MID PENN BANCORP, INC.

Nominating and Corporate Governance Committee Policy and Charter

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

Board Approved: June 25, 2003
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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"), and the duties, responsibilities and expectations of its Directors.

I. COMPOSITION AND DUTIES OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

1. The Committee shall be comprised solely of "independent directors" as determined in accordance with applicable Nasdaq Stock Market rules; shall ensure that a majority of the Board, as a whole, is comprised of independent directors; and shall operate in compliance with all applicable laws and regulations, including applicable SEC and Nasdaq Stock Market requirements.

2. The Committee shall develop and recommend to the Board a Nominating and Corporate Governance Committee Policy and Charter and any changes therein, setting forth the corporate governance principles applicable to the Company.

3. The Committee shall make recommendations to the Board concerning the size of the Board.

4. The Committee shall identify, evaluate and recommend to the Board candidates for election or appointment as Directors.

5. The Committee shall oversee the development of a procedure for evaluating the effectiveness of the Board and its Directors, and shall update such procedure as the Committee deems necessary or appropriate, from time to time.

6. The Committee shall monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.

7. The Committee shall review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

8. The Committee shall make recommendations for amendments to the Articles of Incorporation or Bylaws.

9. The Committee shall recommend to the Board the removal of Directors for cause.

10. The Committee also shall undertake such additional activities within the scope of its primary functions as assigned by the Board or as the Committee may from time to time determine.

11. 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. Any engagement of the Company's independent auditor shall be done in conformity with the Pre-Approval Policy for Services by Independent Auditors.

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

1. <u>Selection process</u>. Shareholders are responsible for selecting Board members who will promote the success and economic growth of the Company and hold management accountable for executing on the strategic plan adopted by the Board. The Committee will recommend candidates who have been identified as possessing the necessary qualifications and personal characteristics to be an effective Director, as described in this Policy. The Board is responsible for ensuring the continued sound stewardship of the Company by providing shareholders with the best qualified candidates for consideration.

2. <u>Nomination process</u>. The Committee process for identifying and evaluating potential nominees consists first of compiling a list of potential candidates for consideration. Potential candidates may be recommended by current Directors or management, or may be submitted for the Committee's consideration by a shareholder or third party. Regardless from whom the recommendation is received, all potential candidates are screened by application of the same process. Information is gathered concerning the potential Board member's profession/business and location of residence. Information about the individual is also gathered to determine whether he or she appears to demonstrate the personal characteristics and meet the qualifications identified in this Policy as being required of a Director. The Committee uses this information to then narrow the list to those candidates who should be interviewed. Upon completion of the interviews, the Committee makes a final recommendation to the full Board of Directors for nomination. In considering potential candidates for Director, the Committee shall give particular consideration to individuals serving on the Board of Directors of Mid Penn Bank and its Regional Boards (if any).

3. <u>Qualifications</u>. In considering potential candidates for Director, the Committee shall seek to ensure that the composition of the Board reflects a meaningful level of diversity in four specific areas: expertise and experience; tenure and age; gender, race and ethnicity; and geography.

(a) *Experience* – Directors should have demonstrated leadership experience in industries that correlate to those industries served by the Company or in which the Company operates, or have otherwise demonstrated an expertise in professional disciplines from which the Board can draw in discharging its oversight responsibilities.

(b) *Gender, Race and Ethnicity* – The Board should be a reflection of the communities the Company serves, the individuals it employs, and the shareholders whose interest the Board is charged with advancing.

(c) *Age and Tenure* – A Board diverse in age and tenure serves to ensure that the Board will benefit from a healthy mix of long-term institutional knowledge, fresh ideas and independence from management, thereby promoting director engagement and mitigating against complacency.

(d) *Geography* – The individuals serving on the Board should reside in the markets served by the Company, offering first-hand knowledge with respect to strategic opportunities that may arise in such markets from time to time.

4. Ownership Interest. It is the policy of the Company that Directors should hold a meaningful amount of the Company's stock, commensurate with the tenure of the Director, in order to ensure that the economic interests of the Board are aligned with those of the shareholders. Therefore, any Director seeking re-election to the Board is required to beneficially own, as of the month-end prior to the date of nomination, such number of shares of Company stock having an aggregate value of not less than that identified in the table below.

Elected Term Being Sought	Minimum Value of MPB Common Stock
Second	$75,000
Third	$150,000
Fourth	$225,000
Fifth	$300,000

The minimum value shall be determined by multiplying the number of shares owned times the greater of the tangible book value per share and stock price. The number of shares, stock price, and tangible book value shall be determined as of the month-end prior to the date of nomination.

Failure to own the requisite value of shares as of the date on which the Board nominates candidates for election will render such Director ineligible for nomination by the Board. In the event a Director is re-elected, such Director is expected to maintain such minimum level of ownership for the entirety of the term for which they were re-elected.

