



June 30, 2021

Combination of Two Leading Franchises Creating a Premier Community Bank in Pennsylvania





Disclaimer

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Additional Information and Where to Find it

The proposed transaction will be submitted to the shareholders of Riverview and Mid Penn for their consideration and approval. In connection with the proposed transaction, Mid Penn will be filing with the SEC a registration statement on Form S-4 which will include a joint proxy statement/prospectus and other relevant documents to be distributed to the shareholders of Mid Penn and Riverview. Investors are urged to read the registration statement and the joint proxy statement/prospectus regarding the proposed transaction when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. Investors will be able to obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about Mid Penn and Riverview, free of charge from the SEC’s Internet Site (www.sec.gov), by contacting Mid Penn Bancorp, Inc. 349 Union Street, Millersburg, PA 17061, attention: Investor Relations (telephone (717) 692-7105); or Riverview Financial Corp., 3901 North Front Street, Harrisburg, PA 17110, attention: Investor Relations (telephone (717) 957-2196). **INVESTORS SHOULD READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS TO BE FILED WITH THE SEC CAREFULLY BEFORE MAKING A DECISION CONCERNING THE TRANSACTION.** *This presentation does not constitute an offer to sell or an offer to buy any securities or a solicitation of any vote for approval of the transaction.*

Solicitation

Mid Penn, Riverview and their respective directors, executive officers, and certain other members of management and employees may be soliciting proxies from Mid Penn and Riverview shareholders in favor of the transaction. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Mid Penn and Riverview shareholders in connection with the proposed transaction will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find the information about Mid Penn’s and Riverview’s executive officers and directors in each company’s respective recent proxy statement filed with the SEC, which is available at the SEC’s Internet site (www.sec.gov). Free copies of these documents may be obtained as described above.



Transaction Rationale

Compelling Combination

- Creates one of the largest community banks headquartered in Pennsylvania with pro forma assets of ~\$4.8 billion and operations reaching many of the states' most attractive markets
- Continues Mid Penn's successful acquisition strategy – building market share, enhancing the core deposit profile and generating cost savings opportunities
- Expansion into attractive new markets, including the Lehigh Valley and State College region, while expanding our presence in the western part of Pennsylvania
- Low risk integration given high level of familiarity with the Riverview franchise

Financially Attractive

- Accelerates our stated strategic goals of accelerating profitability, increasing operating leverage and shareholder liquidity
- Material earnings per share accretion of 25%+ per year
- Identified, achievable cost savings due to proximity of franchises
- Tangible book value dilution earned back in ~2.25 years
- Pro forma ROAA benefit of ~20 basis points resulting in a pro forma ROAA of ~1.00%+

Accelerates Shareholder Value Creation

- Provides increased scale, lending limits and competitive position throughout Pennsylvania markets of operation
- Enhanced core deposit profile provides funding for future loan growth and long-term franchise value
- Larger pro forma asset base and liquidity should drive multiple expansion
- Strong pro forma capital ratios allows combined company to continue to focus on organic growth as well as opportunistic M&A

