April 20, 2016 **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 18, 2016, 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 33rd Annual Meeting was called to order by Chairman Richard L. Riesbeck at 2:00 p.m. on Wednesday, April 20, 2016. The meeting was held in the Lower Level Community 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 18, 2016 all exhibits were mailed to all United Bancorp, Inc. shareholders of record as of March 8, 2016, 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 5,385,304 shares outstanding for this meeting, 4,374,034 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, 2015 for inclusion upon today's agenda. The Secretary responded that no such proposals had been received by December 31, 2015. Chairman Riesbeck then announced that the meeting would be conducted pursuant to the distributed agenda.

On motion by Mr. Heslop, seconded by Mr. Thomas and unanimously carried, the shareholders present approved the waiver of the reading of the minutes of the last shareholders meeting held on April 15, 2015. 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 Director, and Steven Wuchnick, CPA and Audit Manager from BKD, LLP, the Company's external auditor, who were available in the capacity of assisting management's response to any questions from an accounting perspective that may arise. Everson also recognized corporate SEC counsel, David Mack of Shumaker, Loop and Kendrick of Toledo, Ohio, local counsel Albert E. Davies of Myser and Davies, Bridgeport, Ohio, Corporate Directors Riesbeck, Glessner, Hoopingarner and McGhee, Bank Director Jon Clark and Corporate Officers Branstetter, Greenwood, Leeper, Lloyd, Smith and Basinger. Matthew Thomas was also recognized as a former Corporate and Bank level Director.

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.)

<u>Randall M. Greenwood, Senior Vice President, CFO and Treasurer</u>
CFO Greenwood welcomed the Shareholders and presented the 2015 financial review.

Greenwood reported that 2015 net income came in at $3,224,000 which was an increase of $573,000 over net income of $2,651,000 realized in 2014 for earnings improvement of 21%. Greenwood noted that the net interest margin was up $224,000 over 2014 and was driven by a $335,000 decrease in our provision for loan losses. We also saw a nice increase in customer service fees of $126,000. In 2015, our provision for real estate owned decreased by $38,000 as a result of improvements in credit quality and non interest expense decreased by $618,000. In total, we had $664,000 of revenue enhancement or cost savings from 2014 to 2015.

Average loan balances increased $4.6 million year-over-year and the average yield on those loans decreased from 4.93% in 2014 to 4.82% in 2015. Average investment securities increased $8.4 million year-over-year and the yield on those investments decreased from 1.48% in 2014 to 1.32% in 2015. Even though the yield on loans and investments was down, we saw an overall increase in gross income to the bank due to the increase in volume in loans and investments. Tax equivalent net-interest income decreased $163,000 from 2014 to 2015. The average yield on loans decreased 10 bps from 2014 to 2015 and contributed to a $510,000 decrease in interest income for 2015. However, the increase in loan volume added approximately $229,000 to interest income for a net decrease of $281,000. The average yield on investments decreased 16 bps from 2014 to 2015 for a net decrease in investment income of $66,000. The net cost of deposits decreased 7 bps from 2014 to 2015 for a net decrease in total interest expense of $184,000. The Company’s net interest margin decreased year over year from 3.75% in 2014 to 3.64% in 2015.

Looking at Loan Trends over the past five years, CFO Greenwood noted that we have seen very nice growth in our loan portfolio with total loans of $330 million at 12/31/15 compared to $284 million at 12/31/11 and $233 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 2015. Total loans past due less than 90 days to total loans were 0.60% compared to peer of 0.72% while non accrual loans to total loans were 0.32% compared to peer of 0.78%.

Turning to the Securities Portfolio Trend, CFO Greenwood reported that the Company’s portfolio was $145 million as of 12/31/08 when the prime rate was 7.50%. As of 12/31/15, with the rebalancing of the Company’s balance sheet, our securities portfolio totaled $36 million of which $32 million was invested in agencies and $4 million in municipal bonds.

The Company’s excess funding at the Federal Reserve Bank, which earns about 50 basis points, has decreased from $39 million at the end of 2014 to $13 million at the end of 2015 as we have been able to deploy these funds into loans for a greater return.

