

**Centric Financial Corporation
4320 Linglestown Road
Harrisburg, Pennsylvania 17112**

April 3, 2020

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Centric Financial Corporation (the “Company”) at the **West Shore Country Club, 100 Brentwater Road, Camp Hill, Pennsylvania on Thursday, May 21, 2020 at 10:00 a.m., local time.** The attached Notice of Annual Meeting and Proxy Statement describe the formal business we expect to act upon at the Annual Meeting. Our directors and officers will be present to respond to any questions shareholders may have.

A Notice of Annual Meeting, Proxy Statement and Proxy are enclosed. It is very important that you be represented at the Annual Meeting regardless of the number of shares you own or whether you are able to attend the meeting in person. Even if you plan to attend the annual meeting, we urge you to mark, sign, and date your proxy card today and return it in the return envelope provided, or register your vote with our transfer agent via the internet. This will not prevent you from voting in person at the annual meeting, but will ensure that your vote is counted if you are unable to attend.

The audited financial statements of the Company, as of December 31, 2019, are included.

We appreciate your continued support of Centric Bank and Centric Financial Corporation and look forward to seeing you at the annual meeting on May 21st.

Very truly yours,



Patricia A. Husic
President & CEO

Notice of Annual Meeting of Shareholders
To be Held May 21, 2020

NOTICE IS HEREBY GIVEN, that the Annual Meeting of Shareholders of Centric Financial Corporation (the “Company”) will be held on Thursday, May 21, 2020 at 10:00 a.m., local time at the West Shore Country Club, 100 Brentwater Road, Camp Hill, Pennsylvania, to consider and take action on the following matters:

1. To elect four (4) Directors to Class B for three-year terms expiring in 2023;
2. To ratify the selection of S.R. Snodgrass, P.C. as the Company’s independent registered public accounting firm for 2020; and
3. To transact such other business as may properly come before the Annual Meeting of Shareholders.

Only shareholders of record at the close of business on February 28, 2020 will be entitled to notice of, and to vote at the meeting. The vote of each shareholder is important. A Proxy Statement and Proxy are enclosed with this mailing. You are encouraged to review this material and complete, sign, date and return the proxy in the enclosed postage-paid envelope prior to the meeting or register your vote with our transfer agent via the internet. When you return the proxy card please indicate whether or not you plan to attend the Annual Meeting of Shareholders.

By Order of the Board of Directors



Kerry A. Pae, Secretary

Harrisburg, Pennsylvania
April 3, 2020

CENTRIC FINANCIAL CORPORATION

PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, MAY 21, 2020

GENERAL INFORMATION

Time and Place of Annual Meeting of Shareholders

This Proxy Statement contains information about the **Annual Meeting of Shareholders of Centric Financial Corporation (the “Company”) to be held Thursday, May 21, 2020 beginning at 10:00 a.m., at the West Shore Country Club, 100 Brentwater Road, Camp Hill, Pennsylvania**, and at any adjournments or postponements of the Annual Meeting. The Proxy Statement was prepared at the direction of the Company’s Board of Directors to solicit your proxy for use at the Annual Meeting. It will be mailed to shareholders on or about April 3, 2020.

VOTING AND PROXY PROCEDURES

Who is entitled to vote?

Shareholders owning Company common stock on February 28, 2020, are entitled to vote at the Annual Meeting of Shareholders or any adjournment or postponement of the Annual Meeting. Each shareholder has one vote per share on all matters to be voted on. Shareholders are not permitted to cumulate their votes in the election of directors. On February 28, 2020 there were 8,769,174 shares of Company common stock outstanding.

Voting by Proxy

The Board of Directors is making this Proxy Statement available to shareholders to request that their shares of Common Stock be represented at the Annual Meeting by the persons named in the proxy card. All proxy cards received by the Annual Meeting will be voted according to the instructions therein. Sign and date each proxy card you receive and return it in the postage-paid envelope provided, or register your vote with our transfer agent via the internet. If you sign your proxy form but do not mark your choices, your shares will be voted as recommended by the Company’s Board of Directors.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

- (i) “FOR” the election of each of the four nominees as Directors to Class B for three-year terms expiring in 2023; and
- (ii) “FOR” ratification of the selection of S.R. Snodgrass, P.C. as the Company’s independent registered public accounting firm for 2020.

