FARMERS NATIONAL BANC CORP /OH/
Form 10-K
March 07, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2016

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from to

Commission file number 001-35296

Farmers National Banc Corp.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Ohio | 34-1371693 |
| (State or other jurisdiction of<br><br>incorporation or organization) | (I.R.S. Employer<br><br>Identification No.) |
| 20 South Broad Street, Canfield, Ohio | 44406 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: 330-533-3341

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---|---|
| Common Shares, no par value | The NASDAQ Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | |
|---|---|---|
| Large accelerated filer | | Accelerated filer |
| Non-accelerated filer | (Do not check if a smaller reporting company) | Smaller reporting company |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2016, the estimated aggregate market value of the 'registrant's common shares, no par value (the only common equity of the registrant), held by non-affiliates of the registrant was approximately $238.0 million based upon the last sales price as of June 30, 2016 reported on NASDAQ. (The exclusion from such amount of the market value of the common shares owned by any person shall not be deemed an admission by the registrant that such person is an affiliate of the registrant).

As of March 1, 2017, the registrant had outstanding 27,047,664 common shares, no par value.

DOCUMENTS INCORPORATED BY REFERENCE

| Document | Part of Form 10-K into which Document is Incorporated |
|---|---|
| Portions of the registrant's definitive proxy statement for the 2017 Annual Meeting of Shareholders | III |

FARMERS NATIONAL BANC CORP.

ANNUAL REPORT ON FORM 10-K

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016

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PART I

Item 1. Business.

General

Farmers National Banc Corp.

Farmers National Banc Corp. (the "Company," "Farmers," "we," "our" or "us"), is a financial holding company and was organized as a one-bank holding company in 1983 under the laws of the State of Ohio and registered under the Bank Holding Company Act of 1956, as amended (the "BHCA"). Amendments to the BHCA in 1999, allowed for a bank holding company to declare itself a financial holding company and thereby engage in financial activities, including securities underwriting and dealing, insurance agency and underwriting activities, and merchant banking activities. The Company made the declaration to become a financial holding company in 2016. For a bank holding company to be eligible to declare itself a financial holding company, all of the depository institution subsidiaries must be well-capitalized and well-managed and have satisfactory or better ratings under the Community Reinvestment Act. The Company operates principally through its wholly-owned subsidiaries, The Farmers National Bank of Canfield (the "Bank" or "Farmers Bank"), Farmers Trust Company ("Trust" or "Farmers Trust"), National Associates, Inc. ("NAI") and Farmers National Captive, Inc. ("Captive"). Farmers National Insurance, LLC ("Insurance" or "Farmers Insurance") and Farmers of Canfield Investment Co. ("Investments or "Farmers Investments") are wholly-owned subsidiaries of the Bank. The Company and its subsidiaries operate in the domestic banking, trust, retirement consulting, insurance and financial management industries.

The Company's principal business consists of owning and supervising its subsidiaries. Although Farmers' directs the overall policies of its subsidiaries, including lending practices and financial resources, most day-to-day affairs are managed by their respective officers. Farmers and its subsidiaries had 441 full-time equivalent employees at December 31, 2016.

The Company's principal executive offices are located at 20 South Broad Street, Canfield, Ohio 44406, and its telephone number is (330) 533-3341. Farmers' common shares, no par value, are listed on the NASDAQ Capital Market (the "NASDAQ") under the symbol "FMNB." Farmers' business activities are managed and financial performance is primarily aggregated and reported in three lines of business, the Bank segment, the Trust segment and the Retirement Planning/Consulting segment. For a discussion of Farmers' financial performance for the fiscal year ended December 31, 2016, see the Consolidated Financial Statements and Notes to the Consolidated Financial Statements found in Item 8 of this Annual Report on Form 10-K.

The Farmers National Bank of Canfield

During 2015, the Company acquired all outstanding stock of National Bancshares Corporation ("NBOH"), the parent company of First National Bank of Orrville ("First National Bank") and Tri-State 1stBanc, Inc. ("Tri-State"), the parent company of 1st National Community Bank ("FNCB"). Additional discussion about the acquisitions can be found in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. The Bank is a full-service national banking association engaged in commercial and retail banking mainly in Mahoning, Trumbull, Columbiana, Wayne, Medina and Stark Counties in Ohio and two locations in Beaver County, Pennsylvania. The Bank's commercial and retail banking services include checking accounts, savings accounts, time deposit accounts, commercial, mortgage and installment loans, home equity loans, home equity lines of credit, night depository, safe deposit boxes, money orders, bank checks, automated teller machines, internet banking, travel cards, "E" Bond

transactions, MasterCard and Visa credit cards, brokerage services and other miscellaneous services normally offered by commercial banks.

A discussion of the general development of the Bank's business and information regarding its financial performance throughout 2016, is discussed in Item 7, Management Discussion and Analysis of Financial Condition and Results of Operations of this Annual Report on Form 10-K.

The Bank faces significant competition in offering financial services to customers. Ohio has a high density of financial service providers, many of which are significantly larger institutions that have greater financial resources than the Bank, and all of which are competitors to varying degrees. Competition for loans comes principally from

savings banks, savings and loan associations, commercial banks, mortgage banking companies, credit unions, insurance companies and other financial service companies. The most direct competition for deposits has historically come from savings and loan associations, savings banks, commercial banks and credit unions. Additional competition for deposits comes from non-depository competitors such as the mutual fund industry, securities and brokerage firms and insurance companies.

Farmers Trust Company

During 2009, the Company acquired the Farmers Trust Company which offers a full complement of personal and corporate trust services in the areas of estate settlement, trust administration and employee benefit plans. Farmers Trust operates three offices located in Boardman, Canton and Howland, Ohio.

National Associates, Inc.

National Associates, Inc. of Cleveland, Ohio has been a part of the Company since the 2013 acquisition. The acquisition was part of the Company's plan to increase the levels of noninterest income and to complement the existing retirement services that were already being offered through the Trust company. NAI operates from its office located in Rocky River, Ohio.

Farmers National Captive, Inc.

Farmers National Captive, Inc. was formed during 2016 and is a wholly-owned insurance subsidiary of the Company that provides property and casualty insurance coverage to the Company and its subsidiaries. The Captive pools resources with thirteen other similar insurance company subsidiaries of financial institutions to spread a limited amount of risk among themselves and to provide insurance where not currently available or economically feasible in today's insurance market place. The Captive does not account for a material portion of the revenue and, therefore, will not be discussed individually, but as part of the Company.

Farmers National Insurance, LLC

Farmers Insurance was formed during 2009 and offers a variety of insurance products through licensed representatives. During 2016 the Bank completed the acquisition of the Bowers Insurance Agency, Inc. ("Bowers"). The transaction involved both cash and stock. All activity has been merged into Insurance. Farmers Insurance is a subsidiary of Farmers Bank and does not account for a material portion of the revenue and, therefore, will not be discussed individually, but as part of the Bank.

Farmers of Canfield Investment Company

Farmers of Canfield Investment Company was formed during 2014, with the primary purpose of investing in municipal securities. Farmers Investments is a subsidiary of Farmers Bank and does not account for a material portion of the revenue and, therefore, will not be discussed individually, but as part of the Bank.

Investor Relations

The Company maintains an Internet site at http://www.farmersbankgroup.com, which contains an Investor Relations section that provides access to the Company's filings with the Securities and Exchange Commission (the "Commission"). Farmers makes available free of charge on or through its website the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such documents filed or furnished pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") as soon as reasonably

practicable after the Company has filed these documents with the Commission. In addition, the Company's filings with the Commission may be read and copied at the Commission's Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. These filings are also available on the Commission's web-site at http://www.sec.gov free of charge as soon as reasonably practicable after the Company has filed the above referenced reports.

Supervision and Regulation

Introduction

The Company and its subsidiaries are subject to extensive regulation by federal and state regulatory agencies. The regulation of financial holding companies and their subsidiaries is intended primarily for the protection of consumers, depositors, borrowers, the Deposit Insurance Fund and the banking system as a whole and not for the protection of shareholders. This intensive regulatory environment, among other things, may restrict the Company's ability to diversify into certain areas of financial services, acquire depository institutions in certain markets or pay dividends on its common shares. It also may require the Company to provide financial support to its banking and other subsidiaries, maintain capital balances in excess of those desired by management and pay higher deposit insurance premiums as a result of the deterioration in the financial condition of depository institutions in general.

Significant aspects of the laws and regulations that have, or could have a material impact on Farmers and its subsidiaries are described below. These descriptions are qualified in their entirety by reference to the full text of the applicable statutes, legislation, regulations and policies, as they may be amended or revised by the U.S. Congress or state legislatures and federal or state regulatory agencies, as the case may be. Changes in these statutes, legislation, regulations and policies may have a material adverse effect on the Company and its business, financial condition or results of operations.

Regulatory Agencies

Financial Holding Company. Farmers elected to be a financial holding company. A bank holding company may elect to become a financial holding company if each of its subsidiary banks is well capitalized under the prompt corrective action regulations of the FDIC, is well managed, and has at least a satisfactory rating under the Community Reinvestment Act of 1977 (the "CRA"). Financial holding companies may engage in activities that are financial in nature, including affiliating with securities firms and insurance companies, which are not otherwise permissible for a bank holding company.

As a financial holding company, Farmers is subject to regulation under the BHCA and to inspection, examination and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"). The Federal Reserve Board has extensive enforcement authority over financial and bank holding companies and may initiate enforcement actions for violations of laws and regulations and unsafe or unsound practices. The Federal Reserve Board may assess civil money penalties, issue cease and desist or removal orders and may require that a bank holding company divest subsidiaries, including subsidiary banks. Farmers is also required to file reports and other information with the Federal Reserve Board regarding its business operations and those of its subsidiaries.

Subsidiary Bank. The Bank is subject to regulation and examination primarily by the Office of the Comptroller of the Currency (the "OCC") and secondarily by the Federal Deposit Insurance Corporation (the "FDIC"). OCC regulations govern permissible activities, capital requirements, dividend limitations, investments, loans and other matters. The OCC has extensive enforcement authority over Farmers Bank and may impose sanctions on Farmers Bank and, under certain circumstances, may place Farmers Bank into receivership.

Farmers Bank is also subject to certain restrictions imposed by the Federal Reserve Act and Federal Reserve Board regulations regarding such matters as the maintenance of reserves against deposits, extensions of credit to Farmers or any of its subsidiaries, investments in the stock or other securities of Farmers or its subsidiaries and the taking of such stock or securities as collateral for loans to any borrower.

Non-Banking Subsidiaries. Farmers' non-banking subsidiaries are also subject to regulation by the Federal Reserve Board and other applicable federal and state agencies. In particular, Farmers National Insurance is subject to regulation by the Ohio Department of Insurance, which requires, amongst other things, the education and licensing of agencies and individual agents and imposes business conduct rules.

Securities and Exchange Commission and The NASDAQ Stock Market LLC. The Company is also under the regulation and supervision of the Commission and certain state securities commissions for matters relating to the

offering and sale of its securities. The Company is subject to disclosure and regulatory requirements of the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act, and the regulations promulgated thereunder. Farmers common shares are listed on the NASDAQ under the symbol "FMNB" and the Company is subject to the rules for NASDAQ listed companies.

Federal Home Loan Bank. Farmers Bank is a member of the Federal Home Loan Bank of Cincinnati (the "FHLB"), which provides credit to its members in the form of advances. As a member of the FHLB, the Bank must maintain an investment in the capital stock of the FHLB in a specified amount. Upon the origination or renewal of a loan or advance, the FHLB is required by law to obtain and maintain a security interest in certain types of collateral. The FHLB is required to establish standards of community investment or service that its members must maintain for continued access to long-term advances from the FHLB. The standards take into account a member's performance under the CRA and its record of lending to first-time home buyers.

The Federal Deposit Insurance Corporation. The FDIC is an independent federal agency that insures the deposits, up to prescribed statutory limits, of federally-insured banks and savings associations and safeguards the safety and soundness of the financial institution industry. The Bank's deposits are insured up to applicable limits by the Deposit Insurance Fund of the FDIC and subject to deposit insurance assessments to maintain the Deposit Insurance Fund.

The FDIC may terminate insurance coverage upon a finding that an insured depository institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition, or has violated any applicable law, regulation, rule, order or condition enacted or imposed by the institution's regulatory agency.

Dodd-Frank Act - Basel III

In July 2013, the Federal banking regulators approved a final rule to implement the revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and to address relevant provisions of the Dodd-Frank Act. The final rule strengthens the definition of regulatory capital, increases risk-based capital requirements, makes selected changes to the calculation of risk-weighted assets and adjusts the prompt corrective action thresholds. Community banking organizations, such as the Company and the Bank, became subject to the new rule on January 1, 2015 and certain provisions of the new rule will be phased in over the period of 2015 through 2019.

The final rule:

- Permits banking organizations that had less than $15 billion in total consolidated assets as of December 31, 2009 to include in Tier 1 capital trust preferred securities and cumulative perpetual preferred stock that were issued and included in Tier 1 capital prior to May 19, 2010, subject to a limit of 25% of Tier 1 capital elements, excluding any non-qualifying capital instruments and after all regulatory capital deductions and adjustments have been applied to Tier 1 capital.
- Establishes new qualifying criteria for regulatory capital, including new limitations on the inclusion of deferred tax assets and mortgage servicing rights.
- Requires a minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5%.
- Increases the minimum Tier 1 capital to risk-weighted assets ratio requirement from 4% to 6%.
- Retains the minimum total capital to risk-weighted assets ratio requirement of 8%.
- Establishes a minimum leverage ratio requirement of 4%.
- Retains the existing regulatory capital framework for 1-4 family residential mortgage exposures.
-

Permits banking organizations that are not subject to the advanced approaches rule, such as the Company and the Bank, to retain, through a one-time election, the existing treatment for most accumulated other comprehensive income, such that unrealized gains and losses on securities available for sale will not affect regulatory capital amounts and ratios.

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- Implements a new capital conservation buffer requirement for a banking organization to maintain a common equity capital ratio more than 2.5% above the minimum common equity Tier 1 capital, Tier 1 capital and total risk-based capital ratios in order to avoid limitations on capital distributions, including dividend payments, and certain discretionary bonus payments. The capital conservation buffer requirement will be phased in beginning on January 1, 2016 at 0.625% and will be fully phased in at 2.50% by January 1, 2019. A banking organization with a buffer of less than the required amount would be subject to increasingly stringent limitations on such distributions and payments as the buffer approaches zero. The new rule also generally prohibits a banking organization from making such distributions or payments during any quarter if its eligible retained income is negative and its capital conservation buffer ratio was 2.5% or less at the end of the previous quarter. The eligible retained income of a banking organization is defined as its net income for the four calendar quarters preceding the current calendar quarter, based on the organization's quarterly regulatory reports, net of any distributions and associated tax effects not already reflected in net income.
- Increases capital requirements for past-due loans, high volatility commercial real estate exposures and certain short-term commitments and securitization exposures.
- Expands the recognition of collateral and guarantors in determining risk-weighted assets.
- Removes references to credit ratings consistent with the Dodd Frank Act and establishes due diligence requirements for securitization exposures.

Various legislation affecting financial institutions and the financial industry will likely continue to be introduced in Congress, and such legislation may further change banking statutes and the operating environment of the Company in substantial and unpredictable ways, and could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance depending upon whether any of this potential legislation will be enacted, and if enacted, the effect that it or any implementing regulations, would have on the financial condition or results of operations of the Company or any of its subsidiaries.

Also, such statutes, regulations and policies are continually under review by Congress and state legislatures and federal and state regulatory agencies and are subject to change at any time, particularly in the current economic and regulatory environment. Any such change in statutes, regulations or regulatory policies applicable to the Company could have a material effect on the business of the Company.

Financial Holding Company Regulation

As a financial holding company, Farmers' activities are subject to extensive regulation by the Federal Reserve Board under the BHCA. Generally, in addition to the BHCA limits of banking, managing or controlling banks and other activities that the Federal Reserve Board has determined to be closely related to banking, financial holding company activities may include securities underwriting and dealing, insurance agency and underwriting activities and merchant banking activities. Under Federal Reserve Board policy, a financial holding company is expected to serve as a source of financial and managerial strength to each subsidiary and to commit resources to support those subsidiaries. Under this policy, the Federal Reserve Board may require the company to contribute additional capital to an undercapitalized subsidiary and may disapprove of the payment of dividends to the holding company's shareholders if the Federal Reserve Board believes the payment of such dividends would be an unsafe or unsound practice. The Dodd-Frank Act codified this policy as a statutory requirement.

The BHCA requires prior approval by the Federal Reserve Board for a bank holding company to directly or indirectly acquire more than a 5.0% voting interest in any bank or its parent holding company. Factors taken into consideration in making such a determination include the effect of the acquisition on competition, the public benefits expected to be received from the acquisition, the projected capital ratios and levels on a post-acquisition basis and the acquiring institution's record of addressing the credit needs of the communities it serves.

The BHCA also governs interstate banking and restricts Farmers' nonbanking activities to those determined by the Federal Reserve Board to be financial in nature, or incidental or complementary to such financial activity, without regard to territorial restrictions. Transactions among the Bank and its affiliates are also subject to certain

limitations and restrictions of the Federal Reserve Board, as described more fully under the caption "Dividends and Transactions with Affiliates" in this Item 1.

The Gramm-Leach-Bliley Act of 1999 permits a qualifying bank holding company to elect to become a financial holding company and thereby affiliate with securities firms and insurance companies and engage in other activities that are financial in nature and not otherwise permissible for a bank holding company. Farmers elected to become a financial holding company during 2016.

Regulation of Nationally-Chartered Banks

As a national banking association, Farmers Bank is subject to regulation under the National Banking Act and is periodically examined by the OCC. OCC regulations govern permissible activities, capital requirements, dividend limitations, investments, loans and other matters. Furthermore, Farmers Bank is subject, as a member bank, to certain rules and regulations of the Federal Reserve Board, many of which restrict activities and prescribe documentation to protect consumers. Under the Bank Merger Act, the prior approval of the OCC is required for a national bank to merge with, or purchase the assets or assume the deposits of, another bank. In reviewing applications to approve merger and other acquisition transactions, the OCC and other bank regulatory authorities may include among their considerations the competitive effect and public benefits of the transactions, the capital position of the combined organization, the applicant's performance under the CRA and fair housing laws, and the effectiveness of the entities in restricting money laundering activities. In addition, the establishment of branches by Farmers Bank is subject to the prior approval of the OCC. The OCC has the authority to impose sanctions on the Bank and, under certain circumstances, may place Farmers Bank into receivership.

The Bank is also an insured institution as a member of the Deposit Insurance Fund. As a result, it is subject to regulation and deposit insurance assessments by the FDIC.

Dividends and Transactions with Affiliates

The Company is a legal entity separate and distinct from the Bank and its other subsidiaries. The Company's principal source of funds to pay dividends on its common shares and service its debt is dividends from Farmers Bank and its other subsidiaries. Various federal and state statutory provisions and regulations limit the amount of dividends that Farmers Bank may pay to Farmers without regulatory approval. Farmers Bank generally may not, without prior regulatory approval, pay a dividend in an amount greater than its undivided profits after deducting statutory bad debt in excess of the Bank's allowance for loan losses. In addition, prior approval of the OCC is required for the payment of a dividend if the total of all dividends declared in a calendar year would exceed the total of Farmers Bank's net income for the year combined with its retained net income for the two preceding years.

In addition, Farmers and Farmers Bank are subject to other regulatory policies and requirements relating to the payment of dividends, including requirements to maintain adequate capital above regulatory minimums. The federal banking agencies are authorized to determine under certain circumstances that the payment of dividends would be an unsafe or unsound practice and to prohibit payment thereof. The federal banking agencies have stated that paying dividends that deplete a bank's capital base to an inadequate level would be an unsafe and unsound banking practice and that banking organizations should generally pay dividends only out of current operating earnings. In addition, in the current financial and economic environment, the Federal Reserve Board has indicated that financial holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable levels, unless both asset quality and capital are very strong. Thus, the ability of Farmers to pay dividends in the future is currently influenced, and could be further influenced, by bank regulatory policies and capital guidelines.

The Bank is subject to restrictions under federal law that limit the transfer of funds or other items of value to the Company and its nonbanking subsidiaries and affiliates, whether in the form of loans and other extensions of credit, investments and asset purchases or other transactions involving the transfer of value from a subsidiary to an affiliate or for the benefit of an affiliate. These regulations limit the types and amounts of transactions (including loans due and extensions of credit) that may take place and generally require those transactions to be on an arm's-length basis. In general, these regulations require that any "covered transaction" by Farmers Bank with an affiliate must be secured by designated amounts of specified collateral and must be limited, as to any one of Farmers or its

non-bank subsidiaries, to 10% of Farmers Bank's capital stock and surplus, and, as to Farmers and all such non-bank subsidiaries in the aggregate, to 20% of Farmers Bank's capital stock and surplus. The Dodd-Frank Act significantly expanded the coverage and scope of the limitations on affiliate transactions within a banking organization including, for example, the requirement that the 10% capital limit on covered transactions apply to financial subsidiaries. "Covered transactions" are defined by statute to include a loan or extension of credit, as well as a purchase of securities issued by an affiliate, a purchase of assets (unless otherwise exempted by the Federal Reserve Board) from the affiliate, certain derivative transactions that create a credit exposure to an affiliate, the acceptance of securities issued by the affiliate as collateral for a loan and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

Capital loans from the Company to the Bank are subordinate in right of payment to deposits and certain other indebtedness of the Bank. In the event of Farmers' bankruptcy, any commitment by Farmers to a federal bank regulatory agency to maintain the capital of Farmers Bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

The Federal Deposit Insurance Act of 1950, as amended, provides that, in the event of the "liquidation or other resolution" of an insured depository institution such as the Bank, the insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, nondeposit creditors, including the Company, with respect to any extensions of credit they have made to such insured depository institution.

Capital Adequacy

Both Farmers and Farmers Bank are subject to risk-based capital requirements imposed by their respective primary federal banking regulator. The Federal Reserve Bank monitors the capital adequacy of Farmers and the FDIC monitors the capital adequacy of Farmers Bank. The revised risk-based capital requirements applicable to bank holding companies and insured depository institutions, including the Company and the Bank, to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision ("Basel III") became effective for the Company and the Bank on January 1, 2015. The Basel III Rules require the maintenance of minimum amounts and ratios of common equity tier 1 capital, tier 1 capital and total capital to risk-weighted assets, and of tier 1 capital to adjusted quarterly average assets.

Under the Basel III Rules, common equity tier 1 capital consists of common stock and paid-in capital (net of treasury stock) and retained earnings. Common equity tier 1 capital is reduced by goodwill, certain intangible assets, net of associated deferred tax liabilities, deferred tax assets that arise from tax credit and net operating loss carryforwards, net of any valuation allowance, and certain other items as specified by the Basel III Rules.

Tier 1 capital includes common equity tier 1 capital and certain additional tier 1 items as provided under the Basel III Rules.

Basel III Rules allow for insured depository institutions to make a one-time election not to include most elements of accumulated other comprehensive income in regulatory capital and instead effectively use the existing treatment under the general risk-based capital rules. The Company and Bank made this opt-out election in the first quarter of 2015 to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of our investment securities portfolio.

The Basel III Rules also changed the risk-weights of assets in an effort to better reflect credit risk and other risk exposures. These include a 150% risk weight (up from 100%) for certain high volatility commercial real estate acquisition, development and construction loans and the unsecured portion of non-residential mortgage loans that are 90 days past due or otherwise on nonaccrual status; a 20% (up from 0%) credit conversion factor for the unused

portion of a commitment with an original maturity of one year or less that is not unconditionally cancellable; a 250% risk weight (up from 100%) for mortgage servicing rights and deferred tax assets that are not deducted from capital; and increased risk weights (from 0% to up to 600%) for equity exposures.

The Basel III Rules limit capital distributions and certain discretionary bonus payments if the banking organization does not hold a “capital conservation buffer” consisting of 2.5% of common equity tier 1 capital, tier 1

capital and total capital to risk-weighted assets in addition to the amount necessary to meet minimum risk-based capital requirements. The capital conservation buffer began being phased in on January 1, 2016, at 0.625% of risk-weighted assets, increasing each year by that amount until fully implemented at 2.5% on January 1, 2019. When fully phased in on January 1, 2019, the Basel III Rules will require the Company and Bank to maintain (i) a minimum ratio of common equity tier 1 capital to risk-weighted assets of at least 4.5%, plus a 2.5% capital conservation buffer, which effectively results in a minimum ratio of 7.0% upon full implementation, (ii) a minimum ratio of tier 1 capital to risk-weighted assets of at least 6.0%, plus a 2.5% capital conservation buffer, which effectively results in a minimum ratio of 8.50% upon full implementation, (iii) a minimum ratio of total capital to risk-weighted assets of at least 8.0%, plus a 2.5% capital conservation buffer, which effectively results in a minimum ratio of 10.5% upon full implementation and (iv) a minimum leverage ratio of 4.0%.

Prior to January 1, 2015, federal regulatory agencies required the Company and Bank to maintain minimum tier 1 and total capital to risk-weighted assets of 4.0% and 8.0%, respectively, and tier 1 capital to average assets (tier 1 leverage ratio) of at least 4.0%. In order to be considered well capitalized under the rules in effect prior to January 1, 2015, the Company had to maintain tier 1 and total capital to risk-weighted assets of 6.0% and 10.0%, respectively, and a leverage ratio of 5.0%. Tier 1 capital consisted of common equity, retained earnings, certain types of preferred stock, qualifying minority interest and trust preferred securities, subject to limitations, and excluded goodwill and various intangible assets.

When fully phased in on January 1, 2019, Basel III will require banks to maintain: (i) as a newly adopted international standard, a minimum ratio of Common Equity Tier 1 (“CET1”) to risk-weighted assets of 4.5%, plus a 2.5% capital conservation buffer (the “CCB”) (which is added to the 4.5% CET1 ratio as that buffer is phased in, which will effectively result in a minimum ratio of CET1 to risk-weighted assets of 7.0%); (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of 6.0%, plus the CCB (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% on full implementation); (iii) a minimum ratio of Total (Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0%, plus the CCB (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation); and (iv) as a newly adopted international standard, a minimum leverage ratio of 3.0%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter).

The Basel III final framework provides for a number of new deductions from and adjustments to CET1, including the deduction of mortgage servicing rights, deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities if any one such category exceeds 10.0% of CET1 or if all such categories in the aggregate exceed 15.0% of CET1.

The following is a summary of the other major changes from the current general risk-based capital rule:

- replacement of the external credit ratings approach to standards of creditworthiness with a simplified supervisory formula approach;
- stricter limitations on the extent to which mortgage servicing assets, deferred tax assets and significant investments in unconsolidated financial institutions may be included in common equity tier 1 capital and the risk weight to be assigned to any amounts of such assets not deducted; and
- increased risk weights for past-due loans, certain commercial real estate loans and some equity exposures, and selected other changes in risk weights and credit conversion factors.

Notwithstanding its release of the Basel III framework as a final framework, the Basel Committee is considering further amendments to Basel III, including imposition of additional capital surcharges on globally systemically important financial institutions. In addition to Basel III, the Dodd-Frank Act requires or permits federal banking agencies to adopt regulations affecting capital requirements in a number of respects, including potentially more

stringent capital requirements for systemically important financial institutions.  Accordingly, the regulations ultimately applicable to the Company may differ substantially from the currently published final Basel III framework.  Requirements of higher capital levels or higher levels of liquid assets could adversely impact the Company's net income and return on equity.

Volcker Rule

In December 2013, five federal agencies adopted a final regulation implementing the Volcker Rule provision of the Dodd-Frank Act (the "Volcker Rule"). The Volcker Rule places limits on the trading activity of insured depository institutions and entities affiliated with a depository institution, subject to certain exceptions. The trading activity includes a purchase or sale as principal of a security, derivative, commodity future or option on any such instrument in order to benefit from short-term price movements or to realize short-term profits. The Volcker Rule exempts specified U.S. Government, agency and/or municipal obligations, and it exempts trading conducted in certain capacities, including as a broker or other agent, through a deferred compensation or pension plan, as a fiduciary on behalf of customers, to satisfy a debt previously contracted, repurchase and securities lending agreements and risk-mitigating hedging activities.

The Volcker Rule also prohibits a banking entity from having an ownership interest in, or certain relationships with, a hedge fund or private equity fund, with a number of exceptions.

The Bank does not engage in any of the trading activities or own any of the types of funds prohibited by the Volcker Rule.

Prompt Corrective Action

The federal banking agencies have established a system of prompt corrective action to resolve certain of the problems of undercapitalized institutions. This system is based on five capital level categories for insured depository institutions: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” and “critically undercapitalized.”

The federal banking agencies may (or in some cases must) take certain supervisory actions depending upon a bank’s capital level. For example, the banking agencies must appoint a receiver or conservator for a bank within 90 days after it becomes “critically undercapitalized” unless the bank’s primary regulator determines, with the concurrence of the FDIC, that other action would better achieve regulatory purposes. Banking operations otherwise may be significantly affected depending on a bank’s capital category. For example, a bank that is not “well capitalized” generally is prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market, and the holding company of any undercapitalized depository institution must guarantee, in part, specific aspects of the bank’s capital plan for the plan to be acceptable.

Federal law permits the OCC to order the pro rata assessment of shareholders of a national bank whose capital stock has become impaired, by losses or otherwise, to relieve a deficiency in such national bank’s capital stock. This statute also provides for the enforcement of any such pro rata assessment of shareholders of such national bank to cover such impairment of capital stock by sale, to the extent necessary, of the capital stock owned by any assessed shareholder failing to pay the assessment. As the sole shareholder of Farmers Bank, the Company is subject to such provisions.

Deposit Insurance

Substantially all of the deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund of the FDIC, and Farmers Bank is assessed deposit insurance premiums to maintain the Deposit Insurance Fund. The general insurance limit is $250,000 per separately insured depositor. This insurance is backed by the full faith and credit of the United States Government. Insurance premiums for each insured institution are determined based upon the institution’s capital level and supervisory rating provided to the FDIC by the institution’s primary federal regulator and other information deemed by the FDIC to be relevant to the risk posed to the Deposit Insurance Fund by the institution. The assessment rate is then applied to the amount of the institution’s deposits to determine the institution’s

insurance premium.

The FDIC assesses a quarterly deposit insurance premiums on each insured institution based on risk characteristics of the institution and may also impose special assessments in emergency situations. The premiums fund the Deposit Insurance Fund ("DIF"). Pursuant to the Dodd-Frank Act, the FDIC has established 2.0% as the designated reserve ratio ("DRR"), which is the amount in the DIF as a percentage of all DIF insured deposits. In

March 2016, the FDIC adopted final rules designed to meet the statutory minimum DRR of 1.35% by September 30, 2010, the deadline imposed by the Dodd-Frank Act.  The Dodd-Frank Act requires the FDIC to offset the effect on institutions with assets of less than $10 billion of the increase in the statutory minimum DRR to 1.35% from the former statutory minimum of 1.15%.  Although the FDIC's new rules reduced assessment rates on all banks, they imposed a surcharge on banks with assets of $10 billion or more to be paid until the DRR reaches 1.35%.  The rules also provide assessment credits to banks with assets of less than $1 billion for the portion of their assessments that contribute to the increase of the DRR to 1.35%.  The rules further changed the method of determining risk-based assessment rates for established banks with less than $10 billion in assets to better ensure that banks taking on greater risks pay more for deposit insurance than banks that take on less risk.

In addition, all FDIC-insured institutions are required to pay assessments to fund interest payments on bonds issued by the Financing Corporation, which was established by the government to recapitalize a predecessor to the DIF.  These assessments will continue until the Financing Corporation bonds mature in 2019.

As insurer, the FDIC is authorized to conduct examinations of and to require reporting by federally-insured institutions.  It also may prohibit any federally-insured institution from engaging in any activity the FDIC determines by regulation or order to pose a serious threat to the Deposit Insurance Fund.  The FDIC also has the authority to take enforcement actions against insured institutions.  Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged or is engaging in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC or written agreement entered into with the FDIC.  The management of the Bank does not know of any practice, condition or violation that might lead to termination of deposit insurance.

Fiscal and Monetary Policies

The Company’s business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies.  The Company is particularly affected by the policies of the Federal Reserve Board, which regulates the supply of money and credit in the United States in order to influence general economic conditions, primarily through open market operations in U.S. government securities, changes in the discount rate on bank borrowings and changes in the reserve requirements against depository institutions’ deposits.  These policies and regulations significantly affect the overall growth and distribution of loans, investments and deposits, as well as interest rates charged on loans and paid on deposits.

The monetary policies of the Federal Reserve board have had a significant effect on operations and results of financial institutions in the past and are expected to have significant effects in the future.  In view of the changing conditions in the economy, the money markets and activities of monetary and fiscal authorities, Farmers can make no predictions as to future changes in interest rates, credit availability or deposit levels.

Community Reinvestment Act

The CRA requires depository institutions to assist in meeting the credit needs of their market areas consistent with safe and sound banking practice.  Under the CRA, each depository institution is required to help meet the credit needs of its market areas by, among other things, providing credit to low and moderate-income individuals and communities.  Depository institutions are periodically examined for compliance with the CRA and are assigned ratings.  In order for a bank holding company to commence any new activity permitted by the BHCA, or to acquire any company engaged in any new activity permitted by the BHCA, each insured depository institution subsidiary of the bank holding company must have received a rating of at least “satisfactory” in its most recent examination under the CRA.  Furthermore, banking regulators take into account CRA ratings when considering approval of a proposed transaction.  Farmers received a rating of “satisfactory” in its most recent CRA examination.

Customer Privacy

Farmers Bank is subject to regulations limiting the ability of financial institutions to disclose non-public information about consumers to nonaffiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow customers to prevent disclosure of certain personal information to a

nonaffiliated third party. These regulations affect how consumer information is transmitted and conveyed to outside vendors.

Anti-Money Laundering and the USA Patriot Act

The Uniting and Strengthening of America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "USA Patriot Act") and its related regulations require insured depository institutions, broker-dealers and certain other financial institutions to have policies, procedures and controls to detect, prevent, and report money laundering and terrorist financing. The USA Patriot Act and its regulations also provide for information sharing, subject to conditions, between federal law enforcement agencies and financial institutions, as well as among financial institutions, for counter-terrorism purposes. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution. In addition, federal banking agencies are required, when reviewing bank holding company acquisition and bank merger applications, to take into account the effectiveness of the anti-money laundering policies, procedures and controls of the applicants.

Corporate Governance

The Sarbanes-Oxley Act of 2002 effected broad reforms to areas of corporate governance and financial reporting for public companies under the jurisdiction of the Commission. The Company's corporate governance policies include an Audit Committee Charter, a Compensation Committee Charter, Corporate Governance and Nominating Committee Charter and Code of Business Conduct and Ethics. The Board of Directors reviews the Company's corporate governance practices on a continuing basis. These and other corporate governance policies have been provided previously to shareholders and are available, along with other information on Farmers' corporate governance practices, on the Company's website at www.farmersbankgroup.com.

As directed by Section 302(a) of the Sarbanes-Oxley Act, the Company's chief executive officer and chief financial officer are each required to certify that the Company's Quarterly and Annual Reports do not contain any untrue statement of a material fact. The rules have several requirements, including having these officers certify that: they are responsible for establishing, maintaining and regularly evaluating the effectiveness of the Company's internal controls, they have made certain disclosures about the Company's internal controls to its auditors and the audit committee of the Board of Directors and they have included information in the Company's Quarterly and Annual Reports about their evaluation and whether there have been significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the evaluation.

