

## **Special Cautionary Notice Regarding Forward-Looking Statements**

During the course of this presentation, management may make projections and forward-looking statements regarding events or the future financial performance of Mid Penn Bancorp, Inc. We wish to caution you that these forward-looking statements involve certain risks and uncertainties, including a variety of factors that may cause Mid Penn Bancorp, Inc.'s actual results to differ materially from the anticipated results expressed in these forward-looking statements. Such factors include the possibility that anticipated cost savings may not be realized, estimated synergies may not occur, increased demand or prices for Mid Penn Bancorp, Inc.'s financial services and products may not occur, changing economic and competitive conditions, technological developments and other risks and uncertainties. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the following: ineffectiveness of Mid Penn Bancorp, Inc.'s business strategy due to changes in current or future market conditions; the effects of competition, and of changes in laws and regulations on competition, including industry consolidation and development of competing financial products and services; inability to achieve merger-related synergies; interest rate movements; difficulties in integrating distinct business operations, including information technology difficulties; disruption from the transaction making it more difficult to maintain relationships with customers and employees, and challenges in establishing and maintaining operations in new markets; volatilities in the securities markets; and deteriorating economic conditions. When we use words such as "believes", "expects", "anticipates", or similar expressions, we are making forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements and are also advised to review the risk factors that may affect operating results in documents filed by Mid Penn Bancorp, Inc. with the Securities and Exchange Commission, including the Quarterly Report on Form 10-Q, the Annual Report on Form 10-K, and other required filings. Mid Penn Bancorp, Inc. assumes no duty to update the forward-looking statements made in this presentation.

# Mid Penn Bancorp Operating Performance 2012 vs. 2011

(In 000's)

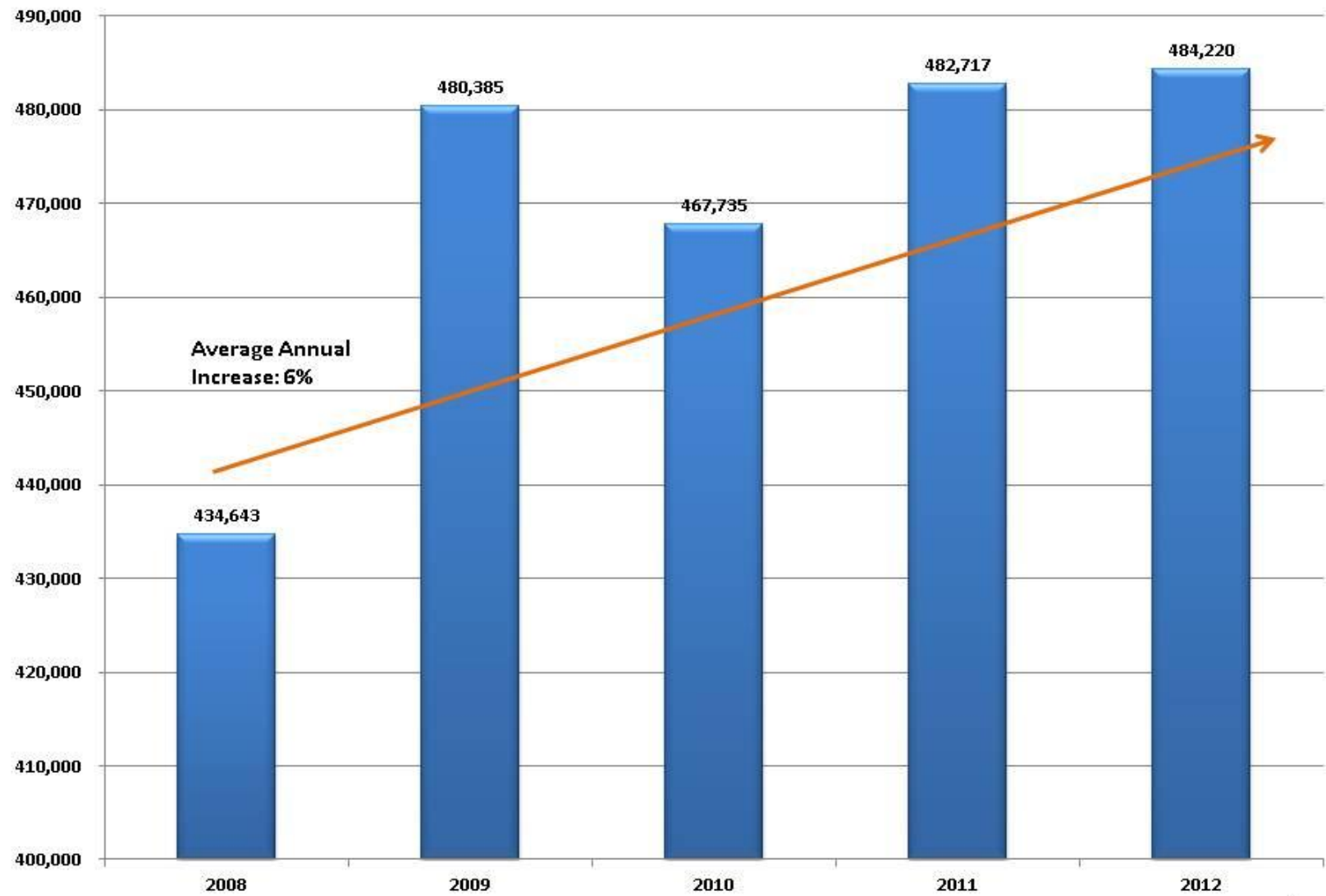
	2012	2011	\$ Difference	%
Net Income	\$ 4,437	\$ 4,029	\$ 408	10%
<b>INCOME SOURCES</b>				
Net Interest Income	\$ 23,241	\$ 22,023	\$ 1,218	6%
Noninterest Income	\$ 3,683	\$ 2,996	\$ 687	23%
<b>TOTAL INCOME SOURCES</b>	\$ 26,924	\$ 25,019	\$1,905	8%

# Mid Penn Bancorp Operating Performance 2012 vs. 2011

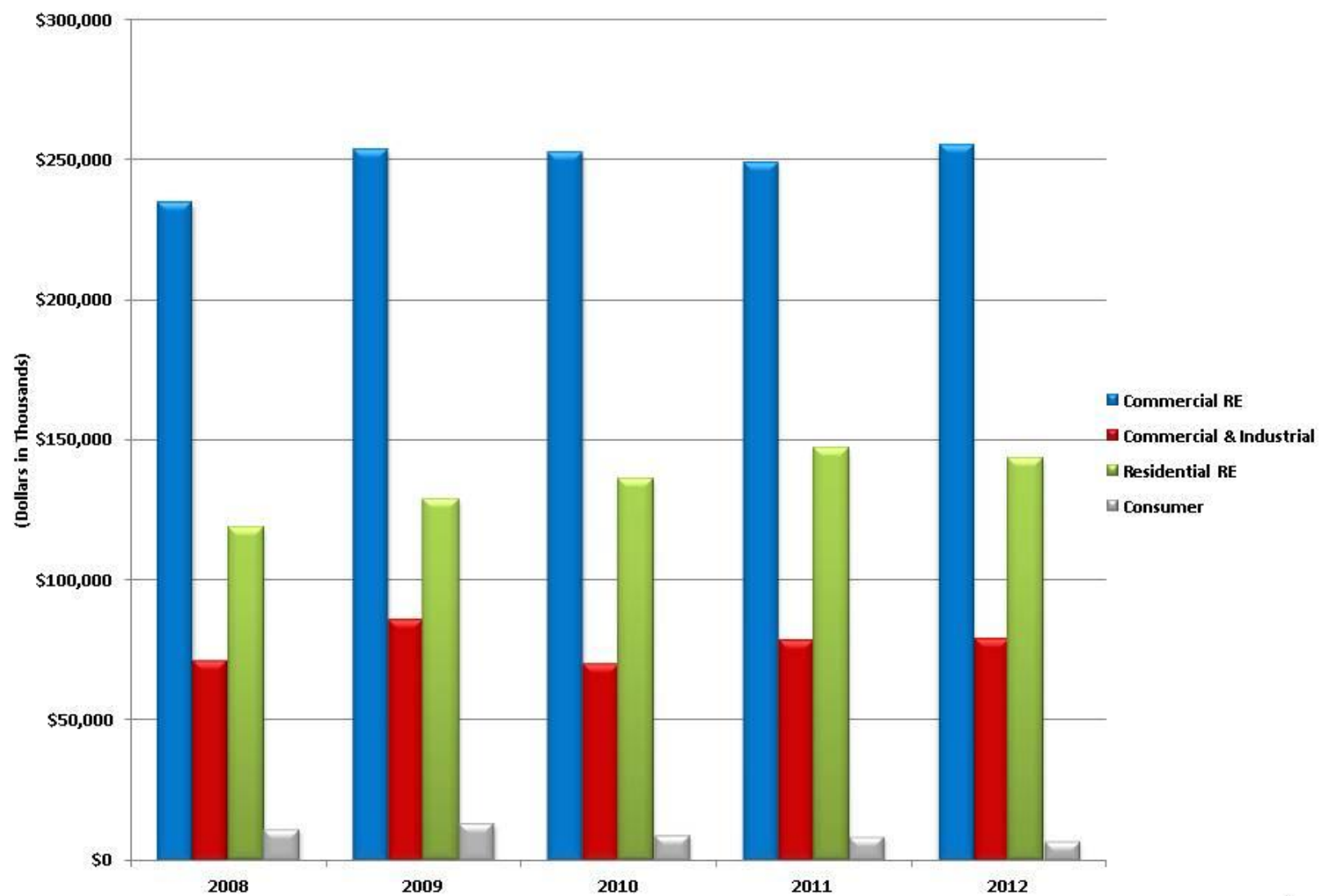
(In 000's)

	2012	2011	\$ Difference	%
<b>EXPENSE ITEMS</b>				
Provision for Loan Loss	\$ 1,036	\$ 1,205	\$ (169)	(14%)
FDIC Premium	\$ 1,034	\$ 1,057	\$ (23)	(2%)
Noninterest Expenses (Net of FDIC Premium)	\$ 18,659	\$ 16,991	\$ 1,668	10%
<b>TOTAL EXPENSE ITEMS</b>	<b>\$ 20,729</b>	<b>\$ 19,253</b>	<b>\$ 1,476</b>	<b>8%</b>

