

Corporate Decision #1364
February 2026

February 3, 2026

Matthew K. Walker
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, OH 43215

Subject: Business Combination - Merger Application
The Farmers National Bank of Canfield, Canfield, Ohio
OCC Charter No. 3654 OCC Control Number: 2025-Combination-344151

Dear Mr. Walker:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application to merge The Middlefield Banking Company, Middlefield, Ohio with/into The Farmers National Bank of Canfield, Canfield, Ohio. This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, merger agreement, and those of the bank's representatives.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and other applicable laws and regulations. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. We also considered the financial and managerial resources of the banks, their future prospects, their effectiveness in combating money laundering activities, the convenience and needs of the communities to be served and the risk of the transaction to the stability of the United States banking or financial system. Furthermore, the OCC reviewed the Bank's record of compliance with the Community Reinvestment Act, 12 USC 2903(a)(2). We considered these factors and found them consistent with approval.

The branch acquisitions and ability to retain the branches and main office of the target bank are authorized under 12 USC 36(b).

Chartering, Organization and Structure must be advised in writing at least 10 days in advance of the desired effective date for the merger, so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice 15-day injunction period and any other required regulatory approval or notice.

This approval is subject to the following condition:

The bank will merge, sell, divest, or otherwise dispose of the target bank's two subsidiaries, Middlefield Investments, Inc. and MB Insurance Services, LLC, in the timeframes and in the manner set forth in the application filed with this office.

The condition of this approval is a condition "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved.
- A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained.
- An executed merger agreement.

If the merger is not consummated within six months from the approval date, the approval shall automatically terminate unless the OCC grants an extension of the time period.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains.

Sincerely,

//signed//

Debra M. Burke
Director
Chartering, Organization and Structure