

MID PENN BANCORP, INC.

Nominating and Corporate Governance Committee Policy and Charter

**Last Date of Board Review/Approval:
03/28/18**

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Person Responsible for Policy: Board of Directors

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MID PENN BANCORP, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
POLICY AND CHARTER

Board Approved: June 25, 2003
Last Review Date: March 28, 2018
Last Revision Date: March 28, 2018

The following Policy and Charter identifies the duties, responsibilities, policies, and authority of the Nominating and Corporate Governance Committee (the “Committee”) of Mid Penn Bancorp, Inc. (the “Company”). The Committee will be comprised solely of “independent directors” as determined in accordance with applicable Nasdaq Stock Market Rules. The Committee will operate in compliance with all regulatory requirements including applicable SEC and Nasdaq Stock Market requirements.

I. NEW DIRECTORS – SELECTION, NOMINATION, QUALIFICATION AND RECOMMENDATION OF NEW DIRECTORS FOR SHAREHOLDER APPROVAL

1. Selection process. Shareholders are responsible for selecting Board members who will be most likely to promote the success and economic growth of the Company and to make effective decisions about whether management is doing its job. The Committee will recommend candidates who have been identified as possessing the necessary qualifications to be an effective Director. The Board is responsible to ensure continued sound stewardship by providing shareholders with the best qualified candidates for consideration.
2. Nomination process. The Committee process for identifying and evaluating nominees consists of compiling a list of nominees for consideration. Information is gathered concerning the potential Board member’s business and location of residence, shares owned, profession or business, and deposit and loan relationship with the Company. Personal information about the individual is also gathered to determine if he/she meets the criteria listed in this Policy. The Committee screens this information to form a smaller number of final candidates to be interviewed. Upon completion of the interviews, the Committee makes a final recommendation to the full Board of Directors for appointment. All potential candidates are screened by the same process regardless of whether they were recommended by a shareholder or by another party.
3. Qualifications. Candidates for Director must be qualified in terms of education, professional experience, business contacts, and special skills. Other less tangible but equally important qualifications include general representation from the markets served, enthusiasm, maturity, reputation, compatibility with other Board members, diplomacy, and independent judgment.

4. Ownership Interest. Ownership of shares of the Company's common stock is expected and required since Directors are representing the shareholders as elected representatives. Candidates should have a vested interest in the Company's stock. Board candidates, upon their appointment, are required to own 500 shares with the understanding that they accumulate a minimum of 2,500 shares in total by the end of their second year on the Board. The Board recognizes that Board members have various abilities to acquire shares beyond the minimum threshold depending on their personal circumstances and may, in special circumstances, extend the two-year period for accumulating 2,500 shares to a longer period of time as determined by the Board. Members are encouraged to continue to accumulate shares over time to the extent possible considering their personal circumstances.
5. Re-nomination. Each annual decision to re-nominate incumbent Directors should be based on a careful consideration of each such individual's contributions, including the value of his or her experience as a Director of the Company, the availability of new Director candidates who may offer unique contributions, and the Company's changing needs. The Committee will recommend to the full Board all members to be re-nominated.
6. Director performance. The Committee will monitor the performance of Directors based on the general criteria and the specific criteria applicable to each such Director. If any serious problems are identified, the Committee will work with such Director to resolve such problems or, if necessary, seek such Director's resignation or recommend to the Board such person's removal.

II. PERSONAL CHARACTERISTICS

1. Integrity and accountability. Character is the primary consideration in evaluating any Director. Directors must have high ethical standards and integrity in their personal and professional dealings. Directors must be willing to act on and remain accountable for their Boardroom decisions.
2. Informed judgment. A Director should be able to provide wise, thoughtful counsel on a wide range of issues. Directors should possess high intelligence and wisdom, and be able to apply it to decision making. Directors should be able to comprehend new concepts quickly.
3. Financial literacy. Directors should be financially literate. Directors should know how to read a financial statement and understand financial ratios. Directors should have a working familiarity with basic finance and accounting practices.
4. Mature confidence. Directors should approach others with self assurance, responsibly, and supportively. Directors should value Board and team performance over individual performance. Directors should be able to raise tough questions in a manner that encourages open discussions. Directors should be inquisitive and curious and ask questions of management.

