

FARMERS & MERCHANTS BANCORP INC  
Form DEF 14A  
March 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A INFORMATION STATEMENT**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

**FARMERS & MERCHANTS BANCORP, INC.**

(Name of Registrant as Specified In Its Charter)

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

March 18, 2013

Dear Fellow Shareholders:

I am pleased to invite you to attend the Annual Meeting of Shareholders of Farmers & Merchants Bancorp, Inc. The meeting will be held at Founders Hall, located at Sauder Village, State Route 2, Archbold, Ohio 43502 on **Thursday, April 18, 2013 at 7:00 P.M. (local time)**. The sit down dinner will start at 6:00 P.M.

The Board is requesting shareholder approval of one item in addition to the election of directors. The Board is recommending the adoption of the non-binding advisory proposal on the appointment of Plante & Moran, PLLC the Company's independent registered public accounting firm as noted in Proposal Two.

**Your vote is important no matter how many shares you own. I encourage you to read the proxy statement carefully and then to vote your shares. If you choose not to attend the Annual Meeting of Shareholders, you may vote by mail by signing, dating and returning the proxy card in the accompanying envelope. If you hold shares of Farmers & Merchants Bancorp, Inc. common stock directly in your name, you may also vote over the internet or by telephone. Internet and telephone voting instructions are printed on the proxy card sent to you.**

If you do attend the meeting and desire to vote in person, you may do so even though you have previously submitted your proxy. In that case, your vote at the meeting would supersede your proxy.

We look forward to seeing you at the meeting.

Sincerely,

Farmers & Merchants Bancorp, Inc.

Paul S. Siebenmorgen, President and CEO

**FARMERS & MERCHANTS BANCORP, INC.**

**307 North Defiance St.**

**Archbold, Ohio 43502-0216**

**(419) 446-2501**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD**

**April 18, 2013**

To Our Shareholders:

**Notice Is Hereby Given** that the Annual Meeting of Shareholders of Farmers & Merchants Bancorp, Inc., an Ohio corporation (the Corporation ), will be held at Founders Hall, located at Sauder Village, State Route 2, Archbold, Ohio 43502 on **Thursday, April 18, 2013 at 7:00 P.M. (local time)**, for the following purposes:

1. **Election of Directors** - To elect the following thirteen (13) nominees to the Board of Directors to serve until the Annual Meeting of Shareholders in 2014:

Dexter L. Benecke  
Eugene N. Burkholder  
Steven A. Everhart  
Darryl L. Faye  
Jack C. Johnson

Marcia S. Latta  
Steven J. Planson  
Anthony J. Rupp  
David P. Rupp, Jr.  
James C. Saneholtz

Kevin J. Sauder  
Paul S. Siebenmorgen  
Steven J. Wyse

2. **An advisory vote on the appointment of the independent registered public accounting firm, Plante & Moran, PLLC.**

3. **Other Business** - To transact any other business which may properly come before the meeting or any adjournment of it. The Board of Directors has fixed the close of business on March 4, 2013 as the record date for determination of shareholders who are entitled to notice of and to vote at the meeting.

By Order of the Board of Directors

Lydia A. Huber, Secretary

Archbold, Ohio

March 18, 2013

If the enclosed proxy statement and annual report are being delivered to two or more security holders who share the same address, and the security holders sharing the same address each desires to receive a proxy statement and annual report, or if there is more than one copy of the proxy statement and annual report being delivered to security holders who share the same address, and it is preferred to receive a single copy of such proxy statement and annual report, please notify Ms. Lydia A. Huber, Secretary of Farmers & Merchants Bancorp, Inc. This request should be in writing addressed to Ms. Huber at Farmers & Merchants Bancorp, Inc., 307 North Defiance St., Archbold, Ohio 43502-0216. If you have questions, please contact Ms. Huber by telephone at 419-446-2501.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

The proxy statement and annual report to security holders are available at:

[http://www.fm-bank.com/proxy\(5755\)fm2012/fm\\_info.cfm](http://www.fm-bank.com/proxy(5755)fm2012/fm_info.cfm)

The following items are available at the specified web site:

- The proxy statement being issued in connection with the 2013 Annual Meeting of Shareholders;
- The Company's 2012 Annual Report to Shareholders;
- The form of proxy for use in connection with the 2013 Annual Meeting of Shareholders; and
- The Company's 2012 10-K Report.

**Your vote is important. Even if you plan to attend the meeting, please complete, date and sign the enclosed proxy and return it promptly in the enclosed envelope or follow the voting instructions for internet or telephone voting enclosed if you are a shareholder of record.**

**New York Stock Exchange and SEC rules govern how shares held in brokerage accounts may be discretionarily voted by brokers in director elections and other matters. If YOU do not direct your broker on how to vote your shares on proposal one, your brokerage firm may not vote them for you, and your shares will remain un-voted.**

**Therefore, if you hold shares in one or more brokerage accounts, it is very important that you direct your broker on how to vote your shares for all proposals including the election of directors.**

**A large number of banks and brokerage firms are participating in the ADP Investor Communication Services online program. This program provides eligible shareholders the opportunity to vote via the internet or by telephone. Voting forms will provide instructions for shareholders whose bank or brokerage firm is participating in ADP's program.**

**You have the right to revoke your proxy and vote in person at the meeting if you so choose. Please contact Ms. Lydia A. Huber, Secretary of the Corporation at (419) 446-2501, if you would like information on how to obtain directions to be able to attend the meeting and vote in person or if you have any additional questions.**

The Proxy Statement, proxy card and Farmers & Merchants Bancorp, Inc. 2012 Annual Report will be mailed to shareholders commencing on or about March 18, 2013.

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**FARMERS & MERCHANTS BANCORP, INC.**

**Proxy Statement**

**for**

**Annual Meeting of Shareholders**

**April 18, 2013**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Farmers & Merchants Bancorp, Inc., an Ohio corporation ( Corporation ), to be used at the Annual Meeting of Shareholders of the Corporation, to be held at Founders Hall, located at Sauder Village, State Route 2, Archbold, Ohio 43502 on Thursday, April 18, 2013 at 7:00 P.M. (local time), and at any adjournments thereof, pursuant to the accompanying Notice of Meeting.

**General Information about the Meeting and Voting Securities and Procedures**

**Who may vote at the meeting?**

The Board of Directors has fixed the close of business on March 4, 2013 as the record date for the determination of shareholders who are entitled to notice of and to vote at the meeting. Subject to your right to vote cumulatively in the election of directors, if properly implemented, you are entitled to one vote for each share of common stock you held on the record date, including shares:

- ;
- held directly in your name; and
- held for you in an account with a broker, bank or other nominee (shares held in street name ).

**How many shares must be present to hold the meeting?**

The Corporation's Code of Regulations generally provides that shareholders present in person or by proxy at any meeting shall constitute a quorum for purposes of holding the meeting and conducting business. On the record date there were 4,683,958 shares of the Corporation's common stock, without par value ( Common Stock ) outstanding, of which 30,570 shares are subject to restricted stock grants, the holders of which shares are entitled to vote such shares. Each of the holders of the outstanding shares and restricted stock grants totaling 4,683,958 shares are entitled to one vote per share, subject to the right to vote cumulatively in the election of directors, if properly implemented. Your shares are counted as present at the meeting if you:

- ;
- are present and vote in person at the meeting; or
- have properly submitted a proxy card or have voted electronically or by telephone prior to the meeting.

Abstentions are counted for purposes of determining the presence or absence of a quorum for the transaction of business at the meeting.

**What proposals will be voted on at the meeting?**

There are two proposals scheduled to be voted on at the meeting which includes the election of directors of the Corporation and an advisory vote on the selection of our independent registered accounting firm.

**Who is requesting my vote?**

The solicitation of proxies on the enclosed form is made on behalf of the Board of Directors of the Corporation and will be conducted primarily through the mail. Please mail your completed proxy in the envelope included with these proxy materials. In addition to the use of the mail, members of the Board of Directors and certain officers and employees of the Corporation or its subsidiary may solicit the return of proxies by telephone, facsimile, and other electronic media or through personal contact. The directors, officers and employees that participate in such solicitation will not receive additional compensation for such efforts, but will be reimbursed for out-of-pocket expenses. The cost of preparing, assembling and mailing this Proxy Statement, the Notice of Meeting and the enclosed proxy will be borne by the Corporation.







**How does the Board recommend that I vote?**

The Board of Directors recommends that you vote FOR all of the director nominees listed in Proposal 1 and FOR Proposal 2. In the absence of instruction, the proxy will be voted FOR the election of the management director nominees listed in the Proxy Statement, and FOR Proposal 2, and in the discretion of the proxy committee for any other business that properly comes before the meeting.

**How do I vote my shares without attending the meeting?**

Whether you hold shares directly or in street name, you may direct your vote without attending the Annual Meeting. If you are a shareholder of record, you may vote by granting a proxy as follows:

- ; By Mail You may vote by mail by signing and dating your proxy card and mailing it in the envelope provided. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example as guardian, trustee, custodian, attorney or officer of a corporation), you should indicate your name and title or capacity.
- ; By Phone You may vote by phone by calling 1-866-627-2449 and following the instructions given.
- ; By Internet You may vote by internet by going to the following web site, following the instructions given and entering the requested information on your computer screen: <http://www.rtcoproxy.com/fmao>.

Your vote by phone or internet is valid as authorized by the Ohio General Corporation Law.

For shares held in street name, you should follow the voting instructions provided by your broker or nominee. You may complete and mail a voting instruction card to your broker or nominee or, in some cases, submit voting instructions by telephone or the internet. If you provide specific voting instructions by mail, telephone, or internet, your broker or nominee will vote your shares as you have directed. Under NYSE Rule 452, brokers will no longer be allowed to vote uninstructed shares in regard to the election of directors.

**How do I vote my shares in person at the meeting?**

Even if you plan to attend the meeting, we encourage you to vote by mail, phone or internet so your vote will be counted if you later decide not to attend the meeting.

If you choose to vote at the Annual Meeting:

- ; If you are a shareholder of record, to vote your shares at the meeting you should bring the enclosed proxy card and proof of identity.
- ; If you hold your shares in street name, you must obtain a proxy in your name from your bank, broker or other holder of record in order to vote at the meeting.

Bring the proxy (for record holders) or proof of beneficial ownership (for street name holders) such as a recent brokerage statement or a letter from your bank or broker, and proof of identity to the meeting.

**What does it mean if I receive more than one proxy?**

It likely means you hold shares registered in more than one account. To ensure that all of your shares are voted, sign and return each proxy.

**May I change my vote?**

Yes. The proxy may be revoked at any time before it is voted by written notice to the Corporation prior to the start of the meeting, and any shareholder attending the meeting may vote in person whether or not he has previously submitted a proxy.

**When will the proxy and annual report be mailed to shareholders?**

This Proxy Statement and the accompanying Notice of Annual Meeting of Shareholders and Proxy are being mailed to the Corporation's shareholders on or about March 18, 2013.

**How may I view the proxy and annual report electronically?**

You may access the reports by going to our website at the following address:

[http://www.fm-bank.com/proxy\(5755\)fm2012/fm\\_info.cfm](http://www.fm-bank.com/proxy(5755)fm2012/fm_info.cfm)

**How Many Shares are Owned by Directors and Executive Officers?**

All directors and executive officers of the Corporation as a group (comprised of 17 individuals), beneficially held 270,108 shares of the Corporation's common stock as of January 31, 2013, representing 5.77% of the outstanding common stock of the Corporation.

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**PROPOSAL ONE****Election of Directors and Information Concerning Directors and Officers**

The Code of Regulations of Farmers & Merchants Bancorp, Inc. provides that the number of directors to be elected at the Shareholder Meeting will be determined by the vote of the shareholders, but shall not be less than nine or greater than twenty. Currently, the number of directors is set at thirteen. Set forth below, as of the record date, is information concerning the nominees for the election to the Board of Directors. The following persons have been nominated as directors by the Board of Directors upon the recommendation of the Corporation's Corporate Governance and Nominating Committee to serve until the Annual Meeting of shareholders in 2014:

<b>Name</b>	<b>Age</b>	<b>Principal Occupation or Employment for Past Five Years</b>	<b>Year First Became Director</b>
Dexter L. Benecke	70	President, Freedom Ridge, Inc.	1999
Eugene N. Burkholder	60	President, Falor Farm Center, Inc.	2012
Steven A. Everhart	58	Self Employed	2003
Darryl L. Faye <sup>(1)</sup>	67	Retired CFO in Healthcare Industry	2012
Jack C. Johnson	60	President, Hawk's Clothing, Inc.	1991
Dr. Marcia S. Latta	51	Non-profit Management Consultant	2009
Steven J. Planson	53	President, Planson Farms, Inc.	2008
Anthony J. Rupp <sup>(2)</sup>	63	President, Rupp Furniture Co.	2000
David P. Rupp, Jr. <sup>(3)</sup>	71	Attorney	2001
James C. Saneholtz	66	President, Saneholtz-McKarns, Inc.	1995
Kevin J. Sauder	52	President, Chief Executive Officer, Sauder Woodworking Co.	2004
Paul S. Siebenmorgen	63	President and CEO of the Corporation and The Farmers & Merchants State Bank	2005
Steven J. Wyse	68	Private Investor	1991

<sup>(1)</sup> Mr. Faye was appointed to the Board of Directors of the Company and The Farmers & Merchants State Bank effective October 19, 2012.

