

MID PENN BANCORP INC  
Form 10-K  
March 19, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from            to

Commission file number 1-13677

MID PENN BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania (State or Other Jurisdiction of Incorporation or Organization)	25-1666413 (I.R.S. Employer Identification Number)
349 Union Street  Millersburg, Pennsylvania (Address of Principal Executive Offices)	17061 (Zip Code)

Registrant's telephone number, including area code 1.866.642.7736

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

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Common Stock, \$1.00 par value per share	Name of Each Exchange on Which Registered The NASDAQ Stock Market LLC
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Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes      No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes      No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes      No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes      No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated Filer
Non-accelerated Filer	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 13(a) of the Exchange Act.

Indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  
No

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates computed by reference to the closing price of the common equity of \$34.90 per share, as reported by The NASDAQ Stock Market LLC ("NASDAQ"), on June 30, 2018, the last business day of the registrant's most recently completed second fiscal quarter was approximately \$213,745,643.

As of March 1, 2019, the registrant had 8,459,918 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be used in connection with the 2019 Annual Meeting of Shareholders is incorporated herein by reference in partial response to Part III, hereof.

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FORM 10-K

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EXHIBITS

MID PENN BANCORP, INC.

PART I

ITEM 1. BUSINESS

The disclosures set forth in this Item are qualified by the section captioned “Special Cautionary Notice Regarding Forward-Looking Statements” contained in Part II, Item 7., Management’s Discussion and Analysis of Financial Condition and Results of Operations, and other cautionary statements set forth elsewhere in this report.

Mid Penn Bancorp, Inc.

Mid Penn Bancorp, Inc. is a one-bank holding company incorporated in the Commonwealth of Pennsylvania in August 1991. Mid Penn Bancorp, Inc. and its wholly owned subsidiaries are collectively referred to herein as “Mid Penn” or the “Corporation.” On December 31, 1991, Mid Penn acquired, as part of the holding company formation, all of the outstanding common stock of Mid Penn Bank (the “Bank”), and the Bank became a wholly-owned subsidiary of Mid Penn. Mid Penn’s primary business is to supervise and coordinate the business of its Bank subsidiary and its divisions, and to provide them with capital and resources.

Mid Penn’s consolidated financial condition and results of operations consist almost entirely of that of the Bank, which is managed as a single business segment. At December 31, 2018, Mid Penn had total consolidated assets of \$2,077,981,000 with total deposits of \$1,726,026,000 and total shareholders’ equity of \$223,209,000. Mid Penn currently does not own or lease any real property. Mid Penn Bank owns or leases the banking offices as identified in Part I, Item 2.

All Mid Penn employees are employed by the Bank, with a shared services agreement to support the operation of the holding company. At December 31, 2018, the Bank had 372 full-time and 34 part-time employees. The Bank and its employees are not subject to a collective bargaining agreement, and the Bank believes it enjoys good relations with its personnel.

Mid Penn Insurance Services, LLC, a wholly-owned subsidiary of Mid Penn Bank that provided a wide range of personal and commercial insurance products, ceased operations effective March 1, 2016 due to a lack of activity within this subsidiary.

Mid Penn Bank

Mid Penn Bank was organized in 1868 under a predecessor name, Millersburg Bank, and became a state chartered bank in 1931 and obtained 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”. Mid Penn’s and the Bank’s legal headquarters are located at 349 Union Street, Millersburg, Pennsylvania 17061.

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 the Bank. The Bank was the surviving charter, and Miners Bank’s five branches in Schuylkill and Luzerne Counties, Pennsylvania operate as “Miners Bank, a Division of Mid Penn Bank”.

On January 8, 2018, Mid Penn completed its acquisition of The Scottdale Bank and Trust Company (“Scottdale”) through the merger of Scottdale with and into Mid Penn Bank (the “Scottdale Merger”). The Scottdale Merger resulted in the addition of five branches in Western Pennsylvania operating as “Scottdale Bank & Trust, a Division of Mid Penn Bank”.

On July 31, 2018, Mid Penn completed its acquisition of First Priority Financial Corp. (“First Priority”) pursuant to which First Priority was merged with and into Mid Penn (the “First Priority Merger”), with Mid Penn being the surviving corporation in the First Priority Merger. As part of this acquisition, First Priority’s banking subsidiary, First Priority Bank, was merged with and into Mid Penn Bank. The First Priority Merger resulted in the addition of eight offices in Southeastern Pennsylvania operating as “First Priority Bank, a Division of Mid Penn Bank”.

Additional information related to the Scottdale and First Priority Mergers can be found in Notes 4 and 5 to the Consolidated Financial Statements contained in Item 8 of this report.

Also, in January 2018, Mid Penn opened a new full-service office in Halifax, PA, and in September 2018, opened a new full-service office in Pillow, PA. After the opening of these two branches and adding thirteen from the two acquisitions that occurred during 2018, the Bank now has thirty-eight full service retail banking properties located in Berks, Bucks, Chester, Cumberland, Dauphin, Fayette, Lancaster, Luzerne, Montgomery, Northumberland, Schuylkill and Westmoreland Counties within Pennsylvania.

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Mid Penn's primary business consists of attracting deposits and loans from the Bank's network of community banking offices. The 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. The Pennsylvania Department of Banking and Securities and the Federal Deposit Insurance Corporation (the "FDIC") supervise the Bank. Deposits of the Bank are insured by the FDIC's Deposit Insurance Fund (the "DIF") to the maximum extent provided by law. In addition, the Bank provides a full range of trust and retail investment services. The Bank also offers other services such as online banking, telephone banking, cash management services, automated teller services and safe deposit boxes.

### Business Strategy

The Bank provides services to commercial businesses and real estate investors, consumers, nonprofit organizations, and municipalities through thirty-eight full service retail banking properties, one loan production office, a corporate administration office, and one operations facility which are all based in Pennsylvania. Mid Penn's primary markets reflect a diversified manufacturing and services base across twelve Pennsylvania counties, including having several offices in and around the state capital region of Harrisburg. The Bank emphasizes developing long-term customer relationships, maintaining high quality service, and providing quick responses to customer needs. Mid Penn believes that local relationship building and its conservative approach to lending are important factors in the success and growth of Mid Penn.

### Lending Activities

The Bank offers a variety of loan products to its customers, including loans secured by real estate, and commercial and consumer loans. The Bank's primary lending objectives are as follows:

- to establish relationships with creditworthy customers who exhibit positive historical repayment trends, stable cash flows and secondary sources of repayment from tangible collateral;
- to establish a diversified loan portfolio; and
- to provide a satisfactory return to Mid Penn's shareholders by properly pricing loans to include the cost of funds, administrative costs, bad debts, local economic conditions, competition, customer relationships, the term of the loan, credit risk, collateral quality and a reasonable profit margin.

Credit risk is managed through portfolio diversification, underwriting policies and procedures, and loan monitoring practices. Lenders are provided with detailed underwriting policies for all types of credit risks accepted by the Bank,



and must obtain appropriate approvals for credit extensions. The Bank also maintains strict documentation requirements and extensive credit quality assurance practices in order to identify credit portfolio weaknesses as early as possible so any exposures that are discovered might be mitigated or potential losses reduced. The Bank generally secures its loans with real estate with such collateral values dependent and subject to change based on real estate market conditions within its market area. As of December 31, 2018, the Bank's highest concentration of credit is in commercial real estate.

#### Investment Activities

Mid Penn's securities portfolio is a source for both liquidity and interest earnings, and serves to support pledging requirements on public funds deposits through investments in primarily higher-quality fixed-income debt securities. Mid Penn does not have any significant non-governmental concentrations within its investment securities portfolio.

In addition to an available-for-sale portfolio, during the first quarter of 2017, Mid Penn established a held-to-maturity investment portfolio comprised primarily of lower-risk and lower-yielding U.S. Treasury notes, U.S. agency mortgage-backed securities, and investment-grade municipal securities. The held-to-maturity portfolio was established to support the Bank's growth in public fund deposits which require pledging. The investments in the held-to-maturity portfolio are recorded on the balance sheet at book value (amortized cost), while the available-for-sale securities are recorded on the balance sheet at fair value. Mid Penn's available-for-sale investments include agency notes, agency mortgage-backed securities, and municipal securities. These debt securities derive fair values relative to investments of the same type and credit profile with similar maturity dates. As the interest rate environment changes, Mid Penn's fair value of securities will change. This difference between the amortized cost and fair value of available-for-sale investment securities, or unrealized loss, amounted to \$4,103,000 as of December 31, 2018. On an after-tax basis, this unrealized loss on available-for-sale securities resulted in a reduction to shareholders' equity, through the accumulated other comprehensive loss component, of \$3,242,000. A majority of the investments are high quality United States and municipal securities that, if held to maturity, are expected to result in no realized loss to the Bank.

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### Deposits and Other Sources of Funds

The Bank primarily uses retail deposits and, to a lesser extent, wholesale borrowings to finance lending and investment activities. Wholesale borrowing sources include advances from the Federal Home Loan Bank of Pittsburgh (the "FHLB") and overnight borrowings from the Bank's other correspondent banking relationships. All borrowings, except for lines of credit with the Bank's correspondent banks, require collateral in the form of loans or securities. Collateral levels, therefore, limit the extent of borrowings and the available lines of credit extended by the Bank's creditors. As a result, generating and retaining retail deposits remains critical to the future funding and growth of the business. Deposit growth within the banking industry has been subject to strong competition from a variety of financial services companies. This competition may require financial institutions to adjust their product offerings and pricing to maintain and grow deposits.

Additionally, the safety of traditional bank deposit products has remained an attractive option during periods of market volatility. Mid Penn's ability to attract retail funds in the future will continue to be impacted by the public's appetite for the safety of insured or local investments versus the returns offered by alternative choices as part of their personal investment mix.

### Competition

The banking business is highly competitive, and the profitability of Mid Penn depends principally upon the Bank's ability to successfully compete in its market area. The Bank actively competes with other financial services companies for deposit, loan, and trust business. Competitors include other commercial banks, credit unions, savings banks, savings and loan associations, insurance companies, securities brokerage firms, finance companies, mutual funds, and service alternatives via the Internet. Financial institutions compete primarily on the quality of services rendered, interest rates on loans and deposits, service charges, the convenience of banking facilities, location and hours of operation and, in the case of loans to larger commercial borrowers, relative lending limits.

Many competitors are larger than the Bank and have significantly greater financial resources, personnel and locations from which to conduct business. In addition, the Bank is subject to banking regulations while certain competitors may not be. For more information, see the "Supervision and Regulation" section below and Item 1A., "Risk Factors".

Mid Penn has been able to compete effectively with other financial institutions by emphasizing customer service, convenient hours, efficient and friendly employees, local decision making, and quality products.

## Supervision and Regulation

### General

Bank holding companies and banks are extensively regulated under both federal and state laws. The regulation and supervision of Mid Penn and the Bank are primarily focused on the protection of depositors, the DIF, and the monetary system, and do not prioritize shareholder interests. Enforcement actions that may be imposed by federal and state banking regulators include the imposition of a conservator or receiver, cease-and-desist orders and written agreements, the termination of insurance on deposits, the imposition of civil money penalties, and removal and prohibition orders. If a banking regulator takes any enforcement action, the value of an equity investment in Mid Penn could be substantially reduced or eliminated. As of December 31, 2018, the Bank was not subject to any supervisory enforcement actions.

Federal and state banking laws contain numerous provisions affecting various aspects of the business and operations of Mid Penn and the Bank. Mid Penn is subject to, among others, the regulations of the Securities and Exchange Commission (“SEC”) and the Board of Governors of the Federal Reserve System (the “Federal Reserve”). The Bank is subject to, among others, the regulations of the Pennsylvania Department of Banking and Securities, and the FDIC. The descriptions below of, and references to, applicable statutes and regulations are not intended to be complete lists or reflective of all applicable provisions or their effects on Mid Penn or the Bank. They are summaries of the more significant laws and regulations and are qualified in their entirety by reference to the complete provisions of such statutes and regulations.

### Holding Company Regulation

Mid Penn is a registered bank holding company subject to supervision and regulation by the Federal Reserve. As such, it is subject to the Bank Holding Company Act of 1956 (“BHCA”) and many of the Federal Reserve’s regulations promulgated thereunder. The Federal Reserve has broad enforcement powers over bank holding companies, including the power to impose substantial fines and civil penalties.

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The BHCA requires Mid Penn to file an annual report with the Federal Reserve regarding the holding company and its subsidiary bank. The Federal Reserve Board also makes examinations of the holding company. The Bank is not a member of the Federal Reserve System; however, the Federal Reserve possesses cease-and-desist powers over bank holding companies and their subsidiaries where actions would constitute an unsafe or unsound practice or violation of law. The Federal Reserve Board also makes policy that applies to the declaration and distribution of dividends by bank holding companies.

The BHCA restricts a bank holding company's ability to acquire control of additional banks. In addition, the BHCA restricts the activities in which bank holding companies may engage directly or through non-bank subsidiaries.

#### Gramm-Leach-Bliley Financial Modernization Act

Under the Gramm-Leach-Bliley Financial Modernization Act ("GLB"), bank holding companies, such as Mid Penn, that meet certain management, capital, and Community Reinvestment Act standards, are permitted to become financial holding companies. No prior regulatory approval will be required for a financial holding company to acquire a company, other than a bank or savings association, engaged in certain financial activities permitted under GLB. Activities cited by GLB as being financial in nature include:

- securities underwriting, dealing and market making;
- sponsoring mutual funds and investment companies;
- insurance underwriting and agency;
- merchant banking activities; and
- activities that the Federal Reserve has determined by regulation to be closely related to banking.

In addition to permitting financial holding companies entry into new lines of business, the law allows companies the freedom to streamline existing operations and to potentially reduce costs. The GLB may increase both opportunity and competition.

A bank holding company may become a financial holding company if each of its subsidiary banks is well capitalized under the FDIC Improvement Act's prompt corrective action provisions, is well managed, and has at least a satisfactory rating under the Community Reinvestment Act. The required filing is a declaration that the bank holding company wishes to become a financial holding company and meets all applicable requirements. Many community banks are less able to devote the capital and management resources needed to facilitate broad expansion of financial services, such as insurance and brokerage services. Mid Penn has not elected to become a financial holding company

at this time.

## Bank Regulation

The Bank, a Pennsylvania-chartered institution, is subject to supervision, regulation and examination by both the Pennsylvania Department of Banking and Securities and the FDIC. The deposits of the Bank are insured by the FDIC to the maximum extent provided by law. The FDIC assesses deposit insurance premiums, the amount of which depends in part on both the asset size and the condition of the Bank. Moreover, the FDIC may terminate deposit insurance of the Bank under certain circumstances. The federal and state banking regulatory agencies have broad enforcement powers over depository institutions under their jurisdiction, including the power to terminate deposit insurance, to impose fines and other civil and criminal penalties, and to appoint a conservator or receiver if any of a number of conditions is met. In addition, the Bank is subject to a variety of local, state and federal laws that affect its operations.

Banking regulations affect a wide range of the Bank's activities and operations, including, but not limited to, permissible types and amounts of loans, investments and other activities, capital adequacy, branching, interest rates on loans, compensation standards, payment of dividends, various bank account and bank service disclosures, and the safety and soundness of banking practices.