5. High performance standards. Directors should have a history of achievement that reflects high standards for themselves and others.
6. Business environment awareness. Directors should possess an awareness of the business environment in which the Company operates.

III. CORE COMPETENCIES

1. Accounting and finance. The Board must be able to see that shareholder value is enhanced through corporate performance and protected through adequate internal controls. The Board should possess a familiarity with financial accounting and corporate finance.
2. Business judgment. The Board needs to be able to monitor corporate management. Directors should understand general management best practices in the banking industry.
3. Crisis response. Directors need to be able to perform their duties and provide time during periods of crisis.
4. Industry knowledge. The Board should have one or more Directors with in-depth industry specific knowledge, including housing, community/economic development and banking.
5. Risk management. The Board should have one or more Directors with experience in financial, operational, business, and reputation risk management.
6. Leadership. Directors need to possess empowerment skills and be able to motivate high level talent.
7. Strategy/Vision. Directors should possess the skill and capacity to provide strategic insight and direction by encouraging innovation, conceptualizing key trends, evaluating strategic decisions, and continuously challenging the organization to achieve its vision.

IV. RESPONSIBILITIES OF DIRECTORS

1. Promote the continuity of the Company as a sound institution with adequate capital, skilled management, and well-defined policies.
2. Define and advance the mission and activities of the Company and address the interests of its constituencies.
3. Insist on compliance with the laws and regulations imposed by governmental agencies.
4. Perform certain duties as established by law and regulation.

5. Review and evaluate the effectiveness of risk management policies (broadly defined) and internal controls.
6. Seek a balance between the risks and benefits of the Company's activities.
 - (a) Identify objectives and the degree of risk acceptable for attaining those objectives.
 - (b) Monitor political and reputation risk trends and incorporate them into goal setting.
7. Take all reasonable actions to protect shareholders, depositors, loan customers and creditors, through internal control, independent audits, and insurance coverage.
8. Perform duties with diligence and prudence.
9. Assist with the business development of the Company through referrals and participation in business development efforts.
10. Elect a Chairman upon the retirement/replacement of the Chairman.

V. FUNCTIONAL DUTIES OF DIRECTORS

1. To attend scheduled and special Board Meetings.
2. To select, evaluate, counsel, compensate and appoint a competent Chief Executive Officer and provide for CEO succession.
3. To provide leadership in planning overall affairs of the Company.
4. Together with other Directors and management, to determine the short and long range goals of the Company and to facilitate the strategic planning process and monitor the Company's progress toward established strategic objectives.
5. To review, approve, and annually evaluate all operating policies of the Company.
6. To recognize problems or issues beyond the scope of management.
7. To take remedial or corrective action when dealing with problems.
8. To periodically review the Company's financial statements and information.
9. To approve operating and capital budgets.
10. To work continuously to advance the interests of the Company.

11. To review and critically evaluate common ratios and performance measurements, i.e., Return on Equity, Return on Assets, Loan to Deposit Ratio, Liquidity, Cost of Funds vs. Return on Loans and Investments (spreads), Capital to Asset Ratio.
12. To review and evaluate the Company's marketing strategy and marketing plan and monitor the results in achieving goals.

VI. OTHER RESPONSIBILITIES

1. Serve on committees, as required.
2. Make recommendations to shareholders concerning the size of the Board and new members.
3. Establish a retirement policy for Directors.
4. Make recommendations for amendments to the Articles of Incorporation or Bylaws.
5. Recommend removal of Directors for cause.
6. Maintain the confidentiality of Company business and information.
7. Recognize and avoid conflicts of interest in making Company decisions.
8. Not permit preferential treatment to insiders on loans or contracts for services or supplies.
9. Annually review the Directors and Officers liability insurance coverage and review all other Company insurance coverages for adequate protection of assets and liability exposure.
10. Periodically review peer bank financial information.
11. Review and approve compensation and employee benefit plans.

VII. ACCOUNTABILITY

1. Shared accountability. Directors should demonstrate competent governance, fulfill the Company's mission and strategic objectives, and enhance the Company's image.
2. Individual accountability. Directors should strive to continuously improve governance skills and financial and political literacy.