The Board of Directors is not aware of any other matters to be presented for action at the Annual Meeting of Shareholders. If any other matter requiring a vote of the shareholders would be properly presented at the Annual Meeting, the proxies will vote according to the directions of the Company's management.

You may revoke your proxy at any time before it is exercised. To do so, you must (1) give written notice of revocation to the Secretary, Centric Financial Corporation, 4320 Linglestown Road, Harrisburg, Pennsylvania 17112, (2) submit another properly signed proxy with a more recent date and give written notice of this fact to the Secretary of the Company, or (3) vote in person at the Annual Meeting of Shareholders after giving written notice to the Secretary of the Company.

What is a quorum?

A "quorum" is the presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the outstanding shares. There must be a quorum for the Annual Meeting to be held. Abstentions are counted for purposes of determining the presence or absence of a quorum, but are not considered as a vote cast under Pennsylvania law. Brokers holding shares in street name for their customers generally are not entitled to vote on certain matters unless they receive voting instructions from their customers. Such shares for which brokers have not received voting instructions from their customers are called "broker non-votes." Under Pennsylvania law, broker non-votes will be counted to determine if a quorum is present with respect to any matter to be voted upon by shareholders at the Annual Meeting only if such shares have been voted at the Annual Meeting on a matter other than a procedural motion.

What vote is required?

The nominees for election as Directors to Class B receiving the highest number of votes will be elected to the Board of Directors. The affirmative vote of a majority of the votes cast is required to ratify the selection of S.R. Snodgrass, P.C. as the Company's independent auditors.

Who will count the vote?

The Judge of Election appointed by the Board of Directors will count the votes cast in person or by proxy at the Annual Meeting.

How are proxies being solicited?

In addition to solicitation by mail, the officers, Directors and employees of Centric Financial Corporation may, without additional compensation, solicit proxies by telephone or personal interview. Brokers and other custodians, nominees and fiduciaries will be requested to forward soliciting material to the beneficial owners of common stock held by such persons and will be reimbursed by the Company for their expenses. The cost of soliciting proxies for the Annual Meeting will be borne by the Company.

BOARD OF DIRECTORS

The Board of Directors of Centric Financial Corporation is divided into three classes, Class A, Class B, and Class C. The classes are staggered to expire at successive Annual Meetings of Shareholders. The successors to the class of Directors whose terms will then expire will be elected to hold office for a term expiring at the third succeeding Annual Meeting of Shareholders and when their successors are duly elected and qualified. Set forth below is certain information relating to the nominees for Class B and the current Directors of Class A and Class C. Each of the Company's Directors also serves as a director of the Company's subsidiary, Centric Bank.

Nominees for Current Class B Directors for a Three-Year Term Expiring in 2023

<u>Name of Director</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director Since</u>
Steven P. Dayton	61	Real Estate Developer RVG Management & Development Co. Harrisburg, PA	2007
Donald E. Enders, Jr. Chairman of the Board	68	President & CEO Colonial Park Realty Company t/a Enders Insurance Associates Harrisburg, PA	2006
Thomas H. Flowers, CPA	51	Managing Partner Flowers & Flowers, LLC, CPA Harrisburg, PA	2007
Nicole Stezar Kaylor, Esquire	41	Member McNees Wallace & Nurick, LLC Harrisburg, PA	2016

Current Class C Directors (Term Expiring in 2021)

<u>Name of Director</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director Since</u>
Frank A. Conte	69	Founding Partner Conte Wealth Advisors, LLC Fort Myers, FL	2007
Patricia A. Husic	55	President & CEO Centric Financial Corporation and Centric Bank Harrisburg, PA	2006
Dr. Jeffrey W. Keiser	66	Dentist Progressive Dental Concepts, LLC Harrisburg, PA	2007
John A. Maher, CPA Vice Chairman	61	Fellow Cambridge University Pompano Beach, FL	2007

Current Class A Director (Term Expiring in 2022)

<u>Name of Director</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director Since</u>
Kerry A. Pae Secretary	66	President & Owner Kerry Pae Auctioneers, Inc. Cody, WY	2006

Board Meetings

During 2019, each of the Directors attended at least 75% of the combined total number of meetings of the Board of Directors and the committees on which they served.

