April 19, 2017 **United Bancorp, Inc.**
Annual Meeting

This being the time for the Annual Meeting of the Shareholders of United Bancorp, Inc., Martins Ferry, Ohio, and required notice dated March 20, 2017, having been mailed to each shareholder, said notice and agent certification being made a part of these minutes, and with the majority of the outstanding stockholders being represented, the 34th Annual Meeting was called to order by Chairman Richard L. Riesbeck at 2:00 p.m. on Wednesday, April 19, 2017. The meeting was held in the Lower Level Conference Room of The Citizens Savings Bank's main office, located at 201 South Fourth Street, Martins Ferry, Ohio.

Chairman Riesbeck welcomed the shareholders present and called upon the Secretary to provide submission of proof that proper notice had been given for the meeting. The Secretary reported that certifications were in file by American Stock Transfer & Trust Company and Broadridge Financial, that on March 23, 2017, all exhibits were mailed to all United Bancorp, Inc. shareholders of record as of March 3, 2017, and a copy of the notice was filed with the minutes.

The Chairman then called for the determination of a quorum. The Secretary responded that the services of American Stock Transfer and Trust Company were used for the tabulation of the shares voted. Of the 5,419,560 shares outstanding for this meeting, 4,401,859 shares or 81.22% of the outstanding shares were represented, which was a sufficient number of shares being voted to conduct the meeting and to follow its agenda. No shareholder present had indicated to the Secretary of their intent to withdraw or change their proxy vote(s).

Chairman Riesbeck asked the Secretary if any shareholder proposals had been presented to her by December 31, 2016, for inclusion upon today's agenda. The Secretary responded that no such proposals had been received by December 31, 2016. Chairman Riesbeck then announced that the meeting would be conducted pursuant to the distributed agenda.

On motion by Mr. Sambuco, seconded by Mr. Clark and unanimously carried, the shareholders present approved the waiver of the reading of the minutes of the last Annual Meeting of the Shareholders held on April 20, 2016. Chairman Riesbeck stated that the Secretary had copies of the minutes available for any shareholder to review and the minutes were also available on the company website www.unitedbancorp.com.

Chairman Riesbeck then introduced President and CEO Scott Everson who recognized those present who were affiliated with the Company and instrumental in assisting Bank Management including Brian Mischel, CPA and Partner from BKD, LLP, the Company's external auditor, who was available in the capacity of assisting management's response to any questions from an accounting perspective that may arise. President Everson also recognized corporate SEC counsel, David Mack of Shumaker, Loop and Kendrick of Toledo, Ohio, Corporate Directors Riesbeck, Glessner and Hoopingarner, Bank Director Jon Clark, Retired Bank Director Errol Sambuco and Officers Branstetter, Greenwood, Leeper, Lloyd, Smith and Basinger.

President and CEO Everson called upon Senior Vice President, CFO and Treasurer Randall M. Greenwood for his presentation of the corporation's financial results from the past year. (The Powerpoint presentation used during the Annual Meeting was made a part of the minutes.)

Randall M. Greenwood, Senior Vice President, CFO and Treasurer
CFO Greenwood welcomed the Shareholders and presented the 2016 financial review as follows:

Greenwood reported that 2016 net income came in at $3,580,000, for an increase of $356,000 over net income of $3,224,000 in 2015. The main components of this increase in net income were the net interest margin which was up $1,052,000 over 2015, a $252,000 decrease in our provision for loan losses, noninterest income which was down by -$121,000, an increase in non interest expense of -$581,000, and tax impact of -$246,000.

Loans are the main driver of the Company's earnings and average loan balances increased nearly $25 million year-over-year and the average yield on those loans decreased 15 basis points from 4.82% in 2015 to 4.67% in 2016. The Company's maintained its investment securities at the same level as 2015 but the yield increased slightly from 1.32% in 2015 to 1.35% in 2016.

In 2016, tax equivalent net interest income increased by $1,014,000 from 2015. The decrease in the average yield on loans contributed to a $479,000 decrease in interest income while the increased loan volume added approximately $1,174,000 in interest income for a net increase of $695,000. In addition, the net decrease in investment income from 2015 to 2016 was $118,000 due to rate. The net cost of deposits decreased 18 bps from 2015 to 2016 for a net decrease in total interest expense of $499,000. The components of this decrease were $267,000 less interest expense on certificates of deposit, $85,000 less interest expense on FHLB advances and $176,000 less interest expense on the Company's Trust Preferred which repriced from 6.25% to a floating rate of approximately 2%.