## Loans Outstanding

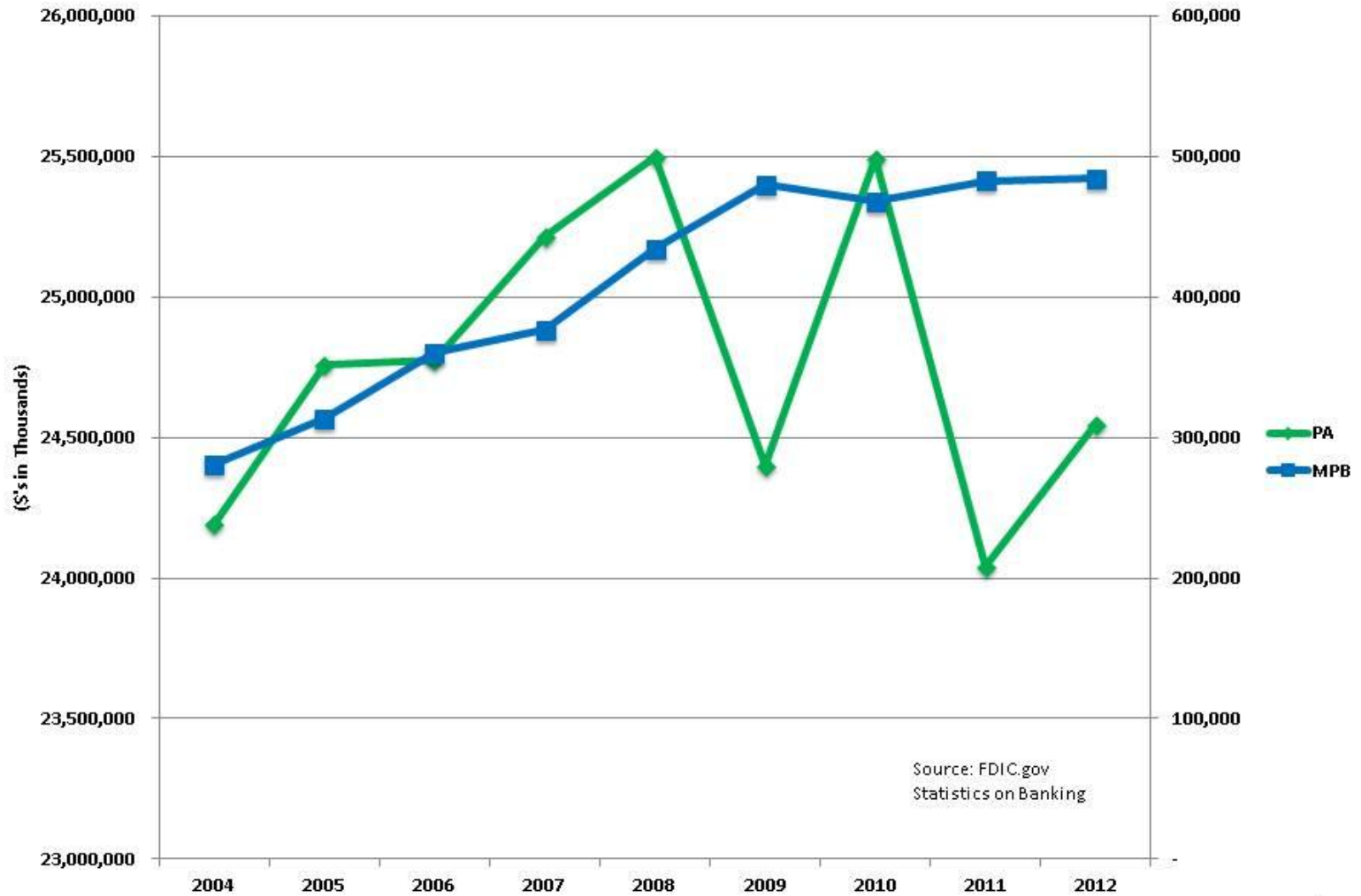


## Loan Mix

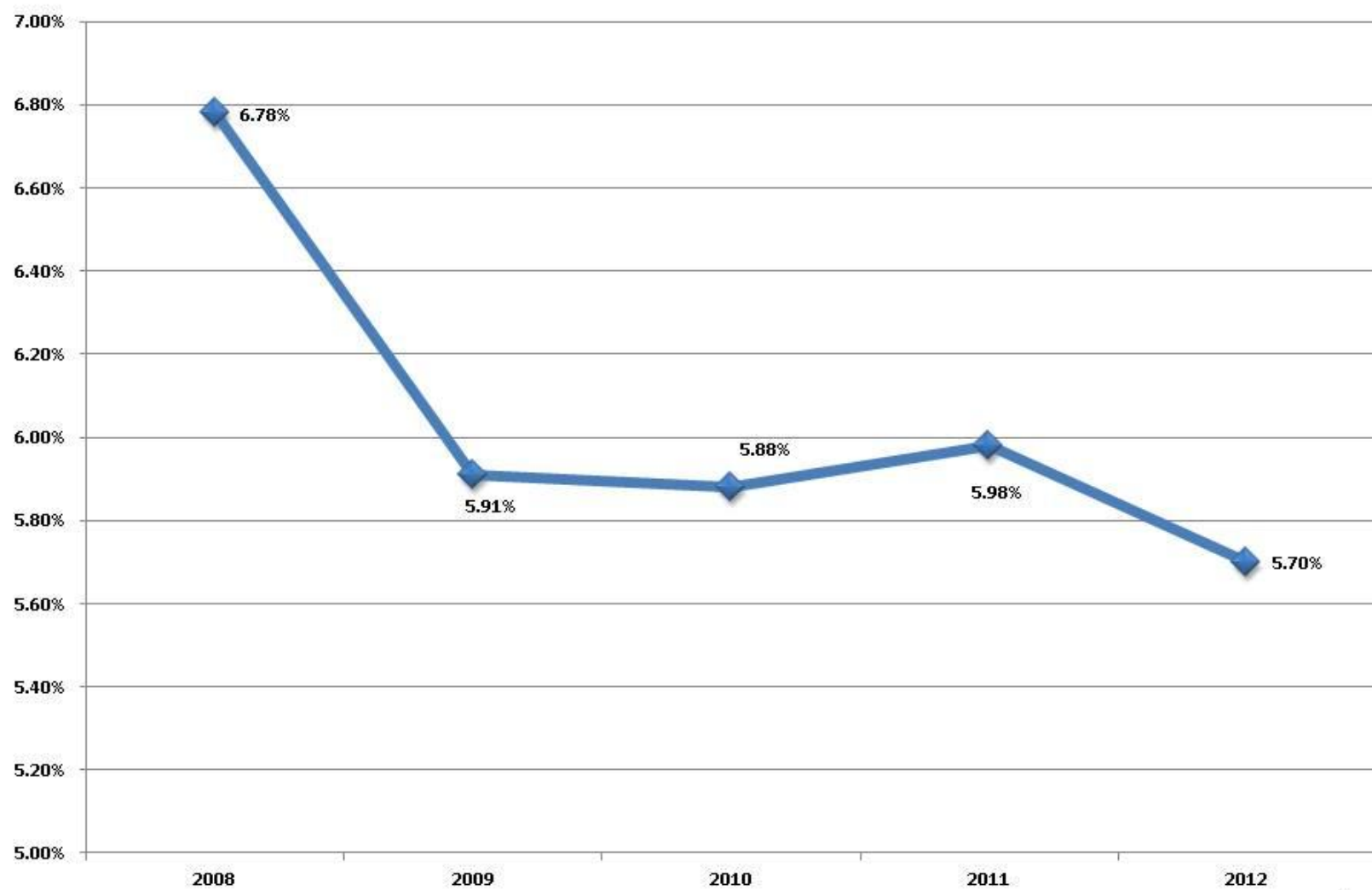


## Gross Loan Growth: Mid Penn Bank vs. Pennsylvania Banks

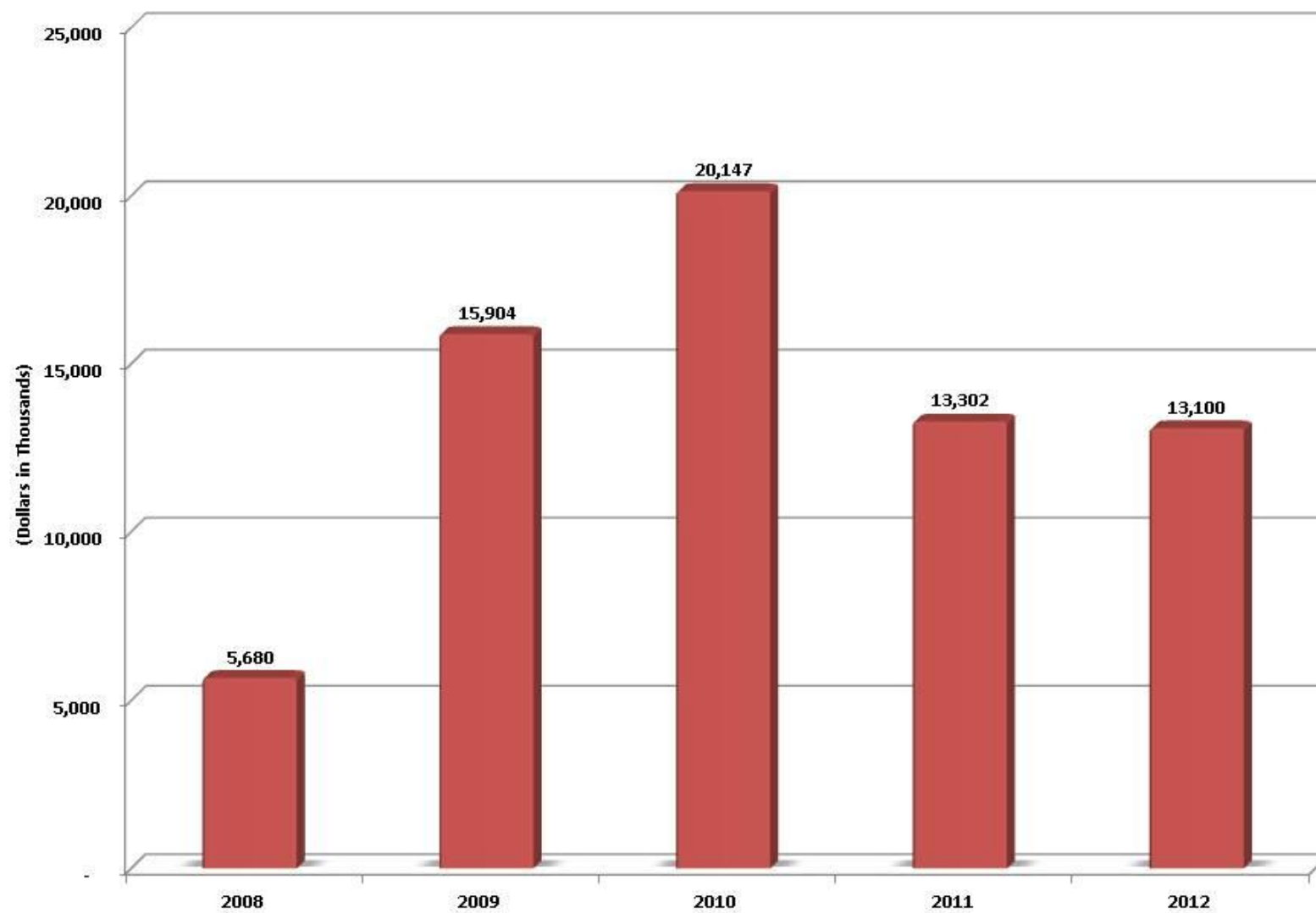
(All Commercial Banks in PA with Assets of \$100M to \$1B)