VIII. ATTENDANCE

1. Board members are expected to attend all meetings possible. If a Director is unable to attend regularly, the Committee will determine the reasons for excessive absences and the

Director's expected future attendance. In the event a Director misses 3 consecutive meetings, or more than 25% of the meetings per year, the Committee may recommend the removal of the Director from the Board.

IX. DIRECTORS COMPENSATION

1. Amount determined from time to time by the Board.
2. Directors are paid quarterly.
 - a. Directors may defer a portion of their fees in a Board approved plan.
3. Expense reimbursement for Directors' registration, travel, meals, and lodging to attend Board approved seminars, workshops, or conventions.

X. EXAMINATION AND CONTROL

1. Internal Audit and Internal Controls. Directors shall take all reasonable measures to ensure that the Company maintains a strong internal audit program and that adequate internal controls are in place to comply with all applicable regulatory requirements.
2. Annual External Audit. Directors will ensure that an annual external audit is performed on the Company's annual financial statements and management's evaluation of system of internal controls. The results of this audit are to be presented to the Board annually by the accountants.
3. Examinations. All examination reports received from the Company's regulatory agencies are to be thoroughly reviewed and any actions or responses by management concerning any violations or deficiencies must be approved by the Board and noted in the minutes.

XI. COMPANY POLICIES

1. Retirement Policy. The Company maintains a mandatory retirement policy for Directors. Directors who reach the age of 72 during their tenure on the Board will continue to serve until the next Annual Shareholders Meeting, at which time they will retire from the Board. In extraordinary circumstances, the Board may grant to an individual Director, on a case-by-case basis, a waiver of the mandatory retirement policy age of 72.

XII. CODE OF ETHICS

1. Board members must comply with the Mid Penn Bancorp, Inc. Directors, Senior Management and Employee Code of Ethics which is attached to this Policy as Exhibit A.

XIII. CORPORATE GOVERNANCE

1. The Committee shall develop and recommend to the Board a Corporate Governance Policy and any changes therein, setting forth the corporate governance principles applicable to the Company.
2. The Committee shall monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
3. The Committee shall review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.
4. The Committee also shall undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine.
5. The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants. Engaging the Company's independent auditor will be done in conformity with the Pre-Approval Policy for Services by Independent Auditors.

XIV. LEADERSHIP

1. Chairman of the Board. The Board of Directors will annually elect a Chairman of the Board who may be the President/CEO of the Company or an outside Director. The Chairman shall have the authority to call meetings of the Board of Directors. He/She will chair the meetings of the Board of Directors and the Annual Meeting of Shareholders. The Chairman oversees the Board information that is sent to Board members prior to Board Meetings.

If the Chairman is not an executive of the Company:

- The Chairman sets the Board agenda in coordination with the President/CEO, chairs meetings of the independent Directors and facilitates communications between the independent Directors and the CEO.
- The Chairman has the authority to call meetings of the independent Directors, set the agendas and lead the meetings of the independent Directors.
- The Chairman shall serve as the liaison between the independent Board members and the CEO and shall share appropriate information concerning issues arising at independent Board Meetings.

- The Chairman will not have a role in Company operations. Officers and employees will report to the CEO, not to the Chairman.
2. Vice-Chairman and Lead Director (“Vice-Chairman”). The Vice-Chairman is elected by the Board of Directors annually. The Vice-Chairman must be an independent Director. The Vice-Chairman provides input to the Chairman and the CEO on agenda items and information requested by members of the Board of Directors. The Vice-Chairman chairs the Board Meetings when the Chairman is not in attendance.

EXHIBIT A
MID PENN BANCORP, INC. AND MID PENN BANK
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEE
CODE OF ETHICS

Board Approved: June 25, 2003
Last Review Date: March 28, 2018
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The Directors, the CEO, the CFO, the employees and individuals designated as “Insiders” in Mid Penn Bancorp, Inc. and Mid Penn Bank (the “Company”) hold an important and elevated role in corporate governance. They are vested with both the responsibility and authority to protect and preserve the interests of all of the Company’s constituents, including shareholders, customers and citizens of the communities in which the Company conducts business. The maintenance of extremely high standards of honest, ethical and impartial conduct is essential to assure the proper performance of the Company’s business and the maintenance of the public’s trust. This Code of Ethics prescribes the policies and procedures to be employed and enforced in the Company’s operations.