The Company's net interest margin increased year over year from 3.64% in 2015 to 3.83% in 2016. Interest income increased by 5 basis points while interest expense decreased by 18 basis points. In 2017, the Company has an additional $20 million in Federal Home Loan Advances (with an average rate of 3.93%) that will mature and reprice at much lower levels, for additional savings on interest expense in 2017.

Looking at Loan Trends over the past ten years, CFO Greenwood noted that we have seen very nice growth in our loan portfolio with total loans of $356 million at 12/31/16 compared to $330 million at 12/31/15 and $231 million ten years ago, with our strongest area of growth being the commercial loan portfolio. Key to any bank is credit quality and UBCP continued to compare favorably to the industry peer group in 2016. Total loans past due to total loans were 0.45% compared to peer of 0.80% while non accrual loans to total loans were 0.38% compared to peer of 0.67%.

Turning to the Securities Portfolio Trend, CFO Greenwood reported that the Company's portfolio was $113 million as of 12/31/09 when the prime rate was 7.50%. As of 12/31/16, with the rebalancing of the Company's balance sheet, our securities portfolio totaled $40 million of which approximately $39 million was invested in agencies and $1 million in municipal bonds.

Greenwood noted that, since the 2008 Ameribank acquisition, and with the strategic decrease in the Company's investment portfolio, the Company has maintained its excess liquidity at the Federal Reserve Bank. In 2016, the Company gradually changed its liquidity position to where it was in a short-term-borrowed position of $19.5 million at 12/31/16.

With regard to Prudent Balance Sheet Management, Greenwood explained that each quarter the Company calculates the economic value of its equity. This calculation is performed by an outside firm and takes into consideration the interest rates on loans, certificates of deposit, and investment securities in order to determine a present value calculation. This present value calculation is utilized to determine the impact on the Company's equity. We measure this with a rate shock of 100 basis point and 200 basis points. Today, if rates went up 100 basis points, our economic value of equity would increase 4%. With an increase in rates of 200 basis points, we would see a 5% increase in the economic value of equity. Greenwood further explained that the impact of a 1.0% shift in the yield curve approximates a 4.6% increase in earnings per shares and a 2.0% shift in the yield curve approximates a 7.5% increase in earnings per share.

The 5-Year Deposit Trend Report reflected an increase in deposits from $324 million at 12/31/15 to $339 million at 12/31/16. Retail deposits are the Company's lowest cost of funding and we have been able to increase this source of funding by $14 million from 2014 to 2015 and by an additional $11 million from 2015 to 2016. From 2015 to 2016, the Company lowered the average cost of the CD portfolio by 28 bps, saving approximately $39,000 per year in interest expense and the decrease in time deposits from a volume perspective saved $164,000 a year in interest expense.

Looking at trends in wholesale borrowings, in May 2016, the Company had a $6 million 3.28% FHLB fixed-rate advance mature. Over the course of 2017, the Company's remaining $20 million in FHLB fixed-rate advances, with an average cost of 3.93%, will mature. The first block matured in January 2017 and the last of these fixed-rate advances will mature in December. As the advances mature, they can be replaced with short-term borrowing to provide the Company with significant annual savings on interest expense.

Total non interest income decreased $60,000 from 2015 to 2016, mainly as a result of decreases in customer overdraft fees, while the Company's increased focus on expansion and growth resulted in an increase of $635,000 in non interest expense. Non interest expense was impacted by the expansion of our Commercial Lending team, the opening of a new Loan Production Office in Wheeling, West Virginia, the completion of our main office renovations and debit card fraud losses.

In conclusion, CFO Greenwood stated that, in 2016, the Company repositioned its balance sheet out of an excess-funding position by growing the loan portfolio in a prudent manner, focused on a core customer depository base to attract in CD and money market funding to our Company, and built upon its noninterest income strategies which, with together with UBCP's strong capital base, will position our Company for continued growth under Mission 2020.