Executive and Incentive Compensation

In June 2010, the Federal Reserve Board, OCC and FDIC issued joint interagency guidance on incentive compensation policies (the "Joint Guidance") intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. This principles-based guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should: (i) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks; (ii) be compatible with effective internal controls and risk management; and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors.

Pursuant to the Joint Guidance, the Federal Reserve Board will review as part of a regular, risk-focused examination process, the incentive compensation arrangements of financial institutions such as Farmers. Such reviews will be

tailored to each organization based on the scope and complexity of the organization's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination and deficiencies will be incorporated into the institution's supervisory ratings, which can affect the institution's ability to make acquisitions and take other actions. Enforcement actions may be taken against an institution if its incentive compensation arrangements, or related risk-management control or governance

processes, pose a risk to the organization's safety and soundness, and prompt and effective measures are not being taken to correct the deficiencies.

On February 7, 2011, the federal banking agencies initially issued jointly proposed rules on incentive-based compensation arrangements under applicable provisions of the Dodd-Frank Act (the "First Proposed Rules"). The First Proposed Rules generally apply to financial institutions with $1.0 billion or more in assets that maintain incentive-based compensation arrangements for certain covered employees.

In May 2016, the federal bank regulatory agencies issued a second joint notice of proposed rules (the "Second Proposed Joint Rules") likewise designed to prohibit incentive-based compensation arrangements that encourage inappropriate risks at financial institutions. The Second Proposed Joint Rules would also apply to covered financial institutions with total assets of $1 billion or more, but the rules would differ for each of three categories of financial institutions:

- Level 1 – institutions with assets of $250 billion or more;
- Level 2 – institutions with assets of at least $50 billion and less than $250 billion; and
- Level 3 – institutions with assets of at least $1 billion and less than $50 billion.

Farmers would be a Level 3 institution. Some of the requirements would apply only to Level 1 and Level 2 institutions. For all covered institutions, including Level 3 institutions, the proposed rules would:

- prohibit incentive-based compensation arrangements that are "excessive" or "could lead to material financial loss;"
- require incentive based compensation that is consistent with a balance of risk and reward, effective management and control of risk, and effective governance; and
- require board oversight, recordkeeping and disclosure to the appropriate regulatory agency.

Public companies will also be required, once stock exchanges impose additional listing requirements under the Dodd-Frank Act, to implement "clawback" procedures for incentive compensation payments and to disclose the details of the procedures which allow recovery of incentive compensation that was paid on the basis of erroneous financial information necessitating a restatement due to material noncompliance with financial reporting requirements. This clawback policy is intended to apply to compensation paid within a three year look-back window of the restatement and would cover all executives who received incentive awards.

The Dodd-Frank Act also provides shareholders the opportunity to cast a non-binding vote on executive compensation practices, imposes new executive compensation disclosure requirements, and contains additional considerations of the independence of compensation advisors.

Future Legislation

Various and significant legislation affecting financial institutions and the financial industry is from time to time introduced in the U.S. Congress and state legislatures, as well as by regulatory agencies. Such initiatives may include proposals to expand or contract the powers of bank holding companies and depository institutions or proposals to substantially change the financial institution regulatory system. Such legislation could change the operating environment for Farmers and its subsidiaries in substantial and unpredictable ways, and could significantly increase or decrease the costs of doing business, limit or expand permissible activities or affect the competitive balance among financial institutions. With the enactment of the Dodd-Frank Act and the continuing implementation of final rules and regulations thereunder, the nature and extent of future legislative and regulatory changes affecting financial institutions remains very unpredictable. Farmers cannot predict the scope and timing of any such future legislation and, if enacted, the effect that it could have on its business, financial condition or results of operations.

Summary

To the extent that the foregoing information describes statutory and regulatory provisions applicable to the Company or its subsidiaries, it is qualified in its entirety by reference to the full text of those provisions or agreements. Also, such statutes, regulations and policies are continually under review by the U.S. Congress and state legislatures as well as federal and state regulatory agencies and are subject to change at any time, particularly in the current economic and regulatory environment. Any such change in applicable statutes, regulations or regulatory policies could have a material effect on Farmers and its business, financial condition or results of operations.

Item 1A. Risk Factors.

The following are certain risk factors that could materially and negatively affect our business, results of operations, cash flows or financial condition. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Annual Report on Form 10-K because these factors could cause our actual results or financial condition to differ materially from those projected in forward-looking statements. The risks that are discussed below are not the only ones we face. If any of the following risks occur, our business, financial condition or results of operations could be negatively affected. Additional risks that are not presently known or that we presently deem to be immaterial could also have a material, adverse impact on our business, financial condition or results of operations.

Risks Relating to Economic and Market Conditions

Difficult market conditions and economic trends have adversely affected our industry and our business.

Beginning in the latter half of 2007 through 2009, the U.S. economy was in recession and business activity across a wide range of industries and regions in the U. S. was greatly reduced. Although economic conditions have improved, certain sectors, such as real estate and manufacturing remain weak. It is also possible that recent improvements may be reversed if current economic turmoil in Europe becomes global or the United States Congress fails to resolve certain critical fiscal policies it is now facing. The recent election of a new U.S. President may result in substantial, unpredictable changes, positive or negative, in economic and political conditions in the U.S. and globally. In addition, many local governments and many businesses are still in serious difficulty due to depressed consumer spending and continued decreased liquidity in the credit markets.

Our success depends, to a certain extent, upon economic and political conditions, local and national, as well as governmental monetary policies. Conditions such as inflation, recession, unemployment, changes in interest rates, money supply, governmental fiscal policies and other factors beyond our control may adversely affect our asset quality, deposit levels and loan demand and, therefore, our earnings. Because we have a significant amount of real estate loans, additional decreases in real estate values could adversely affect the value of property used as collateral and our ability to sell the collateral upon foreclosure. Adverse changes in the economy may also have a negative effect on the ability of our borrowers to make timely repayments of their loans, which would have an adverse impact on our earnings. If during a period of reduced real estate values we are required to liquidate the collateral securing loans to satisfy the debt or to increase our allowance for loan losses, it could materially reduce our profitability and adversely affect our financial condition. Moreover, the Financial Accounting Standards Board may change its requirements for establishing the loan loss allowance. The majority of our loans are to individuals and businesses in Northeast Ohio. Consequently, further significant declines in the economy in the area could have a material adverse

effect on our business, financial condition or results of operations. It is uncertain when the negative credit trends in our market will reverse, and, therefore, future earnings are susceptible to further declining credit conditions in the market in which we operate.

Changes in interest rates could adversely affect income and financial condition.

Our earnings and cash flow are dependent upon our net interest income. Net interest income is the difference between the interest income generated by our interest-earning assets (consisting primarily of loans and, to a lesser extent, securities) and the interest expense generated by our interest-bearing liabilities (consisting primarily of deposits and wholesale borrowings). Our level of net interest income is primarily a function of the average balance

of our interest-earning assets, the average balance of our interest-bearing liabilities and the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of our interest-earning assets and our interest-bearing liabilities which, in turn, are impacted by external factors, such as the local economy, competition for loans and deposits, the monetary policy of the Federal Reserve Board and market interest rates.

Interest rates are beyond our control, and they fluctuate in response to general economic conditions and the policies of various governmental and regulatory agencies, in particular, the Federal Reserve Board. Changes in monetary policy, including changes in interest rates, will influence the origination of loans, the purchase of investments, the generation of deposits and the rates received on loans and investment securities and paid on deposits. While we have taken measures intended to manage the risks of operating in a changing interest rate environment, there can be no assurance that such measures will be effective in avoiding undue interest rate risk. See additional interest rate risk discussion under the Market Risk section found in Item 7A of this Annual Report on Form 10-K.

Defaults by another larger financial institution could adversely affect financial markets generally.

The commercial soundness of many financial institutions may be closely interrelated as a result of credit, trading, clearing or other relationships between institutions. As a result, concerns about, or a default or threatened default by, one institution could lead to significant market-wide liquidity and credit problems, losses or defaults by other institutions. This is sometimes referred to as “systemic risk” and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which we and our subsidiaries interact on a daily basis, and therefore could adversely affect our business, financial condition or results of operations.

Risks Related to Our Business

We extend credit to a variety of customers based on internally set standards and judgment. We manage credit risk through a program of underwriting standards, the review of certain credit decisions and an on-going process of assessment of the quality of credit already extended. Our credit standards and on-going process of credit assessment might not protect us from significant credit losses.

We take credit risk by virtue of making loans, extending loan commitments and letters of credit and, to a lesser degree, purchasing non-governmental securities. Our exposure to credit risk is managed through the use of consistent underwriting standards that emphasize “in-market” lending, while avoiding highly leveraged transactions as well as excessive industry and other concentrations. Our credit administration function employs risk management techniques to ensure that loans adhere to corporate policy and problem loans are promptly identified. While these procedures are designed to provide us with the information needed to implement policy adjustments where necessary, and to take proactive corrective actions, there can be no assurance that such measures will be effective in avoiding undue credit risk.

We have significant exposure to risks associated with commercial real estate and residential real estate.

As of December 31, 2016, approximately 55.1% of our loan portfolio consisted of commercial real estate and residential real estate loans, including real estate development, construction and residential and commercial mortgage loans. Consequently, real estate-related credit risks are a significant concern for us. The adverse consequences from real estate-related credit risks tend to be cyclical and are often driven by national economic developments that are not controllable or entirely foreseeable by us or our borrowers. General difficulties in our real estate markets have recently contributed to increases in our non-performing loans, charge-offs and decreases in our income.

Our business depends significantly on general economic conditions in Ohio. Accordingly, the ability of our borrowers to repay their loans, and the value of the collateral securing such loans, may be significantly affected by economic conditions in the regions we serve or by changes in the local real estate markets. A significant decline in general economic conditions caused by inflation, recession, unemployment, acts of terrorism or other factors beyond our control could therefore have an adverse effect on our business, financial condition or results of operations.

Our indirect lending exposes us to increased credit risks.

A portion of our current lending involves the purchase of consumer automobile installment sales contracts from automobile dealers located in Northeastern Ohio. These loans are for the purchase of new or late model used cars. We serve customers over a broad range of creditworthiness, and the required terms and rates are reflective of those risk profiles. While these loans have higher yields than many of our other loans, such loans involve significant risks in addition to normal credit risk. Potential risk elements associated with indirect lending include the limited personal contact with the borrower as a result of indirect lending through dealers, the absence of assured continued employment of the borrower, the varying general creditworthiness of the borrower, changes in the local economy and difficulty in monitoring collateral. While indirect automobile loans are secured, such loans are secured by depreciating assets and characterized by loan to value ratios that could result in us not recovering the full value of an outstanding loan upon default by the borrower. Delinquencies, charge-offs and repossessions of vehicles in this portfolio are always concerns. If the economy turns for the worse, we may experience higher levels of delinquencies, repossessions and charge-offs.

Commercial and industrial loans may expose us to greater financial and credit risk than other loans.

As of December 31, 2016, approximately 14.5% of our loan portfolio consisted of commercial and industrial loans. Commercial and industrial loans generally carry larger loan balances and can involve a greater degree of financial and credit risk than other loans. Any significant failure to pay on time by our customers would hurt our earnings and cause a significant increase in non-performing loans. The increased financial and credit risk associated with these types of loans are a result of several factors, including the concentration of principal in a limited number of loans and borrowers, the size of loan balances, the effects of general economic conditions on income-producing properties and the increased difficulty of evaluating and monitoring these types of loans. In addition, when underwriting a commercial or industrial loan, we may take a security interest in commercial real estate, and, in some instances upon a default by the borrower, we may foreclose on and take title to the property, which may lead to potential financial risks. An increase in non-performing loans could result in a net loss of earnings from these loans, an increase in the provision for loan losses and an increase in loan charge-offs, all of which could have a material adverse effect on our business, financial condition or results of operations.

Our allowance for loan loss may not be adequate to cover actual future losses.

We maintain an allowance for loan losses to cover current, probable incurred loan losses. Every loan we make carries a certain risk of non-repayment, and we make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. Through a periodic review and consideration of the loan portfolio, management determines the amount of the allowance for loan losses by considering general market conditions, credit quality of the loan portfolio, the collateral supporting the loans and performance of customers relative to their financial obligations with us. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, which may be beyond our control, and these losses may exceed current estimates. We cannot fully predict the amount or timing of losses or whether the loss allowance will be adequate in the future. If our assumptions prove to be incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, which will require additions to the allowance. Excessive loan losses and significant additions to our allowance for loan losses could have a material adverse impact on our business, financial condition or results of operations.

We are subject to certain risks with respect to liquidity.

"Liquidity" refers to our ability to generate sufficient cash flows to support our operations and to fulfill our obligations, including commitments to originate loans, to repay our wholesale borrowings and other liabilities and to satisfy the withdrawal of deposits by our customers. Our primary source of liquidity is our core deposit base, which is raised through our retail branch system. Core deposits – savings and money market accounts, time deposits less than $250 thousand and demand deposits—comprised approximately 97.0% of total deposits at December 31, 2016. Additional available unused wholesale sources of liquidity include advances from the FHLB, issuances through dealers in the capital markets and access to certificates of deposit issued through brokers. Liquidity is further provided by unencumbered, or unpledged, investment securities that totaled $128 million at December 31, 2016. An

inability to raise funds through deposits, borrowings, the sale or pledging as collateral of loans and other assets could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities could be impaired by factors that affect us specifically or the financial services industry in general. Factors that could negatively affect our access to liquidity sources include a decrease in the level of our business activity due to a market downturn or negative regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as severe disruption of the financial markets or negative news and expectations about the prospects for the financial services industry as a whole, as evidenced by recent turmoil in the domestic and worldwide credit markets.

Our business strategy includes continuing our growth plans. Our business, financial condition or results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.

We intend to continue pursuing a profitable growth strategy both within our existing markets and in new markets. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in significant growth stages of development. We cannot assure that we will be able to expand our market presence in our existing markets or successfully enter new markets or that any such expansion will not adversely affect our results of operations. Failure to manage our growth effectively could have a material adverse effect on our business, future prospects, financial condition or results of operations and could adversely affect our ability to successfully implement our business strategy. Also, if we grow more slowly than anticipated, our operating results could be materially adversely affected.

We may experience difficulties in integrating acquired businesses, or acquisitions may not perform as expected.

In 2015, we completed the acquisitions of NBOH and Tri-State and Bowers in 2016. The successful integration of these acquisitions depends on our ability to manage the operations and personnel of the acquired businesses. Integrating operations is complex and requires significant efforts and expenses. Potential difficulties we may encounter as part of the integration process include the following:

- employees may voluntarily or involuntarily exit the Company because of the acquisitions;
- our management team may have its attention diverted while trying to integrate the acquired companies;
- we may encounter obstacles when incorporating the acquired operations into our operations;
- differences in business backgrounds, corporate cultures and management philosophies;
- potential unknown liabilities and unforeseen increased expenses;
- previously undetected operational or other issues; and
- the acquired operations may not otherwise perform as expected or provide expected results.

Any of these factors could adversely affect each company’s ability to maintain relationships with customers, suppliers, employees and other constituencies or our ability to achieve the anticipated benefits of the acquisition or could reduce each company’s earnings or otherwise adversely affect our business and financial results after the acquisition.

We may fail to realize all of the anticipated benefits of acquisitions, which could reduce our anticipated profitability.

We expect that our acquisitions will result in certain synergies, business opportunities and growth prospects, although we may not fully realize these expectations. Our assumptions underlying estimates of expected cost savings may be inaccurate or general industry and business conditions may deteriorate. In addition, our growth and operating strategies for acquired businesses may be different from the strategies that the acquired companies pursued. If these factors limit our ability to integrate or operate the acquired companies successfully or on a timely basis, our

expectations of future results of operations, including certain cost savings and synergies expected to result from acquisitions, may not be met.

We may not be able to attract and retain skilled people.

Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in most activities in which we engage can be intense, and we may not be able to retain or hire the people we want or need. In order to attract and retain qualified employees, we must compensate them at market levels. If we are unable to continue to attract and retain qualified employees, or do so at rates necessary to maintain our competitive position, our performance, including our competitive position, could suffer, and, in turn, adversely affect our business, financial condition or results of operations.

Strong competition within the markets in which we operate could reduce our ability to attract and retain business.

In our markets, we encounter significant competition from banks, savings and loan associations, credit unions, mortgage banks and other financial service companies. As a result of their size and ability to achieve economies of scale, some of our competitors offer a broader range of products and services than we can offer. In particular, the competition includes major financial companies whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and mount extensive promotional and advertising campaigns. Our ability to maintain our history of strong financial performance and return on investment to shareholders will depend in part on our continued ability to compete successfully in our market. Financial performance and return on investment to shareholders will also depend on our ability to expand our scope of available financial services to our customers. In addition to other banks, competitors include securities dealers, brokers, investment advisors and finance and insurance companies. The increasingly competitive environment is, in part, a result of changes in regulation, changes in technology and product delivery systems and the accelerating pace of consolidation among financial service providers.

Consumers may decide not to use banks to complete their financial transactions.

Technology and other changes are allowing parties to utilize alternative methods to complete financial transactions that historically have involved banks. For example, consumers can now maintain funds in brokerage accounts or mutual funds that would have historically been held as bank deposits. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the lower cost deposits as a source of funds could have a material adverse effect on our business, financial condition or results of operations.

We are exposed to operational risk.

Similar to any large organization, we are exposed to many types of operational risk, including reputational risk, legal and compliance risk, the risk of fraud or theft by employees or outsiders, unauthorized transactions by employees or operational errors, including clerical or record-keeping errors or those resulting from faulty or disabled computer or telecommunications systems.

Negative public opinion can result from our actual or alleged conduct in any number of activities, including lending practices, corporate governance and acquisitions and from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to attract and keep customers, and can expose us to litigation and regulatory action.

Given the volume of transactions we process, certain errors may be repeated or compounded before they are discovered and successfully rectified. Our necessary dependence upon automated systems to record and process our transaction volume may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. We may also be subject to disruptions of our operating systems arising from events that are wholly or partially beyond our control (for example, computer viruses

or electrical or telecommunications outages), which may give rise to disruption of service to customers and to financial loss of liability.  We are further exposed to the risk that our external vendors may be unable to fulfill their contractual obligations (or will be subject to the same risk of fraud or operational errors by their respective employees as we are) and to the risk that our (or our vendors') business continuity and data security systems prove to be inadequate.

Unauthorized disclosure of sensitive or confidential client or customer information, whether through a breach of our computer systems or otherwise, could severely harm our business.

As part of our financial institution business, we collect, process and retain sensitive and confidential client and customer information on behalf of our subsidiaries and other third parties.  Despite the security measures we have in place, our facilities and systems, and those of our third-party service providers, may be vulnerable to security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming and/or human errors or other similar events.  If information security is breached, information could be lost or misappropriated, resulting in financial loss or costs to us or damages to others.  Any security breach involving the misappropriation, loss or other unauthorized disclosure of confidential customer information, whether by us or by our vendors, could severely damage our reputation, expose us to the risks of litigation and liability or disrupt our operations and have a material adverse effect on our business, financial condition or results of operations.

We depend on our subsidiaries for dividends, distributions and other payments.

As a financial holding company, we are a legal entity separate and distinct from our subsidiaries.  Our principal source of funds to pay dividends on our common shares is dividends from these subsidiaries.  Federal and state statutory provisions and regulations limit the amount of dividends that our banking and other subsidiaries may pay to us without regulatory approval.  In the event our subsidiaries become unable to pay dividends to us, we may not be able to pay dividends on our outstanding common shares.  Accordingly, our inability to receive dividends from our subsidiaries could also have a material adverse effect on our business, financial condition and results of operations.  Further discussion of our ability to pay dividends can be found under the caption "Dividends and Transactions with Affiliates" in Item 1 of this Annual Report on Form 10-K.

We may elect or be compelled to seek additional capital in the future, but that capital may not be available when it is needed.

We are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations.  Federal banking agencies have proposed extensive changes to their capital requirements, including raising required amounts and eliminating the inclusion of certain instruments from the calculation of capital.  The final form of such regulations and their impact on the Company is unknown at this time, but may require us to raise additional capital.  In addition, we may elect to raise capital to support our business or to finance acquisitions, if any, or for other anticipated reasons.  Our ability to raise additional capital, if needed, will depend on financial performance, conditions in the capital markets, economic conditions and a number of other factors, including the satisfaction or release of preemptive rights in the event of a common share offering, many of which are outside our control.  Therefore, there can be no assurance additional capital can be raised when needed or that capital can be raised on acceptable terms.  The inability to raise capital may have a material adverse effect on our business, financial condition or results of operations.

Impairment of investment securities, goodwill, other intangible assets, or deferred tax assets could require charges to earnings, which could result in a negative impact on our results of operations.

In assessing the impairment of investment securities, we consider the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuers, whether the market decline was affected by macroeconomic conditions and whether we have the intent to sell the debt security or will be required to sell the debt security before its anticipated recovery.  Under current accounting standards, goodwill and certain other intangible assets with indeterminate lives are no longer amortized but, instead, are assessed for impairment periodically or when impairment indicators are present.  Assessment of goodwill and such other intangible assets could result in circumstances where the applicable intangible asset is deemed to be impaired for accounting purposes. Under such circumstances, the intangible asset's impairment would be reflected as a charge to earnings in the period.  Deferred tax

assets are only recognized to the extent it is more likely than not they will be realized. Should management determine it is not more likely than not that the deferred tax assets will be realized, a valuation allowance with a change to earnings would be reflected in the period. This could be realized during the current presidential administration if a change is made to reduce the corporate tax rate. If the rate is lowered during the current year and not made retroactive the deferred asset now recorded would need to be adjusted through the income statement during the current period.

Risks Related to the Legal and Regulatory Environment

Increases in FDIC insurance premiums may have a material adverse effect on our earnings.

The FDIC maintains the Deposit Insurance Fund to resolve the cost of bank failures. Since 2007, the number of bank failures has increased significantly, which dramatically increased resolution costs of the FDIC and depleted the Deposit Insurance Fund. Also during this period, the FDIC and the U.S. Congress have instituted a program to further insure customer deposits at FDIC-member banks: (i) deposit accounts are now insured up to $250,000 per customer.

Since late 2008, the FDIC has taken various actions intended to maintain a strong funding position and restore reserve ratios of the Deposit Insurance Fund. These actions have included increasing assessment rates for all insured institutions, requiring riskier institutions to pay a larger share of premiums by factoring in rate adjustments based on secured liabilities and unsecured debt levels, imposing special assessments and requiring insured depository institutions to prepay their quarterly risk-based assessments for the fourth quarter of 2009 and full years 2010 through 2012. In addition, on February 7, 2011, the FDIC approved a final rule that changed the deposit insurance assessment base and assessment rate schedule, adopted a new large-bank pricing assessment scheme and set a target size for the Deposit Insurance Fund. The rule, as mandated by the Dodd-Frank Act, finalized a target size for the Deposit Insurance Fund at 2 percent of insured deposits. The final rule went into effect beginning with the second quarter of 2011.

We have a limited ability to control the amount of premiums we are required to pay for FDIC insurance. If there are additional financial institution failures or other significant legislative or regulatory changes, the FDIC may be required to increase assessment rates or take actions similar to those taken during 2009. Increases in FDIC insurance assessment rates may materially adversely affect our results of operations and our ability to continue to pay dividends on our common shares at the current rate or at all.

Legislative or regulatory changes or actions, or significant litigation, could adversely impact us or the businesses in which we are engaged.

The financial services industry is extensively regulated. We are subject to extensive state and federal regulation, supervision and legislation that govern almost all aspects of our operations. Laws and regulations may change from time to time and are primarily intended for the protection of consumers, depositors and the Deposit Insurance Fund, and not to benefit our shareholders. The impact of any changes to laws and regulations or other actions by regulatory agencies may negatively impact us or our ability to increase the value of our business. Regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including the imposition of restrictions on the operation of an institution, the classification of assets by an institution and the adequacy of an institution’s allowance for loan losses. Additionally, actions by regulatory agencies or significant litigation against us could cause us to devote significant time and resources to defending our business and may lead to penalties that materially affect us and our shareholders.

In addition to laws, regulations and actions directed at the operations of banks, proposals to reform the housing finance market consider winding down Fannie Mae and Freddie Mac, which could negatively affect our sales of loans.

Even a reduction in regulatory restrictions could adversely affect our operations and our shareholders if less restrictive regulation increases competition within the industry generally or within our markets.

Our results of operations, financial condition or liquidity may be adversely impacted by issues arising in foreclosure practices, including delays in the foreclosure process, related to certain industry deficiencies, as well as potential losses in connection with actual or projected repurchases and indemnification payments related to mortgages sold into the secondary market.

Recent announcements of deficiencies in foreclosure documentation by several large seller/servicer financial institutions have raised various concerns relating to mortgage foreclosure practices. The integrity of the foreclosure process is important to our business, as an originator and servicer of residential mortgages. As a result of our continued focus of concentrating our lending efforts in our primary markets in Ohio, as well as servicing loans for the Federal National Mortgage Association (Fannie Mae) and the Federal Home Loan Mortgage Corporation (Freddie Mac), we do not anticipate suspending any of our foreclosure activities. During 2010, we reviewed our foreclosure procedures and concluded they are generally conservative in nature and do not present the significant documentation deficiencies underlying other industry foreclosure problems. Nevertheless, we could face delays and challenges in the foreclosure process arising from claims relating to industry practices generally, which could adversely affect recoveries and our financial results, whether through increased expenses of litigation and property maintenance, deteriorating values of underlying mortgaged properties or unsuccessful litigation results generally.

In addition, in connection with the origination and sale of residential mortgages into the secondary market, we make certain representations and warranties, which, if breached, may require us to repurchase such loans, substitute other loans or indemnify the purchasers of such loans for actual losses incurred in respect of such loans. Although we believe that our mortgage documentation and procedures have been appropriate and are generally conservative in nature, it is possible that we will receive repurchase requests in the future and we may not be able to reach favorable settlements with respect to such requests. It is therefore possible that we may increase our reserves or may sustain losses associated with such loan repurchases and indemnification payments.

Environmental liability associated with commercial lending could have a material adverse effect on our business, financial condition or results of operations.

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. In addition, we own and operate certain properties that may be subject to similar environmental liability risks.

Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Although we have policies and procedures requiring the performance of an environmental site assessment before initiating any foreclosure action on real property, these assessments may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our business, financial condition or results of operations.

Changes in tax laws could adversely affect our performance.

We are subject to extensive federal, state and local taxes, including income, excise, sales/use, payroll, franchise, withholding and ad valorem taxes. Changes to our taxes could have a material adverse effect on our results of operations as mentioned in the above risk discussion concerning deferred tax assets. The federal corporate tax rate could be reduced which in turn could harm the current periods earnings. On January 1, 2014, the State of Ohio replaced the current franchise tax for financial institutions with the new Ohio Financial Institutions Tax. The

Company has determined that this new tax will have a non-material positive effect on the Company.  In addition, our customers are subject to a wide variety of federal, state and local taxes. Changes in taxes paid by our customers may adversely affect their ability to purchase homes or consumer products, which could adversely affect their demand for our loans and deposit products.  In addition, such negative effects on our customers could result in defaults on the loans we have made and decrease the value of mortgage-backed securities in which we have invested.

Changes to the healthcare laws in the United States may increase the number of employees who choose to participate in our healthcare plans, which may significantly increase our healthcare costs and negatively impact our financial results.

We offer healthcare coverage to our eligible employees with part of the cost subsidized by the Company. With recent changes to the healthcare laws in the United States becoming effective in 2014, more of our employees may choose to participate in our health insurance plans, which could increase our costs for such coverage and material adversely impact our costs of operations.

Anti-takeover provisions could delay or prevent an acquisition or change in control by a third party.

Provisions of the Ohio General Corporation Law, our Amended Articles of Incorporation, and our Amended Code of Regulations, including a staggered board and supermajority voting requirements, could make it more difficult for a third party to acquire control of us or could have the effect of discouraging a third party from attempting to acquire control of us.

We may be a defendant from time to time in the future in a variety of litigation and other actions, which could have a material adverse effect on our business, financial condition or results of operations.

We and our subsidiaries may be involved from time to time in the future in a variety of litigation arising out of our business. Our insurance may not cover all claims that may be asserted against us, and any claims asserted against us, regardless of merit or eventual outcome, may harm our reputation. Should the ultimate judgments or settlements in any litigation exceed our insurance coverage, they could have a material adverse effect on our business, financial condition or results of operations. In addition, we may not be able to obtain appropriate types or levels of insurance in the future, nor may we be able to obtain adequate replacement policies with acceptable terms, if at all.

Item 1B. Unresolved Staff Comments.

There are no matters of unresolved staff comments from the Commission staff.

Item 2. Properties.

Farmers National Banc Corp.'s Properties

The Company does not own any property. The Company's operations are conducted at Farmers Bank's main office, which is located at 20 and 30 South Broad Street, Canfield, Ohio.

Farmers National Bank Property

The Bank's main office is located at 20 and 30 S. Broad Street, Canfield, Ohio. The other locations of Farmers Bank are:

| | |
|---|---|
| Office Building | 40 & 46 S. Broad St., Canfield, Ohio |
| Austintown Office | 22 N. Niles-Canfield Rd., Youngstown, Ohio |
| Lake Milton Office | 17817 Mahoning Avenue, Lake Milton, Ohio |
| Cornersburg Office | 3619 S. Meridian Rd., Youngstown, Ohio |
| Colonial Plaza Office | 401 E. Main St. Canfield, Ohio |
| Western Reserve Office | 102 W. Western Reserve Rd., Youngstown, Ohio |
| Salem Office | 2424 East State Street, Salem, Ohio |
| Columbiana Office | 340 State Rt. 14, Columbiana, Ohio |
| Damascus Office | 29053 State Rt. 62 Damascus, Ohio |
| Poland Office | 106 McKinley Way West, Poland, Ohio |
| Niles Office | 1 South Main Street, Niles, Ohio |
| Niles Drive Up | 170 East State Street, Niles, Ohio |
| Girard Office | 121 North State Street, Girard, Ohio |
| Eastwood Office | 5845 Youngstown-Warren Rd, Niles, Ohio |
| Mineral Ridge Office | 3826 South Main Street, Mineral Ridge, Ohio |
| Niles Operation Center | 51 South Main Street, Niles, Ohio |
| Canton Office | 4518 Fulton Dr., Canton, Ohio |
| McClurg Road Office | 42 McClurg Rd., Boardman, Ohio |
| Howland Office | 1625 Niles-Cortland Rd., Warren, Ohio |
| Fairlawn Office | 2820 W. Market St., Suite 120, Akron, Ohio |
| Wealth Management Building | 2 S. Broad Street, Canfield, Ohio |
| Alliance Office | 310 West State St., Alliance, Ohio |
| Midway Office | 7227 East Lincoln Way, Apple Creek, Ohio |
| Dalton Office | 12 West Main St., Dalton, Ohio |
| Calcutta Office | 15703 State Rt. 170, Calcutta, Ohio |
| East Liverpool Office | 617 Bradshaw Ave., East Liverpool, Ohio |
| Kidron Office | 4950 Kidron Rd., Kidron, Ohio |
| Lisbon Office | 131 East Lincoln Way, Lisbon, Ohio |
| Lodi Office | 106 Ainsworth, Lodi, Ohio |
| Massillon Office | 211 Lincoln Way East, Massillon, Ohio |
| Mayflower Office | 2312 Lincoln Way NW, Massillon, Ohio |
| Mount Eaton Office | 15974 East Main St., Mount Eaton, Ohio |
| Orrville Main Office | 112 W. Market St., Orrville, Ohio |
| West High Street Office | 1320 W. High St., Orrville, Ohio |
| Seville Office | 4885 Atlantic Dr., Seville, Ohio |
| Smithville Office | 153 East Main St., Smithville, Ohio |
| Burbank Road Office | 4192 Burbank Rd., Wooster, Ohio |
| Downtown Wooster Office | 305 West Liberty Street, Wooster, Ohio |
| Midland Office | 629 Midland Ave., Midland, Pennsylvania |
| Beaver Lending Office | 501 3rd Street, Beaver, Pennsylvania |

The Bank owns all locations except the Colonial Plaza, Canton, Alliance, East Liverpool, Fairlawn, Downtown Wooster and the Beaver Lending office, which are leased.

Farmers Trust Company Property

Farmers Trust Company operates from four locations owned and leased by the Bank:

| | |
|---|---|
| Boardman Office | 42 McClurg Rd., Boardman, Ohio |
| Howland Office | 1625 Niles-Cortland Rd., Warren, Ohio |
| Canton Office | 4518 Fulton Dr. NW, Canton, Ohio |
| Downtown Wooster Office | 305 West Liberty St., Wooster, Ohio |

The bank owns the Boardman and Howland offices and leases space to the Trust Company. The Canton and Wooster locations are leased from third parties.

Farmers National Insurance, LLC Property

Farmers National Insurance operates from two locations which are owned by the Bank:

| | |
|---|---|
| Wealth Management Building | 2 S. Broad Street, Canfield, Ohio |
| Bowers Group Building | 339 North High Street, Cortland, Ohio |

National Associates, Inc. Property

National Associates, Inc. operates from one location which is leased:

| | |
|---|---|
| Rocky River Office | 20325 Center Ridge Rd., Cleveland, Ohio |

Item 3. Legal Proceedings.

In the normal course of business, the Company and its subsidiaries are at all times subject to pending and threatened legal actions, some for which the relief or damages sought are substantial. Although Farmers is not able to predict the outcome of such actions, after reviewing pending and threatened actions with counsel, management believes that, based on the information currently available, the outcome of such actions, individually or in the aggregate, will not have a material adverse effect on the results of operations or stockholders' equity of the Company. However, it is possible that the ultimate resolution of these matters, if unfavorable, may be material to the results of operations in a particular future period as the time and amount of any resolution of such actions and its relationship to the future results of operations are not known.

Item 4. Mine Safety Disclosures

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuers Purchases of Equity Securities

Market Information regarding the Company's Common Shares.

Farmers' common shares currently trade under the symbol "FMNB" on the Nasdaq Capital Market. Farmers had 27,047,664 common shares outstanding and approximately 3,546 holders of record of common shares at March 1, 2017. The following table sets forth price ranges and dividend information for Farmers' common shares for the calendar quarters indicated. Quotations reflect inter-dealer prices without retail mark-up, mark-down or commission, and may not represent actual transactions. Certain limitations and restrictions on the ability of Farmers to continue to pay quarterly dividends are described under the caption "Capital Resources" in Item 7 of this Part II, and under the caption "Dividends and Transactions with Affiliates" in Item 1 of Part I.

| Quarter Ended | March 31, 2016 | June 30, 2016 | September 30, 2016 | December 31, 2016 |
|---|---|---|---|---|
| High | $ 9.03 | $ 9.68 | $ 11.82 | $ 15.50 |
| Low | $ 8.00 | $ 8.54 | $ 8.66 | $ 9.98 |
| Cash dividends paid per share | $ 0.04 | $ 0.04 | $ 0.04 | $ 0.04 |

| Quarter Ended | March 31, 2015 | June 30, 2015 | September 30, 2015 | December 31, 2015 |
|---|---|---|---|---|
| High | $ 8.45 | $ 8.44 | $ 8.75 | $ 8.70 |
| Low | $ 7.09 | $ 7.95 | $ 7.86 | $ 7.60 |
| Cash dividends paid per share | $ 0.03 | $ 0.03 | $ 0.03 | $ 0.03 |

Purchases of Common Shares by Farmers.

In September 2012, the Company announced that its Board of Directors approved a share repurchase program under which the Company was authorized to repurchase up to 920,000 shares of its common stock in the open market or in privately negotiated transactions, subject to market and other conditions (the "Program"). The Program may be modified, suspended or terminated by the Company at any time. During the course of 2016, 2015 and 2014 the Company repurchased 19,900 shares, 26,800 shares and 372,368 shares of its common stock, respectively.