<sup>(2)</sup> Anthony J. Rupp and David P. Rupp Jr., both of whom are being nominated to the Board of Directors, are brothers.

<sup>(3)</sup> David P. Rupp Jr. is an attorney with membership in the law firm of Plassman, Rupp, Hagans & Newton of Archbold, Ohio. The law firm has been retained by the Corporation, and its subsidiaries, during the past twenty-six years and is to be retained currently.

Other than the relationship between Mr. Anthony J. Rupp and David P. Rupp, Jr. noted above, there are no family relationships among any of the directors, nominees for election as directors and executive officers of the Corporation.

While it is contemplated that all nominees will stand for election, and the nominees have confirmed this with the Corporation, if one or more of the nominees at the time of the Annual Meeting should be unavailable or unable to serve as a candidate for election as a director of the Corporation, the proxies reserve full discretion to vote the common shares represented by the proxies for the election of the remaining nominees and any substitute nominee(s) designated by the Board of Directors. The Board of Directors knows of no reason why any of the above-mentioned persons will be unavailable or unable to serve if elected to the Board. Under Ohio law and the Corporation's Code of Regulations, the thirteen nominees receiving the greatest number of votes will be elected as directors. The attached form of proxy grants to the persons listed in such proxy the right to vote shares cumulatively in the election of directors if a shareholder properly implements cumulative voting.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS TO SHAREHOLDERS THE ELECTION OF THE ABOVE-LISTED PERSONS AS DIRECTORS FOR THE CORPORATION.**

The following table sets forth certain information with respect to the executive officers of the Corporation and the Bank:

Name	Age	Officer Since	Positions and Offices Held With Corporation and the
			Bank & Principal Occupation Held Past Five Years
Paul S. Siebenmorgen	63	2004	President and CEO ( PEO <sup>(1)</sup> )
Barbara J. Britenriker	51	1992	Executive Vice President and Chief Financial Officer ( PFO )
Todd A. Graham	62	2008	Executive Vice President & Chief Lending Officer
Edward A. Leininger	56	1981	Executive Vice President and Chief Operating Officer
Rex D. Rice	54	1984	Executive Vice President and Senior Commercial Banking Director

<sup>(1)</sup> The designation PEO means principal executive officer and PFO means principal financial officer under the rules of the SEC.

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth the number of shares of common stock beneficially owned at March 4, 2013 by each director and nominee, and all directors and executive officers as a group. As of the date of this Proxy Statement, management is not aware of any person who beneficially owns more than five percent of the Corporation's common stock.

## Nominees for Director and

Named Executive Officers	Amount of Shares of Common Stock Beneficially Owned	Percent of Total
<i>Directors:</i>		
Dexter L. Benecke	8,605 <sup>(1)</sup>	0.18%
Eugene N. Burkholder	7,749 <sup>(2)</sup>	0.17%
Steven A. Everhart	8,982 <sup>(3)</sup>	0.19%
Darryl L. Faye	1,200 <sup>(4)</sup>	0.03%
Jack C. Johnson	1,519	0.03%
Marcia S. Latta	1,347	0.03%
Steven J. Planson	4,263 <sup>(5)</sup>	0.09%
Anthony J. Rupp	13,878 <sup>(6)</sup>	0.30%
David P. Rupp, Jr.	33,700 <sup>(7)</sup>	0.72%
James C. Saneholtz	6,900	0.15%
Kevin J. Sauder	4,587 <sup>(8)</sup>	0.10%
Paul S. Siebenmorgen	21,910 <sup>(9)</sup>	0.47%
Steven J. Wyse	119,268 <sup>(10)</sup>	2.55%

Executive Officers (other than Mr. Siebenmorgen who is noted above):

Barbara J. Britenriker	4,970 <sup>(11)</sup>	0.11%
Todd A. Graham	1,881 <sup>(12)</sup>	0.04%
Edward A. Leininger	27,635 <sup>(13)</sup>	0.59%
Rex D. Rice	5,414 <sup>(14)</sup>	0.12%
Directors and Executive Officers as a Group (17 persons)	270,108	5.77%

- (1) Includes 2,205 shares of common stock held in a trust, of which Mr. Benecke is one of the trustees, 686 shares of common stock owned jointly with Mr. Benecke's spouse and 1,632 shares of common stock owned by his spouse.
- (2) Includes 2,500 shares of common stock owned by Mr. Burkholder's spouse in trust of which he is the trustee, and 5,249 shares of common stock held in his individual trust.
- (3) Includes 7,678 shares of common stock owned jointly with Mr. Everhart's spouse, 652 shares of common stock owned individually by Mr. Everhart, and 652 shares of common stock owned individually by his spouse.
- (4) Includes 1,200 shares of common stock owned jointly with Mr. Faye's spouse.
- (5) Includes 1,360 shares of common stock owned jointly with Mr. Planson's spouse and 785 shares of common stock held in his individual trust.
- (6) Includes 6,839 shares of common stock owned individually by Mr. Rupp's spouse.
- (7) Includes 3,700 shares of common stock owned by a church of which Mr. Rupp serves on the endowment committee (of which Mr. Rupp disclaims beneficial ownership and which shares are also included as shares owned by Mr. Siebenmorgen).
- (8) Includes 2,294 shares of common stock owned by Mr. Sauder's spouse in trust.
- (9) Includes 5,591 shares of common stock owned jointly by Mr. Siebenmorgen with his spouse, 3,700 shares owned by a church of which Mr. Siebenmorgen serves on the endowment committee (of which Mr. Siebenmorgen disclaims beneficial ownership and which shares are also included as shares owned by David Rupp), and 3,000 shares representing restricted stock awards issued pursuant to the Corporation's Long Term Incentive Plan, 1,000 shares which will vest on 8/20/13, 1,000 shares which will vest on 8/19/14, and 1,000 shares which will vest on 8/17/15.
- (10) Includes 57,747 shares of common stock owned by Mr. Wyse's spouse in trust and 5,373 shares of common stock owned in trusts of which Mr. Wyse is co-trustee, and 56,148 shares held by his individual trust.
- (11) Includes 3,395 shares of common stock owned jointly with Ms. Britenriker's spouse and 1,575 shares representing restricted stock awards issued pursuant to the Corporation's Long Term Incentive Plan, 550 shares which will vest on 8/20/13, 525 shares which will vest on 8/19/14, and 500 shares which will vest on 8/17/15.
- (12) Includes 721 shares of common stock owned jointly with Mr. Graham's spouse and 1,160 shares representing restricted stock awards pursuant to the Corporation's Long Term Incentive Plan, 250 shares which will vest on 8/20/13 and 410 shares which will vest 8/19/14, and 500 shares which will vest on 8/17/15.
- (13) Includes 6,620 shares of common stock owned jointly with Mr. Leininger's spouse, 19,440 shares for which he has Power of Attorney, and 1,575 shares representing restricted stock awards issued pursuant to the Corporation's Long Term Incentive Plan, 550 shares which will vest on 8/20/13, 525 shares which will vest on 8/19/14, and 500 shares which will vest on 8/17/15.
- (14) Includes 4,254 shares of common stock owned jointly with Mr. Rice's spouse and 1,160 shares representing restricted stock awards issued pursuant to the Corporation's Long Term Incentive Plan, 250 shares which will vest on 8/20/13, 410 shares which will vest on 8/19/14, and

500 shares which will vest on 8/17/15.



### Committees of the Board of Directors

The following table summarizes the membership of the Board of Directors as of December 31, 2012 and each of its committees, and the number of times each met during 2012.

	Board	Audit Committee	Compensation Committee	Corporate Governance And Nominating Committee
Dexter L. Benecke	Member	Member	Member	
Eugene N. Burkholder	Member			
Steven A. Everhart	Member	Chair	Member	
Darryl L. Faye <sup>(1)</sup>	Member	Member		
Jack C. Johnson	Member		Chair	Member
Marcia S. Latta	Member			Chair
Steven J. Planson	Member			
Anthony J. Rupp	Member			Member
David P. Rupp, Jr.	Chair		Member	Member
James C. Saneholtz	Member	Member		
Kevin J. Sauder	Member		Member	
Paul S. Siebenmorgen	Member			
Steven J. Wyse	Member		Member	Member
<b>Number of Meetings in 2012</b>	9	8	4	3

<sup>(1)</sup> Mr. Faye became a member of the Board of Directors effective October 19, 2012.

The directors of Farmers & Merchants Bancorp, Inc. are also the directors of The Farmers & Merchants State Bank. The Corporation's Board of Directors met 9 times during 2012 whereas the Board of Directors of the Bank met 12 times in 2012.

During 2012, each director attended 75% or more of the total meetings of the Board and the committees on which they served (held during the period that each served as a director) of the Corporation and Farmers & Merchants State Bank, the primary operating subsidiary of the Corporation, except for James C. Saneholtz who attended 74.51% of such meetings.

The Compensation Committee is responsible for establishing salary levels and benefits for its executive officers. In determining the compensation of the executive officers of the Corporation's subsidiary, the subsidiary has sought to create a compensation program that relates compensation to financial performance, recognizes individual contributions and achievements, and attracts and retains outstanding executive officers.

The Corporation has a Corporate Governance and Nominating Committee, which is responsible for recommendations to the full Board of Directors, of candidates to serve as Director of the Corporation and the Bank, and to suggest any proposed amendments to the Corporation's Articles of Incorporation, Code of Regulations and other corporate governance policies.

The Corporation also has an Audit Committee established in accordance with 15 U.S.C. 78c (a) (58) (A). The function of the Audit Committee is to review the adequacy of the Corporation's system of internal controls, to investigate the scope and adequacy of the work of the Corporation's independent public accountants and to recommend to the Board of Directors a firm of accountants to serve as the Corporation's independent public accountants.

## Corporate Governance

Starting in 2003, the Corporation reviewed its corporate governance policies as a matter of good business practices and in light of the passage of the Sarbanes-Oxley Act of 2002 ( Sarbanes Oxley ) and regulations promulgated by the Securities and Exchange Commission ( SEC ) and listing standards adopted by NASDAQ. While the corporate governance requirements set forth in the NASDAQ listing standards are not applicable to the Corporation because it is not listed on NASDAQ, the Corporation decided to implement most of those corporate governance policies to encourage appropriate conduct among the members of its Board of Directors, officers and employees and to assure that the Corporation operates in an efficient and ethical manner.

In consideration of the size, complexity, and nature of the Corporation s business, the Board of Directors and Corporate Governance and Nominating Committee have chosen to establish separate positions for the President and the Board Chairman in order to maintain a separation of power and duties to further strengthen the governance structure. The Board Chairman is a non-employee, outside director who is not directly involved with the daily operations of the Corporation. Thus, the Board Chairman is able to focus attention on corporate structure and future direction. The Board Chairman serves as the leader of the Board of Directors, presiding over full board meetings and ensuring full accountability for the shareholders interests. Effectively monitoring the decisions and actions of management is one of the primary roles of the Board of Directors. The President is a bank insider providing management and leadership for ongoing operations of the Corporation who is also accountable to the Board of Directors. Succession plans exist for the Board Chairman and President, as well as Vice-Chairman of the Board.

## Committee Charters and Board Independence

The Board of Directors has adopted charters for the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. The members of each of these three committees are currently, and under the terms of the respective charters, will continue to be independent pursuant to standards adopted by NASDAQ. Further, the Board of Directors has determined that under the NASDAQ independence standards, a majority of the members of the Board of Directors are currently independent. In reviewing the independence of members, the Board of Directors took into account the transactions disclosed under the caption Director Independence and Related Party Transactions appearing in this proxy. In making this determination, the Board has concluded that a majority of the members of the Board have no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Copies of the charters for each of these committees are available on the Bank s website ([www.fm-bank.com](http://www.fm-bank.com)), and are available upon request from the Corporation. Shareholders desiring a paper copy of one or all of the charters should address written requests to Ms. Lydia A. Huber, Secretary of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502.