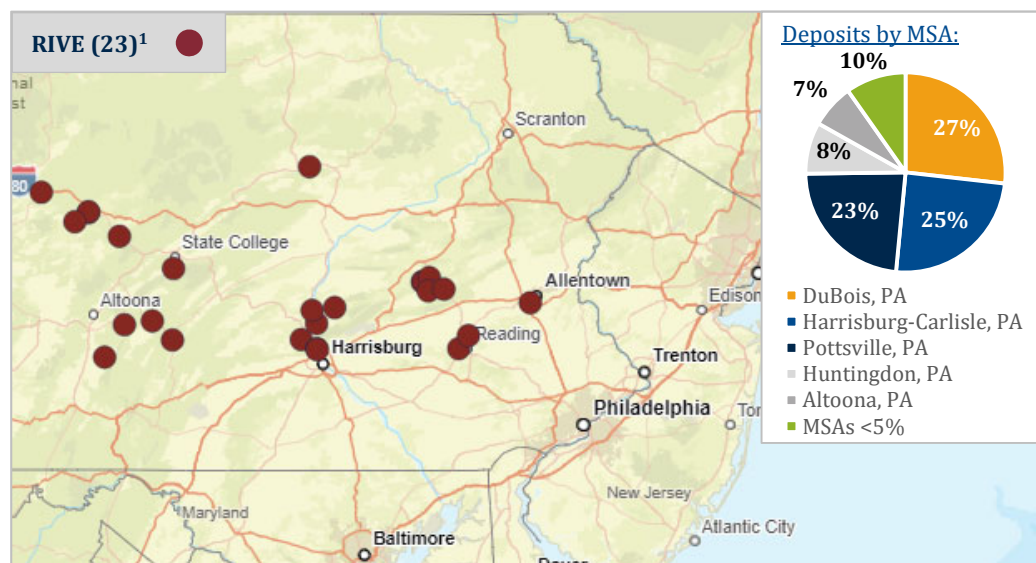


Transaction Summary

Exchange Ratio & Consideration	▪ RIVE shareholders to receive 0.4833 shares of MPB common stock for each share outstanding ▪ 100% stock consideration
Transaction Value	▪ Implied per share value of \$13.28¹ ▪ Implied aggregate consideration of \$124.7M ▪ Price to tangible book value of 128% ▪ Price to MRQ annualized² earnings per share (excluding cost savings) of 10.2x ▪ Price to MRQ annualized² earnings per share (including cost savings³) of 5.2x ▪ Core Deposit premium of 2.8%
Pro Forma Ownership	▪ 72% MPB / 28% RIVE
Board of Directors	▪ Representatives of RIVE to receive two holding company Board seats
Timing & Approvals	▪ MPB and RIVE shareholder approval ▪ Customary regulatory approvals ▪ Anticipated closing in Q4 2021



Overview of Riverview Financial Corporation



Assets	Loans (ex. PPP / HFS)	Deposits
\$1.4 B	\$877 M	\$1.1 B

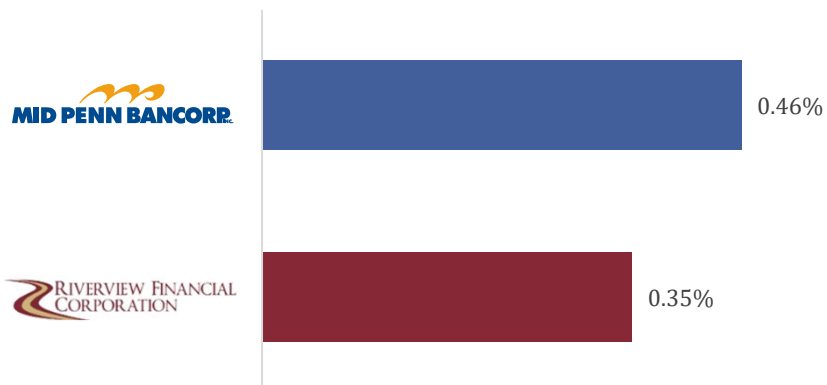
Financial Highlights	
Market Capitalization	\$111.3M
Loans / Deposits (ex. PPP / HFS)	81.2%
MRQ Cost of Deposits	0.35%
MRQ NIM	3.04%
MRQ ROAA	0.90%
MRQ ROAE	12.37%
Nonaccruals / Total Loans	0.26%
MRQ NCOs / Avg. Loans	0.02%
TCE / TA	7.05%