Chairman Riesbeck thanked CFO Greenwood for his presentation and asked if there were any questions or discussion with regard to the financial performance of the Company. There being none, Chairman Riesbeck called upon President and Chief Executive Officer S. Everson for his remarks to the shareholders, the text of which follows and is made a part of these minutes.

<u>Scott A. Everson, President and Chief Executive Officer</u>

I am pleased to report that our company had another successful year, both financially and operationally, in 2016! This past year, we produced net income of $3.6 million, which was $356,000, or 11%, higher than the previous year. This level of earnings translated into diluted earnings per share of $0.71 in 2016, which is an improvement of $0.07, or 11%, over 2015. As highlighted in our quarterly earnings releases throughout 2016, the primary reason for this double-digit improvement in earnings is related to our company's growth in net interest income. In 2016, our company produced net interest *income of $14.9 million, which was $1.1 million, or 7.6%, greater than the previous year. With our company's continued positive momentum in earnings, our valued shareholders were rewarded with significant appreciation in the market value of their ownership in our company. In 2016, the market value of the common shares of our stock increased by $3.91 per share or 41%. At year-end, our stock was trading at $13.50! At this level, we are trading at 19x's earnings, which is slightly above the historic norm for a community bank stock. Our higher level of earnings this past year contributed to the payment of a higher cash dividend. In 2016, our shareholders were generously rewarded by receiving a regular cash dividend payment of $0.42, as compared to $0.37 in 2015, an increase of $0.05 or 13.5%. And, once again this past year, our shareholders received a special cash dividend payment of $0.05 on December 30, 2016 in appreciation of their commitment to and support of our company and its mission. With the optimistic anticipation of continued strong performance and earnings growth for our company in the coming year, it is strongly believed that these positive trends will continue!*

Focusing on the performance of United Bancorp, Inc. in 2016, the aforementioned growth in earnings can be primarily attributed to the following factors. As mentioned, we were able to increase the level of net interest income that we realized year-over-year by $1.1 million or 7.6%. Helping to facilitate this increase in the level of net interest income realized was our continued focus on growing loans, which led to our company generating a higher level of interest income in 2016. This past year, our company continued to build its loan origination platform, mainly in the area of commercial lending, to generate higher levels of loans outstanding. At year-end, our company's commercial loan portfolio comprised nearly seventy-five percent of the total loan portfolio. Considering that commercial lending is still based on the relationship and not as commoditized as both consumer and mortgage lending, we view commercial lending as the primary vehicle for our future growth in both assets and earnings. Accordingly, the company hired an additional seasoned commercial lender and commercial loan processor at mid-year to further enhance this platform. In addition, we announced in the third quarter that our Company opened a Loan Production Office in Wheeling, West Virginia, which should capitalize on the strengths of our most recent hires for the commercial lending platform. We are finding that, by having a physical location within the City of Wheeling, we are gaining commercial lending opportunities that we were previously unable to gain when we did not have this physical presence within this promising market. This is an exciting reality for our company as we seek to grow and expand our footprint. For this reason, we are budgeting double digit loan growth in 2017. In 2016, we had a relatively productive year growing our loan portfolio; increasing our loans outstanding by $27.1 million, or 8.2%, to an overall level of $356.7 million. Accordingly, the interest income that our company realized for the year increased to $16.6 million, which was an increase of $553 thousand or 3.44%. With the Federal Open Market Committee most recently raising the target rate for federal funds at two of its last three meetings, we believe that the yield in our loan portfolio will further stabilize, and potentially increase, in the coming year. Therefore, any additional loan volume should contribute to an enhanced level of interest income being realized by our company in the current year!

On the interest expense-side of the margin, our company continued to see a positive return on its strategy of attracting lower-cost funding accounts. Year-over-year, lower-cost funding--- which consists of demand and savings deposits--- increased by $19.6 million and comprised 84.3% of total deposits as of December 31, 2016, which was an increase of 2.1% over the prior year. This was one factor that helped the company reduce its total interest expense by $499 thousand, or 21.9%, in 2016. The other factors that helped our company reduce its overall interest expense levels this past year were the repricing of the company's $4.1 million subordinated debenture and the maturity of a $6.0 million Federal Home Loan Bank Advance. It was estimated, based on current interest rates levels at the time that each of these borrowings repriced, that our company would save approximately $311 thousand in interest expense on an annualized basis as a result of these repricings.