## Code of Conduct and Ethics

The Board of Directors has adopted a Code of Business Conduct and Ethics (the Code ). The Code applies to all officers, directors and employees of the Corporation and the Bank. The administration of the Code has been delegated to the Audit Committee of the Board of Directors, a committee comprised entirely of independent directors. The Code addresses topics such as compliance with laws and regulations, honest and ethical conduct, conflicts of interest, confidentiality and protection of Corporation assets, fair dealing and accurate and timely periodic reports, and also provides for enforcement mechanisms. The Board and management of the Corporation intend to continue to monitor not only the developing legal requirements in this area, but also the best practices of comparable companies, to assure that the Corporation maintains sound corporate governance practices in the future.

A copy of the Corporation s Code is available on the website of the Bank ([www.fm-bank.com](http://www.fm-bank.com)). In addition, a copy of the Code is available to any shareholder free of charge upon request. Shareholders desiring a copy of the Code should address written requests to Ms. Lydia A. Huber, Secretary of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502, and are asked to mark Code of Business Conduct and Ethics on the outside of the envelope containing the request.

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### Nominations for Members of the Board of Directors

As noted above under Corporate Governance, the Corporation established a Corporate Governance and Nominating Committee. The current members of the committee all are independent directors (as defined by NASDAQ). The Corporate Governance and Nominating Committee has developed a policy regarding the consideration of nominations for directors by shareholders. The policy is posted on the Bank's website for review by shareholders. As outlined in its policy, the Corporate Governance and Nominating Committee will consider nominations from shareholders, although it does not actively solicit such nominations. Proposed nominations should be addressed to Chairman of the Corporate Governance and Nominating Committee of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502. Such nominations must include a description of the specific qualifications the candidate possesses and a discussion as to the effect on the composition and effectiveness of the Board. The identification and evaluation of all candidates for nominee to the Board of Directors are undertaken on an ad hoc basis within the context of the Corporation's strategic initiatives at the time a vacancy occurs on the Board or as anticipated retirement dates approach. In evaluating candidates, the committee considers a variety of factors, including the candidate's integrity, independence, qualifications, skills, experience (including experiences in finance and banking), familiarity with accounting rules and practices, and compatibility with existing members of the Board. In addition, attributes such as place of residence and geographic markets represented, age, gender, involvement and visibility in the counties and communities represented by the Corporation's current and future geographic footprint, and relationships with the Corporation and the Bank are given consideration. Other than the foregoing, there are no stated minimum criteria for nominees, although the committee may consider such other factors as it may deem at the time to be in the best interest of the Corporation and its shareholders, which factors may change from time to time.

To maintain a diverse mix of individuals, primary consideration is given to the depth and breadth of an individual's business and civic experience in leadership positions, as well as their ties to the Farmers & Merchants Bancorp, Inc.'s markets. The Board of Directors completed a performance re-evaluation and determined all current directors were eligible for nomination in the ensuing year. Consideration was also given to anticipated retirement dates and other events that might affect a director's continued service.

As currently comprised, the Board of Directors is a diverse group of individuals who are drawn from various market sectors and industry groups with a presence in the Farmers & Merchants Bancorp, Inc.'s markets. Board members are individuals with knowledge and experience who reside in, serve and represent the corporation's geographic footprint throughout the counties and communities served, as well as the broader region. Current board representation provides a background in agriculture, construction, finance, law, manufacturing, retail, commercial, and education. The expertise of these individuals covers accounting and financial reporting, corporate management and leadership, legal and judicial matters, strategic planning, business acquisitions, marketing, human resources and employee relations, retail sales, small business operations, and family farm operations. In addition, gender and generational attributes further broaden the diversity of the full Board of Directors. What follows is a brief description of the particular experience and qualifications of each member of the Corporation's Board of Directors.

#### **Dexter L. Benecke**

- i Mr. Benecke is a business entrepreneur who has owned and operated several different companies, which were involved in various types of manufacturing lines; provided a truck brokerage and dump truck service; and managed commercial real estate. His ownership and management experience provide an entrepreneurial perspective regarding small business management, manufacturing operations, and human resource management. He offers knowledge and insight regarding the evaluation of manufacturing operations and business relationships; accounting practices; business finances; and business development. Mr. Benecke is Chairman of the Loan Review Committee, as well as a member of the Audit Committee, the Executive Committee, and the Compensation Committee.

Prior to joining the Farmers & Merchants Bancorp, Inc. Board of Directors, Mr. Benecke served on the F&M Archbold Advisory Board. A life-time resident of Henry County, Ohio, Mr. Benecke graduated from Ridgeville High School, Ridgeville Corners, Ohio, and received a degree in Business Administration from International Business College. He is actively involved in the local community currently serving as treasurer of the Henry County Fire Training Commission, as well as serving on the Henry County Community Improvement Corporation of Henry County,

Ohio Tax Incentive Review Council. Mr. Benecke is a member of the Henry County First Investigators Association and the Henry County Local Emergency Planning Committee. Having served as the Chief of the Ridgeville Township Fire Department for 20 years, he is now a retired Chief. He formerly served as the Secretary/Treasurer of the Henry County Fire Chiefs Association and is now an Honorary Member of the Association. He is also a former member of the Ohio Contractors Association, and a past member of the Henry County Hospital Fundraising Committee.

**Eugene N. Burkholder**

- i Mr. Burkholder owns and manages Falor Farm Center, Inc., a large, independent agricultural retail fertilizer, chemical and seed company. His involvement with Falor Farm Center, Inc. spans 35 years. He is part owner and member of Black Swamp Equipment, LLC, Burkholder Farms, LLC, and owner of JRBC Properties, LLC. He is also a cash grain farmer. Through his business relationships, he is knowledgeable of the markets covering Fulton, Defiance, Lucas, Henry, and Wood Counties in Ohio and Lenawee County, Michigan. These are the same areas where our potential customer base is growing and expanding. His induction into the Fulton County Agricultural Hall of Fame in 2011 attests to the depth of his agricultural involvement. He is a current member of the Fulton County Agricultural Society and Ohio Agricultural Business Association.

With his involvement in multiple companies, he also brings an understanding of the concerns and operations of small business. He is a current member of NFIB (National Federation of Independent Businesses), the Ohio Chamber of Commerce and also serves on the Pike-Delta-York School s Financial Advisory Board. Mr. Burkholder is a member of the Loan Review Committee.

Mr. Burkholder is familiar with the workings of the F&M as he previously served on the Delta Advisory Board. He graduated from Ohio State University with a Bachelor of Science in Agronomy specializing in soil fertility. A graduate of Wauseon High School, he previously worked for Fulton County Soil & Water Conservation Society and taught Vocational Agriculture at Stryker Local Schools in Stryker, Ohio.

**Steven A. Everhart**

- i Mr. Everhart is the Board of Directors designated financial expert providing financial expertise to the board structure. As a Certified Public Accountant, Mr. Everhart worked for Ernst & Young, a large international accounting firm. His experience in public accounting included external bank audits and involvement with large corporate mergers and acquisitions. Currently, Mr. Everhart has a consulting business focused on business development and accounting services. He was the long-time Secretary/Treasurer and board member of a multi-state construction group that specialized in highway contracting, bridge building, steel erection, commercial and industrial construction, as well as environmental remediation. His professional duties included all financial activities and financial reporting, audit preparation, budgeting, compensation reviews, and knowledge of government regulatory requirements. He brings extensive accounting and financial expertise with a sound understanding of accounting principles and practices; experience in preparing, analyzing, and evaluating financial statements; knowledge of internal controls and procedures for financial reporting; as well as insight on audit committee functions. Mr. Everhart is Chairman of the Audit Committee and a member of the Compensation Committee and the Loan Review Committee.

A graduate of the University of Cincinnati with a Bachelor of Arts degree in Business Administration, Mr. Everhart is a long-term resident of northwest Ohio. His current memberships include the Construction Financial Management Association and the Ohio Society of Certified Public Accountants.

**Darryl L. Faye**

- i Recently retired from Cameron Memorial Hospital in Angola, Indiana, where he served as Chief Financial Officer since 2006, Mr. Faye had responsibilities for all financial reporting, budgets, strategic planning, audits, accounting, bond issuance, credit and collections, and Business Office functions. He also served on the Board of the Cameron Hospital Foundation. He has worked in

healthcare for over 40 years, including serving as Corporate Controller for the twenty-one hospitals of the Shriners Hospitals for Crippled Children system, which included asset management of donated and willed properties; i.e. farms and related mineral rights, as well as other real estate. His healthcare financial experience also included positions at Northwestern Memorial and Michael Reese Hospitals and several other for-profit and non-profit hospitals in the Chicago area. Relocating from Chicago to central Illinois, he was the Vice President of Finance at Iroquois Memorial Hospital in Watseka, Illinois for 14 years. While in that capacity, he also served on the Boards of the Iroquois Development Association and the Iroquois County Historical Society and was the Finance Officer of the local American Legion Post. Mr. Faye brings financial and accounting expertise to the Board and serves as a member of the Audit Committee.

Mr. Faye proudly served in the US Army, spending time in Vietnam where he earned a Bronze Star as a combat infantryman in the First Infantry Division. After completing part-time studies at Northwestern and Loyola Universities in Chicago, he completed his Bachelor of Arts degree in Business Administration at Lewis University, a Catholic liberal arts college in Romeoville, Illinois. He was a Board Member for Junior Achievement serving primarily in a fund-raising capacity for Steuben County, Indiana. While living in Chicago, he was a volunteer head coach of a junior high basketball program for 14 years. While living in Iroquois County, Illinois, he continued coaching basketball, this time at the high school level.

#### **Jack C. Johnson**

- i Mr. Johnson has 38 years experience in running an independent retail clothing business. His background and experience encompasses the various aspects of running a small retail business including accounting principles and practices, purchasing, retail sales, marketing, human resource management, and taxes. He brings valuable insight regarding small retail business operations; retail marketing and sales of products and services to consumers; and consumer buying habits and trends during various economic cycles. Mr. Johnson is Chairman of the Compensation Committee and a member of the Corporate Governance & Nominating Committee, the Loan Review Committee, and the Executive Committee.

Mr. Johnson graduated from Ohio State University with a Bachelor of Science degree in Business Administration specializing in marketing. A life-time resident of Williams County, Ohio, he is a member of the Bryan Chamber of Commerce and former board member representing the retail division. In addition, he is a member and former president of the Bryan Retail Merchants Association, a graduate of the Hagger Business School, a member of the Men's Apparel Guild of California, and a member of the Action Sports Retailing Group. Annually, Mr. Johnson attends a trade show called Surf Expo which provides educational seminars offering guidance and advice on current retailing and marketing ideas. Recent seminars addressed secrets of successful retailers; tips, trends and techniques for the new era of merchandising; and effective email strategies for retailers. Mr. Johnson is a former member of The Doneger Group, a fashion merchandising and consulting group providing apparel retailers with merchandising information and trend analysis for the apparel market segments.

#### **Marcia S. Latta**

- i Dr. Latta currently serves as a non-profit management consultant focusing on board development, fund raising, and strategic planning issues. Dr. Latta previously served as a university administrator who served as Vice President for Advancement at DePauw University, responsible for all alumni and development efforts and designing and launching a \$250 million fund raising campaign. She served as Vice President of the Bowling Green State University Foundation, Inc. (assets of \$110 million) and Senior Associate Vice President for Advancement at BGSU, where she led alumni and development efforts. As Campaign Director for the BGSU Building Dreams Centennial Campaign, which was completed in 2008, she led a campaign which raised nearly \$150 million the largest fundraising effort ever in northwest Ohio. Dr. Latta is a frequent presenter across the nation and internationally on development and board governance issues. She has served as a faculty chair multiple times for the Council for the Advancement and Support of Education Major Gifts Conference, and also presented many times for the Association of Governing Boards and the Association of Fund Raising Professionals among other organizations. Dr. Latta received her Doctor of Education degree in leadership and policy studies from BGSU

in 2010, and has completed the Harvard University's Graduate School of Education's Management and Leadership in Education program. She has both an undergraduate and master's degree in the field of mass communications. Dr. Latta holds a Certified Fund Raising Executive designation and has received numerous national and regional awards, including the 2009 Association of Fund Raising Professionals Northwest Ohio Outstanding Executive Award. Through her experience and education, she provides a strong understanding and commitment to leadership, board governance, corporate management, and public policy. Dr. Latta is a member of the Corporate Governance & Nominating Committee.

