentration of loans which exceeds 10% of total loans.

*Deposits*

Deposits represent the primary source of funding for earning assets. Deposits totaled \$523.2 million at December 31, 2017 compared to \$467.7 million at December 31, 2016, representing an increase of \$55.5 million, or 11.9%. During 2017, increases of \$31.7 million, or 27.9%, in money market deposit and savings deposits and \$10.8 million, or 19.7%, in non-interest bearing demand, were partially offset by a decrease of \$27.2 million of interest bearing

checking accounts, which represents a combined \$15.3 million increase, or 6.8% in non-time

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deposits. Total time deposits increased \$40.2 million, or 16.6%, when comparing these same periods as an increase in retail time deposits of \$58.7 million was partially offset by a decrease of \$18.5 million in brokered time deposits. The change in the mix of time deposits was the result of the execution of funding plans to reduce reliance on brokered CDs acquired as temporary funding of a 2016 loan purchase with retail CDs. This was accomplished through active marketing and advertising efforts throughout 2017.

First Priority attracts deposits by offering competitive products and interest rates on a broad spectrum of deposit products to customers in its local marketplace, generally through its retail branch system, and also through its internet banking platform. First Priority Bank supplements deposits raised locally with the issuance of brokered deposits when cost effective relative to local market pricing. At December 31, 2017 and 2016, brokered deposits totaled \$120.2 million and \$138.8 million, respectively, which are included in time deposits. The guidelines governing First Priority Bank's participation in the brokered CD market are included in First Priority Bank's Asset Liability Management Policy, which is reviewed, revised and approved annually by the asset liability management committee and the board of directors. The FDIC places restrictions on a depository institution's use of brokered deposits based on the bank's capital classification. A well-capitalized institution may accept brokered deposits without FDIC restrictions. An adequately capitalized institution must obtain a waiver from the FDIC in order to accept brokered deposits, while an undercapitalized institution is prohibited by the FDIC from accepting brokered deposits. First Priority Bank is classified as well-capitalized under prompt corrective action provisions (see Regulatory Matters of the Notes to Consolidated Financial Statements) and, therefore, may accept brokered deposits without FDIC restrictions.

The following table sets forth the average balance of deposits and the average rates paid on deposits for the periods presented.

	For the year ended December 31,					
	2017		2016		2015	
	Average Balance	Rate	Average Balance	Rate	Average Balance	Rate
	<i>(Dollars in thousands)</i>					
Demand, non-interest bearing	\$ 62,703		\$ 54,036		\$ 47,899	
Demand, interest-bearing	39,333	0.40%	48,758	0.33%	32,938	0.23%
Money market and savings deposits	120,782	0.76%	100,620	0.52%	95,216	0.33%
Time deposits	255,376	1.42%	220,436	1.30%	206,147	1.26%
<b>Total interest-bearing deposits</b>	<b>415,491</b>	<b>1.13%</b>	<b>369,814</b>	<b>0.96%</b>	<b>334,301</b>	<b>0.89%</b>
Total deposits	\$ 478,194		\$ 423,850		\$ 382,200	

The maturity distribution of time deposits of \$100,000 or more as of December 31, 2017, is as follows:

	December 31, 2017 <i>(Dollars in thousands)</i>
Three Months or Less	\$ 6,648
Over Three Through Six Months	28,945
Over Six Through Twelve Months	15,386

Over Twelve Months 33,379

**TOTAL** \$ **84,358**

*Short-Term Borrowed Funds*

At December 31, 2017, First Priority had short-term borrowings totaling \$15.6 million, compared to \$56.2 million at December 31, 2016, a decrease of \$40.6 million, or 72.2% between the periods. Short-term borrowings consist of advances from the FHLB with an original maturity of one year or less as of issuance date

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and provide a short-term funding source related to all other balance sheet changes and overall resulting funding requirements. Advances from the FHLB at December 31, 2017 are collateralized by an investment in the common stock of the FHLB, by a specific pledge of First Priority Bank's investment assets and by a blanket lien on qualifying mortgages within First Priority Bank's loan portfolio.

The following table outlines First Priority's various sources of short-term borrowed funds at or for each of the years ended December 31, 2017 and 2016. The maximum balance represents the highest indebtedness for each category of short-term borrowed funds at any month-end during each of the periods shown.

	2017	2016
	<i>(Dollars in thousands)</i>	
<b>Federal funds purchased:</b>		
Balance at year end	\$	\$
Weighted average rate at year end		
Maximum month-end balance	\$ 19	\$
Average daily balance during the year	\$ 3	\$ 2
Weighted average rate during the year	1.52%	0.76%
<b>FHLB short-term borrowings:</b>		
Balance at year end	\$ 15,625	\$ 56,164
Weighted average rate at year end	1.54%	0.74%
Maximum month-end balance	\$ 70,400	\$ 60,688
Average daily balance during the year	\$ 26,446	\$ 22,508
Weighted average rate during the year	1.15%	0.61%

*Long-Term Debt*

Long-term debt totaled \$9.0 million as of December 31, 2017 and \$12.0 million as of December 31, 2016, a decline of \$3.0 million related to maturities of \$7.0 million with a blended rate of 0.97% offset by additional issuances of \$4.0 million with a blended rate of 1.75%. These borrowings consisted of advances from the FHLB with an original maturity in excess of one year and carry a weighted average interest rate of 1.58% and 1.17%, as of December 31, 2017 and December 31, 2016, respectively, and an average remaining life of 1.7 years and 1.2 years, respectively. Advances from the FHLB are collateralized by an investment in the common stock of the FHLB, by a specific pledge of First Priority Bank's investment assets and by a blanket lien on qualifying mortgages within First Priority Bank's loan portfolio. Balances of FHLB long-term debt averaged \$10.9 million and \$14.1 million during the years ended December 31, 2017 and 2016, respectively, with an average rate of 1.30% and 1.12% for each of these respective periods. The maximum month-end balance of these borrowings was \$12.0 million for the year ended December 31, 2017 and \$15.0 million for the same period in 2016.

*Subordinated Debt*

On November 13, 2015, First Priority Bank entered into Subordinated Note Purchase Agreements with five accredited investors under which First Priority Bank issued subordinated notes (the "Notes") totaling \$9.5 million, resulting in net proceeds of approximately \$9.2 million after issuance costs. The Notes have a maturity date of November 30, 2025, and bear interest at a fixed rate of 7.00% per annum. The Notes are non-callable for an initial period of five years and include provisions for redemption pricing between 101.5% and 100.5% of the liquidation value, if called after five years but prior to the maturity date.



*Capital Resources*

Shareholders' equity at December 31, 2017 was \$50.5 million, representing an increase of \$2.5 million from \$48.0 million at December 31, 2016. This increase was comprised of current year net income of \$2.5 million, stock based compensation costs of \$262 thousand and a positive impact from market volatility related to the

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investment securities portfolio resulting in a net change in net unrealized gains (losses) totaling \$36 thousand, which were partially offset by preferred dividends paid of \$306 thousand.

In January 2016, First Priority utilized \$6 million of the proceeds received from the issuance of Tier 2 qualifying subordinated debt to redeem 6,000 shares of the Company's outstanding preferred stock. This redemption consisted of all outstanding shares of Series A and Series B, and 1,192 shares of the Series C preferred stock, which were redeemed on a pro rata basis, which subsequently leaves 3,404 shares of Series C outstanding.

First Priority Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet the minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on First Priority Bank's financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, First Priority Bank must meet specific capital guidelines that involve quantitative measures of First Priority Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. First Priority Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors.

First Priority Bank exceeds the minimum capital requirements established by regulatory agencies. Under the capital adequacy guidelines, capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common shareholders' equity and qualifying preferred stock, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets plus trust preferred securities up to 25% of Tier 1 capital, with the excess being treated as Tier 2 capital. Tier 2 capital also consists of the allowance for loan losses, subject to certain limitations, and qualifying subordinated debt. In determining the amount of risk-weighted assets, all assets, including certain off balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed inherent in the type of asset.

Quantitative measures established by regulation to ensure capital adequacy require First Priority Bank to maintain minimum amounts and ratios of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets and of Tier 1 capital to average assets, known as the Tier 1 leverage ratio. The following table sets forth the capital ratios for both First Priority and the Bank at December 31, 2017 and 2016. First Priority currently meets the definition of a small bank holding company under the FRB's regulations, and thus is not subject to any capital requirements; however, First Priority meets the holding company regulatory requirements for well-capitalized for each stated period. First Priority Bank was considered well-capitalized and met or exceeded its applicable regulatory requirements for both periods.

	First Priority Financial Corp.			First Priority Bank		As of December 31, 2017	As of December 31, 2016
	As of December 31, 2017	As of December 31, 2016	For Capital Adequacy Purposes	To Be Considered Well- Capitalized	As of December 31, 2017		
Total risk-based capital	12.19%	12.11%	8.00%	10.00%	12.15%	12.07%	
Tier 1 risk-based capital	9.62%	9.40%	6.00%	8.00%	9.58%	9.35%	
Tier 1 common equity capital	8.93%	8.80%	4.50%	6.50%	9.58%	9.35%	
Tier 1 leverage capital	8.10%	7.92%	4.00%	5.00%	8.08%	7.87%	

The capital ratios above reflect the new capital requirements under Basel III. As of December 31, 2017, First Priority Bank and First Priority were in compliance with these requirements. See Note 17 Regulatory Matters for additional

discussion regarding regulatory capital requirements.

**Table of Contents*****Return on Average Equity and Assets***

The following table shows the return on average assets (net income divided by total average assets), return on equity (net income divided by average equity), and the equity to assets ratio (average equity divided by total average assets) for each of the five years ended December 31, 2017.