Committees of the Board of Directors

In order to ensure adequate oversight by the Board of Directors, Centric Bank maintains the following seven (7) committees, which are comprised of a combination of Directors and Executive Officers: Audit and Regulatory Compliance Committee; Corporate Governance and Nominating Committee; Enterprise Risk Management Committee; Executive Committee; Executive Loan Committee; Management Evaluation and Compensation Committee; and Strategic Initiatives Committee.

Audit and Regulatory Compliance Committee.

The Audit and Regulatory Compliance Committee was comprised of Directors Maher (chairman), Conte, Dayton and Flowers. The audit committee is responsible for hiring qualified internal and external auditors to provide sufficient audit coverage in all major risk areas of the bank, to enforce adequate internal controls, to judge compliance with policies and procedures, and to enforce compliance with generally accepted accounting principles (GAAP), in order to mitigate losses from fraud or operating deficiencies. The Company believes that all members of this committee qualify as independent directors under the rules of The NASDAQ Stock Market including the specific independence requirements for Audit Committee members. The Committee is required to meet four times annually. Meetings included members of management, internal auditors, as well as the Company's independent auditors, to discuss the results of the annual audit, review internal audits, assess risk areas, and any other matters. The Committee meets in executive session as necessary. The Committee met five times in fiscal year 2019.

Corporate Governance and Nominating Committee

Corporate Governance and Nominating Committee was comprised of Directors Pae (chairman), Enders, Kaylor, and Maher, each of whom is considered independent under the rules of The NASDAQ Stock Market. On at least an annual basis, the Committee will review the status of the Board, to include attendance, engagement and continuing education requirements. The Committee ensures the orderly identification and selection of new directors in the event of an opening on the Board, whether such opening exists by reason of an anticipated retirement, an unanticipated departure, the expansion of the size of the Board, or otherwise. New nominees for director are interviewed and selected by the Committee and recommended to the full Board for approval. The Committee met one time in fiscal year 2019.

Enterprise Risk Management Committee

The Enterprise Risk Management/Asset Liability Management Committee (ALCO) was comprised of Directors Flowers (chairman), Conte, Pae, and Husic. This Committee is responsible for managing and reviewing the Bank's lending and credit policies and procedures; and also directs the Bank's controls necessary to manage the acquisition and allocation of funds while establishing a prudent and comprehensive rate risk management plan for the Bank. The Committee also monitors liquidity and capital positions. The Committee met five times in fiscal year 2019.

Executive Committee

Executive Committee was comprised of Directors Enders (chairman), Dayton, Husic, Maher and Pae. This committee may exercise the authority of the Board in the intervals between the meetings of the Board so far as may be permitted by law. The Committee did not meet during fiscal year 2019.

Executive Loan Committee

Executive Loan Committee was comprised of Directors Dayton (chairman), Enders, Husic, Kaylor, Keiser and Maher. The Executive Loan Committee reviews the underwriting of new loans and renewals above a certain dollar threshold and makes recommendations to approve or require additional information for those loans. The Committee met fifteen times during fiscal year 2019.

Management Evaluation and Compensation Committee.

The Management Evaluation and Compensation Committee was comprised of Directors Keiser (chairman), Enders, Kaylor and Pae, each of whom was considered independent under the rules of The NASDAQ Stock Market. The Committee oversees Executive and Directors compensation, has strategic and administrative responsibility for ensuring that key management employees are compensated effectively and has oversight of all compensation plans, stock incentive plans, employee benefits, and change of control contracts. At the direction of this committee, the Company retains the services of nationally recognized consulting firms to assist in benchmarking compensation for the named executive officers and directors, ensuring compensation stays competitive. The committee obtains and reviews the studies every other year, or as needed. The Committee met four times during fiscal year 2019.

Strategic Initiatives Committee.

The Strategic Initiatives Committee was comprised of Directors Kaylor (chairman), Enders, Maher, Husic and Dayton and meets as necessary. The committee reviews strategic initiatives brought forth via the President & CEO. The Committee did not meet during fiscal year 2019.