With regard to Prudent Balance Sheet Management, Greenwood explained that each quarter the Company is required to calculate 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 5%. With an increase in rates of 200 basis points, we would see a 7% increase in the economic value of equity. Greenwood further explained that the impact of a 1.0% shift in the yield curve approximately a 5.4% increase in earnings per shares and a 2.0% shift in the yield curve approximately a 7.8% increase in earnings per share.

The 5-Year Deposit Trend Report reflected a decrease in deposits from $329 million at 12/31/11 to $324 million at 12/31/15. While deposits were rather flat, average deposits in checking and savings accounts, which are our lowest costing funds, increased by $14 million between 2014 and 2015 and increased by $7 million between 2013 and 2014 while CD balances decreased significantly. From 2014 to 2015, the Company lowered the average cost of its CD portfolio by 6 basis points saving approximately $39,000 per year in interest expense. The decrease in time deposits from a volume perspective saved $142,000 a year in interest expense for a total savings of $181,000 in interest expense.

As the Company shifted its source of funding away from certificates of deposit to wholesale borrowing, we have been able to realize substantial savings in interest expense over the past five years. We will be able to further decrease interest expense as FHLB advances that were entered into many years ago when rates were expected to increase, begin to mature. In May 2016, a $6 million FHLB 3.28% fixed-rate advance will mature and can be replaced with a short-term borrowing at 50 basis points to save the Company approximately $167,000 annually. Then, between May 2017 and December 2017, another $20 million of these FHLB advances will mature in blocks of $5 million with similar rate structures. The repricing of each of these $5 million advances is expected to save the Company approximately $150,000 annually in interest expense.

Total non interest income increased $119,000 from 2014 to 2015, mainly as a result of increases in customer overdraft fees and interchange income. We must continually strive to increase the number of customers with transactional accounts in order to offset government regulations which seek to limit the fees we can charge on overdrafts.

The Company continued to focus on controlling costs in 2015 and was able to reduce non interest expense from $13,048,000 in 2014 to $12,430,000 in 2015. This savings was accomplished even as we worked to improve customer service through the renovation of the Glouster office, the implementation of remote deposit capture and the expansion of our commercial lending program with the addition of a mobile production office.

In conclusion, CFO Greenwood stated that the Company continues to reposition its balance sheet in the current low interest rate environment with an array of adjustable rate loan products, a focus on a core customer depository base, and non interest income strategies as we position the Company for growth with the implementation of 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 Operating Officer</u> - President S. Everson offered his remarks to the shareholders as follows:

I am extremely happy to report that our company had a very solid performance this past year! In 2015, we produced net income of $3.224 million, which was $573,000, or 22% higher than the previous year. This translated into diluted earnings per share of $0.64 in 2015, which is an improvement of $0.11, or 21%, over 2014. As highlighted in our company's quarterly earnings reports throughout 2015, the vast majority of our growth in earnings this past year was generated on a core basis. This is of utmost importance since core earnings are recurring in nature. It is strongly anticipated that these quality earnings will continue to contribute to the earnings of our company in future periods leading to even higher levels of performance than experienced this past year. Accordingly, with this anticipated growth in earnings, we expect growth in the growth in the cash dividend that our company pays and appreciation in the market value of our company's stock. As valued shareholders, we hope that these words are well received. During 2015, each of you received a total regular cash dividend payment of $0.37, which was a $0.04 or 12% increase over the previous year. At year-end, our dividend yield was 4.17% on a forward basis, which is nearly twice that of the average bank in our country. In addition, our company paid a special dividend of $0.05 per share on December 29, 2015 in appreciation of your support of our company and its mission. Your loyalty was also rewarded this past year when the market value of our stock increased to $9.59 per share at year-end, an annualized increase of over 19%. With the anticipated continuation of core earnings growth for our company, it is strongly believed that these positive trends will continue! Focusing on the performance of United Bancorp, Inc. in 2015, the aforementioned growth in core earnings can be attributed primarily to the following factors:

We were able to stabilize the level of net interest income realized during this past year; especially, during the second half of 2015. Although net interest income was marginally down by 0.80% year-over-year, most of this decline occurred during the first half of the year. This was prior to our newfound focus on growing our gross loans at a more acceptable level. At mid-year, management implemented a strategy that focused on driving the revenue-line of our company. This strategy entailed adding quality origination personnel to both the commercial and mortgage lending units of our operation. Over the course of the final two quarters of 2015, this strategy produced very positive results. At the mid-point of 2015, our net interest income was down 3.56% from the previous year. This was primarily due to gross loans declining by $3.8 million, or 1.3%, to a level of $311.9 million. With the implementation of our new strategy and a keener focus on growing loans, this negative trend was reversed. By the end of 2015, our company was able to rebound and finish with gross loans of $329.7 million. This higher level of gross loans helped our company produce net interest income in the fourth quarter that was 3.4% higher than the level achieved in the previous year's fourth quarter. In addition, higher loan origination volumes directly led to an increase in loan fees of over 5.6% for the year. Management firmly believes that these positive trends will continue in the coming year.

On the interest expense side of the margin, our company continued to see a positive return on its strategy of attracting additional customers into lower-cost funding accounts, while allowing higher cost funding to run off. Year-over-year, low-cost funding, consisting of demand and savings deposits, increased by $11.1 million, while higher-cost time deposit balances decreased by $10.2 million. This shift in the mix of our depository balances helped our company reduce interest expense levels by 7.4% this past year. It is strongly anticipated that our company will be able to control retail interest expense levels in the coming year, while significantly lowering wholesale interest expense levels. As previously reported, our company's $4.1 million subordinated debenture, or trust preferred, repriced *on January 1, 2016 from a fixed rate of 6.25% to a variable rate of 0.62% based on three-month LIBOR plus a margin of 1.35%. At this level, our company will save approximately $177,000 annually beginning in the current year. In addition, over the course of the next 24 months, it is projected that our company's interest expense will be positively impacted by the repricing of $26 million in fixed-rate advances with the Federal Home Loan Bank (FHLB). Next month, a $6.0 million FHLB advance matures at a rate of 3.28%. We expect to replace this maturing fixed-rate advance with a short-term borrowing at 50 basis points, or thereabouts. At this pricing level, our company will save approximately $167,000 annually in interest expense.*

With the trends of increasing interest income and decreasing interest expense that began in the last two quarters of 2015, it is strongly anticipated that our company will continue to see higher levels of net interest income generated in the coming year. This is the revenue line that our market analysts closely watch. By driving our revenue line to higher levels in future periods, your management team firmly believes that higher market valuations of our company stock are very realistic. Ultimately, we believe that we can consistently trade at multiples that are above 15 times earnings which should position our company as one of the higher performers in our industry.

Once again this past year, we were able to produce higher levels of noninterest or fee Income. For the year, total noninterest income was $3.8 million, which is a 2.81% increase over the previous year. A majority of this income was produced from an increase in service charges on deposit accounts. As previously reported, our company has a marketing strategy that is geared towards attracting active transaction accounts. This strategy has led to positive results for several years and this past year was no exception. In 2015, our company realized service charges on deposit accounts of $2.9 million. Year-over-year, this is an increase of $126,000 or 4.6%. Even though is it anticipated that further implementation of certain government regulations may have an impact on the level of revenue realized per account, the company's strategy of attracting a higher level of transaction accounts should mitigate any potential loss of fee-based revenue realized in this area.

During 2015, our company saw the continuation of a trend seen over the course of the past couple of years, which is the decline of its noninterest expense levels. This continuing trend is a result of having a keen internal focus on driving efficiencies through process improvement. At last year's annual meeting, I mentioned a project that had been recently completed which was the consolidation of the Glouster, Ohio, stand-alone auto bank into the downtown office location. As anticipated, this consolidation did lead to the projected cost savings results that were forecast while leading to higher levels of customer and employee satisfaction.

Another major initiative undertaken in 2015 to control the noninterest expense levels of our company was the global implementation of Profit Center Accounting. The successful implementation of this new methodology changed how we evaluate the operational efficiency of each of our branches or "profit centers." Under this approach, our branch leaders have been educated on how to more profitably operate their own individual profit centers. Each profit center leader can be rewarded by enhancing the profitability of the business unit over which they have control. This process has created more of an "ownership" attitude and has driven our unit leaders to have a closer focus on the profitability or "contribution margin" of each of our individual profit centers. Accordingly, we have experienced improved efficiencies at many of our profit centers which have led to cost savings and increased profitability. Even with these increased efficiencies, we were able to maintain the quality service levels that we demand and our customers expect.