	At or for the years ended December 31,				
	2017	2016	2015	2014	2013
Return on average assets	0.43%	0.44%	0.44%	1.56%	0.05%
Return on average equity	4.92%	4.81%	4.11%	15.16%	0.47%
Average equity to average assets ratio	8.66%	9.20%	10.64%	10.28%	10.50%

***Effect of Inflation and Changing Prices***

The effect of relative purchasing power over time due to inflation has not been taken into effect in First Priority's consolidated financial statements. Rather, the statements have been prepared on a historical cost basis in accordance with accounting principles generally accepted in the United States of America.

Unlike most industrial companies, the assets and liabilities of financial institutions, such as First Priority and First Priority Bank, are primarily monetary in nature. Therefore, the effect of changes in interest rates will have a more significant impact on its performance than will the effect of changing prices and inflation in general. In addition, interest rates may generally increase as the rate of inflation increases, although not necessarily in the same magnitude. First Priority seeks to manage the relationships between interest-sensitive assets and liabilities in order to protect against wide interest rate fluctuations, including those resulting from inflation.

***Off-Balance Sheet Arrangements***

Through the operations of First Priority Bank, First Priority has made contractual commitments to extend credit, in the ordinary course of its business activities, to meet the financing needs of customers. Such commitments involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amount recognized on the balance sheets. These commitments are legally binding agreements to lend money at predetermined interest rates for a specified period of time and generally have fixed expiration dates or other termination clauses. The same credit and collateral policies are used in making these commitments as for on-balance sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis and collateral is obtained, if necessary, based on the credit evaluation of the borrower. The amount of collateral obtained, if deemed necessary by First Priority Bank upon extension of credit, is based on management's credit evaluation. Collateral held varies, but may include personal or commercial real estate, accounts receivable, inventory and equipment.

At December 31, 2017 and 2016, outstanding commitments to extend credit consisting of total unfunded commitments under lines of credit were \$115.2 million and \$98.2 million, respectively. In addition, as of each of these dates, First Priority maintained \$2.3 million and \$958 thousand of performance standby letters of credit outstanding, respectively, and \$1.7 million of financial standby letters of credit outstanding, as of each respective date, on behalf of its

customers.

As of December 31, 2017 First Priority did not have any deposit letters of credit outstanding; however as of December 31, 2016, First Priority had deposit letters of credit totaling \$16.0 million, issued by the Federal Home Loan Bank of Pittsburgh ( FHLB ), as required to provide collateral on certain municipal deposits maintained at First Priority Bank. These deposit letters of credit are secured by a blanket lien on selected mortgage loans within First Priority Bank s portfolio.

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First Priority is not involved in any other off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments that could significantly impact earnings. First Priority believes that it has adequate sources of liquidity to fund commitments that may be drawn upon by borrowers.

***Liquidity***

The objective of liquidity management is to assure that sufficient sources of funds are available, as needed and at a reasonable cost, to meet the ongoing and unexpected operational cash needs and commitments of First Priority and to take advantage of income producing opportunities as they arise. Sufficient liquidity must be available to meet the cash requirements of depositors wanting to withdraw funds and of borrowers wanting their credit needs met. Additionally, liquidity is needed to insure that First Priority has the ability to act at those times when profitable new lending and investment opportunities arise. While the desired level of liquidity may vary depending upon a variety of factors, it is a primary goal of First Priority to maintain adequate liquidity in all economic environments through active balance sheet management.

Liquidity management is the ongoing process of monitoring and managing First Priority's sources and uses of funds. The primary sources of funds are deposits, scheduled amortization of loans outstanding, maturities and cash flow generated from the investment portfolio and funds provided by operations. Scheduled loan payments and investment maturities are relatively predictable sources of funds; however, deposit flows and loan prepayments are far less predictable and are influenced by the level of interest rates, economic conditions, local competition and customer preferences. Liquidity is also provided by unused lines of credit with correspondent banks and First Priority's borrowing capacity at the FHLB. First Priority measures and monitors its liquidity position on an ongoing basis in order to better understand, predict and respond to balance sheet trends, unused borrowing capacity and liquidity needs. The liquidity position is managed on a daily basis as part of the daily settlement function and on an ongoing basis through the asset liability management function.

The key elements of First Priority's liquidity planning process involve a primary focus on the development of a stable, core funding base; utilization of wholesale funding sources to supplement core funding; maintenance of an appropriate level of asset liquidity; management of the maturity structure of funding sources and of funding concentrations; and maintenance of borrowing facilities.

Wholesale funding sources utilized by First Priority Bank include brokered certificates of deposits, secured advances from the FHLB, federal funds purchased and other secured borrowing facilities. At December 31, 2017, wholesale funding sources totaled \$144.8 million and were comprised of \$120.2 million of brokered certificates of deposit and \$24.6 million of FHLB advances. At December 31, 2016, wholesale funding sources totaled \$207.0 million and were comprised of \$138.8 million of brokered certificates of deposit and \$68.2 million FHLB advances. Wholesale funding is generally used in managing the daily liquidity needs and when it is the most cost effective funding source available to First Priority. Management continually evaluates all available funding sources for cost and availability.

An integral part of First Priority Bank's balance sheet management strategy is to establish and maintain borrowing facilities with correspondent banks for access to funding. Off balance sheet borrowing capacity provides the immediate availability of funds to meet short-term financing needs without requiring the bank to maintain excess liquidity in its investment portfolio, which may have a negative impact on earnings. In today's environment of historically low interest rates, it also provides effective longer term funding, in terms of the cost and structure. Long term borrowings from the FHLB cannot be called prior to maturity, which provides protection against a rise in interest rates when compared to retail deposits, which can be redeemed early by the depositor at lower than market rate penalties.

As of December 31, 2017 and 2016, First Priority Bank had a borrowing facility with a correspondent bank totaling \$10 million, available for short-term limited purpose usage, of which \$2 million is available unsecured. The remaining \$8 million is a secured line of credit.

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At December 31, 2017 and 2016, First Priority Bank had a total borrowing capacity with the FHLB of \$221 million and \$206 million, respectively, with advances and letters of credit outstanding of \$24.6 million and \$84.2 million, respectively. Short-term liquid assets at December 31, 2017 and 2016 totaled \$17.7 million and \$42.0 million, respectively, and were comprised of \$2.7 million and \$2.0 million, respectively, of interest bearing deposits held at correspondent banks and \$15 million and \$40.0 million, respectively, of investment securities due within 30 days.

***Interest Rate Sensitivity***

It is the responsibility of the board of directors and senior management to understand and control the interest rate risk exposures assumed by First Priority. The board has delegated authority to the asset liability management committee ( ALCO ) for the development of ALCO policies and for the management of the asset liability management function. The ALCO committee is comprised of senior management representing all primary functions of First Priority and meets monthly. ALCO has the responsibility for maintaining a level of interest rate risk exposures within board of director approved limits.

The primary objective of asset liability management is to optimize net interest income over time while maintaining a balance sheet mix that is prudent with respect to liquidity, capital adequacy and interest rate risk. The absolute level and volatility of interest rates can have a significant impact on the profitability of First Priority. Interest rate risk management is the process of identifying and controlling the potential adverse impact of interest rates movements on First Priority's net interest income and on the fair value of its assets and liabilities.

One tool used to monitor interest rate risk is the measurement of its interest sensitivity gap, which is the positive or negative dollar difference between interest-earning assets and interest-bearing liabilities that are subject to interest rate repricing within a given period of time. Interest rate sensitivity can be managed by changing the mix, pricing and repricing characteristics of First Priority's assets and liabilities, through management of its investment portfolio, loan and deposit product offerings, and through wholesale funding. Managing the amount of assets and liabilities repricing in the same time interval helps to hedge interest rate risk and minimize the impact on net interest income of rising or falling interest rates. First Priority generally would benefit from increasing market rates of interest when it has an asset-sensitive gap position and generally would benefit from decreasing market rates of interest when First Priority is liability-sensitive.

At December 31, 2017, First Priority was marginally liability sensitive at the one-year gap position, as it has more liabilities subject to repricing in the subsequent twelve month period than assets. It must be noted, however, that the gap analysis is not a precise indicator of First Priority's exposure to changing interest rates. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. Furthermore, the results are influenced by management assumptions concerning the repricing characteristics of deposit products with no contractual maturities, the timing of the repricing of variable rate loans with interest rates currently fixed at interest rate floors, and prepayment speeds of loans and investments subject to prepayment prior to maturity. Additionally, net interest income performance may be impacted by other significant factors in a given interest rate environment, including changes in the volume and mix of interest earning assets and interest-bearing liabilities.



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First Priority's interest rate sensitivity at December 31, 2017, as measured by the repricing characteristics of interest sensitive assets and interest sensitive liabilities, is presented in the following table. As noted above, the table presents data at a single point in time and includes significant management assumptions.