Director Compensation

During 2019, each non-employee director of the Company received a fee of \$700 for each Board meeting attended, a fee of \$600 for each meeting of the Executive Loan Committee attended, and a fee of \$500 for attendance at each meeting of other committees. In addition to such meeting fees, the Chairman of the Board received an annual retainer of \$29,000 and all other Directors received an annual retainer of \$18,000. The Chairs of the Audit and Regulatory Compliance and Executive Loan received a retainer of \$2,500. The Chairs of the Enterprise Risk Management and Management Evaluation and Compensation Committees received a retainer of \$2,000. The Chair of the Corporate Governance and Nominating Committee received a retainer of \$1,500.

The Centric Financial Corporation 2017 Stock Incentive Plan (the "2017 Plan") provides for the grant of stock options and restricted stock to officers, designated employees and directors of the Company and its subsidiary, Centric Bank, who are eligible to participate in the 2017 Plan. In accordance with the 2017 Plan, each Non-Employee Director is awarded nonqualified stock options annually on the Annual Automatic Grant Date in May of each year. Each Non-Employee Director received 2,000 nonqualified stock options to purchase shares of common stock on May 10, 2109.

EXECUTIVE OFFICERS

The following table sets forth the executive officers of Centric Financial Corporation and Centric Bank, their ages as of February 28, 2020 and the positions they hold.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Patricia A. Husic	55	President & Chief Executive Officer
Jeffrey W. Myers	55	Senior Executive Vice President, Chief Lending Officer and Asst. Secretary
Sandra J. Schultz	50	Treasurer, Executive Vice President & Chief Financial Officer
William T. McGrath	62	Executive Vice President & Chief Credit Officer
Clair M. Finkenbinder III	49	Executive Vice President, Chief Information Officer & Director of Operations

Centric's executive officers are elected annually and each devotes 100% of his or her working time to the Company.

EXECUTIVE COMPENSATION

The following table summarizes all compensation paid by the Bank for services rendered by the CEO, the CFO and the next highest paid executive officer, as a group, for 2019 and 2018.

<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Stock Awards</u>	<u>All Other Compensation</u>	<u>Total</u>
2019	\$ 826,032	\$ 179,405	\$ 104,513	\$ 166,547	\$ 1,276,497
2018	704,315	310,010	-	105,876	1,120,201

The following table provides the detail for All Other Compensation shown in the above table.

<u>Year</u>	<u>Insurance Premiums</u>	<u>401K and SERP</u>	<u>Other Benefits</u>	<u>All Other Compensation</u>
2019	\$ 6,283	\$ 138,705	\$ 21,559	\$ 166,547
2018	4,143	86,489	15,244	105,876

Employment Agreements with Executive Officers. The Bank has entered into a three-year employment agreement with rolling-term options to renew for additional three-year periods, with Patricia A. Husic, President and Chief Executive Officer. This employment agreement governs the terms and conditions of her service, including compensation, bonuses, benefits, and change in control compensation provisions.

The Bank has entered into a two-year employment agreement with rolling-term options to renew for additional two-year periods, with Jeffrey W. Myers, Senior Executive Vice President and Chief Lending Officer. This employment agreement governs the terms and conditions of his service, including compensation, bonuses, benefits, and change in control compensation provisions.

Change in Control Agreements. The Bank has entered into a change in control agreement with Sandra J. Schultz, Treasurer, Executive Vice President and Chief Financial Officer and Clair M. Finkenbinder III, Executive Vice President, Chief Information Officer and Director of Operations. Upon a termination of employment following a change in control of the Bank, as defined in the agreements, Ms. Schultz and Mr. Finkenbinder would be entitled to receive monetary compensation in the amount set forth in their change of control agreements.

Split Dollar Agreements. Life insurance is provided to Ms. Husic, Mr. Myers, and Ms. Schultz under an endorsement split-dollar arrangement which provides a split-dollar share of death benefits to the executive's beneficiary, depending upon the executive's eligibility to receive payments. The plan is funded with bank-owned life insurance (BOLI) and is used to provide an additional benefit to the executive during his or her employment. Centric Bank will recover its plan costs upon the death of the executive, and the executive's beneficiary will receive a split of the insurance proceeds. Although this benefit does not provide any current remuneration to the executive, it provides Centric Bank with a mechanism to attract, retain and reward highly qualified executives, and also provides incentive for longevity with the Bank.

Supplemental Executive Retirement Plan. A Supplemental Executive Retirement Plan is provided to Ms. Husic and Mr. Myers. Under this non-qualified benefit plan, an employer agrees to pay an individual a future benefit, generally at retirement, as a means to attract and retain valuable individuals by replacing income lost at retirement, due to legislative limits on benefits and compensation. Individuals in this plan have no legal rights to the payment of the benefit beyond those of a general creditor.