Continuing the containment of noninterest expense levels may be difficult in future periods as we focus on increasing the revenue-line by growing our company. In order to grow our revenue, we will need to assume additional operational overhead by hiring more support staff and enhancing our facilities to support the increased level of personnel that is needed to sell higher levels of our quality products and services. One initiative to set the stage for this planned growth was approved last year and is presently well under way. This initiative entails completely renovating our main office which is the hub that supports and ensures the smooth operation of our profit centers. In order to support the growth of our company as envisioned by Management in our strategic planning, we are focused on building the support infrastructure necessary to support a larger sales platform. It is anticipated that this renovating of our main office will be completed by June of this year. This much-needed renovation, which is the first full-building renovation that has occurred since our grand opening 32 years ago, will create the capacity for additional mortgage and commercial loan processors, along with additional loan administration staff, that can support a much larger sales force. Management anticipates that the higher level of non interest expense created by this undertaking will be more than offset by the enhanced revenue generated in future periods as we grow our company.

In 2015, our Company, once again, was able to reduce its loan loss provision due to improving credit quality. This budgeted lowering of the provision for loan losses contributed to our improved earnings. Nonaccrual loans remained relatively stable year-over-year at a level of $1.0 million, or 0.32% of total loans. Net loans charged off (exclusive of overdraft charge offs) came in at $380,000, or 0.12% of total loans, in 2015. This was a vast improvement over the $1.2 million (exclusive of overdraft charge offs), or 0.4% of total loans, charged off in 2014. Our company also saw dramatic improvement in other real estate and repossessions ("OREO") in 2015 as balances decreased by $783,000, or 68.6%, to the relatively low level of $357,000. Lastly, the allowance for loan losses to total loans was 0.74% resulting in a total allowance for loan losses to nonperforming loans of 233.5% at year-end. With very solid credit quality and robust coverage, our company should once again be able to lower its loan loss provision this year albeit as a level that is not quite as robust as last year.

Each of these aforementioned factors was critical in allowing our company to grow core earnings in 2015. By keeping a focus in the current year on these same key functional areas, we firmly believe that we will continue to show core earnings improvement and further improve the overall profitability of our company.

Going forward, we will continue to focus on building our internal infrastructure--as we are presently doing with our loan origination and support platform--and improve upon the products and services that we offer, such as adding new technology platforms that our customers will demand. In the area of technology, this past year we enhanced our Mobile Banking platform by introducing Remote Deposit Capture. In addition, we focused on electronic payments by setting the ground work to offer Apple Pay™, which was recently rolled out to our customer base. Although initiatives such as these will potentially increase the level of noninterest expense for our company, they will also help us achieve our new primary goal--driving our company's revenue-line higher! Ultimately, our future success will be determined by the levels of increasing revenue that we produce. Generating higher levels of revenue on a continual basis should allow our company to improve our level of performance relative to peer. Our goal is to be one of the most relevant and highest performing community banking companies in the entire country. We realize that we need to make further progress in order to achieve this lofty level of performance; but, we firmly believe that we are presently on the proper course to get there!

In my letter to our shareholders, I spoke about our Company's focus of building the foundation that will support out future growth and I told a story about the Chinese Bamboo Tree. In summary, the story speaks of the many years it takes to cultivate the Chinese Bamboo Tree. But, through perseverance and with patience, the end result is rapid growth and a high return over a relatively short period of time. Metaphorically, I liken this to the most recent history of our company and the hopeful near term results. As valued shareholders, I want you to know that our management team and our Board of Directors are excited about the present vision that we have for the direction of our Company.