Interest Rate Sensitivity Report As of December 31, 2017 (Dollars in thousands)					
	1-90 days	91-365 days	1-5 years	5 years and over	Total
<b>Interest-Sensitive Assets</b>					
Interest-bearing deposits in banks	\$ 2,666	\$	\$	\$	\$ 2,666
Loans receivable	152,452	77,094	241,599	47,782	518,927
Investment securities available for sale	16,264	7,507	19,224	9,378	52,373
Investment securities held to maturity	319		5,824	12,522	18,665
<b>Total Interest Earning Assets</b>	<b>\$ 171,701</b>	<b>\$ 84,601</b>	<b>\$ 266,647</b>	<b>\$ 69,682</b>	<b>\$ 592,631</b>
<b>Cumulative Total</b>	<b>\$ 171,701</b>	<b>\$ 256,302</b>	<b>\$ 522,949</b>	<b>\$ 592,631</b>	
<b>Interest-Sensitive Liabilities</b>					
Interest-bearing demand	\$ 2,244	\$ 6,731	\$ 13,463	\$ 7,480	\$ 29,918
Money Market and Savings accounts	21,803	65,410	36,339	21,803	145,355
Time deposits	60,610	94,616	127,017		282,243
Borrowed funds	15,625	3,000	6,000	9,231	33,856
<b>Total</b>	<b>\$ 100,282</b>	<b>\$ 169,757</b>	<b>\$ 182,819</b>	<b>\$ 38,514</b>	<b>\$ 491,372</b>
<b>Cumulative Total</b>	<b>\$ 100,282</b>	<b>\$ 270,039</b>	<b>\$ 452,858</b>	<b>\$ 491,372</b>	
Gap	\$ 71,419	\$ (85,156)	\$ 83,828	\$ 31,168	
Cumulative gap	\$ 71,419	\$ (13,737)	\$ 70,091	\$ 101,259	
Interest-sensitive assets/interest-sensitive liabilities (cumulative)	1.7	0.9	1.2	1.2	
Cumulative Gap/total earning assets	12.1%	-2.3%	11.8%	17.1%	
<b>Contractual Obligations</b>					

First Priority Bank utilizes a variety of deposit products and short-term borrowings to supplement its supply of lendable funds, to assist in meeting deposit withdrawal requirements, and to fund growth of interest-earning assets in excess of traditional deposit growth. Brokered certificates of deposit, borrowings from the FHLB, borrowings under correspondent bank lines of credit and repurchase agreements serve as the primary sources of such funds.

Obligations under non-cancelable operating lease agreements are payable over several years with the longest obligation expiring in 2029. Management does not believe that any existing non-cancelable operating lease agreements are likely to materially impact First Priority's financial condition or results of operations in an adverse way.



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The following table provides payments due by period for contractual obligations as of December 31, 2017.

	Payments Due by Period					Total
	Within 1 Year	Over 1 through 2 Years	Over 2 through 3 Years	Over 3 through 5 Years	Over 5 Years	
	<i>(Dollars in thousands)</i>					
Certificates of deposit	\$ 155,229	\$ 76,431	\$ 24,421	\$ 26,162	\$	\$ 282,243
Operating lease obligations	1,246	1,266	1,172	1,849	2,832	8,365
Subordinated debt					9,500	9,500
Long-term debt	3,000	2,000	4,000			9,000
Short-term borrowings	15,625					15,625
Accrued interest payable	844					844
<b>Total</b>	<b>\$ 175,944</b>	<b>\$ 79,697</b>	<b>\$ 29,593</b>	<b>\$ 28,011</b>	<b>\$ 12,332</b>	<b>\$ 325,577</b>

**COMPARISON OF SHAREHOLDERS RIGHTS**

The rights of First Priority shareholders are governed by Pennsylvania law, including the PBCL, and First Priority's articles of incorporation and bylaws. The rights of Mid Penn shareholders are governed by Pennsylvania law, including the PBCL, and Mid Penn's articles of incorporation and bylaws.

Upon consummation of the merger, First Priority shareholders will become Mid Penn shareholders. Consequently, after the merger, the rights of such shareholders will be governed by the articles of incorporation and bylaws of Mid Penn and Pennsylvania law.

A comparison of the rights of First Priority and Mid Penn shareholders follows. This summary is not intended to be a complete statement of all of such differences or a complete description of the specific provisions referred to therein, and is qualified in its entirety by reference to Pennsylvania law and the respective articles of incorporation and bylaws of First Priority and Mid Penn.

***Authorized Capital***

*Mid Penn.* Mid Penn is authorized to issue 10,000,000 shares of common stock, par value \$1.00 per share, and 10,000,000 shares of preferred stock, par value of \$1.00 per share.

*First Priority.* First Priority is authorized to issue 20,000,000 shares of common stock, par value \$1.00 per share, and 10,000,000 shares of preferred stock, \$100.00 par value per share.

***Outstanding Preferred Stock***

*Mid Penn.* As of the date of this document, no shares of Mid Penn preferred stock were issued and outstanding. Unless redeemed by First Priority prior to the effective time of the merger, Mid Penn will be required to issue 3,404 shares of its preferred stock, as soon as practicable following the merger, to the holders of, and on substantially the same terms as, the First Priority TARP preferred stock described below. If Mid Penn is required to issue such preferred stock, it is

the intent of Mid Penn to effectuate the redemption of such preferred stock as soon as practicable following the merger, subject to the receipt of any requisite regulatory approvals.

*First Priority.* As of the date of this document, 3,404 shares of First Priority 9.00% Fixed Rate Cumulative Perpetual Preferred Stock, Series C, which we refer to in this document as the First Priority TARP preferred stock, were issued and outstanding. Each share of First Priority TARP preferred stock has a liquidation value of \$1,000 per share. The issued and outstanding shares of First Priority TARP preferred stock are validly issued, fully paid and nonassessable. Other than the First Priority TARP preferred stock, no other shares of First Priority s preferred stock were issued and outstanding as of the date of this document.

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**Dividends Payable on Shares of First Priority TARP preferred stock.** Holders of shares of First Priority TARP preferred stock are entitled to receive, if, as and when declared by the First Priority board of directors out of assets legally available for payment, quarterly cash dividends on the First Priority TARP preferred stock, payable in arrears on February 15, May 15, August 15 and November 15 of each year. The dividend rate is 9.00% of the liquidation value. Dividends on the First Priority TARP preferred stock are cumulative. If for any reason the First Priority board of directors does not declare a dividend on the First Priority TARP preferred stock for a particular dividend period, or if the board of directors declares less than a full dividend, First Priority will remain obligated to pay the unpaid portion of the dividend for that period and the unpaid dividend will compound on each subsequent dividend date (meaning that dividends for future dividend periods will accrue on any unpaid dividend amounts for prior dividend periods).

**Priority of Dividends.** So long as the First Priority TARP preferred stock remains outstanding, First Priority may not declare or pay a dividend or other distribution on its common stock or any other shares of Junior Stock (other than dividends payable solely in shares of common stock) or Parity Stock (other than dividends paid on a pro rata basis with the First Priority TARP preferred stock), and First Priority generally may not directly or indirectly purchase, redeem or otherwise acquire any shares of common stock, Junior Stock or Parity Stock unless all accrued and unpaid dividends on the First Priority TARP preferred stock for all past dividend periods are paid in full.

**Junior Stock** means First Priority common stock and any other class or series of First Priority stock the terms of which expressly provide that it ranks junior to the First Priority TARP preferred stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of First Priority. First Priority currently has no outstanding class or series of stock constituting Junior Stock other than its common stock.

**Parity Stock** means any class or series of First Priority stock, other than the First Priority TARP preferred stock, the terms of which do not expressly provide that such class or series will rank senior or junior to the First Priority TARP preferred stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of First Priority, in each case without regard to whether dividends accrue cumulatively or non-cumulatively. First Priority currently has no outstanding class or series of stock constituting Parity Stock.

**Liquidation Rights.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of First Priority, holders of the First Priority TARP preferred stock will be entitled to receive for each share of First Priority TARP preferred stock, out of the assets of First Priority or proceeds available for distribution to First Priority's stockholders, subject to any rights of First Priority's creditors, before any distribution of assets or proceeds is made to or set aside for the holders of First Priority's common stock and any other class or series of First Priority stock ranking junior to the First Priority TARP preferred stock, payment of an amount equal to the sum of (i) the \$1,000 liquidation preference amount per share and (ii) the amount of any accrued and unpaid dividends on the First Priority TARP preferred stock (including dividends accrued on any unpaid dividends). To the extent the assets or proceeds available for distribution to stockholders are not sufficient to fully pay the liquidation payments owing to the holders of the First Priority TARP preferred stock and the holders of any other class or series of First Priority stock ranking equally with the First Priority TARP preferred stock, the holders of the First Priority TARP preferred stock and such other stock will share ratably in the distribution.

For purposes of the liquidation rights of the First Priority TARP preferred stock, neither a merger or consolidation of First Priority with any entity, nor a sale, lease or exchange of all or substantially all of First Priority's assets, will constitute a liquidation, dissolution or winding up of the affairs of First Priority.

(1) **Redemptions and Repurchases.** First Priority TARP preferred stock is redeemable at First Priority's option, subject to, when applicable in limited circumstances, prior approval by the FRB, in whole or in part at a redemption price equal to 100% of the liquidation preference amount of \$1,000 per share plus any accrued and unpaid dividends to but

excluding the date of redemption (including dividends accrued on any unpaid dividends).

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Shares of First Priority TARP preferred stock that First Priority redeems, repurchases or otherwise acquires will revert to authorized but unissued shares of preferred stock.

(2) **No Conversion Rights**. Holders of the First Priority TARP preferred stock have no right to exchange or convert their shares into common stock or any other securities.

(3) **Voting Rights**. The holders of the First Priority TARP preferred stock do not have voting rights other than those described below, except to the extent specifically required by Pennsylvania law.

Whenever dividends have not been paid on the First Priority TARP preferred stock for six or more quarterly dividend periods, whether or not consecutive, the authorized number of directors of First Priority will automatically increase by two and the holders of the First Priority TARP preferred stock will have the right, with the holders of shares of any other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (the Preferred Directors ) to fill such newly created directorships at First Priority's next annual meeting of stockholders (or at a special meeting called for that purpose prior to the next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past dividend periods on all outstanding shares of First Priority TARP preferred stock have been paid in full, at which time this right will terminate with respect to the First Priority TARP preferred stock, subject to retesting in the event of each and every subsequent default by First Priority in the payment of dividends on the First Priority TARP preferred stock.

No person may be elected as a Preferred Director who would cause First Priority to violate any corporate governance requirements of any securities exchange or other trading facility on which First Priority's securities may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any termination of the right of the holders of the First Priority TARP preferred stock and Voting Parity Stock as a class to vote for directors as described above, the Preferred Directors will cease to be qualified as directors, the terms of office of all Preferred Directors then in office will terminate immediately and the authorized number of directors will be reduced by the number of Preferred Directors which had been elected by the holders of the First Priority TARP preferred stock and the Voting Parity Stock. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created by such a removal may be filled, only by the affirmative vote of the holders of a majority of the outstanding shares of First Priority TARP preferred stock voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office, the remaining Preferred Director may choose a successor who will hold office for the unexpired term of the office in which the vacancy occurred.