## Capital Requirements

Under risk-based capital requirements for bank holding companies, Mid Penn is required to maintain a minimum ratio of total capital to risk-weighted assets (including certain off-balance-sheet activities, such as standby letters of credit) of eight percent. At least half of the total capital is to be composed of common equity, retained earnings and qualifying perpetual preferred stock, less goodwill ("Tier 1 Capital"). The remainder may consist of subordinated debt, non-qualifying preferred stock and a limited amount of the loan loss allowance ("Tier 2 Capital"). Combined, the Tier 1 Capital and Tier 2 Capital comprise regulatory "Total Capital". As of December 31, 2018, Mid Penn complied with these risk-based capital requirements.

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In addition, the Federal Reserve has established minimum leverage ratio requirements for bank holding companies. These requirements provide for a minimum leverage ratio of Tier 1 Capital to adjusted average quarterly assets (“leverage ratio”) equal to 3% for bank holding companies that meet certain specified criteria, including having the highest regulatory rating. All other bank holding companies will generally be required to maintain a leverage ratio of at least 4-5%. The requirements also provide that bank holding companies experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without significant reliance on intangible assets. Furthermore, the requirements indicate that the Federal Reserve will continue to consider a “Tangible Tier 1 Leverage Ratio” (deducting all intangibles) in evaluating proposals for expansion or new activity. As of December 31, 2018, Mid Penn has met these leverage requirements, and the Federal Reserve has not advised Mid Penn of any specific minimum Tier 1 leverage ratio requirement.

The Bank is subject to similar capital requirements adopted by the FDIC, and as of December 31, 2018, the Bank’s capital levels were sufficient to be considered “well-capitalized”. The FDIC has not advised the Bank of any specific minimum leverage ratios.

The capital ratios of Mid Penn and the Bank are described in Note 19 to Mid Penn’s Consolidated Financial Statements, which are included herein.

Banking regulators may further refine capital requirements applicable to banking organizations, including those discussed in the “Regulatory Capital Changes” section below. Changes to capital requirements could materially affect the profitability of Mid Penn or the fair value of Mid Penn stock.

#### Prompt Corrective Action

In addition to the required minimum capital levels described above, federal law establishes a system of “prompt corrective actions” which federal banking agencies are required to take, and certain actions which they have discretion to take, based upon the capital category into which a federally regulated depository institution falls. Regulations set forth detailed procedures and criteria for implementing prompt corrective action in the case of any institution, which is not adequately capitalized. Under the rules, an institution will be deemed to be “adequately capitalized” if it exceeds the minimum federal regulatory capital requirements. However, it will be deemed “undercapitalized” if it fails to meet the minimum capital requirements, “significantly undercapitalized” if it has a Total Risk-Based Capital ratio that is less than 6.0%, a Tier 1 Risk-Based Capital ratio that is less than 3.0%, or a leverage ratio that is less than 3.0%, and “critically undercapitalized” if the institution has a ratio of tangible equity to total assets that is equal to or less than 2.0%.

The prompt corrective action rules require an undercapitalized institution to file a written capital restoration plan, along with a performance guaranty by its holding company or a third party. In addition, an undercapitalized institution becomes subject to certain automatic restrictions including a prohibition on payment of dividends, a limitation on asset growth and expansion, in certain cases, a limitation on the payment of bonuses or raises to senior executive officers, and a prohibition on the payment of certain “management fees” to any “controlling person”. Institutions that are classified as undercapitalized are also subject to certain additional supervisory actions, including increased reporting burdens and regulatory monitoring, a limitation on the institution’s ability to make acquisitions, open new branch offices, or engage in new lines of business, obligations to raise additional capital, restrictions on transactions with affiliates, and restrictions on interest rates paid by the institution on deposits. In certain cases, bank regulatory agencies may require replacement of senior executive officers or directors, or sale of the institution to a willing purchaser. If an institution is deemed “critically undercapitalized” and continues in that category for four quarters, the statute requires, with certain limited exceptions, that the institution be placed in receivership.

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## Regulatory Capital Changes

In July 2013, the federal banking agencies issued final rules to implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). The final rules established a common equity tier 1 capital conservation buffer with a multi-year phase in to an eventual buffer of 2.5% of risk-weighted assets applicable to all banking organizations. If a banking organization fails to hold capital above the minimum capital ratios and the applicable capital conservation buffer for a given year, the bank could be subject to certain restrictions on capital distributions and discretionary bonus payments. The phase-in period for the capital conservation and countercyclical capital buffers for all banking organizations began on January 1, 2016 and were phased-in over a three-year period. The final rules called for the following minimum capital requirements, including the capital conservation buffer, effective at both January 1, 2018 and 2019).

	Effective	
	January 1,	
	2018	2019
Common equity tier 1 capital to risk-weighted assets	6.375%	7.0%
Tier 1 capital to risk-weighted assets	7.875%	8.5%
Total capital to risk-weighted assets	9.875%	10.5%
Leverage ratio	4.0%	4.0%

The final rules also allowed community banks to make a one-time election not to include the additional components of accumulated other comprehensive income (“AOCI”) in regulatory capital and instead use the existing treatment under the general risk-based capital rules that excludes most AOCI components from regulatory capital. Mid Penn made the election not to include the additional components of AOCI in regulatory capital.

The final rules permanently grandfather non-qualifying capital instruments (such as trust preferred securities and cumulative perpetual preferred stock) issued before May 19, 2010 for inclusion in the Tier 1 Capital of banking organizations with total consolidated assets less than \$15 billion as of December 31, 2009 and banking organizations that were mutual holding companies as of May 19, 2010.

Consistent with the Dodd-Frank Act, the new rules replace the ratings-based approach to securitization exposures, which is based on external credit ratings, with the simplified supervisory formula approach in order to determine the appropriate risk weights for these exposures. Alternatively, banking organizations may use the existing gross-ups approach to assign securitization exposures to a risk weight category or choose to assign such exposures a 1,250% risk weight.

Under the new rules, mortgage servicing assets (“MSAs”) and certain deferred tax assets (“DTAs”) are subject to stricter limitations than those applicable under the former general risk-based capital rule. The new rules also increase the risk weights for past-due loans, certain risk weights and credit conversion factors.

Mid Penn and the Bank have complied throughout the phase-in period, and currently remain in compliance, with all the regulatory capital requirements. Accordingly, the new rules did not have a material negative effect on Mid Penn’s



financial condition or capital management activities for any period since the changes were implemented.

#### Safety and Soundness Standards

The federal banking regulatory agencies have adopted a set of guidelines prescribing safety and soundness standards for depository institutions such as the Bank. The guidelines establish general standards relating to management practices, internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, asset quality, liquidity, capital, earnings, compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal shareholder. In addition, the agencies adopted regulations that authorize an agency to order an institution that has been given notice by an agency that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If an institution is not satisfying certain safety and soundness standards and fails to submit to the banking regulatory agency an acceptable compliance plan or fails to implement an accepted plan, the agency may issue an order directing action to correct the deficiency and may issue an order directing other actions be taken, including restricting asset growth, restricting interest rates paid on deposits, restricting dividend payments to shareholders, and requiring an increase in the institution's ratio of tangible equity to assets. For the periods reported in this Form 10-K and in the period subsequent to December 31, 2018, up to the date of the filing of this Form 10-K, Mid Penn was not subject to any such bank regulatory orders.

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### Payment of Dividends and Other Restrictions

Mid Penn is a legal entity separate and distinct from its subsidiary, the Bank. There are various legal and regulatory limitations on the extent to which the Bank can, among other things, finance, or otherwise supply funds to, Mid Penn. Specifically, dividends from the Bank are the principal source of Mid Penn's cash funds, and there are certain legal restrictions under Pennsylvania law and Pennsylvania banking regulations on the payment of dividends by state-chartered banks. The relevant regulatory agencies also have authority to prohibit Mid Penn and the Bank from engaging in what, in the opinion of such regulatory body, constitutes an unsafe or unsound banking practice. Depending upon the financial condition of Mid Penn and the Bank, the payment of dividends could be deemed by a regulatory agency to constitute such an unsafe or unsound practice. Mid Penn and the Bank were not subject to any such dividend prohibitions during the years ended December 31, 2018, 2017, and 2016.

### Deposit Insurance

The FDIC insures deposits of the Bank through the DIF. The FDIC maintains the DIF by assessing depository institutions an insurance premium. The amount each institution is assessed is based upon a variety of factors that include the level of assets and tangible equity, and the condition of the Bank (the degree of risk the institution poses to the insurance fund). The FDIC insures deposits up to \$250,000. The Bank pays an insurance premium into the DIF based on a regulatory defined assessment calculation. The FDIC uses a risk-based premium system that assesses higher rates on those institutions that pose greater risks to the DIF. The FDIC places each institution in one of four risk categories using a two-step process based first on capital ratios (the capital group assignment) and then on other relevant information (the supervisory group assignment). Subsequently, the rate for each institution within a risk category may be adjusted depending upon different factors that either enhance or reduce the risk the institution poses to the DIF, including the unsecured debt, secured liabilities and brokered deposits related to each institution. Finally, certain risk multipliers may be applied to the adjusted assessment.

Beginning with the second quarter of 2011 and as applicable continuously through to the current period, as mandated by the Dodd-Frank Act, the assessment base that the FDIC uses to calculate assessment premiums is a bank's average assets minus average tangible equity. As the asset base of the banking industry is larger than the deposit base, the range of assessment rates is a low of 2.5 basis points and a high of 45 basis points, per \$100 of assets.

The FDIC is required under the Dodd-Frank Act to establish assessment rates that will allow the DIF to achieve a reserve ratio of 1.35% of Insurance Fund insured deposits by September 2020. In addition, the FDIC has established a "designated reserve ratio" of 2.0%, a target ratio that, until it is achieved, will not likely result in the FDIC reducing assessment rates. In attempting to achieve the mandated 1.35% ratio, the FDIC is required to implement assessment formulas that charge banks over \$10 billion in asset size more than banks under that size. These new formulas did not affect the Bank as it was less than \$10 billion in total assets size.

### Consumer Protection Laws

A number of laws govern the relationship between the Bank and its customers. For example, the Community Reinvestment Act is designed to encourage services, investments, and lending activities in low and moderate income areas. The Home Mortgage Disclosure Act and the Equal Credit Opportunity Act attempt to minimize lending decisions based on impermissible criteria, such as race or gender. The Truth-in-Lending Act and the Truth-in-Savings Act require banks to provide certain disclosure of relevant terms related to loans and savings accounts, respectively. Anti-tying restrictions (which prohibit conditioning the availability or terms of credit on the purchase of another banking product) further restrict the Bank's relationships with its customers. The Bank maintains a

comprehensive compliance management program to promote its compliance with these and other applicable consumer protection laws and regulations.

#### Privacy Laws

The federal banking regulators have issued a number of regulations governing the privacy of consumer financial and customer information. The regulations limit the disclosure by financial institutions, such as Mid Penn and the Bank, of nonpublic personal information about individuals who obtain financial products or services for personal, family, or household purposes. Subject to certain exceptions allowed by law, the regulations cover information sharing between financial institutions and nonaffiliated third parties. More specifically, the regulations require financial institutions to provide:

- initial notices to customers about their privacy policies, describing the conditions under which they may disclose nonpublic personal financial information to nonaffiliated third parties and affiliates;
- annual notices of their privacy policies to their current customers; and
- a reasonable method for consumers to “opt out” of disclosures to nonaffiliated third parties.

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#### Affiliate Transactions

Transactions between Mid Penn and the Bank and its affiliates are governed by Sections 23A and 23B of the Federal Reserve Act. An “affiliate” of a bank or savings institution is any company or entity that controls, is controlled by, or is under common control with the bank or savings institution. Generally, a subsidiary of a depository institution that is not also a depository institution is not treated as an affiliate of the bank for purposes of Sections 23A and 23B. Sections 23A and 23B are intended to protect insured depository institutions from suffering losses arising from transactions with non-insured affiliates, by limiting the extent to which a bank or its subsidiaries may engage in covered transactions with any one affiliate and with all affiliates of the bank in the aggregate, and requiring that such transactions be on terms that are consistent with safe and sound banking practices.

#### The USA Patriot Act, Anti-Money Laundering and Anti-Terrorism Financing

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA Patriot Act”) broadened the application of anti-money laundering regulations to apply to additional types of financial institutions, such as broker-dealers, and strengthened the ability of the U.S. government to detect and prosecute international money laundering and the financing of terrorism. Under Title III of the USA Patriot Act, also known as the International Money Laundering Abatement and Anti-Terrorism Financing Act of 2001, all financial institutions, including Mid Penn and the Bank, are required in general to identify their customers, adopt formal and comprehensive anti-money laundering programs, scrutinize or prohibit altogether certain transactions of special concern, and be prepared to respond to inquiries from U.S. law enforcement agencies concerning their customers and their transactions. The principal provisions of Title III of the USA Patriot Act require that regulated financial institutions, including state-chartered banks:

- establish an anti-money laundering program that includes training and audit components;
- comply with regulations regarding the verification of the identity of any person seeking to open an account;
- take additional required precautions with non-U.S. owned accounts; and
- perform certain verification and certification of money laundering risk for their foreign correspondent banking relationships.

Additional information-sharing among financial institutions, regulators, and law enforcement authorities is encouraged for financial institutions that comply with this provision and the authorization of the Secretary of the Treasury to adopt rules to further encourage cooperation and information-sharing.

The USA Patriot Act also expanded the conditions under which funds in a U.S. interbank account may be subject to forfeiture and increased the penalties for violation of anti-money laundering regulations. Failure of a financial institution to comply with the USA Patriot Act’s requirements could have serious legal and reputational consequences for the institution. The effectiveness of a financial institution in combating money-laundering activities is a factor to be considered in any application submitted by the financial institution under the Bank Merger Act, which applies to the Bank.

The Bank has adopted policies, procedures and controls to address compliance with the requirements of the USA Patriot Act under the existing regulations and will continue to revise and update its policies, procedures and controls to reflect changes required by the USA Patriot Act and implementing regulations.

#### Tax Cuts and Jobs Act

On December 22, 2017, President Donald J. Trump signed into law the Tax Cuts and Jobs Act (the “TCJA”), a tax reform law that included a significant provision reducing the corporate tax rate applicable to Mid Penn, for tax years beginning after 2017, to a flat 21 percent rate. The reduction resulted in a one-time \$1,169,000 write-down of Mid Penn’s deferred tax asset in December 2017, because the deferred tax asset was previously valued based upon the projection of Mid Penn realizing a 34 percent future corporate tax rate benefit. This write-down was included in Mid Penn’s income tax provision for the year ended December 31, 2017, as further discussed in Note 18 (Federal Income Taxes) to the consolidated financial statements.

Other significant provisions of the TCJA include (i) for tax years beginning after Dec. 31, 2017, the corporate AMT is repealed, and (ii) for property placed in service in tax years beginning after Dec. 31, 2017, the maximum amount Mid Penn may expense under Internal Revenue Code Sec. 179 is increased to \$1 million, and the deduction phase-out threshold amount for all qualifying purchases in a year is increased to \$2.5 million (with these amounts being indexed for inflation beginning for tax years after 2018).