## Mid Penn Bank: Yield on Loans

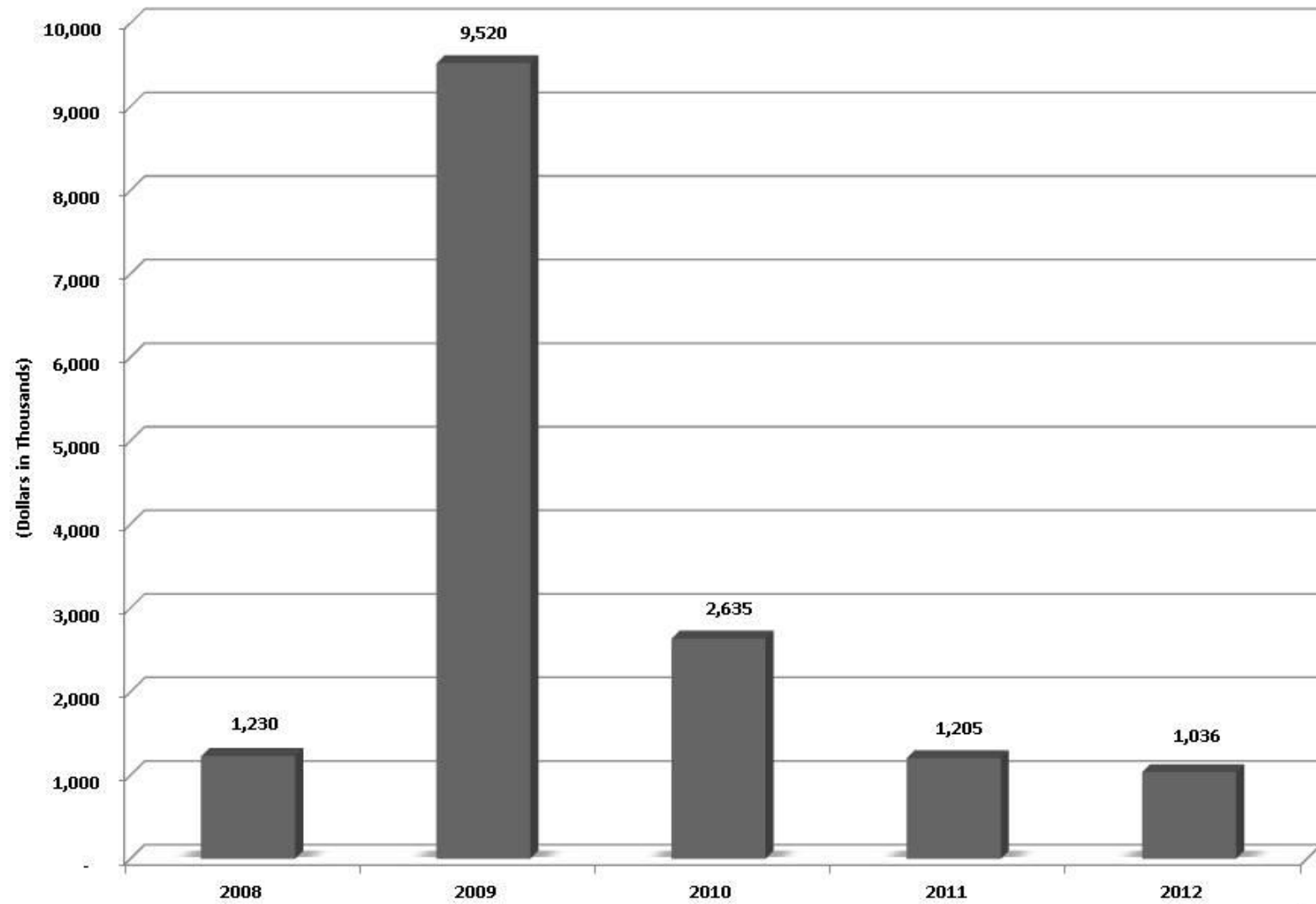


## Non-Performing Assets

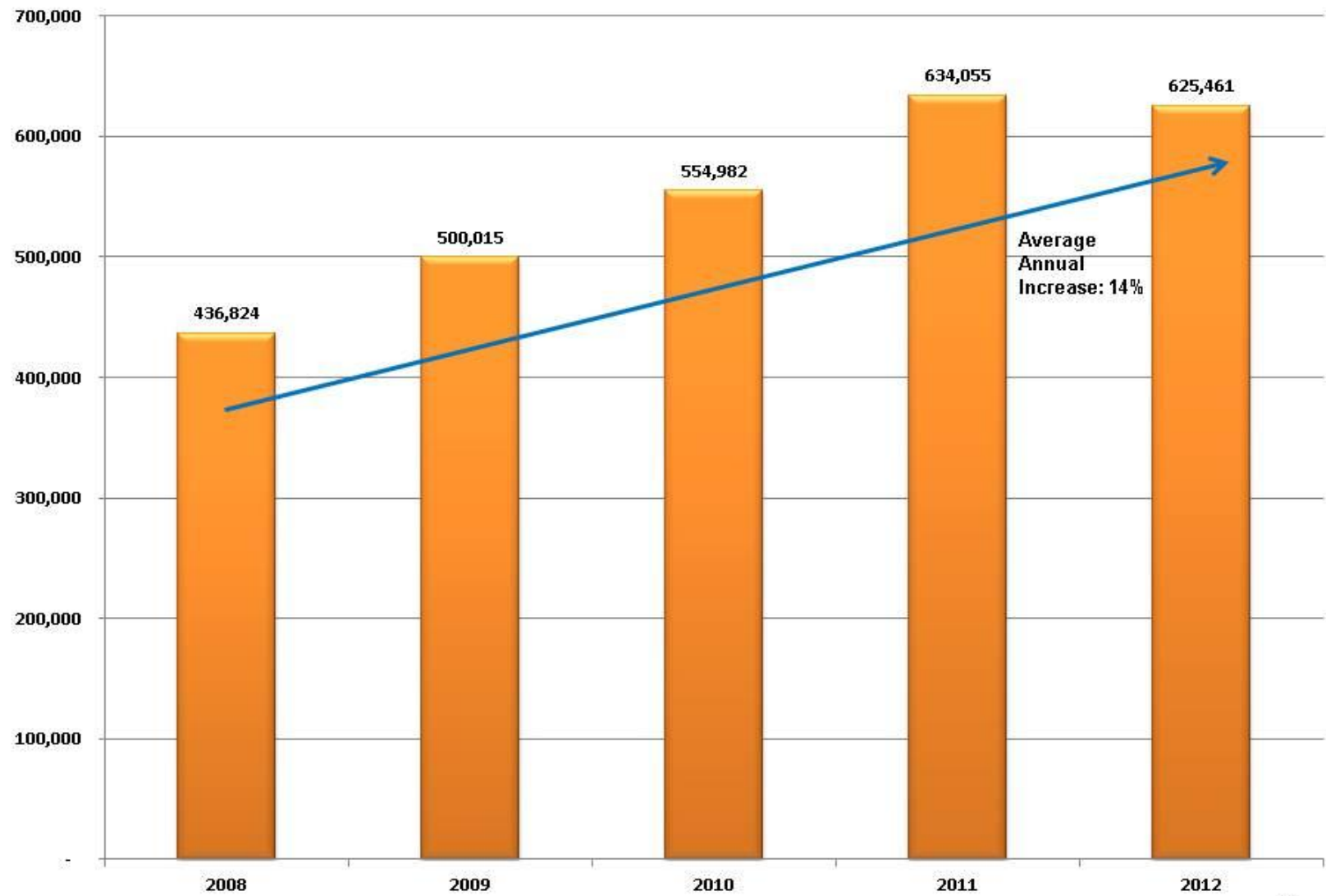




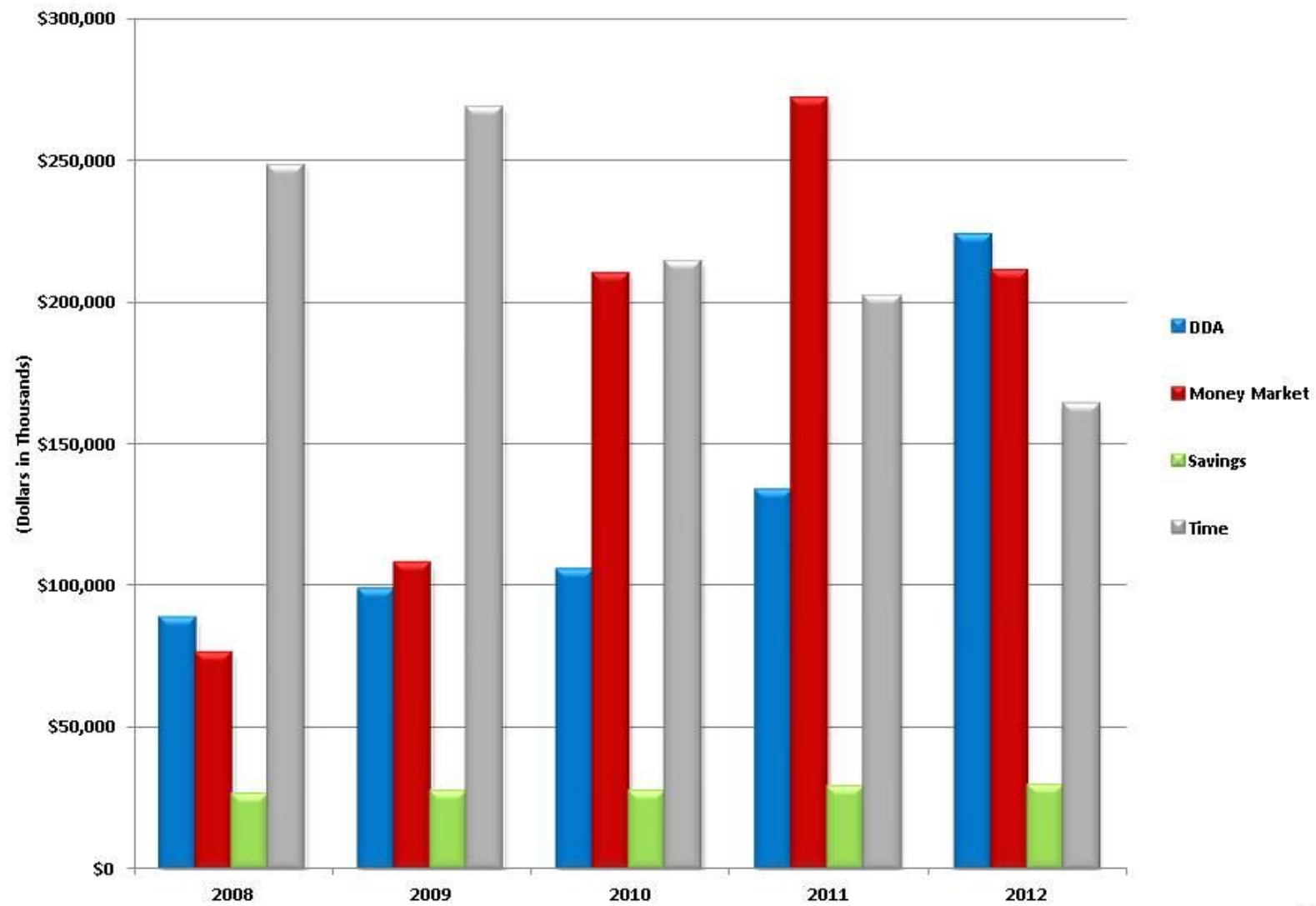