The term "Voting Parity Stock" means with regard to any matter as to which the holders of the First Priority TARP preferred stock are entitled to vote, any series of Parity Stock (as defined above under "Dividends-Priority of Dividends") upon which voting rights similar to those of the First Priority TARP preferred stock have been conferred and are exercisable with respect to such matter. First Priority currently has no outstanding shares of Voting Parity Stock.

If holders of the First Priority TARP preferred stock obtain the right to elect two directors and if the FRB deems the First Priority TARP preferred stock a class of "voting securities", (a) any bank holding company that is a holder may be required to obtain the approval of the FRB to acquire more than 5% of the First Priority TARP preferred stock and (b) any person may be required to obtain the approval of the FRB to acquire or retain 10% or more of the then outstanding shares of First Priority TARP preferred stock.

In addition to any other vote or consent required by Pennsylvania law or by our articles of incorporation, the vote or consent of the holders of at least 66 2/3% of the outstanding shares of First Priority TARP preferred stock, voting as a

separate class, is required in order to do the following:

amend First Priority s articles of incorporation to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable



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for shares of, any class or series of stock ranking senior to the First Priority TARP preferred stock with respect to the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of First Priority; or

amend First Priority's articles of incorporation in any way that materially and adversely affect the rights, preferences, privileges or voting powers of the First Priority TARP preferred stock; or

consummate a binding share exchange or reclassification involving the First Priority TARP preferred stock or a merger or consolidation of First Priority with another entity, unless (i) the shares of First Priority TARP preferred stock remain outstanding or, in the case of a merger or consolidation in which First Priority is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (ii) the shares of First Priority TARP preferred stock remaining outstanding or such preference securities, have such rights, preferences, privileges, voting powers, limitations and restrictions, taken as a whole, as are not materially less favorable than the rights, preferences, privileges, voting powers, limitations and restrictions of the First Priority TARP preferred stock prior to consummation of the transaction, taken as a whole;

*provided, however*, that (1) any increase in the amount of First Priority's authorized but unissued shares of preferred stock, and (2) the creation and issuance, or an increase in the authorized or issued amount, of any other series of preferred stock, or any securities convertible into or exchangeable or exercisable for any other series of preferred stock, ranking equally with and/or junior to the First Priority TARP preferred stock with respect to the payment of dividends, whether such dividends are cumulative or noncumulative and the distribution of assets upon First Priority's liquidation, dissolution or winding up, will not be deemed to materially and adversely affect the rights, preferences, privileges or voting powers of the First Priority TARP preferred stock and will not require the vote or consent of the holders of the First Priority TARP preferred stock.

To the extent the holders of the First Priority TARP preferred stock are entitled to vote, holders of shares of the First Priority TARP preferred stock will be entitled to one vote for each share then held.

The voting provisions described above will not apply if, at or prior to the time when the vote or consent of the holders of the First Priority TARP preferred stock would otherwise be required, all outstanding shares of the First Priority TARP preferred stock have been redeemed by First Priority or called for redemption upon proper notice and sufficient funds have been set aside by First Priority for the benefit of the holders of First Priority TARP preferred stock to effect the redemption.

***Annual Meeting of Shareholders***

*Mid Penn.* Mid Penn's bylaws provide that an annual meeting will be held on such date, at such time, and at such place, as may be set by the board of directors.

*First Priority.* First Priority's bylaws provide that an annual meeting will be held on such day as the board of directors may from time to time determine, or, if not such date is fixed, on the fourth Tuesday of April each year.

***Special Meeting of Shareholders***

*Mid Penn.* Special meetings of the Mid Penn shareholders can be called by Mid Penn's board of directors, the Chairman of the Board, the President, a majority of the board of directors, or a majority of the members of the

executive committee of the board of directors.

*First Priority.* Special meetings of the First Priority shareholders can be called by the Chairman of the board or a majority of First Priority's board of directors, or at the request of holders of not less than one-fifth of the votes which all shareholders are entitled to cast at the particular meeting.

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### ***Cumulative Voting***

*Mid Penn.* Mid Penn's articles of incorporation prohibit cumulative voting in the election of directors.

*First Priority.* First Priority's articles of incorporation prohibit cumulative voting in the election of directors.

### ***Shareholder Nomination of Directors***

*Mid Penn.* Mid Penn's bylaws provide that nominations for the election of directors may be made by the board of directors or by any shareholder entitled to vote for the election of directors. Nominations made by the shareholders entitled to vote for the election of directors will be made by notice in writing, delivered or mailed to the Corporate Secretary not less than the earlier of 120 days prior to the anniversary date of the initial proxy materials or of a notice of the meeting by Mid Penn in connection with the immediately preceding annual meeting of shareholders, or the deadline for submitting shareholder proposals for inclusion in a proxy statement and form of proxy as calculated under Rule 14a-8(e), promulgated by the Securities and Exchange Commission under the Exchange Act or any successor provision thereto.

*First Priority.* First Priority's bylaws provide that nominations for the election of directors may be made by the board of directors.

### ***Number of Directors***

*Mid Penn.* The number of Mid Penn directors will be not less than five, nor more than twenty-five as Mid Penn's board of directors may determine from time-to-time. Mid Penn's board of directors currently has ten directors.

*First Priority.* First Priority's bylaws provide that the number of First Priority directors will be not less than five nor more than twenty-five, as determined from time to time by resolution of First Priority's board of directors. First Priority's board currently consists of fifteen directors.

### ***Director Qualifications***

*Mid Penn.* Each Mid Penn director must be a Mid Penn shareholder and will own in his/her own right the number of shares (if any) required by law in order to qualify as such director. Mid Penn maintains a mandatory retirement policy. Upon reaching the age of 70, a Mid Penn director will hold office until the following annual meeting of shareholders at which time such director shall retire from the Mid Penn board of directors. In extraordinary circumstances, the Mid Penn board of directors may grant a director, on a case-by-case basis, a waiver from this mandatory retirement policy. In connection with the consummation of the merger, the Mid Penn board of directors will waive this policy with respect to the appointment of Mr. Sparks to the Mid Penn board of directors.

*First Priority.* First Priority directors must be a natural person of full age and a citizen of the United States.

### ***Classes of Directors and Election of Directors***

*Mid Penn.* The Mid Penn board of directors is divided into three classes, with each class being elected annually for a three-year term. Class A has four directors, Class B has four directors, and Class C has three directors.

*First Priority.* The First Priority board of directors is divided into three classes, as nearly equal in number as possible, with each class being elected annually for a three-year term.



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**Table of Contents*****Filling Vacancies on the Board of Directors***

*Mid Penn.* Mid Penn's bylaws provide that vacancies in the board of directors, including vacancies resulting from an increase in the number of directors, may be filled by the remaining members of the board, even though less than a quorum. Each person so elected to fill a vacancy in the board of directors will become a member of the same class of directors in which the vacancy existed. Each director so elected will be a director until the class to which he/she was appointed stands for election and until his or her successor is elected and qualified.

*First Priority.* First Priority's bylaws provide that vacancies in the board of directors, including a vacancy resulting from an increase in the number of directors, may be filled by a majority vote of the remaining directors, even if less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall serve for the balance of the unexpired term and until his or her successor has been selected and qualified or until his or her earlier death, resignation or removal.

***Special Meetings of the Board of Directors***

*Mid Penn.* Special meetings of Mid Penn's board of directors may be held whenever called by the Chairman of the Board, the President or at the request of three or more members of the board of directors. Notice of the time and place of every special meeting may be either verbal or in writing, and will be given to each member of the board of directors at least twenty-four hours before the time of such meeting excepting the organization meeting following the election of directors.

*First Priority.* Special meetings of First Priority's board of directors may be called by the Chairman of the Board, the President or an Executive Vice President or a majority of the directors then in office. Written notice of the time, date and place of the special meeting must be given to each director at least 24 hours before the time of such meeting, and does not need to specify the business to be transacted at, or the purpose of, the meeting.

***Anti-Takeover Provisions and Other Shareholder Protections***

*Mid Penn.* Under Mid Penn's articles of incorporation, any merger, consolidation, liquidation or dissolution of Mid Penn or any action that would result in the sale or other disposition of all or substantially all of the assets of Mid Penn must be approved by the affirmative vote of the holders of at least 80% of the outstanding shares of common stock, or the holders of at least 66-2/3% of the outstanding shares of common stock provided that the transaction has received prior approval of at least 80% of all members of the board of directors. Additionally, the board of directors may oppose a tender or other offer for the corporation's securities, whether the offer is in cash or in the securities of a corporation or otherwise. The board may, but is not legally obligated to, consider any relevant, germane or pertinent issue; by way of illustration, but not to be considered any limitation on the power of the board of directors to oppose a tender or other offer for Mid Penn's securities. The board of directors may consider whether the offer price is acceptable based on the historical and present operating results or financial condition of the corporation; whether a more favorable price could be obtained for Mid Penn's securities in the future; the social and economic effects of the offer on Mid Penn and any of its subsidiaries, employees, depositors, loan and other customers, creditors, and shareholders; the reputation and business practice of the offeror and its management and affiliates as they would affect the shareholders, employees, depositors and customers of Mid Penn and its subsidiaries and the future value of Mid Penn's stock; the value of the securities which the offeror is offering in exchange for Mid Penn's securities; the business and financial conditions and earnings prospects of the offeror, including, but not limited to, debt service and other existing or likely financial obligations of the offeror, and the possible effect of such conditions upon Mid Penn and any of its subsidiaries and the other elements of the communities in which Mid Penn and its subsidiaries are located; and any antitrust or other legal and regulatory issues that are raised by the offer.

