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May 23, 2022

VIA OVERNIGHT CARRIER AND E-MAIL

John O'Brien
Director for District Licensing, Central District
Office of the Comptroller of the Currency
425 South Financial Place, Suite 1700
Chicago, IL 60605

Re: The Farmers National Bank of Canfield (Charter 3654): Streamlined Business Combination Application with respect to The Farmers National Bank of Emlenton ("Application")

Dear Mr. O'Brien:

Enclosed please find one bound original, four bound copies and one unbound copy of the Application submitted herewith by The Farmers National Bank of Canfield, a national banking association located in Canfield, Ohio ("Farmers Canfield") seeking approval of the merger of The Farmers National Bank of Emlenton, a national banking association located in Emlenton, Pennsylvania ("Farmers Emlenton"), with and into Farmers Canfield (the "Bank Merger"), pursuant to the terms of that certain Agreement of Merger to be entered into between Farmers Canfield and Farmers Emlenton ("Bank Merger Agreement"). The Bank Merger Agreement was authorized in connection with that certain Agreement and Plan of Merger dated March 23, 2022 (the "Parent Merger Agreement"), by and among Farmers National Banc Corp., a financial holding company and sole shareholder of Farmers Canfield ("Farmers"), Emclaire Financial Corp., a financial holding company and sole shareholder of Farmers Emlenton ("Emclaire"), and FMNB Merger Subsidiary V, LLC, an Ohio limited liability company and wholly-owned subsidiary of Farmers ("Merger Sub"). In accordance with the terms and subject to the conditions of the Parent Merger Agreement, Emclaire will be merged with and into Merger Sub, promptly after which Merger Sub will be dissolved and liquidated, with Farmers remaining as the surviving entity (the "Parent Merger"). As soon as practicable after consummation of the Parent Merger, Farmers Emlenton will be merged with and into Farmers Canfield pursuant to the terms and conditions of the Bank Merger Agreement.

The required public notice of the proposed Bank Merger will be published in newspapers of general circulation in the Farmers Canfield and Farmers Emlenton markets (i) on May 24, 2022, (ii) one week after the initial publication, and (iii) on the 25th day after the initial publication. The affidavits of publications will be forwarded to your office promptly upon our receipt thereof.

In addition, please find separately included copies of Confidential Materials containing the financial statements and related supporting information submitted in connection with the Application. The Confidential Materials contain trade secrets and commercial or financial information that is privileged or confidential as contemplated under The Freedom of Information Act, 5 U.S.C. §552(b), and OCC regulation 12 C.F.R. §4.12(b)(4) and which has not been made publicly available in any manner, as is more specifically set forth in the Confidential Materials. Accordingly, Farmers Canfield and Farmers Emlenton request confidential treatment of the Confidential Materials.

Please contact me or Farmers Canfield representatives at your convenience if you have any questions or require any additional information with regard to the Application.

Very truly yours,

J. Bret Treier

JBT/mkw
Enclosures

cc: Mr. R. Ryan Schilling, Federal Reserve Bank of Cleveland (w/ encl.)
Mr. Todd A. Hershberger, Federal Reserve Bank of Cleveland (w/ encl.)
Mr. Kevin J. Helmick, President and CEO, Farmers National Bank of Canfield (w/ encl.)
Mr. William C. Marsh, Chairman, President and CEO, Farmers National Bank of Emlenton (w/ encl.)
Mr. Kenneth B. Tabach, Silver, Freedman, Taff & Tiernan LLP (w/encl.)

STREAMLINED BUSINESS COMBINATION APPLICATION

Checklist

Authority To File a Streamlined Submission

Check the following to certify the appropriateness of a streamlined submission.
[NOTE: one or more must be checked to qualify for a streamlined submission. Otherwise, a complete "Interagency Bank Merger Act Application" is required.]

__ 1. The transaction is a business combination between eligible banks, or between an eligible bank and an eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the combination.

__ 2. The transaction is a business combination between an eligible bank and an interim bank chartered in a transaction in which a person or group of persons exchanges its shares of the eligible bank for shares of a newly formed holding company and receives after the transaction substantially the same proportional share interest in the holding company as it held in the eligible bank (except for changes in interests resulting from the exercise of dissenters' rights), and the reorganization involves no other transactions involving the bank.

✓ 3. At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the total assets of the target institutions combined are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

__ 4. The acquiring bank is an eligible bank, the target is not an eligible bank or an eligible depository institution, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the applicants in a prefiling communication request and obtain approval from the appropriate district office to use the streamlined application.

__ 5. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets acquired do not exceed 10 percent of the total assets of the acquiring national bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

Checklist of Attached Information

- ✓ Format of Submission
  - ✓ Complete paper submission or
  - __ Combination paper and compact disk (CD) submission along with (1) a cover letter identifying the filer, the filing, the filename on the CD, and the word processing program used; and (2) any original page(s) of the application or attachments requiring signatures.
- ✓ Request for confidentiality, if applicable
- __ Other corporate requests
- __ Filing fee

Specific Information for Streamlined Application (as appropriate)

- ✓ Copy of the following documents:
  - ✓ Draft or, if available, executed merger or transaction agreement, including any amendments
  - ✓ Any board of directors' resolutions related to the transaction
  - __ Interim charter's Articles of Association, names of organizers, and related documents, if applicable
- ✓ Financial Information as of the end of the most recent quarter for the applicant, target, and resultant institution:
  - ✓ Balance sheet
  - ✓ Regulatory capital schedule
- ✓ Confirmation of the public notice publication, including a statement containing the name and address of the newspaper in which the notice was published and dates of publication.
- ✓ Merger Screen for combinations where the acquiring national bank and target depository institution compete in any relevant geographic banking market.