Banking Transactions with Management. Centric Bank has had, and may be expected to have in the future, banking transactions in the ordinary course of business with its officers, directors, principal stockholders, their immediate families and affiliated companies, on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with others.

**BENEFICIAL OWNERSHIP OF COMMON STOCK
BY PRINCIPAL SHAREHOLDERS AND MANAGEMENT**

The following table shows, as of February 28, 2020, the number of shares and the percentage, if over 1%, of Centric common stock beneficially owned by each director and executive officer of the Company, each shareholder who owns more than 5% of the outstanding common stock, either on the Company’s records or indirectly as a “beneficial” owner, and all executive officers and directors as a group. We determined beneficial ownership by applying the Regulations of the Securities and Exchange Commission, which state that a person may be credited with the ownership of common stock held, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, in which the person has or shares voting power, which includes the power to vote or to direct the voting of the stock, or investment power, which includes the power to dispose or direct the disposition of the stock, or the right to acquire beneficial ownership within 60 days after February 28, 2020. Unless otherwise indicated, the persons listed own their shares directly.

<u>Name of Shareholder:</u>	<u>Amount and Nature of Beneficial Ownership of Common Stock</u>	<u>Percentage of Common Stock Beneficially Owned ⁽¹⁾</u>
<i>Directors:</i>		
Frank A. Conte	62,162 ⁽²⁾	*
Steven P. Dayton	111,490 ⁽³⁾	1.27%
Donald E. Enders, Jr.	280,179 ⁽⁴⁾	3.20%
Thomas H. Flowers	46,630 ⁽⁵⁾	*
Patricia A. Husic	84,124 ⁽⁶⁾	*
Nicole Stezar Kaylor	20,121 ⁽⁷⁾	*
Jeffrey W. Keiser	119,650 ⁽⁸⁾	1.36%
John A. Maher	126,073 ⁽⁹⁾	1.44%
Kerry A. Pae	63,382 ⁽¹⁰⁾	*
<i>Executive Officers:</i>		
Jeffrey W. Myers	43,513 ⁽¹¹⁾	*
Sandra J. Schultz	13,856 ⁽¹²⁾	*
William T. McGrath	1,590 ⁽¹³⁾	*
Clair M. Finkenbinder III	5,264 ⁽¹⁴⁾	*
<i>Other 5% Shareholder:</i>		
EJF Capital LLC	848,912	9.68%
Banc Fund Co. LLC	796,006	9.08%
All Directors and Executive Officers as a Group (13 in Total)	978,034	11.15%

(1) Percentage calculations based on 8,769,174 shares issued and outstanding as of February 28, 2020, plus shares issuable pursuant to options presently exercisable within 60 days of February 28, 2020.

(2) Includes 1,477 shares held in broker name and 8,183 shares issuable pursuant to stock options presently exercisable.

- (3) Includes 25,420 shares held in a retirement plan for the benefit of Steven P. Dayton and 8,183 shares issuable pursuant to stock options presently exercisable.
- (4) Includes 190,318 shares jointly held, 23,349 shares held by Cocoa Associates LTD, 38,273 shares held by Colonial Park Realty Company, 2,028 shares held in broker name, and 5,535 shares issuable pursuant to stock options presently exercisable.
- (5) Includes 150 shares held in broker name, and 6,197 shares issuable pursuant to stock options presently exercisable.
- (6) Includes 1,666 shares issuable pursuant to stock options presently exercisable, and 18,927 shares pursuant to restricted stock grants with voting rights.
- (7) Includes 14,248 shares held in broker name, and 4,873 shares issuable pursuant to stock options presently exercisable.
- (8) Includes 6,197 shares issuable pursuant to stock options presently exercisable.
- (9) Includes 8,183 shares issuable pursuant to stock options presently exercisable.
- (10) Includes 38,062 shares held in a retirement plan for the benefit of Kerry Pae, and 8,183 shares issuable pursuant to stock options presently exercisable.
- (11) Includes 10,000 shares held in a retirement plan for the benefit of Jeffrey Myers, 9,084 shares issuable pursuant to stock options presently exercisable, and 3,165 shares pursuant to restricted stock grants with voting rights.
- (12) Includes 1,750 shares jointly held, 6,459 shares issuable pursuant to stock options presently exercisable, and 2,907 shares pursuant to restricted stock grants with voting rights.
- (13) Includes 1,590 shares pursuant to restricted stock grants with voting rights
- (14) Includes 5,004 shares pursuant to restricted stock grants with voting rights.