A former resident of Williams County, Ohio, now residing in Wood County, Ohio, she is active in numerous organizations including board service to Sauder Historic Village, the International Research and Exchange Board, St. Thomas More University Parish Executive Development Committee, and is past president of the Northwest Ohio Chapter of the Association of Fund Raising Professionals. She was also the founding president of the Bowling Green Community Foundation.

**Steven J. Planson**

- i Mr. Planson has successfully managed a large family farm corporation for 25 years with a primary focus on grain production and processing tomatoes. In addition, he is involved with a family trucking operation. Mr. Planson and his wife were previously named the Ohio Farm Bureau Federation's Outstanding Young Couple in recognition of their farming operation accomplishments and leadership in the agricultural community. He is a past recipient of Red Gold Master Grower Awards for his tomato growing operation. His extensive farming background and practical experience provide significant insight regarding farm business management; agriculture finance; commodity sales and marketing; as well as the local farm economy and challenges to the farming industry. He also offers a valuable perspective on local and state government matters from his service as a Township Trustee. Mr. Planson is a member of the Director Loan Committee.

Prior to joining the Farmers & Merchants Bancorp, Inc. Board of Directors, Mr. Planson served on the F&M Stryker Advisory Board. A life-time resident of Williams County, Ohio and graduate of Stryker High School, Stryker, Ohio, Mr. Planson has served as a Springfield Township Trustee in Williams County, Ohio for the past 19 years. As a Township Trustee, he also served on the Springfield Township Zoning Board. He was a member of the Stryker Farmers Exchange Board for 22 years, serving as president six of those years. A former board member of the Williams County Farm Bureau and former trustee of the Campbell Soup Tomato Growers Association, Mr. Planson is an active member of the Williams County Farm Bureau, Stryker Chamber of Commerce, Stryker Heritage Council, Stryker Rotary Club, and Friends of Stryker Library. In 2011, Mr. Planson was the recipient of the Paul Harris Award by the Rotary Foundation. The Paul Harris Award recognizes individuals who have made contributions in promoting human philanthropic projects throughout the local community and around the world.

**Anthony J. Rupp**

- i Mr. Rupp has served as President of a family-owned retail furniture business located in Archbold and Bryan, Ohio for the past 39 years. He is responsible for the management and day-to-day operations of the business. His background and experience encompasses the various aspects of running a small business including accounting and finance; purchasing; retail sales and marketing; and human resource management. He offers a valuable perspective regarding small retail business operations; business finance; retail marketing and sales of products and services to consumers; economic trends; and consumer buying habits. Mr. Rupp is a member of the Corporate Governance & Nominating Committee and the Director Loan Committee.

Prior to joining the Farmers & Merchants Bancorp, Inc. Board of Directors, Mr. Rupp served on the F&M Archbold Advisory Board. He has Bachelor of Science degree in Business Administration. A long-term resident of Fulton County, Ohio, Mr. Rupp is a former elected member of the Archbold Village Council, a current member of the Archbold Area Chamber of Commerce, and a former board member and retail division vice president of the Archbold Area Chamber of Commerce. He is a member and past president of the Archbold Rotary Club.

**David P. Rupp, Jr.**

- i Mr. Rupp has been a general practitioner of law for over 46 years and is a partner in the local law firm of Plassman, Rupp, Hagans & Newton. He received his undergraduate and Juris Doctor Degree from Ohio State University. Retiring as a Lieutenant Commander, Mr. Rupp was a former JAG Officer in the U.S. Navy Reserve. A trained mediator, Mr. Rupp currently serves as a part-time Magistrate for the Williams County, Ohio Common Pleas Court - General & Probate Division. He currently serves on the Board of Directors of the Ohio Bar Liability Insurance Company and also serves as Chairman of the Claims Committee. His extensive legal background and experience enable Mr. Rupp to provide significant insight on corporate governance; risk management and risk mitigation matters; officer compensation and incentives; as well as legal and regulatory considerations. In addition to serving as Chairman of the Board of Directors, Mr. Rupp is Chairman of the Executive Committee and a member of the Compensation Committee, the Corporate Governance & Nominating Committee, and the Director Loan Committee.

A long-time resident of Fulton County, Ohio, Mr. Rupp served as a former elected member and president of the Archbold Area Schools Board of Education, former board member and president of the Archbold Area Foundation Board, and former trustee and secretary of the Fulton County Health Center Board of Trustees. In addition, he is the current Chairman and member of the Archbold United Methodist Church Endowment Committee. He serves on the Ohio State University Alumni Club of Northwest Ohio Board and was a past president. Past service also includes the Board of Governors of the Ohio State Bar Association, the Fulton County and Northwest Ohio Bar Association past president, and former trustee and president of the Advocates for Basic Legal Equality.

**James C. Saneholtz**

- i Mr. Saneholtz has been a business entrepreneur for over 25 years owning and operating numerous convenience stores and gas stations located in the local market area, in addition to being a supplier of petroleum products throughout northwest Ohio. Mr. Saneholtz also owns and manages commercial real estate. His small business ownership and management experience, as well as involvement in the petroleum industry assist him in providing insight on small business challenges; accounting; business finances; human resource management, and the burden of government oversight and regulatory reporting regarding environmental issues and clean air matters. With multiple locations of convenience stores and gas stations, Mr. Saneholtz has practical experience with establishing internal control processes. Mr. Saneholtz is Chairman of the Banking Building Committee and a member of the Audit Committee and Director Loan Committee.

Prior to joining the Farmers & Merchants Bancorp, Inc. Board of Directors, Mr. Saneholtz served on the F&M Montpelier Advisory Board. A long-time resident of Williams County, Ohio, now residing in Steuben County, Indiana, Mr. Saneholtz is a member and past president of the Montpelier Rotary Club. He is a member of the Montpelier Chamber of Commerce, as well as the Chambers of Commerce in the various communities served by his convenience stores and gas stations. He is also a member of the Zenobia Shriners of Northwest Ohio. His company annually sponsors numerous youth leagues, including little league and softball, as well as bowling leagues in various communities.

**Kevin J. Sauder**

- i Mr. Sauder has served as President/Chief Executive Officer since 1999 of Sauder Woodworking Company, a large privately-held, family-run corporation. The corporation, which is North America's largest manufacturer of ready-to-assemble furniture, employs over 2,300 employees. Through its subsidiaries, Sauder Woodworking Company imports ready-to-assemble furniture and traditional wood furniture from Asia and domestically manufactures contract seating for the worship, education, and health care markets. His extensive experience in executive management and corporate leadership enable him to provide knowledge and expertise to the board regarding corporate management; corporate finance; product sales and marketing; and human resource management. His knowledge and expertise further enable him to assist the board on matters involving business acquisition, financial turnarounds, strategic planning, executive officer compensation and incentives; and shareholder relations. Mr. Sauder is a member of the Compensation Committee and the Director Loan Committee.

Mr. Sauder has a Masters of Business Administration degree from Duke University. A long-term resident of Fulton County, Ohio, he is a member of the Archbold Rotary Club. Mr. Sauder is the President of the Archbold Area Chamber of Commerce, Vice Chairman of the American Home Furnishings Alliance industry association, and Chairman of the Toledo Regional Autism Network.

**Paul S. Siebenmorgen**

- i Mr. Siebenmorgen has over 25 years of senior management experience in community banks based in Indiana and Ohio. He is a past recipient of the American Bankers Association Presidential Citation and has experience in managing bank mergers and acquisitions. With a Bachelor of Science and Master's Degree from Indiana State University, he has graduated from numerous state and national banking schools. Mr. Siebenmorgen currently serves on the Ohio Bankers League Board of Directors as its Vice Chairman and also on the American Bankers Association Community Bankers Council. He is member of the Risk Management Association, a professional association that helps members identify and manage the impacts of credit risk, operational risk, and market risk on their businesses and customers. His extensive knowledge and long-term experience in banking provide a deep understanding of finance and financial reporting; regulatory and risk management; consumer banking; commercial and small business banking; business development; and government relations. Having a strong lending background enables Mr. Siebenmorgen to provide extensive analytical expertise in evaluating loans and loan relationships. His numerous years in corporate leadership and management result in significant insight on matters involving corporate governance; strategic planning; mergers and acquisitions; executive officer compensation and incentives; human resource management; and shareholder relations. Mr. Siebenmorgen is Chairman of the Director Loan Committee and a member of the Executive Committee and the Bank Building Committee.

A former elected City Council member and former County Agricultural Extension Agent in Indiana, Mr. Siebenmorgen also served on the Indiana Statewide Certified Development Corporation Loan Committee and was a Community Development Corporation and County Economic Development Commission member in Indiana. He is an active member of the Archbold Rotary Club and a former board member and past president of the Archbold Area Chamber of Commerce, Archbold, Ohio. In 2011, Mr. Siebenmorgen was appointed to the Northwest State Community College Board of Trustees by Ohio Governor John Kasich.

**Steven J. Wyse**

- i Mr. Wyse is a private investor with management experience and an extensive background in manufacturing. He has owned and managed numerous small manufacturing businesses in several industries in the bank's current market area, as well as outside the immediate area. In addition, he also owns and manages commercial real estate and farm real estate. His small business ownership and management experience enable him to provide valuable insight and assistance in understanding and evaluating manufacturing operations and business relationships; business development; real estate development; finance; and employee relations. As a private investor, he provides additional perspective regarding shareholder relations. Mr. Wyse is a member of the Loan Review Committee, the Corporate Governance & Nominating Committee, the Executive Committee, the Compensation Committee, and the Bank Building Committee.

A life-time resident of Fulton County, Ohio, Mr. Wyse holds an undergraduate degree in business management. He is a former elected member of the Archbold Area Schools Board of Education and a former board member and past president of the Archbold Area Chamber of Commerce, Archbold, Ohio.

The Corporate Governance and Nominating Committee also has been designated by the Corporation's Corporate Governance Guidelines to receive, review and respond, as appropriate, to communications concerning the Corporation from employees, officers, shareholders and other interested parties that such parties want to address to non-management members of the Board of Directors. Shareholders that want to direct such questions to the non-management members of the Board of Directors should address them to the Chairman of the Corporate Governance and Nominating Committee, Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502.



The Corporation's Corporate Governance Guidelines also contain a provision stating that it is expected that all members of the Board of Directors will attend the Annual Meeting of Shareholders. All thirteen members of the Board of Directors were available to attend the 2012 Annual Meeting of Shareholders.

### **Risk Oversight**

The Board of Directors is responsible for ensuring that an adequate risk management framework is in place and functioning as intended. A clear understanding and working knowledge of the types of risks inherent to the Corporation's activities is an absolute necessity. The Board has appointed a Risk Committee comprised of the following ten members: the President and CEO, Chief Operating Officer, Chief Financial Officer, Chief Lending Officer, Sr. Commercial Loan Officer, Operations & Information Technology Officer, Office Administrator, Marketing Director, Deposit Administrator and the Risk Management Officer. The Risk Committee is responsible for loss control and day-to-day oversight of the risk management function.

The risk management program focuses risk assessment on ten risk categories. The Risk Committee meets monthly and reviews several risk categories each month ensuring all risk categories are reviewed quarterly. Each risk category is assigned a risk rating (High, Moderate, Low) based on the significance of the risk and a risk trend (Increasing, Decreasing, or Stable) is defined. Additional internal bank experts may attend meetings during each quarter to report on a risk category under review and offer recommendations regarding the risk assessment and trend for a particular risk category. Results of the monthly review of risk categories are reported to the Board of Directors each month. In addition, the corporation's risk position is reported to the Board of Directors quarterly. Risk management reports include the following:

- ¡ Discussion of the bank's current overall risk position
- ¡ Identification of each of the ten categories of risk and the current position of each of these risk categories
- ¡ Analysis of current position of each risk category
- ¡ Comparison of actual performance versus expected performance, where appropriate
- ¡ Identification of results outside of guidance targets and action plans established for issues to be resolved
- ¡ Recommendations for changes to risk parameters or measurement tools

The Board defines risk exposure limits for each risk category, taking into consideration the bank's strategic goals and objectives, and current market conditions. The Board reviews and approves any necessary changes to risk exposure limits after careful consideration of any changes in market conditions or corporate strategy. The Board of Directors adopts guidelines, through the input of the Risk Committee's analysis and discussion, regarding the maximum loss exposure the bank is able and willing to assume. At least annually, the Board of Directors reviews and approves the risk management program and policies based on information presented throughout the year from the Risk Committee.