5. Re-nomination. Each annual decision to re-nominate an incumbent Director shall be based on a careful consideration of each such individual's compliance with the terms of this Policy (including, without limitation, the minimum share ownership requirements) and his or her contributions to the Board, including the value of his or her experience as a Director of the Company, as well as the availability of new Director candidates who may offer unique contributions and the Company's changing

needs. The re-nomination of an incumbent Director shall be subject to a satisfactory credit and criminal background check. The Committee will recommend to the full Board any member to be re-nominated.

6. Background Checks. It shall be a condition to the nomination of any individual as a Director that he or she be subject to a credit and criminal background check and the results of such background check be satisfactory to the Committee.

III. PERSONAL CHARACTERISTICS

1. Integrity and accountability. Strength of character is the primary consideration in evaluating any candidate for Director. Directors must demonstrate high ethical standards and integrity in their personal and professional dealings, and their reputation within the community should reflect such. Further, Directors must be willing to take action and remain accountable for their actions as a Director.

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 and 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.

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.

7. Energy and enthusiasm. Directors should approach their responsibilities with energy and enthusiasm. Directors are expected to be informed and engaged at meetings, and prepared to ask appropriate questions of management.

IV. CORE COMPETENCIES

1. Finance/Accounting/Banking. The Board must be able to understand that shareholder value is enhanced through corporate performance and protected through adequate internal controls. The Board should have members who possess a familiarity with financial accounting, corporate finance and knowledge of the banking industry. At least one Director should qualify as an “Audit Committee Financial Expert” by meeting the requirements for such designation as set forth in Section 407 of the Sarbanes-Oxley Act.

2. Executive Leadership. The Board needs several members who have experience running companies or divisions of companies in which they consistently are called on to display business judgment, crisis response, strategic planning and budgeting, risk management, and operational decisioning.

3. Legal/Regulatory. The Board should have at least one member that has legal or bank regulatory experience.

4. Human Resources/Compensation/Benefits. The Board should have members who have in depth experience with compensation practices, payroll and benefits, as well as employee development and succession.

5. Information Technology. The Board needs members who have the experience and background to evaluate existing and emerging information technology opportunities, issues and threats.

V. RESPONSIBILITIES OF DIRECTORS

1. Promote the continuity of the Company as a sound institution with adequate capital, skilled management, and well-defined policies and procedures.

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 those duties required of a Director 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 Chair and, if applicable, Lead Independent Director upon the retirement/replacement of the Chair or Lead Independent Director.

VI. FUNCTIONAL DUTIES OF DIRECTORS

1. To attend scheduled and special meetings of the Board and any committees to which he or she is assigned.

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.

VII. OTHER RESPONSIBILITIES OF DIRECTORS

1. Serve on committees, as required.

2. Maintain the strict confidentiality of Company business and information, including, without limitation, the confidentiality of deliberations among Directors and management at Board and committee meetings.

3. Recognize and avoid conflicts of interest in making Company decisions.

4. Comply with all Company policies applicable to Directors.

5. Not permit preferential treatment to insiders on loans or contracts for services or supplies.

6. Annually review the Directors and Officers liability insurance coverage and review all other Company insurance coverages for adequate protection of assets and liability exposure.

7. Periodically review peer bank financial information.

8. Review and approve compensation and employee benefit plans.

VIII. 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.

IX. ATTENDANCE

1. Board members are expected to attend, either in person or by video or teleconference, all Board meetings and meetings of committees on which they serve, to the maximum extent possible. In the event a Director misses 3 consecutive Board and/or committee meetings, or more than 25% of the meetings of the Board and committees on which he or she serves (in the aggregate) in any 12-month period, for reasons other than one or more medical issues or family emergencies, the Committee may recommend that the Director not be re-nominated for election to the Board.

X. DIRECTORS' COMPENSATION

1. Amount recommended from time to time by the Compensation Committee for approval by the Board.

2. Directors are paid monthly. Directors may defer all or a portion of their fees pursuant to a Board approved plan maintained by the Company, if any.

3. Expense reimbursement for Directors' registration, travel, meals, and lodging to attend Board approved seminars, workshops, or conventions.

XI. 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.

XII. SUCCESSION-RELATED POLICIES

1. Retirement Policy. The Company maintains a mandatory retirement policy for Directors. Directors who reach the age of 72 (the "Mandatory Retirement Age") 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 Age policy.

2. Tenure Policy. No Director may serve on the Company Board for more than 15 years, in the aggregate. Notwithstanding the foregoing, and regardless of prior service, each Director who was serving on the Board as of January 1, 2020 may serve for up to an additional 15 years (commencing January 1, 2020), subject in all respects to the Mandatory Retirement Age. To be clear, a Director must retire at the Annual Shareholders Meeting immediately following the earlier to occur of: (A) his or her 15th year of service as a Director of the Company; and (B) the date on which he or she attains age 72 (unless the Board expressly determines otherwise).