The following table summarizes the treasury stock activity under the program during the year ended December 31, 2016.

| 2016 | Total Number | Average Price | Total Number | Maximum |
|---|---|---|---|---|

| | of Shares Purchased | Paid per Share | of Shares Purchased as Part of Publicly Announced Program | Number of Shares that May Yet be Purchased Under the Program |
|---|---|---|---|---|
| Beginning balance | | | 654,234 | 265,766 |
| January 1-31 | 4,700 | $ 8.00 | 4,700 | 261,066 |
| February 1-29 | 4,100 | 8.25 | 4,100 | 256,966 |
| March 1-31 | 11,100 | 8.62 | 11,100 | 245,866 |
| Ending balance | 19,900 | $ 8.40 | 674,134 | 245,866 |

Item 6. Selected Financial Data.

SELECTED FINANCIAL DATA

(Table Dollar Amounts in Thousands except Per Share Data)

| For the Years Ending December 31, | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| Summary of Earnings | | | | | |
| Total Interest and Dividend Income | | | | | |
| (including fees on loans) | $72,498 | $53,827 | $40,915 | $40,959 | $43,110 |
| Total Interest Expense | 4,378 | 4,090 | 4,579 | 5,063 | 6,212 |
| Net Interest Income | 68,120 | 49,737 | 36,336 | 35,896 | 36,898 |
| Provision for Loan Losses | 3,870 | 3,510 | 1,880 | 1,290 | 725 |
| Noninterest Income (1) | 23,244 | 18,306 | 15,303 | 13,914 | 12,578 |
| Noninterest Expense | 59,452 | 53,979 | 38,162 | 39,057 | 35,764 |
| Income Before Income Taxes | 28,042 | 10,554 | 11,597 | 9,463 | 12,987 |
| Income Taxes | 7,485 | 2,499 | 2,632 | 1,683 | 3,055 |
| NET INCOME | $20,557 | $8,055 | $8,965 | $7,780 | $9,932 |
| | | | | | |
| Per Share Data | | | | | |
| Basic earnings per share | $0.76 | $0.36 | $0.48 | $0.41 | $0.53 |
| Diluted earnings per share | 0.76 | 0.36 | 0.48 | 0.41 | 0.53 |
| Cash Dividends Paid | 0.16 | 0.12 | 0.12 | 0.12 | 0.18 |
| Book Value at Year-End | 7.88 | 7.35 | 6.71 | 6.02 | 6.43 |
| Tangible Book Value (2) | 6.21 | 5.76 | 6.23 | 5.47 | 6.11 |
| | | | | | |
| Balances at Year-End | | | | | |
| Total Assets | $1,966,113 | $1,869,902 | $1,136,967 | $1,137,326 | $1,139,695 |
| Earning Assets | 1,819,455 | 1,735,843 | 1,074,434 | 1,076,073 | 1,082,078 |
| Total Deposits | 1,524,756 | 1,409,047 | 915,703 | 915,216 | 919,009 |
| Short-Term Borrowings | 198,460 | 225,832 | 59,136 | 81,617 | 79,886 |
| Long-Term Borrowings | 15,036 | 22,153 | 28,381 | 19,822 | 10,423 |
| Loans Held for Sale | 355 | 1,769 | 511 | 158 | 3,624 |
| Net Loans | 1,416,783 | 1,287,887 | 656,220 | 623,116 | 578,963 |
| Total Stockholders' Equity | 213,216 | 198,047 | 123,560 | 113,007 | 120,792 |
| | | | | | |
| Average Balances | | | | | |
| Total Assets | $1,924,914 | $1,482,527 | $1,141,047 | $1,141,770 | $1,118,322 |
| Total Stockholders' Equity | 211,408 | 162,086 | 120,352 | 116,735 | 118,011 |
| | | | | | |
| Significant Ratios | | | | | |
| Return on Average Assets (ROA) | 1.07 % | 0.54 % | 0.79 % | 0.68 % | 0.89 % |
| Return on Average Equity (ROE) | 9.72 | 4.97 | 7.45 | 6.66 | 8.42 |
| Average Earning Assets/Average Assets | 91.49 | 91.91 | 93.02 | 92.90 | 92.13 |
| Average Equity/Average Assets | 10.98 | 10.93 | 10.55 | 10.22 | 10.55 |
| Loans/Deposits | 93.63 | 92.04 | 72.50 | 68.91 | 63.83 |

| | | | | | |
|---|---|---|---|---|---|
| Allowance for Loan Losses/Total Loans | 0.76 | 0.69 | 1.15 | 1.20 | 1.30 |
| Allowance for Loan Losses/Non-Acquired Loans | 1.03 | 1.08 | 1.15 | 1.20 | 1.30 |
| Allowance for Loan Losses/Nonperforming Loans | 132.83 | 85.96 | 89.99 | 83.25 | 93.01 |
| Efficiency Ratio (On tax equivalent basis) | 61.59 | 75.26 | 70.24 | 74.82 | 69.94 |
| Net Interest Margin | 4.01 | 3.81 | 3.59 | 3.58 | 3.76 |
| Dividend Payout Rate | 21.03 | 33.32 | 24.95 | 28.89 | 34.05 |
| Tangible Common Equity Ratio (3) | 8.75 | 8.50 | 10.17 | 9.11 | 10.12 |

(1) Noninterest income includes a securities impairment charge of $3 thousand for the year ended December 31, 2013

(2) Tangible book value per share is Total Stockholders' Equity minus goodwill and other intangible assets divided by the number of shares outstanding.

(3) The tangible common equity ratio is calculated by dividing total common stockholders' equity by total assets, after reducing both amounts by intangible assets. The tangible common equity ratio is not required by U.S. GAAP or by applicable bank regulatory requirements, but is a metric used by management to evaluate the adequacy of our capital levels. Since there is no authoritative requirement to calculate the tangible common equity ratio, our tangible common equity ratio is not necessarily comparable to similar capital measures disclosed or used by other companies in the financial services industry. Tangible common equity and tangible assets are non U.S. GAAP financial measures and should be considered in addition to, not as a substitute for or superior to, financial measures determined in accordance with U.S. GAAP. With respect to the calculation of the actual unaudited tangible common equity ratio as of December 31, 2016, reconciliations of tangible common equity to U.S. GAAP total common stockholders' equity and tangible assets to U.S. GAAP total assets are set forth below:

Reconciliation of Common Stockholders' Equity to Tangible Common Equity

| December 31, | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| Stockholders' Equity | $213,216 | $198,047 | $123,560 | $113,007 | $120,792 |
| Less Goodwill and other intangibles | 45,154 | 42,911 | 8,813 | 10,343 | 6,032 |
| Tangible Common Equity | $168,062 | $155,136 | $114,747 | $102,664 | $114,760 |

Reconciliation of Total Assets to Tangible Assets

| December 31, | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| Total Assets | $1,966,113 | $1,869,902 | $1,136,967 | $1,137,326 | $1,139,695 |
| Less Goodwill and other intangibles | 45,154 | 42,911 | 8,813 | 10,343 | 6,032 |
| Tangible Assets | $1,920,959 | $1,826,991 | $1,128,154 | $1,126,983 | $1,133,663 |

Acquisitions have occurred during the five year periods represented above that makes comparability difficult. See Note 2 – Business Combinations for additional details.

Reconciliation of Net Income, Excluding Merger Related Expenses

| December 31, | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| Income before income taxes - reported | $28,042 | $10,554 | $11,597 | $9,463 | $12,987 |
| Merger related expenses | 563 | 6,392 | 0 | 308 | 0 |
| Income before income taxes - adjusted | 28,605 | 16,946 | 11,597 | 9,771 | 12,987 |
| Income tax expense (4) | 7,636 | 4,060 | 2,632 | 1,737 | 3,055 |
| Net income - adjusted | 20,969 | 12,886 | 8,965 | 8,034 | 9,932 |
| Average shares outstanding | 27,000 | 22,678 | 18,675 | 18,773 | 18,792 |
| EPS excluding merger related expenses | $0.78 | $0.57 | $0.48 | $0.43 | $0.53 |

(4) The income tax expense change from actual income tax expense relates to the deductibility of certain merger related expenses.

Reconciliation of Return on Average Assets and Average Equity, Excluding Merger Related Expenses

| December 31, | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| ROA excluding merger related expenses (5) | 1.09% | 0.87% | 0.79% | 0.70% | 0.89% |
| ROE excluding merger related expenses (6) | 9.92% | 7.95% | 7.45% | 6.88% | 8.42% |

(5) Net income - adjusted divided by average assets
(6) Net income - adjusted divided by average equity

Average Balance Sheets and Related Yields and Rates

(Table Dollar Amounts in Thousands except Per Share Data)

| Years ended December 31, | 2016 AVERAGE BALANCE | INTEREST | RATE | 2015 AVERAGE BALANCE | INTEREST | RATE | 2014 AVERAGE BALANCE | INTEREST | RATE |
|---|---|---|---|---|---|---|---|---|---|
| EARNING ASSETS | | | | | | | | | |
| Loans (1) (3) (5) | $1,344,308 | $63,757 | 4.74% | $955,415 | $45,242 | 4.74% | $631,011 | $31,390 | 4.97% |
| Taxable securities (2) | 240,087 | 5,058 | 2.11 | 279,808 | 5,903 | 2.11 | 332,273 | 7,282 | 2.19 |
| Tax-exempt securities (2) (5) | 132,550 | 5,581 | 4.21 | 103,947 | 4,510 | 4.34 | 81,529 | 3,839 | 4.71 |
| Equity securities (4) (5) | 9,613 | 515 | 5.36 | 6,561 | 287 | 4.37 | 4,282 | 190 | 4.44 |
| Federal funds sold and other cash | 34,579 | 166 | 0.48 | 16,855 | 29 | 0.17 | 12,331 | 19 | 0.15 |
| Total earning assets | 1,761,137 | 75,077 | 4.26 | 1,362,586 | 55,971 | 4.11 | 1,061,426 | 42,720 | 4.02 |
| NONEARNING ASSETS | | | | | | | | | |
| Cash and due from banks | 32,833 | | | 24,862 | | | 20,355 | | |
| Premises and equipment | 23,927 | | | 21,007 | | | 17,392 | | |
| Allowance for Loan Losses | (9,728) | | | (7,976) | | | (7,338) | | |
| Unrealized gains on securities | 4,576 | | | 1,788 | | | (2,003) | | |
| Other assets (1) | 112,169 | | | 80,260 | | | 51,215 | | |
| Total Assets | $1,924,914 | | | $1,482,527 | | | $1,141,047 | | |
| INTEREST-BEARING LIABILITIES | | | | | | | | | |
| Time deposits | $245,384 | $1,835 | 0.75% | $227,412 | $2,610 | 1.15% | $217,126 | $3,506 | 1.61% |
| Savings deposits | 540,626 | 685 | 0.13 | 468,123 | 534 | 0.11 | 408,956 | 466 | 0.11 |
| Demand deposits | 333,712 | 701 | 0.21 | 219,257 | 345 | 0.16 | 127,066 | 36 | 0.03 |
| Short term borrowings | 211,713 | 689 | 0.33 | 107,850 | 177 | 0.16 | 72,870 | 46 | 0.06 |
| Long term borrowings | 19,886 | 468 | 2.35 | 34,799 | 424 | 1.22 | 21,240 | 525 | 2.47 |
| Total Interest-Bearing Liabilities | 1,351,321 | 4,378 | 0.32 | 1,057,441 | 4,090 | 0.39 | 847,258 | 4,579 | 0.54 |
| NONINTEREST-BEARING LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | | | | |
| Demand deposits | 348,003 | | | 250,628 | | | 163,644 | | |
| Other Liabilities | 14,182 | | | 12,372 | | | 9,793 | | |
| Stockholders' equity | 211,408 | | | 162,086 | | | 120,352 | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Total Liabilities and Stockholders' Equity | $1,924,914 | | | $1,482,527 | | | $1,141,047 | | |
| | | | | | | | | | |
| Net interest income and interest rate spread | | $70,699 | 3.94% | | $51,881 | 3.72% | | $38,141 | 3.48% |
| | | | | | | | | | |
| Net interest margin | | | 4.01% | | | 3.81% | | | 3.59% |

(1) Non-accrual loans and overdraft deposits are included in other assets.

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(2) Includes unamortized discounts and premiums. Average balance and yield are computed using the average historical amortized cost.
(3) Interest on loans includes fee income of $3.9 million, $3.0 million and $2.5 million for 2016, 2015 and 2014, respectively, and is reduced by amortization of $2.5 million, $2.3 million and $2.1 million for 2016, 2015 and 2014, respectively.
(4) Equity securities include restricted stock, which is included in other assets on the consolidated balance sheets.
(5) For 2016, adjustments of $648 thousand and $1.9 million were made to tax equate income on tax exempt loans and tax exempt securities. For 2015, adjustments of $585 thousand and $1.6 million were made to tax equate income on tax exempt loans and tax exempt securities. For 2014, adjustments of $489 thousand and $1.3 million were made to tax equate income on tax exempt loans and tax exempt securities. These adjustments are based on a marginal federal income tax rate of 35%, less disallowances.

RATE AND VOLUME ANALYSIS

(Table Dollar Amounts in Thousands except Per Share Data)

The following table analyzes by rate and volume the dollar amount of changes in the components of the interest differential:

| | 2016 change from 2015 | | | 2015 change from 2014 | | |
|---|---|---|---|---|---|---|
| | Net Change | Change Due To Volume | Change Due To Rate | Net Change | Change Due To Volume | Change Due To Rate |
| Tax Equivalent Interest Income | | | | | | |
| Loans | $18,515 | $ 18,415 | $ 100 | $13,852 | $ 16,138 | $(2,286) |
| Taxable securities | (845) | (838) | (7) | (1,379) | (1,150) | (229) |
| Tax-exempt securities | 1,071 | 1,241 | (170) | 671 | 1,056 | (385) |
| Equity securities | 228 | 134 | 94 | 97 | 101 | (4) |
| Funds sold and other cash | 137 | 30 | 107 | 10 | 7 | 3 |
| Total interest income | $19,106 | $ 18,982 | $ 124 | $13,251 | $ 16,152 | $(2,901) |
| | | | | | | |
| Interest Expense | | | | | | |
| Time deposits | $(776) | $ 206 | $ (982) | $(896) | $ 166 | $(1,062) |
| Savings deposits | 151 | 83 | 68 | 68 | 67 | 1 |
| Demand deposits | 356 | 180 | 176 | 309 | 26 | 283 |
| Short term borrowings | 512 | 170 | 342 | 131 | 22 | 109 |
| Long term borrowings | 44 | (182) | 226 | (101) | 335 | (436) |
| Total interest expense | $287 | $ 457 | $ (170) | $(489) | $ 616 | $(1,105) |
| | | | | | | |
| Increase (decrease) in tax equivalent net interest income | $18,819 | $ 18,525 | $ 294 | $13,740 | $ 15,536 | $(1,796) |

The amount of change not solely due to rate or volume changes was allocated between the change due to rate and the change due to volume based on the relative size of the rate and volume changes.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following presents a discussion and analysis of Farmers' financial condition and results of operations by its management. The review highlights the principal factors affecting earnings and the significant changes in balance sheet items for the years 2016, 2015 and 2014. Financial information for prior years is presented when appropriate. The objective of this financial review is to enhance the reader's understanding of the accompanying tables and charts, the consolidated financial statements, notes to financial statements and financial statistics appearing elsewhere in this Annual Report on Form 10-K. Where applicable, this discussion also reflects management's insights

of known events and trends that have or may reasonably be expected to have a material effect on Farmers' business, financial condition or results of operations.

Cautionary Note Regarding Forward Looking Statements

Discussions in this Annual Report on Form 10-K that are not statements of historical fact (including statements that include terms such as "will," "may," "should," "believe," "expect," "anticipate," "estimate," "project," intend," and "plan") are forward-looking statements that involve risks and uncertainties. Any forward-looking statement is not a guarantee of future performance, and actual future results could differ materially from those contained in forward-looking information. Factors that could cause or contribute to such differences include, without limitation, risks and uncertainties detailed from time to time in Farmers' filings with the Securities and Exchange Commission, including without limitation the risk factors disclosed in Item 1A, "Risk Factors" of this Annual Report on Form 10-K.



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Many of these factors are beyond the Company's ability to control or predict, and readers are cautioned not to put undue reliance on those forward-looking statements. The following list, which is not intended to be an all-encompassing list of risks and uncertainties affecting the Company, summarizes several factors that could cause the Company's actual results to differ materially from those anticipated or expected in these forward-looking statements:

- general economic conditions in market areas where Farmers conducts business, which could materially impact credit quality trends;
- business conditions in the banking industry;
- the regulatory environment;
- fluctuations in interest rates;
- demand for loans in the market areas where Farmers conducts business;
- rapidly changing technology and evolving banking industry standards;
- competitive factors, including increased competition with regional and national financial institutions;
- new service and product offerings by competitors and price pressures; and
- other similar items.

Other factors not currently anticipated may also materially and adversely affect Farmers' business, financial condition, results of operations or cash flows. There can be no assurance that future results will meet expectations. While the Company believes that the forward-looking statements in this Annual Report on Form 10-K are reasonable, the reader should not place undue reliance on any forward-looking statement. In addition, these statements speak only as of the date made. Farmers does not undertake, and expressly disclaims, any obligation to update or alter any statements whether as a result of new information, future events or otherwise, except as may be required by applicable law.

Results of Operations

Comparison of Operating Results for the Years Ended December 31, 2016 and 2015.

The Company's net income totaled $20.6 million during 2016, compared to $8.1 million for 2015. On a per share basis, diluted earnings per share were $0.76 as compared to $0.36 diluted earnings per share for 2015. Excluding expenses related to acquisition activities, net income for 2016 would have been $21.0 million, or $0.78 per share, compared to $12.9 million or $0.57 per share in 2015. Common comparative ratios for results of operations include the return on average assets and return on average stockholders' equity. For 2016, the return on average equity was 9.72%, compared to 4.97% for 2015. The return on average assets was 1.07 % for 2016 and 0.54% for 2015. The annualized return on average assets and return on average equity excluding merger related expenses were 1.09% and 9.92% in 2016, compared to 0.87% and 7.95% in 2015, respectively.

The results for 2016 included $73 thousand in gains on sales of securities, compared to $94 thousand in 2015. In addition, 2016 results include $238 thousand in gains from the sale of land and buildings.

On June 1, 2016, the Bank completed the acquisition of Bowers, and merged Bowers with Insurance, the Bank's wholly-owned insurance agency subsidiary. Bowers will continue to operate out of its Cortland, Ohio location and will enhance the Company's current product lineup, and offer broader options of commercial, farm, home, and auto property/casualty insurance carriers to meet all the needs of all the Company's customers. The transaction involved both cash and 123,280 shares of stock totaling $3.2 million, including up to $1.2 million of future payments, contingent upon Bowers meeting performance targets. Goodwill of $1.8 million, which is recorded on the balance sheet, arising from the acquisition consisted largely of synergies and the cost savings resulting from the combining of the companies. The goodwill was determined not to be deductible for income tax purposes. The fair value of other intangible assets of $1.6 million is related to client relationships, company name and noncompetition agreements.

On June 19, 2015, the Company completed the acquisition of all outstanding stock of National Bancshares Corporation ("NBOH"), the parent company of First National Bank of Orrville ("First National Bank"). The transaction involved both cash and 7,262,955 shares of stock totaling $74.8 million. First National Bank branches became branches of Farmers Bank. Pursuant to the Agreement, each shareholder of NBOH received either $32.15 per share in cash or 4.034 shares of Farmers' common stock, subject to an overall limitation of 80% of the shares of NBOH being exchanged for stock and 20% for cash.

On October 1, 2015, the Company completed the acquisition of Tri-State 1st Banc, Inc. ("Tri-State"), the parent company of 1st National Community Bank ("FNCB"). Pursuant to the terms of the Merger Agreement, common shareholders of Tri-State were entitled to receive 1.747 shares of Farmers' common stock, or $14.20 in cash, for each common share, without par value, of Tri-State (the "Tri-State Common Shares"), subject to proration provisions specified in the Merger Agreement that provide for a targeted aggregate split of total consideration consisting of 75% Company Common Shares and 25% cash. Preferred shareholders of Tri-State received $13.60 in cash for each share of Series A Preferred Stock, without par value, of Tri-State. Total consideration actually paid was in the form of $3.6 million in cash and $10.7 million worth of the Company's stock on October 1, 2015.

Net Interest Income

Net interest income, the principal source of the Company's earnings, represents the difference between interest income on interest-earning assets and interest expense on interest-bearing liabilities. For 2016, taxable equivalent net interest income increased $18.8 million, or 36.3%, from 2015. Interest-earning assets averaged $1.761 billion during 2016, increasing $398.6 million compared to 2015. The Company's interest-bearing liabilities increased 27.8% from $1.057 billion in 2015 to $1.351 billion in 2016. The two previously mentioned acquisitions increased interest-earning assets by $647.5 million and interest-bearing liabilities by $605.5 million at their respective completion dates.

The Company finances its earning assets with a combination of interest-bearing and interest-free funds. The interest-bearing funds are composed of deposits, short-term borrowings and long-term debt. Interest paid for the use of these funds is the second factor in the net interest income equation. Interest-free funds, such as demand deposits and stockholders' equity, require no interest expense and, therefore, contribute significantly to net interest income.

The profit margin, or spread, on invested funds is a key performance measure. The Company monitors two key performance indicators - net interest spread and net interest margin. The net interest spread represents the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. The net interest spread in 2016 was 3.94%, increasing from 3.72% in 2015. The net interest margin represents the overall profit margin – net interest income as a percentage of total interest-earning assets. This performance indicator gives effect to interest earned for all investable funds including the substantial volume of interest-free funds. For 2016, the net interest margin, measured on a fully taxable equivalent basis, increased to 4.01%, compared to 3.81% in 2015. The net interest margin, excluding the impact of amortization and accretion from the current year acquisitions, improved 19 basis points to 3.95% for the year ended December 31, 2016. The accretion added $98 thousand per month during 2016 and will continue over the next several years.

The increase in net interest margin is largely a result of interest bearing liabilities repricing at lower rates and the shifting of assets from investment securities to higher interest income rates of loans. As long term time deposits mature they are being renewed at lesser rates or moving to more liquid accounts at lower interest rates. Total taxable equivalent interest income was $75.1 million for 2016, which is $19.1 million more than the $56.0 million reported in 2015. In comparing the years ending December 31, 2016 and 2015, yields on earning assets increased 15 basis points while the cost of interest bearing liabilities decreased 7 basis points. Average loans increased $388.9 million, or 40.7%, in 2016, and the loan yield remained unchanged at 4.74%. Tax equated income from securities, federal funds and other increased $591 thousand, or 5.5%, in 2016. Farmers saw its yields on these assets increase slightly from

2.64% in 2015 to 2.72% in 2016 and the average balance of investment securities and federal funds sold also increased from $407.2 million in 2015 to $416.8 million in 2016.

Total interest expense amounted to $4.4 million for 2016, a 7.0% increase from $4.1 million reported in 2015. The increase in 2016 is the result of a $204.9 million increase in interest-bearing deposits and an $89.0 million increase in other borrowings. The cost of interest-bearing liabilities decreased from 0.39% in 2015 to 0.32% in 2016.

Management will continue to evaluate future changes in interest rates and the shape of the treasury yield curve so that assets and liabilities may be priced accordingly to minimize the impact on the net interest margin.

Noninterest Income

Total noninterest income increased by $4.9 million in 2016. The increase in noninterest income is due to several factors. Gains on the sale of mortgage loans increased from $1.1 million to $2.8 million, representing an increase of $1.7 million. Insurance agency commissions also increased to $1.6 million compared to $569 thousand in 2015 and service charges on deposit accounts increased from $3.3 million in 2015 to $4.0 million in 2016, reflecting the size of the company of after the two bank acquisitions. Debit card interchange fees also increased $780 thousand or 41.5%. Other operating income also increased $599 thousand, primarily as a result of the positive impact from account level transaction volumes from the merger related growth. The Bank and Company expect these amounts to increase during 2017 as management continues to focus on growing the various sources of noninterest income.

Noninterest Expenses

Noninterest expense for 2016 was $59.5 million, compared to $54.0 million in 2015, representing an increase of $5.5 million, or 10.1%. Most of the increase was from salaries and employee benefits, which increased $5.3 million or 19.8%, mainly due to an increase in the number of employees resulting from the mergers. The Company’s full time equivalent employees (“FTE”) increased by 8.5% from December 31, 2015 to December 31, 2016. Occupancy and equipment costs also increased $1.2 million due to the additional banking locations resulting from the mergers. Excluding expenses related to acquisition activities, noninterest expenses measured as a percentage of average assets decreased from 3.21% in 2015 to 3.06% in 2016.

The Company’s tax equivalent efficiency ratio for the twelve month period ended December 31, 2016 was 61.59%, compared to 75.26% for the same period in 2015. Excluding expenses related to acquisition activities, the efficiency ratio for the year ended December 31, 2016 improved to 60.99% compared to 66.2% in 2015. The main factors leading to the improvement in the efficiency ratio was the increase in net interest income and noninterest income, along with the stabilized level of noninterest expenses relative to average assets as explained in the preceding paragraph. The efficiency ratio is calculated as follows: non-interest expense divided by the sum of tax equivalent net interest income plus non-interest income, excluding security gains and losses and intangible amortization. This ratio is a measure of the expense incurred to generate a dollar of revenue. Management will continue to closely monitor and keep the increases in other expenses to a minimum.

Income Taxes

Income tax expense totaled $7.5 million for 2016 and $2.5 million in 2015. Income taxes are computed using the appropriate effective tax rates for each period. The increase in the current year tax expense is a result of a 165% increase in income before income taxes, from $10.55 million in 2015 to $28 million in 2016. The effective tax rates are less than the statutory tax rate primarily due to nontaxable interest and dividend income. The effective income tax rate was 26.7% for 2016 and 23.7% for 2015. Refer to Note 16 to the consolidated financial statements for additional information regarding the effective tax rate.

Comparison of Operating Results for the Years Ended December 31, 2015 and 2014.

The Company’s net income totaled $8.1 million during 2015, compared to $9.0 million for 2014. On a per share basis, diluted earnings per share were $0.36 as compared to $0.48 diluted earnings per share for 2014. Excluding expenses related to acquisition activities, net income for 2015 would have been $12.9 million, or $0.57 per share. Common comparative ratios for results of operations include the return on average assets and return on average stockholders’

equity. For 2015, the return on average equity was 4.97%, compared to 7.45% for 2014. The return on average assets was 0.54% for 2015 and 0.79% for 2014. Excluding expenses related to acquisition activities, the return on average assets and return on average stockholders' equity were 0.87% and 7.95%, respectively.

The results for 2015 included $94 thousand in gains on sales of securities, compared to $457 thousand in 2014.

Net Interest Income

For 2015, taxable equivalent net interest income increased $13.7 million, or 36.0%, from 2014. Interest-earning assets averaged $1.363 billion during 2015, increasing $301.2 million compared to 2014. The Company's interest-bearing liabilities increased 24.8% from $847.3 million in 2014 to $1.057 billion in 2015. The NBOH and Tri-State acquisitions increased interest-earning assets by $647.5 million and interest-bearing liabilities by $605.5 million at their respective completion dates.

Total taxable equivalent interest income was $51.9 million for 2015, which is $13.7 million more than the $38.1 million reported in 2014. In comparing the years ending December 31, 2015 and 2014, yields on earning assets increased 6 basis points while the cost of interest bearing liabilities decreased similarly at 19 basis points. Average loans increased $324.4 million, or 51.41%, in 2015, however the yields decreased from 4.97% in 2014 to 4.74% in 2015. Tax equated income from securities, federal funds and other decreased $601 thousand, or 5.30%, in 2015. Even though tax equated income decreased, Farmers saw its yields on these assets increase slightly from 2.63% in 2014 to 2.64% in 2015. The average balance of investment securities and federal funds sold decreased from $430.4 million in 2014 to $407.2 million in 2015.

Total interest expense amounted to $4.1 million for 2015, a 10.7% decrease from $4.6 million reported in 2014. The decrease in 2015 is the result of lower rates of interest paid on interest-bearing deposits and repurchase agreements. The cost of interest-bearing liabilities decreased from 0.54% in 2014 to 0.39% in 2015.

Noninterest Income

Total noninterest income increased by $3 million in 2015. The increase in noninterest income is due to several factors. Gains on the sale of mortgage loans increased from $358 thousand to $1.1 million, representing an increase of $743 thousand. Retirement plan consulting fees also increased to $2.1 million compared to $1.8 million in 2014 and service charges on deposit accounts increased from $2.6 million in 2014 to $3.3 million in 2015, reflecting the size of the company of after the two acquisitions. Investment commissions increased $146 thousand or 14%, as management continues to focus on diversifying revenue sources to decrease the reliance on net interest income as the main driver of revenue. Other operating income also increased $1 million, primarily as a result of the positive impact from account level transaction volumes from the merger related growth. Included in the increase in other operating income was debit card interchange income, which increased $618 thousand, and ATM fee income, which increased $74 thousand.

Noninterest Expenses

Noninterest expense for 2015 was $54.0 million, compared to $38.2 million in 2014, representing an increase of $15.8 million, or 41.5%. Most of the increase was from merger related costs, which were $6.4 million in 2015, compared to none in 2014. Salaries and employee benefits also increased $5.8 million, mainly due to an increase in the number of employees resulting from the mergers. The Company's full time equivalent employees ("FTE") increased by 105 from December 31, 2014 to December 31, 2015. Occupancy and equipment costs also increased $947 thousand due to the additional eighteen banking locations resulting from the mergers. Excluding expenses related to acquisition activities, noninterest expenses measured as a percentage of average assets decreased from 3.34% in 2014 to 3.21% in 2015.

The Company's tax equivalent efficiency ratio for the twelve month period ended December 31, 2015 was 75.26%, compared to 70.24% for the same period in 2014. Excluding expenses related to acquisition activities, the efficiency ratio for the year ended December 31, 2015 improved to 66.2%. The main factors leading to the improvement in the

efficiency ratio was the increase in net interest income and noninterest income, along with the stabilized level of noninterest expenses relative to average assets as explained in the preceding paragraph. The efficiency ratio is calculated as follows: non-interest expense divided by the sum of tax equivalent net interest income plus non-interest income, excluding security gains and losses and intangible amortization. This ratio is a

measure of the expense incurred to generate a dollar of revenue. Management will continue to closely monitor and keep the increases in other expenses to a minimum.

Income Taxes

Income tax expense totaled $2.5 million for 2015 and $2.6 million in 2014. The small decrease in the current year tax expense can be mainly attributed to the $1.0 million decrease in income before taxes. The effective tax rates are less than the statutory tax rate primarily due to nontaxable interest and dividend income. The effective income tax rate was 23.7% for 2015 and 22.7% for 2014.

Liquidity

Farmers maintains, in the opinion of management, liquidity sufficient to satisfy depositors' requirements and meet the credit needs of customers. The Company depends on its ability to maintain its market share of deposits as well as acquiring new funds. The Company's ability to attract deposits and borrow funds depends in large measure on its profitability, capitalization and overall financial condition.

Principal sources of liquidity include assets considered relatively liquid, such as short-term investment securities, federal funds sold and cash and due from banks.

Along with its liquid assets, Farmers has additional sources of liquidity available which help to insure that adequate funds are available as needed. These other sources include, but are not limited to, loan repayments, the ability to obtain deposits through the adjustment of interest rates and the purchasing of federal funds and borrowings on approved lines of credit at two major domestic banks. At December 31, 2016, Farmers had not borrowed against these lines of credit. Management feels that its liquidity position is more than adequate and will continue to monitor the position on a monthly basis. The Company also has additional borrowing capacity with the FHLB, as well as access to the Federal Reserve Discount Window, which provides an additional source of funds. The Company views its membership in the FHLB as a solid source of liquidity. As of December 31, 2016, the Bank is eligible to borrow an additional $144 million from the FHLB under various fixed rate and variable rate credit facilities. Advances outstanding from the FHLB at December 31, 2016 amounted to $132.9 million.

Farmers' primary investing activities are originating loans and purchasing securities. During 2016, net cash used by investing activities amounted to $115.2 million, compared to $23.1 million used in 2015. Net increases in loans were $133.2 million in 2016, compared to $139.7 million in 2015. The cash used by lending activities during 2016 can be attributed to the activity in the commercial real estate, residential real estate, agricultural and consumer loan portfolios. Purchases of securities available for sale were $52.6 million in 2016, compared to $72.7 million in 2015, and proceeds from maturities and sales of securities available for sale were $71.4 million in 2016, compared to $165.6 million in 2015. Net cash of $29.7 million was received as a result of the acquisitions of NBOH and Tri-State in 2015.

Farmers' primary financing activities are obtaining deposits, repurchase agreements and other borrowings. Net cash provided by financing activities amounted to $76.7 million for 2016, compared to $45.4 million in 2015. The majority of this increase can be attributed to the net change in deposits. Deposits increased $115.7 million in 2016, compared to a $44.7 million decrease in 2015. Short-term borrowings decreased $27.4 million during 2016, compared to a $91.2 million increase during 2015.

Loan Portfolio

Maturities and Sensitivities of Loans to Interest Rates

The following schedule shows the composition of loans and the percentage of loans in each category at the dates indicated. Balances include unamortized loan origination fees and costs.

| Years Ended December 31, | 2016 | | 2015 | | 2014 | | 2013 | | 2012 | |
|---|---|---|---|---|---|---|---|---|---|---|
| Commercial Real Estate | $445,966 | 31.2 % | $408,534 | 31.5 % | $222,573 | 33.5 % | $217,362 | 34.4 % | $200,651 | 34.2 % |
| Commercial | 204,359 | 14.3 | 199,457 | 15.4 | 120,139 | 18.1 | 105,011 | 16.7 | 97,098 | 16.6 |
| Residential Real Estate | 430,195 | 30.1 | 394,582 | 30.4 | 183,853 | 27.7 | 170,151 | 27.0 | 156,182 | 26.6 |
| Consumer | 218,100 | 15.3 | 185,077 | 14.3 | 137,276 | 20.7 | 138,148 | 21.9 | 132,647 | 22.6 |
| Agricultural | 129,015 | 9.1 | 109,215 | 8.4 | 11 | 0.0 | 12 | 0.0 | 14 | 0.0 |
| Total Loans | $1,427,635 | 100.0% | $1,296,865 | 100.0% | $663,852 | 100.0% | $630,684 | 100.0% | $586,592 | 100.0% |

The following schedule sets forth maturities based on remaining scheduled repayments of principal for commercial and commercial real estate loans listed above as of December 31, 2016:

| Types of Loans | 1 Year or less | 1 to 5 Years | Over 5 Years |
|---|---|---|---|
| Commercial | $13,454 | $107,448 | $83,457 |
| Commercial Real Estate | $15,051 | $82,470 | $348,445 |
| Agricultural | $3,223 | $19,320 | $106,472 |

The amounts of commercial and commercial real estate loans as of December 31, 2016, based on remaining scheduled repayments of principal, are shown in the following table:

| Loan Sensitivities | 1 Year or less | Over 1 Year | Total |
|---|---|---|---|
| Floating or Adjustable Rates of Interest | $ 17,892 | $524,710 | $542,602 |
| Fixed Rates of Interest | 13,836 | 222,902 | 236,738 |
| Total Loans | $ 31,728 | $747,612 | $779,340 |

Total loans were $1.4 billion at year-end 2016, compared to $1.3 billion at year-end 2015. Loans grew 10% organically during the past twelve months. The organic increase in loans is a direct result of Farmers' focus on loan

growth utilizing a talented lending and credit team, while adhering to a sound underwriting discipline. Most of the increase in loans has occurred in the commercial real estate, agricultural, residential real estate and consumer loan portfolios. Loans comprised 76.3% of the Bank's average earning assets in 2016, compared to 70.1% in 2015. The product mix in the loan portfolio includes commercial loans comprising 14.3%, residential real estate loans 30.1%, commercial real estate loans 31.2%, consumer loans 15.3% and agricultural loans 9.1% at December 31, 2016, compared with 15.4%, 30.4%, 31.5%, 14.3% and 9.1%, respectively, at December 31, 2015.