### **Credit Risk**

Credit risk is addressed in formal loan proposals presented to the Officer Loan Committee, Directors Loan Committee, the Loan Review Committee, and the Board of Directors. Loans and potential loan relationships greater than \$250,000 are analyzed by the Credit Analyst Department and require a formal loan proposal and approval by the appropriate loan committee. Regardless of whether a new loan request, a formal loan proposal, or an annual loan relationship review, each proposed loan, existing loan, or loan relationship has an assigned Loan Risk Rating based on credit factors, collateral adequacy, and financial strength of the loan relationship. Decisions are made based on the most complete up-to-date information available. The defined Loan Risk Ratings are designed to cover a broad range of customers, so dominant risk characteristics determine the rating assigned. In some instances, additional pricing, collateral, covenants, or risk mitigants may be necessary to reduce risk or credit exposure or to improve relationship profitability.

### **Interest Rate Risk**

Interest rate risk is a large component of asset/liability management and is managed within the overall asset/liability framework. The principal objectives of asset/liability management are to manage sensitivity of net interest spreads and net income to potential changes in interest rates. Funding positions are kept within predetermined limits designed to ensure that risk-taking is not excessive and that liquidity is properly managed. The Board of Directors seeks to address interest rate and non-interest income risk tolerances and, thereby, control risks. Goals are (1) to increase the dollar of net interest margin at a growth rate consistent with the growth rate of total assets and, given fluctuations in the external interest-rate environment, (2) to minimize fluctuations in net interest margin as a percentage of earning assets.

This type of risk focuses on the economic scenarios relative to the value of the bank in the current interest rate environment, and the sensitivity to that value from changes in interest rates. Re-pricing risk, basis risk, yield curve risk, and options risk are types of interest risk to be considered. Interest rate risk occurs due to differences between the timing of rate changes and the timing of cash flows (re-pricing risk); from changing rate relationships among different yield curves affecting bank activities (basis risk); and from changing rate relationships across the range of maturities (yield curve risk); and from interest-related options embedded in bank products (options risk). Interest risk considerations typically include the effect of a change in interest rates on both the bank's accrual earnings and the market value of portfolio equity.

Interest rate sensitivity refers to the bank's capability and/or need to react to actual and forecast interest rates and yields in the money and capital markets as well as in the local competitive environment. The magnitude of these gains or losses depends on the severity and timing of the market changes and on the ability to adjust. The ability to adjust is controlled by the remaining time to maturity of fixed-rate contracts, customer actions, and the existence of contracts that provide for rate adjustments prior to maturity. Analysis of interest rate sensitivity in the form of a net interest rate shock is employed. In performing interest rate shock analysis, financial forecasting and simulation are used to anticipate the impact of forecast interest rates and evaluate the potential risk of alternative interest rates. This policy is implemented by first producing a current forecast of balance sheet volumes and net earnings for the twelve-month forecast horizon. The second step is for six alternative simulations to be prepared to test the forecast's sensitivity to interest-rate shocks and changes in the shape of the treasury yield curve. The four alternative simulations are +/- 100, +/- 200 and +/- 300 basis point shift. After each alternative simulation, the forecast net interest income for the twelve-month period and the present value of equity at the end of the historical period are compared to the net interest income and present value of equity produced by the alternative simulation. The percent changes in net interest income and present value of equity is then compared to management's guideline targets. The Bank also looks at varying scenarios such as +/- 400 basis point and nonparallel shifts in the yield curve. The model used for the simulations continues to be analyzed for possible refinements to assumptions. However, neither of financial forecasting or simulation adequately forecasts the impact of potential changes in interest rates on net interest income. A yearly forecast of balance sheet volumes and net earnings is relied upon as a basis for asset liability decisions. Each forecast is subject to testing for alternative interest rate possibilities to evaluate the risk inherent in management's plans. The alternative interest rate possibilities are (1) a 200 basis point change in average interest rates, or (2) a more gradual change in average interest rates. Management believes the first method (instant change) would portray the worst case scenario as an impact on net interest earnings. Therefore, method 1 is used in the interest rate shock analysis.

### **Compliance Risk**

Compliance risk is monitored within the structure of the compliance risk management program. Operating in compliance with laws, rules, regulations, and related accepted industry standards enhances the reputation, strategic goals and objectives, and operations of the Corporation. Compliance risk attempts to evaluate and identify the overall level of compliance risk by measuring and defining the areas of risk for a designated law, rule, or regulation. Defined risk factors within three risk categories (legal and regulatory, operational, and reputation risk) assist in determining the overall compliance risk rating assigned to each law, rule, or regulation. Various factors within each risk category can increase or decrease the risk of non-compliance. Each risk category is assigned a risk rating of High, Moderate, or Low. The overall compliance risk rating for each law or regulation is the average of the risk ratings for the three risk categories. The compliance risk assessment is conducted with the Compliance Committee and key business lines, departments, and functional areas. Compliance risk assessment results are reviewed by the Compliance Committee and reported to the Risk Committee and Board Audit Committee.

In addition to an overall compliance risk assessment, specific regulations require risk assessments based on defined risk factors. Identity Theft Red Flags regulations require an annual Identity Theft risk assessment. The purpose of this risk assessment is to periodically review and update the Identity Theft Red Flag Program based on methods used to open accounts, methods available to access accounts, ongoing account monitoring, and the Corporation's experiences with identity theft. Regulators expect a risk assessment process for Fair Lending risk. A fair lending risk assessment serves to verify how lending activities are identified, monitored, measured, and controlled, to make sure discriminatory, unfair, deceptive, abusive, and predatory acts and practices do not take place. An annual fair lending risk assessment was conducted in 2012 to evaluate the present risk management process and risk mitigation strategies. Risk indicators defined by interagency Fair Lending Examination Procedures were used to assess fair lending risk. In evaluating the risk in lending activities, the following factors were considered: changes in leadership and staffing, new products, product pricing, product and service offerings, policy and procedures, processes, and changes or updates to systems. Other factors considered included the present economy of the region, the market area served, and market area demographics. These risk assessments were conducted with key business lines, departments, and functional areas as applicable. Risk assessment results were reviewed by the Compliance Committee and reported to the Risk Committee and Board Audit Committee.

An overall compliance risk assessment is conducted for the Bank Secrecy Act (BSA), however, more in-depth risk assessments for BSA, Anti-Money Laundering (AML), Customer Information Program (CIP), and Office of Foreign Assets Control (OFAC) are conducted by the BSA/OFAC Team with the quantified results reported at least annually to the Board of Directors. These risk assessments focus on risk factors due to bank size, market presence, complexity of operations, types of customers, types of products, account opening or account access methods, and past experience.

### **Financial Reporting Internal Controls**

The Sarbanes-Oxley Act of 2002 (SOX) introduced broad and challenging financial management and disclosure regulations. Non-compliance with SOX regulations has serious consequences. As an accelerated SEC filer, the requirements of section 404 of the Sarbanes-Oxley Act are applicable. Section 404 requires companies to maintain internal controls and procedures for financial reporting. Management conducts an on-going review of key financial controls over financial reporting that ensure the accuracy of financial statements and entity-level controls that ensure compliance with the Committee of Sponsoring Organizations (COSO) internal control framework requirements. The review includes discussions with employees, process demonstrations, and detail transaction testing to determine that controls are properly designed and operating effectively. The corporation's external auditor conducts its own SOX review independent of management's review. Both management and external audit issue an opinion for both the design and operating effectiveness of the key controls over financial reporting. Results of both SOX reviews are reported to the Board of Directors.

### **Information Security**

In conformance with Gramm-Leach-Bliley Act requirements regarding safeguarding and protecting customer information, an Information Security Risk Assessment is conducted at least annually by Risk Management. A risk analysis is performed to evaluate current processes, identify information assets, and determine the adequacy of the safeguarding and protection of confidential customer information collected and maintain. For each information asset identified, the criticality of the asset, the threats to the defined asset, the likelihood of compromise of the asset, the business impact if an asset is compromised, and an overall risk rating for each asset are defined. The results of this assessment are reviewed with the Information Systems (IS) Steering Committee and the Risk Committee and reported at least annually to the Board of Directors.

### **Information Technology Risk**

Information Technology (IT) governance is the responsibility of the Board of Directors. The core elements of IT governance encompass value, risk, and controls. Management has appointed the Operations and IT Officer the responsibility for overall management of Information Technology risk. IT risk focuses on information and information systems, especially the most critical and vital information assets. Without reliable and properly secured information systems, business operations could be severely disrupted. Likewise, the preservation and enhancement of the corporation's reputation is directly linked to the way in which both information and information systems are managed. Maintaining an adequate level of security is one of several important aspects of managing IT risk.

An Information Systems (IS) Steering Committee serves as an advisory group providing assistance and guidance to management regarding customer information security, information systems planning, systems management organization, systems performance, business continuity, information security, system related expenditures, vendor management, and policies and procedures. The IS Steering Committee is chaired by the Operations and IT Officer and meets on a monthly basis. Committee members are Executive Management representatives, the Operations and IT Officer, the Information Security Officer, the IT Director, the Compliance Director, the Chief Lending Officer and the Risk Manager. Formal meeting minutes serve to document decisions and recommendations by the IS Steering Committee. Meeting minutes are reported to the Management Committee and the Board Audit Committee.

An annual Information Technology Audit, which is overseen by the Internal Audit Department, is conducted via a co-sourcing agreement with a third party external auditor. The objective of the IT audit is to evaluate the effectiveness and efficiency of operations, test the reliability of data and IT controls, and assess compliance with applicable laws, regulations, guidance, and industry best practices. The methodology for the audit process is COBIT (Control Objectives for Information Technology) which is published by the Information Systems Audit and Control Association. The COBIT methodology places an emphasis on controls and the IT governance framework. The audit process focuses on the technology infrastructure and the systems and applications which are critical or involve customer information, and related controls. Control areas reviewed address Information Technology Management, Vendor Management, Information Technology Operations, Business Continuity, and Information Technology Security, including Gramm-Leach-Bliley (GLBA) requirements regarding safeguarding and protecting customer information. Risk assessment and technical testing is conducted to evaluate control areas and determine compliance with the Federal Financial Institutions Examination Council (FFIEC) IT Audit guidelines. Results of the IT Audit are reviewed with the IS Steering Committee and Management. For any exceptions identified, a responsible party is assigned and action plans are developed to address corrective measures. The final results of the IT Audit are reviewed with the Board Audit Committee. The status of unresolved audit issues is reported to both Management and the Board Audit Committee each month.

#### **Vendor Management**

The Board of Directors bears ultimate responsibility to ensure an effective vendor management program has been implemented for proper oversight of outsourced relationships. Management is charged with responsibility to determine the necessary course of action to develop and maintain a comprehensive vendor management program. Management has appointed the Operations and Information Technology Officer to oversee management of the vendor management program. This individual reports directly to the Information Systems (IS) Steering Committee and management. The Senior Operations Officer is the focal point for vendor management standards established by the IS Steering Committee and is responsible for implementation of procedures relating to vendor management. A vendor relationship subcommittee has been established to provide assistance and promote appropriate oversight of third party vendors and service providers, especially technology service providers, who provide products, services, and support for other such activities. Current subcommittee members consist of the Risk Management Officer, the Operations and Information Technology Officer, the Senior Operations Officer, and the Assistance Compliance Director.

The vendor management program is used to identify, measure, monitor, and control the risks associated with outsourcing arrangements. Outsourced relationships are addressed from an end to end perspective. The vendor management process reviews and evaluates the internal controls, maintenance and upkeep of an outsourced product or system, and the financial condition of third party vendors or service providers prior to selection for a new product or service, or as a condition for continued support of products and services. Third party vendors and service provider relationships are ranked by risk (High, Moderate, Low) annually as part of subcommittee's ongoing efforts. Rankings are based on the residual risk of the relationship after analyzing the quantity of risk relative to the controls over those risks. Relationship with high risk ratings receive more frequent and stringent monitoring for due diligence, performance (financial and/or operational), and independent control validation reviews.

Management and the Board of Directors use oversight and monitoring documentation when renegotiating contracts, as well as in developing contingency planning requirements. Third party vendors and service providers may be required to sign a formal confidentiality and non-disclosure agreement. Such an

agreement binds these parties to the same standards and level of data confidentiality and controls as those adhered to by the corporation. High risk third party vendors and service providers may be required to provide proof of bonding or insurance. The Operations and Information Technology Officer reports annually to the Board of Directors providing an update on the status of the vendor management program along with any significant changes or recommendations to the program.