Riverview Has a Strong & Complementary Core Deposit Franchise

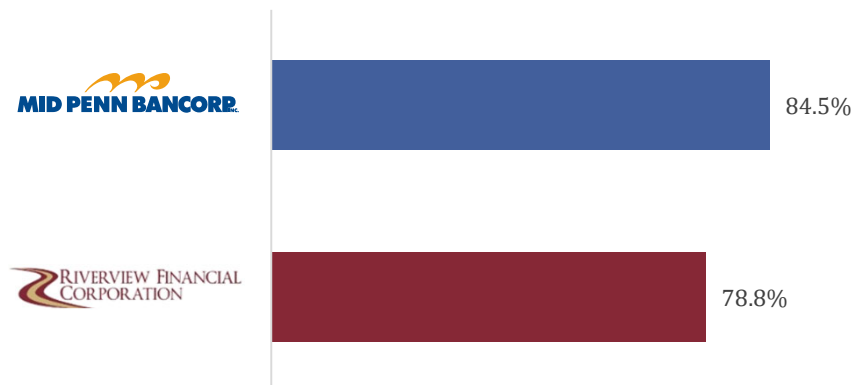
Reducing the Cost of Deposits

2021Q1 Cost of Total Deposits



High Level of Core Deposits

2021Q1 Non-Maturity Core Deposits¹



Substantial Noninterest Bearing Deposits

2021Q1 Noninterest Bearing Deposits / Total Deposits

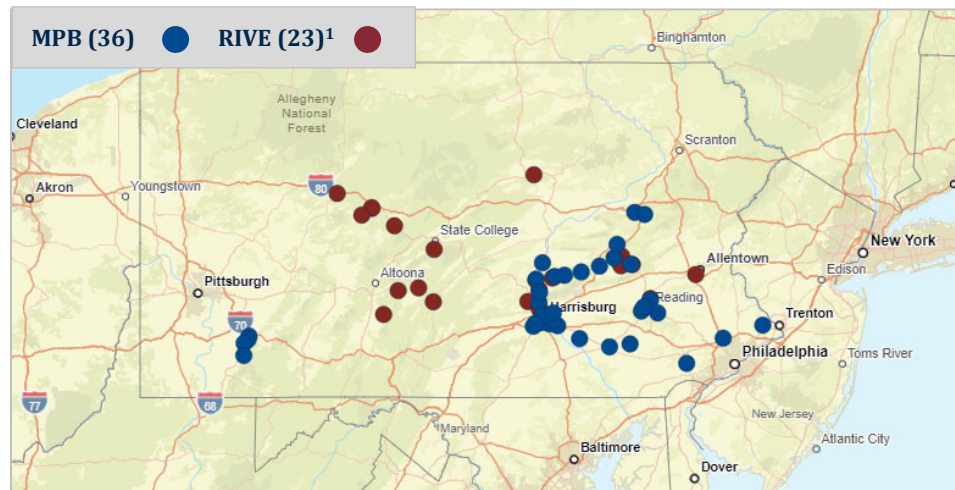


(1) Defined as total deposits less time deposits
Source: S&P Global Market Intelligence



Strengthening Presence Across Pennsylvania as a Premier Community Bank

Pro Forma Branch Map



Top Pennsylvania Headquartered Community Banks^{2,3}

Rank	Institution Name	Branches (#)	Total Assets (\$M) ⁴
1	First Commonwealth Financial	93	\$9,417
2	S&T Bancorp Inc.	70	9,329
3	Univest Financial Corp.	47	6,417
4	Republic First Bancorp Inc.	14	5,396
5	CNB Financial Corp.	26	4,901
6	Pro Forma	--	4,757
6	Mid Penn Bancorp Inc.	36	3,382
7	Peoples Financial Services	25	2,995
8	Orrstown Financial Services	21	2,964
25	Riverview Financial Corp.¹	23	1,375

Top-5 Deposit Market Share by County

Pennsylvania County	Pro Forma Market Share	Pro Forma County Rank
Schuylkill	19.1%	#1
Dauphin	13.4%	#2
Clearfield	14.6%	#3
Perry	16.3%	#3
Huntingdon	11.6%	#4

Harrisburg MSA Deposit Market Share³

Rank	Institution Name	Branches (#)	Total Deposits (\$M)	Deposit Market Share (%)
1	The PNC Financial Services Group Inc.	9	\$4,413	24.04
2	M&T Bank Corp.	22	2,174	11.84
3	F.N.B. Corp.	12	1,728	9.41
4	Pro Forma	--	1,472	8.02
4	Wells Fargo & Co.	8	1,430	7.79
5	Mid Penn Bancorp Inc.	14	1,231	6.71
6	Fulton Financial Corp.	9	1,067	5.81
7	Orrstown Financial Services Inc.	8	1,039	5.66
8	Citizens Financial Group Inc.	8	877	4.78
17	Riverview Financial Corp.	6	241	1.31



Key Financial Assumptions

Cost Savings & One-Time Transaction Expenses

- Identified cost savings of ~50% of RIVE's non-interest operating expenses, including anticipated closures / consolidations of certain overlapping branches
- Revenue synergies identified but not modeled
- ~\$16M pre-tax one-time merger-related expenses