Loans contributed 84.9% of total taxable equivalent interest income in 2016 and 80.8% in 2015. Loan yields were 4.74% in 2015, 48 basis points greater than the average rate for total earning assets. Management recognizes that while the loan portfolio holds some of the Bank's' highest yielding assets, it is inherently the most risky portfolio. Accordingly, management attempts to balance credit risk versus return with conservative credit standards. Management has developed and maintains comprehensive underwriting guidelines and a loan review function that monitors credits during and after the approval process. To minimize risks associated with changes in the borrower's future repayment capacity, the Bank generally requires scheduled periodic principal and interest payments on all types of loans and normally requires collateral. Commercial loans at December 31, 2016 increased 2.5% from year-end 2015 with outstanding balances of $204.4 million. The Bank's commercial loans are granted to customers within the immediate trade area of the Bank. The mix is diverse, covering a wide range of borrowers, business types and local municipalities. The Bank monitors and controls concentrations within a particular industry or segment of

the economy. These loans are made for purposes such as equipment purchases, capital and leasehold improvements, the purchase of inventory, general working capital and small business lines of credit.

Residential real estate mortgage loans increased to $430.2 million at December 31, 2016, compared to $395.1 million in 2015. Farmers originated both fixed rate and adjustable rate mortgages during 2016. Fixed rate terms are generally limited to fifteen year terms while adjustable rate products are offered with maturities up to thirty years.

Commercial real estate loans increased from $408.5 million at December 31, 2015 to $446.0 million at December 31, 2016, an increase of $37.4 million or 9.2%. The Company's commercial real estate loan portfolio includes loans for owner occupied and non-owner occupied real estate. These loans are made to finance properties such as office and industrial buildings, hotels and retail shopping centers.

The growth in the commercial and commercial real estate loan portfolios was consistent with the improvements in the local economy. Several new projects announced in the Mahoning Valley and Stark County, along with decreased levels of unemployment have led small business owners to expand or make additional investments in their operations.

Agricultural loans increased from $109.2 million in 2015 to $129.0 million in 2016, an increase of $19.8 million or 18.1%. The Company's agricultural loan portfolio contains a diverse mix of dairy, crops, land, poultry and cattle loans. The agricultural loan portfolio increased from $11 thousand in 2014 to $109.2 million in 2015 as a result of the NBOH merger.

Summary of Loan Loss Experience

The following is an analysis of the allowance for loan losses for the periods indicated:

| Years Ended December 31, | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| Balance at Beginning of Year | $8,978 | $7,632 | $7,568 | $7,629 | $9,820 |
| Charge-Offs: | | | | | |
| Commercial Real Estate | (349) | (536) | (151) | (505) | (1,225) |
| Commercial | (245) | (290) | (185) | (99) | (918) |
| Residential Real Estate | (188) | (320) | (585) | (326) | (806) |
| Consumer | (2,019) | (2,058) | (2,213) | (1,723) | (1,002) |
| Total Charge-Offs | (2,801) | (3,204) | (3,134) | (2,653) | (3,951) |
| Recoveries on Previous Charge-Offs: | | | | | |
| Commercial Real Estate | 15 | 130 | 125 | 171 | 253 |
| Commercial | 45 | 9 | 29 | 262 | 50 |
| Residential Real Estate | 112 | 122 | 77 | 47 | 104 |
| Consumer | 633 | 779 | 1,087 | 822 | 628 |
| Total Recoveries | 805 | 1,040 | 1,318 | 1,302 | 1,035 |
| Net Charge-Offs | (1,996) | (2,164) | (1,816) | (1,351) | (2,916) |
| Provision For Loan Losses | 3,870 | 3,510 | 1,880 | 1,290 | 725 |
| Balance at End of Year | $10,852 | $8,978 | $7,632 | $7,568 | $7,629 |
| Ratio of Net Charge-offs to Average Loans Outstanding | 0.15 % | 0.22 % | 0.28 % | 0.23 % | 0.52 % |
| Allowance for Loan Losses/Total Loans | 0.76 | 0.69 | 1.15 | 1.20 | 1.30 |

Provisions charged to operations amounted to $3.9 million in 2016, compared to $3.5 million in 2015, an increase of $360 thousand.  This increase is primarily due to the level of net charge-offs and the overall 10.1% organic increase in total loans, which are factors considered in management's estimate of loan loss provisions and the adequacy of the allowance for loan losses.  Net charge-offs for the year ended December 31, 2016 were $2.0 million, $168 thousand less than net charge-offs for the year ended December 31, 2015.  The allowance for loan losses to total loans increased from 0.69% at December 31, 2015 to 0.76% at December 31, 2016.  When the acquired loans from the NBOH and Tri-State mergers are excluded the ratio is 1.03% at December 31, 2016 and

1.08% at December 31, 2015, and compares similarly with the periods prior to 2015 presented in the above table. Additionally, when loans collectively evaluated for impairment, which excludes acquired loans, are compared to the allowance for loan losses for loans collectively evaluated for impairment the ratio is 1.01% for the year ended December 31, 2016, compared to 1.03% for the year ended December 31, 2015. Nonperforming loans to total loans decreased from 0.81% at December 31, 2015 to 0.57% at December 31, 2016. In determining the estimate of the allowance for loan losses, management computes the historical loss percentage based upon the loss history of the past 12 quarters. The Company believes that using a loss history of the previous 12 quarters helps mitigate volatility in the timing of charge-offs and better reflects probable incurred losses.

The provision for loan losses charged to operating expense is based on management’s judgment after taking into consideration all factors connected with the collectability of the existing loan portfolio. Management evaluates the loan portfolio in light of economic conditions, changes in the nature and volume of the loan portfolio, industry standards and other relevant factors. Specific factors considered by management in determining the amounts charged to operating expenses include previous charge-off experience, the status of past due interest and principal payments, the quality of financial information supplied by loan customers and the general condition of the industries in the community to which loans have been made.

The allowance for loan losses increased $1.9 million during the year. Aside from the various credit quality metrics discussed above, another reason for the increase in the current year allowance for loan losses was an increase in probable incurred losses associated with the commercial loan portfolio. At December 31, 2016, commercial loans collectively evaluated for impairment totaled $195.1 million with an allowance allocation of $1.8 million compared to commercial loans collectively evaluated for impairment of $156.4 million with an allowance for loan losses of $1.3 million at December 31, 2015. The commercial loan portfolio experienced a provision of $701 thousand, compared to a $234 thousand provision in 2015. Impaired loans are carried at the fair value of the underlying collateral, less estimated disposition costs, if repayment of the loan is expected to be solely dependent on the sale of the collateral. Otherwise, impaired loans are carried at the present value of expected cash flows.

Typically, commercial and commercial real estate loans are identified as impaired when they become ninety days past due, or earlier if management believes it is probable that the Company will not collect all amounts due under the terms of the loan agreement. When Farmers identifies a loan as impaired and also concludes that the loan is collateral dependent, Farmers performs an internal collateral valuation as an interim measure. Farmers typically obtains an external appraisal to validate its internal collateral valuation as soon as is practical and adjusts the associated specific loss reserve, if necessary.

The ratio of the allowance for loan losses to non-performing loans at December 31, 2016 improved to 132.83%, compared to 85.96% at December 31, 2015. Nonaccrual agricultural loans were the only category that increased during the year, from $73 thousand at December 31, 2015 to $686 thousand, or 0.53% of total agricultural loans at December 31, 2016. The balance in the allowance for loan losses increased in 2016, with the increased loan portfolio size, to $10.9 million compared to $9.0 million in 2015.

| Nonperforming Assets<br>December 31, | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|---|
| Nonaccrual loans: | | | | | |
| Commercial Real Estate | $1,410 | $3,803 | $3,273 | $3,117 | $3,915 |
| Commercial | 1,361 | 1,609 | 1,645 | 1,993 | 1,081 |
| Residential Real Estate | 2,636 | 3,116 | 2,881 | 2,864 | 2,636 |
| Consumer | 396 | 457 | 126 | 363 | 0 |
| Agricultural | 686 | 73 | 83 | 94 | 0 |
| Total Nonaccrual Loans | $6,489 | $9,058 | $8,008 | $8,431 | $7,632 |
| Loans Past Due 90 Days or More | 1,681 | 1,387 | 473 | 646 | 596 |
| Total Nonperforming Loans | $8,170 | $10,445 | $8,481 | $9,077 | $8,228 |
| | | | | | |
| Other Real Estate Owned | 482 | 942 | 148 | 171 | 334 |
| Total Nonperforming Assets | $8,652 | $11,387 | $8,629 | $9,248 | $8,562 |
| | | | | | |
| Loans modified in troubled debt restructuring | $7,007 | $9,325 | $8,110 | $8,280 | $7,642 |
| TDRs included in Nonaccrual Loans | $3,113 | $4,733 | $1,436 | $1,957 | $818 |
| Percentage of Nonperforming Loans to Loans | 0.57 % | 0.81 % | 1.28 % | 1.44 % | 1.40 % |
| Percentage of Nonperforming Assets to Total Assets | 0.44 % | 0.61 % | 0.76 % | 0.81 % | 0.75 % |
| Loans Delinquent 30-89 days | 12,746 | 9,129 | 5,426 | 3,658 | 3,702 |
| Percentage of Loans Delinquent 30-89 days to Total Loans | 0.89 % | 0.70 % | 0.82 % | 0.58 % | 0.63 % |

The Company has forgone interest income of approximately $553 thousand from nonaccrual loans as of December 31, 2016 that would have been earned, over the life of the loans, if all loans had performed in accordance with their original terms.

Net charge-offs as a percentage of average loans outstanding decreased from 0.23% for 2015 to 0.15% for 2016 as a result of the larger loan portfolio and improved loan quality. Net charge-offs decreased from $2.2 million in 2015 to $2.0 million in 2016. Each of the loan types experienced a decrease in gross charge-offs in comparing the two periods.

The following table summarizes the Company's allocation of the allowance for loan losses for the past five years:

| December 31, | 2016 | | 2015 | | 2014 | | 2013 | | 2012 | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Amount | Loans to Total Loans | Amount | Loans to Total Loans | Amount | Loans to Total Loans | Amount | Loans to Total Loans | Amount | Loans to Total Loans |

| | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Commercial Real Estate | $3,577 | 37.4 | % | $3,127 | 37.5 | % | $2,676 | 33.5 | % | $2,752 | 34.4 | % | $3,392 | 34.2 | % |
| Commercial | 1,874 | 17.2 | | 1,373 | 17.8 | | 1,420 | 18.1 | | 1,219 | 16.7 | | 1,453 | 16.6 | |
| Residential Real Estate | 2,205 | 30.1 | | 1,845 | 30.4 | | 1,689 | 27.7 | | 1,964 | 27.0 | | 1,569 | 26.6 | |
| Consumer | 2,766 | 15.3 | | 2,160 | 14.3 | | 1,663 | 20.7 | | 1,419 | 21.9 | | 951 | 22.6 | |
| Unallocated | 430 | 0 | | 473 | 0 | | 184 | 0 | | 214 | 0 | | 264 | 0 | |
| | $10,852 | 100.0 | % | $8,978 | 100.0 | % | $7,632 | 100.0 | % | $7,568 | 100.0 | % | $7,629 | 100.0 | % |

The allowance allocated to each of the four loan categories should not be interpreted as an indication that charge-offs in 2017 will occur in the same proportions or that the allocation indicates future charge-off trends. The allowance allocated to the one-to-four family real estate loan category and the consumer loan category is based upon

the Company's allowance methodology for homogeneous loans, and increases and decreases in the balances of those portfolios. In previous years, the indirect installment loan category has represented the largest percentage of loan losses. The consumer loan category represents approximately 15.3% of total loans and in 2016, the net loan losses accounted for 69.4% of the losses of the entire loan portfolio. For the commercial loan category, which represents 17.2% of the total loan portfolio, management relies on the Bank's internal loan review procedures and allocates accordingly based on loan classifications. The net charge-offs in the commercial real estate portfolio, which represents 37.4% of the total portfolio, was $334 thousand for 2016.

There were no loans other than those identified above, that management has known information about possible credit problems of borrowers and their ability to comply with the loan repayment terms. Management is actively monitoring certain borrowers' financial condition and loans which management wants to more closely monitor due to special circumstances. These loans and their potential loss exposure have been considered in management's analysis of the adequacy of the allowance for loan losses.

Loan Commitments and Lines of Credit

In the normal course of business, the Bank has extended various commitments for credit. Commitments for mortgages, revolving lines of credit and letters of credit generally are extended for a period of one month up to one year. Normally, no fees are charged on any unused portion, but an annual fee of two percent is charged for the issuance of a letter of credit.

As of December 31, 2016, there were no concentrations of loans exceeding 10% of total loans that are not disclosed as a category of loans. As of that date, there were also no other interest-earning assets that are either nonaccrual, past due, restructured or non-performing.

Investment Securities

The investment securities portfolio decreased $24.3 million in 2016. This decrease resulted from some maturing securities not being reinvested and used instead to fund loan portfolio growth. The Company's investment strategy is to maintain a diverse investment security portfolio with a higher concentration in mortgage-backed securities that are issued by U.S. Government sponsored enterprises and tax-free municipal securities. Farmers sold $11.5 million in securities in 2016, resulting in net security gains of $73 thousand. Farmers recognized market appreciation on faster paying mortgage-backed securities and lower rated municipal securities, and reinvested in new mortgage-backed securities and higher rated municipal securities to further diversify the securities portfolio. During 2014, the Company created the Investments subsidiary to hold municipal securities and take advantage of more favorable tax treatment. At December 31, 2016, the Investments entity had a balance of $76.9 million in municipal securities.

Farmers' objective in managing the investment portfolio is to preserve and enhance corporate liquidity through investment in primarily short and intermediate term securities which are readily marketable and of the highest credit quality. In general, investment in securities is limited to those funds the Bank feels it has in excess of funds used to satisfy loan demand and operating considerations.

The Volcker Rule places limits on the trading activity of insured depository institutions and entities affiliated with a depository institution, subject to certain exceptions. The Bank does not engage in any of the trading activities or own any of the types of funds regulated by the Volcker Rule.

Mortgage-backed securities are created by the pooling of mortgages and issuance of a security. Mortgage-backed securities typically represent a participation interest in a pool of single-family or multi-family mortgages. Prepayment estimates for mortgage-backed securities are performed at purchase to ensure that prepayment assumptions are

reasonable considering the underlying collateral for the mortgage-backed securities at issue and current mortgage interest rates and to determine the yield and estimated maturity of the mortgage-backed security portfolio. Prepayments that are faster than anticipated may shorten the life of the security and may result in faster amortization of any premiums paid and thereby reduce the net yield on such securities. During periods of declining mortgage interest rates, refinancing generally increases and accelerates the prepayment of the underlying mortgages

and the related security. All holdings of mortgage-backed securities were issued by U.S. Government sponsored enterprises.

The following table shows the carrying value of investment securities by type of obligation at the dates indicated:

Type

| December 31, | 2016 | 2015 | 2014 |
|---|---|---|---|
| U.S. Treasury securities | $1,211 | $1,192 | $844 |
| U.S. government sponsored enterprise debt securities | 4,710 | 9,914 | 23,977 |
| Mortgage-backed securities - residential and collateralized mortgage obligations | 190,375 | 223,752 | 249,537 |
| Small Business Administration | 16,706 | 19,299 | 22,419 |
| Obligations of states and political subdivisions | 155,303 | 138,723 | 91,881 |
| Equity securities | 351 | 298 | 240 |
| Corporate bonds | 1,339 | 1,134 | 931 |
| | $369,995 | $394,312 | $389,829 |

A summary of debt securities held at December 31, 2016 classified according to maturity and including weighted average yield for each range of maturities is set forth below:

| Type and Maturity Grouping | December 31, 2016 | | |
|---|---|---|---|
| | Fair Value | Weighted Average Yield (1) | |
| U.S. Treasury securities | | | |
| Maturing after one year but within five years | 601 | 1.69 | % |
| Maturing after five years but within ten years | 610 | 1.97 | % |
| Total U.S. Treasury securities | $1,211 | 1.83 | % |
| | | | |
| U.S. government sponsored enterprise debt securities | | | |
| Maturing within one year | $502 | 0.73 | % |
| Maturing after one year but within five years | 3,451 | 1.61 | % |
| Maturing after five years but within ten years | 665 | 2.39 | % |
| Maturing after ten years | 92 | 2.25 | % |
| Total U.S. government sponsored enterprise debt securities | $4,710 | 1.65 | % |
| | | | |
| Mortgage-backed securities - residential and collateralized mortgage obligations (2) | | | |
| Maturing within one year | $30,526 | 2.07 | % |
| Maturing after one year but within five years | 78,806 | 2.10 | % |
| Maturing after five years but within ten years | 47,821 | 2.16 | % |
| Maturing after ten years | 33,222 | 2.36 | % |
| Total mortgage-backed securities | $190,375 | 2.15 | % |
| | | | |
| Small Business Administration | | | |
| Maturing within one year | $15 | 2.83 | % |
| Maturing after one year but within five years | 31 | 2.79 | % |
| Maturing after five years but within ten years | 16,660 | 2.04 | % |
| Total small business administration | $16,706 | 2.04 | % |
| | | | |
| Obligations of states and political subdivisions | | | |
| Maturing within one year | $7,058 | 3.68 | % |
| Maturing after one year but within five years | 56,015 | 3.62 | % |
| Maturing after five years but within ten years | 85,941 | 4.78 | % |
| Maturing after ten years | 6,289 | 4.90 | % |
| Total obligations of states and political subdivisions | $155,303 | 4.32 | % |
| | | | |
| Corporate bonds | | | |
| Maturing within one year | $300 | 1.10 | % |
| Maturing after one year but within five years | 837 | 1.81 | % |
| Maturing after five years but within ten years | 202 | 2.72 | % |
| Total other securities | $1,339 | 1.79 | % |

(1) The weighted average yield has been computed by dividing the total contractual interest income adjusted for amortization of premium or accretion of discount over the life of the security by the par value of the securities outstanding. The weighted average yield of tax-exempt obligations of states and political subdivisions has been calculated on a fully taxable equivalent basis. The amounts of adjustments to interest which are based on the statutory tax rate of 35% were $90 thousand, $683 thousand, $1.4 million and $112 thousand for the four ranges of maturities.

(2) Payments based on contractual maturity.



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Premises and Equipment

Premises and equipment had a net decrease of $965 thousand in 2016 as a result of the sale of land and bank premises amounting to $1.2 million and depreciation of $1.7 million. This was offset by new additions of premises and equipment amounting to $923 thousand.

Deposits

Deposits represent the Company's principal source of funds. The deposit base consists of demand deposits, savings and money market accounts and other time deposits. During the year, the Company's average total deposits increased from $1.165 billion in 2015 to $1.368 billion in 2016, representing an increase of 17.4%. Average interest bearing demand deposits increased $114.5 million and savings deposits increased $72.5 million since December 31, 2015. With interest rates continuing to be low, customers have little incentive to commit funds to term deposit accounts. Time deposits had a modest increase of $18.0 million in 2016. The Company's focus is on core deposit growth and Farmers will continue to price deposit rates to remain competitive within the market and to retain customers. At December 31, 2016, core deposits – savings and money market accounts, time deposits less than $250 thousand, demand deposits and interest bearing demand deposits represented approximately 97.0% of total deposits.

Bank Owned Life Insurance

Farmers' owns bank owned life insurance policies on the lives of certain members of management. The purpose of this transaction is to help fund the costs of employee benefit plans. The cash surrender value of these policies was $30.0 million at December 31, 2016, compared to $29.2 million at December 31, 2015.

Borrowings

Short-term borrowings decreased $27.4 million or 12.1% since December 31, 2015 as a result of the deposit growth that occurred in 2016. Most of the decrease was in short-term Federal Home Loan Advances (the "FHLB"). Long-term borrowings decreased $7.1 million or 32.1%, as maturing FHLB advances were refinanced with short-term advances to capitalize on the favorable interest rates. See Note 10 and 11 within Item 8 of this Annual report on Form 10-K for additional detail.

Contractual Obligations, Commitments, Contingent Liabilities and Off-Balance Sheet Arrangements

The following table presents, as of December 31, 2016, the Company's significant fixed and determinable contractual obligations by payment date. The payment amounts represent those amounts contractually due to the recipient and do not include any unamortized premiums or discounts or other similar carrying value adjustments. Further discussion of the nature of each obligation is included in the referenced note to the consolidated financial statements.

Commitments
12/31/2016

| | Note Ref. | 2017 | 2018 | 2019 | 2020 | 2021 | Thereafter |
|---|---|---|---|---|---|---|---|
| Deposits without maturity | | $1,289,037 | | | | | |
| Certificates of deposit | 9 | 74,624 | 28,725 | 27,315 | 37,231 | 56,693 | 11,132 |
| Repurchase agreements | 10 | 78,110 | | | | | |
| Short-term borrowed funds | 10 | 350 | | | | | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Short-term FHLB advances | 10 | 120,000 | | | | | |
| Long-term borrowings | 11 | 8,158 | 1,008 | 931 | 860 | 792 | 3,287 |
| Operating leases | 7 | 361 | 339 | 336 | 299 | 283 | 1,121 |

Note 12 to the consolidated financial statements discusses in greater detail other commitments and contingencies and the various obligations that exists under those agreements. Examples of these commitments and contingencies include commitments to extend credit and standby letters of credit.

At December 31, 2016, the Company had no unconsolidated, related special purpose entities, nor did the Company engage in derivatives and hedging contracts that may expose the Company to liabilities greater than the amounts recorded on the consolidated balance sheet. Management's policy is to not engage in derivatives contracts for speculative trading purposes. The Company does utilize interest-rate swaps as a way of helping manage interest rate risk and not as derivatives for trading purposes. See Note 20 within Item 8 of this Annual report on Form 10-K for additional detail.

Capital Resources

Total Stockholders' Equity increased 7.7% from $198.0 million at December 31, 2015 to $213.2 million in 2016. The increase is due to the net income addition to retained earnings less the amount of dividends paid. Also contributing to the overall equity increase was the $1.2 million of stock issued as part of the purchase price of Bowers. During the year, shareholders received a total of $0.16 per share cash dividends paid in the past four quarters, a 33% increase compared to the $0.12 cash dividend per share paid in 2015. Book value increased 7.2% from $7.35 per share at December 31, 2015 to $7.88 per share at December 31, 2016. The Company's tangible book value also increased from $5.76 per share at December 31, 2015 to $6.21 per share at December 31, 2016, an increase of 7.8%. Additionally, the Company repurchased $168 thousand in treasury shares in 2016.

The Bank, as a national chartered bank, is subject to the dividend restrictions set forth by the OCC. The OCC must approve declaration of any dividends in excess of the sum of profits for the current year and retained net profits for the preceding two years (as defined). Farmers and Farmers Bank are required to maintain minimum amounts of capital to total "risk weighted" assets, as defined by the banking regulators. At December 31, 2016, under the new minimum capital requirements associated with the Basel Committee on capital and liquidity regulation (Basel III), Farmers Bank and Farmers are required to have minimum capital ratios. Actual and minimum ratios are detailed in Note 14 of the Consolidated Financial Statements. Farmers Bank and Farmers had capital ratios above the minimum levels at December 31, 2016 and 2015. At year-end 2016 and 2015, the most recent regulatory notifications categorized Farmers Bank as well capitalized under the regulatory framework for prompt corrective action.

During 2013, the Federal banking regulators approved a final rule to implement revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and to address relevant provisions of the Dodd-Frank Act. The final rule strengthens the definition of regulatory capital, increases risk-based capital requirements, makes selected changes to the calculation of risk-weighted assets, and adjusts the prompt corrective action thresholds. Community banking organizations, such as the Company and the Bank, became subject to the new rule on January 1, 2015 and certain provisions of the new rule will be phased in over the period of 2015 through 2019. The Bank has retained, through a one-time election, the prior treatment for most accumulated other comprehensive income, such that unrealized gains and losses on securities available for sale that did not affect regulatory capital amounts and ratios. As mentioned in the prior paragraph, the Bank falls within the new regulatory capital ratio guidelines.

Critical Accounting Policies

The Company follows financial accounting and reporting policies that are in accordance with generally accepted accounting principles in the United States of America and conform to general practices within the banking industry. Some of these accounting policies are considered to be critical accounting policies. Critical accounting policies are those policies that require management's most difficult, subjective or complex judgments, often as a result

of the need to make estimates about the effect of matters that are inherently uncertain. The Company has identified three accounting policies that are critical accounting policies and an understanding of these policies is necessary to understand the financial statements. These policies relate to determining the adequacy of the allowance for loan losses, if there is any impairment of goodwill and other intangibles, and estimating the fair value of assets acquired and liabilities assumed in connection with any merger activity. Additional information regarding these policies is included in the notes to the consolidated financial statements, including Note 1 (Summary of Significant

Accounting Policies), Note 4 (Loans) and Note 2 (Business Combinations), and the section above captioned "Loan Portfolio." Management believes that the judgments, estimates and assumptions used in the preparation of the consolidated financial statements are appropriate given the factual circumstances at the time.

Farmers maintains an allowance for loan losses. The allowance for loan losses is presented as a reserve against loans on the balance sheets. Loan losses are charged off against the allowance for loan losses, while recoveries of amounts previously charged off are credited to the allowance for loan losses. A provision for loan losses is charged to operations based on management's periodic evaluation of adequacy of the allowance. The provision for credit losses provides for probable losses on loans.

Estimating the amount of the allowance for loan losses requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio represents the largest asset category on the consolidated balance sheets. Management's assessment of the adequacy of the allowance for loan losses considers individually impaired loans, pools of homogeneous loans with similar risk characteristics and other environmental risk factors.

Pools of homogeneous loans with similar risk characteristics are assessed for probable losses. Probable losses are estimated through application of historical loss experience. Historical loss experience data used to establish loss estimates may not precisely correspond to the current portfolio. As a result, the historical loss experience used in the allowance analysis may not be representative of actual unrealized losses inherent in the portfolio.

Management also evaluates the impact of environmental factors which pose additional risks that may not adequately be addressed in the analyses described above. Such environmental factors could include: levels of, and trends in, delinquencies and impaired loans, charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in lending policies and procedures including those for underwriting, collection, charge-off and recovery; experience, ability, and depth of lending management and staff; national and local economic trends and conditions; industry and geographic conditions; concentrations of credit such as, but not limited to, local industries, their employees and suppliers; or any other common risk factor that might affect loss experience across one or more components of the portfolio. The determination of this component of the allowances requires considerable management judgment. To the extent actual outcomes differ from management estimates, additional provision for credit losses could be required that could adversely affect earnings or financial position in future periods. The "Loan Portfolio" section of this financial review includes a discussion of the factors driving changes in the allowance for loan losses during the current period.

Management believes that the accounting for goodwill and other intangible assets also involves a higher degree of judgment than most other significant accounting policies. U.S. GAAP establishes standards for the amortization of acquired intangible assets and the impairment assessment of goodwill. Goodwill arising from business combinations represents the value attributable to unidentifiable intangible assets in the business acquired. The Company's goodwill relates to the value inherent in the banking industry and that value is dependent upon the ability of the Company's subsidiaries to provide quality, cost-effective services in a competitive marketplace. The goodwill value is supported by revenue that is in part driven by the volume of business transacted. A decrease in earnings resulting from a decline in the customer base or the inability to deliver cost-effective services over sustained periods can lead to impairment of goodwill that could adversely impact earnings in future periods. U.S. GAAP requires an annual evaluation of goodwill for impairment, or more frequently if events or changes in circumstances indicate that the asset might be impaired. The fair value of the goodwill is estimated by reviewing the past and projected operating results for the subsidiaries and comparable industry information. At December 31, 2016, on a consolidated basis, Farmers had intangibles of $8.0 million subject to amortization and $37.2 million of goodwill, which was not subject to periodic amortization.

Recent Accounting Pronouncements and Developments

Note 1 to the consolidated financial statements discusses new accounting policies adopted by Farmers during 2016 and the expected impact of accounting policies recently issued or proposed but not yet required to be adopted. To the extent the adoption of new accounting standards materially affects financial condition, results of operations

or liquidity, the impacts are discussed in the applicable sections of this financial review and notes to the consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Important considerations in asset/liability management are liquidity, the balance between interest rate sensitive assets and liabilities and the adequacy of capital. Interest rate sensitive assets and liabilities are those which have yields on rates subject to change within a future time period due to maturity of the instrument or changes in market rates. While liquidity management involves meeting the funds flow requirements of the Company, the management of interest rate sensitivity focuses on the structure of these assets and liabilities with respect to maturity and repricing characteristics. Balancing interest rate sensitive assets and liabilities provides a means of tempering fluctuating interest rates and maintaining net interest margins through periods of changing interest rates. The Company monitors interest rate sensitive assets and liabilities to determine the overall interest rate position over various time frames.

The Company considers the primary market exposure to be interest rate risk. Simulation analysis is used to monitor the Company’s exposure to changes in interest rates, and the effect of the change to net interest income. The following table shows the effect on net interest income and the net present value of equity in the event of a sudden and sustained 300 basis point increase and 100 basis point decrease in market interest rates. The assumptions and predictions include inputs to compute baseline net interest income, growth rates, expected changes in rates on interest bearing deposit accounts and loans, competition and various other factors that are difficult to accurately predict.

| Changes In Interest Rate (basis points) | 2016 Result | | 2015 Result | | ALCO Guidelines | |
|---|---|---|---|---|---|---|
| Net Interest Income Change | | | | | | |
| +300 | -0.1 | % | -1.3 | % | 15 | % |
| +200 | 0.2 | % | -0.6 | % | 10 | % |
| +100 | 0.3 | % | -0.2 | % | 5 | % |
| -100 | -3.4 | % | -2.8 | % | 5 | % |
| Net Present Value Of Equity Change | | | | | | |
| +300 | -1.3 | % | -8.4 | % | 20 | % |
| +200 | 0.6 | % | -4.5 | % | 15 | % |
| +100 | 1.4 | % | -1.3 | % | 10 | % |
| -100 | -4.0 | % | -3.5 | % | 10 | % |

All interest rate change results fall within policy limits for the year ended December 31, 2016 and 2015. A report on interest rate risk is presented to the Board of Directors and the Asset/Liability Committee on a quarterly basis. The Company has no market risk sensitive instruments held for trading purposes.

With the largest amount of interest sensitive assets and liabilities maturing within twelve months, the Company monitors this area most closely. Early withdrawal of deposits, prepayments of loans and loan delinquencies are some of the factors that can impact actual results in comparison to our simulation analysis. In addition, changes in rates on interest sensitive assets and liabilities may not be equal, which could result in a change in net interest margin.

Interest rate sensitivity management provides some degree of protection against net interest income volatility.  It is not possible or necessarily desirable to attempt to eliminate this risk completely by matching interest sensitive assets and liabilities.  Other factors, such as market demand, interest rate outlook, regulatory restraint and strategic planning also have an effect on the desired balance sheet structure.

Item 8. Financial Statements and Supplementary Financial Data.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Farmers National Banc Corp. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(1) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of; our principal executive and principal financial officers and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in the 2013 Internal Control-Integrated Framework. Based on that assessment, we believe that, as of December 31, 2016, our internal control over financial reporting is effective based on those criteria.

Crowe Horwath LLP has audited the effectiveness of the Company's internal control over financial reporting as of December 31, 2016, as stated in their report dated March 7, 2017.

| | |
|---|---|
| /s/ Kevin J. Helmick | /s/ Carl D. Culp |
| Kevin J. Helmick | Carl D. Culp |
| President and Chief Executive Officer | Senior Executive Vice President and Treasurer |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders

Farmers National Banc Corp.

Canfield, Ohio

We have audited the accompanying consolidated balance sheets of Farmers National Banc Corp. (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2016. We also have audited the Company's internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Farmers National Banc Corp. as of December 31, 2016 and 2015, and the results of its operations and its cash flows

for each of the years in the three-year period ended December 31, 2016, are in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 Internal Control – Integrated Framework issued by COSO.