In the current year, we are projecting further increases in the level of net interest income that our company produces, which should support additional growth in our earnings. We expect to achieve this increase in net interest income by continuing to grow loans at a level above peer and by being able to control our interest expense levels; even though we are forecasting that the Federal Open Market Committee will increase the target for the federal funds rate two or three times during 2017 and that we will need to pay a slight premium to start bringing in term and savings deposits to fund our anticipated loan growth. Having loan-related leverage at year end, as evidenced by our bank level loan-to-deposit ratio of approximately 105%, we should be able to pay a higher rate to attract retail finding while maintaining a nice spread if we continue to grow our loans outstanding, thereby enhancing our overall profitability.

Also significantly contributing to the projected increase in net interest income in the coming year will be the scheduled repricing of additional Federal Home Loan Bank Advances throughout the year. In 2017, the company has $20 million in FHLB Advances set to mature, with a present average rate of 3.93%. Giving consideration to the current interest rate environment, we forecast that our company can save an estimated $354 thousand in interest expense in the coming year by having these FHLB Advances mature and reprice into floating rate borrowings.

Ultimately, all of the aforementioned items relating to both interest income and interest expense should have a very positive impact on the level of net interest income realized in the coming year and lead to higher levels of earnings and profitability for our company in 2017.

Focusing on our company's net noninterest margin, in 2016, we were able to produce $3.7 million in noninterest income. At this level, noninterest income covered 28.2% of the company's noninterest expense or overhead. The level of noninterest income realized in 2016 was slightly lower than the $3.8 million of noninterest income generated in the prior year. The decline in the level of noninterest income that our company realized this past year was largely related to the decline in service charges on deposit accounts. In 2016, services charges on deposit accounts were down $282 thousand, or 9.8%, from the previous year. The lower income realized in this area was directly attributed to the substantial debit card fraud that we experienced this past year, primarily in the second and third quarters. In order to mitigate losses relating to debit card fraud, the company implemented very stringent, yet prudent, security measures. Although these measures did curtail our fraud losses, they also somewhat limited the level of overdraft and interchange income that we realized. With the introduction in the late third quarter of the company's new chip-enabled debit card and My Mobile Money (which is an application that allows our customers to turn off their debit cards when not being utilized and immediately notifies them of any transaction on their debit card), it is believed that the levels of fee-based income in this area should improve in the coming year.

As anticipated, but unlike what we have experienced the past few years, the company did have an increasing level of noninterest expense this past year as we continued to build for the future and due to the aforementioned debit card fraud that we experienced. Last year, debit fraud added approximately $158,000 to our noninterest expense levels. To say the least, we are very hopeful that this was a nonrecurring event, and we believe that our debit card fraud losses will be at much lower levels in 2017 due to the measures taken this past year to curtail such activities.

Regarding our building for the future, and as announced in last year's annual report, our company has embarked upon a new period; wherein, our exclusive focus is to grow our assets in a profitable fashion that will produce consistent and increasing earnings. This vision, which is called Mission 2020, sets the course for our company to grow its assets to a level of $1.0 billion (or greater) by the end of 2020. In order to achieve this ambitious goal, we will need to continue focusing on reducing certain noninterest expense items through realignment and process improvement, while taking on higher levels of noninterest expense *in areas supporting the platforms that will drive the envisioned growth of our company and produce higher levels of revenue.*