Loan Mark

- 1.90% gross loan mark
 - 1.35% credit mark, or a \$12.1M write-down
 - 0.55% rate mark, or a \$5.0M write-down

Fixed Asset Mark

- \$3.0M write-down of fixed assets / facilities

Core Deposit Intangible

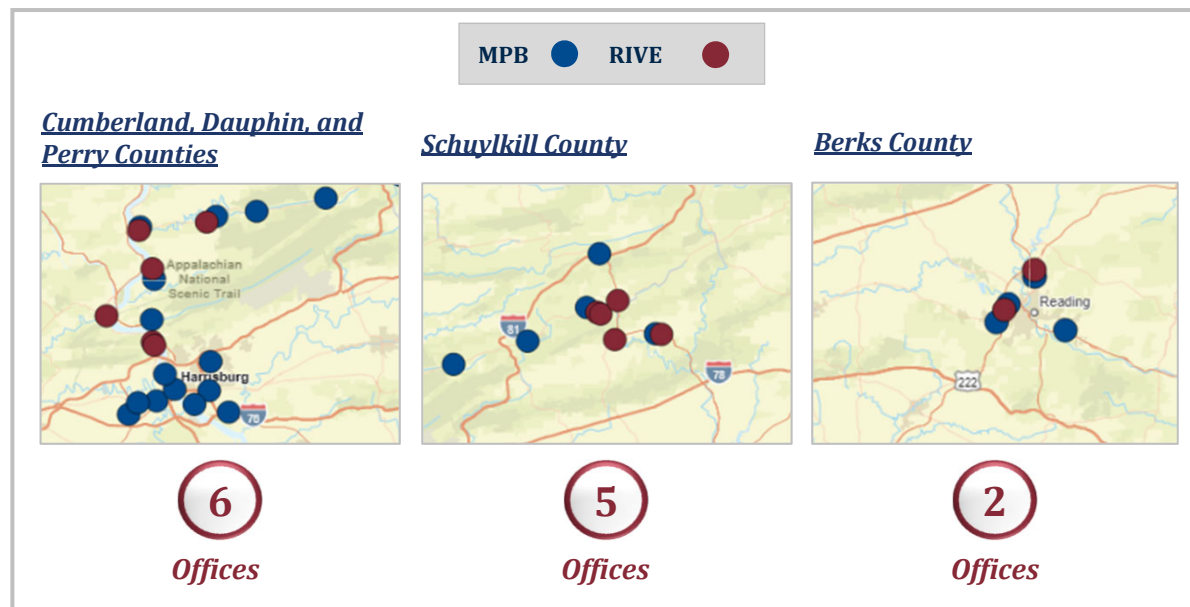
- Core deposit intangible of 0.50% on RIVE's core deposits amortized over 10 years using sum-of-years digits



Cost Synergies Breakdown

Significant Branch Overlap

Overlap Radius	RIVE Overlap		
	Offices	% of Offices	Deposits
1 Mile	6	24%	24%
3 Miles	9	36%	31%
5 Miles	13	52%	49%



13 RIVE offices within ~5 miles of an MPB office (52% of RIVE franchise)

Expected Cost Synergies Breakout and Commentary

- ✓ \$14.5M+ of pre-tax cost synergies (fully realized)
- ✓ Cost savings primarily focused on duplicative back-office functions and branch overlap
- ✓ Overall cost saves in-line with similar high overlap M&A deals
- ✓ Mid Penn has robust integration experience: completed 3 transactions since 2015



Pro Forma Summary Financial Impact

Strong Pro Forma Pennsylvania Franchise



~\$4.8B
Assets¹

~\$440M
Market Cap²

~\$294M
Tangible
Common Equity¹

Attractive Returns to MPB

~25%+
Long-Term EPS
Accretion

~6.8%
TBV
Dilution³

2.00⁴ - 2.25⁵
Year
Earnback

Robust Capital Position

~11%+
CET1
Ratio

~14%+
Total Capital
Ratio

~8%+
TCE / TA

Enhancing Profitability

~1.00%+
ROAA

~60% - 65%
Efficiency Ratio

~12%+
ROATCE



Robust Due Diligence Process

Extensive Assessment of Benefits, Risks and Opportunities

Diligence Focus Areas



Credit & Underwriting



Loan & Deposit Operations



Business Banking



Retail Banking



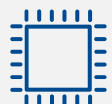
ALCO & Funding



Commercial Real Estate



Human Resources



Information Technology



Legal, Regulatory & Risk Mgmt.