In my letter this year to you, I introduced a concept called Mission 2020. Under Mission 2020, our goal is to grow the asset size of United Bancorp, Inc. to a level of $1.0 billion, or greater, by the end of 2020. To achieve this level of growth, we must not only do so organically; but, also, by acquiring other community banks within a strategic footprint. It is envisioned that this footprint will include the Tri-State area of Ohio, West Virginia and Pennsylvania. In order to bring this vision to reality, your management team has been diligently learning the intricacies of mergers and acquisitions. By learning the "art of the deal" and developing relationships with the investment entities that will help us achieve the level of growth that we envision, we are truly excited about our future. I personally have utmost confidence that our team will be able to achieve the far-reaching goals established under Mission 2020. I also know the genuine excitement that this vision has created within our organization and I hope that you are as excited as we are! As the rising tide lifts all boats, each of us, as United Bancorp, Inc. shareholders, stand to tremendously benefit with the rising market capitalization of a growing and prosperous company!

There are many great things happening for our company, and I believe that our future is extremely promising. Our primary market, the Wheeling Metropolitan Statistical Area (MSA), is one of the fastest growing in our entire nation due to the oil and gas boom that is presently taking place. Even though lower oil prices have slowed this oil and gas play down somewhat in the past year, we have confidence, in the intermediate to longer term, that the primary regions that we serve will greatly benefit from this activity. There is strong belief, within the leadership of our local government, that within the next couple of years an ethane cracker will be built in the southern part of Belmont County, Ohio. If this project is developed, it is projected that it will create thousands of local construction jobs lasting several years and hundreds of permanent full-time jobs once completed. But, of utmost significance, this project will spur further economic growth since many manufacturing entities typically locate within close proximity to such ventures. This could be a real game changer for our valley and our company as we seek to grow!

We would not be experiencing our current success without the strong leadership and support of the corporate directors that have diligently served United Bancorp, Inc. for many years. I would like to recognize two directors who finished their service with our corporate board of directors this past year, Sam Jones and Matt Thomas. Sam retired on December 30, 2015, after achieving the mandatory retirement age of seventy-five, while Matt resigned his position from the board effective January 4, 2016, after having a change in life status. This event occurred when Matt sold his very successful insurance agency at the beginning of this year. I would like to personally thank both of these individuals for providing expert guidance during their tenure on our board of directors. After the separation of each of these individuals from our corporate board, it was the wisdom of the present board of directors to not replace either of these open board positions. By not replacing these open positions, the United Bancorp, Inc. Board of Directors has been downsized to the minimum number allowed under our corporate code of regulations, which are five. Having the minimum level of *directors serving our company at the present time should be advantageous. At this level, we will have adequate capacity to support our ambitious growth goals. With such capacity, we can effect several acquisitions without growing the number of active directors to a level that could be considered excessive.*

Overall, this past year was a very good one for our company as we accomplished many of the objectives established under our strategic plan and produced double-digit earnings growth in excess of 20%. Our forward challenge is to grow the assets of our company in a fashion that will continue to produce solid and consistent earnings. Having a young and experienced management team should allow our company to grow for many years to come. There are many exciting initiatives, either presently under way or identified as part of our strategic plan, that should continue to drive our growth. I can assure you that our board of directors and management team are committed to executing at a high level and making these initiatives a reality! As always, we are extremely blessed to have a positive relationship with our shareholders, directors, officers and employees. In this sense, our company is fortunate and we are thankful that everyone is supportive. Collectively, we will all greatly benefit from this unity!

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	2,979,013	8,278	1,385,743
Gary W. Glessner	2,980,378	7,913	1,385,743
John M. Hoopingarner	2,963,342	24,949	1,385,743
Terry A. McGhee	2,979,670	8,621	1,385,743
Richard L. Riesbeck	2,950,399	37,892	1,385,743

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,** an advisory proposal for the approval for the Company's executive compensation program as disclosed in the proxy statement. The official results of the voting were as follows:

Votes Cast For	Votes Cast Against	Votes Abstained
2,769,047	149,030	70,211

The Inspector of Elections declared that there were sufficient votes cast to pass the proposal and the Chairman declared **Proposal #2 APPROVED.**

Chairman Riesbeck presented to the Shareholders **Proposal #3** 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 2016 fiscal year. The official results of the voting were as follows:

Votes Cast For	Votes Cast Against	Votes Abstained
4,321,664	12,754	39,616

The Inspector of Elections declared that there were sufficient votes cast to pass the proposal and the Chairman declared **Proposal #3 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. Heslop, seconded by Mr. Thomas, and unanimously carried, the meeting adjourned, sine die.