As mentioned earlier, we made great strides this past year in enhancing our commercial lending platform--- which generates the vast majority of our company's income--- by hiring key commercial lending personnel in the areas of both origination and support and opening a new Loan Production Office in the very desirable Wheeling, West Virginia marketplace. In addition, we further enhanced our lending platform by completing, at mid-year, a forward-thinking renovation project of our main office located in Martins Ferry, Ohio; whereby, we created the operational capacity to support a larger and stronger loan origination function. Also this past year, our company focused on building a mortgage loan origination platform that should help us compete more effectively with both traditional and non-traditional mortgage lenders. By focusing on improving our mortgage product suite; enhancing our mortgage origination technology to improve efficiency and turnaround; and developing a reward system for our personnel to encourage a stronger commitment to originating a higher volume of mortgage loans, we believe that our company should see a vast improvement in the number of mortgages originated in the coming year. Obviously, building our loan origination platforms (both commercial and mortgage) has had a cost. Considering that it takes talented people to build solid relationships, most of this increase in noninterest expense this past year occurred in the area of personnel. This past year, our salaries and employee benefits increased by $628 thousand, or 9.8%, while our overall level of noninterest expense increased by $581 thousand or 4.7%. With the new capacity that our enhanced loan origination platform has created, we firmly believe that our company has high operating leverage and a very high upside for increased earnings! Ultimately, with the loan origination platform that we have developed over the course of the past two years, our company should be able to realistically and comfortably increase its level of loans outstanding by an estimated $150 million and generate a significantly higher level of mortgages that can be sold in the secondary market. This higher level of loans outstanding and increased volume of lending will help our company become more profitable by generating higher levels of interest and fee-based income. With our perceived high operating leverage, we will be able to accomplish this without taking on a substantially increased level of noninterest expense; thereby, improving the efficiencies and returns of our company in future periods. In addition to this improved performance, it should also thrust us in the proper direction to achieve our strategic vision of growth established under Mission 2020!

Our Company's credit quality remained relatively stable over the course of this past year and is considered to be extremely sound by industry standards. By having very stable and sound credit quality metrics and a very sizable excess reserve, we were able to reduce our provision for loan losses in 2016, which helped contribute to our improved earnings. Nonaccrual loans marginally increased $317 thousand to a level of $1.4 million, or 0.38% of total loans, this past year. During the year, our company saw an improvement in loans past due thirty plus days, which decreased by $410 thousand to a level of $1.7 million or 0.48% of total loans. Net loans charged off (excluding overdraft balances) were $281 thousand, or 0.08% of total loans, which was $99 thousand lower than the previous year. Our company saw a slight decrease in other real estate and repossessions in 2016, as balances decreased by $22 thousand, or 6.2%, to a very respectable level of $335 thousand. Lastly, total allowance for loan losses to total loans was 0.66%, which resulted in a total allowance for loan losses to total nonaccrual loans of 172% at year-end. With the forecast continuation of very solid credit quality metrics and robust coverage levels, we anticipate being able to lower our loan loss provision, once again, in the coming year, which should provide further support to enhanced earnings in 2017.

We would not be experiencing our current success without the strong leadership and support of our corporate directors, who diligently serve United Bancorp, Inc. I would like to recognize one of our corporate directors who finished his service with our board this past year, Mr. Terry McGhee. Terry became a member of the United Bancorp, Inc. Board of Directors in 2001 and distinctively served our *board until tendering his resignation, which became effective on January 1st of this year. I would like to personally thank Terry for his dedicated service to our company. His keen insight and expert guidance added great value to the meetings of our Executive and Compensation Committees and our Board of Directors. Terry's extremely competent service to our board of directors will truly be missed! After Mr. McGhee's separation from our corporate board, it was the wisdom of the present board of directors to not replace his open board position. Although it is realized that the number of directors currently serving our company is lower than our historical number, the board of directors believes this decision is a prudent one giving consideration to the growth that we envision in the short to intermediate term under Mission 2020. Quite simply, our company will not be able to grow to an asset size of one billion dollars or greater by the end of 2020 through organic growth alone. In order to achieve this lofty level of growth, it is strongly realized that we will need to acquire other community-minded financial services organizations. As you know, stock-related merger transactions will require that we offer board positions to any company that we acquire in this manner. By having a lower number of directors currently serving on our corporate board, we can effect several acquisitions without growing the number of active directors to a level that could be considered excessive and, potentially, ineffective. In addition, and also relating to board succession, as our company grows, our goal is to become somewhat more diversified in our composition in this area.*

Overall, this past year was another good one for our company as we achieved many of the initiatives established under our strategic plan and produced double-digit earnings growth. We firmly believe that our company has a very high upside as we seek to accomplish the growth that we envision under Mission 2020. One area that strongly contributes to this high upside potential of our Company is the anticipated resurgence of the oil and gas industry in the primary market that we serve, Belmont County, Ohio, and the counties contiguous thereto. After having a dip in performance the past two years, we are starting to see a pickup in the local area relating to the oil and gas play. This can be attributed to the stronger oil prices that we are now seeing and potentially the friendlier energy policies of the new administration. A true game changer for the local market will be the announcement of an ethane cracker opening in the southern part of Belmont County. We are all cautiously optimistic that an affirmative decision will be made to proceed with the construction of this massive plant within the next six months. Quite simply, this would create many jobs within our county and, therefore, many positive opportunities for our Company. Let's all hope that this becomes a reality.

