

Juniata Valley Financial Corp. (OTC Pink: JUVF; Mifflintown, PA) has agreed to acquire Liverpool Community Bank (Private; Liverpool, PA)

Deal Value: Approximately \$12.6 Million

Sandler O'Neill served as financial advisor to Juniata Valley Financial Corp. in this transaction. This transaction represents Sandler O'Neill's 151st bank or thrift transaction nationwide since January 1, 2015, representing \$47.0 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.¹

Since January 1, 2015, Sandler O'Neill has advised on 11 transactions in Pennsylvania, more than any other investment bank during that time period.¹

MIFFLINTOWN, Pa.-- Juniata Valley Financial Corp. ("Juniata") (OTC Pink: JUVF), the bank holding company of The Juniata Valley Bank ("JVB"), and Liverpool Community Bank ("Liverpool"), have announced the execution of an agreement and plan of merger pursuant to which Juniata will acquire the remaining 60.8% of outstanding shares of common stock of Liverpool that Juniata does not currently own, in a stock and cash transaction.

Under the merger agreement, Liverpool will be merged into JVB and Liverpool shareholders may elect to receive, in exchange for each share of Liverpool common stock they own, either cash of \$4,050 or 202.6286 shares of Juniata common stock, subject to election and allocation procedures designed to result in the aggregate cash merger consideration representing between 15% and 20% of the total merger consideration issued in the transaction. Further, in addition to dividends paid in the ordinary course of business prior to closing, and provided certain conditions are met, Liverpool expects to pay a special cash dividend of \$32.26 per share immediately prior to the closing. The transaction is valued at approximately \$12.6 million.

As of September 30, 2017, Juniata had consolidated assets of \$599.6 million. Juniata's wholly-owned banking subsidiary, JVB, is a Pennsylvania state-chartered bank headquartered in Mifflintown, Pennsylvania, which operates 15 community bank offices in the counties of Juniata, Mifflin, Perry, Huntingdon, McKean and Potter. Liverpool, also a Pennsylvania state-chartered bank, had assets of \$46.4 million as of September 30, 2017 and operates one community bank office in Liverpool in Perry County. After the transaction is completed, the combined organization is projected to have over \$650 million in assets and 16 banking locations.

The joint announcement was made today by Marcie A. Barber, President and CEO of Juniata, and Robert L. Holmes, President and Chairman of the Board of Directors of Liverpool.

Ms. Barber stated "We are pleased to welcome the employees of Liverpool Community Bank to the Juniata team. The combination of our two banks will allow us together to extend Juniata's strong offering of banking and wealth management products and services to a broader customer group in the Perry County market."

Mr. Holmes added "The combination of our two historic franchises will create more opportunities for our employees and provide increased value and liquidity to our shareholders. The banks share a culture of providing unparalleled customer service to our loyal community banking customers and I am excited to introduce our customers to Juniata's broader range of financial products and services."

The transaction is expected to be accretive to earnings. The merger is subject to customary closing conditions enumerated in the merger agreement, including receipt of regulatory approvals and the approval of Liverpool's shareholders. It is anticipated that the transaction will close in the first half of 2018.

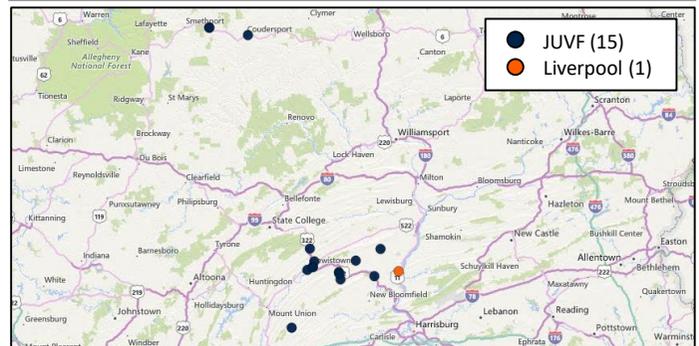
Financial Highlights

(Dollars in thousands)

	JUVF	Liverpool
Total Assets	\$599,922	\$46,432
Total Net Loans	\$379,826	\$33,238
Total Deposits	\$473,583	\$36,234
Total Equity	\$60,448	\$9,733
TCE / TA	9.22%	20.96%

¹⁾ Excludes terminated transactions and self-advisory roles
 Note: Financial data as of September 30, 2017
 Source: S&P Global Market Intelligence

Pro Forma Branch Map



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