(December 2017 Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Internal Revenue Service Part Reporting Issuer 2 Issuer's employer identification number (EIN) Issuer's name Mid Penn Bancorp, Inc. 25-1666413 3 Name of contact for additional information 4 Telephone No. of contact 5 Email address of contact Michael D. Peduzzi (866) 642-7736 michael.peduzzi@midpennbank.com 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and ZIP code of contact Millersburg, PA 17061 349 Union Street 8 Date of action 9 Classification and description January 8, 2018 **Common Stock** 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 595409107 MPB Organizational Action Attach additional statements if needed. See back of form for additional guestions. Part II Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action > On January 8, 2018, The Scottdale Bank and Trust Company, a Pennsylvania bank and trust company ("Scottdale"), merged with and into Mid Penn Bank, a Pennsylvania banking intstitution and wholly-owned subsidiary of Mid Penn Bancorp, Inc., a Pennsylvania corporation ("Mid Penn"), pursuant to the Agreement and Plan of Merger, dated as of March 29, 2017, by and among Scottdale, Mid Penn, and Mid Penn Bank, with Mid Penn Bank as the surviving entity in the merger. As a result of the merger, each share of Scottdale common stock was converted into either cash in the amount of \$1,166 or 38.88 shares of Mid Penn common stock. Cash was paid in lieu of fractional shares. 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► The aggregate tax basis of the Mid Penn common stock a former Scottdale shareholder received in the merger (including any fractional shares treated as received and redeemed for cash) is generally the same as the former Scottdale shareholder's aggregate tax bssis in the Scottdale common stock surrendered in the merger, increased by any gain recognized and decreased by any cash received in the merger. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Question 15 above.

Form 8937 (12-2017) Page 2 Part II **Organizational Action** (continued) List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The merger qualified as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). In general, the federal income tax consequences to the Scottdale shareholders are determined under Sections 354 and 356 of the Code. 18 Can any resulting loss be recognized? Loss can be recognized only by former Scottdale shareholders who received only cash in the merger. Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The merger was effective January 8, 2018 and thus the federal income tax consequences are reportable in the taxable year that includes that date. Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. Sign 2-8-2018 Here Print your name ► Michael D. Peduzzi **Executive Vice President & CFO** Title ▶ Preparer's signature Date Print/Type preparer's name Check ____ if Paid self-employed P02142238 Harry T. Lamb **Preparer**

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

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