

Mid Penn Bancorp, Inc. (NASDAQ: MPB; Millersburg, PA) has agreed to acquire Scottsdale Bank & Trust Company (OTC Pink: SDLJ; Scottsdale, PA)

Deal Value: Approximately \$59.1 million

Sandler O'Neill served as financial advisor to Mid Penn Bancorp, Inc. and rendered a fairness opinion in connection with the transaction. This transaction represents Sandler O'Neill's 116th bank or thrift transaction nationwide since January 1, 2015, representing \$35.7 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.¹

Since January 1, 2015, Sandler O'Neill has advised on 10 bank or thrift transactions in Pennsylvania for an aggregate transaction value of \$2.8 billion, more than any other investment bank during that time period.¹

MILLERSBURG, Pa. (March 29, 2017) (GLOBE NEWSWIRE) – Mid Penn Bancorp, Inc. (“Mid Penn”) (NASDAQ: MPB), headquartered in Millersburg, Pennsylvania, and The Scottsdale Bank & Trust Company (“Scottdale”) (OTC: SDLJ), headquartered in Scottsdale, Pennsylvania, today jointly announced the signing of a definitive merger agreement which calls for Mid Penn to purchase the stock of Scottdale in a transaction valued at approximately \$59.1 million. The merger will expand Mid Penn’s footprint into western Pennsylvania including Westmoreland and Fayette counties. Mid Penn projects that it will have over \$1.3 billion in assets upon completion of the merger.

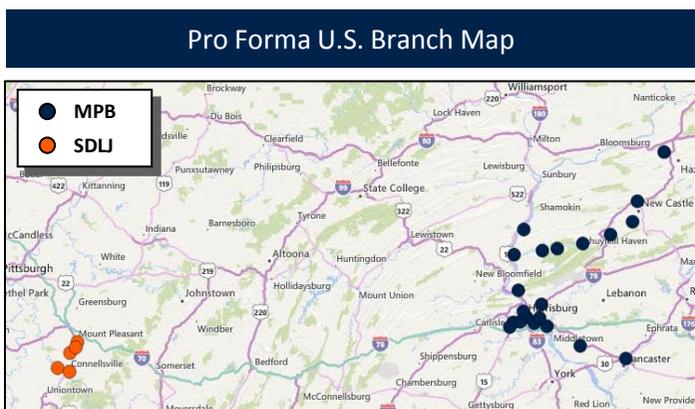
Under the terms of the agreement, shareholders of Scottdale common stock will receive approximately \$59.1 million in consideration, or \$1,166 per share for each share of Scottdale common stock, subject to an aggregate proration of no less than 90% common stock in Mid Penn and no more than 10% cash. The per share acquisition price equals approximately 130 percent of Scottdale’s December 31, 2016, tangible book value per share. Mid Penn expects the transaction will be immediately accretive to tangible book value per share and will materially increase their capital ratios.

"I am very pleased to announce our merger with The Scottsdale Bank & Trust Company," said Mid Penn President and CEO Rory G. Ritrievi. "Scottdale’s commitment to both community service and community banking aligns well with Mid Penn’s culture and brand. Through this combination, we will be able to offer new products, services and conveniences to Scottdale’s customers while also continuing and enhancing the bank’s good work in the communities it serves. Mid Penn has built a full-service community bank which is now poised to serve both central and western Pennsylvania."

"The Scottsdale Bank & Trust Company has remained committed to its roots as a hometown community bank that provides the best service possible to our customers," said Scottdale President and CEO Donald F. Kiefer. "Our continued commitment to the community over the years has been made possible by our dedicated team and customers. We are confident that this commitment will be even stronger with Mid Penn as a great partner that shares the same values and personal customer service delivery."

Financial Highlights		
(\$ in millions)	MPB	SDLJ
Total Assets	\$1,033	\$263
Net Loans	\$809	\$63
Total Deposits	\$935	\$216
Total Equity	\$70	\$46
TCE / TA (%)	6.4%	17.3%

1) Source: SNL Financial; excludes terminated transactions and self-advisory roles
Note: Financial data as of 12/31/2016



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