*First Priority.* Any plan or proposal for the merger, consolidation, liquidation or dissolution of First Priority, or any action that would result in the sale or other disposition of all or substantially all of the assets of First Priority, will require the affirmative vote of a majority of the votes cast by the holders of shares of First Priority common stock in accordance with First Priority's articles of incorporation and the PBCL.

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**Table of Contents*****Indemnification of Directors and Officers***

*Mid Penn.* Under Mid Penn's bylaws, to the fullest extent authorized or permitted by applicable law, Mid Penn shall indemnify any director, officer, employee, or agent of Mid Penn who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, or is or was serving at the request of Mid Penn as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, amounts paid in settlement, judgments, and fines actually and reasonably incurred by those persons in connection with any action suit or proceeding. No indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. The provision does not affect a director's responsibility or liability under any criminal statute or liability for payment of taxes.

*First Priority.* Under First Priority's bylaws, to the fullest extent authorized or permitted by applicable law, First Priority shall indemnify any director, officer, employee, or agent of First Priority who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, or is or was serving at the request of First Priority as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, amounts paid in settlement, judgments, and fines actually and reasonably incurred by those persons in connection with any action suit or proceeding. No indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. The provision does not affect a director's responsibility or liability under any criminal statute or liability for payment of taxes.

***Pennsylvania Anti-Takeover Provisions***

Under the PBCL, certain anti-takeover provisions apply to Pennsylvania registered corporations (e.g., publicly traded companies) including those relating to (i) control share acquisitions, (ii) disgorgement of profits by certain controlling persons, (iii) business combination transactions with interested shareholders and (iv) the rights of shareholders to demand fair value for their stock following a control transaction. Pennsylvania law allows registered corporations to opt-out of any of these anti-takeover provisions. Mid Penn is a registered corporation under the PBCL. First Priority is not a registered corporation and is therefore not subject to these anti-takeover provisions. A general summary of the applicable anti-takeover provisions is set forth below.

*Control Share Acquisitions.* Pennsylvania law limits control share acquisitions relating to the act of acquiring for the first time voting power over voting shares (other than shares owned since January 1, 1988 and any additional shares distributed with respect to such shares) equal to at least 20%, 33-1/3% and 50% of the voting power of the corporation. Once a control share acquisition has occurred, then all shares in excess of the triggering threshold, plus shares purchased at any time with the intention of acquiring such voting power and shares purchased within 180 days of the date the triggering threshold was exceeded, are considered control shares. Control shares cannot vote either until their voting rights have been restored by two separate votes of the shareholders, described below, at a meeting or until they have been transferred to a person who does not thereby also become the holder of control shares.

The holder of control shares may wait until the next annual or special meeting after the acquisition took place to submit the request for the restoration of voting rights to the shareholders, or the acquiring person may accelerate the process by agreeing to underwrite the cost of a special meeting of shareholders for that purpose. In either case, the acquiring person is required to furnish for distribution to the shareholders an information statement containing a detailed disclosure concerning the acquiring person, its intentions with respect to ownership of securities of the corporation and other matters. As an alternative, a person proposing to make a control share acquisition may request

prospective approval by the shareholders of the exercise of the voting rights of the shares proposed to be acquired. Two shareholders' votes are required to approve the restoration of



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voting rights: (i) the approval of an absolute majority of all voting power must be obtained, and all voting shares are entitled to participate in this vote; and (ii) the approval of an absolute majority of all disinterested shareholders must be obtained.

For a period of 24 months after the later of (i) a control share acquisition by an acquiring person who does not properly request consideration of voting rights, or (ii) the denial of such a request or lapse of voting rights, the corporation may redeem all the control shares at the average public market sales price of the shares on the date notice of the call for redemption is given by the corporation.

Mid Penn has opted out of these Pennsylvania law provisions pursuant to its articles of incorporation.

*Disgorgement of Profits by Certain Controlling Persons.* Pennsylvania law regarding disgorgement of profits by certain controlling persons applies in the event that (i) any person or group publicly discloses that the person or group may acquire control of the corporation, or (ii) a person or group acquires (or publicly discloses an intent to acquire) 20% or more of the voting power of the corporation and, in either case, sells shares within 18 months thereafter. Any profits from sales of equity securities of the corporation received by the person or group during such 18-month period will belong to the corporation if the securities that were sold were acquired during the 18-month period or within 24 months prior thereto.

Mid Penn has opted out of these Pennsylvania law provisions pursuant to its articles of incorporation.

*Business Combination Transactions with Interested Shareholders.* Pennsylvania law prohibits certain business combinations with certain interested shareholders, persons who acquire the direct or indirect beneficial ownership of shares entitled to cast at least 20% of the votes entitled to be cast for the election of directors. A corporation subject to this provision may not effect mergers or certain other business combinations with the interested shareholder for a period of five years, unless:

the business combination or the acquisition of stock by means of which the interested shareholder became an interested shareholder is approved by the corporation's board of directors prior to such stock acquisition;

the business combination is approved by the affirmative vote of the holders of all the outstanding common shares of the corporation; or

the business combination is approved by the affirmative vote of the holders of a majority of all shares entitled to vote, excluding votes of shares held by the interested shareholders, and at the time of such vote, the interested shareholder is the beneficial owner of at least 80% of the voting shares of the corporation. This exception applies only if the value of the consideration to be paid by the interested shareholder in connection with the business combination satisfies certain fair price requirements

After the five-year restricted period, an interested shareholder of the corporation may engage in a business combination with the corporation if (i) the business combination is approved by the affirmative vote of a majority of the shares other than those beneficially owned by the interested shareholder and its affiliates, or (ii) the merger is approved at a shareholders meeting and certain fair price requirements are met.

*Rights of Shareholders to Demand Fair Value for Stock Following a Control Transaction.* Pennsylvania law regarding the ability of shareholders to dispose of their stock following a control transaction provides, generally, that a person or group that acquires more than 20% of the voting power to elect directors of the corporation is a controlling person and must give prompt notice to each shareholder of record. The other shareholders are then entitled to demand that the controlling person pay them the fair value of their shares under specified procedures. Fair value may not be less than the highest price paid per share by the controlling person at any time during the 90-day period ending on and including the date on which the controlling person became such, plus any increment representing any value, such as a control premium, that is not reflected in such price.

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The provisions set forth in this section **Anti-Takeover Provisions** apply to Mid Penn only to the extent provided above, but they do not apply to First Priority, since First Priority is not a registered corporation.

***Voting Rights******Amendment of Articles of Incorporation.***

Pennsylvania law provides that shareholders of a registered corporation, such as Mid Penn, are not entitled by statute to propose amendments to the articles of incorporation. By contrast, under Pennsylvania law, an amendment to the articles of incorporation for an unregistered corporation, such as First Priority, can only be proposed (1) by adoption by the board of directors of a resolution setting forth the proposed amendment; or (2) unless otherwise provided in the articles, by petition of shareholders entitled to cast at least 10% of the votes that all shareholders are entitled to cast on the proposed amendment. The shareholder petition must set forth the proposed amendment, be directed to the board of directors and filed with the secretary of the corporation.

Except where the approval of the shareholders is unnecessary, the board of directors will then direct that the proposed amendment be submitted to a vote of the shareholders entitled to vote on the proposed amendment. An amendment proposed pursuant to paragraph (2) above is required to be submitted to a vote either at the next annual meeting held not earlier than 120 days after the amendment is proposed or at a special meeting of the shareholders called for that purpose by the shareholders.

Under Pennsylvania law, an amendment to the articles of incorporation requires the approval of the board of directors and, except in limited cases where a greater vote may be required, the affirmative vote of a majority of the votes cast by all shareholders within each class or series of shares if such class or series is entitled to vote on the matter as a class.

**Mid Penn.** Mid Penn shareholders are not entitled by statute to propose amendments to the articles of incorporation. Mid Penn's articles of incorporation may be amended as provided under Pennsylvania law, with the following exception: any amendment to Articles 7, 8, 9, 10, 11, and 12 require the affirmative vote of holders of at least 80% of the outstanding shares of common stock, or the holders of 66-2/3% of the Mid Penn common stock, provided that such amendment has received the prior approval of at least 80% of all the members of the board of directors.

**First Priority.** First Priority's articles of incorporation may be amended as provided under Pennsylvania law, with the following exception: any amendment to Articles Eighth (no cumulative voting); Eleventh (vote required to approve certain extraordinary transactions); Twelfth (change in control); Thirteenth (prohibition on action by shareholders without a meeting); Fourteenth (amendment of bylaws); Fifteenth (considerations for the evaluation of strategic combinations); Sixteenth (limitations on director liability) and Seventeenth (amendment of articles of incorporation) requires (i) the affirmative vote of holders of at least 80% of the votes that all shareholders are entitled to cast or (ii) the affirmative vote of holders of 80% of the members of the board of directors.

***Amendment of Bylaws.***

**Mid Penn.** Mid Penn's bylaws may be amended or repealed, in whole or in part, by the holders of 80% of the outstanding shares of Mid Penn common stock at any regular or special meeting duly convened after notice to the shareholders of that purpose, or by a majority vote of the members of the board of directors at any regular or special meeting.

*First Priority.* First Priority s bylaws may be amended, altered, changed or repealed by a majority vote of the board of directors at any regular or special meeting of the board duly convened or the affirmative vote of holders of at least 80% of the votes that all shareholders are entitled to cast, with the following exceptions: under

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First Priority's bylaws, amendment, alteration change or repeal of Section 2.2 of the bylaws (Number, Qualifications, Selection and Term of Office of Board of Directors) requires the affirmative vote of holders of at least 80% of the votes that all shareholders are entitled to cast; and under Article Fourteenth of First Priority's articles of incorporation, Section 2.15 (Personal Liability of Directors) and Article VI (Indemnification and Insurance) of the bylaws may not be amended to increase the exposure of liability for directors or to decrease the indemnification of directors, officers and others except by the affirmative vote of 80% of the entire board of directors or by the affirmative vote of shareholders entitled to cast at least 80% of the votes which all shareholders are entitled to cast.