By attending this meeting, you are sometimes privileged to hearing information regarding our company for the first time. Today you will be hearing something relating to our company's future for the very first time and I hope that you will be as excited about this information as both your management team and board of directors are. Our company is soon to undertake an initiative that will be the genesis for all of the change and growth that we envision. In order to grow and increase our market share, we must be able to effectively brand. This will only occur when we have a name at bank level that is not as traditional as our present name. Prior to the age in which we presently operate, an age when banks could not expand as easily as today and primarily provided their services to an individual town or city, it was common for bank's name to be "Peoples," "First National," "Community" or "Citizens" of whatever town the bank represented. In order to achieve our growth objective under Mission 2020, we must brand more effectively by having a more unique name than The Citizens Savings Bank. Accordingly, you will be hearing in the near term, most likely within the next six months, that we will be adopting a new name for our bank. This change is long overdue as we seek to chart a new course toward becoming your premier financial services organization. This name change will be at the bank level only and will not have an impact on our corporate name, United Bancorp, Inc., or its ticker symbol, UBCP. Please stay tuned as we will be making an announcement relating to this very exciting undertaking in the near term.

In conclusion, I know that we presently have a very solid team serving our company. I also have an extremely high level of confidence that we have the right people on this team to make all of our dreams a reality! Our diligent and innovative team will continue to enhance the appeal of our product offerings and make our processes more effective, which will help us achieve the level of greatness that we envision and, quite frankly, expect for our company! Perpetually improving the earnings and profitability of our company--- and rewarding you, our valued shareholders, by driving our market value and dividend payout levels--- continues to be our *utmost focus. Achieving this level of greatness should be highly rewarding for all of us in the coming years! As always, we are extremely blessed to have a positive relationship with our shareholders, directors, officers and employees. In this sense, our company continues to be extremely fortunate, and we are thankful that everyone is very supportive. Collectively, we will all greatly benefit from this unified position!*

Chairman Riesbeck thanked CEO Everson for his remarks and inquired if there were any matters of **Old Business** for presentation. There being none, Chairman Riesbeck moved the agenda to **New Business** and presented **Proposal #1** for the election of directors. Each director serves for a term of one year until the next annual meeting of the shareholders. The official results of the voting were as follows:

	Votes Cast For	Votes Withheld	Broker Non-Votes
Scott A. Everson	2,896,702	9,283	1,495,873
Gary W. Glessner	2,891,534	14,451	1,495,873
John M. Hoopingarner	2,873,024	32,962	1,495,873
Richard L. Riesbeck	2,868,470	37,515	1,495,873

The Inspector of Elections declared that there were sufficient votes cast to pass the proposal and the Chairman declared **Proposal #1 APPROVED** and the Directors were elected for the ensuing year.

Chairman Riesbeck presented to the Shareholders **Proposal #2** for the ratification of the Audit Committee's appointment of BKD, LLP to serve as the Company's Independent Registered Public Accounting Firm for the 2017 fiscal year. The official results of the voting were as follows:

Votes Cast For	Votes Cast Against	Votes Abstained
4,378,965	6,805	16,088

The Inspector of Elections declared that there were sufficient votes cast to pass the proposal and the Chairman declared **Proposal #2 APPROVED** and the Independent Accounting Firm of BKD LLP was appointed for the ensuing year.

Chairman Riesbeck announced that, at the conclusion of today's meeting, the results of the voting on each proposal would be certified by an official statement by Lisa Basinger who had been appointed the Inspector of Elections for the purpose of certifying the official statement.

There being no further business to conduct, at 3:00 p.m. the Chairman called the meeting to a close and, on motion by Mr. Sambuco, seconded by Mr. Branstetter, and unanimously carried, the meeting adjourned, sine die.