- It is your responsibility to comply with the law and behave in an ethical manner. This responsibility cannot be delegated or assumed by the Company.
- This Code cannot anticipate every possible situation or cover every topic in detail. From time-to-time the Company may establish compliance programs to address specific subjects or you may find certain topics also covered in the Employee Reference Handbook. If you are unclear about a situation, seek guidance before taking action.
- The standards in this Code do not necessarily take into account all legal requirements. Where more restrictive local laws or requirements exist, those take precedence.
- You must comply with all applicable governmental laws, rules and regulations. Failure to obey laws and regulations violates this Code and may expose both you and the Company to criminal or civil prosecution. Any violation of this Code or other compliance programs may result in corrective action, up to and including termination. The Company may also seek civil remedies from you and even refer criminal misconduct to law enforcement agencies.
- You are responsible for reporting suspected violations of this Code to the Company’s Corporate Compliance Officer or by following the procedures in the Whistleblower Policy located in the Company’s Employee Reference Handbook.
- If you have a question about a topic covered in this Code, please review the Company’s Employee Reference Handbook. If you still have a concern regarding any unethical or

illegal conduct, please contact the Company's Corporate Compliance Officer or follow the procedures in the Whistleblower Policy located in the Company's Employee Reference Handbook.

Conflicts of Interest

A "conflict of interest" exists any time you face a choice between what is in your personal interest (financial or otherwise) and the interest of the Company. These situations are not always easy to avoid. When a conflict of interest arises, it is important that you act with great care to avoid even the appearance that your actions were not in the best interest of the Company. If you find yourself in a position where your objectivity may be questioned because of individual interest or family or personal relationships, notify the Company's Corporate Compliance Officer immediately.

Ownership Interests

Board of Directors approval is required for the Company to do business with a company in which a member of the Board of Directors, an officer, an employee or a family member of a director, officer or employee owns – directly or indirectly – an interest. Any loan requests by executive officers and directors will need final approval by the Board of Directors and must be in compliance with Regulation O.

Gifts, Meals, Services and Entertainment

You should not request or accept anything that might be used as a means to influence, or even appear to influence, you against the Company's best interests. Personal gifts should not be accepted other than those considered common business courtesies and for which you would reasonably expect to give something similar in return in the normal course of business.

Individuals must not borrow, accept gifts, trips, entertainment, or favors from a customer, potential customer, supplier, or potential supplier of goods or services to the company, unless what is given is of nominal value and refusal to accept it would be discourteous or otherwise harmful to the company. Anything of any amount that could affect or would appear to affect, a person's business decision must be reported in writing to your supervisor and the Compliance Officer. However anything of value over \$250 must be reported to the Compliance Officer.

Safeguarding Company Assets/Accuracy of Books and Records

The Company maintains internal controls to provide direction on protecting Company assets and financial accountability. The controls are based upon the following principles.

Do not:

- Make personal use of Company assets that creates any additional costs for the Company, interferes with work duties or violates any Company policies;
- Allow Company property to be used to help carry out illegal acts;

- Manipulate financial accounts, records or reports for personal gain;
- Maintain off-the-book accounts to facilitate questionable or illegal payments; or
- Violate any law or regulation.

Do:

- Ensure effective internal controls and procedures are designed and implemented;
- Prepare project budget proposals with accurate information;
- Maintain books, accounts and records according to generally accepted accounting principles, using enough detail to reflect accurately and fairly Company transactions;
- Record transactions in a timely manner, so that no misleading financial information is created. (These transactions include, but are not limited to, income, expense, indebtedness, obligation, reserves and acquisition or disposition of assets, etc.);
- Give full, fair, accurate, timely, and understandable disclosure in any and all periodic reports filed with the Securities Exchange Commission and other public communications made by the Company; and
- Respond honestly and candidly when dealing with the bank's independent and internal auditors, regulators and attorneys.