**MARKET PRICE AND DIVIDEND INFORMATION**

Mid Penn common stock is listed on The Nasdaq Global Select Market under the symbol MPB. First Priority's common stock is traded on the OTCQX Market under the symbol FPBK. The following table sets forth the high and low closing prices of shares of Mid Penn's and First Priority's common stock and Mid Penn's quarterly cash dividends declared per common share for the periods indicated.

	Mid Penn Common Stock			First Priority Common Stock		
	High	Low	Dividend	High	Low	Dividend
<b>2016</b>						
First Quarter	16.99	14.70	0.22	6.05	5.30	
Second Quarter	16.23	14.88	0.12	6.40	5.75	
Third Quarter	19.49	15.72	0.12	6.00	5.75	
Fourth Quarter	24.00	18.50	0.22	6.60	5.85	N/A
<b>2017</b>						
First Quarter	28.95	23.90	0.13	8.00	6.45	
Second Quarter	27.85	26.05	0.13	8.07	7.85	
Third Quarter	29.70	25.71	0.13	8.10	7.90	
Fourth Quarter	34.50	29.00	0.28 <sup>(1)</sup>	8.90	7.95	N/A
<b>2018</b>						
First Quarter	37.50	31.00	N/A <sup>(1)</sup>	11.95	8.50	
Second Quarter (through [ ], 2018)	[ ]	[ ]	[ ]	[ ]	[ ]	

(1) While Mid Penn has historically declared a cash dividend in the first quarter, due to the then-pending Scottsdale merger and in order to avoid Scottsdale shareholders receiving dividends from both Scottsdale and Mid Penn for the same time period, Mid Penn declared its typical first quarter dividend in the fourth quarter of 2017 and paid such dividend prior to consummation of the Scottsdale merger on January 8, 2018.

On January 16, 2018, the last full trading day before the public announcement of the merger agreement, the closing price of shares of Mid Penn common stock as reported on The Nasdaq Stock Market was \$37.50 and the closing price of First Priority common stock was \$9.00. On [ ], 2018, the last practicable trading day before the date of this joint proxy statement/prospectus, the closing price of shares of Mid Penn common stock as reported on The Nasdaq Stock Market was \$[ ] and the closing price of shares of First Priority common stock as reported on the OTCQX Market was \$[ ].

Both Mid Penn and Mid Penn Bank are subject to various general regulatory policies relating to the payment of dividends, including requirements to maintain adequate capital above regulatory minimums. To date, First Priority has not paid a cash dividend on its common shares.

First Priority shareholders are advised to obtain current market quotations for Mid Penn common stock. The market price of Mid Penn common stock will fluctuate between the date of this joint proxy statement/prospectus

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and the completion of the merger. No assurance can be given concerning the market price of Mid Penn common stock before or after the effective date of the merger.

As of the record date, there were [ ] shares of First Priority common stock outstanding, which were held by [ ] holders of record. As of the record date, there were [ ] shares of Mid Penn common stock outstanding, which were held by [ ] holders of record.

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**LEGAL MATTERS**

The validity of the Mid Penn common stock to be issued in connection with the merger will be passed upon for Mid Penn by Pillar Aught LLC. Certain U.S. federal income tax consequences relating to the merger will also be passed upon for Mid Penn by Pillar Aught LLC and for First Priority by Stevens & Lee, P.C.

**EXPERTS**

The consolidated financial statements of Mid Penn and its subsidiaries as of December 31, 2017 and 2016 and for each of the years in the three year period ended December 31, 2017 incorporated by reference in this joint proxy statement/prospectus and in the related registration statement have been so included in reliance upon the report of BDO USA, LLP, an independent registered public accounting firm, appearing elsewhere herein and in the related registration statement, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of First Priority and subsidiary as of December 31, 2017 and 2016, and for each of the years in the three-year period ended December 31, 2017 included in this joint proxy statement/prospectus and in the related registration statement have been so included in reliance upon the report of BDO USA, LLP, an independent registered public accounting firm, as stated in their report appearing herein.

The consolidated financial statements of Scottdale and subsidiary as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016 included in this joint proxy statement/prospectus and in the related registration statement have been so included in reliance upon the report of S.R. Snodgrass, P.C., independent certified public accountants, as stated in their report appearing herein.

**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The Securities and Exchange Commission allows Mid Penn to incorporate by reference information into this document, which means that we can disclose important information to you by referring you to other information that has been filed with the Securities and Exchange Commission. The information incorporated by reference is considered to be part of this document, except for any information superseded by information contained in subsequent incorporated filings or by information in this document.

This document incorporates by reference the Mid Penn documents set forth below that Mid Penn previously filed with the Securities and Exchange Commission. These documents contain important information about Mid Penn. You should read this document together with the information incorporated by reference.

Documents filed by Mid Penn (SEC File No. 001-13677):

Mid Penn Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on March 13, 2018;

Mid Penn Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed on May 9, 2018;



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Mid Penn Current Reports on Form 8-K filed on January 9, 2018, January 16, 2018, January 26, 2018, March 21, 2018, April 26, 2018 and May 9, 2018; and

The description of Mid Penn common stock set forth in Mid Penn's registration statement on Form 8-A/A filed with the SEC on October 20, 2008 pursuant to the Exchange Act, including any amendment or reports filed under the Exchange Act for the purpose of updating such description.

Mid Penn is also incorporating by reference additional documents that it files with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this document

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and prior to the date of the special meeting of First Priority shareholders. Any statement contained in a document that is incorporated by reference will be deemed to be modified or superseded for all purposes to the extent that a statement contained in this document (or in any other document that is subsequently filed with the SEC and incorporated by reference) modifies or is contrary to that previous statement.

Notwithstanding the foregoing, any document or portion of a document that is furnished to, but not filed with, the SEC is not incorporated by reference into this document.

These documents may be obtained as explained above; see *Where You Can Find More Information* at page [ ], or you may request a free copy of any or all of these documents, including exhibits that are specifically incorporated by reference into these documents, by writing to or calling Mid Penn at the following address or telephone number:

**Mid Penn Bancorp, Inc.**

349 Union Street

Millersburg, Pennsylvania 17061

Attention: Investor Relations

Telephone: (717) 692-7105

*Mid Penn and First Priority shareholders requesting documents should do so by [ ], 2018 to receive them before their respective special meeting. Neither Mid Penn nor First Priority shareholders will be charged for any of these documents that they request. If you request any incorporated documents, Mid Penn will mail them to you by first class mail, or another equally prompt means after it receives your request.*

Neither Mid Penn nor First Priority has authorized anyone to give any information or make any representation about the merger or our companies that is different from, or in addition to, that contained in this joint proxy statement/prospectus or in any of the materials that have been incorporated in this joint proxy statement/prospectus. Therefore, if anyone does give you information of this sort, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint proxy statement/prospectus or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy statement/prospectus does not extend to you. The information contained in this joint proxy statement/prospectus speaks only as of the date of this joint proxy statement/prospectus unless the information specifically indicates that another date applies.

This joint proxy statement/prospectus contains a description of the representations and warranties that each of Mid Penn and First Priority made to the other in the merger agreement. Representations and warranties made by Mid Penn and First Priority are also set forth in contracts and other documents that are attached or filed as exhibits to this joint proxy statement/prospectus or are incorporated by reference into this joint proxy statement/prospectus. These representations and warranties were made as of specific dates, may be subject to important qualifications and limitations agreed to between the parties in connection with negotiating the terms of the agreement, and may have been included in the agreement for the purpose of allocating risk between the parties rather than to establish matters as facts. These materials are included or incorporated by reference only to provide you with information regarding the terms and conditions of the agreements, and not to provide any other factual information regarding Mid Penn or its business. Accordingly, the representations and warranties

**and other provisions of the merger agreement should not be read alone, but instead should be read only in conjunction with the other information provided elsewhere in this joint proxy statement/prospectus or incorporated by reference into this joint proxy statement/prospectus.**

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders

First Priority Financial Corp.

Malvern, Pennsylvania

**Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of First Priority Financial Corp. (the Company) as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income, shareholders equity, and cash flows for the years then ended and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2013.

Philadelphia, Pennsylvania

March 23, 2018



**Table of Contents****First Priority Financial Corp.****Consolidated Balance Sheets***(In thousands, except share and per share data)*

	December 31,	
	2017	2016
<b>Assets</b>		
Cash and due from banks	\$ 5,591	\$ 2,790
Interest-bearing deposits in banks	2,666	1,971
Total cash and cash equivalents	8,257	4,761
Securities available for sale, at fair value (amortized cost: \$52,379 and \$70,635, respectively)	52,373	70,560
Securities held to maturity, at amortized cost (fair value: \$19,665 and \$19,584, respectively)	18,665	19,043
Loans receivable	518,927	488,243
Less: allowance for loan losses	3,405	3,330
Net loans	515,522	484,913
Restricted investments in bank stocks	1,416	3,257
Premises and equipment, net	1,607	1,755
Bank owned life insurance	3,326	3,256
Accrued interest receivable	2,007	1,817
Other real estate owned	550	1,486
Deferred taxes	923	2,697
Goodwill	2,725	2,725
Intangible assets with finite lives, net	169	235
Other assets	2,402	1,290
<b>Total Assets</b>	<b>\$ 609,942</b>	<b>\$ 597,795</b>
<b>Liabilities and Shareholders Equity</b>		
<b>Liabilities:</b>		
Deposits:		
Non-interest bearing	65,634	54,817
Interest-bearing	457,516	412,871
Total deposits	523,150	467,688
Federal Home Loan Bank of Pittsburgh advances	24,625	68,164
Subordinated debt	9,231	9,207
Accrued interest payable	844	510
Other liabilities	1,596	4,180
<b>Total Liabilities</b>	<b>559,446</b>	<b>549,749</b>