XIII. 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.

XIV. LEADERSHIP

1. Chair of the Board. The Board of Directors will elect a Chair of the Board. The Chair shall have the authority to call meetings of the Board of Directors. He or she will preside over the meetings of the Board of Directors and the Annual Meeting of Shareholders. The Chair oversees the Board information that is sent to Board members prior to Board Meetings.

   If the Chair is not an executive of the Company, the Chair shall:

   - set the Board agenda in coordination with the President/CEO, preside over meetings of the independent Directors and facilitate communications between the independent Directors and the CEO;

   - have the authority to call meetings of the independent Directors, set the agendas and preside over the meetings of the independent Directors;

- serve as the liaison between the independent Board members and the CEO and shall share appropriate information concerning issues arising at independent Board Meetings; and

- not have a role in day-to-day Company operations. For avoidance of doubt, officers and employees will report to the CEO, not to the Chair.

2. Lead Independent Director. In the event that the Chair is an executive of the Company or is otherwise not an "independent director," the Board shall elect a Lead Independent Director, who shall be an "independent director" as determined in accordance with Nasdaq Stock Market rules. The Lead Independent Director shall:

    - preside over meetings of the Board in the absence of the executive Chair;

    - preside over meetings of the independent Directors and facilitate communications between the independent Directors and the executive Chair;

    - have the authority to call meetings or executive sessions of the independent Directors, set the agendas and lead the meetings of the independent Directors;

    - serve as the liaison between the independent Board members and the executive Chair and shall share appropriate information concerning issues arising at independent Board Meetings;

    - be available for consultation and direct communication with major shareholders as appropriate;

    - provide input to the executive Chair on agenda items and information requested by members of the Board of Directors; and

    - discharge such other responsibilities as the Board's independent Directors may assign from time to time.

3. Vice Chair. In the event that the Chair is an "independent director," the Board may, at the request of the Chair, elect a Vice Chair, who shall be an "independent director" as determined in accordance with Nasdaq Stock Market rules. The Vice Chair shall assist the Chair in discharging the duties of the Chair, as deemed necessary or appropriate by the Chair, and shall preside over meetings of the Board in the absence of the Chair.

4. Election and Term. The Chair shall be nominated and elected by the Board annually. Nominations for Chair shall be made by Director ballot submitted to the Secretary of the Company, and shall be due by such date as determined by the Committee, reasonably in advance of the annual reorganization meeting. Each Director may nominate one (1) individual for election. In order to be eligible for election, each nominee shall have received no fewer than three (3) nominations (including any self-nomination). The vote shall be held at the annual reorganization meeting, and the nominee receiving the most votes at the annual reorganization meeting shall be elected. In the event that the Chair-elect is not an independent Director, the Board

shall then proceed to elect a Lead Independent Director. In the event that the Chair-elect is an independent Director, and upon the request of the Chair, the Board shall then proceed to elect a Vice Chair.

MID PENN BANCORP, INC. AND SUBSIDIARIES
CODE OF ETHICS

Board Approved: June 25, 2003
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Introduction

The Board of Directors of Mid Penn Bancorp, Inc. (together with its subsidiaries, the "Company") has adopted this Code of Ethics (the "Code") in order to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

All directors, officers and employees are required to be familiar with this Code and related human resources and compliance policies, comply with their provisions and report any suspected violations as described below under *Reporting of Questionable Activity and Violations of the Code of Ethics*.

Heightened Scrutiny of Insiders

The Directors, the CEO, the CFO, and the other employees and individuals designated as "Insiders" of the Company for purposes of the Company's Insider Trading Policy hold a particularly 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 employees, shareholders, customers and members of the communities in which the Company conducts business. The maintenance of extremely high standards of honest, ethical and impartial conduct of such persons is essential to create a culture of integrity, to assure the proper performance of the Company's business and to maintain the trust of its constituents.

General Rules

This Code prescribes certain 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 a professional, honest and 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 or other compliance policies and procedures with which you should be familiar. 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 the Company's Board of Directors, as described below under *Reporting of Questionable Activity and Violations of the Code of Ethics*, 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, Insider Trading Policy, and other compliance policies in effect. If you still have a question or concern regarding any potentially unethical or illegal conduct, please contact the Company's Corporate Compliance Officer as described below or follow the procedures in the Whistleblower Policy located in the Company's Employee Reference Handbook.

- A subsidiary of the Company may be required by rule or regulation to adopt its own code of ethics. In such event, this Code shall be deemed to supplement such other code of ethics. In the event of a conflict between codes, the terms of the code applicable to the subsidiary shall control.