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#### JOBS Act

In 2012, the Jumpstart Our Business Startups Act (the "JOBS Act") became law. The JOBS Act is aimed at facilitating capital raising by smaller companies, banks, and bank holding companies. Certain changes implemented by the JOBS Act that impacted Mid Penn included (i) raising the threshold requiring registration under the Securities Exchange Act of 1934 (the "Exchange Act") for banks and bank holdings companies from 500 to 2,000 holders of record, and (ii) raising the threshold for triggering deregistration under the Exchange Act for banks and bank holding companies from 300 to 1,200 holders of record.

#### Dodd-Frank Act

The Dodd-Frank Act, which became law in July 2010, significantly changed regulation of financial institutions and the financial services industry. Dodd-Frank created a Financial Services Oversight Council to identify emerging systemic risks and improve interagency cooperation, and centralized responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, which is responsible for implementing, examining and enforcing compliance with federal consumer financial laws. Dodd-Frank also permanently raised the current standard maximum deposit insurance amount to \$250,000, established strengthened capital standards for banks, disallowed certain trust preferred securities from qualifying as Tier 1 Capital (subject to certain grandfather provisions for existing trust preferred securities), established new minimum mortgage underwriting standards, granted the Federal Reserve the power to regulate debit card interchange fees, and implemented corporate governance changes.

#### Effects of Government Policy and Potential Changes in Regulation

Changes in regulations applicable to Mid Penn or the Bank, or shifts in monetary or other government policies, could have a material effect on our business. Mid Penn's and the Bank's business is also affected by the state of the financial services industry in general. As a result of legal, economic, and competitive changes, management believes that the Bank and the financial services industry will continue to experience an increased rate of change from both the opportunities and competitive challenges resulting from greater product and service offerings, technological advancements, and business combinations.

From time to time, legislation is enacted that has the effect of increasing the compliance and operations requirements and the cost of doing business, changing the tax structure applicable to Mid Penn, limiting or expanding permissible activities, or affecting the competitive balance between banks and other financial institutions. Proposals to change the laws and regulations governing the operations and taxation of banks, bank holding companies and other financial institutions are frequently made in Congress, and before various bank regulatory agencies. Mid Penn cannot predict the likelihood of any major changes or the impact such changes might have on Mid Penn and/or the Bank. Congressional bills and other proposals could result in additional significant changes to the banking system, including but not limited to provisions for limitations on deposit insurance coverage, changing the timing and method financial institutions use to pay for deposit insurance, expanding the power of banks by removing the restrictions on bank underwriting activities, changing the regulation of bank derivatives activities, and allowing commercial enterprises to own banks. As a consequence of the extensive regulation of commercial banking activities in the United States, the Bank's business is particularly susceptible to being affected by federal legislation and regulations that may increase the costs of doing business or change Mid Penn's and the Bank's competitive landscape. Whether any future legislation will be enacted or additional regulations will be adopted, and how they might impact Mid Penn,

cannot be determined at this time.

Mid Penn's earnings are, and will be affected by, domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The monetary policies of the Federal Reserve have had, and will likely continue to have, an impact on the operating results of commercial banks because of the Federal Reserve's power to implement national monetary policy to, among other things, promote employment, control inflation or combat recession. The Federal Reserve has a major impact on the loan and deposit rates offered by the Bank and its competitors, and on the levels of bank loans, investments and deposits, through its open market operations in United States government securities and through its regulation of, among other things, the discount rate on borrowings of member banks and the reserve requirements against member bank deposits. It is not possible to reasonably predict the nature, amount, frequency, and impact of future changes in monetary and fiscal policies.

#### Environmental Laws

Management does not anticipate that compliance with environmental laws and regulations will have any material effect on Mid Penn's capital, expenditures, earnings, or competitive position. However, environmentally-related hazards have become a source of high risk and liability for some financial institutions.

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Additionally, the Pennsylvania Economic Development Agency, Fiduciary and Lender Environmental Liability Protection Act provides, among other things, protection to lenders from environmental liability and remediation costs under the environmental laws for releases and contamination caused by others. A lender who engages in activities involved in the routine practices of commercial lending, including, but not limited to, the providing of financial services, holding of security interests, workout practices, foreclosure or the recovery of funds from the sale of property shall not be liable under the environmental acts or common law equivalents to the Pennsylvania Department of Environmental Resources or to any other person by virtue of the fact that the lender engages in such commercial lending practice. A lender, however, will be liable if it, its employees or agents, directly cause an immediate release or directly exacerbate a release of regulated substance on or from the property, or knew and willfully compelled the borrower to commit an action which caused such release or to violate an environmental act. The Pennsylvania Economic Development Agency, Fiduciary and Lender Environmental Liability Protection Act does not limit federal liability which still exists under certain circumstances.

#### Corporate Governance

The Sarbanes-Oxley Act of 2002 (“SOX”) and related regulations adopted by the SEC and NASDAQ addressed the following issues: corporate governance, auditor independence and accounting standards, executive compensation, insider loans, whistleblower protection, and enhanced and timely disclosure of corporate information. Mid Penn has established policies, procedures, and systems designed to promote compliance with these regulations. Section 404 of SOX requires publicly held companies to document, test and certify that their internal control systems over financial reporting are effective. Effective for year-end financial reports beginning with December 31, 2017, Mid Penn is subject to the independent attestation requirement under Section 404 of the SOX. The Bank remains subject to independent auditor attestation under FDIC regulation 363.3(b), which is a similar independent attestation requirement at the Bank level.

#### Available Information

Mid Penn’s common stock is registered under Section 12(b) of the Exchange Act and is traded on NASDAQ under the trading symbol MPB. Mid Penn is subject to the informational requirements of the Exchange Act, and, accordingly, files reports, proxy statements and other information with the SEC. Mid Penn is an electronic filer with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The SEC’s Internet site address is [www.sec.gov](http://www.sec.gov).

Mid Penn’s headquarters are located at 349 Union Street, Millersburg, Pennsylvania 17061, and its telephone number is 1-866-642-7736. Mid Penn’s website is [midpennbank.com](http://midpennbank.com) and Mid Penn makes available through its website, free of charge, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably possible after filing with the SEC. Mid Penn has adopted a Code of Ethics that applies to all employees. This document is also available on Mid Penn’s website. The information included on our website is not considered a part of this document.

#### ITEM 1A. RISK FACTORS

Before investing in Mid Penn common stock, an investor should carefully read and consider the risk factors described below, which are not intended to be all inclusive, and to review other information contained in this report and in our other filings with the SEC. The risks and uncertainties described below are not the only ones facing Mid Penn and the



Bank. Additional risks and uncertainties that we are not aware of, or that we currently deem less significant, or that we are otherwise not specifically focused on, may also impact our business, results of operations, and our common stock. If any of these known or unknown risks or uncertainties actually occurs, our business, financial condition and results of operations could be materially and adversely affected. If this were to happen, the market price of our common stock could decline significantly, and an investor could lose all or part of his or her investment in Mid Penn.

Unless the context otherwise requires, references to “we,” “us,” “our,” “Mid Penn,” or “Mid Penn Bancorp, Inc.,” collectively refer to Mid Penn Bancorp, Inc. and its banking subsidiary, and specific references to the “Bank” refer to Mid Penn Bank, the wholly-owned banking subsidiary of Mid Penn Bancorp, Inc.

#### Risks Related to Our Primary Business and Industry

Mid Penn is subject to interest rate risk

Mid Penn’s earnings and cash flows are largely dependent upon the Bank’s net interest income. Net interest income is the difference between interest income earned on interest-earning assets such as loans and securities, and interest expense paid on interest-bearing liabilities such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond Mid Penn’s control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Board of Governors of the Federal Reserve System. Changes in monetary policy, including changes in interest rates, could influence not only

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the interest income the Bank receives on loans and securities and the amount of interest expense it pays on deposits and borrowings, but such changes could also affect (i) the Bank's ability to originate loans and obtain deposits, (ii) the fair value of financial assets and liabilities, and (iii) the average duration of mortgage-backed securities in the Bank's investment portfolio. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, Mid Penn's net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and investments fall more quickly than the interest rates paid on deposits and borrowings.

Management believes it has implemented effective asset and liability management strategies to reduce the potential effects of changes in interest rates on Mid Penn's results of operations. Any substantial, unexpected, prolonged, or rapid change in market interest rates could have a material adverse effect on the Bank's net interest income and Mid Penn's financial condition and results of operations.

Mid Penn is subject to credit risk

As of December 31, 2018, approximately 79 percent of the Bank's loan portfolio in Table 8 of Management's Discussion and Analysis consisted of commercial, industrial, and agricultural loans. These types of loans are generally viewed as having more risk of default than residential real estate loans or secured consumer loans. These types of loans are also typically larger than residential real estate loans and consumer loans. Because the loan portfolio contains a significant number of commercial and industrial, construction and commercial real estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in non-performing loans. In addition, Mid Penn's credit risk may be exacerbated when the collateral held by Mid Penn cannot be readily realized or liquidated at prices sufficient to recover the full amount of the credit or derivative exposure due to Mid Penn. An increase in non-performing loans or collateral value deficiencies could result in a net loss of earnings from these loans, an increase in the provision for possible loan and lease losses and an increase in loan charge-offs, all of which could have a material adverse effect on Mid Penn's financial condition and results of operations.

The allowance for loan and lease losses may be insufficient

Mid Penn maintains an allowance for loan and lease losses, which is a reserve established that represents management's best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan and lease losses and risks inherent in the loan portfolio. The level of the allowance reflects management's continuing evaluation of industry concentrations; specific credit risks; loan loss experience; current loan portfolio quality; present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. The determination of the appropriate level of the allowance for possible loan and lease losses inherently involves a high degree of subjectivity and requires Mid Penn to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem credits and other factors, both within and outside of Mid Penn's control, may require an increase in the allowance. In addition, bank regulatory agencies periodically review Mid Penn's allowance for possible loan and lease losses and may require an increase in the provision for possible loan and lease losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed the allowance, Mid Penn may need additional provisions to increase the allowance for possible loan and lease losses. Any increases in the allowance resulting from loan loss provisions will result in a decrease in net income and, possibly, capital, and may have a material adverse effect on Mid Penn's financial condition and results of operations.

Competition from other financial institutions may adversely affect Mid Penn's profitability

Mid Penn's banking subsidiary faces substantial competition in originating both commercial and consumer loans. This competition comes principally from other banks, credit unions, savings institutions, mortgage banking companies and other lenders. Many of its larger competitors who offer loans enjoy advantages over the Bank, including greater financial resources and higher lending limits, a wider geographic presence, more accessible branch office locations, the ability to offer a wider array of services or more favorable pricing alternatives, as well as lower origination and operating costs. This competition could reduce Mid Penn's net income by decreasing the number and size of loans that its banking subsidiary originates and the interest rates it may charge on these loans.

In attracting business and consumer deposits, the Bank faces substantial competition from other insured depository institutions such as other commercial banks, savings institutions and credit unions, as well as institutions offering uninsured investment alternatives, including money market funds. Many of Mid Penn's larger competitors who accept deposits also enjoy advantages over the Bank, including greater financial resources, more aggressive marketing campaigns, better brand recognition, and more convenient branch locations. These competitors may offer higher interest rates than Mid Penn, which could decrease the deposits that the Bank attracts or require an increase in rates and interest expense to retain existing deposits or attract new deposits. Increased deposit competition could adversely affect Mid Penn's ability to generate the funds necessary for lending operations. As a result, Mid Penn may need to seek other sources of funds that may be more expensive to obtain and could increase its cost of funds.

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Mid Penn's banking subsidiary also competes with non-bank providers of financial services, such as brokerage firms, consumer finance companies, credit unions, insurance agencies and governmental organizations, which may offer more favorable terms. Some of its non-bank competitors are not subject to the same extensive and costly regulations that govern its banking operations. As a result, such non-bank competitors may have advantages over Mid Penn's banking subsidiary in providing certain products and services. This competition may reduce or limit Mid Penn's margins on banking services, reduce its market share and adversely affect its earnings and financial condition.

The expected discontinuance of LIBOR presents risks to the financial instruments originated, issued or held by Mid Penn that use LIBOR as a reference rate

LIBOR is used as a reference rate for many of Mid Penn's transactions, which means it is the base on which relevant interest rates are determined. Transactions include those in which Mid Penn lends and borrows money; issues, purchases and sells securities; and enters into derivatives to manage Mid Penn's and its customers' risk. LIBOR is the subject of recent national and international regulatory guidance and proposals for reform. The United Kingdom Financial Conduct Authority, which regulates the process for setting LIBOR, announced in July 2017 that it intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR to the administrator of LIBOR after 2021. While there are ongoing efforts to establish an alternative reference rate to LIBOR, as of the date of this report, no such rate has been accepted or is considered ready to be implemented.

If another rate does not achieve wide acceptance as the alternative to LIBOR, there likely will be disruption to all of the markets relying on the availability of a broadly accepted reference rate. Even if another reference rate ultimately replaces LIBOR, risks will remain for Mid Penn with respect to outstanding loans, derivatives or other instruments using LIBOR. Those risks arise in connection with transitioning those instruments to a new reference rate and the corresponding value transfer that may occur in connection with that transition. Risks related to transitioning instruments to a new reference rate or to how LIBOR is calculated and its availability include impacts on the yield on loans or securities held by Mid Penn, amounts paid on securities Mid Penn has issued, or amounts received and paid on derivative instruments Mid Penn has entered into. The value of loans, securities, or derivative instruments tied to LIBOR and the trading market for LIBOR-based securities could also be impacted upon its discontinuance or if it is limited. Further, it is possible that LIBOR quotes will become unavailable prior to 2021 if sufficient banks decline to make submissions to the LIBOR administrator. In that case, the risks associated with the transition to an alternative reference rate will be accelerated and magnified. These risks may also be increased due to the shorter timeframe for preparing for the transition.

The Basel III capital requirements require us to maintain higher levels of capital, which could reduce our profitability

Basel III established higher levels of base capital, certain capital buffers, and a migration toward common equity as the key source of regulatory capital. Although these capital requirements have been phased in and met by Mid Penn, the Basel III requirements signal a growing effort by domestic and international bank regulatory agencies to require financial institutions, including depository institutions, to maintain higher levels of capital. The Basel III implementation activities and related regulatory capital targets required additional capital to support our business risk profile. Maintaining higher levels of capital potentially reduces opportunities to leverage interest-earning assets,

which could limit the net interest income and profitability of Mid Penn, and adversely impact our financial condition and results of operations.