**Shareholders Equity:**

Preferred stock, Series C, 9%, \$100 par value; authorized 10,000,000 shares: liquidation value: \$1,000 per share, 3,404 shares issued and outstanding; liquidation value: \$3,404 as of each date presented.	3,404	3,404
Common stock, \$1 par value; authorized 20,000,000 shares; issued and outstanding: 2017: 6,577,969; 2016: 6,529,719	6,578	6,530
Surplus	40,843	40,629
Accumulated deficit	(323)	(2,475)
Accumulated other comprehensive loss	(6)	(42)
<b>Total Shareholders Equity</b>	<b>50,496</b>	<b>48,046</b>
<b>Total Liabilities and Shareholders Equity</b>	<b>\$ 609,942</b>	<b>\$ 597,795</b>

*See notes to consolidated financial statements.*



**Table of Contents****First Priority Financial Corp.****Consolidated Statements of Operations***(In thousands, except per share data)*

	For the year ended December 31,	
	2017	2016
<b>Interest and Dividend Income</b>		
Loans receivable, including fees	\$ 22,074	\$ 19,570
Securities taxable	1,199	1,150
Securities exempt from federal taxes	579	408
Interest bearing deposits and other	201	118
<b>Total Interest and Dividend Income</b>	<b>24,053</b>	<b>21,246</b>
<b>Interest Expense</b>		
Deposits	4,713	3,547
Short-term borrowings	305	137
Long-term debt	142	158
Subordinated debt	689	688
<b>Total Interest Expense</b>	<b>5,849</b>	<b>4,530</b>
<b>Net Interest Income</b>	<b>18,204</b>	<b>16,716</b>
Provision for Loan Losses	385	710
<b>Net Interest Income after Provision for Loan Losses</b>	<b>17,819</b>	<b>16,006</b>
<b>Non-Interest Income</b>		
Wealth management fee income	168	308
Net gains on sales of investment securities	416	795
Bank owned life insurance income	70	78
Other	387	364
<b>Total Non-Interest Income</b>	<b>1,041</b>	<b>1,545</b>
<b>Non-Interest Expenses</b>		
Salaries and employee benefits	8,273	8,046
Occupancy and equipment	1,844	1,906
Data processing equipment and operations	927	884
Professional fees	690	709
Marketing, advertising, and business development	336	230
FDIC insurance assessments	520	398
Pennsylvania bank shares tax expense	354	315

Other real estate owned	178	423
Other	1,279	1,212
Total Non-Interest Expenses	14,401	14,123
<b>Income before Income Tax Expense</b>	<b>4,459</b>	<b>3,428</b>
Income Tax Expense	2,001	1,128
<b>Net Income</b>	<b>\$ 2,458</b>	<b>\$ 2,300</b>
Preferred dividends	306	407
<b>Income to Common Shareholders</b>	<b>\$ 2,152</b>	<b>\$ 1,893</b>
<b>Income per common share:</b>		
Basic	\$ 0.33	\$ 0.29
Diluted	\$ 0.32	\$ 0.29
<b>Weighted average common shares outstanding:</b>		
Basic	6,559	6,514
Diluted	6,785	6,570

*See notes to consolidated financial statements.*

**Table of Contents****First Priority Financial Corp.****Consolidated Statements of Comprehensive Income***(In thousands)*

	For the year ended December 31,	
	2017	2016
<b>Net Income</b>	\$ 2,458	\$ 2,300
<b>Other comprehensive income (loss):</b>		
Securities available for sale:		
Change in unrealized gain on securities available for sale	485	405
Reclassification adjustment for realized gains included in net income	(416)	(795)
Tax effect	(24)	133
<b>Net gains (losses) arising during the period</b>	45	(257)
Net unrealized holding losses on securities transferred between available for sale and held to maturity:		
Amortization of net unrealized holding losses to income during the period	(15)	(31)
Tax effect	6	10
<b>Net unrealized holding losses on securities transferred during the period</b>	(9)	(21)
<b>Total other comprehensive income (loss)</b>	36	(278)
<b>Total comprehensive income</b>	\$ 2,494	\$ 2,022

*See notes to consolidated financial statements.*

**Table of Contents****First Priority Financial Corp.****Consolidated Statements of Shareholders' Equity****For the Years Ended December 31, 2017 and 2016***(Dollars in thousands)*

	Preferred Stock	Common Stock	Surplus	Accumulated Deficit	Accumulated Other Comprehensive Income (loss)	Total
<b>Balance December 31, 2015</b>	\$ 9,404	\$ 6,492	\$ 40,327	\$ (4,368)	\$ 236	\$ 52,091
Preferred stock dividends				(407)		(407)
Redemption of preferred stock	(6,000)					(6,000)
Issuance of 36,250 shares of restricted common stock, net of 725 forfeited shares		36	(36)			
Exercise of 2,000 shares of common stock options		2	10			12
Net income				2,300		2,300
Other comprehensive loss					(278)	(278)
Stock based compensation expense			328			328
<b>Balance December 31, 2016</b>	\$ 3,404	\$ 6,530	\$ 40,629	\$ (2,475)	\$ (42)	\$ 48,046
Preferred stock dividends				(306)		(306)
Issuance of 52,700 shares of restricted common stock, net of 4,450 forfeited shares		48	(48)			
Net income				2,458		2,458
Other comprehensive income					36	36
Stock based compensation expense			262			262
<b>Balance December 31, 2017</b>	\$ 3,404	\$ 6,578	\$ 40,843	\$ (323)	\$ (6)	\$ 50,496

*See notes to consolidated financial statements.*

**Table of Contents****First Priority Financial Corp.****Consolidated Statements of Cash Flows***(Dollars in thousands)*

	For the year ended December 31,	
	2017	2016
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 2,458	\$ 2,300
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	385	710
Write down of other real estate owned	44	139
Depreciation and amortization of premises and equipment	262	309
Net amortization	346	261
Stock based compensation expense	262	328
Net amortization of investment securities premiums and discounts	146	151
Net gains on sales of investment securities	(416)	(795)
Net (gain) loss on sale of other real estate owned	(74)	18
Net loss on disposal of premises and equipment	1	25
Bank owned life insurance policy income	(70)	(78)
Deferred income tax expense	1,755	988
Increase in accrued interest receivable	(190)	(194)
Increase in other assets	(272)	(20)
Increase in accrued interest payable	334	60
Increase in other liabilities	115	2,813
<b>Net Cash Provided by Operating Activities</b>	<b>5,086</b>	<b>7,015</b>
<b>Cash Flows from Investing Activities</b>		
Net originations in loans	(15,114)	(2,531)
Purchase of loans	(16,151)	(77,326)
Purchases of securities available for sale	(59,770)	(49,645)
Redemption of restricted bank stock	1,841	111
Proceeds from maturities or calls of securities available for sale	61,490	60,537
Proceeds from maturities or calls of securities held to maturity	290	740
Proceeds from the sale of securities available for sale	13,340	13,563
Proceeds from the sale of other real estate owned	966	332
Purchases of premises and equipment	(116)	(56)
<b>Net Cash Used in Investing Activities</b>	<b>(13,224)</b>	<b>(54,275)</b>
<b>Cash Flows from Financing Activities</b>		
Net increase in deposits	55,479	59,104
Net decrease in short-term borrowings	(40,539)	(3,561)

Repayments of long-term borrowings	(3,000)	(3,000)
Payments regarding subordinated debt issuance costs		(16)
Redemption of preferred stock		(6,000)
Proceeds from the exercise of common stock options		12
Cash dividends paid on preferred stock	(306)	(427)
<b>Net Cash Provided by Financing Activities</b>	<b>11,634</b>	<b>46,112</b>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>3,496</b>	<b>(1,148)</b>
<b>Cash and Cash Equivalents Beginning</b>	<b>4,761</b>	<b>5,909</b>
<b>Cash and Cash Equivalents Ending</b>	<b>\$ 8,257</b>	<b>\$ 4,761</b>
<b>Supplementary Disclosures of Cash Flows Information</b>		
Noncash activity:		
Transfer of available for sale securities to held to maturity securities	\$	\$ 2,698
Transfer of loans receivable to other real estate owned	\$	\$ 342
Cash paid for interest on deposits and borrowings	\$ 5,534	\$ 4,573
Cash paid for income taxes	\$ 182	\$ 139

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**First Priority Financial Corp.**

**Notes to Consolidated Financial Statements**

**Note 1 Summary of Significant Accounting Policies**

**Organization and Nature of Operations**

*First Priority Financial Corp.*

First Priority Financial Corp. ( First Priority , the Company ) is a bank holding company incorporated under the laws of the Commonwealth of Pennsylvania on February 13, 2007. On May 11, 2007, as a result of a reorganization and merger, First Priority Bank (the Bank ) became a wholly-owned subsidiary of First Priority. First Priority, primarily through the Bank, serves residents and businesses in the Delaware Valley with branches in Berks, Bucks, Chester and Montgomery counties in Pennsylvania. The Bank, headquartered in Malvern, PA, has seven retail branch office locations and one loan production office and is a locally managed community bank providing commercial banking products, primarily loans and deposits. First Priority provides banking services through the Bank and does not engage in any activities other than banking and related activities.

*First Priority Bank*

The Bank is a state-chartered commercial banking institution which was incorporated under the laws of the Commonwealth of Pennsylvania on May 25, 2005. The Bank's deposits are insured by the FDIC up to the maximum amount permitted for all banks.

The Bank engages in a full service commercial and consumer banking business with strong private banking and individual wealth management services. The Bank offers a variety of consumer, private banking and commercial loans, mortgage products and commercial real estate financing. The Company's operations are significantly affected by prevailing economic conditions, competition, and the monetary, fiscal, and regulatory policies of governmental agencies. Lending activities are influenced by a number of factors, including the general credit needs of individuals and small and medium-sized businesses in the Company's market area, competition, the current regulatory environment, the level of interest rates, and the availability of funds. Deposit flows and costs of funds are influenced by prevailing market rates of interest, competition, account maturities, and the level of personal income and savings in the market area.