Desired Action Date: July 15, 2022

STREAMLINED BUSINESS COMBINATION APPLICATION

Check all that apply:

Type of Filing	**Form of Transaction**	**Filed Pursuant To**
☐ Affiliate/Business Reorganization	✓ Merger	✓ 12 USC 1828(c)
☐ Combination with Interim Depository Institution	☐ Consolidation	☐ 12 USC 1815(a)
✓ Nonaffiliate Combination	☐ Purchase and Assumption	☐ 12 USC 215, 215a
☐ Other _____	☐ Purchase of Assets Only	✓ 12 USC 215a-1
	☐ Other _____	☐ 12 USC 215a-3
		☐ 12 USC 215c
		☐ Other

Applicant Depository Institution

The Farmers National Bank of Canfield — 3654
Name — Charter/Docket Number

20 South Broad Street
Street

Canfield — Ohio — 44406
City — State — ZIP Code

Target Institution

The Farmers National Bank of Emlenton — 5481
Name — Charter/Docket Number

612 Main Street
Street

Emlenton — Pennsylvania — 16373
City — State — ZIP Code

Resultant Institution (if different than applicant)

Name — Charter/Docket Number

Street

City — State — ZIP Code

Contact Person

Troy Adair — Executive Vice President, CFO
Name — Title/Employer

20 South Broad Street
Street

Canfield — Ohio — 44406
City — State — ZIP Code

(330) 533-5070 — (330) 533-0451
Telephone Number — Fax Number

STREAMLINED BUSINESS COMBINATION APPLICATION

1. Are there any material aspects of the transaction (for example, financing arrangements) that are not reflected in the agreement, or any features (for example, structure and significant terms and conditions) that are not customary or usual in the agreement?

   Yes ☐ No ☒

   If the answer is yes, explain.

2. Are there any issues regarding the permissibility under applicable state or federal laws or regulations of the proposed transaction (for example, nonbank activities, branching, qualified thrift lender's test, investment in bank premises)? Yes ☐ No ☒

   If the answer is yes, describe the issues.

3. Will the applicant or resultant bank retain any nonconforming or impermissible assets or activities?

   Yes ☐ No ☒

   If the answer is yes, describe them, including the method of and anticipated time period for divestiture or disposal.

4. Does the applicant anticipate any significant changes in products or services, including fee increases or branch closings, that would result from the consummation of the proposed transaction?

   Yes ☐ No ☒

   If the answer is yes, list those changes, including the anticipated effect on the community to be served. If any products or services will be discontinued, branches will be closed, or fees increased, describe and explain reasons.

   Following the merger of Farmers National Bank of Emlenton into Farmers National Bank of Canfield (the "Bank Merger"), Farmers National Bank of Canfield will continue to provide the customers and communities served by Farmers National Bank of Emlenton with the same services and products, in substantially the same manner, which Farmers National Bank of Emlenton currently provides to such customers and communities. Existing customers of Farmers National Bank of Emlenton will continue to have full access to banking services following the Bank Merger in the communities in which they have historically been served, at the same locations to which they are accustomed.

   Farmers National Bank of Canfield plans to continue to provide the principal types of products and services currently offered by Farmers National Bank of Emlenton, including traditional banking and mobile and online banking services. However, after consummation of the proposed Bank Merger, Farmers National Bank of Emlenton's products will be conformed to the product offerings of Farmers National Bank of Canfield, which may result in nominal adjustments in charges/fees with respect to certain product mixes. Farmers National Bank of

Canfield will be able to provide a broader array of services to the customers and community currently served by Farmers National Bank of Emlenton, including private banking, insurance, and retirement planning services. Farmers National Bank of Canfield will also be able to provide, through its affiliate Farmers Trust Company, trust and investment advisory services to customers of Farmers National Bank of Emlenton.

Farmers National Bank of Canfield intends to maintain each of Farmers National Bank of Emlenton's 19 full-service community banking branch offices located in the counties of Allegheny, Butler, Clarion, Clearfield, Crawford, Elk, Jefferson, Mercer, and Venango, Pennsylvania, immediately following the consummation of the Bank Merger.

Farmers National Bank of Canfield's integration plan is to convert Farmers National Bank of Emlenton's data processing systems into the current Farmers National Bank of Canfield data processing systems in the first calendar quarter following the effective date of the Bank Merger. Farmers National Bank of Canfield does not anticipate any operational problems or other systems integration issues relating to the consolidation of the data processing systems of the two banks. Farmers National Bank of Canfield has successfully completed bank data processing systems integrations five times in the past seven years in connection with other bank acquisitions. Farmers National Bank of Emlenton's core processing system is Fiserv Premier and Farmers National Bank of Canfield's core processing system is Fiserv Premier. Farmers National Bank of Canfield will convert Farmers National Bank of Emlenton from its current core processing platform to the Fiserv Premier core processing system of Farmers National Bank of Canfield at the time of conversion.

5a. Will the proposed transaction affect the applicant's ability to meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA), including the needs of low- and moderate-income geographies and individuals?

Yes ☐ No ☒

If the answer is yes, discuss the effect.

5b. Will the applicant's assessment area change? Yes ☒ No ☐

If the answer is yes, describe the change.

Farmers National Bank of Canfield's assessment area will expand to include the area currently serviced by Farmers National Bank of Emlenton noted in the most recent Community Reinvestment Act Performance Evaluation for Farmers National Bank of Emlenton dated January 10, 2022.

Farmers National Bank of Canfield will, upon receipt of regulatory approval for the Bank Merger, amend the current assessment area in Farmers National

Bank of Canfield's Community Reinvestment Act policies and procedures to include the additional areas currently serviced by Farmers National Bank of Emlenton.

5c. At its most recent federal regulatory examination, did any of the combining institutions receive a CRA rating of "needs to improve" or "substantial noncompliance" institution-wide, or where applicable in a state or a multi-state MSA, or receive an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the acquiring bank is expanding as a result of the consolidation? Yes ☒ No ☐

If the answer is yes, describe what actions, if any, have been taken to redress deficiencies in the institution's CRA record of performance since the examination.