Accounting and Audit, etc.

Diligence Snapshot

Credit Diligence Approach

- Hired external loan review firm to assist in credit review
- Reviewed risk framework, credit policies, strategies, committee materials and loan files
- Assessment of performance trends across credit migration, delinquencies and historical loss rates
- Focus on commercial loan portfolio, including all COVID affected industries

In-Depth Commercial Loan Review

- 75% of CRE and C&I portfolio reviewed, including 100% of:
 - Borrower relationships greater than \$2M
 - Substandard or doubtful loans over \$50k
 - Special mention loans over \$250k
 - Watch list loans over \$500k
 - COVID-19-related deferrals
- 79% of construction loan exposure reviewed
- 75% of municipal portfolio reviewed

Detailed Due Diligence Process Consistent with Mid Penn Bancorp's Risk Appetite

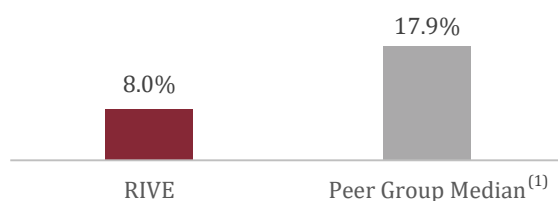


Strong Credit Culture & Enhanced Reserves

- ✓ Both entities have a demonstrated long-term track record of strong credit performance
- ✓ Both entities have a below average level of NPLs and have weathered the COVID-19 loan deferrals successfully
- ✓ Riverview's portfolio experienced less COVID-19 deferrals and has had lower nonaccrual levels compared to peers

COVID-19 Deferrals / Loans

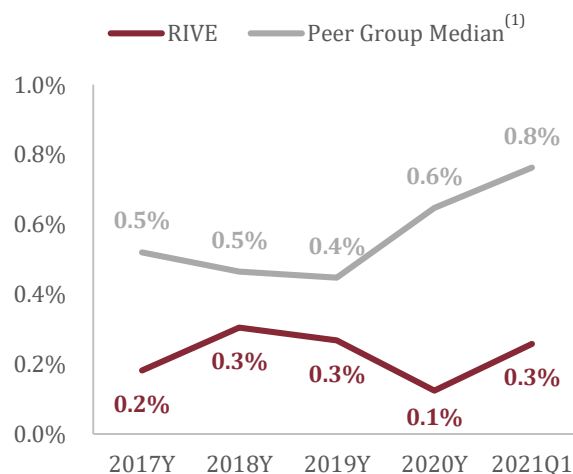
Peak Deferrals @ 2020Q2



Current Deferrals @ 2021Q1



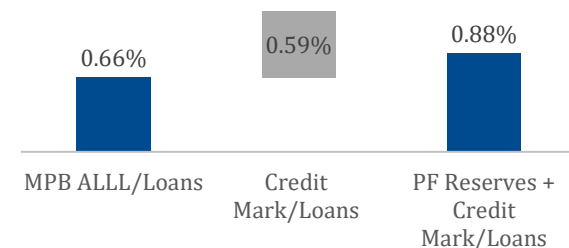
Nonaccrual Loans / Total Loans



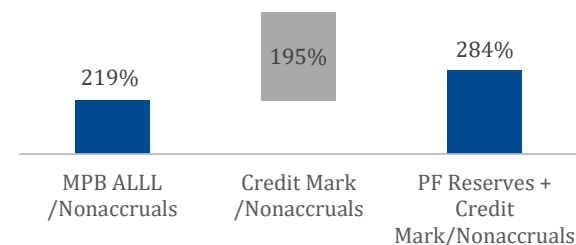
Credit Mark Assigned to RIVE Portfolio

Gross Credit Mark (\$M)	\$12.1
Credit Mark / Loans (ex. PPP/HFS)	1.38%
Credit Mark / Nonaccrual Loans	4.3x
Credit Mark / 2019YE Reserves	1.6x
Credit Mark / 2021Q1 Reserves	1.0x