## Provision for Loan Loss



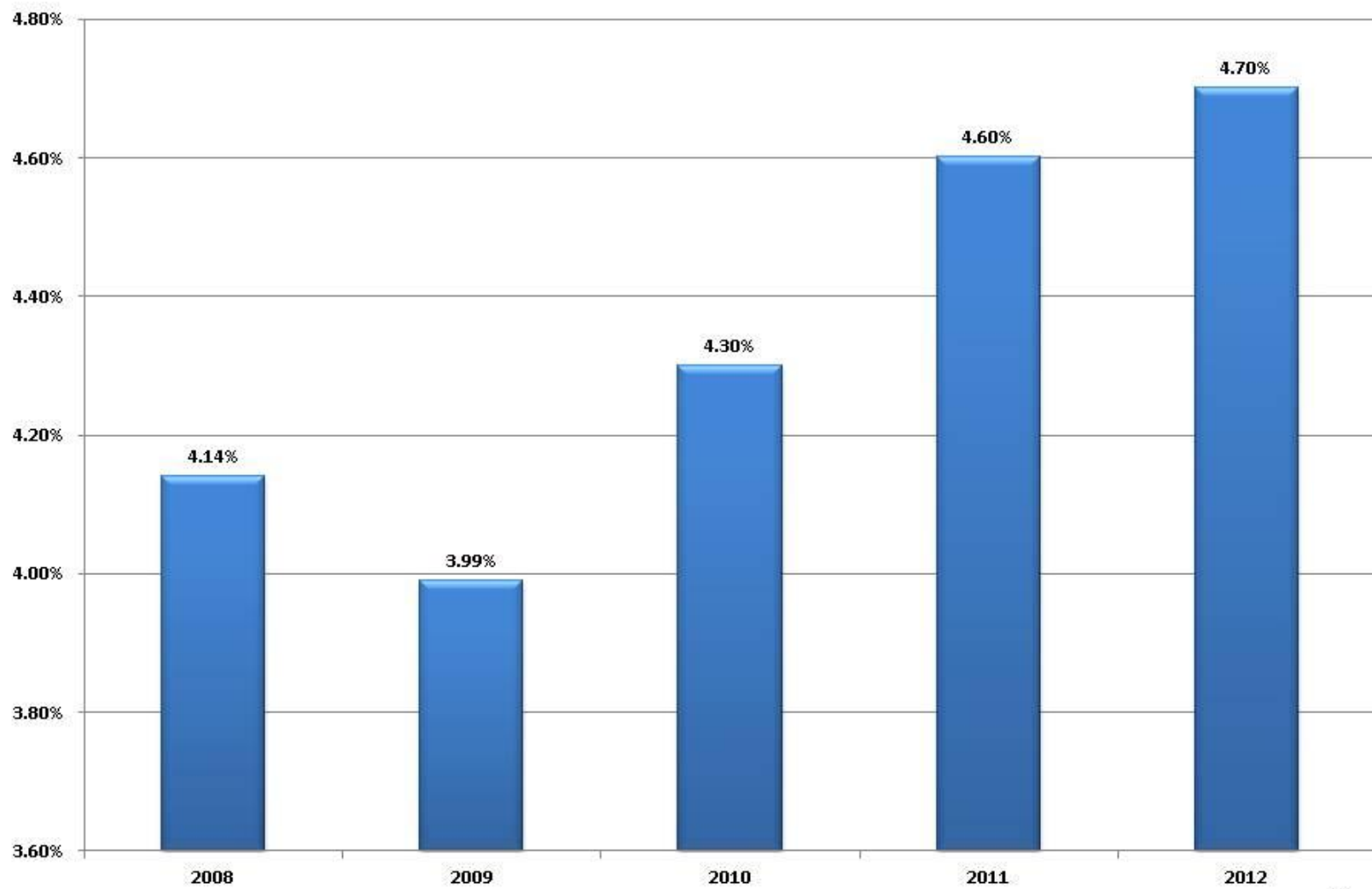
## Total Deposits



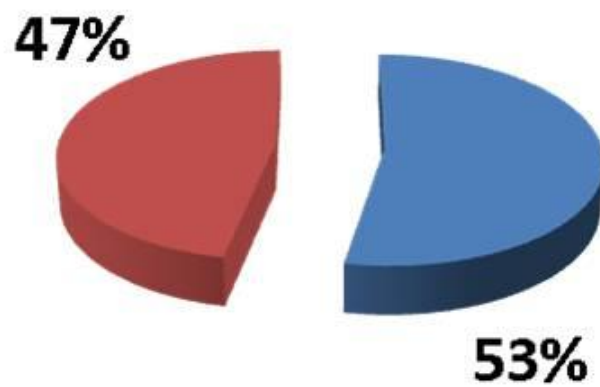
## Deposit Mix



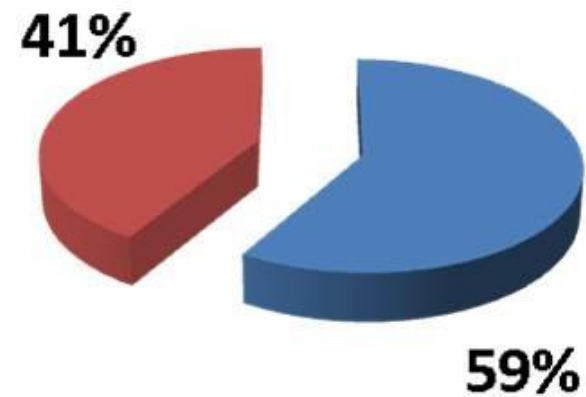
### Deposit Market Share: Harrisburg-Carlisle Area