Farmers National Bank of Canfield received an overall rating of "satisfactory" on its most recent CRA Act performance evaluation. As part of this exam, Farmers National Bank of Canfield's state CRA rating for the state of Pennsylvania was "needs to improve". However, its operations in Pennsylvania during the evaluation period consisted of only one branch which accounted for only 1.2 percent of the bank's total deposit base and less than 1 percent of the loans the bank reported within its assessment areas. Farmers National Bank of Canfield closed this branch in October 2020 and exited the assessment area.

6. Is the transaction subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994?

Yes ☒ No ☐

If the answer is yes, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

The Bank Merger is considered an interstate merger transaction under the Riegle-Neal Act, as the constituent parties are insured national banks with different home states. Farmers National Bank of Canfield's main office is located in Ohio and it does not currently operate any branches in Pennsylvania, the home state of Farmers National Bank of Emlenton. 12 U.S.C. §§ 36 (d) & 1831u(d)(1) provide that a national bank may maintain and operate a branch in a state other than its home state as a result of an interstate merger transaction under the Riegle-Neal Act.

The applicant provides the following in response to the requirements of section 1831u:

a) The Bank Merger satisfies the any state-imposed age requirements under 12 U.S.C. § 1831u(a). Farmers National Bank of Emlenton was established in 1900, and Pennsylvania does not have an age requirement for interstate bank mergers.

b) Pennsylvania law permits an interstate bank, defined to include a national bank located in another state, to merge into a national bank located in Pennsylvania without approval by the Pennsylvania Department of Banking and Securities. *See* 7 P.S. § 1602. Nonetheless, in accordance with 12 U.S.C.

§ 1831u(b)(1)(ii), a copy of this application will be provided to the Pennsylvania Department of Banking and Securities.

c) **The Bank Merger will not result in any nationwide or statewide deposit concentration concerns under the Riegle-Neal Act. Upon consummation of the Bank Merger, the resulting bank will control .03 percent of the total deposits of insured depository institutions in the United States based on June 30, 2021 deposits. The Riegle-Neal Act statewide concentration limits do not apply to the Bank Merger, as Farmers National Bank of Canfield does not currently operate any branches in Pennsylvania.**

d) **As discussed in the response to question 5c above, Farmers National Bank of Canfield received an overall CRA rating of "satisfactory" on its most recent CRA performance evaluation, dated February 5, 2018. There is no equivalent Pennsylvania community reinvestment law.**

e) **As evidenced by Exhibit D in the separately bound confidential volume, Farmers National Bank of Canfield and Farmers National Bank of Emlenton are adequately capitalized as of the date of the application. It is projected that the resulting bank will be well capitalized and well managed upon the consummation of the Bank Merger.**

7. Will any banking offices that have not been certified as banking offices by the OCC: (a) be established or retained as branches, including the main office, and branches of the target institution; (b) be approved, but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s); and (c) be retained as branches in the applicant's original home state in the event the applicant is relocating its main office to another state.

   Yes ☐ No ☒

   If the answer is yes, provide the popular name, street address, city, county, state, and ZIP Code for each location being established or retained, approved and unopened, retained in the applicant's original home state in the event the applicant is relocating its main office to another state.

8. Will the resultant national bank acquire any subsidiaries with activities or investments not previously approved by the OCC for either the acquiring or target banks? Yes ☐ No ☒

   If the answer is yes, provide the information and analysis for the activities of each subsidiary or investment that would be required if it were established pursuant to 12 CFR 5.34 or 5.39.

9. Will the resultant bank avoid any commitments entered into by any of the combining institutions with community organizations, civic associations, or similar entities to provide banking services to the community? Yes ☐ No ☒

   If the answer is yes, describe the commitment, explain the reasons for not assuming the commitment, and the effect on the relevant community.

10. Will the applicant be or become affiliated with a company engaged in insurance

activities that is subject to supervision by a state insurance regulator as a result of the transaction? Yes ☐ No ☒

If the answer is yes, provide:

a. The name of company.

b. A description of the insurance activity in which the company is engaged and plans to conduct.

c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

11. Provide a copy of (a) the draft or, if available, executed merger or transaction agreement, including any amendments; (b) any board of directors' resolutions related to the transaction; and (c) interim charter, names of organizers, and related documents, if applicable; and (d) a copy of the pro forma balance sheet and regulatory capital schedule. (See instructions for explanation of the information to include.)

***See attached*:**
Exhibit A – Draft Copy of Bank Merger Agreement (a copy of the executed Banker Merger Agreement will be provided prior to consummation)
Exhibit B – Certified Resolutions of the Boards of Directors of Farmers National Bank of Canfield and Farmers National Bank of Emlenton
See Confidential Supplement:
Parts 1 and 2 – Pro Forma Balance Sheets and Regulatory Capital

Applicants for a nonaffiliate transaction also must complete items 12 through 14.

12. Do the acquiring bank and target compete in any relevant geographic market (see Bank Merger Screen)? Yes ☒ No ☐

Farmers National Bank of Canfield and Farmers National Bank of Emlenton currently compete in the Sharon, PA-OH banking market, but as confirmed below and as reflected in the Bank Merger Screen included as Exhibit F hereto, the competitive effects of the proposed business combination fall below the thresholds for that market. Each bank currently operates one branch in the Sharon, PA-OH banking market.

See Pro Forma Report included in Exhibit F attached hereto.

If the answer is yes,

a. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800? Yes ☐ No ☒

b. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resultant bank have greater than 35 percent of the deposits in a relevant market? Yes ☐ No ☒

A "yes" answer for either question will result in the application being removed from expedited processing for additional competitive review. In such circumstances, the applicant may consult the Competitive Review Appendix in the "Business Combinations" booklet of the *Comptroller's Licensing Manual* for guidance on addressing competitive issues or contact the appropriate OCC District Licensing office directly for specific instructions.