If Mid Penn's information systems are interrupted or sustain a breach in security, those events may negatively affect Mid Penn's financial performance and reputation

In conducting its business, Mid Penn relies heavily on its information systems. Maintaining and protecting those systems and data is difficult and expensive, as is dealing with any failure, interruption, or breach in security of these systems, whether due to acts or omissions by Mid Penn or by a third party, and whether intentional or not. Any such failure, interruption, or breach could result in failures or disruptions in Mid Penn's customer relationship management, general ledger, deposit, loan, and other systems. A breach of Mid Penn's information security may result from fraudulent activity committed against Mid Penn or its clients, resulting in financial loss to Mid Penn or its clients, or privacy breaches against Mid Penn's clients. Such fraudulent activity may consist of check fraud, electronic fraud, wire fraud, "phishing", social engineering, identity theft, or other deceptive acts. The policies, procedures, and technical safeguards put in place by Mid Penn to prevent or limit the effect of any failure, interruption, or security breach of its information systems and data may be insufficient to prevent or remedy the effects of any such occurrences. The occurrence of any failures, interruptions, or security breaches of Mid Penn's information systems and data could damage Mid Penn's reputation, cause Mid Penn to incur additional expenses, result in online services or other businesses becoming inoperable, subject Mid Penn to regulatory sanctions or additional regulatory scrutiny, or expose Mid Penn to civil litigation and possible financial liability, any of which could have a material adverse effect on Mid Penn's financial condition and results of operations.

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Mid Penn's business operations and interaction with customers are increasingly done via technology and electronic delivery channels, and this has increased risks related to cyber security

Mid Penn is exposed to the risk of cyber-attacks in the normal course of business. In general, cyber incidents can result from deliberate attacks or unintentional events. An increased level of attention in the industry is focused on cyber-attacks that include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. To combat against these attacks, Mid Penn has certain security systems and policies and procedures in place to prevent or limit the effect of the possible security breach of its information systems and it has insurance against some cyber-risks and attacks. While Mid Penn has not incurred any material losses related to cyber-attacks, nor is it aware of any specific or threatened cyber-incidents as of the date of this report, it may incur substantial costs and suffer other negative consequences if it falls victim to successful cyber-attacks. Such negative consequences could include remediation costs that may include liability for stolen assets or information and repairing system damage that cyber-attacks may have caused; deploying additional personnel and protection technologies, training employees, and engaging third party experts and consultants; lost revenues resulting from unauthorized use of proprietary information or the failure to retain or attract customers following an attack; litigation; and reputational damage adversely affecting customer or investor confidence.

Mid Penn's controls and procedures may fail or be circumvented

Management periodically reviews and updates Mid Penn's internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on performance by personnel or certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of Mid Penn's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on Mid Penn's business, results of operations, and financial condition.

We are required to make a number of judgments in applying generally accepted accounting standards, and different estimates and assumptions in the application of these accounting standards could result in a decrease in capital and/or other material changes to our reports of financial condition and results of operations

Generally accepted accounting principles involve certain estimates and processes that are particularly susceptible to significant change, including those related to the determination of the allowance for loan losses and reserve for unfunded lending commitments, the fair value of certain financial instruments including investment securities, income tax assets or liabilities (including deferred tax assets and any related valuation allowance), and share-based compensation. While we have identified critical accounting policies and have procedures and processes in place to support making the related judgments and estimates, changes to the processes, assumptions, or models in the application of these generally accepted accounting principles, and the impact to the related judgments and estimates could result in a decrease to net income and, possibly, capital and may have a material adverse effect on our financial condition and results of operations. From time to time, the Financial Accounting Standards Board and the SEC issues changes to or updated interpretations of the financial accounting and reporting guidance that governs the preparation of Mid Penn's financial statements. These changes are beyond our control, can be difficult to predict, and could materially impact how we report our financial condition and results of operations. We could be required to apply new

or revised guidance retrospectively, which may result in the revision of prior financial statements by material amounts. The implementation of new or revised guidance could also result in material adverse effects to our reported capital.

Mid Penn's profitability depends significantly on economic conditions in Pennsylvania

Unlike larger or regional financial institutions that are more geographically diversified, Mid Penn's success is dependent to a significant degree on economic conditions in Pennsylvania, especially in the twelve counties and markets primarily served by Mid Penn. The banking industry is affected by general economic conditions, including the effects of inflation, recession, unemployment, real estate values, trends in national and global economics, and other factors beyond our control. An economic recession or a delayed recovery over a prolonged period of time in Pennsylvania, or more specific to the communities in the Pennsylvania served by Mid Penn, could cause an increase in the level of the Bank's non-performing assets and loan and lease losses, thereby causing operating losses, impairing liquidity, and eroding capital. Mid Penn cannot assure that adverse changes in the local and state economy supporting its market area would not have a material adverse effect on Mid Penn's consolidated financial condition, results of operations, and cash flows.

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Mid Penn may not be able to attract and retain skilled personnel

Mid Penn's success depends, in large part, on its ability to attract and retain qualified, key personnel. Competition for the best personnel in most activities engaged in by Mid Penn can be intense, and Mid Penn may not be able to hire or retain them. The unexpected loss of services of one or more of Mid Penn's key personnel could have a material adverse impact on Mid Penn's business because of their skills, knowledge of Mid Penn's market, years of industry experience, and the difficulty of promptly finding qualified replacement personnel.

Mid Penn is subject to claims and litigation pertaining to fiduciary responsibility

From time to time, customers may make claims and take legal action pertaining to Mid Penn's performance of its fiduciary responsibilities. Whether customer claims and legal action related to Mid Penn's performance of its fiduciary responsibilities are founded or unfounded, if such claims and legal actions are not resolved in a manner favorable to Mid Penn, the claims or related litigation processes may result in significant financial expense and liability, and/or adversely affect the market perception of Mid Penn and its products and services, as well as impact customer demand for those products and services. Any financial liability or reputation damage could have a material adverse effect on Mid Penn's business, which, in turn, could have a material adverse effect on Mid Penn's financial condition and results of operations.

Mid Penn operates in a highly regulated environment and may be adversely affected by changes in federal, state and local laws and regulations

Mid Penn and the Bank are subject to extensive regulation, supervision and examination by federal and state banking authorities. The potential exists for additional or amended federal or state laws and regulations, or changes in supervisory policies or activities, to materially affect many aspects of Mid Penn's operations, including capital levels, lending and funding practices, and liquidity standards. New laws and regulations may increase costs of regulatory compliance and of doing business and otherwise affect operations, and may significantly affect the markets in which Mid Penn does business, the markets for and value of Mid Penn's loans and investments, the ability to attract deposits at a reasonable cost, the fees charged, and ongoing operations, costs and profitability. Further, additional legislation and regulations that could significantly affect Mid Penn's powers, authority and operations may be enacted or adopted in the future, which could have a material adverse effect on its financial condition and results of operations. Also, regulators have significant discretion and authority to prevent or remedy unsafe or unsound practices or violations of laws by banks and bank holding companies in the performance of their supervisory and enforcement duties. Any changes in applicable regulations or federal, state or local legislation, or the exercise of bank regulatory authority, may have a negative impact on Mid Penn's results of operations, financial condition, and its ability to pay dividends on common stock.

The soundness of other financial institutions may adversely affect Mid Penn

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. Mid Penn has exposure to many different industries and counterparties, and routinely executes transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks, and other institutional clients. Many of these transactions expose Mid Penn to credit risk and losses in the event of a default by a counterparty or client. Any such losses could have a material adverse effect on Mid Penn's financial condition and results of operations.



Volatility in financial markets and the economy may have materially adverse effects on our liquidity and financial condition

In the recent past, the capital and credit markets experienced extreme volatility and economic disruption. Adverse financial market and economic conditions can exert downward pressure on stock prices, security prices, and credit availability for certain issuers without regard to their underlying financial strength. If such levels of financial market and economic disruption and volatility return, there can be no assurance that Mid Penn will not experience adverse effects, which may materially affect its liquidity, financial condition, and profitability.

Mid Penn's banking subsidiary may be required to pay higher FDIC insurance premiums or special assessments which may adversely affect its earnings

Poor economic conditions and the resulting bank failures from the most recent recession stressed the DIF and increased the costs of the Bank's FDIC insurance assessments. Future bank failures may prompt the FDIC to increase its premiums above the recently increased levels or to issue special assessments. Mid Penn generally is unable to control the amount of premiums or special assessments that its banking subsidiary is required to pay for FDIC insurance. Any future changes in the calculation or assessment of FDIC insurance premiums may have a material adverse effect on the results of Mid Penn's operations and financial condition.

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If we conclude that the decline in the value of any of our investment securities is other than temporary, we are required to write down the value of that security through a charge to earnings

Mid Penn reviews its investment securities portfolio at each quarter-end reporting period to determine whether the fair value of individual securities or the portfolio as a whole is below the current carrying value. When the fair value of any of its investment securities has declined below its carrying value, Mid Penn is required to assess whether the decline is other than temporary. If Mid Penn concludes that the decline is other than temporary, it is required to write down the value of that security through a charge to earnings. Changes in the expected cash flows of these securities and/or prolonged price declines may result in Mid Penn concluding that impairment of these securities is other than temporary, which would require a charge to earnings to write down these securities to their fair value. Due to the complexity of the process, inputs, calculations and assumptions used in determining whether an investment is impaired, Mid Penn's assessment of or disclosure of the impairment status of investments may not accurately reflect the actual impairment in the future.

Mid Penn is subject to environmental liability risk associated with lending activities

A significant portion of Mid Penn's loan portfolio is secured by real property. During the ordinary course of business, Mid Penn may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, Mid Penn may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require Mid Penn to incur substantial expenses and may materially reduce the affected property's value or limit Mid Penn's ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase Mid Penn's exposure to environmental liability. Although Mid Penn has policies and procedures to perform an environmental review before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on Mid Penn's financial condition and results of operations.

Mid Penn's financial performance may suffer if its information technology is unable to keep pace with its growth or industry developments

Effective and competitive delivery of Mid Penn's products and services is increasingly dependent upon information technology resources and processes provided both internally and through third party vendors. In addition to better serving customers, the effective use of technology increases efficiency and enables Mid Penn to reduce costs. Mid Penn's future success will depend, in part, upon its ability to address the needs of its customers by using technology to provide products and services to enhance customer convenience, attract customers who prefer technological delivery channels, and to create additional efficiencies in its operations. Many of Mid Penn's competitors have greater resources to invest in technological improvements. Additionally, as technology in the financial services industry changes and evolves, keeping pace becomes increasingly complex and expensive for Mid Penn. There can be no assurance that Mid Penn will be able to effectively keep pace with these technological advancements or the related substantial costs and investments required, which could adversely affect its financial condition and results of operations.

Growing by acquisition entails certain risks, and difficulties in integrating past or future acquisitions could adversely affect our business

During 2018, Mid Penn completed acquisitions of both The Scottdale Bank & Trust Company and First Priority Financial Corp. Growth by acquisition involves substantial risks, as the ultimate success of such acquisitions may depend on, among other things, the ability to realize anticipated cost savings and to integrate the acquired companies and operation in a manner that does not result in decreased revenues resulting from excessive acquisition costs, conversion costs, or disruption of existing customer relationships in both the acquired companies and legacy markets. If we are not able to successfully achieve the financial efficiencies or integration and growth objectives of acquisitions, the anticipated benefits of an acquisition may not be realized fully, or at all, or may take longer to realize than planned.

Further, the asset quality or other financial characteristics of an acquired company may deteriorate from the date a merger or other acquisition agreement is entered into and when the transaction is completed or the post-merger period.

MID PENN BANCORP, INC.

Mid Penn has spent and may continue to spend significant resources identifying companies and businesses to acquire. The efficient and effective integration of any companies and businesses we acquire and integrate into our organization is critical to our growth. The Scottsdale Merger, the First Priority Merger, and any future mergers or acquisitions, involve numerous risks including difficulties in integrating the culture, operations, technologies and personnel of the acquired companies, the diversion of management's attention from other business concerns and the potential loss of customers. Failure to successfully integrate the operations of Scottsdale and First Priority, or those of future acquisition targets, could harm Mid Penn's business, financial condition, results of operations and cash flows.

We plan to pursue a growth strategy and there are risks associated with rapid growth

We intend to pursue a growth plan consistent with our prior business strategy, including growth by acquisition, as well as leveraging our existing branch network or adding new branch locations in current and adjacent markets we choose to serve. The Scottsdale Merger and First Priority Merger were part of our growth strategy.

Our ability to manage growth successfully will depend on our ability to attract or retain qualified personnel, maintain cost controls and efficiencies, and ensure our areas of growth continue to meet our high asset quality standards, while attracting additional loans and deposits on favorable terms, as well as on factors beyond our control, such as economic conditions and competition in existing and new markets. If we grow too quickly and are not able to attract qualified personnel, control costs and maintain asset quality, this continued rapid growth could materially adversely affect our financial performance.

The interest rate on our subordinated notes will remain fixed until December 2020, when some will begin to float to Prime plus 0.50%

The per annum interest rate on the \$7.5 million of our subordinated notes issued by Mid Penn in December 2015 is fixed at 5.15%, until December 2020 when the interest rate will float at the Wall Street Journal's Prime rate plus 0.50%, provided that the interest rate applicable will at no time be less than 4.0%.

The per annum interest rate on the \$10 million of our subordinated notes issued in December 2017 is fixed at 5.25% until December 2022, when it will float at the Wall Street Journal's Prime rate plus 0.50%, provided that the interest rate applicable will at no time be less than 5.0%.

The per annum interest rate on the \$9.5 million of subordinated notes assumed in the First Priority acquisition is fixed at 7.00% and the notes are non-callable through November 2020. These notes include provisions for redemption pricing between 101.5% and 100.5% of the total of \$9.5 million, plus accrued but unpaid interest thereon up to but excluding the redemption date, if called after five years but prior to the maturity date of November 2025.

Depending on Mid Penn's financial condition at the time of these rates changing from fixed to variable, an increase in the interest rate on our subordinated debt could have a material adverse effect on Mid Penn's liquidity and results of operations.

Risks Related to Mid Penn Common Stock

The trading volume in Mid Penn's common stock is less than that of other larger financial services companies

Mid Penn's common stock is listed for trading on NASDAQ; however, the trading volume in its common stock is less than that of other larger financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of Mid Penn's common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which Mid Penn has no control. Given the generally lower trading volume of Mid Penn's common stock, significant sales of Mid Penn's common stock, or the expectation of these sales, could cause Mid Penn's stock price to fall.

The market price of Mid Penn common stock may fluctuate significantly, and this may make it difficult for investors to resell shares of common stock owned by them at times or at prices they find attractive

The market price of our common stock as reported on NASDAQ is subject to constant change during business trading hours. We expect that the market price of Mid Penn common stock will continue to fluctuate and there can be no assurance about the stability or trend of market prices for Mid Penn common stock. Stock price volatility may make it difficult for investors to resell their Mid Penn common stock when they want and at times or prices that they find attractive. Mid Penn's stock price may fluctuate significantly as a result of a variety of factors, many of which are beyond our control. These factors include those described elsewhere in this entire "Risk Factors" section, in this document, and our other filings with the SEC.

MID PENN BANCORP, INC.

Mid Penn's ability to pay dividends on its common stock, and principal and interest on its subordinated notes, depends primarily on dividends from its banking subsidiary, which is subject to regulatory limits

Mid Penn is a bank holding company and its operations are conducted primarily by its banking subsidiary. Mid Penn's ability to pay dividends on its common stock, and principal and interest on its subordinated notes, depends on its receipt of dividends from the Bank. Dividend payments from its banking subsidiary are subject to legal and regulatory limitations, generally based on net profits and retained earnings, imposed by the respective regulatory agencies that supervise the Bank. The ability of the Bank to pay dividends is also subject to profitability, financial condition, liquidity, and capital management limits. There is no assurance that Mid Penn's banking subsidiary or other subsidiaries established in the future will be able to pay dividends, or that Mid Penn itself will generate adequate cash flow to pay dividends in the future. Federal Reserve policy, which applies to Mid Penn as a registered bank holding company, also provides that dividends by bank holding companies should generally be paid out of earnings from both the current period and a designated look-back period. Mid Penn's ability to pay dividends on its common stock, or the amount of any dividends paid, could have a material adverse effect on the market price of its common stock.