**2007 NORTHERN  
REGION TOTALS**

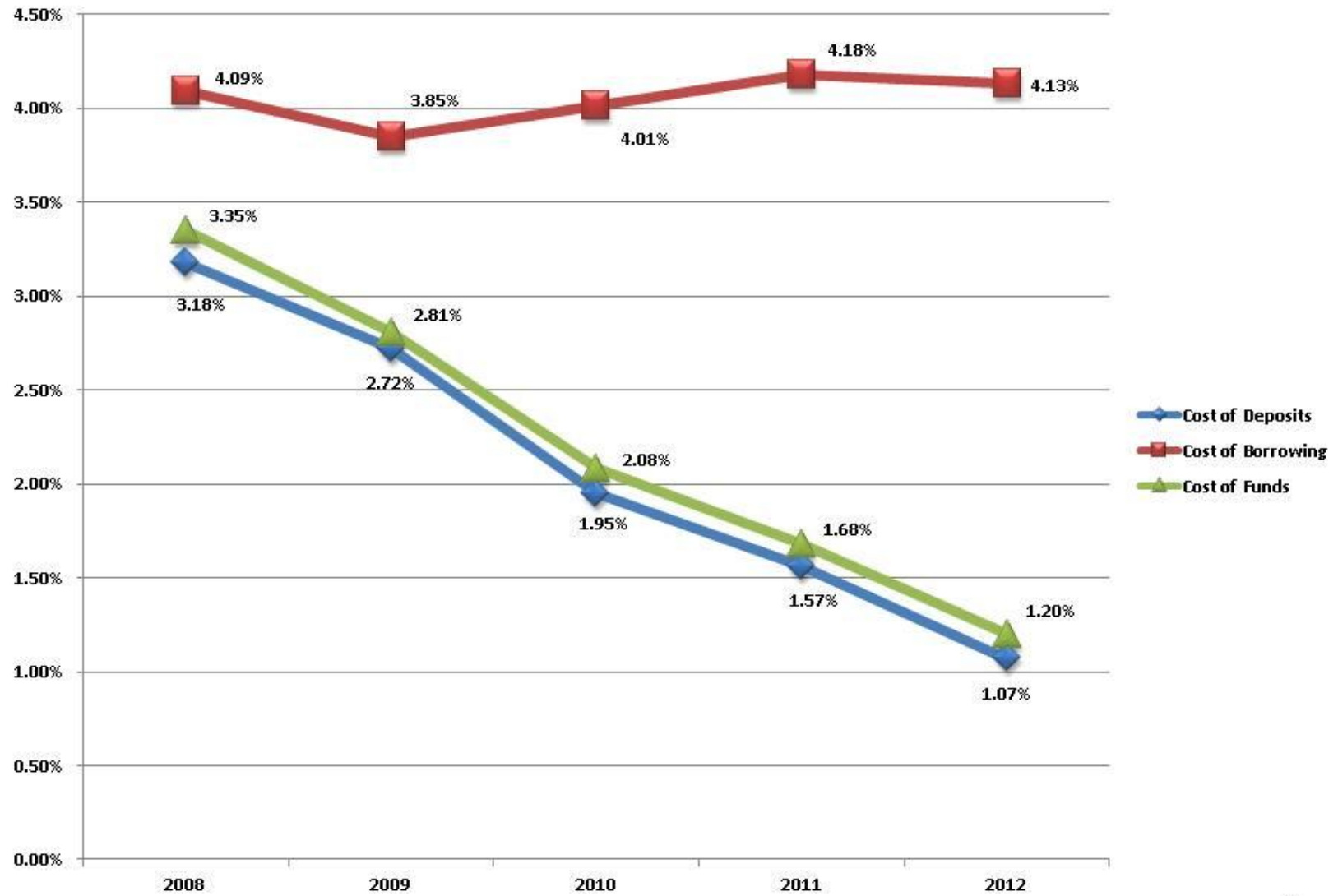


**2012 NORTHERN  
REGION TOTALS**

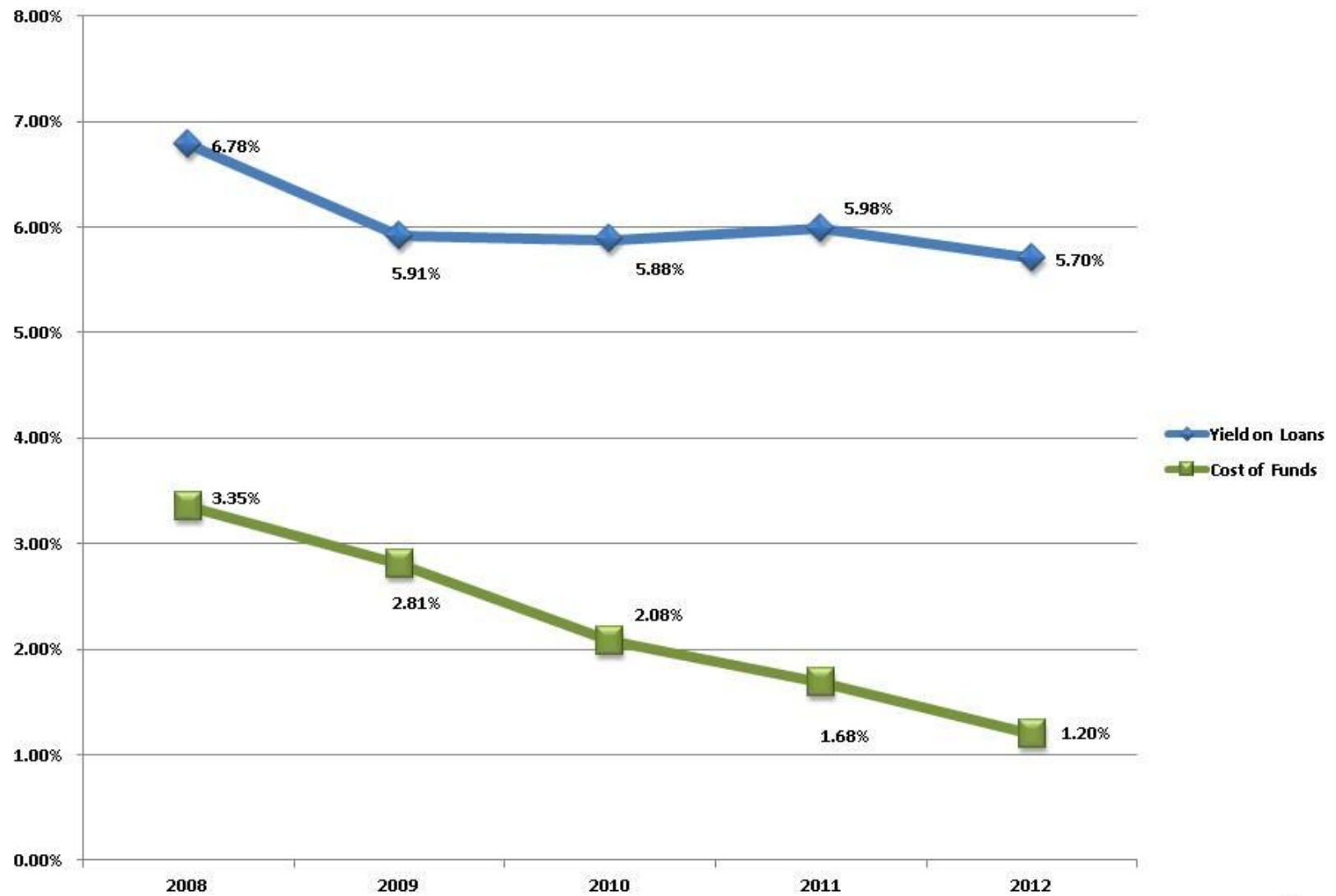


■ MID PENN BANK  
■ COMPETITION

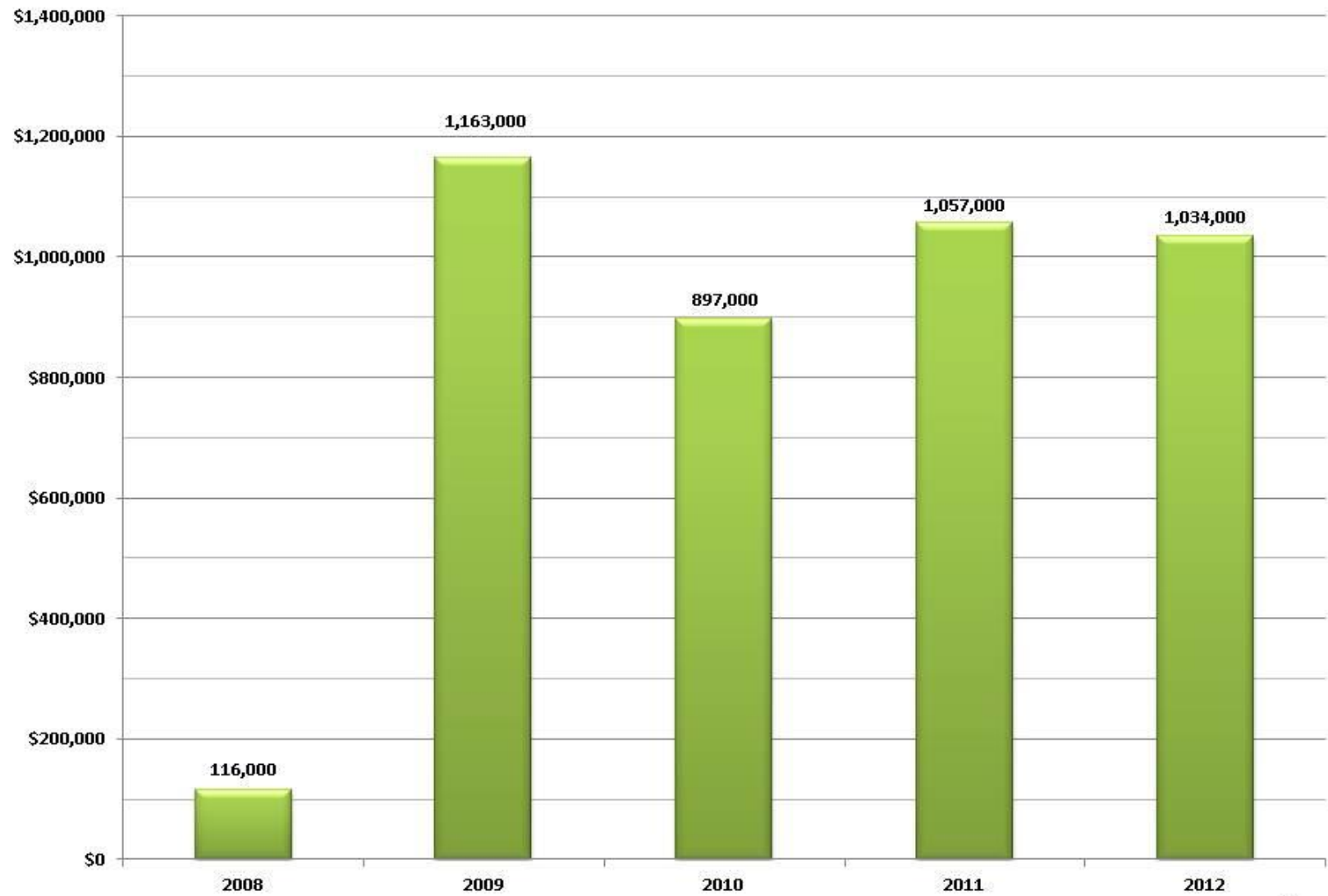
## Cost of Funds



### Yield on Loans vs. Cost