Use of Bank Facilities, Property and Personnel

From time to time, Directors, Executive Officers, Principal Shareholders, Employees, Insiders, and their related interests may request the use of the Company's Facilities, Property, and Personnel for non-Company related matters. It shall be the general policy of the Company to allow use of Company Facilities, Property, and Personnel in instances that have no greater than nominal costs to the Company (e.g., basic utilities required for reasonable use of a Company conference room, etc.), are not disruptive to Company operations or incongruent with Company security standards, and do not result in any detriment to the Company. However, management reserves the right to subjectively evaluate all such requests, each on its own merits, and permit or reject the request. No Director, Executive Officer, Principal Shareholder, Employee, Insider, or related interest should expect the Company's assets to be at their disposal. Further, requests that become excessive, time-consuming, or frequent may be rejected on such a basis. No employee of the Company should feel bound or obligated to participate in any non-Company activity or perform any non-Company service or task requested by an Insider of the Company, though persons may freely choose to do so of their own volition. All persons bound by this Code should disclose any use of Company property that is deemed to be excessive, abusive, or causing undue costs to the Company to their supervisor, Corporate Compliance Officer, or through the Company's Whistleblower Hotline.

Safeguarding Confidential Information

Trade secrets and other proprietary information of the Company and its customers and suppliers, employee data, information about the Company's customers and suppliers, and all other non-public information that might be of use to the Company's competitors or harmful to the Company or its customers, if disclosed, is confidential information. Confidential information should be protected by all Covered Persons and, except to the extent legally required or specifically authorized by an appropriate representative of the Company, should not be disclosed to persons inside or outside the Company who do not have a legitimate, work-related need to know such information. The loss of this information through inadvertent or improper disclosure could be harmful to the Company and its customers and suppliers.

Insider Trading

Insider trading is a crime that can carry severe penalties. If you know material, confidential information about the Company or any company with whom the Company has a business relationship and you trade Company securities, such as stocks or bonds, while in possession of that information or tell others about it before it is made public, you may have violated the insider trading laws. Please review the Insider Trading Policy and the Employee Reference Handbook for details on the Insider Trading Policy.

Material information is the type of news that would affect a reasonable investor's decision on whether or not to invest in the Company's stock. Examples include plans to issue securities, sharp changes in earnings patterns, changes in dividend rates, changes in key management personnel, mergers, acquisitions, and important regulatory actions affecting the Company. This policy forbids you from trading not only in Company stock, but also in stock of our suppliers, customers or other companies with whom the Company has a business relationship, while in possession of material inside information, learned in the course of your employment with the Company.

All members of the Board of Directors, officers and employees are encouraged to invest in Company stock. However, if you have access to any information not readily available to the public, you must be very careful when trading stock to be sure you have not traded while in possession of material non-public information. When you have such information:

- You should not tell anyone not authorized to have the information. A casual remark to a friend may find its way to a broker and eventually to the entire financial community thereby requiring the Company to make a premature or unplanned public announcement. This "tipping" may be illegal and damaging to the Company.
- In compliance with the Sarbanes-Oxley Act of 2002, trading is prohibited in the Company's stock (or that of an applicable outside company) until the news has been made public for at least 24 hours following its release through a widely disseminated news or wire service. Circumstances suggesting the possibility of insider trading may result in an investigation by governmental authorities of the Company and stockbroker records of stock trading transactions. This investigation could damage the Company's

reputation and result in liability or penalties, including criminal charges and fines against the individual.

- This policy against insider trading also covers transfers into and out of the Company stock or savings plans and changes in patterns involving purchases of Company stock within the plans. However, generally, regular scheduled purchases of Company stock within plans are not prohibited.

If you are planning to effect a transaction in the Company's securities, you must contact the Corporate Compliance Officer in advance.

Bribery, Kickbacks and Other Improper Payments

The Company, its Board of Directors, officers and employees must maintain high ethical and professional standards in all dealings.

- You should not directly or indirectly promise, offer or make payment in money or anything of value to anyone, including a government official, agent or employee of a government, political party, labor organization or business entity or a candidate of a political party, with the intent to induce favorable business treatment or to improperly affect business or governmental decisions.
- This Code does not take into account all local legal requirements. Where more restrictive local laws exist, those take precedence. In general, the Company does not consider ordinary and reasonable business entertainment or gifts of insubstantial value that are customary and legal in the local market to be improper.
- You should document any entertainment of and gifts to customers and potential customers.
- Loans are not made by the Company to its Board members, officers or employees. Loans may be made by the Company's banking subsidiaries and will comply with all federal and state laws, statutes and regulations.
- You should not solicit for yourself or for a third party (other than the Company itself) anything of value from anyone in return for any business, service or confidential information of the Company.
- You should not accept anything of value (other than bona fide salary, wages and fees referred to in 18 U.S.C. 215(c)) from anyone in connection with the business of the Company, either before or after a transaction is discussed or consummated.
- Self-dealing or otherwise trading on your position with the Bank, or accepting a business opportunity not available to other persons or that is made available because of your position with the Bank from someone doing or seeking to do business with the Bank, is prohibited.