Mid Penn may need to, or be required to, raise additional capital in the future, and capital may not be available when needed and on terms favorable to current stockholders

Federal banking regulators require Mid Penn and its subsidiary bank to maintain adequate levels of capital to support their operations. These capital levels are determined and dictated by law, regulation, and banking regulatory agencies. In addition, capital levels are also determined by Mid Penn's management and board of directors, based on capital levels that they believe are necessary to support Mid Penn's business operations.

If Mid Penn raises capital through merger and acquisition activities, or through the issuance of additional shares of its common stock or other securities, it would likely dilute the ownership interests of current investors and could dilute the per share book value and earnings per share of its common stock. Furthermore, a capital raise through issuance of additional shares may have an adverse impact on Mid Penn's stock price. New investors also may have rights, preferences and privileges senior to Mid Penn's current common stockholders, which may adversely impact its current common stockholders.

Mid Penn's ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside of its control, and on its financial performance. Accordingly, Mid Penn cannot be certain of its ability to raise additional capital on acceptable terms and acceptable time frames or to raise additional capital at all. If Mid Penn cannot raise additional capital in sufficient amounts when needed, its ability to comply with regulatory capital requirements could be materially impaired. Additionally, the inability to raise capital in sufficient amounts may adversely affect Mid Penn's financial condition and results of operations.

Offerings of debt, which would be senior to Mid Penn's common stock upon liquidation, and/or preferred equity securities which may be senior to our common stock for purposes of dividend distributions or upon liquidation, may adversely affect the market price of our common stock

Mid Penn may attempt to increase its capital resources or, if its or the Bank's capital ratios fall below the required minimums, Mid Penn or the Bank could be required to raise additional capital by making additional offerings of debt or preferred equity securities, including medium-term notes, senior or subordinated notes and preferred stock. If a future liquidation of Mid Penn occurs, holders of debt securities and shares of preferred stock and lenders with respect to other borrowings are likely to receive distributions of available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of existing shareholders or reduce the market price of our common

stock, or both. Holders of Mid Penn common stock are not entitled to preemptive rights or other protections against dilution.

Also, Mid Penn's board of directors is authorized to issue one or more classes or series of preferred stock from time to time without any action on the part of the shareholders. The board of directors also has the power, without shareholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over common stock with respect to dividends or upon our dissolution, winding up and liquidation and other terms. If Mid Penn issues preferred stock in the future that has a preference over its common stock with respect to the payment of dividends or upon our liquidation, dissolution or winding up, or if preferred stock is issued with voting rights that dilute the voting power of common stock, the rights of holders of Mid Penn's common stock or the market price of the common stock could be adversely affected.

MID PENN BANCORP, INC.

Pennsylvania Business Corporation Law and various anti-takeover provisions under our articles of incorporation and bylaws could impede the takeover of Mid Penn

Various Pennsylvania laws affecting business corporations may have the effect of discouraging offers to acquire Mid Penn, even if the acquisition would be advantageous to shareholders. In addition, Mid Penn has various anti-takeover measures in place under its articles of incorporation and bylaws, including a supermajority vote requirement for mergers, the staggered election of Mid Penn's board of directors, and the absence of cumulative voting. Any one or more of these laws or measures may impede the takeover of Mid Penn and may prevent its shareholders from taking part in a transaction in which they could realize a premium over the current market price of its common stock.

Mid Penn's common stock is not insured by any governmental entity

Although Mid Penn and the Bank are regulated by governmental agencies, Mid Penn common stock is not a deposit account or other obligation of the Bank or any other bank and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund, any other governmental entity or by any other public or private entity. Investment in Mid Penn common stock is inherently risky for the reasons described elsewhere in this "Risk Factors" section, in this document, and our other filings with the SEC. Mid Penn common stock is also subject to the same market forces that affect the price of common stock in any other publicly traded company. As a result, investors who acquire Mid Penn common stock may lose some or all of their investment.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None

#### ITEM 2. PROPERTIES

The Bank owns a building in Millersburg, Pennsylvania, located at 349 Union Street, which serves as its headquarters and the primary executive and administrative offices of Mid Penn and the Bank. The Bank also owns one building in Halifax, Pennsylvania that serves as an operational support facility and two buildings in Harrisburg, Pennsylvania that serve as additional administrative and operational support offices. Administrative space is also leased in Pottsville, Lancaster, and Chambersburg, Pennsylvania. The Bank's retail office network is comprised of thirty-eight full service locations and one loan production office at December 31, 2018. Twelve retail banking locations are located in Dauphin County, five in Schuylkill County, four in Berks County, three in Westmoreland County, three in Cumberland County, three in Lancaster County, two in Fayette County, two in Chester County, and one location in each of Northumberland, Luzerne, Montgomery, and Bucks Counties. As of December 31, 2018, retail banking facilities at twenty-four locations were owned, while fourteen branch facilities and the loan production office were leased. All real estate owned is free and clear of encumbrances. Mid Penn's operating leases expire at various dates through the year 2035 and generally include options to renew. For additional information regarding the lease commitments, refer to Part II, Item 8, Note 10 "Bank Premises and Equipment" in the Notes to Consolidated Financial Statements.



ITEM 3. LEGAL PROCEEDINGS

There has been no change to the information disclosed in Item 1, Part II of Mid Penn's Quarterly Report or Form 10-Q for the period ended June 30, 2018, which is incorporated by reference. Management is not aware of any litigation that would have a material adverse effect on the consolidated financial position of the Corporation. Mid Penn and the Bank have no proceedings pending other than ordinary, routine litigation occurring in the normal course of business. In addition, management does not know of any material proceedings contemplated by governmental authorities against Mid Penn, the Bank, or any of its properties.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

MID PENN BANCORP, INC.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Corporation's common stock is traded on NASDAQ under the symbol MPB.

Transfer Agent: Computershare, Attn: Shareholder Services, P.O. Box 30170, College Station, TX 77842-3170. Phone: 1-800-368-5948.

Number of Shareholders: As of March 8, 2019, there were approximately 2,334 shareholders of record of Mid Penn's common stock.

Dividends: Cash dividends of \$0.70 and \$0.45 were paid and declared, respectively, in 2018. In 2017, cash dividends of \$0.62 were paid, while cash dividends of \$0.77 were declared. A special cash dividend of \$0.10 was declared on November 21, 2017 and paid on January 5, 2018. Cash dividends of \$0.58 and \$0.68 were paid and declared, respectively, in 2016. The declaration of cash dividends on Mid Penn's common stock is at the discretion of its Board of Directors, and any decision to declare a dividend is based on a number of factors, including, but not limited to, earnings, prospects, financial condition, regulatory capital levels, applicable covenants under any credit agreements and other contractual restrictions, Pennsylvania law, federal and Pennsylvania bank regulatory law, and other factors deemed relevant.

Dividend Reinvestment and Stock Purchases: Shareholders of Mid Penn may acquire additional shares of common stock by reinvesting their cash dividends under the Dividend Reinvestment Plan without paying a brokerage fee. Voluntary cash contributions may also be made under the Plan. For additional information about the Plan, contact the Transfer Agent.

Annual Meeting: The Annual Meeting of the Shareholders of Mid Penn is expected to be held at 10:00 a.m. on Tuesday, May 14, 2019, at the West Shore Country Club, 100 Brentwater Road, Camp Hill, PA 17011.

Accounting, Auditing and Internal Control Complaints: Information on how to report a complaint regarding accounting, internal accounting controls or auditing matters is available at Mid Penn's website: [www.midpennbank.com](http://www.midpennbank.com).

MID PENN BANCORP, INC.

## Stock Performance Graph

The following five-year performance graph compares the cumulative total shareholder return (including reinvestment of dividends) on Mid Penn Bank's common stock to the Russell 3000 Index and Mid Penn's Peer Group, which includes Mid-Atlantic commercial banks with assets between \$1 billion and \$2 billion as of September 30, 2018. The stock performance graph assumes that \$100 was invested on December 31, 2013, and the cumulative return is measured as of each subsequent fiscal year end.

Index	Period Ending					
	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
Mid Penn Bancorp, Inc.	100.00	111.63	118.78	182.87	260.95	184.14
Russell 3000	100.00	112.56	113.10	127.50	154.44	146.34
Mid-Atlantic Custom Peer Group*	100.00	106.27	114.85	145.90	174.30	162.33

\*Peer Group consists of Mid-Atlantic commercial banks with assets between \$1 billion and \$2 billion as of September 30, 2018.

Source: S&P Global Market Intelligence

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A detailed list of the Banks comprising the Mid-Atlantic Custom Peer Group is incorporated herein by reference to Exhibit 99.1, which is filed with this Annual Report on Form 10-K.

MID PENN BANCORP, INC.

## ITEM 6. SELECTED FINANCIAL DATA

(Dollars in thousands, except per share data)	2018	2017	2016	2015	2014
<b>INCOME:</b>					
Total Interest Income	\$68,654	\$43,892	\$40,212	\$36,490	\$30,627
Total Interest Expense	12,720	6,304	5,367	4,607	4,427
Net Interest Income	55,934	37,588	34,845	31,883	26,200
Provision for Loan and Lease Losses	500	325	1,870	1,065	1,617
Noninterest Income	7,462	5,693	5,924	4,113	3,284
Noninterest Expense	50,171	31,367	28,818	26,759	20,704
Income Before Provision for Income Taxes	12,725	11,589	10,081	8,172	7,163
Provision for Income Taxes	2,129	4,500	2,277	1,644	1,462
Net Income	10,596	7,089	7,804	6,528	5,701
Series B Preferred Stock Dividends and Redemption Premium	—	—	—	473	350
Series C Preferred Stock Dividends	—	—	—	17	—
Series D Preferred Stock Dividends	102	—	—	—	—
Net Income Available to Common Shareholders	10,494	7,089	7,804	6,038	5,351
<b>COMMON STOCK DATA PER SHARE:</b>					
Earnings Per Common Share (Basic)	\$ 1.48	\$ 1.67	\$ 1.85	\$ 1.47	\$ 1.53
Earnings Per Common Share (Fully Diluted)	1.48	1.67	1.85	1.47	1.53
Cash Dividends Declared	0.45	0.77	0.68	0.44	0.45
Cash Dividends Paid	0.70	0.62	0.58	0.44	0.45
Book Value Per Common Share	26.38	17.85	16.65	16.58	15.48
Tangible Book Value Per Common Share (a)	18.10	16.82	15.59	15.49	15.13
<b>AVERAGE SHARES OUTSTANDING</b>					
FOR THE YEAR (BASIC):	7,071,091	4,236,616	4,229,284	4,106,548	3,495,705
<b>AVERAGE SHARES OUTSTANDING</b>					
FOR THE YEAR (FULLY DILUTED):	7,071,091	4,236,616	4,229,284	4,106,548	3,495,705
<b>AT YEAR-END:</b>					
Available-For-Sale Investment Securities	\$ 111,923	\$ 93,465	\$ 133,625	\$ 135,721	\$ 141,634
Held-to-Maturity Investment Securities	168,370	101,356	—	—	—
Loans and Leases, Net of Unearned Interest	1,624,067	910,404	813,924	736,513	571,533
Allowance for Loan and Lease Losses	8,397	7,606	7,183	6,168	6,716
Total Assets	2,077,981	1,170,354	1,032,599	931,638	755,657

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Total Deposits	1,726,026	1,023,568	935,373	777,043	637,922
Short-term Borrowings	43,100	34,611	-	31,596	578
Long-term Debt	48,024	12,352	13,581	40,305	52,961
Subordinated Debt	27,082	17,338	7,414	7,414	—
Shareholders' Equity	223,209	75,703	70,467	70,068	59,130

RATIOS:

Return on Average Assets	0.63	%	0.64	%	0.78	%	0.74	%	0.78	%
Return on Average Shareholders' Equity	5.98	%	9.48	%	10.71	%	9.16	%	9.95	%
Cash Dividend Payout Ratio	47.30	%	37.18	%	31.35	%	29.93	%	29.41	%
Allowance for Loan and Lease Losses to Loans and Leases at Year End	0.52	%	0.84	%	0.88	%	0.83	%	1.18	%
Average Shareholders' Equity to Average Assets for the Year	10.54	%	6.78	%	7.28	%	8.06	%	7.80	%

(a) Tangible Book Value Per Common Share is a non-GAAP measure as it excludes goodwill and core deposits and other intangibles, net; see Reconciliation of Non-GAAP Measure below

MID PENN BANCORP, INC.

## RECONCILIATION OF NON-GAAP MEASURE:

This Annual Report contains financial information determined by methods other than in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"). For tangible book value, the most directly comparable financial measure calculated in accordance with GAAP is our book value. Management of Mid Penn believes that this measure is important to many investors in the marketplace who are interested in changes from period to period in book value per common share exclusive of changes in intangible assets. Goodwill and other intangible assets have the effect of increasing total book value while not increasing our tangible book value. 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 Mid Penn'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 Mid Penn's ongoing operating results. This supplemental presentation should not be construed as an inference that Mid Penn's future results will be unaffected by similar adjustments to be determined in accordance with GAAP.

(Dollars in thousands, except per share data)	December 31,				
	2018	2017	2016	2015	2014
Shareholder's Equity	\$223,209	\$75,703	\$70,467	\$70,068	\$59,130
Less: Preferred Stock	—	—	—	—	5,000
Less: Goodwill	62,840	3,918	3,918	3,918	1,016
Less: Core Deposit and Other Intangibles	7,221	434	539	665	187
Tangible Equity	\$153,148	\$71,351	\$66,010	\$65,485	\$52,927
Common Shares Issued and Outstanding	8,459,918	4,242,216	4,233,297	4,226,717	3,497,829
Tangible Book Value per Common Share	\$18.10	\$16.82	\$15.59	\$15.49	\$15.13

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### SPECIAL CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain of the matters discussed in this document may constitute forward-looking statements for purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and as such may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Mid Penn or the Bank to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. The words "expect," "anticipate," "intend," "plan," "believe," "estimate," and similar expressions are intended to identify such forward-looking statements. Mid Penn's actual results may differ materially from the results anticipated in these forward-looking statements due to a variety of factors, including, without limitation:

- the effects of future economic conditions on Mid Penn, the Bank, and their markets and customers;
- governmental monetary and fiscal policies, as well as legislative and regulatory changes;
- future actions or inactions of the United States government, including a failure to increase the government debt limit or a prolonged shutdown of the federal government;
- the risks of changes in interest rates on the level and composition of deposits, loan demand, and the values of loan collateral, the value of investment securities, and interest rate protection agreements;
- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in Mid Penn's market area and elsewhere, including institutions operating locally, regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone, computer and the internet;
- an increase in the Pennsylvania Bank Shares Tax to which Mid Penn Bank's capital stock is currently subject, or imposition of any additional taxes on the capital stock of Mid Penn or Mid Penn Bank;
- impacts of the capital and liquidity requirements imposed by bank regulatory agencies;
- the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, Financial Accounting Standards Board, the SEC, and other accounting and reporting standard setters;
- the costs and effects of litigation and of unexpected or adverse outcomes in such litigation;
- technological changes;
- our ability to implement business strategies, including our acquisition strategy;
- our ability to successfully expand our franchise, including acquiring institutions or establishing new offices at advantageous prices;
- our ability to successfully integrate any banks, companies, offices, assets, liabilities, customers, systems and management personnel we acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames;
- potential goodwill impairment charges, or future impairment charges and fluctuations in the fair values of reporting units or of assets in the event projected financial results are not achieved within expected time frames;
- our ability to attract and retain qualified management and personnel;
- results of regulatory examination and supervision processes;
- the failure of assumptions underlying the establishment of reserves for loan and lease losses, the assessment of potential impairment of investment securities, and estimations of values of collateral and various financial assets and liabilities;

- our ability to maintain compliance with the listing rules of NASDAQ;
- our ability to maintain the value and image of our brand and protect our intellectual property rights;
- volatility in the securities markets;
- disruptions due to flooding, severe weather, or other natural disasters or Acts of God; and
- acts of war or terrorism.