13. Does the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?

Yes ☐ No ☒

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

14. Will any management interlocking relationships (12 USC 3201-3208) exist following consummation?

Yes ☐ No ☒

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock for relevant laws and regulations.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 23rd day of May, 2022.

The Farmers National Bank of Canfield
(Applicant)

(Signature of Authorized Officer)

Kevin J. Helmick
(Typed Name)

President and Chief Executive Officer
(Title)

The Farmers National Bank of Emlenton
(Target)

(Signature of Authorized Officer)

William C. Marsh
(Typed Name)

Chairman, President and Chief Executive Officer
(Title)

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

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Signed this 23rd day of May, 2022.

The Farmers National Bank of Canfield
(Applicant)

_____
(Signature of Authorized Officer)

Kevin J Helmick
(Typed Name)

President and Chief Executive Officer
(Title)

The Farmers National Bank of Emlenton
(Target)

William C Marsh
(Signature of Authorized Officer)

William C. Marsh
(Typed Name)

Chairman, President and Chief Executive Officer
(Title)

Streamlined Business Combination Application
Supplemental Addendum for the Financial Stability Factors

The following is submitted pursuant to Section 604 of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Section 604") to address the risk to the stability of the United States banking or financial system, in connection with review by the Office of the Comptroller of the Currency of the Application of The Farmers National Bank of Canfield to approve the merger of The Farmers National Bank of Emlenton with and into The Farmers National Bank of Canfield (the "Merger") pursuant to the terms of the Agreement of Merger by and between The Farmers National Bank of Canfield and The Farmers National Bank of Emlenton (the "Bank Merger Agreement").

The Merger qualifies as a first tier transaction since both The Farmers National Bank of Canfield and The Farmers National Bank of Emlenton each have pro forma assets of less than $25 billion, both before and after giving effect to the Merger.

The Farmers National Bank of Canfield, as the applicant, provides the following information in response to the requirements of Section 604:

1. The Merger will not result in any increase in risks to the financial system stability. Both institutions are currently well capitalized and will remain well capitalized after giving effect to the Merger. As of 12/31/21, The Farmers National Bank of Canfield (FDIC Cert. No. 6540) is believed to have been the 304th largest depository institution in the United States as measured by total deposits; as of 12/31/21, The Farmers National Bank of Emlenton (FDIC Cert. No. 7875) is believed to have been the 938th largest depository institution as measured by total deposits. Upon the consummation of the Merger, the resulting institution would be approximately the 261st largest depository institution, as measured by total deposits as of 12/31/21.

2. The Merger will not result in a reduction in the availability of substitute providers for the current services offered by The Farmers National Bank of Emlenton. The Farmers National Bank of Emlenton primarily offers retail banking products and commercial loans through its branch offices, including checking and savings accounts, certificates of deposit, residential mortgages and commercial and consumer loans. None of these products are highly specialized or critical financial products available only from a few providers. On the contrary, there are a significant number of providers of these services and products on a national, regional and local level and the Merger will not reduce materially the number of competitors offering such products and services.

3. Neither The Farmers National Bank of Canfield nor The Farmers National Bank of Emlenton conduct, or after the Merger will conduct, their business activities or participate in markets to a degree that would pose significant, or any, risk to other institutions in the event of financial distress at the resulting entity from the Merger.

4. As community banks, neither The Farmers National Bank of Canfield nor The Farmers National Bank of Emlenton contribute to the overall complexity of the financial system. Similarly, the combination of the two entities upon consummation of the Merger will not contribute to the complexity of the financial system.

5. Neither The Farmers National Bank of Canfield nor The Farmers National Bank of Emlenton engage in any cross-border activity.

6. The addition of The Farmers National Bank of Emlenton's typical and ordinary asset base to The Farmers National Bank of Canfield will not complicate resolving The Farmers National Bank of Canfield in a timely and efficient manner in the event that The Farmers National Bank of Canfield should experience financial distress.

EXHIBIT A

Draft Agreement of Bank Merger

(Attached)

EXHIBIT A

AGREEMENT OF MERGER

This agreement of merger (this "Bank Merger Agreement"), dated as of [•], 2022, is by and between The Farmers National Bank of Emlenton ("Emlenton Bank") and The Farmers National Bank of Canfield ("Farmers Bank"). All capitalized terms used herein but not defined herein shall have the respective meanings assigned to them in the Agreement and Plan of Merger, dated as of March 23, 2022 (the "Parent Merger Agreement"), between Farmers National Banc Corp. ("FMNB"), FMNB Merger Subsidiary V, LLC ("Merger Sub") and Emclaire Financial Corp. ("Emclaire").

WITNESSETH:

WHEREAS, Emlenton Bank is a national banking association and a wholly owned subsidiary of Emclaire, with, as of [•], 2022, a capital of $[•], divided into [•]shares of common stock, each of $[•] stated value, surplus of $[•], and undivided profits, including capital reserves, of $[•]; and

WHEREAS, Farmers Bank is a national banking association and a wholly owned subsidiary of FMNB, with, as of [•], 2022, a capital of $[•], divided into [•] shares of common stock, each of $5.00 par value, surplus of $[•], and undivided profits, including capital reserves, of $[•]; and

WHEREAS, FMNB, Merger Sub and Emclaire have entered into the Parent Merger Agreement, pursuant to which Emclaire will merge with and into Merger Sub (the "Parent Merger"); and

WHEREAS, Emlenton Bank and Farmers Bank desire to merge on the terms and conditions herein provided immediately following the effective time of the Parent Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto, intending to be legally bound hereby, agree as follows:

1. The Bank Merger. Subject to the terms and conditions of the Parent Merger Agreement and this Bank Merger Agreement, at the Effective Time (as defined in Section 2), Emlenton Bank shall merge with and into Farmers Bank (the "Bank Merger") under the laws of the United States, Commonwealth of Pennsylvania and the State of Ohio. Farmers Bank shall be the surviving bank of the Bank Merger (the "Surviving Bank").