Conflicts of Interest

A "conflict of interest" exists any time you face a choice between what is in your (or a family member's) personal interest (financial or otherwise) and the interest of the Company. These situations are not always easy to avoid, and the identification of potential conflicts of interest requires the exercise of sound judgment and adherence to high standards of integrity.

When a potential 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. If you are an Insider of the Company, determinations regarding the existence of a conflict of interest shall be made by the Board of Directors.

Ownership Interests

Board of Directors approval is required for the Company to do business with a company in which an Insider or a family member of an Insider owns – directly or indirectly – an interest (other than an interest arising from the ownership of securities issued by a SEC reporting company, provided, that such interest does not exceed 5% of the total outstanding voting shares of such company).

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.

You 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. In all instances, the offer or receipt of 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 protect Company assets and ensure 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;
- Make, or ask others to make, a false or misleading entry or report;
- Manipulate, or ask others to manipulate, financial accounts, records or reports;
- Maintain off-the-book accounts; 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 SEC and other public communications made by the Company; and
- Respond honestly and candidly when dealing with the Company's independent and internal auditors, regulators and attorneys.

<u>Use of Bank Facilities, Property and Personnel</u>

From time to time, directors, officers and employees, 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 the 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 one 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 they believe to be excessive, abusive, or causing undue costs to the Company to their supervisor, Corporate Compliance Officer, or through the Company's Whistleblower Hotline.

<u>Prohibition on Hedging and Trading in Derivatives</u>

All members of the Board of Directors, officers and employees (and members of their immediate family who share the same household or are reliant on such person for financial support) are prohibited from day trading or short-selling the Company's securities and from engaging in transactions in any derivative of the Company's securities (other than securities issued under a Company compensation plan), including buying and writing options. For this purpose, "immediate family member" means any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and shall include adoptive relationships.

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 directors, officers and employees 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. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties. As a general rule, you should assume that all information learned in connection with your service with the Company is confidential.

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 (or the other company's) securities, such as stocks or bonds, while in possession of that information or tell others about it before it is made public ("material nonpublic information"), you may have violated the insider trading laws. You should review and become familiar with the Insider Trading Policy and the Employee Reference Handbook regarding trading in the securities of the Company and companies with which the Company does business. It is important to understand that the test for insider trading is whether you were aware of material nonpublic information at the time of the trade, not whether you used the information in deciding to trade.

Generally speaking, material information is the type of news that would affect a reasonable investor's decision on whether or not to trade 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 nonpublic information.

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. If you pass material nonpublic information on to someone who trades in securities related to the information (sometimes referred to as "tipping"), or even if you simply recommend the securities without actually sharing the information, you may be legally liable. Additionally, 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 may be damaging to the Company.

- Pursuant to the Company's Insider Trading Policy, 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 two (2) full trading days following its release to the general public. 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 and Company.

- 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 at least two (2) business days prior to the proposed transaction to ensure that the transaction is permissible.

For a more detailed explanation of what constitutes insider trading, see the Company's Insider Trading Policy.

<u>Bribery, Kickbacks and Other Improper Payments</u>

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 shall not be made by the Company to its Board members, officers or employees, and the Company shall not guarantee any loans made to such persons. Loans may be made to such persons by the Company's banking subsidiaries; provided, that such loans comply with all applicable federal and state laws, statutes and regulations, including, without limitation, Federal Reserve Regulation O.

- 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. The Federal Bank Bribery Law generally prohibits accepting anything of value in connection with bank business.

- Self-dealing or otherwise trading on your position with the Company, or accepting a business opportunity not available to other persons or that is made available because of your position with the Company from someone doing or seeking to do business with the Company, is prohibited.

- The Board may approve of circumstances, on a case by case basis, not specifically identified in this Code, in which a director, officer or employee is permitted to accept something of value in connection with Company business; provided, that such approval is made by the Board upon written request, following full written disclosure of all relevant facts, and is consistent with the Federal Bank Bribery law.

<u>Reporting Standards</u>

As a publicly traded company required to make filings with the SEC and bank regulators, the Company considers full, fair, accurate, and timely reporting of all financial and nonfinancial matters to be of critical importance. Annual and periodic reports to the SEC and other regulatory entities must be comprehensive, timely, and accurate. Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is involved in the Company's disclosure process must:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and

- take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

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 Code. 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

The Company must ensure prompt and consistent action against violations of this Code. 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 involving an Insider will be communicated to the Board of Directors.

Waivers

Each of the Board of Directors (in the case of a violation by a director or executive officer) and the Compliance Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver for a director or an executive officer shall be disclosed as required by SEC and Nasdaq rules.

ACKNOWLEDGEMENT

I, the undersigned, hereby acknowledge that I have received a copy of the Mid Penn Bancorp, Inc. Code of Ethics, as revised January 26, 2022. 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