MID PENN BANCORP, INC. Management's Discussion and Analysis

All written or oral forward-looking statements attributable to Mid Penn are expressly qualified in their entirety by these cautionary factors.

This Management's Discussion and Analysis of Financial Condition and Results of Operations analyzes the major elements of Mid Penn's consolidated financial statements and should be read in conjunction with the Consolidated Financial Statements of the Corporation and Notes thereto and other detailed information appearing elsewhere in this Annual Report on Form 10-K. The comparability of the results of operations for the year ended 2018, compared to 2017 and 2016, in general, have been materially impacted by the acquisition of The Scottsdale Bank and Trust Company, which closed on January 8, 2018, and the acquisition of First Priority Financial Corp., which closed on July 31, 2018. For comparative purposes, some 2017 and 2016 balances have been reclassified to conform to the 2018 presentation. Such reclassifications had no impact on net income available to common shareholders or shareholders' equity.

Mid Penn is not aware of any current trends, events, uncertainties or any current recommendations by the regulatory authorities which, if they were to be implemented, would have a material effect on Mid Penn's or the Bank's liquidity, capital resources, or operations.

#### Critical Accounting Estimates

Mid Penn's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and conform to general practices within the banking industry for smaller reporting public companies. Application of these principles involves significant judgments and estimates by management that have a material impact on the carrying value of certain assets and liabilities. The judgments and estimates used in applying these principles are based on historical experiences and other factors which are believed to be reasonable under the circumstances. Because of the nature of the judgments and estimates that have been made, actual results could differ from these judgments and estimates, which could have a material impact on the carrying values of assets and liabilities and the reported results of operations.

Management of the Corporation considers the accounting judgments relating to the allowance for loan and lease losses, the evaluation of the Corporation's investment securities for other-than-temporary impairment, the valuation of the Corporation's goodwill for impairment, and the valuation of assets acquired and liabilities assumed in business combinations, to be the accounting areas that require the most subjective and complex judgments.

The allowance for loan and lease losses represents management's estimate of probable incurred credit losses inherent in the loan and lease portfolio. Determining the amount of the allowance for loan and lease losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience adjusted for qualitative factors, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan and lease portfolio also represents the largest asset type on the consolidated balance sheet. Throughout the remainder of this report, the terms "loan" or "loans" refers to both loans and leases.

Valuations for the investment portfolio are determined using quoted market prices, where available. If quoted market prices are not available, investment valuation is based on pricing models, quotes for similar investment securities, and observable values based upon yield curves and spreads. In addition to valuation of securities, management must assess whether there are any declines where the fair value is below the carrying value of any investments such that the decline should be considered other than temporary or otherwise require an adjustment in carrying value and recognition of a loss in the consolidated statement of income.

Certain intangible assets generated in connection with acquisitions are periodically assessed for impairment. Goodwill is tested annually for impairment, and if certain events occur which indicate goodwill might be impaired between annual tests, goodwill must be tested when such events occur. In making this assessment, Mid Penn considers a number of factors including operating results, business plans, economic projections, anticipated future cash flows, current market data, stock price, etc. Similarly, the amortized basis of the core deposit intangible asset and trade name intangible are periodically assessed for impairment. There are inherent uncertainties related to these factors and Mid Penn's judgment in applying them to the analysis of core deposit intangible, trade name intangible, and goodwill impairment. Future changes in economic and operating conditions could result in goodwill or core deposit intangible or trade name intangible impairment in subsequent periods.

Valuations of assets acquired and liabilities assumed in business combinations are measured at fair value as of the acquisition date. In many cases, determining the fair value of the assets acquired and liabilities assumed requires Mid Penn to estimate the timing and amount of cash flows expected to result from these assets and liabilities and to discount these cash flows at appropriate rates of interest, which require the utilization of significant estimates and judgment in accounting for the acquisition.

## Financial Summary

### 2018 versus 2017

As noted above, the comparability of the results of operations for the years ended 2018 and 2017, in general, have been materially impacted by the acquisitions of Scottdale, which closed on January 8, 2018, and First Priority, which closed on July 31, 2018.

Mid Penn's net income available to common shareholders ("earnings") was \$10,494,000 or \$1.48 per common share basic and diluted for the year ended December 31, 2018, compared to earnings of \$7,089,000 or \$1.67 per common share basic and diluted for the year ended December 31, 2017. The results for the year ended December 31, 2018 included merger and acquisition expenses resulting from Mid Penn's acquisitions of First Priority and Scottdale. Earnings for the year ended December 31, 2017 included certain merger-related costs for the Scottdale acquisition, and were also impacted by a one-time non-cash reduction in the value of Mid Penn's deferred tax asset, which resulted in a charge of \$1,169,000 included in the provision for income taxes. This income tax adjustment was a result of the TCJA, which lowered Mid Penn's maximum corporate tax rate from 34 percent in 2017 and prior periods to 21 percent in 2018 and future periods.

Total assets of Mid Penn grew \$907,627,000 or 78 percent, in 2018 to close the year at \$2,077,981,000, compared to total assets of \$1,170,354,000 at the end of 2017. Asset growth during the year ended December 31, 2018 includes the acquired loans, investments, cash, facilities, goodwill and core deposit intangibles recorded from the legal closing of the Scottdale and First Priority transactions, as well as organic growth from our legacy markets.

Increases in short-term debt, long-term debt and subordinated debt during the year ended December 31, 2018 were a result of both (i) \$50 million of shorter-term FHLB fixed-rate borrowings obtained in late November 2018, and (ii) \$15.5 million of combined long-term FHLB borrowings and subordinated debt assumed in the First Priority acquisition. Scottdale had no borrowings that were assumed by Mid Penn in that acquisition.

Mid Penn's return on average shareholders' equity ("ROE"), a widely recognized performance indicator in the financial industry, was 5.98% in 2018 and 9.48% in 2017. The reduction in this indicator was significantly impacted by the material costs incurred in 2018 with the two acquisitions, and from the impact of additional common equity issued in conjunction with both transactions. Return on average assets ("ROA"), another performance indicator, was 0.63% in 2018 and 0.64% in 2017.

Net interest margin was 3.67% in 2018 versus 3.68% in 2017. Net interest income on a tax equivalent basis increased to \$56,824,000 in 2018 from \$38,597,000 in 2017. Increases in yields on earning assets and increases in noninterest-bearing deposits during 2018 were offset by the impact of both (i) the rising cost of both deposit and borrowed funds as a result of market pricing in response to recent Federal Open Market Committee (“FOMC”) rate increases, and (ii) the increase in wholesale funding and related interest costs, including the assumption of some higher-cost brokered time deposits, FHLB borrowings, and subordinated debt in the First Priority transaction. Further discussion of net interest margin can be found in the Net Interest Income section below.

Mid Penn’s allowance for loan and lease losses at December 31, 2018 was \$8,397,000 or 0.52% of total loans (less unearned discount), as compared to \$7,606,000 or 0.84% at December 31, 2017. During 2018, Mid Penn had net loan recoveries of \$291,000 compared to net recoveries of \$98,000 during the same period of 2017. The primary reason for the favorable net recovery amount during 2018 was Mid Penn’s workout and recovery of \$777,000 of principal from a commercial real estate relationship that was subject to a restructuring and partial charge-off in 2009. Mid Penn’s net recovery position for the year ended December 31, 2017 was primarily attributed to the recovery of \$318,000 of principal from the successful workout of a different commercial real estate relationship that was partially charged-off in 2010. Further discussion of these items can be found in the Provision for Loan and Lease Losses section below.

Total nonperforming assets increased \$975,000 from \$11,308,000 at the end of 2017 to \$12,283,000 at the end of 2018. Further discussion of the components of nonperforming assets can be found in the Credit Quality, Credit Risk, and Allowance for Loan and Lease Losses section below.

Mid Penn’s regulatory capital measures of Tier 1 Capital (to risk weighted assets) of \$155,662,000 or 10.0%, and Total Capital (to risk weighted assets) of \$191,300,000 or 12.3%, at December 31, 2018, are above the regulatory “well capitalized” requirements. Tier 1 Capital consists primarily of Mid Penn’s shareholders' equity less the value of goodwill and other intangible assets, and excluding the impact of the accumulated other comprehensive income/loss component. Total Capital includes the Tier 1 Capital, as well as Mid Penn’s qualifying subordinated debt and the allowance for loan and lease losses, within permitted regulatory limits. Risk-weighted assets are determined by assigning various levels of risk, in accordance with regulatory risk-weighting definitions, to different categories of assets and off-balance sheet activities.

## MID PENN BANCORP, INC. Management's Discussion and Analysis

## 2017 versus 2016

Mid Penn's net income available to common shareholders ("earnings") of \$7,089,000 for the year 2017 reflects a decrease of \$715,000 or 9 percent, as compared to earnings of \$7,804,000 for the year 2016. This represents earnings in 2017 of \$1.67 per common share, basic and diluted, compared to \$1.85 per common share basic and diluted in 2016. Earnings for the year 2017 were negatively impacted by a non-cash reduction in the value of Mid Penn's deferred tax asset under the TCJA, which resulted in a charge of \$1,169,000 included in the provision for income taxes.

Total assets of Mid Penn grew \$137,755,000 or 13 percent, in 2017 to close the year at \$1,170,354,000 compared to total assets of \$1,032,599,000 at the end of 2016. Mid Penn realized favorable loan growth, primarily in commercial relationships, of \$96,480,000 or over 11 percent since December 31, 2016. This asset and loan growth was principally funded by an increase in deposits of \$88,195,000 or over 9 percent since year-end 2016, with \$40,903,000 of the deposit growth being in noninterest-bearing accounts. Mid Penn was in a short-term borrowing position of \$34,611,000 at December 31, 2017, while it was in a Federal Funds Sold position of \$30,477,000 at December 31, 2016.

During the year ended December 31, 2017, long-term debt decreased by \$1,229,000 or 9 percent, to \$12,352,000 by the end of the year as previous higher-cost borrowings matured and Mid Penn was able to replace them with lower-cost funding sources.

Mid Penn's ROE was 9.48% in 2017 and 10.71% in 2016. ROA was 0.64% in 2017 and 0.78% in 2016.

Net interest margin was 3.68% in 2017 versus 3.82% in 2016. Net interest income on a tax equivalent basis increased to \$38,597,000 in 2017 from \$36,470,000 in 2016. The decrease in the net interest margin for 2017 compared to 2016 was primarily the result of a lower realized yield on the relatively shorter-term and lower-risk securities in the held-to-maturity investment portfolio established in 2017. Included in net interest income for the year ended December 31, 2016 was \$167,000 in income from the successful resolution of two legacy Phoenix loans acquired with credit deterioration. The income was the result of recognizing the remaining accretable and nonaccretable discounts on these loans. Further discussion of net interest margin can be found in the Net Interest Income section below.

Total nonperforming assets increased \$5,549,000 from \$5,759,000 at the end of 2016 to \$11,308,000 at the end of 2017. The increase in nonperforming assets is primarily due to two loan relationships totaling \$7.3 million, with a combined \$136,000 specific allowance allocation, being placed on nonaccrual status during the latter six months of 2017. Further discussion of these components can be found in the Credit Quality, Credit Risk, and Allowance for Loan and Lease Losses section below.

Mid Penn had net loan recoveries of \$98,000 for the twelve months ended December 31, 2017, compared to net loan charge-offs of \$855,000 during the same period of 2016. The net recoveries were a result of Mid Penn's successful collection and workout efforts on previously impaired loan relationships. Gross charge-offs decreased \$610,000 from \$1,107,000 in 2016 to \$497,000 in 2017. Mid Penn decreased the provision for loan and lease losses from \$1,870,000 in 2016 to \$325,000 in 2017. The significant net principal recoveries during the twelve months ended December 31,

2017 added \$98,000 to the allowance for loan loss balance. Also, as a result of favorable workout activities of certain impaired credits, the amount of required specific allocations in the allowance was reduced as of December 31, 2017 as compared to the prior year end. Further discussion of these issues can be found in the Provision for Loan and Lease Losses section below.

Mid Penn's regulatory capital measures of Tier 1 Capital (to risk weighted assets) of \$74,417,000 or 8.4%, and Total Capital (to risk weighted assets) of \$99,466,000 or 11.3%, at December 31, 2017, are above the regulatory "well capitalized" requirements. Tier 1 Capital consists primarily of Mid Penn's shareholders' equity net of the accumulated other comprehensive income/loss component. Total Capital includes the Tier 1 Capital, as well as Mid Penn's qualifying subordinated debt and the allowance for loan and lease losses, within permitted regulatory limits. Risk-weighted assets are determined by assigning various levels of risk to different categories of assets and off-balance sheet activities.