2. Effective Time. The Bank Merger shall become effective at [•] on [•], subject to (a) the satisfaction or, to the extent permitted by applicable law, the waiver of the closing conditions set forth in Article VII of the Parent Merger Agreement, and (b) receipt of all necessary approvals or non-objections from the Office of the Comptroller of the Currency ("OCC") and all other necessary approvals from any applicable bank regulatory agency (the "Effective Time").

3. Charter; Bylaws. The Articles of Association (the "Charter") and Bylaws of Farmers Bank in effect immediately prior to the Effective Time shall be the Charter and Bylaws of the Surviving Bank, until altered, amended or repealed in accordance with their terms and applicable law.

4. Name; Offices. The name of the Surviving Bank shall be "The Farmers National Bank of Canfield." The main office of the Surviving Bank shall be the main office of Farmers Bank immediately prior to the Effective Time.

5. Directors and Executive Officers. Upon consummation of the Bank Merger, (i) the directors of Farmers Bank immediately prior to the Effective Time shall continue as directors of the Surviving Bank and (ii) the executive officers of Farmers Bank immediately prior to the Effective Time shall continue as the executive officers of the Surviving Bank. Each of the directors and officers of the Surviving Bank immediately after the Effective Time shall hold office until his or her successor is elected and qualified in accordance with the Charter and bylaws of the Surviving Bank or until his or her earlier death, resignation or removal.

6. Effects of the Merger. Upon consummation of the Bank Merger, and subject to the effects set forth at 12 U.S.C. § 215c, the applicable provisions of the regulations of the OCC and other applicable law, (i) all assets of Farmers Bank and Emlenton Bank as they exist at the Effective Time, shall pass to and vest in the Surviving Bank without any conveyance or other transfer; (ii) the Surviving Bank shall be considered the same business and corporate entity as each constituent bank with all the rights, powers and duties of each constituent bank and (iii) the Surviving Bank shall be responsible for all the liabilities of every kind and description, of each of Farmers Bank and Emlenton Bank existing as of the Effective Time, all in accordance with the provisions of The National Bank Act.

7. Effect on Shares of Stock.

(a) Each share of Farmers Bank common stock issued and outstanding immediately prior to the Effective Time shall be unchanged and shall remain issued and outstanding and shall consist of $[•] in capital, divided into [•] shares of common stock, each of $5.00, and at the Effective Time Farmers Bank shall have a surplus of $[•] and undivided profits, including capital reserves, of $[•], which when combined with the capital and surplus will be equal to the combined capital structures of Farmers Bank and Emlenton Bank as stated in the recitals of this Agreement, adjusted however, for normal earning and expense (and if applicable purchase accounting adjustments) from [•], 2022 until the Effective Time.

(b) At the Effective Time, each share of Emlenton Bank capital stock issued and outstanding prior to the Bank Merger shall, by virtue of the Bank Merger and without any action on the part of the holder thereof, be canceled. Any shares of Emlenton Bank capital stock held in the treasury of Emlenton Bank immediately prior to the Effective Time shall be retired and canceled.

8. Procurement of Approvals. This Bank Merger Agreement shall be subject to the approval of FMNB, as the sole shareholder of Farmers Bank, and Emclaire, as the sole shareholder of Emlenton Bank at meetings to be called and held or by consent in lieu thereof in

accordance with the applicable provisions of law and their respective organizational documents. Farmers Bank and Emlenton Bank shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other actions, and the satisfaction of all other requirements prescribed by law or otherwise necessary for consummation of the Bank Merger on the terms provided herein, including without limitation the preparation and submission of such applications or other filings for the Bank Merger with the OCC and the Ohio Department of Financial Institutions as may be required by applicable laws and regulations.

9. Conditions Precedent. The obligations of the parties under this Bank Merger Agreement shall be subject to: (i) the approval of this Bank Merger Agreement by FMNB, as the sole shareholder of Farmers Bank, and Emclaire as the sole shareholder of Emlenton Bank, at meetings of shareholders duly called and held or by consent or consents in lieu thereof; (ii) receipt of approval of the Bank Merger from all governmental and banking authorities whose approval is required; (iii) receipt of any necessary regulatory approval to operate the main office and the branch offices of Emlenton Bank as offices of the Surviving Bank; and (iv) the consummation of the Parent Merger pursuant to the Parent Merger Agreement at or before the Effective Time.

10. Additional Actions. If, at any time after the Effective Time, the Surviving Bank shall determine that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Bank its rights, title or interest in, to or under any of the rights, properties or assets of Emlenton Bank acquired or to be acquired by the Surviving Bank as a result of, or in connection with, the Bank Merger, or (b) otherwise carry out the purposes of this Bank Merger Agreement, Emlenton Bank and its proper officers and directors shall be deemed to have granted to the Surviving Bank an irrevocable power of attorney to (i) execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Bank and (ii) otherwise to carry out the purposes of this Bank Merger Agreement. The proper officers and directors of the Surviving Bank are fully authorized in the name of Emlenton Bank or otherwise to take any and all such action.

11. Amendment. Subject to applicable law, this Bank Merger Agreement may be amended, modified or supplemented only by written agreement of Farmers Bank and Emlenton Bank at any time prior to the Effective Time.

12. Waiver. Any of the terms or conditions of this Bank Merger Agreement may be waived at any time by whichever of the parties hereto is, or the shareholder of which is, entitled to the benefit thereof by action taken by the Board of Directors of such waiving party.

13. Assignment. This Bank Merger Agreement may not be assigned by either Farmers Bank or Emlenton Bank without the prior written consent of the other.

14. Termination. This Bank Merger Agreement shall terminate upon the termination of the Parent Merger Agreement in accordance with its terms.

15. Governing Law. Except to the extent governed by federal law, this Bank Merger Agreement shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance, by the laws of the State of Ohio without regard to the conflicts of law provisions thereof.