#### **Audit Committee Report**

The Audit Committee of the Board of Directors submits the following report on the performance of its responsibilities for the year 2012. The purposes and responsibilities of the committee are elaborated in the committee charter. The Board of Directors has determined that Steven A. Everhart, Chairman of the Audit Committee, is a financial expert as defined under the regulations promulgated under the Sarbanes-Oxley Act discussed above. Mr. Everhart and all of the other members of the Audit Committee have been determined by the Board of Directors to be independent under the listing standards adopted by the NASDAQ Stock Market.

Management of the Corporation has primary responsibility for the financial statements and the overall reporting process, including the Corporation's system of internal controls. The independent auditors are responsible for performing an independent audit of the Corporation's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB/United States). This audit serves as a basis for the auditors' opinion in the annual report to shareholders addressing whether the financial statements fairly present the Corporation's financial position, results of operations and cash flows. The Audit Committee's responsibility is to monitor and oversee these processes.

In reviewing the independence of the Corporation's external auditors, the committee has received from Plante & Moran, PLLC the written disclosures and a letter regarding relationships between Plante & Moran, PLLC and its related entities and the Corporation and its related entities and has discussed with Plante & Moran, PLLC its independence from the Corporation as required by the applicable requirements of the PCAOB. As part of this review, the committee considered whether the non-audit services provided by Plante & Moran, PLLC to the company during 2012 were compatible with maintaining Plante & Moran, PLLC's independence.

In fulfilling its responsibilities relating to the Corporation's internal controls, accounting and financial reporting policies and auditing practices, the committee has reviewed and discussed with management and Plante & Moran, PLLC the Corporation's audited financial statements for 2012. In this connection, the committee has discussed with Plante & Moran, PLLC its judgments about the quality, in addition to the acceptability, of the Corporation's accounting principles as applied in its financial reporting, as required by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in 3200T. Based on these reviews and discussions, the committee recommended to the Board of Directors that the audited financial statements be included in the Corporation's Annual Report on SEC Form 10-K for the year ended December 31, 2012 for filing with the Securities and Exchange Commission.

Respectfully submitted by the members of the Audit Committee:

Steven A. Everhart, Chairman

Dexter L. Benecke

Darryl L. Faye

James C. Saneholtz

#### **Selection of Auditors/Principal Accounting Firm Fees**

The firm of Plante & Moran, PLLC, ( Plante & Moran ) independent registered public accountants, was retained by the Audit Committee on behalf of the Corporation as auditors of the Corporation and its subsidiary for the 2012 fiscal year. Plante & Moran was engaged to provide independent audit services for the Corporation and its subsidiary and to provide certain non-audit services including advice on accounting, tax and reporting matters. The Board of Directors expects that a representative of Plante & Moran will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions. The Corporation has been advised by Plante & Moran

that no member of that firm has any financial interest, either direct or indirect, in the Corporation or its subsidiary, other than as a depositor, and it has no connections with the Corporation or its subsidiary in any capacity other than that of public accountants. The Board of Directors has reappointed the firm of Plante & Moran to be auditors of the Corporation and its subsidiary for the calendar year ending December 31, 2013.

Plante & Moran billed the aggregate fees shown below for audit, audit related matters, tax and other services rendered to the Corporation and its subsidiary for the years 2011 and 2012. Audit fees include fees billed in connection with the audit of the Corporation's annual financial statements, fees billed for the review of the unaudited financial statements contained in the Corporation's periodic reports on Form 10-Q, as filed with the Securities and Exchange Commission, accounting assistance in connection with response to SEC Comment letters received during 2011, and assistance in compliance with the internal control requirements mandated by Section 404 of Sarbanes-Oxley. Audit related fees may include consulting on other accounting matters. Tax consulting services included assistance regarding franchise tax and federal and state income tax planning.

Plante & Moran and its affiliates billed the following amounts to the Corporation and its subsidiary during 2011 and 2012, respectively for audit, audit related fees, tax fees and all other fees:

	Plante & Moran - 2011	Plante & Moran - 2012
<b>Audit fees</b>	\$ 163,750	\$ 159,000
<b>Audit Related fees</b>	\$ 0	\$ 650
<b>Tax fees</b>	\$ 19,325	\$ 19,050
<b>All other fees</b>	\$ 0	\$ 0
<b>TOTAL</b>	<b>\$ 183,075</b>	<b>\$ 178,700</b>

The Audit Committee of the Corporation considered and concluded that the provision for non-audit services by Plante & Moran and its affiliates was compatible with maintaining the independent auditors' independence. The Audit Committee of the Corporation will pre-approve all services to be provided to the Corporation by Plante & Moran. All the services noted above were approved by the Audit Committee.

## PROPOSAL TWO

### Advisory Vote on the Appointment of the Independent Registered Public Accounting Firm

The Audit Committee of the Board of Directors proposes and recommends that the shareholders approve the selection by the Committee of the firm of Plante & Moran, PLLC to serve as the Corporation's independent registered public accounting firm for the 2013 fiscal year. The firm has served as independent auditors for the Corporation since 2003. Action by the shareholders is not required by law in the appointment of an independent registered public accounting firm, but their appointment is submitted by the Audit Committee of the Board of Directors in order to give the shareholders a voice in the designation of auditors. If the resolution approving Plante & Moran as the Corporation's independent registered public accounting firm is rejected by the shareholders, the Committee will reconsider its choice of independent auditors. Even if the resolution is approved, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Corporation and its shareholders.

Proxies in the form solicited hereby which are properly executed and returned to the Corporation will be voted in favor of this non-binding proposal unless otherwise instructed by the shareholder. The affirmative vote of a majority of the votes cast by the holders of the Corporation's common stock is required to approve Proposal Two. An abstention is not a vote cast. Abstentions from voting and broker non-votes, if any, on Proposal Two are not treated as votes cast and, therefore, will have no effect on outcome of the passage of the proposal.

Representatives of Plante & Moran are expected to be present at the 2013 Annual Meeting and will be given an opportunity to make a statement if they desire. Representatives will respond to appropriate questions by shareholders.

**THE CORPORATION'S BOARD OF DIRECTORS RECOMMENDS A VOTE  
FOR THE ADOPTION OF THE NON-BINDING ADVISORY PROPOSAL  
ON THE APPOINTMENT OF THE INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM.**

**Compensation Discussion and Analysis**

Introduction. The Compensation Committee administers our executive compensation program. The committee, which is composed entirely of independent directors, is responsible for reviewing and determining executive officer compensation, for evaluating the President and Chief Executive Officer, for overseeing the evaluation of all other officers and employees, for administering our incentive compensation programs (including the equity incentive plan), for approving and overseeing the administration of our employee benefits programs, for providing insight and guidance to management with respect to employee compensation, and for reviewing and making recommendations to the Board with respect to director compensation. The President and Chief Executive Officer participates with respect to making recommendations concerning annual salary adjustments and long term equity incentive compensation regarding executive officers (other than himself) of the Corporation.

The Compensation Committee operates under a charter adopted by the Board of Directors. Annually, the Compensation Committee reviews the adequacy of its charter and recommends changes to the Board for approval. The Compensation Committee meets at scheduled times during the year and also acts upon occasion by written consent. The chair of the committee reports on committee activities and makes committee recommendations at meetings of the Board of Directors.

Compensation Philosophy. Our executive compensation programs seek to achieve and maintain equity with respect to balancing the interests of shareholders and executive officers, while supporting our need to attract and retain competent executive management. The Compensation Committee has developed an executive compensation policy, along with supporting executive compensation plans and programs, which are intended to attain the following objectives:

- i Support a pay-for-performance policy that rewards executive officers for corporate performance.
- i Motivate executive officers to achieve strategic business goals.
- i Provide competitive compensation opportunities critical to the Corporation's long-term success.

The committee collects and analyzes comparative executive compensation information from relevant peer groups, approves executive salary adjustments, recommends executive discretionary incentive/bonus plans, and administers the Corporation's long term incentive compensation plan. Additionally, from time to time, the committee reviews other human resource issues, including qualified and non-qualified benefits, management performance appraisals, and succession planning.

The committee uses comparisons of competitive executive pay practices taken from banking industry compensation surveys and, from time-to-time, consultation with independent executive compensation advisors. Peer groups and competitive compensation practices are determined using executive compensation packages at bank holding companies and subsidiaries of comparable size to the Corporation and its subsidiary.

There are five components to the compensation program for all executive officers of the Corporation's subsidiary, The Farmers & Merchants State Bank (the Bank), which include: a base salary component; a discretionary cash incentive component, which is determined by the Board of Directors each year; a Restricted Stock Award determined by the Board of Directors at mid-year; and the profit sharing and health and welfare benefit plans participated in by all employees.

In making its decisions regarding annual salary adjustments, the committee reviews quantitative and qualitative performance factors as part of an annual performance appraisal. These are established for each executive position and the performance of the incumbent executive is evaluated annually against these standards. This appraisal is then integrated with market-based adjustments to salary ranges to determine if a base salary increase is merited.

The committee also administers the cash incentive program and the long term equity incentive compensation plan of the Corporation. Cash and equity is at-risk compensation. Awards are recommended by the committee to the Board of Directors when, in the judgment of committee members, such awards are justified by the performance of executive officers in relation to the performance of the Corporation.

The accounting and tax treatment of particular forms of compensation do not materially affect the committee's compensation decisions. However, the committee evaluates the effect of such accounting and tax treatment on an ongoing basis and will make appropriate modifications to its compensation policies where appropriate.

Components of Compensation. The elements of total compensation paid by the Corporation to its senior officers, including the President and Chief Executive Officer (the CEO) and the other executive officers identified in the Summary Compensation Table which appears following this Compensation Discussion and Analysis (the CEO and the other executive officers identified in that Table are sometimes referred to collectively as the Named Executive Officers), include the following:

- i Base salary;
- i Awards under our cash-based incentive compensation program;
- i Awards under our long term equity incentive compensation plan;
- i Benefits under our Profit Sharing Plan; and
- i Benefits under our health and welfare benefits plans.

Base Salary. The base salaries of the Named Executive Officers are reviewed by the committee annually as well as at the time of any promotion or significant change in job responsibilities. The committee reviews peer group data to establish a market-competitive executive base salary program, combines with a formal performance appraisal system that focuses on awards that are integrated with strategic corporate objectives. Salary income for each Named Executive Office for calendar year 2012 is report in the Salary column 1 of the Summary Compensation Table, which appears following this Compensation Discussion and Analysis.

Incentive Cash Compensation. The Corporation has established a cash bonus plan. The cash incentive for executive officers under this plan is based on two criteria. The first is return on average assets (ROA) of the Bank.

If the ROA of the Bank equals the target ROA of 1.00%, executive officers receive the full cash incentive established. The targeted goal of ROA is based on reviewing the project budget, the five and ten year history and average of the Bank along with peer, industry, and other information requested by the Compensation Committee. The calculated ROA is inclusive of the cost of the incentive. The full cash incentive under this criterion is equivalent to 30% of base salary for the chief executive officer and 20% of base salary for the remaining executive officers. Should the ROA exceed 1.00%, the incentive paid would



be prorated. If the ROA of the Bank is equal to .70%, fifty percent of the incentive is paid. If the ROA is between .70% and 1.00%, the incentive is paid on a prorated basis. At a ROA of .65%, a forty percent payout is made. Again, with ROA between .65% and .70%, the payout is prorated. Should the ROA be below .65%, no cash incentive is paid under the computation; incentive compensation would then be paid under the same terms to all employees of the Bank. The above percentages for 2012 incentive are to be paid in the first quarter 2013. The ROA for the Bank on which the incentive was based in 2012 was 1.017% which is equivalent to a 105.67% payout. The target percentage along with budget and base may be adjusted for 2013.

The second criterion used in determining the cash incentive to be paid to executive officers is earnings per share ( EPS ) of the Corporation. If the EPS reached the target EPS of \$1.50, executive officers receive the full cash incentive of 10% of base pay. The targeted EPS goal is based on reviewing past performance and history and the projected EPS from the budget. Should the EPS exceed \$1.75, the incentive paid would be 15% of base pay for each executive officer. Should the EPS exceed \$1.50, but not reach \$1.75, the incentive paid would be prorated. If the EPS is equal to \$1.25, an incentive payout on 5% of base pay is paid. AT an EPS between \$1.25 and \$1.50, , the payout is prorated. If the EPS is less than \$1.25, no incentive is paid. EPS of the Corporation was predicted to be \$1.68. Under this criterion, an EPS of \$2.08 was used for 2012 and resulted in a prorated payout of 216% of total goal or 21.6% of base pay paid to all executive officers. The above percentage of base pay for 2012 incentive is to be paid in the first quarter 2013. The target EPS and corresponding percentages may be adjusted for 2013.