of Funds

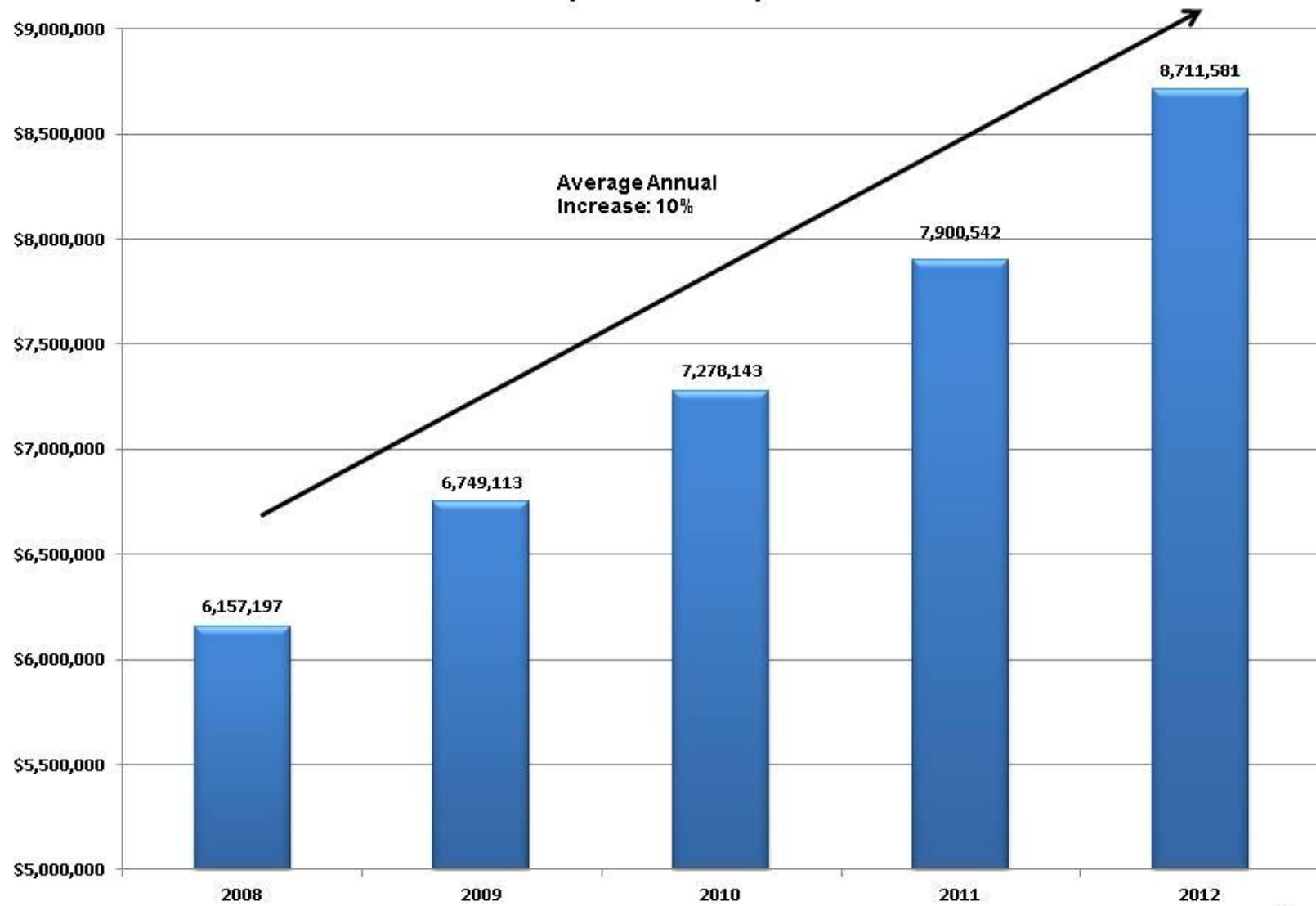


## FDIC Insurance

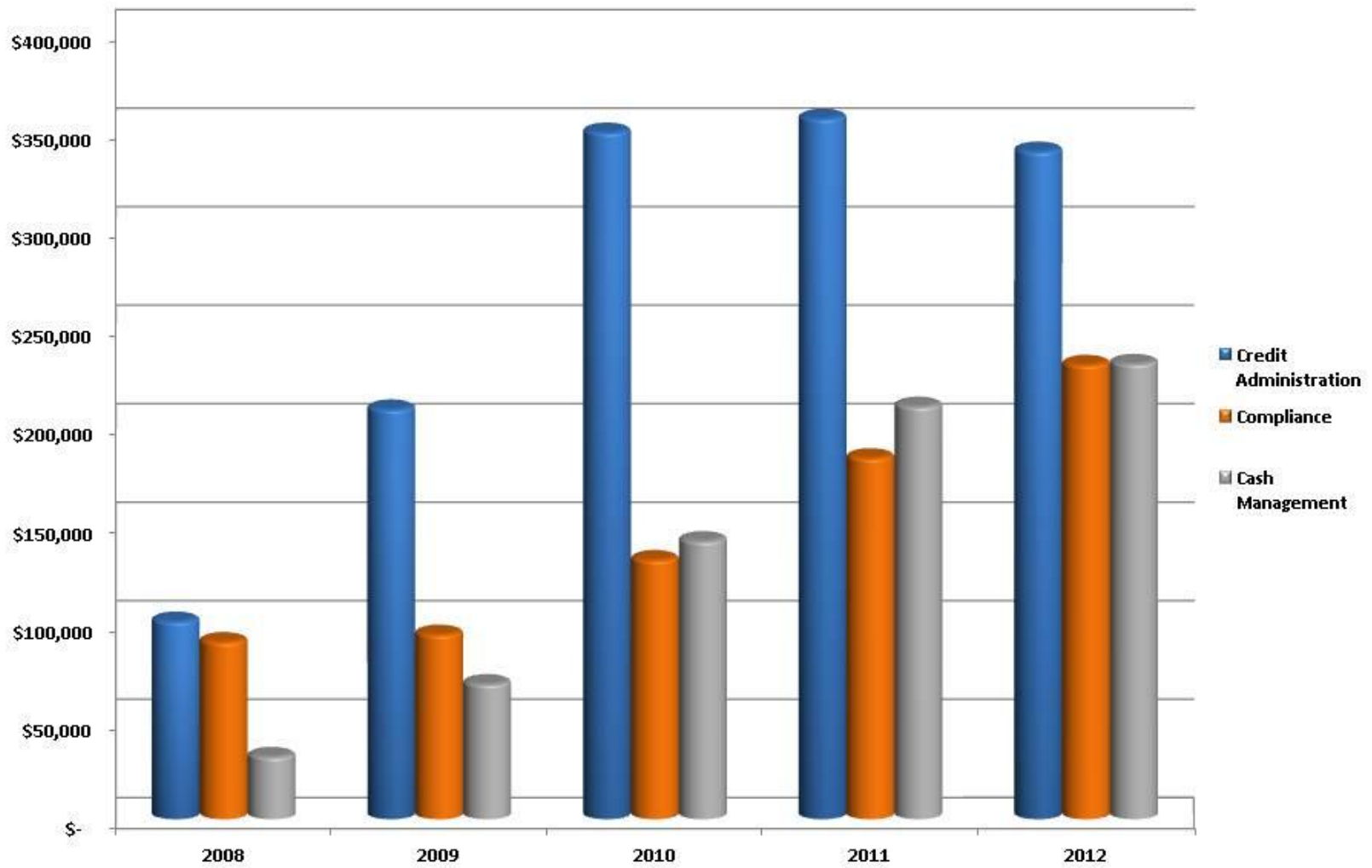




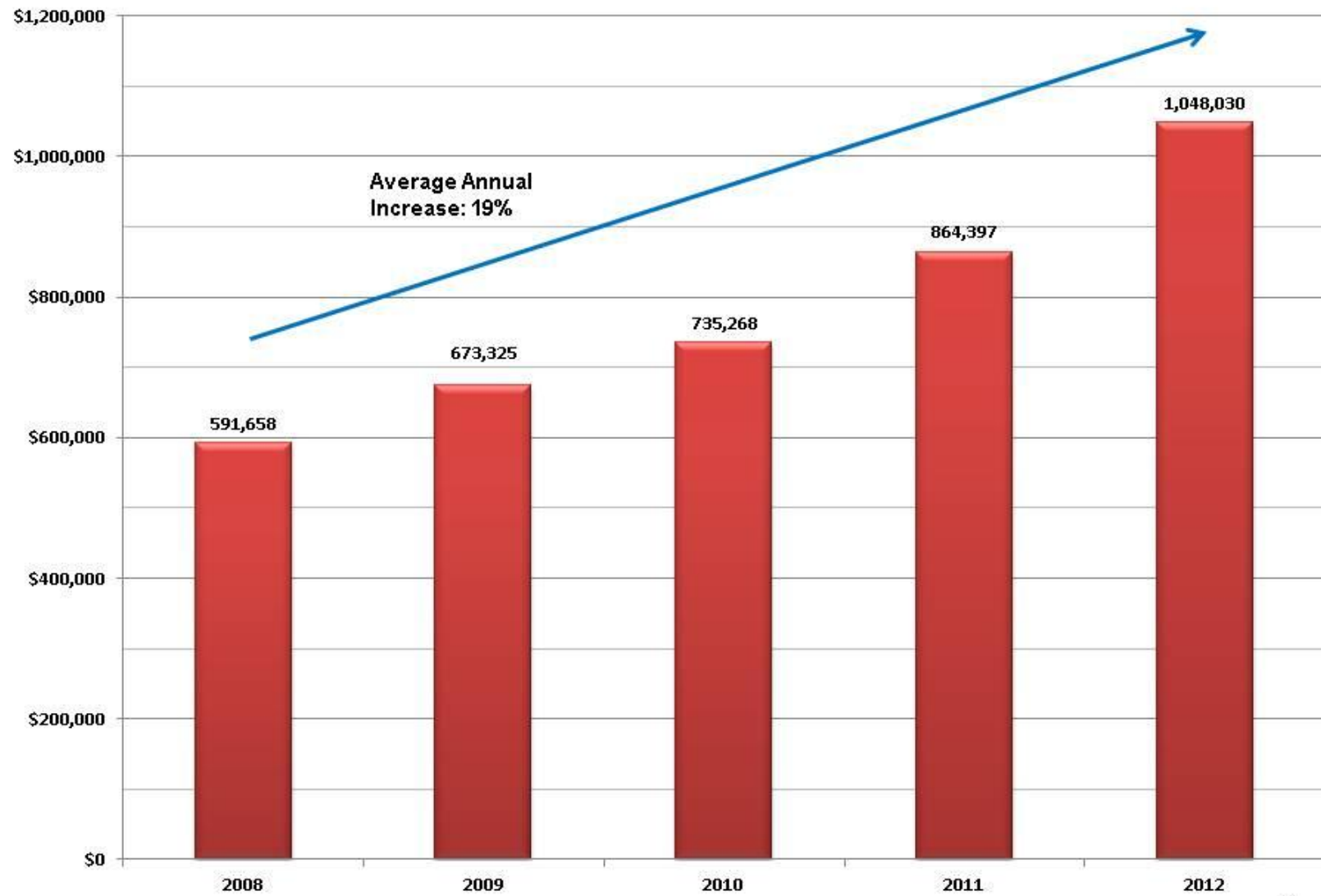
## Compensation Expense



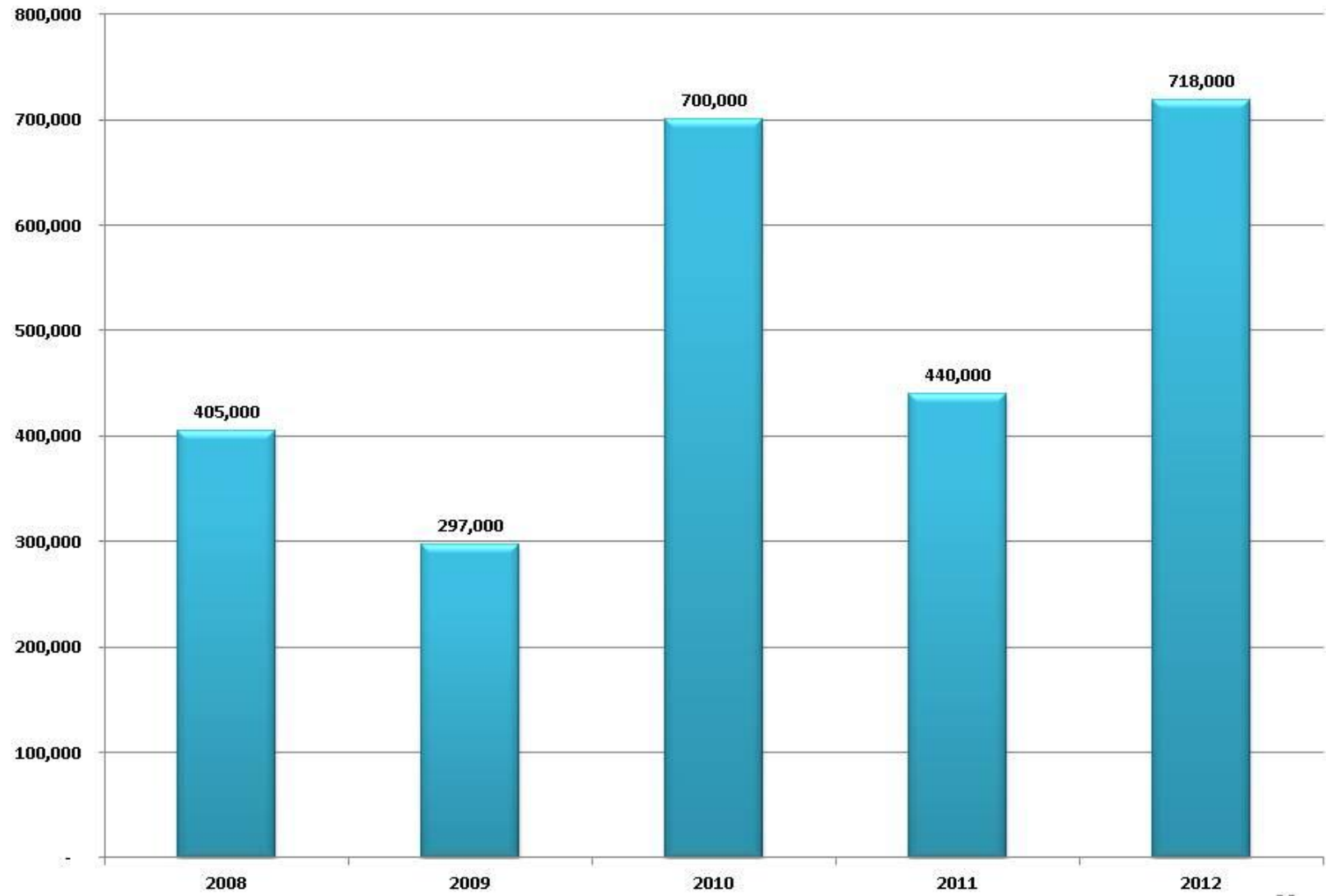
### Selected Departments: Yearly Salaries