16. Counterparts. This Bank Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one agreement.

[*Remainder of page intentionally left blank. Signature pages follow.*]

IN WITNESS WHEREOF, each of Farmers Bank and Emlenton Bank has caused this Bank Merger Agreement to be executed on its behalf by its duly authorized officers.

THE FARMERS NATIONAL BANK OF CANFIELD

By: _____
Name: Kevin J. Helmick
Title: President

THE FARMERS NATIONAL BANK OF EMLENTON

By: _____
Name: William C. Marsh
Title: Chairman, President and Chief Executive Officer

Signature Page to Bank Merger Agreement

EXHIBIT B

Certified Resolutions of the Boards of Directors

(Attached)

SECRETARY'S CERTIFICATE
OF
THE FARMERS NATIONAL BANK OF CANFIELD

The undersigned, being the duly elected, qualified and acting Secretary of The Farmers National Bank of Canfield, a national banking association ("Farmers Bank"), hereby certifies that attached hereto as Exhibit A is a true and correct copy of the resolutions duly adopted by the Board of Directors of Farmers Bank at a meeting duly called and held on April 12, 2022, in accordance with the requirements of law and the Articles of Association and Bylaws of Farmers Bank, authorizing and approving the Merger Agreement by and between Farmers Bank and The Farmers National Bank of Emlenton ("Emlenton Bank"), and the merger of Emlenton Bank with and into Farmers Bank pursuant to the terms and conditions thereof, which resolutions are in full force and effect as of the date hereof and have not been amended, modified or rescinded in any respect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 19th day of May, 2022.

THE FARMERS NATIONAL BANK OF CANFIELD

By: Troy Adair
Name: Troy Adair
Title: Secretary

EXHIBIT A

RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
THE FARMERS NATIONAL BANK OF CANFIELD
ADOPTED APRIL 12, 2022

WHEREAS, The Farmers National Bank of Canfield ("Farmers Bank") is a wholly-owned subsidiary of Farmers National Banc Corp., an Ohio corporation ("Farmers");

WHEREAS, pursuant to the terms of the Agreement and Plan of Merger dated March 23, 2022 (the "Parent Merger Agreement"), by and among Farmers National Banc Corp., a financial holding company and sole shareholder of Farmers Bank ("Farmers"), Emclaire Financial Corp., a financial holding company and sole shareholder of The Farmers National Bank of Emlenton ("Emclaire"), and FMNB Merger Subsidiary V, LLC, an Ohio limited liability company and wholly-owned subsidiary of Farmers ("Merger Sub"), subject to certain conditions set forth in the Parent Merger Agreement, Emclaire will be merged with and into Merger Sub (the "Parent Merger");

WHEREAS, the Parent Merger Agreement provides that, as soon as practicable following consummation of the Parent Merger, The Farmers National Bank of Emlenton, a national banking association and wholly-owned subsidiary of Emclaire ("Emlenton Bank"), will be merged with and into Farmers Bank (the "Bank Merger");

WHEREAS, the Board of Directors of Farmers Bank has determined that it is advisable and in the best interests of Farmers Bank and Farmers as Farmers Bank's sole shareholder for Emlenton Bank to be merged with and into Farmers Bank pursuant to the terms of an agreement of merger substantially in the form presented to and reviewed by the Board of Directors of Farmers Bank attached as Exhibit "A" hereto (the "Bank Merger Agreement");

NOW, THEREFORE, BE IT:

RESOLVED, that the Bank Merger Agreement, with such changes or additions thereto as may be approved by any one or more of the executive officers of Farmers Bank (the "Authorized Officers"), be, and it hereby is, authorized, approved and adopted;

FURTHER RESOLVED, that the transactions contemplated by the Bank Merger Agreement, including the Bank Merger, be, and they hereby are, authorized and approved;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to execute and deliver the Bank Merger Agreement on behalf of Farmers Bank, with such changes or additions thereto as any such Authorized Officer may approve in the best interests of Farmers Bank, such approval to be conclusively evidenced by such execution and delivery;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, for and on behalf of Farmers Bank, to prepare, execute and deliver, and to take any necessary action with respect to, any and all applications, notices, filings or other documents which are required to be submitted to any federal or state regulatory agency in connection with the Bank Merger and/or the Parent Merger, including, without limitation, any applications or notices required to be filed with the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, and the Pennsylvania Department of Banking and Securities, in connection with the Bank Merger and/or the Parent Merger (including, without limitation, for approval of any dividend to be made by Farmers Bank to Farmers in connection therewith); and any such applications, notices, filings or other documents submitted by or on behalf of Farmers Bank prior to the adoption of these resolutions are hereby ratified, confirmed, approved and adopted in all respects;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, for and on behalf of Farmers Bank, to prepare, execute and deliver any agreement, instrument, certificate or other document, and to take such other action, as any such Authorized Officer may deem necessary, desirable or appropriate in order to cause the consummation of Farmers Bank Merger as contemplated by the Bank Merger Agreement, including, without limitation, the filing of a certificate of merger with any federal or state regulatory agency in connection with the Bank Merger; and

FURTHER RESOLVED, that any and all actions taken by the officers of Farmers Bank that would have been authorized by the foregoing resolutions, but for the fact that such actions were taken prior to the adoption of the foregoing resolutions, are hereby severally ratified, confirmed, approved and adopted in all respects as acts in the name and on behalf of Farmers Bank.

SECRETARY'S CERTIFICATE
OF
THE FARMERS NATIONAL BANK OF EMLENTON

The undersigned, being the duly elected, qualified and acting Secretary of The Farmers National Bank of Emlenton, a national banking association ("Emlenton Bank"), hereby certifies that attached hereto as Exhibit A is a true and correct copy of the resolutions duly adopted by the Board of Directors of Emlenton Bank at a meeting duly called and held on March 23, 2022, in accordance with the requirements of law and the Articles of Association and Bylaws of Emlenton Bank, authorizing and approving the Merger Agreement by and between Emlenton Bank and The Farmers National Bank of Canfield, a national banking association ("Farmers Bank"), and the merger of Emlenton Bank with and into Farmers Bank pursuant to the terms and conditions thereof, which resolutions are in full force and effect as of the date hereof and have not been amended, modified or rescinded in any respect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 18th day of May, 2022.