The budget or forecast ROA and EPS used for the 2012 incentives were set equivalent to the expected performance of normal operations.

In establishing dual incentives for the executive officers of the Bank, the objective of the Corporation is to limit the risk exposure to compensating for short term gains while still recognizing the importance of return to its shareholders each year. Thus more emphasis is placed on rewarding for stable, long term performance through the use of ROA criterion along with a higher percentage of pay at risk. The EPS criterion recognizes a yearly target and focuses on the importance of earning performance and its impact on maintaining a healthy profitable corporation from which to pay dividends for shareholders and to maintain and improve the value of their stock. Each year, the committee sets goals for each incentive which it believes are attainable, but still require executives' performance at a consistently high level to achieve target award levels. As such, the Corporation believes it has established a good balance in the incentives for executive management. Given that the target ROA and EPS may be adjusted each year at the Board's discretion, the Corporation feels it has established a plan that is beneficial to both it executives and shareholders by placing overall emphasis on corporate performance and return to shareholders.

Further discussion of the Bank's overall incentive plan may be found in the 2012 financial report and 10-K.

Incentive Stock Compensation. The Bank uses the grant of stock awards under our long-term equity incentive compensation plan as the primary vehicle for providing long-term incentive compensation opportunities to its officers, including Named Executive Officers. The Bank has not adopted any specific policy regarding the amount or timing of any stock-based compensation under the plan. The number of shares underlying the award granted to each Named Executive Officer in 2012 is set forth in the Grants of Plan Based Awards Table and the fair value dollar amount, determined on the grant date, for calendar year 2010, 2011, and 2012 with respect to each such award is set forth in the column titled Stock Awards of the Summary Compensation Table, each of which follows. Information concerning the number of stock awards held by each Named Executive Officer as of December 31, 2012 is set forth in the Outstanding Equity Awards at Fiscal Year-end Table, which also follows.

Profit Sharing Plan. The Bank has established a 401(k) profit sharing plan that allows eligible employees to save at a minimum one percent of eligible compensation on a pre-tax basis, subject to certain Internal Revenue Service limitations. The Bank will match 50% of employee 401(k) contributions up to four percent of total eligible compensation. In addition the Bank may make a discretionary contribution from time to time as is deemed advisable. A participant is 100% vested in the participant's deferral contributions. A six-year vesting schedule applies to employer discretionary contributions and employee matching contributions. In order to be eligible to participate, the employee must be 21 years of age, have completed six months of service, work 1,000 hours in the plan year and be employed on the last day of the

year. Entry dates have been established at January 1 and July 1 of each year. The plan calls for only lump-sum distributions upon either termination of employment, retirement, death, or disability. The Corporation's contribution to the plan made on behalf of the Named Executive Officers is included under the All Other Compensation column in the Summary Compensation Table.

Health and Welfare Benefits. The Corporation provides healthcare, life and disability insurance and other employee benefits programs to its employees, including its executive officers. The committee is responsible for overseeing the administration of these programs and believes that its employee benefits programs should be comparable to those maintained by other members of the relevant peer groups so as to assure that the Corporation is able to maintain a competitive position in terms of attracting and retaining officers and other employees. Except for our Executive Survivor Income Agreement, our employee benefits plans are provided on a non-discriminatory basis to all employees.

The Corporation has entered into an Executive Survivor Income Agreement with some of the Named Executive Officers that provide certain death benefits to the executive's beneficiaries upon his or her death. The agreements provide a pre- and post-retirement death benefit payable to the beneficiaries of the executive in the event of the executive's death. The Corporation had originally purchased life insurance policies on the lives of all participants covered by these agreements in amounts sufficient to provide the sums necessary to pay the beneficiaries. As the employees age and their pay increased, the Corporation is made whole on its investment before beneficiaries receive any proceeds. Therefore, over time, the death benefit payable to the beneficiary may be smaller than the previously anticipated value. One former executive and one current Named Executive Officer have been impacted. The actual gross death benefit amounts payable under this plan are disclosed under Payments and Benefits in Connection with Termination or Change-in-Control.

Consideration of Advisory Vote on Executive Compensation. The Corporation conducted the most recent advisory vote on executive compensation at the 2011 Annual Meeting of Shareholders. At the 2011 Annual Meeting of Shareholders, in excess of 90% of the votes cast on the advisory proposal on executive compensation were voted in favor of our Named Executive Officer compensation as disclosed in the proxy statement. The Board of Directors and the Committee reviewed these final vote results and determined that, given the significant level of support, no changes to our executive compensation policies and decisions were necessary based on the vote results. Shareholders will again have the opportunity to cast their votes in consideration of the Corporation's compensation policies and decisions at the 2014 Annual Meeting. The Board of Directors and Committee will continue to evaluate whether changes to such policies are necessary or appropriate.

2012 Executive Officer Compensation. For 2012, the Named Executive Officers in the Summary Compensation Table receive salaries that were intended to maintain their compensation at a competitive level, yet acknowledged the difficult market conditions in which business continues to be conducted.

To aid in determining chief executive officer compensation for 2012, the Corporation used compensation data from peer companies which are similar in size (\$587 million to \$2.068 billion in assets), and geographic locations (located in Ohio, Indiana, and Michigan), and which are also publicly held and performing similarly to the Company as one piece of information. Data is obtained from the proxy statement filed by those companies as of the previous year end. This provided a regional comparison in addition to compensation data obtained from other state or national peer comparisons.

In evaluating Peer Group Companies, the base salary and incentive compensation paid to the chief executive officer of each of the following eleven peer bank holding companies (symbol), as well as the respective ROA (Return on Assets) of each are taken into consideration. For 2012 compensation considerations, the Peer Group Companies was expanded from eight to eleven bank holding companies and consisted of the following: Farmers National Banc Corp (FMNB), First Citizens Banc Corp (FCZA), First Defiance Financial Corp (FDEF), Horizon Bancorp (HBNC), LNB Bancorp (LNBB), MBT Financial (MBTF), Mutual First Financial (MFSF), Rurban Financial Corp (RBNF), Tower Financial Corp (TOFC), United Bancorp (UBMI), and United Bancshares (UBOH).

The financial performance of the selected peer group bank holding companies is also evaluated relevant to the performance of peers located outside of the Midwest, which information is made available by the FDIC as part of its Uniform Bank Performance Report. The Corporation may periodically review and adjust the selected peer group companies in conjunction with a regular review of executive compensation pay and practices in connection with future compensation decisions.

For 2012 executive officer compensation, the President and CEO and the CFO, participated in the presentation portion of the meeting at which compensation information was presented and reviewed. The committee then met in executive session and made its own determinations regarding compensation for the President and CEO and all other executive officers. Adjustments in 2012 base salary were based upon each Named Executive Officer's annual performance review, an annual review of peer compensation, and the overall performance of the Company. These adjustments are consistent with the Company's salary budget which is approved by the Compensation Committee and becomes part of the overall budget approved annually by the Board of Directors.

The Corporation provides a reasonable level of personal benefits, and perquisites to one or more named executive officers to support the business interests of the bank, provide competitive compensation, and to recognize the substantial commitment both professionally and personally expected from executive officers. The aggregate value of perquisites and personal benefits, as defined under SEC rules, provided to each name executive officer is less than the reporting threshold value of \$10,000.

As part of its compensation program the Corporation has entered into agreements with some of the Named Executive Officers pursuant to which they will be entitled to receive severance benefits upon the occurrence of certain enumerated events following a change in control. The events that trigger payment are generally those related to termination of employment without cause or detrimental changes in the executive's terms and conditions of employment. See Employment Contracts and Payments Upon Termination of Change in Control below for a more detailed description of these events. The Corporation believes that this structure will help: (i) assure the executives' full attention and dedication to the company, free from distractions caused by personal uncertainties and risks related to a pending or threatened change in control, (ii) assure the executives' objectivity for shareholders' interests, (iii) assure the executives of fair treatment in case of involuntary termination following a change in control, and (iv) attract and retain key talent during uncertain times.

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## Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$)	All Other Compensation (\$) <sup>(2)</sup>	Total (\$)
Paul S. Siebenmorgen President and Chief Executive Officer (PEO) <sup>(3)</sup>	2012	311,580	158,184	19,950	0	26,174	515,887
	2011	297,365	119,708	18,370	0	24,374	459,817
	2010	290,455	73,578	18,750	0	20,670	403,453
Barbara J. Britenriker Executive Vice President (PFO)	2012	169,000	72,219	9,975	0	21,121	272,315
	2011	163,500	54,553	9,644	0	19,655	247,352
	2010	158,100	32,885	10,313	0	16,601	217,899
Todd A. Graham Executive Vice President	2012	157,500	67,305	9,975	0	14,023	248,803
	2011	152,000	50,716	7,532	0	12,810	223,058
	2010	149,750	31,148	4,688	0	10,373	195,959
Edward A. Leininger Executive Vice President	2012	162,000	69,228	9,975	0	21,776	262,979
	2011	157,000	52,385	9,644	0	20,364	239,393
	2010	154,000	32,032	10,313	0	17,656	214,001
Rex D. Rice Executive Vice President	2012	150,600	64,356	9,975	0	19,337	244,268
	2011	148,000	49,382	7,532	0	18,338	223,252
	2010	146,500	30,472	4,688	0	15,229	196,889

## Summary Compensation Table Footnotes:

- (1) Reflects the dollar amount at market value on the grant date of each year in which restricted stock awards were given.
- (2) Includes contributions to the Corporation's defined contribution profit sharing and 401K plan and certain life insurance premiums paid by the Corporation for the benefit of the Named Executive Officer as follows:

Name	Retirement Contributions (\$)	Life Insurance Premiums (\$)	Total (\$)
Paul S. Siebenmorgen	25,298	876	26,174
Barbara J. Britenriker	20,613	508	21,121
Todd A. Graham	13,548	475	14,023
Edward A. Leininger	21,288	488	21,776
Rex D. Rice	18,882	455	19,337

- (3) Fees paid to Mr. Siebenmorgen as a Director of the Corporation and the Bank (which totaled \$14,800 in 2012, \$12,000 in 2011, and \$11,750 in 2010) are included in the amounts listed above in the salary column.

Narrative Explanation to the Summary Compensation table

Named Executive Officers participate in an annual incentive plan that provides for awards tied to the profit performance of the Corporation during the fiscal year. The amounts set forth in the bonus column represent the awards made under the terms of the Plan for 2012 which will be paid to the respective Named Executive Officer during the first quarter of 2013. The awards under the plan in 2010 and 2011 were also paid out to officers in the first quarter of the following year. Refer to the compensation discussion and analysis for a complete explanation of the Plan.

The stock awards reported in the Summary Compensation Table represent the dollar amount valued as of the grant date of restricted stock awards to Named Executive Officers. The grant of restricted stock awards is made on an entirely discretionary basis by the Board of Directors acting upon a recommendation of the compensation committee. The vesting of all of the awards of restricted stock made to date under the terms of the long term equity incentive plan occurs three years following the grant.

The Named Executive Officers are participants in the Farmers and Merchants Profit Sharing and 401(k) plan. The employer contribution amounts for the fiscal year period for each Named Executive Officer included in the all other compensation column of the Summary Compensation Table. Employer contributions under the Plan are structured as a percent of base salary up to statutory compensation limits. Employer contributions for the fiscal year include Safe-Harbor contributions, matching contributions, and discretionary contributions, applied on a non-discriminatory basis for all Plan participants.

**Outstanding Equity Awards at 2012 Fiscal Year-End Table**

<b>Name and Principal Position</b>	<b>Number of Shares or Units of Stock that have not Vested<sup>(1)</sup> (#)</b>	<b>Market Value of Shares or Units of Stock that have not Vested<sup>(2)</sup> (\$)</b>
Paul S. Siebenmorgen, President and CEO (PEO)	3,000	60,000
Barbara J. Britenriker, Executive Vice President (PFO)	1,575	31,500
Todd A. Graham, Executive Vice President	1,160	22,200
Edward A. Leininger, Executive Vice President	1,575	31,500
Rex D. Rice, Executive Vice President	1,160	23,200

<sup>(1)</sup> Vesting dates for reported stock awards are as follows:

<b>Name</b>	<b>Number of Shares Vesting on 8/22/13</b>	<b>Number of Shares Vesting on 8/19/14</b>	<b>Number of Shares Vesting on 8/17/15</b>
Paul S. Siebenmorgen	1,000	1,000	1,000
Barbara J. Britenriker	550	525	500
Edward A. Leininger	550	525	500
Todd A. Graham	250	410	500
Rex D. Rice	250	410	500

<sup>(2)</sup> Market value based on market price on December 31, 2012, of \$20.00.