PROPOSAL 1 - ELECTION OF DIRECTORS

Article 3, Section 3.02 of the Company's Bylaws authorizes the number of Directors to be not less than five nor more than seventeen. Within these limits, the Board of Directors may from time to time fix the number of Directors. As of the date of this proxy statement, the Board of Directors consisted of nine Directors.

The Bylaws further provide for three classes of Directors with staggered three-year terms of office. The terms of the classes expire at successive Annual Meetings of Shareholders. In accordance with the Company's Bylaws, the current term of office of Class B Directors will expire at the Annual Meeting of Shareholders to be held in 2020 and when their respective successors are duly elected and qualified.

The Board of Directors is proposing the following nominees for election as Class B Directors at the Annual Meeting, to serve until the 2023 Annual Meeting and until their successors are elected and qualified. The four nominees listed below have consented to serve for a three-year term as a Director, if re-elected.

Steven P. Dayton
Donald E. Enders, Jr.
Thomas H. Flowers
Nicole Stezar Kaylor

The nominees meet the qualifications for a Director under the Company's Bylaws and applicable law.

Although the Company does not anticipate that the nominees above will be unwilling or unable to stand for election, in the event of such an occurrence, proxies may be voted for a substitute designated by the Board of Directors. Further, if a Director should be unavailable to serve for any reason, a majority of the Board of Directors then in office may select someone to

fill the vacancy until the expiration of the term of the class of Directors to which he or she was appointed.

The proxy holders intend to vote their proxies **FOR** the election of the nominees named above, unless you indicate on the proxy that your vote should be withheld from any or all of them.

The Board of Directors recommends that shareholders vote **FOR** the election of the above-named nominees for Class B Directors.

PROPOSAL 2 - RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

The Board of Directors has selected S.R. Snodgrass, P.C. to act as the Company's independent auditors for the year ending December 31, 2020. The Board of Directors proposes that the shareholders ratify this selection.

The Board of Directors recommends that shareholders vote **FOR** the ratification of the selection of S.R. Snodgrass, P.C. as the Company's independent auditors for the year ending December 31, 2020.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Company's independent registered public accounting firm for the years ended December 31, 2019 and 2018 was S.R. Snodgrass, P.C. and is expected to act as the Company's independent auditors for the current year.

Pursuant to its charter, the Audit Committee is responsible for the appointment, compensation, retention and oversight of the Company's independent registered public accounting firm, and ensuring the independence of such firm.

The fees set forth below were paid by the Company to S.R. Snodgrass, P.C. for services rendered in 2019 and 2018:

<i>(In Whole Dollars)</i>	Year Ended December 31,	
	2019	2018
Audit	\$ 89,430	\$ 61,207
Tax	17,140	11,525
All Other	8,912	3,855
Total	<u>\$ 115,482</u>	<u>\$ 76,587</u>

Audit fees include professional services rendered for the audit of the Company's annual financial statements and services normally provided in connection with statutory and regulatory filings, including out-of-pocket expenses. During 2019 and 2018, a HUD compliance audit was requested by the Audit Committee, as well as a HMDA audit in 2019. Tax fees include the

following: preparation of state and federal returns, tax planning matters, and assistance with tax questions and research. All Other fees include consulting fees related to strategic planning during 2019, and a common stock issuance during 2018. The Audit Committee has considered S.R. Snodgrass, P.C.'s provision of non-audit services and determined that such services are compatible with maintaining S.R. Snodgrass, P.C.'s independence.

OTHER BUSINESS

The Board of Directors knows of no matters other than those described in the Notice of Annual Meeting of Shareholders and this Proxy Statement that may properly come before the Annual Meeting of Shareholders. However, if any other matter should be properly presented for consideration and voted at the Annual Meeting of Shareholders or any adjournments or postponements of the Annual Meeting of Shareholders, the persons named as proxy holders will vote the proxies according to the directions of the Company's management.