THE FARMERS NATIONAL BANK
OF EMLENTON

By: _____
Name: James M. Crooks
Title: Secretary

EXHIBIT A

RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE FARMERS NATIONAL BANK OF EMENTON

ADOPTED MARCH 23, 2022

WHEREAS, Emclaire Financial Corp, the parent holding company of the Bank ("Emclaire"), has approved an Agreement and Plan of Merger (the "Holding Company Merger Agreement") by and among Emclaire, Farmers National Banc Corp., an Ohio corporation ("Farmers"), and FMNB Merger Subsidiary V, LLC, an Ohio limited liability company and wholly-owned subsidiary of Farmers ("Merger Sub"), pursuant to which Emclaire will merge with and into Merger Sub (the "Merger"), and, promptly following, the Bank will merge with and into The Farmers National Bank of Canfield, a national bank and wholly-owned subsidiary of Farmers ("Farmers Bank") (the "Bank Merger") pursuant to an Agreement of Merger (the "Bank Merger Agreement"), the form of which is included as Exhibit A to the Holding Company Merger Agreement;

WHEREAS, each member of the Board has been presented with a draft of the Bank Merger Agreement;

WHEREAS, the Board has considered the foregoing and other information concerning the proposed transactions, and believes that it is in the best interests of the Bank, its sole shareholder and its depositors and various other constituencies that the Bank Merger Agreement be approved and that the Bank Merger be consummated on the terms and subject to the conditions set forth in the Bank Merger Agreement;

BE IT FURTHER RESOLVED, that the appropriate officers of the Bank or any of them be, and hereby are, in all respects authorized, empowered and directed for and on behalf of the Bank to take, or cause to be taken, all such actions they deem necessary or appropriate, including the preparation, execution and delivery of applications or other documents, in order to obtain the consent or approval of any governmental or regulatory authority necessary in connection with the execution and delivery of the Bank Merger Agreement and consummation of the transactions contemplated thereby

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and adopts the Bank Merger Agreement and hereby approves the Bank Merger and the other transactions contemplated by the Bank Merger Agreement, and hereby authorizes and directs the President and Chief Executive Officer to execute and deliver the Bank Merger Agreement with any further changes thereto deemed necessary, appropriate or desirable by such officer upon discussion with counsel, with the execution of the Bank Merger Agreement being deemed to constitute conclusive evidence of approval of any such changes;

BE IT FURTHER RESOLVED, that the appropriate officers of the Bank or any of them be, and hereby are, in all respects authorized, empowered and directed for and on behalf of the Bank to take, or cause to be taken, all such actions they deem necessary or appropriate, including the preparation, execution and delivery of applications or other documents, in order to

obtain the consent or approval of any governmental or regulatory authority necessary in connection with the execution and delivery of the Bank Merger Agreement and consummation of the transactions contemplated thereby;

BE IT FURTHER RESOLVED, that in addition to and without limiting the foregoing, the President and Chief Executive Officer and any other officers as he may designate be, and hereby are, in all respects authorized, empowered and directed to take, or cause to be taken, such further action, including without limitation, to pay, or cause to be paid, all liabilities, costs, expenses, fees and other amounts and to execute and deliver, or cause to be executed and delivered, in the name and on behalf of the Bank, all such further agreements, certificates, instruments and documents as any such officers may deem necessary, appropriate and desirable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interest of the Bank as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of any authorized officer, and that all actions heretofore taken by the officers of the Bank in connection with the subject of the foregoing resolutions be and hereby are approved, ratified and confirmed in all respects.

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EXHIBIT C

Pro Forma Balance Sheet

Please see separately bound volume labeled "Confidential Materials"

EXHIBIT D

Pro Forma and Projected Regulatory Capital Schedule

Please see separately bound volume labeled "Confidential Materials"

EXHIBIT E

Form of Public Notice; Anticipated Publication Dates and Newspapers

NOTICE OF APPLICATION
FOR A MERGER
PURSUANT TO SECTION 1828(c) OF
THE FEDERAL DEPOSIT INSURANCE ACT

Notice is given that application has been made to the Comptroller of the Currency, 425 South Financial Place, Suite 2700, Chicago, Illinois 60605 on May 24, 2022 for consent to merge:

The Farmers National Bank of Emlenton
Emlenton, Pennsylvania 16373

into

The Farmers National Bank of Canfield
Canfield, Ohio 44406

It is contemplated that the main offices and branch offices of the above-named banks will continue to operate following completion of the intended merger.

This notice is published pursuant to 12 U.S.C. § 1828(c) and 12 C.F.R. § 5. Anyone may submit written comments on this application by June 23, 2022 to: Central District Office, Director for District Licensing, 425 South Financial Place, Suite 2700, Chicago, Illinois 60605 or CE.Licensing@occ.treas.gov.

The public may find information regarding this application, including the date of the end of the public comment period, in the OCC Weekly Bulletin at www.occ.gov. Written requests for a copy of the public file on the application should be sent to the Director of District Licensing at the address above.

May 24, 2022	The Farmers National Bank of Emlenton	Emlenton, Pennsylvania
	The Farmers National Bank of Canfield	Canfield, Ohio

Anticipated Publication of Notice Dates:
- 1st Notice (May 24, 2022)
- 2nd Notice (May 31, 2022)
- 3rd Notice (June 18, 2022)

Newspapers:
- Tribune Chronicle, 240 Franklin Street SE, Warren, OH 44483
- The Vindicator, 240 Franklin Street SE, Warren, OH 44483
- The Progress News, 410 Main St., Emlenton, PA 16373
- TheDerrick.com 1510 West First St., Oil City, PA 16301

EXHIBIT F

Bank Merger Screen

CASSIDI
BANKING COMPETITIVE ANALYSIS | ST. LOUIS FED

Sharon, PA-OH Banking Market HHI Deposit Analysis* (For Commercial Bank and Thrift Organizations)

Report Date: Monday, May 02, 2022 at 13:52:0 EST.