/s/ Crowe Horwath LLP
Crowe Horwath LLP

Cleveland, Ohio
March 7, 2017

CONSOLIDATED BALANCE SHEETS

(Table Dollar Amounts in Thousands except Per Share Data)

| December 31, | 2016 | 2015 |
|---|---|---|
| ASSETS | | |
| Cash and due from banks | $19,678 | $22,500 |
| Federal funds sold and other | 22,100 | 33,514 |
| TOTAL CASH AND CASH EQUIVALENTS | 41,778 | 56,014 |
| | | |
| Securities available for sale | 369,995 | 394,312 |
| Loans held for sale | 355 | 1,769 |
| | | |
| Loans | 1,427,635 | 1,296,865 |
| Less allowance for loan losses | 10,852 | 8,978 |
| NET LOANS | 1,416,783 | 1,287,887 |
| | | |
| Premises and equipment, net | 23,225 | 24,190 |
| Goodwill | 37,164 | 35,090 |
| Other intangibles | 7,990 | 7,821 |
| Bank owned life insurance | 30,048 | 29,234 |
| Other assets | 38,775 | 33,585 |
| TOTAL ASSETS | $1,966,113 | $1,869,902 |
| | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Deposits: | | |
| Noninterest-bearing | $366,870 | $314,650 |
| Interest-bearing | 1,157,886 | 1,094,397 |
| TOTAL DEPOSITS | 1,524,756 | 1,409,047 |
| | | |
| Short-term borrowings | 198,460 | 225,832 |
| Long-term borrowings | 15,036 | 22,153 |
| Other liabilities | 14,645 | 14,823 |
| TOTAL LIABILITIES | 1,752,897 | 1,671,855 |
| | | |
| Commitments and contingent liabilities (Note 12) | | |
| | | |
| Stockholders' equity | | |
| Common Stock - Authorized 35,000,000 shares; issued 27,713,811 in 2016 and 27,590,531 in 2015 | 178,317 | 176,287 |
| Retained earnings | 42,547 | 26,316 |
| Accumulated other comprehensive income (loss) | (2,791 ) | 133 |
| Treasury stock, at cost; 666,147 shares in 2016 and 646,247 shares in 2015 | (4,857 ) | (4,689 ) |
| TOTAL STOCKHOLDERS' EQUITY | 213,216 | 198,047 |

| | | |
|---|---|---|
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $1,966,113 | $1,869,902 |

See accompanying notes

CONSOLIDATED STATEMENTS OF INCOME

(Table Dollar Amounts in Thousands except Per Share Data)

| Years ended December 31, | 2016 | 2015 | 2014 |
|---|---|---|---|
| INTEREST AND DIVIDEND INCOME | | | |
| Loans, including fees | $63,109 | $44,657 | $30,901 |
| Taxable securities | 5,058 | 5,903 | 7,282 |
| Tax exempt securities | 3,650 | 2,951 | 2,523 |
| Dividends | 515 | 287 | 190 |
| Federal funds sold and other interest income | 166 | 29 | 19 |
| TOTAL INTEREST AND DIVIDEND INCOME | 72,498 | 53,827 | 40,915 |
| | | | |
| INTEREST EXPENSE | | | |
| Deposits | 3,221 | 3,489 | 4,008 |
| Short-term borrowings | 689 | 177 | 46 |
| Long-term borrowings | 468 | 424 | 525 |
| TOTAL INTEREST EXPENSE | 4,378 | 4,090 | 4,579 |
| NET INTEREST INCOME | 68,120 | 49,737 | 36,336 |
| Provision for loan losses | 3,870 | 3,510 | 1,880 |
| NET INTEREST INCOME AFTER PROVISION<br>FOR LOAN LOSSES | 64,250 | 46,227 | 34,456 |
| | | | |
| NONINTEREST INCOME | | | |
| Service charges on deposit accounts | 4,010 | 3,253 | 2,627 |
| Bank owned life insurance income, including death benefits | 814 | 702 | 459 |
| Trust fees | 6,235 | 6,156 | 6,092 |
| Insurance agency commissions | 1,560 | 569 | 354 |
| Security gains | 73 | 94 | 457 |
| Retirement plan consulting fees | 1,990 | 2,130 | 1,809 |
| Investment commissions | 1,210 | 1,172 | 1,026 |
| Net gains on sale of loans | 2,843 | 1,101 | 358 |
| Other operating income | 4,509 | 3,129 | 2,121 |
| TOTAL NONINTEREST INCOME | 23,244 | 18,306 | 15,303 |
| | | | |
| NONINTEREST EXPENSE | | | |
| Salaries and employee benefits | 31,908 | 26,638 | 20,878 |
| Occupancy and equipment | 6,615 | 5,452 | 4,505 |
| State and local taxes | 1,544 | 1,171 | 878 |
| Professional fees | 2,757 | 3,180 | 2,451 |
| Merger related costs | 563 | 6,392 | 0 |
| Advertising | 1,332 | 1,325 | 1,112 |
| FDIC insurance | 1,055 | 937 | 733 |
| Intangible amortization | 1,461 | 983 | 767 |
| Core processing charges | 2,699 | 2,176 | 1,571 |
| Other operating expenses | 9,518 | 5,725 | 5,267 |

| | | | |
|---|---|---|---|
| TOTAL NONINTEREST EXPENSE | 59,452 | 53,979 | 38,162 |
| INCOME BEFORE INCOME TAXES | 28,042 | 10,554 | 11,597 |
| | | | |
| INCOME TAXES | 7,485 | 2,499 | 2,632 |
| NET INCOME | $20,557 | $8,055 | $8,965 |
| | | | |
| EARNINGS PER SHARE: | | | |
| Basic and Diluted | $0.76 | $0.36 | $0.48 |

See accompanying notes.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Table Dollar Amounts in Thousands except Per Share Data)

| Years ended December 31, | 2016 | 2015 | 2014 |
|---|---|---|---|
| NET INCOME | $20,557 | $8,055 | $8,965 |
| | | | |
| Other comprehensive income (loss): | | | |
| Net unrealized holding gains (losses) on available for sale securities | (4,270) | (1,403) | 10,486 |
| Reclassification adjustment for gains realized in income | (73) | (94) | (457) |
| Net unrealized holding gains (losses) | (4,343) | (1,497) | 10,029 |
| Income tax effect | 1,520 | 524 | (3,510) |
| Unrealized holding gains (losses), net of reclassification and tax | (2,823) | (973) | 6,519 |
| | | | |
| Change in funded status of post-retirement health plan | (156) | 20 | 60 |
| Income tax effect | 55 | (7) | (21) |
| Change in funded status of post-retirement health plan, net of tax | (101) | 13 | 39 |
| | | | |
| Other comprehensive income (loss), net of tax | (2,924) | (960) | 6,558 |
| | | | |
| TOTAL COMPREHENSIVE INCOME | $17,633 | $7,095 | $15,523 |

See accompanying notes.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Table Dollar Amounts in Thousands except Per Share Data)

| Years ended December 31, | 2016 | 2015 | 2014 |
|---|---|---|---|
| COMMON STOCK | | | |
| Balance at beginning of year | $176,287 | $106,021 | $105,905 |
| Issued 123,280 shares in 2016 and 8,559,472 in 2015 as part of business combinations | 1,138 | 69,780 | 0 |
| Stock compensation expense for unvested shares | 892 | 486 | 116 |
| Balance at end of year | 178,317 | 176,287 | 106,021 |
| | | | |
| RETAINED EARNINGS | | | |
| Balance at beginning of year | 26,316 | 20,944 | 14,215 |
| Net income | 20,557 | 8,055 | 8,965 |
| Dividends declared: | | | |
| $.16 cash dividends per share in 2016 and $.12 per share in 2015 and 2014 | (4,326) | (2,683) | (2,236) |
| Balance at end of year | 42,547 | 26,316 | 20,944 |
| | | | |
| ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) | | | |
| Balance at beginning of year | 133 | 1,093 | (5,465) |
| Other comprehensive income (loss) | (2,924) | (960) | 6,558 |
| Balance at end of year | (2,791) | 133 | 1,093 |
| | | | |
| TREASURY STOCK, AT COST | | | |
| Balance at beginning of year | (4,689) | (4,498) | (1,648) |
| Reissued 5,000 treasury shares to satisfy exercised stock options | 0 | 0 | 32 |
| Reissued 3,000 treasury shares under the Equity Incentive Plan | 0 | 22 | 0 |
| Purchased 19,900 shares in 2016, 26,800 shares in 2015 and 372,368 shares in 2014 | (168) | (213) | (2,882) |
| Balance at end of year | (4,857) | (4,689) | (4,498) |
| TOTAL STOCKHOLDERS' EQUITY AT END OF YEAR | $213,216 | $198,047 | $123,560 |

See accompanying notes.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Table Dollar Amounts in Thousands except Per Share Data)

| Years ended December 31, | 2016 | 2015 | 2014 |
|---|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net income | $20,557 | $8,055 | $8,965 |
| Adjustments to reconcile net income to net cash from operating activities: | | | |
| Provision for loan losses | 3,870 | 3,510 | 1,880 |
| Depreciation and amortization | 3,667 | 2,751 | 1,981 |
| Net amortization of securities | 2,216 | 2,275 | 1,472 |
| Security gains | (73) | (94) | (457) |
| Gain on land and building sales, net | (238) | 0 | 0 |
| Stock compensation expense | 892 | 486 | 116 |
| Loss on sale of other real estate owned | 277 | 286 | 53 |
| Earnings on bank owned life insurance | (814) | (702) | (459) |
| Origination of loans held for sale | (64,599) | (46,201) | (15,911) |
| Proceeds from loans held for sale | 68,856 | 46,455 | 15,916 |
| Net gains on sale of loans | (2,843) | (1,101) | (358) |
| Net change in other assets and liabilities | (7,473) | (9,397) | (946) |
| NET CASH FROM OPERATING ACTIVITIES | 24,295 | 6,323 | 12,252 |
| | | | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Proceeds from maturities and repayments of securities available for sale | 59,904 | 63,243 | 49,401 |
| Proceeds from sales of securities available for sale | 11,493 | 102,257 | 57,170 |
| Purchases of securities available for sale | (52,628) | (72,683) | (64,400) |
| Loan originations and payments, net | (133,248) | (139,656) | (35,352) |
| Proceeds from sale of other real estate owned | 665 | 553 | 337 |
| Purchase of bank owned life insurance | 0 | (6,000) | 0 |
| Proceeds from land and building sales | 479 | 723 | 0 |
| Additions to premises and equipment | (788) | (1,299) | (972) |
| Net cash (paid) received in business combinations | (1,073) | 29,749 | 0 |
| NET CASH FROM INVESTING ACTIVITIES | (115,196) | (23,113) | 6,184 |
| | | | |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Net change in deposits | 115,709 | (44,659) | 487 |
| Net change in short-term borrowings | (27,372) | 91,159 | (22,481) |
| Repayments of long-term borrowings | (7,178) | (3,228) | (1,441) |
| New advances for long term borrowing | 0 | 5,000 | 10,000 |
| Cash dividends paid | (4,326) | (2,683) | (2,236) |
| Proceeds from reissuance of treasury shares | 0 | 0 | 32 |
| Repurchase of common shares | (168) | (213) | (2,882) |
| NET CASH FROM FINANCING ACTIVITIES | 76,665 | 45,376 | (18,521) |

| | | | |
|---|---|---|---|
| NET CHANGE IN CASH AND CASH EQUIVALENTS | (14,236 ) | 28,586 | (85 ) |
| | | | |
| Beginning cash and cash equivalents | 56,014 | 27,428 | 27,513 |
| Ending cash and cash equivalents | $41,778 | $56,014 | $27,428 |
| | | | |
| Supplemental cash flow information: | | | |
| Interest paid | $4,316 | $4,047 | $4,623 |
| Income taxes paid | $9,410 | $2,620 | $1,925 |
| | | | |
| Supplemental noncash disclosures: | | | |
| Transfer of loans and property to other real estate owned | $482 | $888 | $368 |
| Issuance of stock for business combinations | $1,138 | $69,780 | $0 |
| Contingent consideration for Bowers acquisition | $880 | $0 | $0 |
| Security purchases not settled | $927 | $1,338 | $0 |

See accompanying notes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table Dollar Amounts In Thousands except Per Share Data)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation: The consolidated financial statements include the accounts of Farmers National Banc Corp. and its wholly-owned subsidiaries, The Farmers National Bank of Canfield (“Bank”), Farmers Trust Company (“Trust”), National Associates, Inc. (“NAI”) and Farmers National Captive, Inc. (“Captive”). Captive was formed during 2016 and is a wholly-owned insurance subsidiary of the Company. The consolidated financial statements also include the accounts of the Farmers National Bank of Canfield’s subsidiaries; Farmers National Insurance (“Insurance”) and Farmers of Canfield Investment Co. (“Investments”). The Bank acquired Bowers Insurance Agency, Inc. (“Bowers”) and consolidated the activity of Bowers with Farmers National Insurance (“Insurance”) during 2016. The Company acquired First National Bank of Orrville (“First National Bank”) a subsidiary of National Bancshares Corporation (“NBOH”) and 1st National Community Bank (“FNCB”) a subsidiary of Tri-State 1st Banc, Inc. (“Tri-State”) during 2015 and consolidated all activity of both acquisitions within the Bank, see Note 2. Together all entities are referred to as “the Company.” All significant intercompany balances and transactions have been eliminated in consolidation.

Nature of Operations: The Company provides full banking services, including wealth management services and mortgage banking activity, through the Bank. As a national bank, the Bank is subject to regulation of the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation. The primary area served by the Bank is the northeastern region of Ohio through thirty eight (38) locations. With the acquisition of FNCB the Bank has added one branch location in southwestern Pennsylvania. The Company provides trust services through its Trust subsidiary, retirement consulting services through its NAI subsidiary and insurance services through the Bank’s Insurance subsidiary. The primary purpose of Investments is to invest in municipal securities. Captive provides property and casualty insurance coverage to the Company and its subsidiaries. Captive pools resources with thirteen other similar insurance subsidiaries of financial institutions to spread a limited amount of risk among the pool members and to provide insurance where not currently available or economically feasible in today’s insurance market place. Trust has a state-chartered bank license to conduct trust business from the Ohio Department of Commerce – Division of Financial Institutions.

Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Flows: Cash and cash equivalents include cash on hand, deposits with other financial institutions and federal funds sold. Generally, federal funds are purchased and sold for one-day periods. Net cash flows are reported for loan and deposit transactions, short term borrowings and other assets and liabilities.

Securities Available for Sale: Debt securities are classified as available for sale when they might be sold before maturity. Equity securities with readily determinable fair values are classified as available for sale. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage backed securities where

prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined using the specific identification method. Purchases are recorded on the trade date.

Management evaluates securities for other-than-temporary impairment (OTTI) on at least a quarterly basis, and more frequently when economic or market conditions warrant. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of



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the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) other-than-temporary impairment (OTTI) related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

Loans Held for Sale: Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are charged to earnings.

Mortgage loans held for sale are sold with or without servicing rights released. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold.

Loans: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of deferred loan fees and costs, and an allowance for loan losses. Substantially all loans are secured by specific items of collateral including business assets, consumer assets, and commercial and residential real estate.

Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level yield method without anticipating prepayments. Interest income on mortgage and commercial loans is discontinued at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. Consumer loans are typically charged off no later than 120 days past due. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

For all classes of loans, when interest accruals are discontinued, interest accrued but not received for loans placed on non-accrual is reversed against interest income. Interest on such loans is thereafter recorded on a cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Purchased Credit Impaired Loans: The Company purchased loans that have shown evidence of credit deterioration since origination through the acquisition of First National Bank. These loans are recorded at the amount paid, such that there is no carryover of the seller’s allowance for loan losses. The Company estimates the amount and timing of expected cash flows for each loan, and the expected cash flows in excess of amount paid is recorded as interest income over the remaining life of the loan. The excess of the loan’s contractual principal and interest over expected cash flows is not recorded.

Over the life of the loan, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded as a provision for loan losses. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

Derivatives: Derivative financial instruments are recognized as assets or liabilities at fair value. The Company’s derivatives are interest-rate swap agreements, which are used as part of its asset and liability management strategy to help manage its interest rate risk position. The Company does not use derivatives for trading or balance sheet hedging purposes. The derivative transactions are considered instruments with no hedging designation, otherwise known as

stand-alone derivatives. Changes in the fair value of the derivatives are reported currently in earnings, as other noninterest income.

Concentration of Credit Risk: There are no significant concentrations of loans to any one industry or customer.  However, most of the Company's business activity is with customers located within Northeastern Ohio.  Therefore, the Company's exposure to credit risk is significantly affected by changes in the economy of a 9 county area.  Loans secured by real estate represent 56% of the total portfolio and changes related to the real estate markets are monitor by management.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred loan losses, increased by the provision for loan losses and decreased by charge-offs less recoveries.  The allowance is based on management's judgment taking into consideration past loss experience, reviews of individual loans, current economic conditions and other factors considered relevant by management at the financial statement date.  While management uses the best information available to establish the allowance, future adjustments to the allowance may be necessary, which may be material, if economic conditions differ substantially from the assumptions used in estimating the allowance.  If additions to the original estimate of the allowance for loan losses are deemed necessary, they will be reported in earnings in the period in which they become reasonably estimable and probable.  Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off.

Acquired loans are individually evaluated and for those purchased loans without evidence of credit deterioration, management evaluates each reviewed loan using an internal grading system with a grade assigned to each loan at the date of acquisition.  To the extent that any purchased loan is not specifically reviewed, such loan is assumed to have characteristics similar to the characteristics of the acquired portfolio of purchased loans.  The grade for each purchased loan without evidence of credit deterioration is reviewed subsequent to the date of acquisition any time a loan is renewed or extended or at any time information becomes available to the Company that provides material insight regarding the loan's performance, the status of the borrower or the quality or value of the underlying collateral.  To the extent that current information indicates it is probable that the Company will collect all amounts according to the contractual terms thereof, such loan is not considered impaired and is not individually considered in the determination of the required allowance for loan losses.  To the extent that current information indicates it is probable that the Company will not be able to collect all amounts according to the contractual terms thereof, such loan is considered impaired and is considered in the determination of the required level of allowance.

In determining the day one fair values of purchased loans without evidence of credit deterioration at the date of acquisition, management includes (i) no carry-over of any previously recorded allowance for loan losses and (ii) an adjustment of the unpaid principal balance to reflect an appropriate market rate of interest, given the risk profile and grade assigned to each loan.  This adjustment is accreted into earnings as a yield adjustment, using the effective yield method, over the remaining life of each loan.

The allowance consists of specific and general components.  The specific component relates to loans that are individually classified as impaired.  A loan is considered impaired when, based on the current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement.  Loans, for which the terms have been modified, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired.

Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due.  Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired.  Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed.

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Impairment is measured on a loan by loan basis for commercial and commercial real estate loans over $750 thousand, individually or in the aggregate, by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent. Large groups of smaller balance homogeneous loans, such as consumer and residential real estate loans are collectively evaluated for impairment and accordingly, they are not separately identified for impairment disclosures. Non-real estate secured consumer loans in bankruptcy where debt has not been reaffirmed are considered troubled debt restructurings and are evaluated individually to ensure that accurate accounting treatment is in place.

The Company considers the guidance on troubled debt restructuring for individual consumer and residential loans when evaluating for impairment disclosure. Troubled debt restructurings are measured at the present value of estimated future cash flow using the loan's effective rate at inception. If a troubled debt restructuring is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral. For troubled debt restructurings that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced for the most recent twelve quarters. The formula for calculating the allowance for loan losses requires that the historical loss percentage be applied to homogeneous and all risk rated loans. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures and practices; experience, ability and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. The following portfolio segments have been identified:

Commercial Loans. Commercial credit is extended to commercial customers for use in normal business operations to finance working capital needs, equipment purchases or other projects. The majority of these borrowers are customers doing business within our geographic regions. These loans are generally underwritten individually and secured with the assets of the company and the personal guarantee of the business owners. Commercial loans are made based primarily on the historical and projected cash flow of the borrower and the underlying collateral provided by the borrower.

Commercial Real Estate Loans. Commercial real estate loans are subject to underwriting standards and processes similar to commercial loans. These loans are viewed primarily as cash flow loans and the repayment of these loans is largely dependent on the successful operation of the property. Loan performance may be adversely affected by factors impacting the general economy or conditions specific to the real estate market such as geographic location and property type.

Consumer Loans. Consumer loans are primarily comprised of loans made directly to consumers and indirectly through automobile dealerships. These loans have a specific matrix which consists of several factors including debt to income, type of collateral and loan to collateral value, credit history and relationship with the borrower. Consumer lending uses risk-based pricing in the underwriting process.

Residential Real Estate Loans. Residential mortgage loans represent loans to consumers for the purchase or refinance of a residence. These loans are generally financed up to 15 years and in most cases, are extended to borrowers to finance their primary residence. Real estate market values at the time of origination directly affect the amount of credit extended and, in the event of default, subsequent changes in these values may impact the severity of losses.

Servicing Rights: When mortgage loans are sold and servicing rights are retained, the servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service,

the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. The Company compares the valuation model inputs and results to published industry data to validate the model results and assumptions. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into non interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. Servicing assets are evaluated for impairment based upon the fair value of the assets compared to carrying amount. Any impairment is reported as a valuation allowance, to the extent that fair value is less than the capitalized amount for a grouping. There was no valuation allowance impairment against servicing assets as of December 31, 2016.

Servicing fee income is recorded when earned for servicing loans based on a contractual percentage of the outstanding principal or a fixed amount per loan. The amortization of mortgage servicing rights is netted against loan servicing fee income. Servicing fees, late fees and ancillary fees related to loan servicing are not considered significant for financial reporting.

Foreclosed Assets: Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed.

Premises and Equipment: Land is carried at cost. Premises and equipment are stated at cost, less accumulated depreciation. Buildings and related components are depreciated using the straight-line method with useful lives ranging from 5 to 40 years. Furniture, fixtures and equipment are depreciated using the straight-line method with useful lives ranging from 3 to 10 years.

Restricted Stock: The Bank is a member of the FHLB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. The Bank is also a member of and owns stock in the Federal Reserve Bank. These stocks are carried at cost, classified as restricted securities included in other assets, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Bank Owned Life Insurance: The Company has purchased life insurance policies on certain key officers. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Long-term Assets: Premises and equipment and other long-term assets are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Goodwill and Other Intangible Assets: Goodwill resulting from a business combination is generally determined as the excess of the fair value of the consideration transferred over the fair value of the net assets acquired as of the acquisition date. Goodwill acquired in a purchase business combination and determined to have an indefinite useful life is not amortized, but tested for impairment at least annually. The Company has selected September 30 as the date to perform the annual goodwill impairment tests associated with the acquisition of the Trust, Bowers, NAI, First National Bank and FNCB. Intangible assets with definite useful lives are amortized over their estimated useful lives. Goodwill is the only intangible asset with an indefinite life on the balance sheet. Core deposit intangible assets

arising from bank acquisitions are amortized over their estimated useful lives of 7 to 8 years. Non-compete contracts are amortized on a straight line basis, over the term of the agreements. Customer relationship and trade name intangibles are amortized over a range of 13 to 15 years on an accelerated method.



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Loan Commitments and Related Financial Instruments: Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Stock-Based Compensation: Compensation cost is recognized for restricted stock awards issued to employees, based on the fair value of these awards at the date of grant. The market price of the Company's common stock at the grant date is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

Income Taxes: Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The Company recognizes interest and/or penalties related to income tax matters in income tax expense.

Retirement Plans: Employee 401(k) and profit sharing plan expense is the amount of matching and discretionary contributions. Deferred compensation and supplemental retirement plan expense allocates the benefits over years of service.

Earnings per Common Share: Basic earnings per common share is net income divided by the weighted average number of common shares outstanding during the period. Diluted earnings per common share include the dilutive effect of additional potential common shares issuable under stock equity awards. Earnings and dividends per share are restated for all stock splits and stock dividends through the date of issuance of the financial statements.

Comprehensive Income: Comprehensive income consists of net income and other comprehensive income (loss). Other comprehensive income (loss) consists of unrealized gains and losses on securities available for sale and changes in the funded status of the post-retirement health plan, which are recognized as separate components of equity, net of tax effects.

Loss Contingencies: Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there are any matters currently that will have a material effect on the financial statements.

Restrictions on Cash: Cash on hand or on deposit with the Federal Reserve Bank ("FRB") was required to meet regulatory reserve and clearing requirements. The Company had deposits with the FRB of $16.4 million at December 31, 2016 and $29.4 million at December 31, 2015.

Equity: Treasury stock is carried at cost.

Dividend Restriction: Banking regulations require maintaining certain capital levels and may limit the dividends paid by the Bank and Trust to the holding company or by the holding company to shareholders.



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Fair Value of Financial Instruments: Fair values of financial instruments are estimated using relevant market information and other assumptions as more fully disclosed in Note 6.  Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments and other factors, especially in the absence of broad markets for particular items.  Changes in assumptions or in market conditions could significantly affect these estimates.

Operating Segments: Operations are managed and financial performance is primarily aggregated and reported in three lines of business, the Bank, Trust and Retirement Consulting segments.  The Company discloses segment information in Note 21.

Reclassification: Some items in the prior year financial statements were reclassified to conform to the current presentation.  Reclassification of the loan portfolios occurred with the breakout of the agricultural loans as a separate line item and prior year reclassification also took place in the deferred tax asset detail, in footnote 16, to align with current period detail.  The reclassifications had no effect on prior year net income or stockholders' equity.

Adoption of New Accounting Standards and Newly Issued, Not Yet Effective Accounting Standards: In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-13: Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.  The ASU requires an organization to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts.  Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates.  Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses.  Organizations will continue to use judgment to determine which loss estimation method is appropriate for their circumstances.  Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration.  ASU 2016-13 is effective for public companies for annual periods beginning after December 15, 2019, including interim periods within those fiscal years.  Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted.  The Company has begun to accumulate historical credit information in preparation for the adoption of ASU 2016-13, but management has not determined the full impact the new standard will have on the Consolidated Financial Statements.

In March 2016, the FASB issued Accounting Standards Update ("ASU") 2016-09: Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The amendments in ASU 2016-09 simplify several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures and statutory tax withholding requirements, as well as classification in the statement of cash flows. ASU 2016-09 is effective for public companies for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted.  The Company expects the adoption of ASU 2016-09 to have no material impact on its Consolidated Financial Statements and disclosures.

In February 2016, FASB issued ASU 2016-02 (Topic 842): Leases.  The main objective of ASU 2016-02 is to provide users with useful, transparent and complete information about leasing transactions.  ASU 2016-02 requires the rights and obligations associated with leasing arrangements be reflected on the balance sheet to increase transparency and comparability among organizations.  Under the updated guidance, lessees will be required to recognize a right-to-use asset and a liability to make a lease payment and disclose key information about leasing arrangements.  ASU 2016-02 is effective for public companies for interim and annual reporting periods beginning after December 15, 2018, with early adoption permitted.  As disclosed in footnote 7 certain leases that the Company has in place could require the capitalization of $2.7 million on the balance sheet as an asset and a related liability in the same amount with no income statement affect.  Therefore the Company does not expect the adoption of this ASU to have a material impact to its Consolidated Financial Statements.

In January 2016, FASB issued ASU 2016-01: Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The main objective of ASU 2016-01 is to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information. ASU 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Some of the amendments in ASU 2016-01 include the following: 1) require equity



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investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; 2) simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; 3) require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; and 4) require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value; among others. The amendments of ASU 2016-01 are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the effects of ASU 2016-01 on its Consolidated Financial Statements.

In May 2014, FASB issued ASU 2014-09: Revenue from Contracts with Customers (Topic 606). The ASU creates a new topic, Topic 606, to provide guidance on revenue recognition for entities that enter into contracts with customers to transfer goods or services or enter into contracts for the transfer of nonfinancial assets. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additional disclosures are required to provide quantitative and qualitative information regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The new guidance is effective for annual reporting periods, and interim reporting periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016. Management anticipates the impact of the adoption of this guidance on the Company’s consolidated financial statements to be limited. We do not expect this ASU to have an impact to core revenue which is mainly interest income less interest expense. Management is still assessing the impact from other non-interest income related to subsidiary entities Trust, NAI and Insurance as well as the Bank’s service charges on deposit accounts.

NOTE 2 - BUSINESS COMBINATIONS

On June 1, 2016, the Bank completed the acquisition of the Bowers, and merged all activity of Bowers with Insurance, the Bank’s wholly-owned insurance agency subsidiary. The Bowers group is engaged in selling insurance, including commercial, farm, home, and auto property/casualty insurance and will help to meet the needs of all the Company’s customers. The transaction involved both cash and 123,280 shares of stock totaling $3.2 million, including up to $1.2 million of future payments, contingent upon Bowers meeting performance targets, with an estimated fair value at the acquisition date of $880 thousand. The acquisition is part of the Company’s plan to increase the levels of noninterest income and to complement the existing insurance services currently being offered.

Goodwill of $1.8 million, which is recorded on the balance sheet, arising from the acquisition consisted largely of synergies and the cost savings resulting from the combining of the companies. The goodwill was determined not to be deductible for income tax purposes. The fair value of other intangible assets of $1.6 million is related to client relationships, company name and noncompetition agreements.

| | |
|---|---|
| Consideration | |
| Cash | $1,137 |
| Stock | 1,138 |
| Contingent consideration | 880 |
| Fair value of total consideration transferred | $3,155 |
| Fair value of assets acquired | |
| Cash | $64 |
| Premises and equipment | 290 |
| Other assets | 34 |
| Total assets acquired | 388 |
| Fair value of liabilities assumed | 124 |
| Net assets acquired | $264 |
| | |
| Assets and liabilities arising from acquisition | |
| Identified intangible assets | 1,630 |
| Deferred tax liability | (588 ) |
| Goodwill created | 1,849 |
| Total net assets acquired | $3,155 |

Valuation of some assets acquired or created including intangible assets and goodwill are preliminary and could be subject to change.

On October 1, 2015, the Company completed the acquisition of Tri-State, the parent company of FNCB. The transaction involved both cash and 1,296,517 shares of stock totaling $14.3 million. Pursuant to the terms of the merger agreement, common shareholders of Tri-State received 1.747 common shares, without par value, of the Company or $14.20 in cash, for each common share of Tri-State, subject to proration provisions specified in the merger agreement that provide for a targeted aggregate split of total consideration consisting of 75% shares of Farmers' common stock and 25% cash. Preferred shareholders of Tri-State received $13.60 in cash for each share of Series A Preferred Stock, without par value, of Tri-State.

Goodwill of $3.0 million, which is recorded on the balance sheet, arising from the acquisition consisted largely of synergies and the cost savings resulting from the combining of the companies. During 2016 an adjustment of an additional $225 thousand was made to goodwill due to the refinement of the deferred tax asset item. The goodwill was determined not to be deductible for income tax purposes. The fair value of other intangible assets of $1.2 million is related to core deposits.

On June 19, 2015, the Company completed the acquisition of all outstanding stock of NBOH, the parent company of First National Bank of Orrville. The transaction involved both cash and 7,262,955 shares of stock totaling $74.8 million. First National Bank of Orrville branches became branches of Farmers Bank. Pursuant to the terms of the merger agreement, each shareholder of NBOH received either $32.15 per share in cash or 4.034 shares of Farmers' common stock, subject to an overall limitation of 80% of the shares of NBOH being exchanged for stock and 20% for

cash.

Goodwill of $26.7 million, which is recorded on the balance sheet, arising from the acquisition consisted largely of synergies and the cost savings resulting from the combining of the companies. The goodwill was determined not to be deductible for income tax purposes. The fair value of other intangible assets of $4.4 million is related to core deposits.

The acquisitions provide an attractive mix of additional loans and deposits and helps the Company achieve additional operating scale that will drive per share earnings growth. In addition to the financial benefits, the merger is a significant step in the Company's strategy to expand its footprint.

The following table summarizes the consideration paid for Tri-State and NBOH and the amounts of the assets acquired and liabilities assumed on the closing date of each acquisition.

| | Tri- State | NBOH |
|---|---|---|
| Consideration | | |
| Cash | $3,607 | $15,732 |
| Stock | 10,733 | 59,048 |
| Fair value of total consideration transferred | $14,340 | $74,780 |
| Fair value of assets acquired | | |
| Cash and due from financial institutions | $13,553 | $37,035 |
| Securities available for sale | 48,300 | 51,340 |
| Loans, net | 66,374 | 430,035 |
| Premises and equipment | 1,935 | 6,105 |
| Bank owned life insurance | 3,274 | 2,891 |
| Core deposit intangible | 1,173 | 4,409 |
| Other assets | 1,104 | 7,996 |
| Total assets | 135,713 | 539,811 |
| Fair value of liabilities assumed | | |
| Deposits | 114,342 | 423,661 |
| Short-term borrowings | 0 | 65,537 |
| Long-term borrowings | 2,002 | 0 |
| Accrued interest payable and other liabilities | 8,072 | 2,514 |
| Total liabilities | 124,416 | 491,712 |
| Net assets acquired | $11,297 | $48,099 |
| Goodwill created | 3,043 | 26,681 |
| Total net assets acquired | $14,340 | $74,780 |

The fair value of net assets acquired includes fair value adjustments to certain receivables that were not considered impaired as of the acquisition date. The fair value adjustments were determined using discounted contractual cash flows. However, the Company believes that all contractual cash flows related to these financial instruments acquired from Tri-State will be collected. As such, these receivables were not considered impaired at the acquisition date and were not subject to the guidance relating to purchased credit impaired loans. Purchase credit impaired loans would have shown evidence of credit deterioration since origination.

The following table presents pro forma information as if the above three acquisitions that occurred in 2015 and 2016 actually took place at the beginning of 2015. The pro forma information includes adjustments for merger related costs, amortization of intangibles arising from the transaction and the related income tax effects. The pro forma financial information is not necessarily indicative of the results of operations that would have occurred had the transactions been effective on the assumed dates.

| | 2016 | 2015 |
|---|---|---|
| Net interest income | $68,120 | $62,524 |
| Net income | $20,557 | $12,750 |
| Basic and diluted earnings per share | $0.76 | $0.47 |

NOTE 3 - SECURITIES AVAILABLE FOR SALE

The following table summarizes the amortized cost and fair value of the available-for-sale securities portfolio at December 31, 2016 and 2015 and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income (loss) were as follows:

| 2016 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| U.S. Treasury and U.S. government sponsored entities | $ 5,970 | $ 5 | $ (54 ) | $ 5,921 |
| State and political subdivisions | 157,014 | 1,049 | (2,760 ) | 155,303 |
| Corporate bonds | 1,343 | 4 | (8 ) | 1,339 |
| Mortgage-backed securities - residential | 171,215 | 1,019 | (2,552 ) | 169,682 |
| Collateralized mortgage obligations | 21,397 | 1 | (705 ) | 20,693 |
| Small Business Administration | 17,236 | 0 | (530 ) | 16,706 |
| Equity securities | 168 | 185 | (2 ) | 351 |
| Totals | $ 374,343 | $ 2,263 | $ (6,611 ) | $ 369,995 |

| 2015 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| U.S. Treasury and U.S. government sponsored entities | $ 11,120 | $ 38 | $ (52 ) | $ 11,106 |
| State and political subdivisions | 136,781 | 2,354 | (412 ) | 138,723 |
| Corporate bonds | 1,134 | 5 | (5 ) | 1,134 |
| | 197,289 | 1,433 | (2,135 ) | 196,587 |

| | | | | |
|---|---|---|---|---|
| Mortgage-backed securities - residential | | | | |
| Collateralized mortgage obligations | 28,035 | 0 | (870) | 27,165 |
| Small Business Administration | 19,755 | 1 | (457) | 19,299 |
| Equity securities | 203 | 127 | (32) | 298 |
| Totals | $ 394,317 | $ 3,958 | $ (3,963) | $ 394,312 |

The proceeds from sales of available-for-sale securities and the associated gains and losses were as follows:

| | 2016 | 2015 | 2014 |
|---|---|---|---|
| Proceeds | $ 11,493 | $ 102,257 | $ 57,170 |
| Gross gains | 389 | 908 | 758 |
| Gross losses | (316) | (814) | (301) |

The tax provision related to these net realized gains was $26 thousand, $33 thousand and $160 thousand respectively.

The amortized cost and fair value of the debt securities portfolio are shown by expected maturity. Expected maturities may differ from contractual maturities if issuers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

| Available for sale | December 31, 2016 | |
|---|---|---|
| | Amortized | Fair |
| Maturity | Cost | Value |
| Within one year | $7,848 | $7,864 |
| One to five years | 61,419 | 61,593 |
| Five to ten years | 89,124 | 87,418 |
| Beyond ten years | 5,936 | 5,688 |
| Mortgage-backed securities, collateralized mortgage obligations and Small Business Administration | 209,848 | 207,081 |
| Totals | $374,175 | $369,644 |

Securities with a carrying amount of $242 million at December 31, 2016, $219 million at December 31, 2015 and $149 million at December 31, 2014 were pledged to secure public deposits and repurchase agreements. Trust had securities, with a carrying amount of $100 thousand, at year-end 2016, 2015 and 2014, pledged to qualify as a fiduciary in the State of Ohio.

In each year, there were no holdings of any other issuer that exceeded 10% of stockholders' equity, other than the U.S. Government, its agencies and its sponsored entities.