Mid Penn Reserves / Loans Ratio²

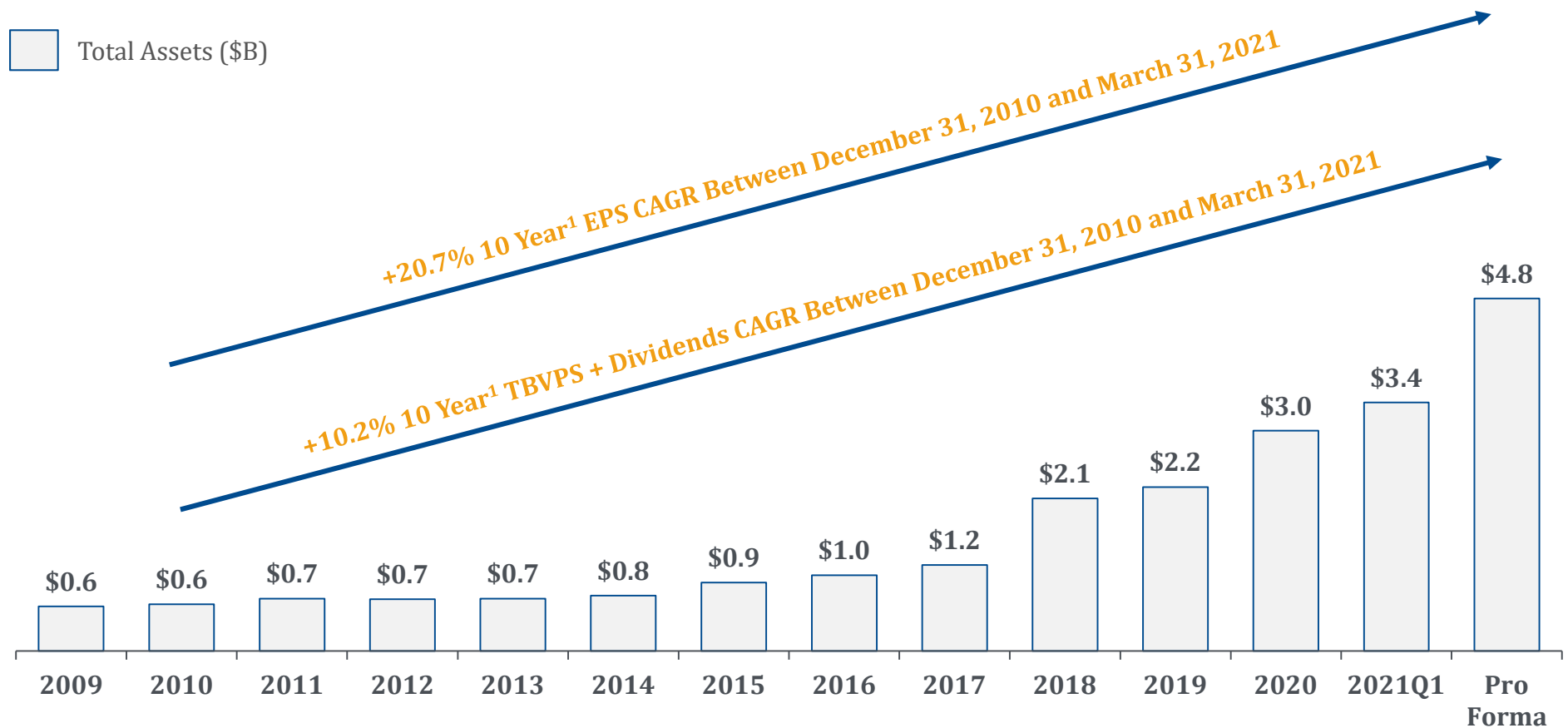


Mid Penn Reserves / Nonaccruals





Driving Long-Term Growth & Shareholder Value



THE SCOTSDALE BANK
& TRUST COMPANY



RIVERVIEW FINANCIAL
CORPORATION





Acquisition Helps Accomplish Our Strategic Goals

Transaction Benefits



Core Loan Production

- Additional high quality commercial lenders
- New group of “PPP” customers to convert into new commercial relationships