The Bank also offers certain financial planning and investment management services. These investment services are provided by First Priority Financial Services, a Division of First Priority Bank, through third party providers. In addition, the Bank has entered into solicitation agreements with several investment advisors to provide portfolio management services to customers of the Bank.

The Bank currently seeks deposits and commercial and private banking relationships through its banking offices. The Bank provides deposit products that include checking, money market and savings accounts, and certificates of deposit as well as other deposit services, including cash management, electronic banking and mobile products as well as online account opening capabilities. The Bank obtains funding in the local community by providing excellent service and competitive rates to its customers and utilizes various advertising to attract current and potential deposit customers. The Bank also uses brokered certificates of deposit as a cost effective funding alternative.

**Basis of Presentation**

The accompanying consolidated financial statements consist of the Company and the Company's wholly owned consolidated subsidiary, the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation.

These statements are prepared in accordance with accounting principles generally accepted in the United States ( GAAP ).

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### **Subsequent Events**

Management has evaluated events and transactions occurring subsequent to December 31, 2017 for items that should potentially be recognized or disclosed in these Consolidated Financial Statements. The evaluation was conducted through the date these financial statements were issued.

### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the valuation of acquired loans, the determination of the allowance for loan losses, stock-based compensation, impairment of goodwill, impairment of investments, the valuation of deferred tax assets and the valuation of other real estate owned.

### **Significant Group Concentrations of Credit Risk**

Most of the Company's activities are with customers located within the western and northwestern suburbs surrounding Philadelphia. Note 4 of the Notes to Consolidated Financial Statements discusses the types of securities in which the Company currently invests. Note 5 discusses the types of lending in which the Company engages. Although the Company intends to have a diversified loan portfolio, its debtors' ability to honor their contracts will be influenced by the region's economy.

The Company's investment portfolio consists principally of obligations of the United States and its agencies and obligations of states and political subdivisions. In the opinion of management, there is no concentration of credit risk in its investment portfolio. The Company places deposits in correspondent accounts and, on occasion, sells Federal funds to qualified financial institutions. Management believes credit risk associated with correspondent accounts and with Federal funds sold is not significant. Therefore, management believes that these particular practices do not subject the Company to unusual credit risk.

### **Cash and Cash Equivalents**

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks, Federal funds sold and short-term money market securities. Generally, Federal funds are purchased or sold for one day periods. Short-term investments are generally purchased with a maturity date of less than three months.

The Company is required to maintain cash reserves that are considered restrictions on cash and cash equivalents which consist of required reserves with the Federal Reserve Bank, related to our deposit liabilities. At December 31, 2017 and 2016, these reserve balances were \$1.7 million and \$1.9 million, respectively.

### **Securities**

Management determines the appropriate classification of debt securities at the time of purchase and re-evaluates such designation as of each balance sheet date. Securities classified as available for sale are those securities that the Company intends to hold for an indefinite period of time, but not necessarily to maturity. Available for sale securities are carried at fair value.

Unrealized gains and losses on available for sale investment securities are reported as increases or decreases in other comprehensive income as a component of shareholders' equity. Realized gains or losses, determined on the basis of the cost of the specific securities sold, are included in earnings. Premiums and discounts are recognized in interest income using the interest method over the term of each security. Any decision to sell a security

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classified as available for sale would be based on various factors, including significant movements, or anticipated movements in interest rates, changes in the maturity mix of the Company's assets and liabilities, liquidity needs, regulatory capital considerations and other similar factors.

Securities classified as held to maturity are those debt securities the Company has both the intent and ability to hold to maturity regardless of changes in market conditions, liquidity needs or changes in general economic conditions. These securities are carried at cost adjusted for the amortization of premium and accretion of discount, using the interest method over the terms of the securities. Transfer of securities into held to maturity from available for sale are made at fair value at the date of transfer. The unrealized gain/loss at date of transfer is retained in other comprehensive income, and in the current value of the held to maturity securities. Such amounts are amortized over the remaining life of the security.

In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost; (2) the financial condition and near-term prospects of the issuer; and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. When a determination is made that an other-than-temporary impairment exists but the Company does not intend to sell the debt security and it is more likely than not that it will not be required to sell the debt security prior to its anticipated recovery, the other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income.

**Restricted Investments in Bank Stocks**

Restricted investments in bank stocks, which represents the required investment in the common stock of correspondent banks, are carried at cost and consist of stock of the Federal Home Loan Bank of Pittsburgh ( FHLB ) and Atlantic Community Bancshares, Inc. Federal law requires a member institution of the FHLB to hold FHLB stock according to a predetermined formula. Management's determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary declines in value.

**Loans Receivable**

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at their outstanding unpaid principal balances, net of an allowance for loan losses and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the yield (interest income) by the interest method based on the contractual terms of the related loans, or if the commitment expires unexercised, recognized in income upon expiration.

The loans receivable portfolio is segmented into commercial, residential mortgage loans and consumer loans. Commercial loans consist of the following classes: commercial and industrial, commercial construction and commercial mortgage loans. Consumer loans consist of home equity lines of credit and all other consumer loans.

The accrual of interest is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan is

currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan losses. Interest received on nonaccrual loans is generally either applied against principal or reported as interest

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income, according to management's judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The past due status of all classes of loans receivable is determined based on contractual due dates for loan payments.

**Acquired Loans**

Loans acquired as part of a full bank acquisition are initially recorded at their acquisition date fair values. The carryover of allowance for loan losses is prohibited as any credit losses in the loans are included in the determination of the fair value of the loans at the acquisition date. Fair values for acquired loans are based on a discounted cash flow methodology that involves assumptions and judgments as to credit risk, prepayment risk, liquidity risk, default rates, loss severity, payment speeds, collateral values and discount rate.

Acquired loans that have evidence of deterioration in credit quality since origination and for which it is probable, at acquisition, that the Company will be unable to collect all contractually required payments are accounted for as impaired loans under ASC 310-30. The excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable discount and is recognized into interest income over the remaining life of the loans using the interest method. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the non-accretable discount. The non-accretable discount represents estimated future credit losses expected to be incurred over the life of the loan. Subsequent decreases to the expected cash flows require the Company to evaluate the need for an allowance for loan losses on these loans. Subsequent improvements in expected cash flows result in the reversal of a corresponding amount of the non-accretable discount which the Company then reclassifies as an accretable discount that is recognized into interest income over the remaining life of the loans using the interest method. As of December 31, 2017, there were three remaining acquired purchased credit impaired loans with a net recorded balance of \$55 thousand, after a non-accretable credit discount of \$352 thousand compared to a net recorded balance of \$215 thousand, after a non-accretable credit discount of \$362 thousand as of December 31, 2016.

Acquired loans that met the criteria for non-accrual of interest prior to acquisition may be considered performing upon acquisition, or in the future, regardless of whether the customer is contractually delinquent, if the Company can reasonably estimate the timing and amount of the expected cash flows on such loans and if the Company expects to fully collect the new carrying value of the loans. As such, the Company may no longer consider the loan to be non-accrual or non-performing and may accrue interest on these loans, including the impact of any accretable discount. For acquired loans that are not deemed impaired at acquisition, credit discounts representing the principal losses expected over the life of the loan are a component of the initial fair value and amortized over the life of the asset using the interest method. Subsequent to the acquisition date, the methods utilized to estimate the required allowance for loan losses for these loans is similar to originated loans, however, the Company records a provision for loan losses only when the required allowance exceeds any remaining pooled discounts for loans evaluated collectively for impairment.

The Company also purchased portfolios of performing residential mortgage loans in 2014 through 2017, all of which were underwritten using similar underwriting standards as it uses for its organic portfolio. In August 2016, the Company purchased performing commercial loans from within the Bank's market area. Net acquisition premiums, or discounts, from the purchased loans will be recognized into interest income over the remaining life of the loans using the interest method. There are currently no non-performing loans within these portfolios.

**Allowance for Loan Losses**

The allowance for credit losses consists of the allowance for loan losses and the reserve for unfunded lending commitments. The allowance for loan losses represents management's estimate of losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction to loans. The reserve for unfunded lending

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commitments, totaling \$35 thousand as of both December 31, 2017 and 2016, represents management's estimate of potential losses inherent in its unfunded loan commitments and is recorded in other liabilities on the consolidated balance sheets. The allowance for loan losses is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance is highly unlikely. Because all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a quarterly evaluation of the adequacy of the allowance. The allowance is based on the Company's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class including commercial loans not considered impaired, as well as smaller balance homogeneous loans, such as residential real estate, home equity and other consumer loans. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these categories of loans, adjusted for qualitative factors. These qualitative risk factors include:

1. Lending policies and procedures, including underwriting standards and collection, charge-off, and recovery practices.
2. National, regional, and local economic and business conditions as well as the condition of various market segments, including the value of underlying collateral for collateral dependent loans.
3. Nature and volume of the portfolio and terms of loans.
4. Management team with experience, depth, and knowledge in banking and in many areas of lending. Each contributes to the sound credit culture and control within the Company.
5. Volume and severity of past due, classified and nonaccrual loans as well as other loan modifications.
6. The Company engages a third party to perform an independent review of the loan portfolio as a measure for quality and consistency in credit evaluation and credit decisions.

7. Existence and effect of any concentrations of credit and changes in the level of such concentrations.

8. Effect of external factors, such as competition and legal and regulatory requirements.

Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

A majority of the Company's loans are to business owners of many types. The Company makes commercial loans for real estate development and other business purposes required by our customers.

The Company's credit policies determine advance rates against the different forms of collateral that can be pledged against commercial loans. Typically, the majority of loans will be limited to a percentage of their