The following table summarizes the investment securities with unrealized losses at December 31, 2016 and 2015 aggregated by major security type and length of time in a continuous unrealized loss position.

| 2016 | Less than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| Description of Securities | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. Treasury and U.S. government sponsored entities | $4,015 | $ (54 ) | $502 | $ 0 | $4,517 | $ (54 ) |
| State and political subdivisions | 92,560 | (2,745 ) | 286 | (15 ) | 92,846 | (2,760 ) |
| Corporate bonds | 786 | (8 ) | 0 | 0 | 786 | (8 ) |
| Mortgage-backed securities - residential | 98,348 | (1,823 ) | 29,743 | (729 ) | 128,091 | (2,552 ) |
| Collateralized mortgage obligations | 7,956 | (108 ) | 10,972 | (597 ) | 18,928 | (705 ) |
| Small Business Administration | 8,770 | (205 ) | 7,890 | (325 ) | 16,660 | (530 ) |
| Equity securities | 44 | (2 ) | 0 | 0 | 44 | (2 ) |
| Total temporarily impaired | $212,479 | $ (4,945 ) | $49,393 | $ (1,666 ) | $261,872 | $ (6,611 ) |

2015

| | Less than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| Description of Securities | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. Treasury and U.S. government sponsored entities | $6,044 | $ (51 ) | $199 | $ (1 ) | $6,243 | $ (52 ) |
| State and political subdivisions | 22,016 | (167 ) | 12,635 | (245 ) | 34,651 | (412 ) |
| Corporate bonds | 102 | (1 ) | 478 | (4 ) | 580 | (5 ) |
| Mortgage-backed securities - residential | 79,301 | (1,044 ) | 40,794 | (1,091 ) | 120,095 | (2,135 ) |
| Collateralized mortgage obligations | 14,342 | (169 ) | 12,695 | (701 ) | 27,037 | (870 ) |
| Small Business Administration | 0 | 0 | 19,237 | (457 ) | 19,237 | (457 ) |
| Equity securities | 88 | (32 ) | 0 | 0 | 88 | (32 ) |
| Total temporarily impaired | $121,893 | $ (1,464 ) | $86,038 | $ (2,499 ) | $207,931 | $ (3,963 ) |

The Company's equity securities include local and regional bank holdings. No other-than-temporary impairments were recognized during 2016, 2015 or 2014. If an other-than-temporary impairment were to occur, the amount of the impairment recognized in earnings depends on whether an entity intends to sell the security or it is more likely than not it would be required to sell the security before recovery of its amortized cost basis. The previous amortized cost basis less the impairment recognized in earnings becomes the new amortized cost basis of the investment.

As of December 31, 2016, the Company's security portfolio consisted of 518 securities, 226 of which were in an unrealized loss position. The majority of unrealized losses are related to the Company's holdings in securities issued by state and political subdivisions, mortgage-backed securities - residential, collateralized mortgage obligations and Small Business Administration, as discussed below:

Securities issued by State and Political subdivisions

Unrealized losses on debt securities issued by state and political subdivisions have not been recognized into income. At December 31, 2016 all securities issued by state and political subdivisions have investment grade ratings and management does not have the intent and does not expect to be required to sell these securities before their anticipated recovery. The fair value is expected to recover as the securities approach their maturity date.

Mortgage-backed securities - residential

All of the Company's holdings of mortgage-backed securities—residential at year end 2016 and 2015 were issued by U.S. Government sponsored enterprises. Unrealized losses on mortgage-backed securities—residential have not been recognized into income. Because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Company does not have the intent to sell these mortgage-backed securities—residential and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2016 and 2015.

Collateralized mortgage obligations

The Company's portfolio includes collateralized mortgage obligations issued by U.S. Government sponsored enterprises. The decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality. The Company does not have the intent to sell these collateralized mortgage obligations and it is likely that it will not be required to sell the securities before their anticipated recovery. The Company monitors all securities to ensure adequate credit support and as of December 31, 2016 and 2015, the Company believes there is no other-than-temporary impairment.

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Small Business Administration

The Company's holdings of Small Business Administration securities are issued and backed by the full faith and credit of the U.S. Government. Unrealized losses on these Small Business Administration securities have not been recognized into income. The Company does not consider these securities to be other-than-temporarily impaired at December 31, 2016 and 2015 because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and the Company does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery.

NOTE 4 - LOANS

Loans at year end were as follows:

| | 2016 | 2015 |
|---|---|---|
| Originated loans: | | |
| Commercial real estate | | |
| Owner occupied | $109,750 | $97,644 |
| Non-owner occupied | 165,861 | 139,502 |
| Farmland | 34,155 | 15,737 |
| Other | 70,823 | 50,855 |
| Commercial | | |
| Commercial and industrial | 171,145 | 148,732 |
| Agricultural | 24,598 | 8,715 |
| Residential real estate | | |
| 1-4 family residential | 224,222 | 179,436 |
| Home equity lines of credit | 59,642 | 41,171 |
| Consumer | | |
| Indirect | 156,633 | 127,335 |
| Direct | 26,663 | 17,325 |
| Other | 7,611 | 4,508 |
| Total originated loans | $1,051,103 | $830,960 |
| Acquired loans: | | |
| Commercial real estate | | |
| Owner occupied | $60,928 | $69,858 |
| Non-owner occupied | 24,949 | 28,045 |
| Farmland | 54,204 | 62,193 |
| Other | 14,665 | 23,423 |
| Commercial | | |
| Commercial and industrial | 33,626 | 51,110 |
| Agricultural | 16,024 | 22,510 |
| Residential real estate | | |
| 1-4 family residential | 112,015 | 133,570 |
| Home equity lines of credit | 34,795 | 40,796 |

| | | |
|---|---|---|
| Consumer | | |
| Direct | 21,681 | 31,465 |
| Other | 247 | 204 |
| Total acquired loans | 373,134 | 463,174 |
| Net deferred loan costs | 3,398 | 2,731 |
| Allowance for loan losses | (10,852 ) | (8,978 ) |
| Net loans | $1,416,783 | $1,287,887 |

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Purchased credit impaired loans

As part of the NBOH acquisition during 2015 the Company acquired various loans that displayed evidence of deterioration of credit quality since origination and which was probable that all contractually required payments would not be collected. The carrying amounts and contractually required payments of these loans which are included in the loan balances above are summarized in the following tables:

| | 2016 | 2015 |
|---|---|---|
| Commercial real estate | | |
| Owner occupied | $689 | $986 |
| Non-owner occupied | 436 | 501 |
| Commercial | | |
| Commercial and industrial | 1,213 | 1,576 |
| Total outstanding balance | $2,338 | $3,063 |
| Carrying amount, net of allowance of $0 in 2016 and $31 in 2015 | $2,181 | $2,184 |

Accretable yield, or income expected to be collected, is shown in the table below:

| | 2016 | 2015 |
|---|---|---|
| Beginning balance | $323 | $0 |
| New loans purchased | 0 | 361 |
| Accretion of income | (76 ) | (38 ) |
| Ending balance | $247 | $323 |

The key assumptions considered include probability of default and the amount of actual prepayments after the acquisition date. Prepayments affect the estimated life of the loans and could change the amount of interest income and principal expected to be collected. In reforecasting future estimated cash flows, credit loss expectations are adjusted as necessary. There were no adjustments to forecasted cash flows that impacted the allowance for loan losses for the years ended December 31, 2016 and 2015.

The following tables present the activity in the allowance for loan losses by portfolio segment for years ended December 31, 2016, 2015 and 2014:

| December 31, 2016 | Commercial | Commercial | Residential | Consumer | Unallocated | Total |
|---|---|---|---|---|---|---|

| | Real Estate | | Real Estate | | | |
|---|---|---|---|---|---|---|
| Allowance for loan losses | | | | | | |
| Beginning balance | $ 3,127 | $ 1,373 | $ 1,845 | $ 2,160 | $ 473 | $ 8,978 |
| Provision for loan losses | 784 | 701 | 436 | 1,992 | (43 ) | 3,870 |
| Loans charged off | (349 ) | (245 ) | (188 ) | (2,019 ) | 0 | (2,801 ) |
| Recoveries | 15 | 45 | 112 | 633 | 0 | 805 |
| Total ending allowance balance | $ 3,577 | $ 1,874 | $ 2,205 | $ 2,766 | $ 430 | $ 10,852 |

| | Commercial | | Residential | | | |
|---|---|---|---|---|---|---|
| December 31, 2015 | Real Estate | Commercial | Real Estate | Consumer | Unallocated | Total |
| Allowance for loan losses | | | | | | |
| Beginning balance | $ 2,676 | $ 1,420 | $ 1,689 | $ 1,663 | $ 184 | $ 7,632 |
| Provision for loan losses | 857 | 234 | 354 | 1,776 | 289 | 3,510 |
| Loans charged off | (536 ) | (290 ) | (320 ) | (2,058 ) | 0 | (3,204 ) |
| Recoveries | 130 | 9 | 122 | 779 | 0 | 1,040 |
| Total ending allowance balance | $ 3,127 | $ 1,373 | $ 1,845 | $ 2,160 | $ 473 | $ 8,978 |

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| December 31, 2014 | Commercial Real Estate | Commercial | Residential Real Estate | Consumer | Unallocated | Total |
|---|---|---|---|---|---|---|
| Allowance for loan losses | | | | | | |
| Beginning balance | $ 2,752 | $ 1,219 | $ 1,964 | $ 1,419 | $ 214 | $ 7,568 |
| Provision for loan losses | (50 ) | 357 | 233 | 1,370 | (30 ) | 1,880 |
| Loans charged off | (151 ) | (185 ) | (585 ) | (2,213 ) | 0 | (3,134) |
| Recoveries | 125 | 29 | 77 | 1,087 | 0 | 1,318 |
| Total ending allowance balance | $ 2,676 | $ 1,420 | $ 1,689 | $ 1,663 | $ 184 | $ 7,632 |

The following tables present the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2016 and 2015. The recorded investment in loans includes the unpaid principal balance and unamortized loan origination fees and costs, but excludes accrued interest receivable which is not considered to be material.

| December 31, 2016 | Commercial Real Estate | Commercial | Residential Real Estate | Consumer | Unallocated | Total |
|---|---|---|---|---|---|---|
| Allowance for loan losses: | | | | | | |
| Ending allowance balance attributable to loans: | | | | | | |
| Individually evaluated for impairment | $ 44 | $ 4 | $ 48 | $ 0 | $ 0 | $ 96 |
| Collectively evaluated for impairment | 3,491 | 1,763 | 2,153 | 2,766 | 430 | 10,603 |
| Acquired loans | 42 | 107 | 4 | 0 | 0 | $ 153 |
| Acquired with deteriorated credit quality | 0 | 0 | 0 | 0 | 0 | 0 |
| Total ending allowance balance | $ 3,577 | $ 1,874 | $ 2,205 | $ 2,766 | $ 430 | $ 10,852 |
| | | | | | | |
| Loans: | | | | | | |
| Loans individually evaluated for impairment | $ 3,457 | $ 477 | $ 3,308 | $ 96 | $ 0 | $ 7,338 |
| Loans collectively evaluated for impairment | 376,632 | 195,146 | 280,215 | 196,081 | 0 | 1,048,074 |
| Acquired loans | 153,228 | 48,536 | 146,672 | 21,923 | 0 | 370,359 |
| Acquired with deteriorated credit quality | 968 | 896 | 0 | 0 | 0 | 1,864 |
| Total ending loans balance | $ 534,285 | $ 245,055 | $ 430,195 | $ 218,100 | $ 0 | $ 1,427,635 |

| December 31, 2015 | Commercial Real Estate | Commercial | Residential Real Estate | Consumer | Unallocated | Total |
|---|---|---|---|---|---|---|
| Allowance for loan losses: | | | | | | |
| Ending allowance balance attributable to loans: | | | | | | |
| Individually evaluated for impairment | $ 429 | $ 5 | $ 63 | $ 0 | $ 0 | $ 497 |
| Collectively evaluated for impairment | 2,698 | 1,337 | 1,782 | 2,160 | 473 | 8,450 |
| Acquired loans | 0 | 0 | 0 | 0 | 0 | 0 |
| Acquired with deteriorated credit quality | 0 | 31 | 0 | 0 | 0 | 31 |
| Total ending allowance balance | $ 3,127 | $ 1,373 | $ 1,845 | $ 2,160 | $ 473 | $ 8,978 |
| | | | | | | |
| Loans: | | | | | | |
| Loans individually evaluated for impairment | $ 5,853 | $ 712 | $ 3,414 | $ 103 | $ 0 | $ 10,082 |
| Loans collectively evaluated for impairment | 297,087 | 156,415 | 216,802 | 153,305 | 0 | 823,609 |
| Acquired loans | 182,251 | 72,673 | 174,366 | 31,669 | 0 | 460,959 |
| Acquired with deteriorated credit quality | 1,267 | 948 | 0 | 0 | 0 | 2,215 |
| Total ending loans balance | $ 486,458 | $ 230,748 | $ 394,582 | $ 185,077 | $ 0 | $ 1,296,865 |

The following tables present information related to impaired loans by class of loans as of and for years ended December 31, 2016, 2015 and 2014. The recorded investment in loans excludes accrued interest receivable due to immateriality.

| December 31, 2016 | Unpaid Principal Balance | Recorded Investment | Allowance for Loan Losses Allocated | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| With no related allowance recorded: | | | | | |
| Commercial real estate | | | | | |
| Owner occupied | $ 1,974 | $ 1,456 | $ 0 | $ 1,601 | $ 70 |
| Non-owner occupied | 332 | 331 | 0 | 334 | 5 |
| Commercial | | | | | |
| Commercial and industrial | 205 | 184 | 0 | 641 | 15 |
| Residential real estate | | | | | |
| 1-4 family residential | 2,650 | 2,403 | 0 | 2,302 | 145 |
| Home equity lines of credit | 195 | 179 | 0 | 221 | 10 |
| Consumer | 205 | 96 | 0 | 97 | 13 |
| Subtotal | 5,561 | 4,649 | 0 | 5,196 | 258 |
| | | | | | |
| With an allowance recorded: | | | | | |
| Commercial real estate | | | | | |
| Owner occupied | 173 | 173 | 14 | 874 | 29 |
| Non-owner occupied | 1,118 | 1,118 | 30 | 1,283 | 67 |
| Farmland | 380 | 379 | 42 | 127 | 0 |
| Commercial | | | | | |
| Commercial and industrial | 75 | 75 | 4 | 103 | 4 |
| Agricultural | 219 | 218 | 107 | 73 | 0 |
| Residential real estate | | | | | |
| 1-4 family residential | 661 | 642 | 51 | 828 | 36 |
| Home equity lines of credit | 84 | 84 | 1 | 85 | 4 |
| Consumer | 0 | 0 | 0 | 1 | 0 |
| Subtotal | 2,710 | 2,689 | 249 | 3,374 | 140 |
| Total | $ 8,271 | $ 7,338 | $ 249 | $ 8,570 | $ 398 |

| December 31, 2015 | Unpaid Principal Balance | Recorded Investment | Allowance for Loan Losses Allocated | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| With no related allowance recorded: | | | | | |
| Commercial real estate | | | | | |
| Owner occupied | $ 2,956 | $ 2,436 | $ 0 | $ 2,080 | $ 106 |
| Non-owner occupied | 343 | 342 | 0 | 372 | 30 |
| Commercial | | | | | |
| Commercial and industrial | 834 | 631 | 0 | 433 | 23 |
| Residential real estate | | | | | |
| 1-4 family residential | 2,575 | 2,310 | 0 | 2,174 | 147 |
| Home equity lines of credit | 283 | 268 | 0 | 260 | 15 |
| Consumer | 214 | 103 | 0 | 81 | 14 |
| Subtotal | 7,205 | 6,090 | 0 | 5,400 | 335 |
| | | | | | |
| With an allowance recorded: | | | | | |
| Commercial real estate | | | | | |
| Owner occupied | 1,597 | 1,595 | 379 | 2,008 | 70 |
| Non-owner occupied | 1,480 | 1,480 | 50 | 1,511 | 79 |
| Commercial | | | | | |
| Commercial and industrial | 81 | 81 | 5 | 540 | 4 |
| Residential real estate | | | | | |
| 1-4 family residential | 769 | 749 | 61 | 919 | 39 |
| Home equity lines of credit | 87 | 87 | 2 | 96 | 4 |
| Subtotal | 4,014 | 3,992 | 497 | 5,074 | 196 |
| Total | $ 11,219 | $ 10,082 | $ 497 | $ 10,474 | $ 531 |

| December 31, 2014 | Unpaid Principal Balance | Recorded Investment | Allowance for Loan Losses Allocated | Average Recorded Investment | Interest Income Recognized |
| --- | --- | --- | --- | --- | --- |
| With no related allowance recorded: | | | | | |
| Commercial real estate | | | | | |
| Owner occupied | $ 2,448 | $ 2,318 | $ 0 | $ 1,860 | $ 46 |
| Non-owner occupied | 391 | 391 | 0 | 653 | 20 |
| Commercial | | | | | |
| Commercial and industrial | 531 | 511 | 0 | 1,273 | 22 |
| Residential real estate | | | | | |
| 1-4 family residential | 2,421 | 2,156 | 0 | 1,804 | 79 |
| Home equity lines of credit | 476 | 251 | 0 | 263 | 13 |
| Consumer | 185 | 93 | 0 | 166 | 4 |
| Subtotal | 6,452 | 5,720 | 0 | 6,019 | 184 |
| | | | | | |
| With an allowance recorded: | | | | | |
| Commercial real estate | | | | | |
| Owner occupied | 2,882 | 2,882 | 446 | 2,104 | 94 |
| Non-owner occupied | 1,548 | 1,548 | 68 | 1,570 | 81 |
| Commercial | | | | | |
| Commercial and industrial | 1,444 | 1,429 | 272 | 818 | 2 |
| Residential real estate | | | | | |
| 1-4 family residential | 944 | 928 | 85 | 1,207 | 41 |
| Home equity lines of credit | 90 | 90 | 3 | 113 | 5 |
| Consumer | 0 | 0 | 0 | 2 | 0 |
| Subtotal | 6,908 | 6,877 | 874 | 5,814 | 223 |
| Total | $ 13,360 | $ 12,597 | $ 874 | $ 11,833 | $ 407 |

Cash basis interest income recognized and interest income recognized was materially equal for 2016, 2015 and 2014.

Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. The following table presents the recorded investment in nonaccrual and loans past due over 90 days still on accrual by class of loans as of December 31, 2016 and 2015:

| | 2016 | | 2015 | |
|---|---|---|---|---|
| | Nonaccrual | Loans Past Due 90 Days or More Still Accruing | Nonaccrual | Loans Past Due 90 Days or More Still Accruing |
| Originated loans: | | | | |
| Commercial real estate | | | | |
| Owner occupied | $958 | $ 0 | $3,240 | $ 0 |
| Non-owner occupied | 343 | 0 | 345 | 0 |
| Farmland | 58 | 0 | 73 | 0 |
| Commercial | | | | |
| Commercial and industrial | 400 | 0 | 541 | 73 |
| Agricultural | 12 | 0 | 0 | 0 |
| Residential real estate | | | | |
| 1-4 family residential | 1,929 | 295 | 2,406 | 336 |
| Home equity lines of credit | 202 | 118 | 127 | 112 |
| Consumer | | | | |
| Indirect | 298 | 438 | 266 | 297 |
| Direct | 9 | 65 | 30 | 3 |
| Other | 0 | 16 | 0 | 24 |
| Total originated loans | $4,209 | $ 932 | $7,028 | $ 845 |
| Acquired loans: | | | | |
| Commercial real estate | | | | |
| Owner occupied | $85 | $ 0 | $126 | $ 18 |
| Other | 24 | 0 | 92 | 0 |
| Farmland | 380 | 0 | 0 | 0 |
| Commercial | | | | |
| Commercial and industrial | 961 | 0 | 1,068 | 0 |
| Agricultural | 236 | 0 | 0 | 0 |
| Residential real estate | | | | |
| 1-4 family residential | 386 | 545 | 458 | 467 |
| Home equity lines of credit | 119 | 109 | 125 | 7 |
| Consumer | | | | |
| Direct | 89 | 95 | 161 | 50 |
| Total acquired loans | $2,280 | $ 749 | $2,030 | $ 542 |
| Total loans | $6,489 | $ 1,681 | $9,058 | $ 1,387 |

The following tables present the aging of the recorded investment in past due loans as of December 31, 2016 and 2015 by class of loans:

| December 31, 2016 | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due and Nonaccrual | Total Past Due | Loans Not Past Due | Total |
|---|---|---|---|---|---|---|
| Originated loans: | | | | | | |
| Commercial real estate | | | | | | |
| Owner occupied | $0 | $0 | $ 958 | $958 | $108,475 | $109,433 |
| Non-owner occupied | 0 | 0 | 343 | 343 | 165,105 | 165,448 |
| Farmland | 0 | 0 | 58 | 58 | 34,057 | 34,115 |
| Other | 0 | 0 | 0 | 0 | 70,542 | 70,542 |
| Commercial | | | | | | |
| Commercial and industrial | 90 | 0 | 400 | 490 | 170,242 | 170,732 |
| Agricultural | 0 | 29 | 12 | 41 | 24,632 | 24,673 |
| Residential real estate | | | | | | |
| 1-4 family residential | 3,368 | 356 | 2,224 | 5,948 | 217,752 | 223,700 |
| Home equity lines of credit | 77 | 37 | 320 | 434 | 59,248 | 59,682 |
| Consumer | | | | | | |
| Indirect | 2,844 | 696 | 736 | 4,276 | 157,437 | 161,713 |
| Direct | 744 | 213 | 74 | 1,031 | 25,815 | 26,846 |
| Other | 92 | 28 | 16 | 136 | 7,476 | 7,612 |
| Total originated loans: | $7,215 | $1,359 | $ 5,141 | $13,715 | $1,040,781 | $1,054,496 |
| Acquired loans: | | | | | | |
| Commercial real estate | | | | | | |
| Owner occupied | $8 | $205 | $ 85 | $298 | $60,630 | $60,928 |
| Non-owner occupied | 134 | 0 | 0 | 134 | 24,815 | 24,949 |
| Farmland | 83 | 0 | 380 | 463 | 53,741 | 54,204 |
| Other | 0 | 0 | 24 | 24 | 14,642 | 14,666 |
| Commercial | | | | | | |
| Commercial and industrial | 278 | 0 | 961 | 1,239 | 32,387 | 33,626 |
| Agricultural | 21 | 0 | 236 | 257 | 15,767 | 16,024 |
| Residential real estate | | | | | | |
| 1-4 family residential | 1,556 | 504 | 931 | 2,991 | 109,027 | 112,018 |
| Home equity lines of credit | 152 | 9 | 228 | 389 | 34,406 | 34,795 |
| Consumer | | | | | | |
| Direct | 938 | 184 | 184 | 1,306 | 20,376 | 21,682 |
| Other | 100 | 0 | 0 | 100 | 147 | 247 |
| Total acquired loans | $3,270 | $902 | $ 3,029 | $7,201 | $365,938 | $373,139 |
| Total loans | $10,485 | $2,261 | $ 8,170 | $20,916 | $1,406,719 | $1,427,635 |

| December 31, 2015 | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due and Nonaccrual | Total Past Due | Loans Not Past Due | Total |
|---|---|---|---|---|---|---|
| Originated loans: | | | | | | |
| Commercial real estate | | | | | | |
| Owner occupied | $34 | $0 | $ 3,240 | $3,274 | $94,095 | $97,369 |
| Non-owner occupied | 0 | 0 | 345 | 345 | 138,824 | 139,169 |
| Farmland | 0 | 0 | 73 | 73 | 15,658 | 15,731 |
| Other | 112 | 0 | 0 | 112 | 50,559 | 50,671 |
| Commercial | | | | | | |
| Commercial and industrial | 0 | 0 | 614 | 614 | 147,732 | 148,346 |
| Agricultural | 0 | 0 | 0 | 0 | 8,781 | 8,781 |
| Residential real estate | | | | | | |
| 1-4 family residential | 1,694 | 402 | 2,742 | 4,838 | 174,155 | 178,993 |
| Home equity lines of credit | 62 | 5 | 239 | 306 | 40,917 | 41,223 |
| Consumer | | | | | | |
| Indirect | 2,059 | 525 | 563 | 3,147 | 128,280 | 131,427 |
| Direct | 311 | 5 | 33 | 349 | 17,124 | 17,473 |
| Other | 13 | 10 | 24 | 47 | 4,461 | 4,508 |
| Total originated loans: | $4,285 | $947 | $ 7,873 | $13,105 | $820,586 | $833,691 |
| Acquired loans: | | | | | | |
| Commercial real estate | | | | | | |
| Owner occupied | $669 | $0 | $ 144 | $813 | $69,045 | $69,858 |
| Non-owner occupied | 0 | 0 | 0 | 0 | 28,045 | 28,045 |
| Farmland | 0 | | 0 | 0 | 62,193 | 62,193 |
| Other | 0 | 0 | 92 | 92 | 23,330 | 23,422 |
| Commercial | | | | | | |
| Commercial and industrial | 211 | 2 | 1,068 | 1,281 | 49,830 | 51,111 |
| Agricultural | 65 | 0 | 0 | 65 | 22,445 | 22,510 |
| Residential real estate | | | | | | |
| 1-4 family residential | 1,994 | 244 | 925 | 3,163 | 130,407 | 133,570 |
| Home equity lines of credit | 78 | 11 | 132 | 221 | 40,575 | 40,796 |
| Consumer | | | | | | |
| Direct | 567 | 56 | 211 | 834 | 30,631 | 31,465 |
| Other | 0 | 0 | 0 | 0 | 204 | 204 |
| Total acquired loans | $3,584 | $313 | $ 2,572 | $6,469 | $456,705 | $463,174 |
| Total loans | $7,869 | $1,260 | $ 10,445 | $19,574 | $1,277,291 | $1,296,865 |

Troubled Debt Restructurings:

Total troubled debt restructurings were $7.0 million and $9.3 million at December 31, 2016 and 2015 respectively. The Company has allocated $101 thousand and $528 thousand of specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of December 31, 2016 and 2015, respectively. There were no commitments to lend additional amounts to borrowers with loans that were classified as troubled debt restructurings at December 31, 2016 and 2015.

During the years ending December 31, 2016, 2015 and 2014, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; a permanent reduction of the recorded investment in the loan; a deferral of principal payments; or a legal concession.



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Troubled debt restructuring modifications involved a reduction of the notes stated interest rate in the range of 0.38% to 11.51%. There were also extensions of the maturity dates on these and other troubled debt restructurings in the range of nine months to 122 months.

The following tables present loans by class modified as troubled debt restructurings that occurred during the years ending December 31, 2016, 2015 and 2014:

| December 31, 2016<br>Troubled Debt Restructurings: | Number of Loans | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment |
|---|---|---|---|
| Originated loans: | | | |
| Residential real estate | | | |
| 1-4 family residential | 15 | $ 436 | $ 437 |
| Home equity lines of credit | 1 | 40 | 40 |
| Indirect | 26 | 182 | 182 |
| Consumer | 2 | 12 | 12 |
| Total originated loans | 44 | $ 670 | $ 671 |
| Acquired loans: | | | |
| Residential real estate | | | |
| 1-4 family residential | 4 | 153 | 153 |
| Home equity lines of credit | 1 | 18 | 18 |
| Consumer | 2 | 40 | 40 |
| Total acquired loans | 7 | $ 211 | $ 211 |
| Total loans | 51 | $ 881 | $ 882 |

The troubled debt restructurings described above increased the allowance for loan losses by $43 thousand and resulted in charge offs of $344 thousand during the year ended December 31, 2016.

| December 31, 2015<br>Troubled Debt Restructurings: | Number of Loans | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment |
|---|---|---|---|
| Originated loans: | | | |
| Commercial real estate | | | |
| Owner occupied | 2 | $ 801 | $ 801 |

| | | | |
|---|---|---|---|
| Commercial | | | |
| Commercial and industrial | 1 | 8 | 8 |
| Residential real estate | | | |
| 1-4 family residential | 13 | 760 | 760 |
| Home equity lines of credit | 2 | 60 | 60 |
| Indirect | 12 | 104 | 104 |
| Consumer | 1 | 8 | 8 |
| Total originated loans | 31 | $ 1,741 | $ 1,741 |
| Acquired loans: | | | |
| Commercial | | | |
| Commercial and industrial | 2 | 957 | 957 |
| Total loans | 33 | $ 2,698 | $ 2,698 |

The troubled debt restructurings described above increased the allowance for loan losses by $101 thousand and resulted in charge offs of $129 thousand during the year ended December 31, 2015.

| December 31, 2014<br>Troubled Debt Restructurings: | Number of Loans | Pre-Modification Outstanding Recorded Investment | Post-Modification Outstanding Recorded Investment |
|---|---|---|---|
| Commercial real estate | | | |
| Owner occupied | 1 | $ 303 | $ 316 |
| Non-owner occupied | 2 | 408 | 408 |
| Residential real estate | | | |
| 1-4 family residential | 21 | 1,042 | 1,059 |
| Home equity lines of credit | 5 | 128 | 128 |
| Indirect | 2 | 37 | 37 |
| Consumer | 1 | 11 | 11 |
| Total loans | 32 | $ 1,929 | $ 1,959 |

The troubled debt restructurings described above increased the allowance for loan losses by $11 thousand and resulted in charge offs of $42 thousand during the year ended December 31, 2014.

There were two commercial real estate loans for $1.2 million, one residential real estate loan for $1 thousand and one home equity line of credit for $10 thousand modified as troubled debt restructurings for which there were payment defaults within twelve months following the modification during the year December 31, 2016. None of the loans were past due at December 31, 2016. There was no effect on the provision for loan losses as a result of this default during 2016.

There was one commercial real estate loan for $40 thousand, one residential real estate loan for $1 thousand and one home equity line of credit for $11 thousand modified as troubled debt restructurings for which there were payment defaults within twelve months following the modification during the year December 31, 2015. All three loans were past due at December 31, 2015. There was no effect on the provision for loan losses as a result of this default during 2015.

There were four residential real estate loans for which there were payment defaults within twelve months following the modification of the troubled debt restructuring during the year ending December 31, 2014. Only one of the four loans was past due at December 31, 2014. There was no effect on the provision for loan losses as a result of this default during 2014.

Credit Quality Indicators:

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public

information and current economic trends, among other factors.  The Company establishes a risk rating at origination for all commercial loan and commercial real estate relationships.  For relationships over $750 thousand management monitors the loans on an ongoing basis for any changes in the borrower's ability to service their debt.  Management also affirms the risk ratings for the loans and leases in their respective portfolios on an annual basis.  The Company uses the following definitions for risk ratings:

Special Mention. Loans classified as special mention have a potential weakness that deserves management's close attention.  If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.  Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any.  Loans so classified have a well-defined weakness

or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful. Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans.

Based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

| December 31, 2016 | Pass | Special Mention | Sub standard | Total |
|---|---|---|---|---|
| Originated loans: | | | | |
| Commercial real estate | | | | |
| Owner occupied | $106,448 | $ 490 | $2,495 | $109,433 |
| Non-owner occupied | 162,465 | 522 | 2,461 | 165,448 |
| Farmland | 34,057 | 0 | 58 | 34,115 |
| Other | 69,947 | 325 | 270 | 70,542 |
| Commercial | | | | |
| Commercial and industrial | 167,062 | 2,720 | 950 | 170,732 |
| Agricultural | 24,395 | 253 | 25 | 24,673 |
| Total originated loans | $564,374 | $ 4,310 | $6,259 | $574,943 |
| Acquired loans: | | | | |
| Commercial real estate | | | | |
| Owner occupied | $58,655 | $ 707 | $1,566 | $60,928 |
| Non-owner occupied | 23,577 | 1,195 | 177 | 24,949 |
| Farmland | 53,039 | 0 | 1,165 | 54,204 |
| Other | 14,060 | 464 | 142 | 14,666 |
| Commercial | | | | |
| Commercial and industrial | 30,543 | 311 | 2,772 | 33,626 |
| Agricultural | 14,856 | 685 | 483 | 16,024 |
| Total acquired loans | $194,730 | $ 3,362 | $6,305 | $204,397 |
| Total loans | $759,104 | $ 7,672 | $12,564 | $779,340 |

| December 31, 2015 | Pass | Special Mention | Sub standard | Total |
|---|---|---|---|---|
| Originated loans: | | | | |
| Commercial real estate | | | | |
| Owner occupied | $91,785 | $ 1,069 | $4,515 | $97,369 |
| Non-owner occupied | 135,847 | 461 | 2,861 | 139,169 |
| Farmland | 15,658 | 0 | 73 | 15,731 |
| Other | 50,376 | 0 | 295 | 50,671 |
| Commercial | | | | |
| Commercial and industrial | 145,513 | 860 | 1,973 | 148,346 |
| Agricultural | 8,702 | 79 | | 8,781 |
| Total originated loans | $447,881 | $ 2,469 | $9,717 | $460,067 |
| Acquired loans: | | | | |
| Commercial real estate | | | | |
| Owner occupied | $68,213 | $ 0 | $1,645 | $69,858 |
| Non-owner occupied | 26,141 | 1,340 | 564 | 28,045 |
| Farmland | 62,193 | 0 | 0 | 62,193 |
| Other | 22,729 | 476 | 217 | 23,422 |
| Commercial | | | | |
| Commercial and industrial | 47,381 | 635 | 3,095 | 51,111 |
| Agricultural | 22,292 | 0 | 218 | 22,510 |
| Total acquired loans | $248,949 | $ 2,451 | $5,739 | $257,139 |
| Total loans | $696,830 | $ 4,920 | $15,456 | $717,206 |

The Company considers the performance of the loan portfolio and its impact on the allowance for loan losses. For residential, consumer and indirect loan classes, the Company also evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity.

The following table presents the recorded investment in residential, consumer and indirect auto loans based on payment activity. Nonperforming loans are loans past due 90 days and still accruing interest and nonaccrual loans.

| | Residential Real Estate | | Consumer | | |
|---|---|---|---|---|---|
| December 31, 2016 | 1-4 Family Residential | Home Equity Lines of Credit | Indirect | Direct | Other |
| Originated loans: | | | | | |
| Performing | $221,476 | $59,362 | $160,977 | $26,772 | $7,596 |
| Nonperforming | 2,224 | 320 | 736 | 74 | 16 |
| Total originated loans | $223,700 | $59,682 | $161,713 | $26,846 | $7,612 |
| Acquired loans: | | | | | |
| Performing | 111,087 | 34,567 | 0 | 21,498 | 247 |
| Nonperforming | 931 | 228 | 0 | 184 | 0 |
| Total acquired loans | $112,018 | $34,795 | $0 | $21,682 | $247 |
| Total loans | $335,718 | $94,477 | $161,713 | $48,528 | $7,859 |

| December 31, 2015 | Residential Real Estate 1-4 Family Residential | Home Equity Lines of Credit | Consumer Indirect | Direct | Other |
|---|---|---|---|---|---|
| Originated loans: | | | | | |
| Performing | $176,251 | $40,984 | $130,864 | $17,440 | $4,484 |
| Nonperforming | 2,742 | 239 | 563 | 33 | 24 |
| Total originated loans | $178,993 | $41,223 | $131,427 | $17,473 | $4,508 |
| Acquired loans: | | | | | |
| Performing | 132,645 | 40,664 | 0 | 31,254 | 204 |
| Nonperforming | 925 | 132 | 0 | 211 | 0 |
| Total acquired loans | $133,570 | $40,796 | $0 | $31,465 | $204 |
| Total loans | $312,563 | $82,019 | $131,427 | $48,938 | $4,712 |

NOTE 5 – LOAN SERVICING

The Company began servicing loans upon the acquisition of First National Bank's servicing portfolio in June 2015. Mortgage loans serviced for others are not reported as assets. The principal balances of these loans at year-end are as follows:

| | 2016 | 2015 |
|---|---|---|
| Mortgage loan portfolio serviced for: | | |
| FHLMC | $121,274 | $68,605 |

Custodial escrow balances maintained in connection with serviced loans were $961 thousand at December 31, 2016 and $584 thousand at December 31, 2015.

Activity for mortgage servicing rights for years ended December 31, 2016 and 2015 are as follows:

| | 2016 | 2015 |
|---|---|---|
| Servicing rights: | | |
| Beginning balance | $453 | $347 |
| Additions | 611 | 166 |
| Amortization to expense | (210) | (60) |
| Ending balance | $854 | $453 |

There was no valuation allowance required for mortgage servicing rights at December 31, 2016 and 2015.