Southeast PA Market Development

- Establishes our first location in the Lehigh Valley
- Enhances ability to increase loan origination volumes in greater Southeastern PA



Fee Income Expansion

- Adds to our Wealth Management & Trust business



Opportunistic M&A

- Transaction provides in-market expansion and an opportunity to create significant earnings accretion while adding talented new business development employees



Expense Rationalization

- Opportunity to create significant operating leverage with over 50% of Riverview branches within 5 miles of a Mid Penn location
- Transaction will bring “core” efficiency ratio in line with goal of 60% to 65%



Source: S&P Global Market Intelligence



Appendix





Historical Acquisition Summary

History of Solid Growth and Successful Integration



1

First Priority Financial Corp. (2018)



- Transaction Value: \$80M
- Total Assets: \$610M
- Number of Branches: 8

2

The Scottdale Bank & Trust Company (2018)



- Transaction Value: \$68M
- Total Assets: \$262M
- Number of Branches: 5

3

Phoenix Bancorp, Inc. (2015)



- Transaction Value: \$14M
- Total Assets: \$141M
- Number of Branches: 4

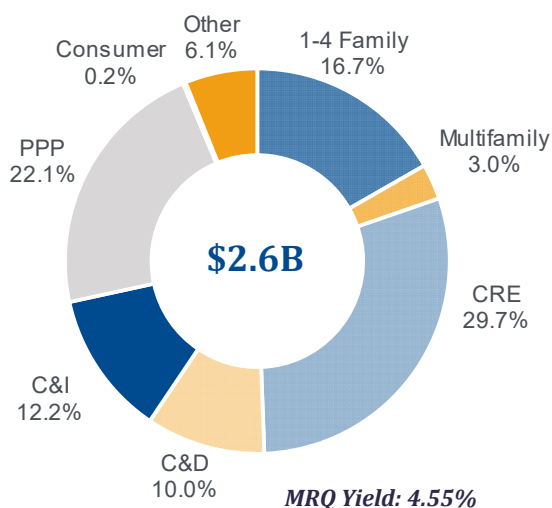
Source: S&P Global Market Intelligence



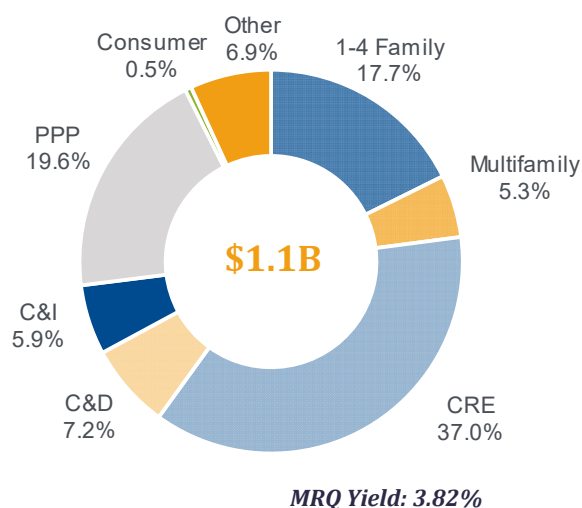
Diversified Loan & Deposit Portfolios

Loan Composition

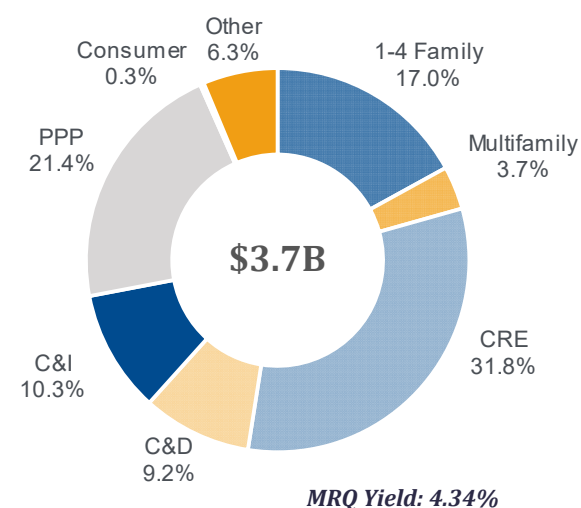
MRQ MPB



MRQ RIVE



MRQ Pro Forma



Deposit Composition