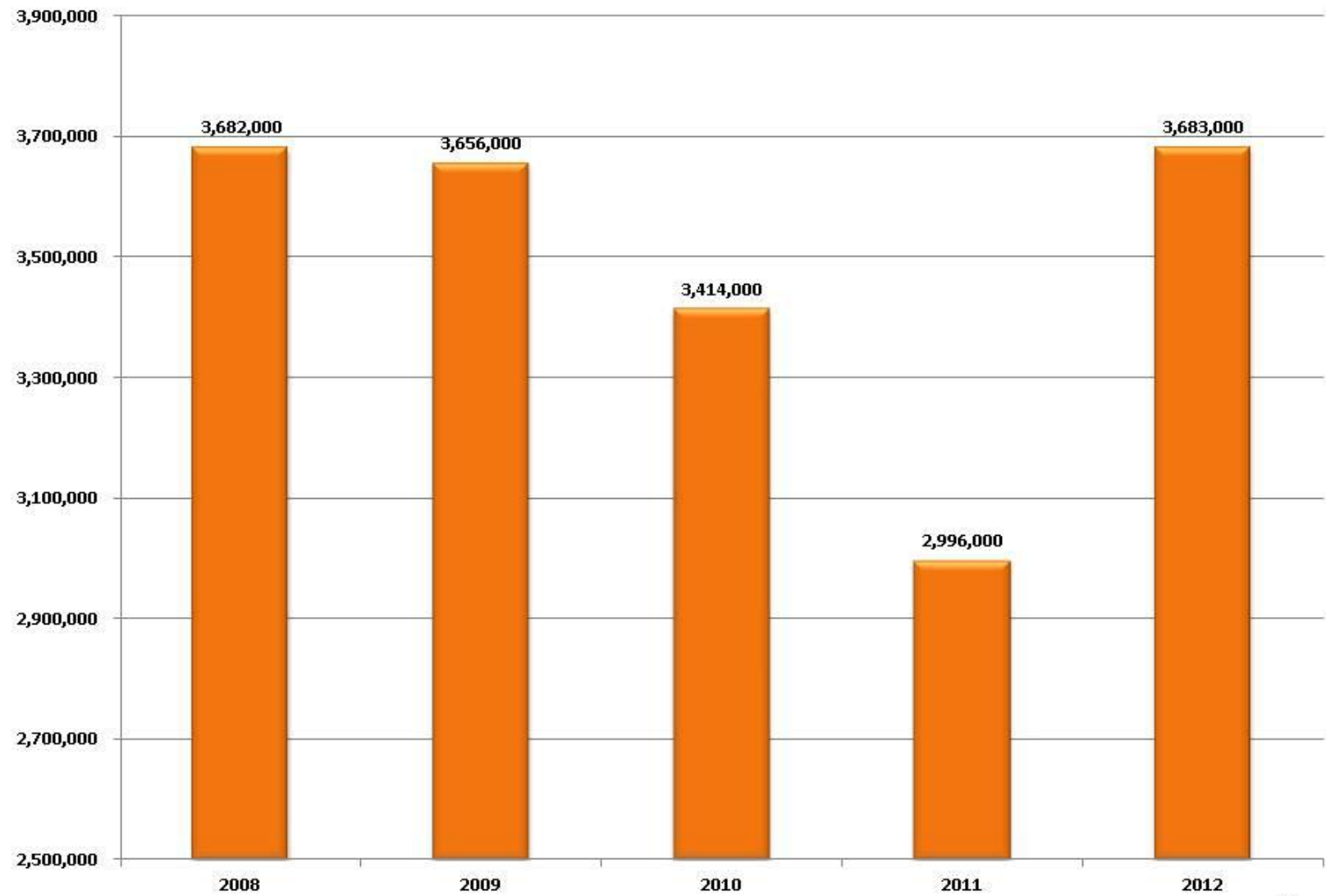
## Medical Benefits Expense



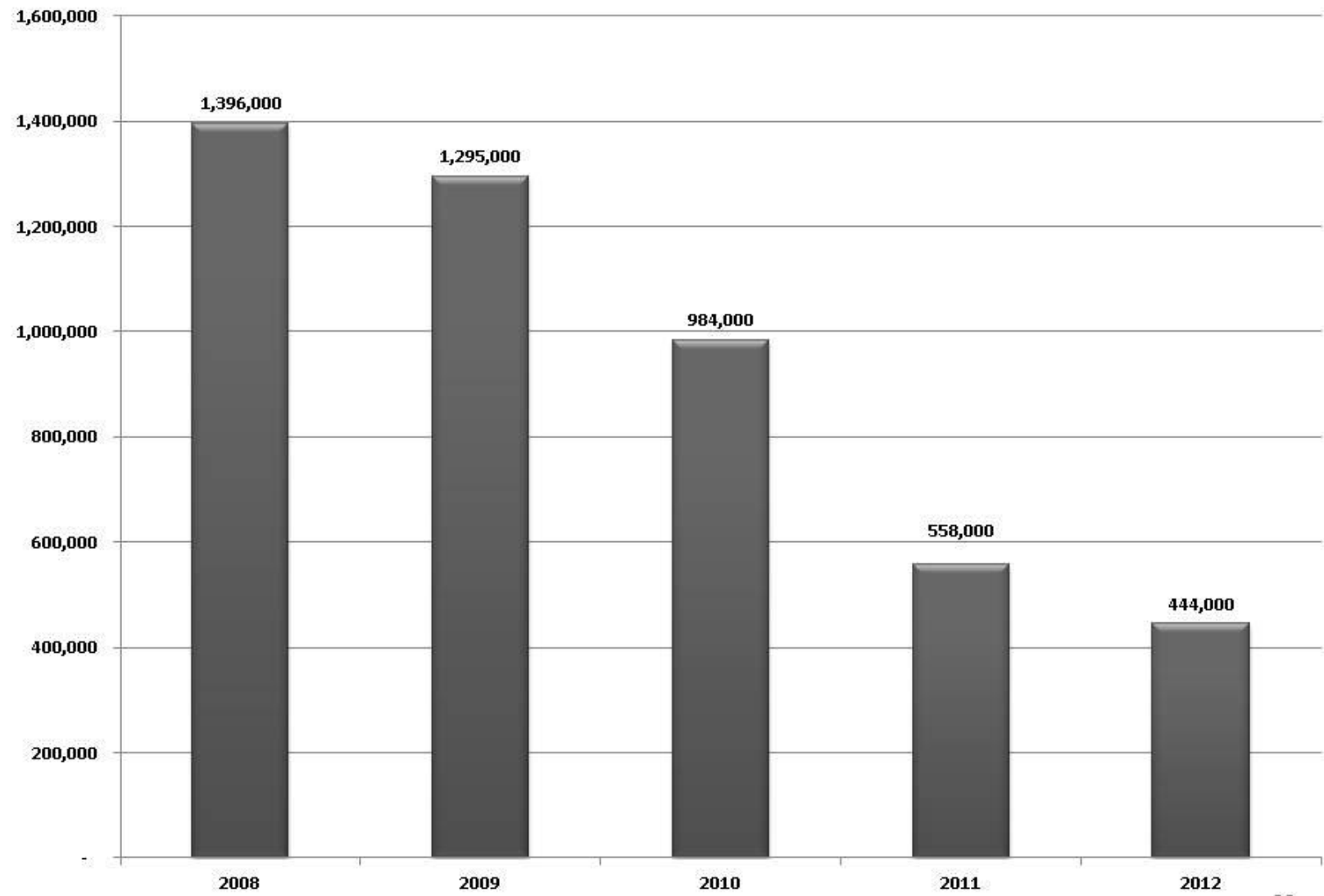
## Loan Workout Expenses



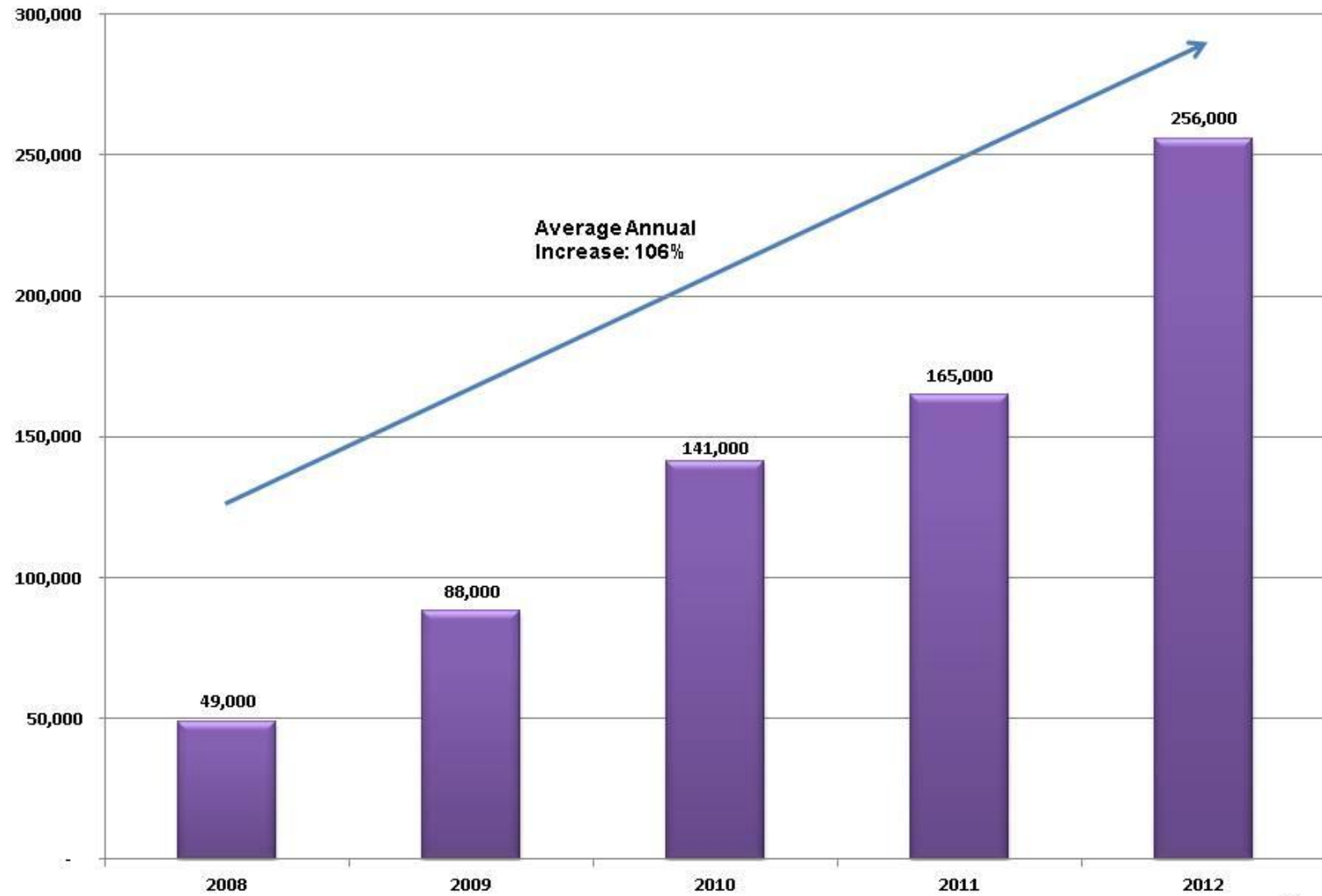
## Total Non-Interest Income



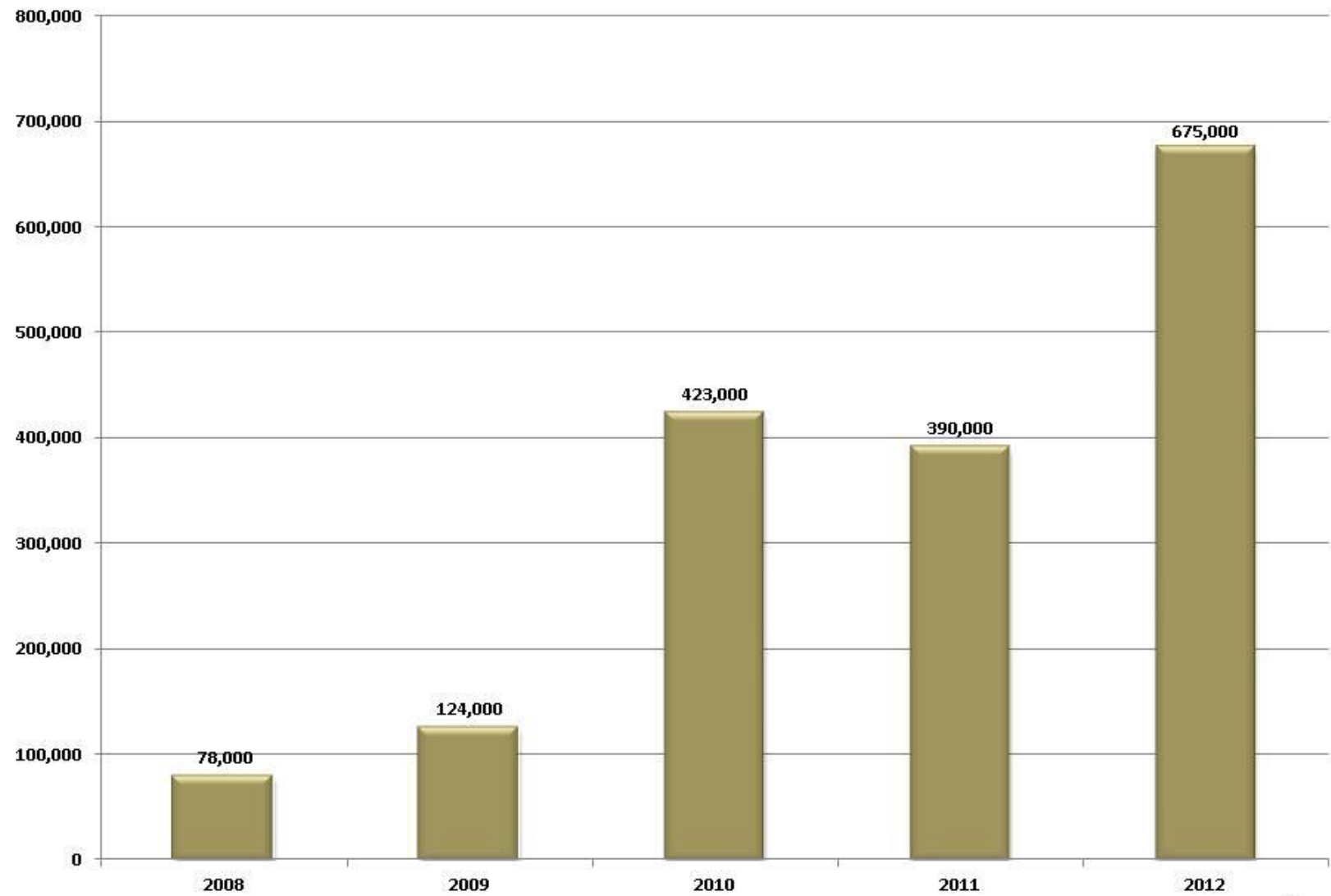
## Net NSF



## Merchant Services Income

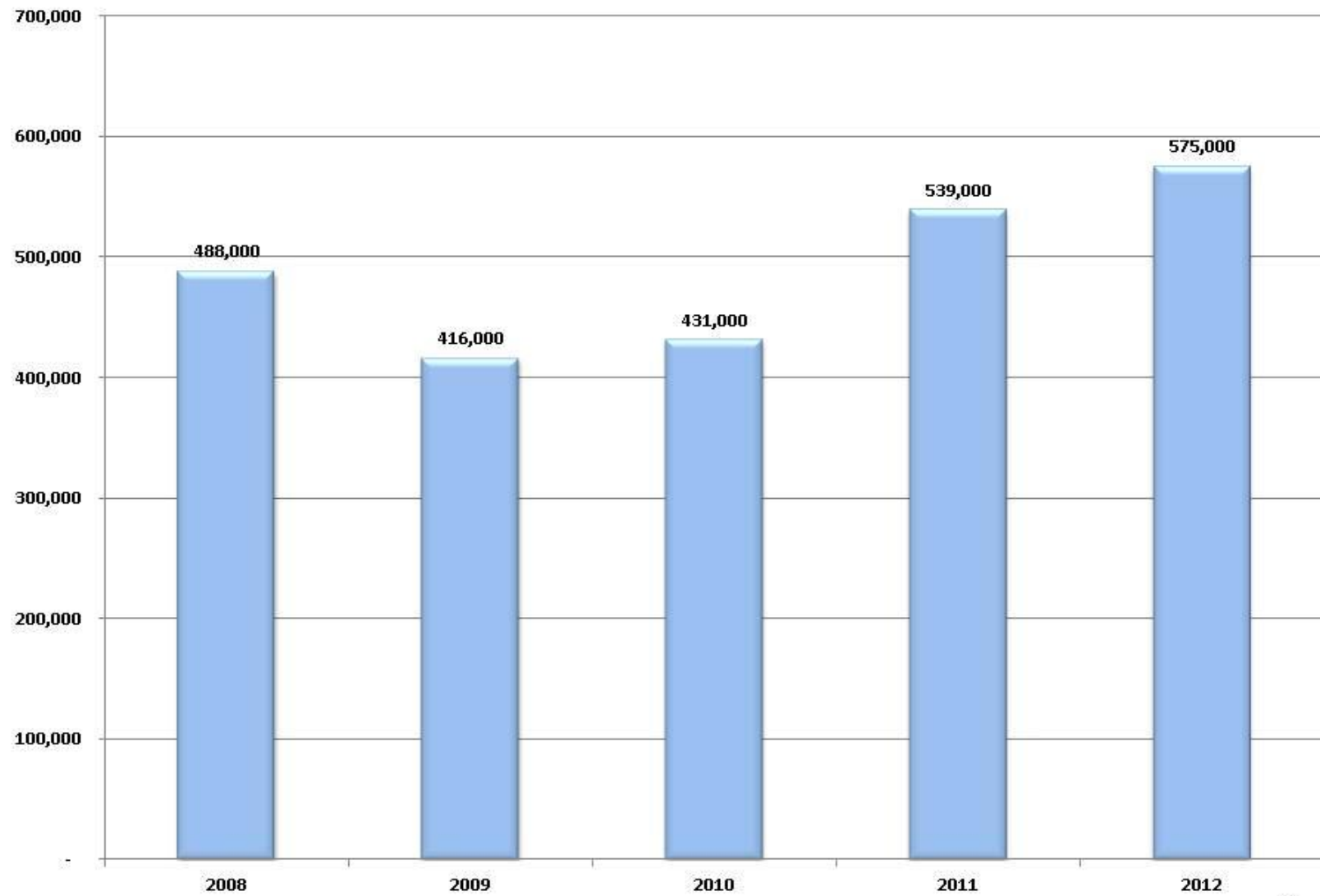