	Pre Merger	Post Merger
Total Organizations	10	9
Total Banking Organizations:	9	8
Total Thrift Organizations:	1	1

Herfindahl-Hirschman Index	Pre Merger	Post Merger	Change in HHI
HHI Unweighted Deposits	2474	2484	10
HHI Weighted Deposits	2619	2630	11

						Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
RSSDID	**Type**	**Branches**	**Name**	**City**	**State**	**Deposits****	**Rank**	**%**	**Deposits**	**Rank**	**%**	**Deposits****	**Rank**	**%**	**Deposits**	**Rank**	**%**
Target Organization																	
1480944	**BHC**	**1**	**EMCLAIRE FINANCIAL CORP**	**EMLENTON**	**PA**	**77.776**	**7**	**2.68**	**77.776**	**7**	**2.78**	**0.000**	**0**	**0.00**	**0.000**	**0**	**0.00**
119528	Bank	1	THE FARMERS NATIONAL BANK OF EMLENTON	EMLENTON	PA	77.776			77.776								
Buyer Organization																	
1071191	**BHC**	**1**	**FARMERS NATIONAL BANC CORP.**	**CANFIELD**	**OH**	**54.867**	**8**	**1.89**	**54.867**	**8**	**1.96**						
680813	Bank	1	THE FARMERS NATIONAL BANK OF CANFIELD	CANFIELD	OH	54.867			54.867								
Resulting Organization																	
1071191	**BHC**	**2**	**FARMERS NATIONAL BANC CORP.**	**CANFIELD**	**OH**							**132.643**	**7**	**4.58**	**132.643**	**6**	**4.75**
680813	Bank	2	THE FARMERS NATIONAL BANK OF CANFIELD	CANFIELD	OH							132.643			132.643		

Other Organizations

						Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
RSSDID	Type	Branches	Name	City	State	Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
3005332	**BHC**	**10**	**F.N.B. CORPORATION**	**PITTSBURGH**	**PA**	**1,251.309**	**1**	**43.19**	**1,251.309**	**1**	**44.78**	**1,251.309**	**1**	**43.19**	**1,251.309**	**1**	**44.78**
379920	Bank	10	FIRST NATIONAL BANK OF PENNSYLVANIA	GREENVILLE	PA	1,251.309			1,251.309			1,251.309			1,251.309		
1069778	**BHC**	**5**	**THE PNC FINANCIAL SERVICES GROUP, INC.**	**PITTSBURGH**	**PA**	**509.913**	**2**	**17.60**	**509.913**	**2**	**18.25**	**509.913**	**2**	**17.60**	**509.913**	**2**	**18.25**
817824	Bank	5	PNC BANK, NATIONAL ASSOCIATION	WILMINGTON	DE	509.913			509.913			509.913			509.913		
1247183	**BHC**	**7**	**MERCER COUNTY STATE BANCORP, INC.**	**SANDY LAKE**	**PA**	**322.011**	**3**	**11.11**	**322.011**	**3**	**11.52**	**322.011**	**3**	**11.11**	**322.011**	**3**	**11.52**
866121	Bank	7	MERCER COUNTY STATE BANK	SANDY LAKE	PA	322.011			322.011			322.011			322.011		
1068191	**BHC**	**4**	**HUNTINGTON BANCSHARES INCORPORATED**	**COLUMBUS**	**OH**	**254.050**	**4**	**8.77**	**254.050**	**4**	**9.09**	**254.050**	**4**	**8.77**	**254.050**	**4**	**9.09**
12311	Bank	4	THE HUNTINGTON NATIONAL BANK	COLUMBUS	OH	254.050			254.050			254.050			254.050		
1132449	**BHC**	**2**	**CITIZENS FINANCIAL GROUP, INC.**	**PROVIDENCE**	**RI**	**169.451**	**6**	**5.85**	**169.451**	**5**	**6.06**	**169.451**	**6**	**5.85**	**169.451**	**5**	**6.06**
3303298	Bank	2	CITIZENS BANK, NATIONAL ASSOCIATION	PROVIDENCE	RI	169.451			169.451			169.451			169.451		
357777	**Thrift**	**2**	**GREENVILLE SAVINGS BANK**	**GREENVILLE**	**PA**	**206.227**	**5**	**7.12**	**103.114**	**6**	**3.69**	**206.227**	**5**	**7.12**	**103.114**	**7**	**3.69**
4122722	**BHC**	**1**	**NORTHWEST BANCSHARES INC**	**WARREN**	**PA**	**48.431**	**9**	**1.67**	**48.431**	**9**	**1.73**	**48.431**	**8**	**1.67**	**48.431**	**8**	**1.73**
1002878	Thrift	1	NORTHWEST BANK	WARREN	PA	48.431			48.431			48.431			48.431		
4655266	**BHC**	**1**	**MARS BANCORP, INC.**	**MARS**	**PA**	**3.219**	**10**	**0.11**	**3.219**	**10**	**0.12**	**3.219**	**9**	**0.11**	**3.219**	**9**	**0.12**
978622	Bank	1	THE MARS BANK	MARS	PA	3.219			3.219			3.219			3.219		
Totals:		34				2,897.254		100.00	2,794.140		100.00	2,897.254		100.00	2,794.140		100.00

Notes:

*** The geographic market is defined as: Mercer County, PA; and Brookfield and Hartford townships in Trumbull County, OH.**

**** Financial data (in millions of dollars) is as of June 30, 2021, and reflects currently known ownership structure.**

***** Deposits of thrift institutions are weighted at 50 percent, unless otherwise noted. Deposits of thrift subsidiaries of commercial banking organizations, however, are weighted at 100 percent.**