NOTE 6 - FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2 – Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Investment Securities

The Company used a third party service to estimate fair value on available for sale securities on a monthly basis. This service provider is considered a leading evaluation pricing service for U.S. domestic fixed income securities. They subscribe to multiple third-party pricing vendors, and supplement that information with matrix pricing methods. The fair values for investment securities are determined by quoted market prices in active markets, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on quoted prices for similar assets in active markets, quoted prices for similar assets in markets that are not active or inputs other than quoted prices, which provide a reasonable basis for fair value determination. Such inputs may include interest rates and yield curves, volatilities, prepayment speeds, credit risks and default rates. Inputs used are derived principally from observable market data (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). The fair values of Level 3 investment securities are determined by using unobservable inputs to measure fair value of assets for which there is little, if any market activity at the measurement date, using reasonable inputs and assumptions based on the best information at the time, to the extent that inputs are available without undue cost and effort. For the years ended December 31, 2016 and 2015 the fair value of Level 3 investment securities was immaterial.

Derivative Instruments

The fair values of derivative instruments are based on valuation models using observable market data as of the measurement date (Level 2).

Impaired Loans

At the time loans are considered impaired, collateral dependent impaired loans are valued at the lower of cost or fair value and non-collateral dependent loans are valued based on discounted cash flows. Impaired loans carried at fair value generally receive specific allocations of the allowance for loan losses. For collateral dependent loans fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower’s financial statements, or aging reports, adjusted or discounted based on management’s historical knowledge, changes in market conditions from the time of the valuation and management’s expertise and knowledge of the client and client’s business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Other Real Estate Owned

Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair values are commonly based on recent real estate appraisals. These appraisals may use a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Appraisals for both collateral-dependent impaired loans and other real estate owned are performed by certified general appraisers (for commercial and commercial real estate properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company.  Once received, a member of the Appraisal Department reviews the assumptions and approaches utilized in the appraisal as

well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. On an annual basis, the Company compares the actual selling price of collateral that has been sold to the most recent appraised value to determine what adjustments should be made to appraisals to arrive at fair value.

Assets measured at fair value on a recurring basis are summarized below:

| | Fair Value Measurements at December 31, 2016 Using: | | | |
|---|---|---|---|---|
| | Carrying Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Assets | | | | |
| Investment securities available-for sale | | | | |
| U.S Treasury and U.S. government sponsored entities | $5,921 | $ 0 | $5,921 | $ 0 |
| State and political subdivisions | 155,303 | 0 | 155,303 | 0 |
| Corporate bonds | 1,339 | 0 | 1,339 | 0 |
| Mortgage-backed securities-residential | 169,682 | 0 | 169,670 | 12 |
| Collateralized mortgage obligations | 20,693 | 0 | 20,693 | 0 |
| Small Business Administration | 16,706 | 0 | 16,706 | 0 |
| Equity securities | 351 | 351 | 0 | 0 |
| Total investment securities | $369,995 | $ 351 | $369,632 | $ 12 |
| Loan yield maintenance provisions | $685 | $ 0 | $685 | $ 0 |
| Financial Liabilities | | | | |
| Interest rate swaps | $685 | $ 0 | $685 | $ 0 |

| | Fair Value Measurements at December 31, 2015 Using: | | | |
|---|---|---|---|---|
| | Carrying Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Assets | | | | |
| Investment securities available-for sale | | | | |
| U.S Treasury and U.S. government sponsored entities | $ 11,106 | $ 0 | $ 11,106 | $ 0 |
| State and political subdivisions | 138,723 | 0 | 138,723 | 0 |
| Corporate bonds | 1,134 | 0 | 1,134 | 0 |
| Mortgage-backed securities-residential | 196,587 | 0 | 196,572 | 15 |
| Collateralized mortgage obligations | 27,165 | 0 | 27,165 | 0 |
| Small Business Administration | 19,299 | 0 | 19,299 | 0 |
| Equity securities | 298 | 298 | 0 | 0 |
| Total investment securities | $ 394,312 | $ 298 | $ 393,999 | $ 15 |
| Loan yield maintenance provisions | $ 789 | $ 0 | $ 789 | $ 0 |
| Financial Liabilities | | | | |
| Interest rate swaps | $ 789 | $ 0 | $ 789 | $ 0 |

There were no significant transfers between Level 1 and Level 2 during 2016 or 2015.

The table below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31:

| | Investment Securities Available-for-sale (Level 3) | | |
|---|---|---|---|
| | 2016 | 2015 | 2014 |
| Beginning Balance | $ 15 | $ 10 | $ 10 |
| Total unrealized gains or losses: | | | |
| Included in other comprehensive income | 0 | 0 | 0 |
| Repayments | (3 ) | (1 ) | 0 |
| Acquired and/or purchased | 0 | 6 | 0 |
| Ending Balance | $ 12 | $ 15 | $ 10 |

There is no impact to earnings as a result of fair value measurements on items valued on a recurring basis, using level 3 inputs.



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Assets Measured on a Non-Recurring Basis

Assets measured at fair value on a non-recurring basis are summarized below:

| | Fair Value Measurements at December 31, 2016 Using: | | | |
|---|---|---|---|---|
| | Carrying Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Assets | | | | |
| Impaired loans | | | | |
| Commercial real estate | | | | |
| Owner occupied | $23 | $ 0 | $ 0 | $ 23 |
| Farmland | 339 | 0 | 0 | 339 |
| Commercial | | | | |
| Agricultural | 113 | 0 | 0 | 113 |
| 1–4 family residential | 77 | 0 | 0 | 77 |
| Consumer | 2 | 0 | 0 | 2 |
| Other real estate owned | | | | |
| 1–4 family residential | 16 | 0 | 0 | 16 |

| | Fair Value Measurements at December 31, 2015 Using: | | | |
|---|---|---|---|---|
| | Carrying Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Assets | | | | |
| Impaired loans | | | | |
| Commercial real estate | | | | |
| Owner occupied | $1,448 | $ 0 | $ 0 | $ 1,448 |

| | | | | |
|---|---|---|---|---|
| Commercial | 1,514 | 0 | 0 | 1,514 |
| 1–4 family residential | 42 | 0 | 0 | 42 |
| Consumer | 13 | 0 | 0 | 13 |

Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a principal balance of $727 thousand, with a valuation allowance of $173 thousand at December 31, 2016, resulting in an additional provision for loan losses of $139 thousand for the year ending December 31, 2016. At December 31, 2015, impaired loans had a principal balance of $3.4 million, with a valuation allowance of $383 thousand. Loans measured at fair value throughout the year resulted in an additional provision for loan losses of $270 thousand for the year ending December 31, 2015. Excluded from the fair value of impaired loans, at December 31, 2016 and 2015, discussed above are $2.0 million and $2.9 million of loans classified as troubled debt restructurings and measured using the present value of cash flows, which is not considered an exit price.

Impaired commercial real estate loans, both owner occupied and non-owner occupied are valued by independent external appraisals. These external appraisals are prepared using the sales comparison approach and income

approach valuation techniques. Management makes subsequent unobservable adjustments to the impaired loan appraisals. Impaired loans other than commercial real estate and other real estate owned are not considered material.

At December 31, 2016, other real estate owned measured at fair value less costs to sell, had a net carrying amount of $16 thousand. During the year ended December 31, 2016 the Company charged down three properties reflecting an updated appraisal which resulted in a write-down of $36 thousand. The Company had no related write downs during the year ended December 31, 2015.

The following table presents quantitative information about level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at year ended 2016 and 2015:

| December 31, 2016 | Fair value | Valuation Technique(s) | Unobservable Input(s) | Range Weighted Average |
|---|---|---|---|---|
| Impaired loans | | | | |
| Commercial real estate | $ 23 | Sales comparison | Adjustment for differences between comparable sales | (24.02%) |
| | 339 | Quoted price for loan relationship | Offer price | 35.77% |
| Commercial | 113 | Quoted price for loan relationship | Offer price | 34.98% |
| Residential | 77 | Sales comparison | Adjustment for differences between comparable sales | (12.97%) - 14.22% (3.38%) |
| Consumer | 2 | Sales comparison | Adjustment for differences between comparable sales | (20.00%) - 20.00% (0.00%) |
| Other real estate owned - residential | 16 | Sales comparison | Adjustment for differences between comparable sales | (10.36%) - 17.10% (1.90%) |

| December 31, 2015 | Fair value | Valuation Technique(s) | Unobservable Input(s) | Range Weighted Average |
|---|---|---|---|---|
| Impaired loans | | | | |
| Commercial real estate | $701 | Income approach | Adjustment for differences between earning multiplier | (49.42%) - 40.89% 35.33% |
| | 747 | Quoted price for loan relationship | Offer price | 1.01% |
| Commercial | 252 | Quoted price for loan relationship | Offer price | (3.01%) |
| | 1,262 | Income approach | Adjustment for differences between earning multiplier | (29.77%) |
| Residential | 42 | Sales comparison | Adjustment for differences between comparable sales | (18.32%) - 24.16% (14.02%) |
| Consumer | 13 | Sales comparison | Adjustment for differences between comparable sales | (12.86%) - 11.97% (5.79%) |

Fair Value of Financial Instruments

The carrying amounts and estimated fair values of financial instruments measured on a recurring basis and not previously presented, at December 31, 2016 and December 31, 2015 are as follows:

| | Carrying Amount | Fair Value Measurements at December 31, 2016 Using: Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|---|
| Financial assets | | | | | |
| Cash and cash equivalents | $41,778 | $19,678 | $22,100 | $0 | $41,778 |
| Restricted stock | 9,583 | n/a | n/a | n/a | n/a |
| Loans held for sale | 355 | 0 | 365 | 0 | 365 |
| Loans, net | 1,416,783 | 0 | 0 | 1,406,951 | 1,406,951 |
| Mortgage servicing rights | 854 | 0 | 854 | 0 | 854 |
| Accrued interest receivable | 5,504 | 0 | 1,924 | 3,580 | 5,504 |
| Financial liabilities | | | | | |
| Deposits | 1,524,756 | 1,289,037 | 232,410 | 0 | 1,521,447 |
| Short-term borrowings | 198,460 | 0 | 198,460 | 0 | 198,460 |
| Long-term borrowings | 15,036 | 0 | 15,009 | 0 | 15,009 |
| Accrued interest payable | 507 | 35 | 472 | 0 | 507 |

| | Carrying Amount | Fair Value Measurements at December 31, 2015 Using: | | | |
|---|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | |
| Cash and cash equivalents | $56,014 | $22,500 | $33,514 | $0 | $56,014 |
| Restricted stock | 9,384 | n/a | n/a | n/a | n/a |
| Loans held for sale | 1,769 | 0 | 1,813 | 0 | 1,813 |
| Loans, net | 1,287,887 | 0 | 0 | 1,296,075 | 1,296,075 |
| Mortgage servicing rights | 453 | 0 | 453 | 0 | 453 |
| Accrued interest receivable | 5,158 | 0 | 2,011 | 3,147 | 5,158 |
| Financial liabilities | | | | | |
| Deposits | 1,409,047 | 1,164,506 | 241,909 | 0 | 1,406,415 |
| Short-term borrowings | 225,832 | 0 | 225,832 | 0 | 225,832 |
| Long-term borrowings | 22,153 | 0 | 22,306 | 0 | 22,306 |
| Accrued interest payable | 445 | 26 | 419 | 0 | 445 |

The methods and assumptions used to estimate fair value, not previously described, are described as follows:

Cash and Cash Equivalents: The carrying amounts of cash and short-term instruments approximate fair values and are classified as either Level 1 or Level 2. The Company has determined that cash on hand and non-interest bearing due from bank accounts are Level 1 whereas interest bearing federal funds sold and other are Level 2.

Restricted Stock: It is not practical to determine the fair value of restricted stock due to restrictions placed on its transferability.

Loans: Fair values of loans, excluding loans held for sale, are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Loans held for sale: The fair value of loans held for sale is estimated based upon the average of binding contracts and quotes from third party investors resulting in a Level 2 classification.

Loan servicing rights: Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model utilizes interest rate, prepayment speed and default rate assumptions that market participants would use in estimating future net servicing income (Level 2).

Accrued Interest Receivable/Payable: The carrying amounts of accrued interest receivable and payable approximate fair value resulting in a Level l, Level 2 or Level 3 classification. The classification is the result of the association with securities, loans and deposits.

Deposits: The fair values disclosed for demand deposits – interest and non-interest checking, passbook savings and money market accounts—are, by definition, equal to the amount payable on demand at the reporting date resulting in a Level 1 classification. The carrying amounts of variable rate certificates of deposit approximate their fair values at the reporting date resulting Level 2 classification. Fair value for fixed rate certificates of deposit are estimated using a discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Short-term Borrowings: The carrying amounts of federal funds purchased, borrowings under repurchase agreements, and other short-term borrowings, generally maturing within ninety days, approximate their fair values resulting in a Level 2 classification.

Long-term Borrowings: The fair values of the Company's long-term borrowings are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

Off-balance Sheet Instruments: The fair value of commitments is not considered material.

NOTE 7—PREMISES AND EQUIPMENT

Year-end premises and equipment were as follows:

| | 2016 | 2015 |
|---|---|---|
| Land | $4,972 | $5,833 |
| Buildings | 25,064 | 24,724 |
| Furniture, fixtures and equipment | 14,169 | 13,485 |
| Leasehold Improvements | 466 | 450 |
| | 44,671 | 44,492 |
| Less accumulated depreciation | (21,446) | (20,302) |
| NET BOOK VALUE | $23,225 | $24,190 |

Depreciation expense was $1.7 million for year ended December 31, 2016, $1.5 million for year ended December 31, 2015 and $1.1 million for year ended December 31, 2014.

During June 2016 the Company added 1 location with the addition of Bowers in Trumbull County. All fixed assets were recorded at their fair market value.

During June 2015 the Company added 14 branches, mostly in Wayne and Medina Counties, as part of the NBOH acquisition and in September 2015, 4 branches, mostly in Columbiana County, as part of the Tri-State acquisition. All fixed assets were recorded at their fair market value.

The Company leases certain branch properties under operating leases. Rent expense was $362, $332, and $323 thousand for 2016, 2015 and 2014, respectively. In addition to rent expense, under the leases, common area maintenance and property taxes are paid and the amount can fluctuate according to the costs incurred. Rent commitments, before considering renewal options that generally are present, were as follows:

| | |
|---|---|
| 2017 | $361 |
| 2018 | 339 |
| 2019 | 336 |
| 2020 | 299 |
| 2021 | 283 |
| Thereafter | 1,121 |

| TOTAL | $2,739 |
| --- | --- |

NOTE 8—GOODWILL AND INTANGIBLE ASSETS

Goodwill associated with the Company's purchase of Bowers in June 2016, NBOH in June 2015, Tri-State in October 2015, NAI in July of 2013 and Trust in 2009 totaled $37.2 million at December 31, 2016 and $35.1 million at December 31, 2015. The Bowers, NBOH, Tri-State and NAI acquisitions are more fully described in Note 2. Impairment exists when a reporting unit's carrying value of goodwill exceeds its fair value, which is determined through a two-step impairment test. Step 1 includes the determination of the carrying value of the reporting units, including the existing goodwill and intangible assets, and estimating the fair value of the reporting units. After our annual impairment analysis as of September 30, 2016, the Company determined the fair value of all goodwill exceeded its carrying amount. After the annual impairment testing as of September 30, 2014, the fair value of NAI

was less than its carrying value. When the carrying amount of a reporting unit exceeds its fair value, a second step to the impairment test is required. The analysis indicated that the Step 2 analysis was necessary for the NAI reporting unit. Step 2 of the goodwill impairment test is performed to measure the impairment loss. Step 2 requires that the implied fair value of the reporting unit's goodwill be compared to the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss shall be recognized in an amount equal to that excess. After performing Step 2 it was determined that the implied value of goodwill was less than the carrying costs, resulting in an impairment charge of $763 thousand for the year ended December 31, 2014. During the initial valuation of NAI, the future income projections were not fully attained. The fair value of the reporting unit was determined based on a discounted cash flow model. Additionally, the $763 thousand impairment was offset with an equal reduction of the future payment liability associated with the purchase. The two adjustments offset resulting in a zero impact to the Company's consolidated statements of income for year ended December 31, 2014.

Other Intangibles

Core deposit intangible assets associated with the Company's purchases of NBOH and Tri-State totaled $5.6 million.

Other intangible assets were as follows at year end:

| | 2016 Gross Carrying Amount | Accumulated Amortization | 2015 Gross Carrying Amount | Accumulated Amortization |
|---|---|---|---|---|
| Other intangible: | | | | |
| Customer relationship intangibles | $7,210 | $ (4,253) | $5,970 | $ (3,585) |
| Non-compete contracts | 430 | (357) | 370 | (325) |
| Trade Name | 520 | (113) | 190 | (65) |
| Core deposit intangible | 5,582 | (1,029) | 5,582 | (316) |
| Total | $13,742 | $ (5,752) | $12,112 | $ (4,291) |

Aggregate amortization expense was $1.5 million, $983 thousand, and $767 thousand for 2016, 2015, and 2014, respectively.

Estimated amortization expense for each of the next five years:

| | |
|---|---|
| 2017 | $1,459 |
| 2018 | 1,334 |
| 2019 | 1,222 |
| 2020 | 1,119 |
| 2021 | 1,058 |
| Thereafter | 1,798 |
| TOTAL | $7,990 |

NOTE 9 - INTEREST BEARING DEPOSITS

Time deposits of $250 thousand or more were $43.3 million and $39.6 million at year-end 2016 and 2015.



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Following is a summary of scheduled maturities of certificates of deposit during the years following December 31, 2016:

| | |
|---|---|
| 2017 | $74,624 |
| 2018 | 28,725 |
| 2019 | 27,315 |
| 2020 | 37,231 |
| 2021 | 56,693 |
| Thereafter | 11,132 |
| TOTAL | $235,720 |

Following is a summary of year-end interest bearing deposits:

| | 2016 | 2015 |
|---|---|---|
| Demand | $378,317 | $327,434 |
| Money Market | 317,079 | 293,209 |
| Savings | 226,770 | 234,672 |
| Certificates of Deposit | 235,720 | 239,082 |
| TOTAL | $1,157,886 | $1,094,397 |

NOTE 10 - SHORT-TERM BORROWINGS

The Bank has short-term advances from the FHLB that had maturity dates of less than one year at the time of the advance. All balances are due within one year and can be renewed at the time of maturity. FHLB advances are secured by pledgings described in the following Long-Term Borrowings footnote. Balances at year end were as follows:

| | 2016 | | 2015 | |
|---|---|---|---|---|
| | Amount | Weighted Average Rate | Amount | Weighted Average Rate |
| Repurchase advance with a rate of .39% to .70% at December 31, 2016 and 2015 | $100,000 | 0.63 % | $100,000 | 0.39 % |
| Cash management advance with rates from .39% to .59% at December 31, 2016 and 2015 | 20,000 | 0.59 % | $50,000 | 0.39 % |
| Total advances | $120,000 | 0.63 % | $150,000 | 0.39 % |

Securities sold under repurchase agreements are secured by the Bank's holdings of debt securities issued by U.S. government sponsored entities and agencies with a carrying amount of $82.0 million and $79.3 million at year ended 2016 and 2015.

Repurchase agreements are financing arrangements that mature within 89 days and usually overnight. Under the agreements, customers agree to maintain funds on deposit with the Bank and in return acquire an interest in a pool of securities pledged as collateral against the funds. The securities are held in segregated safekeeping accounts at the Federal Reserve Bank and Trust. Information concerning securities sold under agreements to repurchase is summarized as follows:

| | 2016 | 2015 | 2014 |
|---|---|---|---|
| Average balance during the year | $84,368 | $71,779 | $71,573 |
| Average interest rate during the year | 0.07 % | 0.07 % | 0.04 % |
| Maximum month-end balance during the year | $98,687 | $89,574 | $78,972 |
| Weighted average year-end interest rate | 0.08 % | 0.06 % | 0.06 % |
| Balance at year-end | $78,110 | $75,482 | $58,786 |

The following table provides a disaggregation of the obligation by class of collateral pledged for short-term financing obtained through the sales of repurchase agreements:

| | 2016 | 2015 |
|---|---|---|
| Overnight and continuous repurchase agreements | | |
| U.S. Treasury and U.S. government sponsored entities | $6,555 | $5,276 |
| State and political subdivisions | 12,304 | 2,640 |
| Mortgage-backed securities - residential | 52,628 | 60,391 |
| Collateralized mortgage obligations | 6,623 | 7,175 |
| Total borrowings | $78,110 | $75,482 |

Management believes the risks associated with the agreements are minimal and in the case of collateral decline the Company has additional investment securities available to adequately pledge as guarantees for the repurchase agreements.

The Bank has access to lines of credit amounting to $25 million at two major domestic banks that are below prime rate. The lines and terms are periodically reviewed by the banks and are generally subject to withdrawal at their discretion. There were no borrowings under these lines at December 31, 2016 and 2015.

Farmers has two unsecured revolving lines of credit for $6.5 million. The lines can be renewed annually. The lines have interest rates of prime with floors of 3.5% and 4.5%. The outstanding balance on the two lines was $350 thousand at December 31, 2016 and 2015. The interest rate on the outstanding balance at December 31, 2016 and 2015 was 4.5%.

NOTE 11 - LONG-TERM BORROWINGS

At year end, long-term advances from the FHLB were as follows:

| | 2016 | | | 2015 | | |
|---|---|---|---|---|---|---|
| | Amount | Weighted Average Rate | | Amount | Weighted Average Rate | |
| Fixed-rate constant payment advances, at rates from .61% to 1.70% at December 31, 2016 and 2015 | $7,876 | 1.57 | % | $15,054 | 1.24 | % |
| Convertible and putable fixed-rate advance with a rate of 4.45% at December 31, 2016 and 2015 | 5,000 | 4.45 | % | 5,000 | 4.45 | % |
| Total advances | $12,876 | 2.69 | % | $20,054 | 2.04 | % |

The Bank has a total of $5 million in putable FHLB fixed-rate advances. Should the FHLB elect the put, the Bank is required to repay the advance on that date without penalty. The Bank added $8 million in long-term advances as part of the two acquisitions during the year ended December 31, 2015.

Short-term and long-term FHLB advances are secured by a blanket pledge of residential mortgage loans totaling $276.9 million and $237.8 million at year end 2016 and 2015. Based on this collateral, the Bank is eligible to borrow an additional $144.0 million at year end 2016. Each advance is subject to a prepayment penalty if paid prior to its maturity date.

Scheduled payments of long-term FHLB advances are as follows:

| Maturing in: | |
|---|---|
| 2017 | 8,158 |
| 2018 | 1,008 |
| 2019 | 931 |
| 2020 | 860 |
| 2021 | 792 |
| Thereafter | 1,127 |
| TOTAL | $12,876 |

The Company added a special purpose entity to hold $2.1 million in Trust Preferred Debenture as part of the Tri-State acquisition. The debt has a floating rate that is determined quarterly based on the three-month LIBOR. At December 31, 2016, the interest rate was 2.7%. These securities can be redeemed at any quarter-end. Final maturity of the Trust Preferred Debenture is December 15, 2036. The Company has the $2.2 million note payable recorded in the long-term borrowings section of the Consolidated Balance Sheets.

NOTE 12 - COMMITMENTS AND CONTINGENT LIABILITIES

Some financial instruments, such as loan commitments, credit lines, letters of credit and overdraft protection, are issued to meet customer financing needs. These are agreements to provide credit or to support the credit of others, as long as conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off-balance-sheet risk to credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, including obtaining collateral at exercise of the commitment.

The contractual amounts of financial instruments with off-balance-sheet risk at year end were as follows:

| | 2016 | | 2015 | |
|---|---|---|---|---|
| | Fixed Rate | Variable Rate | Fixed Rate | Variable Rate |

| | | | | |
|---|---|---|---|---|
| Commitments to make loans | $2,684 | $1,250 | $100 | $4,836 |
| Unused lines of credit | $72,114 | $245,830 | $64,338 | $204,889 |

Commitments to make loans are generally made for periods of 30 days or less. There are six fixed rate loan commitments for 2016 that has an interest rate of 4.25% to 5.25% and matures within fifteen years. Variable rate loan commitments have interest rates that at December 31, 2016 ranged from 4.69% to 5.75%. The fixed rate loan commitments for 2015 have interest rates of 3.89% and mature within fifteen years. Fixed rate unused lines of credit have interest rates ranging from 0.10% to 18.00% at December 31, 2016 and 0.20% to 21.90% at December 31, 2015.

Standby letters of credit are considered financial guarantees. The standby letters of credit have a contractual value of $4.3 million at December 31, 2016 and $5.6 million at December 31, 2015. The carrying amount of these items on the balance sheet is not material.

Additionally, the Company has committed up to a $5 million subscription in SBIC investment funds. At December 31, 2016 the Company had invested $3.4 million in these funds.

NOTE 13 - STOCK BASED COMPENSATION

During 2012, the Company, with the approval of shareholders, created the 2012 Equity Incentive Plan (the “Plan”). The Plan permits the award of up to 500 thousand shares to the Company’s directors and employees to promote the Company’s long-term financial success by motivating performance through long-term incentive compensation and to better align the interests of its employees with those of its shareholders. There were service time based restricted stock awards granted, under the Plan, totaling 20,747 shares during 2016 and 244,105 shares during 2015. There were also 82,990 performance based restricted stock awards granted in 2016 and 132,620 performance based restricted stock awards granted in 2015. The actual number of performance based stock awards issued will depend on certain performance conditions which are mainly average return on equity compared to a group of peer companies over a three year vesting period.

The restricted stock awards were granted with a fair value price equal to the market price of the Company’s common stock at the date of grant. Expense recognized for the Plan was $892 thousand for the year ended 2016, $486 thousand for 2015 and $116 thousand for 2014. As of December 31, 2016, there was $2.6 million of total unrecognized compensation expense related to the non-vested shares granted under the Plan. The remaining cost is expected to be recognized over the next 2 years.

The following is the activity under the Plan during the years ended December 31, 2016:

| | 2016 | |
|---|---|---|
| | Maximum Awarded Units | Weighted Average Grant Date Fair Value |
| Beginning balance | 493,279 | $ 7.90 |
| Granted | 103,737 | 8.98 |
| Vested | 0 | 0 |
| Forfeited | (97,626 ) | 7.00 |
| Ending balance | 499,390 | $ 8.30 |

NOTE 14 - REGULATORY MATTERS

Banks and financial holding companies are subject to various regulatory capital requirements administered by the federal banking agencies.  Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities and certain off-balance sheet items calculated under regulatory accounting practices.  The new minimum capital requirements associated with the Basel Committee on capital and liquidity regulation (Basel III) are being phased in and began on January 1, 2015 and will continue through January 1, 2019.  Capital amounts and classifications are also subject to qualitative judgments by regulators.  Failure to meet capital requirements can initiate regulatory action by regulators that, if undertaken, could have a direct material effect on the financial statements.  Management believes as of December 31, 2016, the Company and the Bank meet all capital adequacy requirements to which they are subject.

The FDIC and other federal banking regulators revised the risk-based capital requirements applicable to financial holding companies and insured depository institutions, including the Company and the Bank, to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision (“Basel III”).

The common equity tier 1 capital, tier 1 capital and total capital ratios are calculated by dividing the respective capital amounts by risk-weighted assets.  The leverage ratio is calculated by dividing tier 1 capital by adjusted average total assets.



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Basel III limits capital distributions and certain discretionary bonus payments if the banking organization does not hold a "capital conservation buffer" consisting of 2.5% of common equity tier 1 capital, tier 1 capital and total capital to risk-weighted assets in addition to the amount necessary to meet minimum risk-based capital requirements. The capital conservation buffer phase in began January 1, 2016 and will increase each year until fully implemented at 2.5% on January 1, 2019. The capital conservation buffer for 2016 is 0.625%. Currently Basel III, with the additional capital conservation buffer, requires the Company and the Bank to maintain (i) a minimum ratio of common equity tier 1 capital to risk-weighted assets of at least 5.125%, (ii) a minimum ratio of tier 1 capital to risk-weighted assets of at least 6.625%, (iii) a minimum ratio of total capital to risk-weighted assets of at least 8.625% and (iv) a minimum leverage ratio of at least 4.0%.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized, although these terms are not used to represent overall financial condition. If only adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At year-end 2016 and 2015, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

Dividend Restrictions: The Company's principal source of funds for dividend payments is dividends received from the Bank, Trust and NAI. The Bank and Trust are subject to the dividend restrictions set forth by the Comptroller of the Currency and Ohio Department of Commerce – Division of Financial Institutions, respectively. The respective regulatory agency must approve declaration of any dividends in excess of the sum of profits for the current year and retained net profits for the preceding two years. During 2017, the Bank could, without prior approval, declare dividends of approximately $1.9 million plus any 2017 net profits retained to the date of the dividend declaration. In order to practice trust powers, Trust must maintain a minimum capital of $3 million. The Trust would also be able to, without prior approval, declare dividends of $102 thousand plus any 2017 net profits retained to the date of the dividend declaration.

Actual and required capital amounts and ratios are presented below at year-end:

| | Actual Amount | Ratio | Requirement For Capital Adequacy Purposes: Amount | Ratio | To be Well Capitalized Under Prompt Corrective Action Provisions: Amount | Ratio |
|---|---|---|---|---|---|---|
| 2016 | | | | | | |
| Common equity tier 1 capital ratio | | | | | | |
| Consolidated | $180,475 | 11.69% | $69,474 | 4.5 % | N/A | N/A |
| Bank | 171,064 | 11.12% | 69,244 | 4.5 % | $100,020 | 6.5 % |
| Total risk based capital ratio | | | | | | |
| Consolidated | 193,487 | 12.53% | 123,509 | 8.0 % | N/A | N/A |
| Bank | 181,916 | 11.82% | 123,101 | 8.0 % | 153,877 | 10.0% |
| Tier I risk based capital ratio | | | | | | |
| Consolidated | 182,635 | 11.83% | 92,632 | 6.0 % | N/A | N/A |
| Bank | 171,064 | 11.12% | 92,326 | 6.0 % | 123,101 | 8.0 % |
| Tier I leverage ratio | | | | | | |
| Consolidated | 182,635 | 9.41 % | 77,596 | 4.0 % | N/A | N/A |
| Bank | 171,064 | 8.91 % | 76,792 | 4.0 % | 95,990 | 5.0 % |
| | | | | | | |
| 2015 | | | | | | |
| Common equity tier 1 capital ratio | | | | | | |
| Consolidated | $165,451 | 11.59% | $64,245 | 4.5 % | N/A | N/A |
| Bank | $157,396 | 11.08% | $63,938 | 4.5 % | $92,354 | 6.5 % |
| Total risk based capital ratio | | | | | | |
| Consolidated | $176,571 | 12.37% | $114,214 | 8.0 % | N/A | N/A |
| Bank | 166,374 | 11.71% | 113,667 | 8.0 % | $142,084 | 10.0% |
| Tier I risk based capital ratio | | | | | | |
| Consolidated | 167,550 | 11.74% | 85,660 | 6.0 % | N/A | N/A |
| Bank | 157,396 | 11.08% | 85,250 | 6.0 % | 113,667 | 8.0 % |
| Tier I leverage ratio | | | | | | |
| Consolidated | 167,550 | 9.21 % | 72,803 | 4.0 % | N/A | N/A |
| Bank | 157,396 | 8.65 % | 72,770 | 4.0 % | 90,963 | 5.0 % |

NOTE 15 - EMPLOYEE BENEFIT PLANS

The Company has a qualified 401(k) deferred compensation Retirement Savings Plan (the "Savings Plan"). All employees of the Company who have completed at least 90 days of service and meet certain other eligibility requirements are eligible to participate in the Savings Plan. Under the terms of the Savings Plan, employees may voluntarily defer a portion of their annual compensation pursuant to section 401(k) of the Internal Revenue Code. The Company matches a percentage of the participants' voluntary contributions up to 6% of gross wages. In addition, at the discretion of the Board of Directors, the Company may make an additional profit sharing contribution to the Savings Plan. Total expense was $506 thousand, $431 thousand and $336 thousand for the years ended December 31, 2016, 2015 and 2014, respectively.



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During 2014 the Company adopted a profit sharing plan to provide associates not participating in a current incentive plan a vehicle for sharing in the success of the Company outside of existing wages and non-monetary benefits. The Board of Directors approved a profit sharing amount equal to 1% of annual compensation for associates in 2016, 2015 and 2014. The expense was $103 thousand, $82 thousand and $73 thousand for the years ended December 31, 2016, 2015 and 2014, respectively.

The Company maintains a deferred compensation plan for certain retirees. Expense under this plan was $9 thousand for the year ended December 31, 2016 and $10 thousand for the years ended December 31, 2015 and 2014. The liability under the deferred compensation plan at December 31, 2016 was $141 thousand and $149 thousand at December 31, 2015.

During 2015, the Company established a nonqualified deferred compensation plan for a select group of management or highly compensated eligible individuals. Under the terms of the plan, eligible individuals may elect to defer receipt of their compensation to a later taxable year. The Company has recorded both an asset and liability of equal amount that represents the amount of contributions and the payable due to the participants in the plan. The recorded asset and liability was $345 thousand at December 31, 2016 and $67 thousand at December 31, 2015

As part of the NBOH acquisition the Company has a director retirement and death benefit plan for the benefit of prior members of the Board of Directors of NBOH. The plan is designed to provide an annual retirement benefit to be paid to each director upon retirement from the Board or attaining age 70. There are no additional benefits or participants being added to the plan and the liability recorded at December 31, 2016 and 2015 was $1 million and $929 thousand, respectively. The benefit payment upon satisfying the plan's requirements is a benefit to the qualifying director until death or a maximum of 15 years. The expense under this plan was $130 thousand in 2016 and none in 2015.

The Company assumed an employee stock ownership plan ("ESOP") as part of the Tri-State acquisition that covered substantially all of their employees and officers. The trustee had discretionary authority to purchase shares of common stock of Tri-State on the open market. There were no contributions to the plan in 2016 or 2015. During acquisition the Tri-State shares were converted to the Company's shares and the trustee held 39,690 shares at December 31, 2016 and 2015. The termination of this ESOP is still in process as of December 31, 2016.

The Company also has a postretirement health care benefit plan covering individuals retired from the Company that have met certain service and age requirements and certain other active employees that have met similar service requirements. The Company is in the process of terminating the plan, which is expected to be completed within the next year or two. A benefit was recognized under this plan for 2016 and 2015 of $184 thousand and $12 thousand, respectively, and an expense of $4 thousand in 2014. The accrued postretirement benefit liability under this Plan was $70 thousand and $280 thousand at December 31, 2016 and 2015. Due to the immateriality of the plan, the disclosures required under U.S. generally accepted accounting principles have been omitted.

NOTE 16 - INCOME TAXES

The provision for income taxes (credit) consists of the following:

| | 2016 | 2015 | 2014 |
|---|---|---|---|

| | | | |
|---|---|---|---|
| Current expense | $8,642 | $3,046 | $2,369 |
| Deferred expense (benefit) | (1,157) | (547) | 263 |
| TOTALS | $7,485 | $2,499 | $2,632 |

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Effective tax rates differ from federal statutory rate of 35% applied to income before income taxes due to the following:

| | 2016 | 2015 | 2014 |
|---|---|---|---|
| Statutory tax | $9,815 | $3,694 | $4,059 |
| Effect of nontaxable interest | (1,684) | (1,403) | (1,179) |
| Bank owned life insurance, net | (283) | (242) | (159) |
| Tax credits | (367) | (236) | (149) |
| Effect of nontaxable insurance premiums | (143) | 0 | 0 |
| Nondeductible acquisition costs | 40 | 401 | 0 |
| Other | 107 | 285 | 60 |
| ACTUAL TAX | $7,485 | $2,499 | $2,632 |

Deferred tax assets (liabilities) are comprised of the following:

| | 2016 | 2015 |
|---|---|---|
| Deferred tax assets: | | |
| Allowance for credit losses | $3,621 | $2,968 |
| Net unrealized loss on securities available for sale | 1,522 | 326 |
| Deferred and accrued compensation | 1,922 | 1,562 |
| Deferred loan fees and costs | 729 | 605 |
| Post-retirement benefits | 25 | 172 |
| Nonaccrual loan interest income | 306 | 324 |
| Other-than-temporary impairment | 196 | 196 |
| Restricted stock | 509 | 0 |
| AMT credit carryforward | 205 | 0 |
| Other | 106 | 142 |
| Gross deferred tax assets | $9,141 | $6,295 |
| | | |
| Deferred tax liabilities: | | |
| Depreciation and amortization | $(740) | $(649) |
| Federal Home Loan Bank dividends | (1,093) | (1,093) |
| Purchase accounting adjustments | (1,559) | (984) |
| Mortgage servicing rights | (299) | (158) |
| Prepaid expenses | (271) | (49) |
| Other | (15) | (11) |
| Gross deferred tax liabilities | (3,977) | (2,944) |
| NET DEFERRED TAX ASSET | $5,164 | $3,351 |

No valuation allowance for deferred tax assets was recorded at December 31, 2016 and 2015.