## MID PENN BANCORP, INC. Management's Discussion and Analysis

TABLE 1: AVERAGE BALANCES, EFFECTIVE INTEREST DIFFERENTIAL AND INTEREST YIELDS

(Dollars in thousands)	Income and Rates on a Taxable Equivalent Basis for Years Ended								
	December 31, 2018		December 31, 2017			December 31, 2016			Average Rates
	Average Balance	Interest	Average Rates	Average Balance	Interest	Average Rates	Average Balance	Interest	
<b>ASSETS:</b>									
Interest Bearing Balances	\$4,983	\$75	1.51%	\$2,621	\$18	0.69%	\$2,559	\$12	0.47%
Investment Securities:									
Taxable	165,422	3,838	2.32%	121,050	2,376	1.96%	79,277	1,515	1.91%
Tax-Exempt	102,656	2,940	(a) 2.86%	52,919	1,687	(a) 3.19%	80,451	3,130	(a) 3.89%
Total Securities	268,078	6,778	2.53%	173,969	4,063	2.34%	159,728	4,645	2.91%
Federal Funds Sold	25,745	451	1.75%	11,220	115	1.02%	16,848	82	0.49%
Loans and Leases, Net	1,243,987	61,965	(b) 4.98%	857,259	40,591	(b) 4.73%	772,877	36,963	(b) 4.78%
Restricted Investment in Bank Stocks	3,567	275	7.71%	2,955	114	3.86%	2,751	135	4.91%
Total Earning Assets	1,546,360	69,544	4.50%	1,048,024	44,901	4.28%	954,763	41,837	4.38%
Cash and Due from Banks	29,408			20,323			12,791		
Other Assets	89,953			35,092			33,898		
Total Assets	\$1,665,721			\$1,103,439			\$1,001,452		
<b>LIABILITIES &amp;</b>									
<b>SHAREHOLDERS' EQUITY:</b>									
Interest-bearing Deposits									
Demand	\$371,873	2,447	0.66%	\$335,859	1,410	0.42%	\$293,745	1,009	0.34%
Money Market	309,705	2,990	0.97%	247,337	1,448	0.59%	235,561	1,315	0.56%
Savings	191,686	540	0.28%	62,500	35	0.06%	59,615	34	0.06%
Time	324,853	4,907	1.51%	197,154	2,570	1.30%	172,657	2,156	1.25%
Total Interest-bearing Deposits	1,198,117	10,884	0.91%	842,850	5,463	0.65%	761,578	4,514	0.59%
Short-term Borrowings	8,833	207	2.34%	7,961	111	1.39%	2,370	15	0.63%
Long-term Debt	17,292	462	2.67%	13,321	318	2.39%	28,474	442	1.55%
Subordinated Debt	21,324	1,167	5.47%	7,746	412	5.32%	7,431	396	5.33%
	1,245,566	12,720	1.02%	871,878	6,304	0.72%	799,853	5,367	0.67%

Total Interest-bearing Liabilities			
Noninterest-bearing Demand	232,562	146,683	120,244
Other Liabilities	12,030	10,094	8,462
Shareholders' Equity	175,563	74,784	72,893
Total Liabilities & Shareholders' Equity	\$1,665,721	\$1,103,439	\$1,001,452
Net Interest Income (taxable equivalent basis)	\$56,824	\$38,597	\$36,470
Taxable Equivalent Adjustment	(890 )	(1,009 )	(1,625 )
Net Interest Income	\$55,934	\$37,588	\$34,845
Total Yield on Earning Assets	4.50%	4.28%	4.38%
Rate on Supporting Liabilities	1.02%	0.72%	0.67%
Average Interest Spread	3.48%	3.56%	3.71%
Net Interest Margin	3.67%	3.68%	3.82%

(a) Includes tax equivalent adjustments (calculated using statutory rates of 21% for 2018 and 34% for 2017 and 2016) of \$617,000, \$574,000, and \$1,064,000 for the years 2018, 2017, and 2016, respectively, resulting from tax-free municipal securities in the investment portfolio.

(b) Includes tax equivalent adjustments (calculated using statutory rates of 21% for 2018 and 34% for 2017 and 2016) of \$273,000, \$435,000, and \$561,000 for the years 2018, 2017, and 2016, respectively, resulting from tax-free municipal loans in the commercial loan portfolio.



## MID PENN BANCORP, INC. Management's Discussion and Analysis

## Net Interest Income

Net interest income, Mid Penn's primary source of earnings, represents the difference between interest income received on loans, investments, and overnight funds, and interest expense paid on deposits and short- and long-term borrowings. Net interest income is affected by changes in interest rates and changes in average balances (volume) in the various interest-sensitive assets and liabilities. Interest and average rates in Table 1 above are presented on a fully taxable-equivalent basis. Tax-equivalent adjustments were calculated using statutory corporate tax rates of 21 percent for the year ended December 31, 2018, and 34 percent for the years ended December 31, 2017 and 2016. For purposes of calculating loan yields, average loan balances include nonaccrual loans. Loan fees of \$1,038,000, \$921,000 and \$1,097,000 are included with loan interest income in Table 1 above for the years ended December 31, 2018, 2017, and 2016, respectively.

TABLE 2: VOLUME ANALYSIS OF CHANGES IN NET INTEREST INCOME

(Dollars in thousands on a Taxable Equivalent Basis)	2018 Compared to 2017			2017 Compared to 2016		
	Increase (Decrease)			Increase (Decrease)		
	Due to Change In:			Due to Change In:		
	Volume	Rate	Net	Volume	Rate	Net
<b>INTEREST INCOME:</b>						
Interest Bearing Balances	\$16	\$41	\$57	\$1	\$5	\$6
<b>Investment Securities:</b>						
Taxable	871	591	1,462	798	63	861
Tax-Exempt	1,586	(333 )	1,253	(1,071)	(372 )	(1,443)
Total Securities	2,457	258	2,715	(273 )	(309 )	(582 )
Federal Funds Sold	149	187	336	(27 )	60	33
Loans and Leases, Net	18,311	3,063	21,374	4,036	(408 )	3,628
Restricted Investment Bank Stocks	24	137	161	10	(31 )	(21 )
Total Interest Income	20,957	3,686	24,643	3,747	(683 )	3,064
<b>INTEREST EXPENSE:</b>						
<b>Interest Bearing Deposits:</b>						
Interest Bearing Demand	151	886	1,037	145	256	401
Money Market	365	1,177	1,542	66	67	133
Savings	72	433	505	—	1	1
Time	1,665	672	2,337	306	108	414
Total Interest Bearing Deposits	2,253	3,168	5,421	517	432	949
Short-term Borrowings	12	84	96	35	61	96
Long-term Debt	95	49	144	(235 )	111	(124 )
Subordinated Debt	722	33	755	17	(1 )	16
Total Interest Expense	3,082	3,334	6,416	334	603	937
<b>NET INTEREST INCOME</b>	<b>\$17,875</b>	<b>\$352</b>	<b>\$18,227</b>	<b>\$3,413</b>	<b>\$(1,286)</b>	<b>\$2,127</b>

The effect of changing volume and rate, which cannot be segregated, has been allocated entirely to the rate column. Tax-exempt income is shown on a tax equivalent basis using statutory corporate tax rates of 21 percent for the year ended December 31, 2018, and 34 percent for the years ended December 31, 2017 and 2016.

During 2018, taxable equivalent net interest income increased \$18,227,000 or 47 percent compared to 2017. During 2017, taxable equivalent net interest income increased \$2,127,000 or 6 percent compared to 2016. The average balances, effective interest differential, and interest yields for the years ended December 31, 2018, 2017, and 2016 and the components of net interest income are presented in Table 1. Table 2 provides a comparative presentation of the changes in net interest income for 2018 compared to 2017, and 2017 compared to 2016, by reflecting changes in interest income and interest expense caused by the volume and rate components of interest earning assets and interest bearing liabilities.

## MID PENN BANCORP, INC. Management's Discussion and Analysis

The yield on earning assets increased to 4.50% in 2018 from 4.28% in 2017. The yield on earning assets for 2016 was 4.38%. The increase in the yield on earning assets in 2018 was largely due to increases in both rate and volume of loan and investments. The average rate on loans increased to 4.98% in 2018 from 4.73% in 2017. The average rates on investment securities also increased from 2017 to 2018 as a decrease in the yield on tax-exempt investments from 3.19% to 2.86% was more than offset by the impact of an increase in the yield on taxable investments from 1.96% to 2.32%. The increase in investment yields in 2018 was affected by both yields on purchases, and from yields on securities added to the investment portfolio as a result of the two 2018 acquisitions.

Interest expense increased by \$6,416,000 or 102 percent in 2018, as compared to 2017. For the year ending December 31, 2017, interest expense increased \$937,000 or 17 percent, compared to 2016. The cost of interest bearing liabilities increased to 1.02% in 2018 from 0.72% in 2017. The cost of interest bearing liabilities for 2016 was 0.67%. The increase in the cost of interest bearing liabilities was due to both (i) the rising cost of both deposit and borrowed funds as a result of market pricing in response to recent FOMC rate increases, and (ii) the increase in wholesale funding, including the assumption of some higher-cost brokered time deposits, FHLB borrowings, and subordinated debt in the First Priority transaction.

Net interest margin, on a tax equivalent basis, was 3.67% in 2018 compared to 3.68% in 2017 and 3.82% in 2016. Increases in yields on earning assets and increases in noninterest-bearing deposits were offset by the higher cost of interest bearing liabilities when comparing 2018 to 2017. The decrease in the net interest margin for 2017 compared to 2016 was primarily the result of a lower realized yield on the investment portfolio, including the impact of purchases of lower-risk and lower-yielding held-to-maturity portfolio securities in 2017.

Further changes to the future mix of the loan, investment, and deposit products in the Bank's portfolios, and the volume of variable rate and fixed rate instruments based upon new loan originations and investment purchases, may significantly change the net interest margin and the yields on earning-assets and the costs of interest-bearing liabilities. In addition, net interest income may be impacted by further interest rate actions of the Federal Reserve. Management continues to monitor the net interest margin closely.

#### Provision for Loan and Lease Losses

The provision for loan and lease losses is the expense necessary to maintain the allowance for loan and lease losses at a level adequate to absorb management's estimate of probable losses in the loan and lease portfolio. Mid Penn's provision for loan and lease losses is based upon management's monthly review of the loan portfolio. The purpose of the review is to assess loan quality, identify impaired loans and leases, analyze delinquencies, ascertain loan and lease growth, evaluate actual and potential charge-offs and recoveries, and assess general economic conditions in the markets we serve.

Mid Penn has maintained the allowance for loan and lease losses in accordance with Mid Penn's portfolio credit risk and potential loss assessment process, which took into consideration the risk characteristics of the loan and lease portfolio, shifting collateral values, and the assessment of other relevant qualitative factors from December 31, 2017 to December 31, 2018. For the year ended December 31, 2018, the provision for loan and lease losses was \$500,000 compared to \$325,000 for the year ended December 31, 2017. The increase in loan loss provision expense year-over-year was necessary to support the allowance for loan loss given the organic loan growth within Mid Penn's loan portfolio since December 31, 2017, though the required provision for both years was favorably impacted by the net recoveries for the respective year. The allowance for loan and lease losses as a percentage of total loans was 0.52% at December 31, 2018, compared to 0.84% at December 31, 2017 and 0.88% at December 31, 2016.

For the year ended December 31, 2018, Mid Penn favorably had net recoveries of \$291,000 compared to net recoveries of \$98,000 during the same period of 2017. Loans charged off during 2018 were comprised of two commercial and industrial loans for \$142,000, four commercial real estate loans among two relationships totaling \$64,000 and one commercial real estate – construction loan of \$40,000. In addition, there were charge-offs for three home equity loans for \$185,000, three residential real estate loans totaling \$60,000, and four consumer loans to unrelated borrowers totaling \$14,000. The remaining \$23,000 was comprised of deposit account charge-offs. These charge-offs were more than offset by total recoveries of \$819,000 realized during 2017, primarily comprised of one commercial real estate loan totaling \$777,000.

Mid Penn may need to make future adjustments to the allowance and the provision for loan and lease losses if economic conditions or loan credit quality or other relevant qualitative factors differ substantially from the assumptions used in making Mid Penn's evaluation of the level of the allowance for loan losses as compared to the balance of outstanding loans.

## MID PENN BANCORP, INC. Management's Discussion and Analysis

A summary of charge-offs and recoveries of loans and leases are presented in Table 3.

TABLE 3: ANALYSIS OF THE ALLOWANCE FOR LOAN AND LEASE LOSSES

(Dollars in thousands)	Years ended December 31,				
	2018	2017	2016	2015	2014
Balance, beginning of year	\$7,606	\$7,183	\$6,168	\$6,716	\$6,317
Loans and leases charged off:					
Commercial real estate, construction and land					
development	104	322	216	1,569	1,057
Commercial, industrial and agricultural	142	25	820	130	62
Real estate - residential	60	102	4	35	133
Consumer	222	48	67	50	76
Total loans and leases charged off	528	497	1,107	1,784	1,328
Recoveries on loans and leases previously					
charged off:					
Commercial real estate, construction and land					
development	808	553	211	75	13
Commercial, industrial and agricultural	1	26	4	12	13
Real estate - residential	-	4	26	44	20
Consumer	10	12	11	40	64
Total loans and leases recovered	819	595	252	171	110
Net (recoveries) charge-offs	(291 )	(98 )	855	1,613	1,218
Provision for loan and lease losses	500	325	1,870	1,065	1,617
Balance, end of year	\$8,397	\$7,606	\$7,183	\$6,168	\$6,716

	Years ended December 31,				
	2018	2017	2016	2015	2014
Ratio of net (recoveries) charge-offs during the year to average loans and leases outstanding during the year, net of unearned discount	-0.02 %	-0.01 %	0.11 %	0.23 %	0.22 %
Allowance for loan and lease losses as a percentage of total					
loans and leases at December 31	0.52 %	0.84 %	0.88 %	0.83 %	1.18 %
Allowance for loan and lease losses as a percentage of	68.37 %	67.26 %	124.73 %	101.75 %	58.36 %

non-performing assets at December 31

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## MID PENN BANCORP, INC. Management's Discussion and Analysis

TABLE 4: NONINTEREST INCOME

(Dollars in thousands)	Years ended December 31,		
	2018	2017	2016
Income from fiduciary activities	\$1,155	\$845	\$481
Service charges on deposits	933	721	684
Net gain on sales of investment securities	137	42	1,046
Earnings from cash surrender value of life insurance	286	262	264
Mortgage banking income	751	872	922
ATM debit card interchange income	1,253	937	844
Merchant services income	347	335	317
Net gain on sales of SBA loans	561	800	470
Other income	2,039	893	918
Total Noninterest Income	\$7,462	\$5,707	\$5,946

## Noninterest Income

## 2018 versus 2017

For the year ended December 31, 2018, noninterest income totaled \$7,462,000, an increase of \$1,755,000 or 31 percent, compared to noninterest income of \$5,707,000 for the year ended December 31, 2017. Several components of noninterest income were affected by higher account and transaction volume, when comparing 2018 to the prior year, due to both the First Priority and Scottdale acquisitions that closed during 2018.

Income from fiduciary activities was \$1,155,000 for the year ended December 31, 2018, an increase of \$310,000 or 37 percent compared to fiduciary income of \$845,000 for the year ended December 31, 2017. These additional revenues were attributed to continued growth in trust assets under management, and increased sales of retail investment products, as a result of successful business development efforts by Mid Penn's trust and wealth management team.

Service charges on deposits were \$933,000 for the year ended December 31, 2018, an increase of \$212,000 or 29 percent, compared to service charges of \$721,000 for the year ended December 31, 2017. This increase was driven by an increase in collected charges on a higher volume of transactional deposit accounts, including deposit accounts assumed in both the Scottdale and First Priority acquisitions.

Net gains on sales of securities were \$137,000 for the year ended December 31, 2018, an increase of \$95,000 compared to net gains on sales of securities of \$42,000 for the year ended December 31, 2017. Some investment securities acquired from Scottdale and First Priority were sold to ensure that the overall portfolio, after the acquisitions, was in alignment with Mid Penn's investment management objectives.

ATM debit card interchange income was \$1,253,000 for the year ended December 31, 2018, an increase of \$316,000 or over 33 percent compared to interchange income of \$937,000 for the year ended December 31, 2017. The increase in Mid Penn Bank ATM and debit card activity resulted from both increasing card-based transaction volume, as well as new demand deposit accounts, including those acquired in the Scottsdale and First Priority transactions.