Penalties to violators of the Bank Bribery Act shall be fined not more than \$1,000,000 or three times the value of the thing given, offered, promised, solicited, demanded, accepted, or agreed to be accepted, whichever is greater, or imprisoned not more than 30 years, or both, but if the value of the thing given, offered, promised, solicited, demanded, accepted, or agreed to be accepted does not exceed \$1,000, shall be fined under this title or imprisoned not more than one year, or both.

Financial Reporting Standards

Full, fair, accurate, and timely reporting of all financial matters is a high priority. Periodic reports to the SEC and other regulatory entities must be comprehensive, timely, and accurate. Any discrepancies or shortcomings discovered through the reporting process must immediately be brought to the attention of senior management, and where appropriate, the Audit Committee and Board of Directors. In the event you feel that your reporting of these issues is not adequately resolving the issue, you should follow the procedures described in the Whistleblower Policy as contained in the Company's Employee Reference Handbook.

Workplace Free from Discrimination

The Company is committed to ensuring that it fosters a work environment that is both personally and professionally rewarding and free from conduct that can be considered discriminatory or hostile. Please review the Employee Reference Handbook, which describes the types of behavior that may be considered discriminatory or hostile. Discriminatory, harassing or hostile conduct, whether sexual in nature or based on any status or condition protected by applicable law (such as race, color, religion, age, sex, sexual orientation, gender identity, national origin, genetic information, disability, veteran status or pregnancy) is expressly prohibited by this policy. It is your obligation to review the Employee Reference Handbook for a description of the types of conduct the Company considers to be discriminatory or hostile. Such conduct by directors, officers or employees of the Company can result in the loss of talented employees, expose the Company to costly litigation and reputational harm, and will not be tolerated. Should you become aware of any instance of harassment, such as sexual harassment or any type of unlawful discrimination, you must follow either: (a) the procedure identified in the Bank's Complaint Procedure Concerning Allegations of Harassment, Discrimination or Other Serious Misconduct (distributed and acknowledged separately by every Company employee); or (b) the procedure identified in the Reporting of Questionable Activity and Violations of the Code of Ethics provision below, whichever you prefer.

Reporting of Questionable Activity and Violations of the Code of Ethics

If you become aware of or suspect any violation of the Code of Ethics by any employee, officer or director, you have a responsibility to report it immediately to your manager, Human Resources, or the Compliance Officer. If you are uncomfortable with using these channels you should report the violation using NAVEX Global EthicsPoint which is an independent, confidential, and anonymous service. The toll-free number is **(844) 406-2418**, or you may choose to enter your report electronically at <https://midpennbank.ethicspoint.com> and clicking on the "Make a Report" heading.

No director, officer or employee who, in good faith, reports a violation or suspected violation shall suffer harassment, retaliation or adverse employment consequence. Such behavior by any individual(s) will be subject to disciplinary action, up to and including termination.

The Compliance Officer will maintain a disclosure file, with, at a minimum, the following information:

- Date received
- Description
- Received from (as appropriate)
- Received by
- Resolution documentation

All reports will be promptly investigated and appropriate corrective action will be taken if warranted. All reports will be communicated with the Board of Directors as necessary.

The Bank may approve of other circumstances, on a case by case basis, not specifically identified in the Code, in which a Bank official accepts something of value in connection with Bank business, provided that such approval is made in writing on the basis of a full written disclosure of all relevant facts and is consistent with the bank bribery statute.

ACKNOWLEDGEMENT

I, the undersigned, hereby acknowledge that I have received a copy of the Mid Penn Bancorp, Inc. and Mid Penn Bank Code of Ethics, as revised March 28, 2018. I further certify that I have reviewed the Code of Ethics, and that I understand its provisions and what they require of me. I understand that a violation of this Code of Ethics may result in the termination of my employment and/or a request to resign.

Date

Signature

PRINT NAME