## Mortgage Banking Income

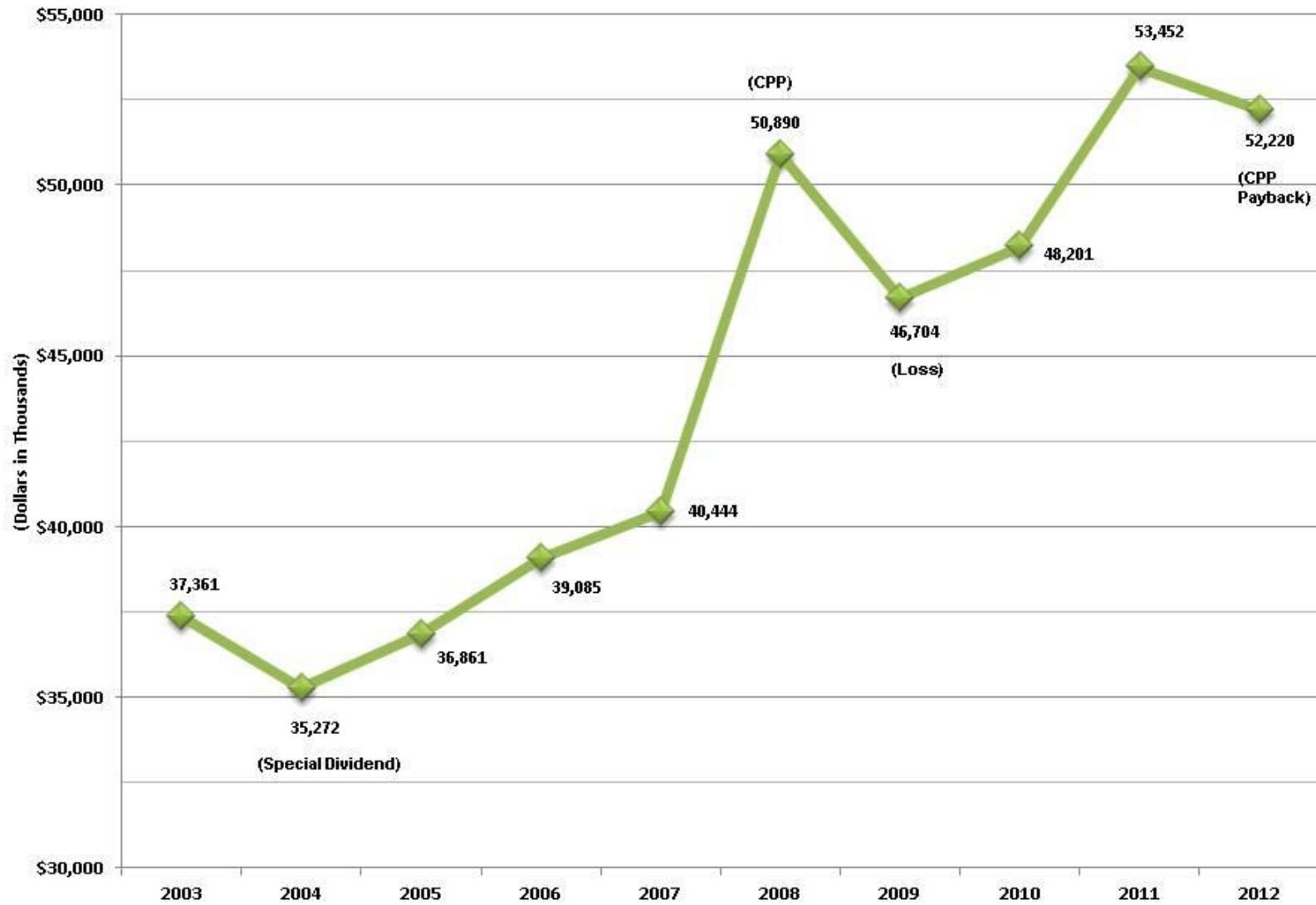




## Income from Trust and Wealth Management



## Total Shareholders Equity



# CAPITAL RATIOS

	Regulatory Limits “Well Capitalized”	MPB 12/31/08	MPB 12/31/09	MPB 12/31/10	MPB 12/31/11	MPB 12/31/12
TRBC	10.0%	10.5%	10.4%	11.5%	11.6%	11.1%
Tier 1	6.0%	9.3%	9.2%	10.2%	10.4%	10.0%
Leverage	5.0%	7.2%	7.4%	7.4%	7.1%	6.9%