At December 31, 2016 and December 31, 2015, the Company had no unrecognized tax benefits recorded. The Company does not expect the amount of unrecognized tax benefits to significantly change within the next twelve

months.

The Company has approximately $205 thousand of alternative minimum tax credits that may be carried forward indefinitely.

The Company paid no penalties for the year ended December 31, 2016 or 2015. There were no amounts accrued for penalties or interest as of December 31, 2016 or 2015.



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The Company is subject to U.S. federal income tax. The Company is no longer subject to examination by the federal taxing authority for years prior to 2013. The tax years 2013—2015 remain open to examination by the U.S. taxing authority.

NOTE 17 – OTHER COMPREHENSIVE INCOME (LOSS)

The following table represents the detail of other comprehensive income (loss) for the years ended December 31, 2016, 2015 and 2014.

| | 2016 | | |
|---|---|---|---|
| | Pre-tax | Tax | After-Tax |
| Unrealized holding losses on available-for-sale securities during the year | $(4,270) | $1,494 | $(2,776) |
| Reclassification adjustment for (gains) losses included in net income (1) | (73) | 26 | (47) |
| Net unrealized losses on available-for-sale securities | (4,343) | 1,520 | (2,823) |
| Change in funded status of post-retirement health plan | (156) | 55 | (101) |
| Net other comprehensive income (loss) | $(4,499) | $1,575 | $(2,924) |

| | 2015 | | |
|---|---|---|---|
| | Pre-tax | Tax | After-Tax |
| Unrealized holding losses on available-for-sale securities during the year | $(1,403) | $491 | $(912) |
| Reclassification adjustment for (gains) losses included in net income (1) | (94) | 33 | (61) |
| Net unrealized gains on available-for-sale securities | (1,497) | 524 | (973) |
| Change in funded status of post-retirement health plan | 20 | (7) | 13 |
| Net other comprehensive income (loss) | $(1,477) | $517 | $(960) |

| | 2014 | | |
|---|---|---|---|
| | Pre-tax | Tax | After-Tax |
| Unrealized holding gains on available-for-sale securities during the year | $10,486 | $(3,670) | $6,816 |
| Reclassification adjustment for (gains) losses included in net income (1) | (457) | 160 | (297) |
| Net unrealized losses on available-for-sale securities | 10,029 | (3,510) | 6,519 |
| Change in funded status of post-retirement health plan | 60 | (21) | 39 |

| | | | |
|---|---|---|---|
| Net other comprehensive income | $10,089 | $(3,531) | $6,558 |

(1) Pre-tax reclassification adjustments relating to available-for-sale securities are reported in security gains and the tax impact is included in income tax expense on the consolidated statements of income.

NOTE 18 - RELATED PARTY TRANSACTIONS

Loans to principal officers, directors, and their affiliates during 2016 were as follows:

| | |
|---|---|
| Beginning balance | $429 |
| New loans | 688 |
| Effect of changes in composition of related parties | 0 |
| Repayments | (21) |
| Ending balance | $1,096 |

Deposits from principal officers, directors, and their affiliates at year-end 2016 and 2015 were $12.0 million and $7.9 million.

NOTE 19 – EARNINGS PER SHARE

The factors used in the earnings per share computation follow:

| | 2016 | 2015 | 2014 |
|---|---|---|---|
| Basic EPS | | | |
| Net income | $20,557 | $8,055 | $8,965 |
| Weighted average shares outstanding | 27,180,230 | 22,678,338 | 18,674,526 |
| Basic earnings per share | $0.76 | $0.36 | $0.48 |
| Diluted EPS | | | |
| Net income | $20,557 | $8,055 | $8,965 |
| Weighted average shares out-standing for basic earnings per share | 27,180,230 | 22,678,338 | 18,674,526 |
| Restricted stock awards | 29,108 | 5,232 | 890 |
| Weighted average shares for diluted earnings per share | 27,209,338 | 22,683,570 | 18,675,416 |
| Diluted earnings per share | $0.76 | $0.36 | $0.48 |

There were no restricted stock awards that were considered anti-dilutive at year end 2016 and 2014. There were 193,105 award shares of common stock that were not considered in computing diluted earnings per share because they were anti-dilutive at year end 2015.

NOTE 20 – INTEREST RATE SWAPS

The Company uses a program that utilizes interest-rate swaps as part of its asset/liability management strategy. The interest-rate swaps are used to help manage the Company's interest rate risk position and not as derivatives for trading purposes. The notional amount of the interest-rate swaps does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual interest-rate swap agreements.

The objective of the interest-rate swaps is to protect the related fixed rate commercial real estate loans from changes in fair value due to changes in interest rates. The Company has a program whereby it lends to its borrowers at a fixed rate with the loan agreement containing a two-way yield maintenance provision, which will be invoked in the event of

prepayment of the loan, and is expected to exactly offset the fair value of unwinding the swap. The yield maintenance provision represents an embedded derivative which is bifurcated from the host loan contract and, as such, the swaps and embedded derivatives are not designated as hedges. Accordingly, both instruments are carried at fair value and changes in fair value are reported in current period earnings.

Summary information about these interest-rate swaps as of year ended December 31, 2016, 2015 and 2014 is as follows:

| | 2016 | 2015 | 2014 |
|---|---|---|---|
| Notional amounts | $34,360 | $30,763 | $31,459 |
| Weighted average pay rate on interest-rate swaps | 4.34 % | 4.25 % | 4.26 % |
| Weighted average receive rate on interest-rate swaps | 3.04 % | 2.70 % | 2.67 % |
| Weighted average maturity (years) | 4.8 | 4.1 | 5.9 |
| Fair value of combined interest-rate swaps | $685 | $789 | $638 |

The fair value of the yield maintenance provisions and interest-rate swaps is recorded in other assets and other liabilities, respectively, in the consolidated balance sheet. Changes in the fair value of the yield maintenance provisions and interest-rate swaps are reported in earnings, as other noninterest income in the consolidated income statements. There were no net gains or losses recognized in earnings related to yield maintenance provisions for years ended December 31, 2016, 2015 and 2014.

NOTE 21 – SEGMENT INFORMATION

The reportable segments are determined by the products and services offered, primarily distinguished between banking, trust and retirement consulting operations. They are also distinguished by the level of information provided to the chief operating decision makers in the Company, who use such information to review performance of various components of the business, which are then aggregated. Loans, investments and deposits provide the revenues in the banking operation, trust service fees provide the revenue in trust operations and consulting fees provide the revenues in the retirement consulting operations. All operations are domestic.

Accounting policies for segments are the same as those described in Note 1. Segment performance is evaluated using operating income. Income taxes are calculated on operating income. Transactions among segments are made at fair value.

Significant segment totals are reconciled to the financial statements as follows:

| December 31, 2016 | Trust Segment | Bank Segment | Retirement Consulting Segment | Eliminations and Others | Consolidated Totals |
|---|---|---|---|---|---|
| Goodwill and other intangibles | $4,681 | $38,235 | $ 2,884 | $ (646 ) | $45,154 |
| Total assets | $10,980 | $1,948,800 | $ 3,528 | $ 2,805 | $1,966,113 |

| December 31, 2015 | Trust Segment | Bank Segment | Retirement Consulting Segment | Eliminations and Others | Consolidated Totals |
|---|---|---|---|---|---|
| Goodwill and other intangibles | $4,967 | $35,412 | $ 3,178 | $ (646 ) | $42,911 |
| Total assets | $11,078 | $1,854,306 | $ 4,127 | $ 391 | $1,869,902 |

| For year ended 2016 | Trust Segment | Bank Segment | Retirement Consulting | Eliminations and Others | Consolidated Totals |
|---|---|---|---|---|---|

| | | | Segment | | |
|---|---|---|---|---|---|
| Net interest income | $ 95 | $ 68,113 | $ 0 | $ (88 ) | $ 68,120 |
| Provision for loan losses | 0 | 3,870 | 0 | 0 | $ 3,870 |
| Service fees, security gains and other noninterest income | 6,341 | 15,191 | 1,990 | (278 ) | $ 23,244 |
| Noninterest expense | 4,818 | 48,804 | 1,380 | 1,319 | $ 56,321 |
| Amortization and depreciation expense | 305 | 2,519 | 307 | 0 | $ 3,131 |
| Income before taxes | 1,313 | 28,111 | 303 | (1,685 ) | 28,042 |
| Income tax | 462 | 7,586 | 107 | (670 ) | $ 7,485 |
| Net Income | $ 851 | $ 20,525 | $ 196 | $ (1,015 ) | $ 20,557 |

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| For year ended 2015 | Trust Segment | Bank Segment | Retirement Consulting Segment | Eliminations and Others | Consolidated Totals |
|---|---|---|---|---|---|
| Net interest income | $ 65 | $ 49,705 | $ 0 | $ (33 ) | $ 49,737 |
| Provision for loan losses | 0 | 3,510 | 0 | 0 | $ 3,510 |
| Service fees, security gains and other noninterest income | 6,239 | 10,192 | 2,130 | (255 ) | $ 18,306 |
| Noninterest expense | 4,719 | 40,753 | 1,487 | 4,562 | $ 51,521 |
| Amortization and depreciation expense | 339 | 1,759 | 360 | 0 | $ 2,458 |
| Income before taxes | 1,246 | 13,875 | 283 | (4,850 ) | $ 10,554 |
| Income tax | 425 | 2,968 | 97 | (991 ) | $ 2,499 |
| Net Income | $ 821 | $ 10,907 | $ 186 | $ (3,859 ) | $ 8,055 |

| For year ended 2014 | Trust Segment | Bank Segment | Retirement Consulting Segment | Eliminations and Others | Consolidated Totals |
|---|---|---|---|---|---|
| Net interest income | $ 53 | $ 36,297 | $ 0 | $ (14 ) | $ 36,336 |
| Provision for loan losses | 0 | 1,880 | 0 | 0 | 1,880 |
| Service fees, security gains and other noninterest income | 6,170 | 7,577 | 1,810 | (254 ) | 15,303 |
| Noninterest expense | 4,528 | 29,268 | 2,010 | 474 | 36,280 |
| Amortization and depreciation expense | 378 | 1,081 | 423 | 0 | 1,882 |
| Income before taxes | 1,317 | 11,645 | (623 ) | (742 ) | 11,597 |
| Income tax | 451 | 2,645 | 48 | (512 ) | 2,632 |
| Net Income | $ 866 | $ 9,000 | $ (671 ) | $ (230 ) | $ 8,965 |

Bank segment includes Insurance and Investment.

NOTE 22 - QUARTERLY FINANCIAL DATA (UNAUDITED)

| Quarter Ended 2016 | March 31 | June 30 | September 30 | December 31 |
|---|---|---|---|---|
| Total interest income | $ 17,747 | $ 17,950 | $ 18,332 | $ 18,469 |
| Total interest expense | 1,000 | 1,061 | 1,139 | 1,178 |
| Net interest income | 16,747 | 16,889 | 17,193 | 17,291 |

| | | | | |
|---|---|---|---|---|
| Provision for loan losses | 780 | 990 | 1,110 | 990 |
| Noninterest income | 4,946 | 5,737 | 6,485 | 6,076 |
| Merger related costs | 289 | 224 | 31 | 19 |
| Noninterest expense | 14,155 | 14,559 | 15,194 | 14,981 |
| Income before income taxes | 6,469 | 6,853 | 7,343 | 7,377 |
| Income taxes | 1,671 | 1,833 | 1,967 | 2,014 |
| Net income | $4,798 | $5,020 | $ 5,376 | $ 5,363 |
| | | | | |
| Earnings per share - basic and diluted | $0.18 | $0.19 | $ 0.20 | $ 0.20 |

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| Quarter Ended 2015 | March 31 | June 30 | September 30 | December 31 |
|---|---|---|---|---|
| Total interest income | $9,999 | $10,753 | $ 15,594 | $ 17,481 |
| Total interest expense | 1,007 | 1,004 | 1,056 | 1,023 |
| Net interest income | 8,992 | 9,749 | 14,538 | 16,458 |
| Provision for loan losses | 450 | 850 | 1,220 | 990 |
| Noninterest income | 4,037 | 4,409 | 4,685 | 5,175 |
| Merger related costs | 245 | 1,912 | 2,499 | 1,736 |
| Noninterest expense | 9,506 | 10,175 | 13,022 | 14,884 |
| Income before income taxes | 2,828 | 1,221 | 2,482 | 4,023 |
| Income taxes | 617 | 409 | 625 | 848 |
| Net income | $2,211 | $812 | $ 1,857 | $ 3,175 |
| | | | | |
| Earnings per share - basic and diluted | $0.12 | $0.04 | $ 0.07 | $ 0.12 |

NOTE 23—PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION

Below is condensed financial information of Farmers National Banc Corp. (parent company only). This information should be read in conjunction with the consolidated financial statements and related notes.

| December 31, | 2016 | 2015 |
|---|---|---|
| BALANCE SHEETS | | |
| Assets: | | |
| Cash | $2,620 | $1,357 |
| Investment in subsidiaries | | |
| Bank | 198,030 | 184,253 |
| Trust | 10,184 | 10,188 |
| NAI | 2,787 | 3,391 |
| Captive | 646 | 0 |
| Securities available for sale | 234 | 231 |
| Other | 1,284 | 1,319 |
| TOTAL ASSETS | $215,785 | $200,739 |
| | | |
| Liabilities: | | |
| Other liabilities | $57 | $241 |
| Note payable | 350 | 350 |
| Subordinate debt | 2,160 | 2,099 |
| Other accounts payable | 2 | 2 |
| TOTAL LIABILITIES | 2,569 | 2,692 |
| TOTAL STOCKHOLDERS' EQUITY | 213,216 | 198,047 |

| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $215,785 | $200,739 |
| --- | --- | --- |

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| STATEMENTS OF INCOME | | | |
|---|---|---|---|
| Years ended December 31, | 2016 | 2015 | 2014 |
| Income: | | | |
| Dividends from subsidiaries | | | |
| Bank | $5,836 | $23,744 | $4,013 |
| Trust | 820 | 750 | 2,000 |
| NAI | 800 | 400 | 0 |
| Interest and dividends on securities | 5 | 2 | 1 |
| Security gains/(losses) | (19 ) | 0 | 0 |
| Other income | 28 | 0 | 764 |
| TOTAL INCOME | 7,470 | 24,896 | 6,778 |
| Interest on borrowings | (96 ) | (35 ) | (15 ) |
| Other expenses | (1,997 ) | (4,817 ) | (1,492) |
| Income before income tax benefit and undistributed subsidiary income | 5,377 | 20,044 | 5,271 |
| Income tax benefit | 670 | 991 | 512 |
| Equity in undistributed net income of subsidiaries (dividends in excess of net income) | | | |
| Bank | 14,688 | (12,837) | 4,987 |
| Trust | 31 | 71 | (1,134) |
| NAI | (604 ) | (214 ) | (671 ) |
| Captive | 395 | 0 | 0 |
| NET INCOME | $20,557 | $8,055 | $8,965 |

| STATEMENTS OF CASH FLOWS | | | |
|---|---|---|---|
| Years ended December 31, | 2016 | 2015 | 2014 |
| Cash flows from operating activities: | | | |
| Net income | $20,557 | $8,055 | $8,965 |
| Adjustments to reconcile net income to net cash from operating activities: | | | |
| Security (gains)/losses | 19 | 0 | 0 |
| Dividends in excess of net income (Equity in undistributed net income of subsidiary) | (14,510) | 12,980 | (3,182) |
| Other | (368 ) | (269 ) | (982 ) |
| NET CASH FROM OPERATING ACTIVITIES | 5,698 | 20,766 | 4,801 |
| | | | |
| Cash flows from investing activities: | | | |
| Proceeds from maturities of available for sale securities | 59 | 0 | 0 |
| Net cash paid in business combinations | 0 | (18,077) | 0 |
| NET CASH FROM INVESTING ACTIVITIES | 59 | (18,077) | 0 |
| | | | |
| Cash flows from financing activities: | | | |
| Proceeds from reissuance of treasury shares | 0 | 0 | 32 |
| Repurchase of common shares | (168 ) | (213 ) | (2,882) |
| Cash dividends paid | (4,326 ) | (2,683 ) | (2,236) |

| | | | |
|---|---|---|---|
| NET CASH FROM FINANCING ACTIVITIES | (4,494) | (2,896) | (5,086) |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 1,263 | (207) | (285) |
| | | | |
| Beginning cash and cash equivalents | 1,357 | 1,564 | 1,849 |
| Ending cash and cash equivalents | $2,620 | $1,357 | $1,564 |

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

As of the end of the period covered by this Annual Report on Form 10-K, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective to ensure that the financial and nonfinancial information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, including this Annual Report on Form 10-K for the period ended December 31, 2016, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Management's responsibilities related to establishing and maintaining effective disclosure controls and procedures include maintaining effective internal controls over financial reporting that are designed to produce reliable financial statements in accordance with GAAP. As disclosed in the Report on Management's Assessment of Internal Control Over Financial Reporting in the Company's 2016 Annual Report to Shareholders, management assessed the Company's system of internal control over financial reporting as of December 31, 2016, in relation to criteria for effective internal control over financial reporting as described in the 2013 "Internal Control - Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission and found it to be effective.

Crowe Horwath LLP, the Company's registered public accounting firm, has audited the Company's internal control over financial reporting as of December 31, 2016. The audit report by Crowe Horwath is located in Item 8 of this report.

There were no changes in the Company's internal controls over financial reporting (as defined in Rule 13a - 15(f) under the Exchange Act) that occurred during the year ended December 31, 2016, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation or material weaknesses in such internal controls requiring corrective actions.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by Item 401 of Regulation S-K concerning the directors of the Company and the nominees for election as directors of the Company at the Annual Meeting of Shareholders to be held on April 20, 2017 (the “2017 Annual Meeting”) is incorporated herein by reference from the information to be included under the caption “Proposal 1 – Election of Directors” in Farmers’ definitive proxy statement relating to the 2017 Annual Meeting to be filed with the Commission (“2017 Proxy Statement”).

Executive Officers of the Registrant

The names, ages and positions of Farmers’ executive officers as of March 6, 2017:

| Name | Age | Title |
| --- | --- | --- |
| Carl D. Culp | 53 | Senior Executive Vice President, Secretary and Treasurer of Farmers and Senior Executive Vice-President and Chief Financial Officer of Farmers Bank |
| Joseph Gerzina | 61 | Senior Vice President, Chief Lending Officer and Regional President of Farmers Bank |
| Mark L. Graham | 62 | Executive Vice President and Chief Credit Officer of Farmers Bank |
| Kevin J. Helmick | 45 | President and Chief Executive Officer of Farmers and Farmers Bank |
| Brian E. Jackson | 47 | Senior Vice President and Chief Information Officer of Farmers Bank |
| Mark A. Nicastro | 46 | Senior Vice President and Director of Human Resources of Farmers Bank |
| Joseph W. Sabat | 56 | Vice President and Controller of Farmers Bank |
| Timothy Shaffer | 55 | Senior Vice President and Regional President of Farmers Bank |
| Amber Wallace Soukenik | 51 | Executive Vice President and Chief Retail/Marketing Officer of Farmers Bank |
| James VanSickle | 46 | Senior Vice President and Chief Risk Officer of Farmers Bank |
| Mark R. Witmer | 52 | Senior Executive Vice President, Chief Banking Officer of Farmers Bank |

Officers are generally elected annually by the Board of Directors. The term of office for all the above executive officers is for the period ending with the next annual meeting.

Principal Occupation and Business Experience of Executive Officers

Mr. Culp has served as Senior Executive Vice President and Treasurer of Farmers and Senior Executive Vice President and Chief Financial Officer of Farmers Bank since March 1996. Prior to that time, Mr. Culp was Controller of Farmers and Farmers Bank from November 1995. Mr. Culp has 31 years of experience in finance and accounting in the banking industry, and is a certified public accountant.

Mr. Gerzina currently serves as Regional President and Chief Lending Officer, and brings 34 years of experience in commercial and private banking. Prior to joining Farmers Bank, Mr. Gerzina was a Managing Partner at Weather Vane Capital, and previously held the role of Senior Vice President and Regional Commercial Manager (2002-2009) with Huntington National Bank. He was appointed as an executive officer of Farmers in 2012.

Mr. Graham has over 39 years of experience with Farmers Bank. During his tenure, Mr. Graham has held a variety of positions in Farmers Bank’s commercial loan department. Mr. Graham has served as Executive Vice President and

Chief Credit Officer of Farmers Bank since January 2012; for the four years prior to that appointment, Mr. Graham served as Senior Vice President and Senior Lending Officer of Farmers Bank.

Mr. Helmick is the President and Chief Executive Officer of Farmers and Farmers Bank, a position he has held since November 2013. Prior to becoming President, Mr. Helmick was Secretary of Farmers and Executive Vice President – Wealth Management and Retail Services of Farmers Bank since January 2012. Mr. Helmick has been with the Company for 22 years and has a retail and investment background, including an MBA and CFP designation. From

1997 through 2008, Mr. Helmick served as the Vice President and Program Manager for Investments. In 2008 Mr. Helmick was promoted to Senior Vice President of Wealth Management and Retail Services where he was responsible for the management and oversight of Investments, the retail investment area of Farmers Bank, Insurance, and all branch sales and operational functions.

Mr. Jackson is the Senior Vice President and Chief Information Officer of Farmers Bank, a position he has held since May 2009. Prior to coming to the Company, Mr. Jackson was Assistant Vice President and Information Technology Manager with Home Savings Bank since 1993. He has over 24 years of experience in the IT field. Mr. Jackson was appointed as an executive officer in 2012.

Mr. Nicastro is the Senior Vice President and Director of Human Resources of Farmers Bank, a position he has held since joining Farmers in July 2009. Prior to that appointment, Mr. Nicastro served as Staffing and Compliance Manager for Huntington National Bank (2007-2008) and Regional Human Resources Manager for Sky Bank from 2004 until 2007. Mr. Nicastro has an MBA, and has more than 19 years of experience in Human Resource Management from both large multi-national banks and regional community banks. He was appointed as an executive officer in 2012.

Mr. Sabat has served as Vice President and Controller of Farmers Bank since April 2006. Prior to coming to the Company, Mr. Sabat was with a regional public accounting firm. Mr. Sabat has 21 years of experience in the accounting, finance and auditing fields. He is a certified public accountant and was appointed as an executive officer in 2012.

Mr. Shaffer serves as Regional President and has held that title since July of 2015. Previously, Mr. Shaffer served as the Director of Commercial Banking & Private Client Services. In October of 2011, Mr. Shaffer joined Farmers Bank as the Commercial Lending Manager, overseeing commercial lending, small business lending and treasury management. Mr. Shaffer has over 27 years of Banking and Lending experience in the Mahoning Valley market. Mr. Shaffer was appointed as an executive officer in 2014.

Ms. Wallace Soukenik has served as Executive Vice President and Chief Retail/Marketing Officer for Farmers Bank since November 2013. In August 2008 Ms. Wallace Soukenik joined Farmers Bank as Senior Vice President and Director of Marketing. She has 27 years of experience in the marketing field. Prior to joining the Company, Ms. Wallace Soukenik served as the Assistant Vice President of Marketing and Physician Relations at Trumbull Memorial Hospital, where she managed a $14 million endowment, a $1.5 million marketing budget and all physician contracts. She was appointed as an executive officer in 2012.

Mr. VanSickle is a Senior Vice President and Chief Risk Officer of Farmers National Bank. Mr. VanSickle joined Farmers National Bank as part of the merger with First National Bank of Orrville in June of 2015. Prior to the merger, Mr. VanSickle served as the Chief Financial Officer of First National Bank of Orrville and brings more than 21 years of experience as a financial executive.

Mr. Witmer is the Senior Executive Vice President and Chief Banking Officer of Farmers National Bank. Mr. Witmer joined Farmers National Bank as part of the merger with First National Bank of Orrville in June of 2015. Prior to the merger, Mr. Witmer served as the Chief Executive Officer of First National Bank of Orrville. Mr. Witmer has more than 25 years of leadership, community banking and lending experience.

Compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended.

The information required by Item 405 of Regulation S-K is incorporated herein by reference from the disclosure to be included under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the 2017 Proxy Statement.

Code of Business Conduct and Ethics.

The Company has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") that covers all employees, including its principal executive, financial and accounting officers, and is posted on the Company's website



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www.farmersbankgroup.com. In the event of any amendment to, or waiver from, a provision of the Code of Ethics that applies to its principal executive, financial or accounting officers, the Company intends to disclose such amendment or waiver on its website.

Procedures for Recommending Directors Nominees.

Information concerning the procedures by which shareholders may recommend nominees to Farmers' Board of Directors is incorporated herein by reference from the information to be included under the caption "Director Nominations" in 2017 Proxy Statement. These procedures have not materially changed from those described in Farmers' definitive proxy materials for the 2016 Annual Meeting of Shareholders.

Audit Committee.

The information required by Items 407(d)(4) and (d)(5) of Regulation S-K is incorporated herein by reference from the disclosure to be included under the caption "Committees of the Board of Directors – Audit Committee" in the 2017 Proxy Statement.

Item 11. Executive Compensation.

The information required by Item 402 of Regulation S-K is incorporated herein by reference from the disclosure to be included under the captions "Compensation Discussion and Analysis" and "Executive Compensation and Other Information" in the 2017 Proxy Statement.

The information required by Item 407(e)(4) of Regulation S-K is incorporated herein by reference from the disclosure to be included under the caption "Compensation Committee Interlocks and Insider Participation" in the 2017 Proxy Statement.

The information required by Item 407(e)(5) of Regulation S-K is incorporated herein by reference from the disclosure to be included under the caption "The Compensation Committee Report" in the 2017 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by Item 201(d) of Regulation S-K is incorporated herein by reference from the disclosure included under the caption "Equity Compensation Plan Information" in the 2017 Proxy Statement of the Company.

The information required by Item 403 of Regulation S-K is incorporated herein by reference from the disclosure included under the caption "Beneficial Ownership of Management and Certain Beneficial Owners" in the 2017 Proxy Statement of the Company.

Item 13. Certain Relationships and Related Transactions and Director Independence.

The information required by Item 404 of Regulation S-K is incorporated herein by reference from the disclosure to be included under the caption "Certain Relationships and Related Transactions" in the 2017 Proxy Statement.

The information required by Item 407(a) of Regulation S-K is incorporated herein by reference from the disclosure to be included under the caption “The Board of Directors — Independence” in the 2017 Proxy Statement.

## Item 14. Principal Accountant Fees and Services.

The information required by this Item 14 is incorporated herein by reference from the disclosure to be included under the captions “Independent Registered Public Accounting Firm Fees” and “Pre-Approval of Fees” in the 2017 Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) (1) Financial Statements

Item 8 Reference is made to the Consolidated Financial Statements included in Item 8 of Part II herein.

(2) Financial Statement Schedules

No financial statement schedules are presented because they are not applicable.

(3) Exhibits

The exhibits filed or incorporated by reference as a part of this Annual Report on Form 10-K are listed in the Exhibit Index, which follows the signature page and is incorporated herein by reference.

(b) Exhibits

The exhibits filed or incorporated by reference as a part of this Annual Report on Form 10-K are listed in the Exhibit Index, which follows the signature page and is incorporated herein by reference.

(c) Financial Statement Schedules

See subparagraph (a)(2) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the under signed, thereunto duly authorized.

FARMERS NATIONAL BANC CORP.

By /s/ Kevin J. Helmick
Kevin J. Helmick, President and Chief Executive Officer

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| | | |
|---|---|---|
| /s/ Kevin J. Helmick | President, Chief Executive Officer and Director | March 7, 2017 |
| Kevin J. Helmick | (Principal Executive Officer) | |
| /s/ Carl D. Culp | Senior Executive Vice President, Secretary and Treasurer | March 7, 2017 |
| Carl D. Culp | (Principal Financial Officer) | |
| /s/ Joseph W. Sabat* | Controller | March 7, 2017 |
| Joseph W. Sabat | (Principal Accounting Officer) | |
| /s/ Gregory C. Bestic* | Director | March 7, 2017 |
| Gregory C. Bestic | | |
| /s/ Anne Frederick Crawford* | Director | March 7, 2017 |
| Anne Frederick Crawford | | |
| /s/ Lance J. Ciroli* | Chairman of the Board | March 7, 2017 |
| Lance J. Ciroli | | |
| /s/ Ralph D. Macali* | Director | March 7, 2017 |
| Ralph D. Macali | | |
| /s/ Terry A. Moore* | Director | March 7, 2017 |
| Terry A. Moore | | |
| | Director | March 7, 2017 |

| | | |
|---|---|---|
| /s/ David Z. Paull* | | |
| David Z. Paull | | |
| /s/ Earl R. Scott* | Director | March 7, 2017 |
| Earl R. Scott | | |
| /s/ James R. Smail* | Director | March 7, 2017 |
| James R. Smail | | |
| /s/ Gregg Strollo* | Director | March 7, 2017 |
| Gregg Strollo | | |
| /s/ Howard J. Wenger* | Director | March 7, 2017 |
| Howard J. Wenger | | |

* The above-named directors and officers of the Registrant sign this Annual Report on Form 10-K by Kevin J. Helmick and Carl D. Culp, their attorney-in-fact, pursuant to Powers of Attorney signed by the above-named directors and officers, which Powers of Attorney are filed with this Annual Report on Form 10-K as exhibits, in the capacities indicated.

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By

/s/ Kevin J. Helmick
Kevin J. Helmick
President, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Carl D. Culp
Carl D. Culp
Senior Executive Vice President, Secretary and Treasurer
(Principal Financial Officer)



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INDEX TO EXHIBITS

The following exhibits are filed or incorporated by reference as part of this Annual Report on Form 10-K:

| Exhibit<br>Number | Description |
|---|---|
| 3.1 | Articles of Incorporation of Farmers National Banc Corp., as amended (incorporated by reference from Exhibit 4.1 to Farmers' Registration Statement on Form S-3 filed with the Commission on October 3, 2001 (File No. 333-70806), and by reference from Exhibit 3.1 to Farmers' Current Report on Form 8-K filed with the commission on May 1, 2013). |
| 3.2 | Amended Code of Regulations of Farmers National Banc Corp. (incorporated by reference from Exhibit 3.2 to Farmers' Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2011 filed with the Commission on August 9, 2011). |
| 10.1* | Farmers National Banc Corp. 2012 Equity Incentive Plan (incorporated by reference from Exhibit 10.1 to Farmers' Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 filed with the Commission on August 8, 2012). |
| 10.2* | Farmers National Banc Corp. Cash Incentive Plan (incorporated by reference from Exhibit 10.1 to Farmers' Current Report on Form 8-K filed with the Commission on June 24, 2011). |
| 10.3* | Farmers National Banc Corp. Long-Term Incentive Plan (incorporated by reference from Exhibit 10.1 to Farmers' Current Report on Form 8-K filed with the Commission on June 29, 2011). |
| 10.4* | Farmers National Banc Corp. Nonqualified Deferred Compensation Plan (as amended and restated effective January 1, 2016) (filed herewith) |
| 10.5* | Farmers National Banc Corp. Form of Cash Long-Term Incentive Award Agreement under Long-Term Incentive Plan (incorporated by reference from Exhibit 10.9 to Farmers' Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Commission on March 10, 2016). |
| 10.6* | Farmers National Banc Corp. Form of Equity Long-Term Incentive Award Agreement under 2012 Equity Incentive Plan (incorporated by reference from Exhibit 10.10 to Farmers' Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Commission on March 10, 2016). |
| 10.7* | Farmers National Banc Corp. Form of Notice of Grant and Restricted Stock Award Agreement under 2012 Equity Incentive Plan (incorporated by reference from Exhibit 10.1 to Farmers' Quarterly Report on Form 10-Q filed with the Commission on November 9, 2015). |
| 10.8* | Farmers National Banc Corp. 2016 Form of Notice of Grant and Restricted Stock Award Agreement under 2012 Equity Incentive Plan (filed herewith). |
| 10.9* | Farmers National Banc Corp. 2016 Form of Cash Long-Term Incentive Award Agreement under Long-Term Incentive Plan (filed herewith). |
| 10.10* | Farmers National Banc Corp. 2016 Form of Service-Based Long-Term Equity Incentive Award Agreement under 2012 Equity Incentive Plan (filed herewith). |
| 10.11* | Farmers National Banc Corp. 2016 Form of Performance-Based Long-Term Equity Incentive Award Agreement under 2012 Equity Incentive Plan (filed herewith). |
| 10.12* | Nonemployee Director Compensation (filed herewith). |
| 10.13* | Farmers National Banc Corp. Form of Indemnification Agreement (incorporated by reference from Exhibit 10.1 to Farmers' Current Report on Form 8-K filed with the Commission on April 29, 2011). |
| 10.14* | Farmers National Banc Corp. Executive Separation Policy (incorporated by reference from Exhibit 10.2 to Farmers' Quarterly Report on Form 10-Q filed with the Commission on November 9, 2015). |

| Exhibit Number | Description |
|---|---|
| 10.15* | Change in Control Agreement with Kevin J. Helmick (incorporated by reference from Exhibit 10.2 to Farmers' Current Report on Form 8-K filed with the Commission on November 14, 2013). |
| 10.16* | Form of Change in Control Agreements for Executive Officers (incorporated by reference from Exhibit 10.3 to Farmers' Current Report on Form 8-K filed with the Commission on November 14, 2013). |
| 21 | Subsidiaries of Farmers (filed herewith). |
| 23 | Consent of Independent Registered Public Accounting Firm (filed herewith). |
| 24 | Powers of Attorney of Directors and Executive Officers (filed herewith). |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Kevin J. Helmick, President and Chief Executive Officer of Farmers (principal executive officer) (filed herewith). |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Carl D. Culp, Executive Vice President and Treasurer of Farmers (principal financial officer) (filed herewith). |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350 of Kevin J. Helmick, President and Chief Executive Officer of Farmers (principal executive officer) (filed herewith). |
| 32.2 | Certification pursuant to 18 U.S.C. Section 1350 of Carl D. Culp, Executive Vice President and Treasurer of Farmers (principal financial officer) (filed herewith). |
| 101.INS | XBRL Instance Document (filed herewith). |
| 101.SCH | XBRL Taxonomy Extension Schema Document (filed herewith). |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith). |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document (filed herewith). |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith). |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document (filed herewith). |

*Constitutes a management contract or compensatory plan or arrangement.

Copies of any exhibits will be furnished to shareholders upon written request. Request should be directed to Carl D. Culp, Senior Executive Vice President and Treasurer, Farmers National Banc Corp., 20 S. Broad Street, Canfield, Ohio 44406.