Other income was \$2,039,000 for the year ended December 31, 2018, an increase of \$1,146,000 compared to other income of \$893,000 for the year ended December 31, 2017. The increase in other income was primarily driven by \$737,000 of settlement gains recognized during 2018 as a result of certain lump sum payouts reducing pension liabilities to participants of the Scottsdale defined benefit retirement, with such pension liabilities being assumed as a result of the Scottsdale acquisition in 2018. Also, increases in letter of credit renewal fees and other service fees and commissions also contributed to the year-over-year growth in other income.

Mortgage banking income was \$751,000 for the year ended December 31, 2018, a decrease of \$121,000 or 14 percent compared to the year ended December 31, 2017. Higher longer-term mortgage interest rates for much of 2018 resulted in a lower volume of mortgage refinance activity during 2018 when compared to 2017.

Net gains on sales of SBA loans was \$561,000 for the year ended December 31, 2018, a decrease of \$239,000 when compared to the same period in 2017. Increased interest rates on SBA loans, and tighter market pricing on secondary market sales yields, resulted in lower levels of loan sales and related gains in 2018 versus the prior year.



## MID PENN BANCORP, INC. Management's Discussion and Analysis

## 2017 versus 2016

During the twelve months ended December 31, 2017, noninterest income (excluding net securities gains of \$42,000) increased \$765,000 or 16 percent, versus the twelve months ended December 31, 2016 (excluding net security gains of \$1,046,000). Items of particular note are detailed below.

Mid Penn increased its origination and sales activities related to SBA loans, resulting in gains of \$800,000 from related loan sales during the year ended December 31, 2017, an increase of \$330,000 or 70 percent compared to SBA loan sales gains of \$470,000 for the twelve months ended December 31, 2016. More qualified small business borrowers continue to take advantage of Mid Penn's Preferred Lender status with the SBA.

Income from fiduciary activities was \$845,000 for the twelve months ended December 31, 2017, an increase of \$364,000 or 76 percent compared to fiduciary income of \$481,000 for the year ended December 31, 2016. These additional revenues were attributed to trust assets under management significantly increasing over the past twelve months as a result of successful business development efforts by Mid Penn's expanded team of trust and retail investment officers.

ATM debit card interchange income was \$937,000 for the twelve months ended December 31, 2017, an increase of \$93,000 or 11 percent compared to interchange income of \$844,000 for the same period in 2016. The additional income is a result of an increased volume of transactional checking accounts and an increase in Mid Penn Bank ATM debit card transactions across our market area.

Net gains on sales of securities were \$42,000 for the twelve months ended December 31, 2017, a decrease of \$1,004,000 or 96 percent compared to net gains on sales of securities of \$1,046,000 during the year ended December 31, 2016. During 2016, Mid Penn took advantage of favorable fixed income investment market conditions and increased fair values on several securities to reposition some of its investment portfolio, including selling a large volume of longer-term and rate-sensitive CMOs, as well as certain municipal bonds and agency notes.

Other noninterest income decreased \$25,000 for the twelve months ended December 31, 2017 compared to the twelve months ended December 31, 2016. Included in 2016 other income was \$86,000 from the gain on the sale of insurance policies upon the dissolution of Mid Penn Insurance Services, LLC, a then wholly-owned subsidiary of Mid Penn Bank, effective March 1, 2016. The decision was made to liquidate the subsidiary due to the lack of consistent profitability and growth.

TABLE 5: NONINTEREST EXPENSE

(Dollars in thousands)	Years ended December 31,		
	2018	2017	2016
Salaries and employee benefits	\$23,862	\$16,929	\$15,564
Occupancy expense, net	4,019	2,512	2,064

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Equipment expense	2,186	1,536	1,689
Pennsylvania Bank Shares tax expense	225	451	648
FDIC Assessment	772	792	688
Legal and professional fees	1,117	802	711
Marketing and advertising expense	1,025	516	500
Software licensing and utilization	3,036	2,051	1,908
Telephone expense	621	497	548
Loss on sale/write-down of foreclosed assets	4	88	217
Intangible amortization	1,224	104	126
Merger and acquisition expense	4,790	619	—
ATM debit card processing expense	631	448	440
Director fees and benefits expense	792	465	340
Loan collection costs	271	148	178
Meals, travel, and lodging expense	945	544	428
Data processing	573	420	341
Insurance	278	216	178
OREO expense	275	79	248
Investor services	159	115	85
Other expenses	3,366	2,049	1,939
Total Noninterest Expense	\$50,171	\$31,381	\$28,840

## Noninterest Expense

### 2018 versus 2017

Noninterest expense for the year ended December 31, 2018 totaled \$50,171,000, an increase of \$18,790,000 or 60 percent compared to noninterest expenses of \$31,381,000 for the twelve months ended December 31, 2017. The primary source of the increase in noninterest expense were the merger expenses and other costs supporting Mid Penn's acquisition of both First Priority and Scottdale, and from the opening of new retail branches and new corporate administrative offices in 2018.

For the year ended December 31, 2018, Mid Penn incurred merger and acquisition expenses totaling \$4,790,000 in connection with the First Priority and Scottdale acquisitions, with such expenses including investment banking fees, merger-related legal expenses, professional fees related to the preparation and filing of merger documents, severance costs, and information technology conversion/termination costs. Merger and acquisition expenses of \$619,000 were recorded for the year ended December 31, 2017, and consisted primarily of investment banking fees, legal fees, and professional fees related to the preparation and filing of merger documents, related to the Scottdale acquisition.

Salaries and employee benefits expense increased \$6,933,000 or 41 percent during the twelve months ended December 31, 2018 versus the same period in 2017, with the increase attributable to (i) the retail staff additions at the five retail locations added through the Scottdale acquisition and the opening of the Halifax, PA branch, all effective January 8, 2018, (ii) the retail staff additions at the eight retail locations and loan production office added through the First Priority acquisition, effective July 31, 2018, (iii) the retail staff additions as a result of the opening of two additional retail offices in upper Dauphin County, Pennsylvania (Halifax and Pillow), and (iv) the addition of commercial lenders, credit administration personnel, and other staff additions in Mid Penn's legacy markets, in alignment with Mid Penn's core banking growth objectives.

Occupancy expenses increased \$1,507,000 or 60 percent during the year ended December 31, 2018 compared to the same period in 2017. Similarly, equipment expense increased \$650,000 or 42 percent during the year ended December 31, 2018 compared to the year ended December 31, 2017. These increases were driven by (i) the facility operating costs and increased depreciation expense for building, furniture, and equipment associated with the addition of the above-noted acquired and new branch offices, and (ii) depreciation and occupancy costs related to Mid Penn's addition of larger corporate administrative office facilities to increase the effectiveness and efficiency of administrative and operations support services for the growing franchise.

FDIC assessment expense was \$772,000 for the year ended December 31, 2018, a decrease of \$20,000 or 3 percent compared to \$792,000 for the year ended December 31, 2017. As a result of several factors, including the 2018

acquisitions, the favorable asset quality of both legacy portfolio loan assets and acquired portfolios, and successful workouts of non-performing assets, Mid Penn had more favorable capital and asset quality ratios, resulting in a lower overall FDIC assessment rate for 2018.

Legal and professional fees for the year ended December 31, 2018 increased by \$315,000 or 39 percent compared to the year ended December 31, 2017, due to increased third-party services for wealth management, audit, information technology consulting, and public relations activities given the expanded franchise operating profile.

Marketing and advertising expense increased 99 percent, from \$516,000 for the year ended December 31, 2017 to \$1,025,000 for the year ended December 31, 2018. The increased costs were a result of marketing and branding initiatives implemented at the recently acquired Scottsdale and First Priority locations, and market-specific business development promotions across Mid Penn's footprint.

Software licensing and utilization costs were \$3,036,000 during the year ended December 31, 2018, an increase of \$985,000 or 48 percent compared to \$2,051,000 for the year ended December 31, 2017. The increase is a result of additional costs to license (i) all of the Scottsdale and First Priority locations and the new retail branches, (ii) upgrades to internal systems to enhance data management and storage capabilities given the larger company profile, and (iii) increases in certain core processing fees as our customer base and account/transaction volumes continue to grow.

Intangible amortization increased from \$104,000 during the year ended December 31, 2017 to \$1,224,000 during the same period in 2018. In the first quarter of 2018, Mid Penn recorded a core deposit intangible (CDI) asset related to the Scottsdale acquisition of \$4,940,000. On July 31, 2018, Mid Penn recorded an additional CDI asset of \$2,832,000 as a result of the First Priority acquisition. These CDI assets will be amortized using the sum of the years' digit method over a ten-year period from the respective acquisition date. During the year ended December 31, 2018, the CDI amortization recorded related to the Scottsdale and First Priority acquisitions totaled \$1,113,000, of which \$898,000 was related to the amortization of the Scottsdale CDI and \$215,000 was related to the amortization of the First Priority CDI. The remaining intangible amortization expense in 2018, and the prior year's amortization expense, was attributable to CDI recorded as a result of Mid Penn's acquisition of Phoenix Bancorp in 2015.

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Other expense was \$7,290,000 during the year ended December 31, 2018, an increase of \$2,806,000 or 63 percent compared to other expense of \$4,484,000 for the year ended December 31, 2017. As both organic growth and the Scottsdale and First Priority acquisitions have increased Mid Penn's geographic profile and employee base, several categories within other expenses experienced year-over-year increases, including insurance costs, stationary and supplies, printing, postage, employee travel costs, and directors fees.

2017 versus 2016

During the year ended December 31, 2017, noninterest expenses totaled \$31,381,000, an increase of \$2,541,000 or 9 percent compared to \$28,840,000 for the year ended December 31, 2016.

Salaries and employee benefits expense increased \$1,365,000 or 9 percent during the twelve months ended December 31, 2017, versus the same period in 2016, with the increase attributable to (i) the addition of commercial lending personnel and credit support staff in alignment with Mid Penn's core banking growth and expanding markets, (ii) retail staff additions at the New Holland and Orwigsburg locations, which opened in 2017, and the Oregon Pike location, which opened in late 2016, and (iii) an increased volume of covered employees and healthcare claims as Mid Penn maintains a self-funded medical plan as part of a consortium.

In connection with the acquisition of Scottsdale, Mid Penn incurred \$619,000 of merger related expenses during 2017, while no merger related expenses were incurred in 2016.

Occupancy expenses increased \$448,000 or 22 percent during the year ended December 31, 2017 compared to the same period in 2016. In the twelve months since December 31, 2016, Mid Penn added facility operating costs associated with opening the above-noted three new branch offices, as well as incurring full-year costs for loan production offices opened during 2016 in Lancaster and Franklin Counties in Pennsylvania.

Mid Penn's FDIC assessment costs were \$792,000 during the twelve months ended December 31, 2017, an increase of \$104,000 or 15 percent compared to the FDIC assessment of \$688,000 for the twelve months ended December 31, 2016. The increase is due to Mid Penn's growth in deposits and assets, which increased the base amount used to determine the FDIC insurance assessment.

Legal and professional fees for the twelve months ended December 31, 2017 increased by \$91,000 or 13 percent compared to the same period in 2016 due to increased third-party services for wealth management, audit, and public relations activities.

Pennsylvania bank shares tax expense decreased \$197,000 or 30 percent during the twelve months ended December 31, 2017 versus the same period in 2016, due to the additional Pennsylvania-eligible tax credits generated from Mid Penn's increased level of charitable donations to support education and community development organizations throughout the markets it serves. The increased amount of charitable contributions supported part of the increase in Other Expenses.

#### Investments

Mid Penn's investment portfolio is utilized primarily to support overall liquidity management, to provide collateral supporting pledging requirements over public funds deposit), and to generate additional interest income within reasonable risk parameters. Mid Penn's investment portfolio includes both held-to-maturity securities and available-for-sale securities.

During the year ended December 31, 2018, the portfolio of held-to-maturity securities increased over 66 percent to \$168,370,000 as of December 31, 2018, as compared to \$101,356,000 as of December 31, 2017 (held-to-maturity investments are recorded at amortized cost). Mid Penn's total available-for-sale securities portfolio increased \$18,458,000 or 20 percent, from \$93,465,000 at December 31, 2017 to \$111,923,000 at December 31, 2018. The increase to the investment securities during 2018 was primarily due to investments acquired from Scottsdale and First Priority. Some acquired available-for-sale securities were sold after the mergers and the proceeds reinvested in held-to-maturity securities, both to support pledging requirements, and to ensure greater portfolio alignment with Mid Penn's investment management objectives.

Mid Penn's available-for-sale portfolio is recorded at fair value, meaning the investments are valued at a market price relative to investments of the same type with similar maturity dates. As the interest rate environment and overall market yield curve changes, the fair value of securities changes accordingly. The fair values of securities can also be impacted by changing market supply and demand for certain types of securities.

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At December 31, 2018, the unrealized loss on available-for-sale investment securities resulted in a decrease in shareholders' equity of \$3,242,000 (comprised of a gross unrealized loss on securities of \$4,103,000 net of a deferred income tax benefit of \$861,000). At December 31, 2017, the unrealized loss on available-for-sale investment securities resulted in a decrease in shareholders' equity of \$2,159,000 (gross unrealized loss on securities of \$2,733,000 net of a deferred income tax benefit of \$574,000). Mid Penn does not have any significant concentrations of non-governmental securities within its investment portfolio. Table 6 provides a summary of our investment securities, and maturity and yield information relating to debt securities is shown in Table 7.

TABLE 6: FAIR VALUE OF INVESTMENT SECURITIES

(Dollars in thousands)	December 31,		
	2018	2017	2016
Available-for-sale securities:			
U.S. Treasury and U.S. government agencies	\$41,572	\$38,730	\$47,012
Mortgage-backed U.S. government agencies	38,849	25,831	25,619
State and political subdivision obligations	29,256	27,043	58,838
Corporate debt securities	2,246	1,355	1,099
Total available-for-sale debt securities	111,923	92,959	132,568
Available-for-sale equity securities:			
Equity securities	\$492	\$506	\$1,057
Total available-for-sale equity securities	492	506	1,057
Held-to-maturity securities:			
U.S. Treasury and U.S. government agencies	\$16,856	\$10,894	\$—
Mortgage-backed U.S. government agencies	64,548	52,949	—
State and political subdivision obligations	83,649	36,640	—
Corporate debt securities	1,539	—	—
Total held-to-maturity securities	166,592	100,483	—
Total	\$279,007	\$193,948	\$133,625

TABLE 7: INVESTMENT MATURITY AND YIELD

(Dollars in thousands)	As of December 31, 2018	After	After	After	Total
		One	Five		
	Less	Year	Years	Years	
		thru	thru		
		Five	Ten		
		Years	Years		
Available for sale securities:					
U.S. Treasury and U.S. government agencies	\$ —	\$20,934	\$20,638	\$—	\$41,572
Mortgage-backed U.S. government agencies	14	7,858	23,256	7,721	38,849
State and political subdivision obligations	—	3,548	19,389	6,319	29,256
Corporate debt securities	—	250	1,000	996	2,246
	\$ 14	\$32,590	\$64,283	\$15,036	