**2012 Grants of Plan-Based Awards**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Grant Date</b>	<b>All Other Stock Awards: Number of Shares of Stock or Units (#)</b>	<b>Grant Date Fair Value of Stock and Option Awards (\$)</b>
Paul S. Siebenmorgen, President and CEO (PEO)	2012	8/17/2012	1,000	19,950
Barbara J. Britenriker, EVP (PFO)	2012	8/17/2012	500	9,975
Todd A. Graham, EVP	2012	8/17/2012	500	9,975
Edward A. Leininger, EVP	2012	8/17/2012	500	9,975
Rex D. Rice, EVP	2012	8/17/2012	500	9,975

**Narrative Explanation to the Grants of Plan-Based Awards table**

The above amounts represent information regarding restricted stock awards made to each of the respective Named Executive Officers during 2012 under the terms of the Corporation's Long Term Incentive Compensation Plan. The awards vest in full at the expiration of three years of service of the respective officer. The vesting of the awards is accelerated in the event of the death or disability of the officer or upon a change in control.

**Post-Employment Compensation/Change of Control Agreements**

The Corporation entered into Change in Control Severance Compensation Agreements with Mr. Siebenmorgen and Ms. Britenriker on December 26, 2012. Ten of the eleven Peer Group Companies used for evaluation and comparison have Change in Control Severance Compensation Agreements with their executive officers. The Compensation Committee evaluated the Peer Group Companies and determined the average terms of their Change in Control Severance Compensation Agreements with their executive officers was over two years. A change was approved to provide two year's compensation to Mr. Siebenmorgen and Ms. Britenriker in the event that their employment is terminated in connection with a change in control as defined in their Agreements. Prior to this agreement, the Corporation entered into Change in Control Severance Compensation Agreements on November 27, 2007 with its executive officers, Mr. Siebenmorgen, Ms. Britenriker, Mr. Leininger, and Mr. Rice. The Change in Control Severance Compensation Agreements executed in 2007 were replaced with new agreements dated December 26, 2012 which only updated terminology for Mr. Leininger and Mr. Rice. These agreements, which superseded similar agreements entered into in 2005, provided for payment of an amount equal to one year's compensation to the executives in the event that their employment is terminated in connection with a change in control as defined in the Agreements. No payments will be made in such event if the executive is terminated for cause. If a change in control had occurred as of December 31, 2012, this would have resulted in payments to the executives as shown on the following table. In addition to the payment equal to two times their annual salary for Mr. Siebenmorgen and Ms. Britenriker and one times their annual salary for Mr. Leininger and Mr. Rice, the Agreements provide for the continuation of health insurance and other benefits, which amounts are also included in the table. Finally, included in the table are amounts that would be payable to the executive or their estate pursuant to individual executive survivor income agreements (ESIA). See the section of the Compensation Discussion and Analysis captioned Components of Compensation - Health and Welfare Benefits for additional information regarding the ESIA.

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**Potential Payments upon Termination of Employment or Change in Control**

<b>Name of Executive</b>	<b>(2x Salary and Bonus)</b>	<b>Continuation of Perquisites</b>	<b>Total</b>	<b>Payment on Death or Disability Under ESIA's</b>
Paul S. Siebenmorgen	\$ 857,472	\$ 35,375	\$ 892,847	\$ 292,269
Barbara J. Britenriker	\$ 494,438	\$ 22,702	\$ 517,140	\$ 200,000
	<b>(1x Salary and Bonus)</b>			
Edward A. Leininger	\$ 213,215	\$ 12,138	\$ 225,353	\$ 200,000
Rex D. Rice	\$ 198,670	\$ 15,231	\$ 213,901	\$ 200,000

**Compensation Committee Report on Executive Compensation**

The Compensation Committee is responsible for discharging the responsibilities of the Board with respect to the compensation of executive officers. The Compensation Committee sets performance goals and objectives for the chief executive officer and the other executive officers, evaluates their performance with respect to those goals and sets their compensation based upon the evaluation of their performance. In evaluating executive officer pay, the Compensation Committee may retain the services of a compensation consultant and consider recommendations from the chief executive officer with respect to goals and compensation of the other executive officers. The Compensation Committee assesses the information it receives in accordance with its business judgment. The Compensation Committee also periodically reviews director compensation. All decisions with respect to executive and director compensation are approved by the Compensation Committee and recommended to the full board for ratification.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis (the "CD&A") for the year ended December 31, 2012 with management. In reliance on the reviews and discussions referred to above, the Compensation Committee recommended to the Board, and the Board has approved, that the CD&A be included in the proxy statement for the year ended December 31, 2012 for filing with the SEC.

By the Compensation Committee of the Board of Directors:

Jack C. Johnson, Chairman

Dexter L. Benecke

Steven A. Everhart

David P. Rupp, Jr.

Kevin J. Sauder

Steven J. Wyse

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**2012 Director Compensation**

Dexter L. Benecke	\$ 23,300
*Eugene N. Burkholder	\$ 15,850
Steven A. Everhart	\$ 23,650
*Darryl L. Faye	\$ 4,950
Jack C. Johnson	\$ 20,550
Marcia S. Latta	\$ 14,900
Steven J. Planson	\$ 21,950
Anthony J. Rupp	\$ 22,100
David P. Rupp, Jr.	\$ 26,400
James C. Sanholtz	\$ 21,250
Kevin J. Sauder	\$ 20,450
Steven J. Wyse	\$ 17,900

\* Eugene N. Burkholder joined the Board in March 2012 and Darryl L. Faye joined in October 2012.

**Director Compensation Discussion**

The Compensation Committee reviews the level of compensation of our directors on an annual basis. To determine the appropriateness of the current level of compensation for directors, the committee has historically obtained data from a number of different sources including publicly available data describing director compensation in peer companies and survey data collected by a member of the Compensation Committee.

At the committee's request, the President and Chief Executive Officer compiled an analysis of director fees from the eleven peer bank holding companies also used for comparison of executive officer compensation. For 2012 director compensation considerations, the Peer Group Companies consisted of the following: Farmers National Banc Corp (FMNB), First Citizens Banc Corp (FCZA), First Defiance Financial Corp (FDEF), Horizon Bancorp (HBNC), LNB Bancorp (LNBB), MBT Financial (MBTF), Mutual First Financial (MFSF), Rurban Financial Corp (RBNF), Tower Financial Corp (TOFC), United Bancorp (UBMI), and United Bancshares (UBOH).

Cash compensation is paid to directors in the form of retainers and meeting fees. The committee recommended the following changes to the director fee structure in 2012: Director Retainer Fee of \$9,000 per year; Chairman of the Board Retainer Fee of \$12,000 per year; Directors Fees of \$600 for each board meeting attended; Audit Committee paid \$450 per meeting attended; Audit Committee Chairman paid \$600 per meeting attended; and Other Committees paid \$350 per meeting attended. In addition, directors participating in a meeting by telephone call are compensated one-half the meeting fee for that particular meeting. This fee structure became effective in May 2012. Prior to this, the director fee structure was as follows: Director Retainer Fee of \$500 per month; Chairman of the Board paid a monthly retainer of \$800; Directors Fees of \$500 paid for each board meeting attended; Meeting Fees ranged from \$300 to \$550 paid for each committee meeting attended depending upon the demands of the committee. Employee directors are not paid for committee meetings attended.

The committee feels director fees should be fair and equitable in comparison to peers. In light of the current regulatory focus on the banking industry, increased shareholder and public scrutiny, and the difficult economic times, performance expectations such as wise counsel, strong leadership, and board member involvement through regular board meeting and committee meeting attendance are extremely important and should be appropriately compensated.



## **Director Independence and Related Party Transactions**

### **Director Independence**

The Corporate Governance and Nominating Committee of the Board of Directors of the Corporation undertakes a review of director independence annually and reports on its findings to the full Board in connection with its recommendation of nominees for election to the Board of Directors. Based upon this review, the Board of Directors has determined that all directors have met the independence standards of the NASDAQ Marketplace Rules, with the exception of Mr. Siebenmorgen, the current President and Chief Executive Officer. In determining the independence of the members of the Board of Directors, the Corporate Governance and Nominating Committee and the Board considered the following relationships.

David P. Rupp, Jr. is an attorney with membership in the law firm of Plassman, Rupp, Hagans, & Newton of Archbold, Ohio. The law firm has been retained by the Corporation and its subsidiaries during the past twenty-six years and is expected to be retained currently.

Steven A. Everhart, who currently serves as the Chairman of the Audit Committee, is related by marriage to Marilyn Johnson, Vice President and Compliance Director of the Bank.

### **Transactions with Related Parties**

Certain directors, nominees, and executive officers or their associates were customers of and had transactions with the Corporation or its subsidiary during 2012. Transactions that involved loans or commitments by the Bank were made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and did not involve more than the normal risk of collectability or present other unfavorable features. No director, executive officer or beneficial owner of more than five percent of the Corporation's outstanding voting securities (or any member of their immediate families) engaged in any transaction (other than loan transaction as described) with the Corporation during 2012, or proposes to engage in any transaction with the Corporation, in which the amount involved exceeds \$120,000.

### **Review, Approval or Ratification of Transactions with Related Persons**

The Corporation's Code of Ethics and Business Conduct requires that all related party transactions be pre-approved by the Corporation's Audit Committee. Excepted from that pre-approval requirement are routine banking transactions, including deposit and loan transactions, between our subsidiary and any related party that are made in compliance with, and subject to the approvals required by, all federal and state banking regulations. In making a determination to approve a related party transaction the Audit Committee will take into account, among other factors it deems appropriate, whether the proposed transaction is on terms no less favorable to the Corporation than those generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the proposed transaction.

### **Compensation Committee Interlocks and Insider Participation**

In 2012 the Compensation Committee members were Jack C. Johnson, Chairman, Dexter L. Benecke, Steven A. Everhart, David P. Rupp, Jr., Kevin J. Sauder and Steven J. Wyse. None of the members of the Board's Compensation Committee has had any relationship with the Corporation or the Bank requiring disclosure under Item 404 of Regulation S-K under the Securities and Exchange Act of 1934. In addition, no executive officer of the Corporation or the Bank serves or has served as a member of the Compensation Committee or Board of Directors of any other company (other than the Bank) which employs any member of the Corporation's Board of Directors.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires the Corporation's officers and directors, and persons who own more than ten percent of a registered class of the Corporation's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than ten percent shareholders are required by SEC regulations to furnish the Corporation with copies of all Section 16(a) forms they file.

Based solely on review of the copies of such forms furnished to the Corporation, the Corporation believes that during 2012 all Section 16(a) filing requirements applicable to its officers and directors were met, except for the inadvertent failure of Director Darryl Faye to file one Form 4 in a timely manner in 2012 regarding one purchase transaction. In addition, it came to the Corporation's attention that Director Steven Wyse inadvertently failed to timely file five Form 4 filings relating to five separate purchase transactions; one of which occurred in 2008, three of which occurred in 2009, and the last of which occurred in 2010. The Corporation believes that all delinquent reports on Form 4 have been filed with the SEC.

#### **Proposals of Shareholders for Next Annual Meeting**

Proposals of shareholders intended to be presented at the 2014 Annual Shareholders Meeting must be received at the Corporation's offices at 307 North Defiance Street, Archbold, Ohio 43502, prior to November 18, 2013 for inclusion in the proxy statement and form of proxy. Proposals from shareholders for next year's Annual Meeting received by the Corporation after February 1, 2014 will be considered untimely. With respect to such proposals, the Corporation will vote all shares for which it has received proxies in the interest of the Company as determined in the sole discretion of its Board of Directors. The Corporation also retains its authority to discretionarily vote proxies with respect to shareholder proposals received by the Company after November 18, 2013 but prior to February 1, 2014, unless the proposing shareholder takes the necessary steps outlined in Rule 14a-4(c)(2) under the Securities Exchange Act of 1934 to ensure the proper delivery of proxy materials related to the proposal.

#### **Other Matters**

The Board of Directors does not know of any other matters that are likely to be brought before the meeting. However, in the event that any other matters properly come before the meeting, the persons named in the enclosed proxy will vote said proxy in accordance with their judgment on such matters.

A copy of the Corporation's Annual Report to Shareholders for the year ended December 31, 2012 is enclosed. **A copy of the Corporation's Annual Report on Form 10-K for 2012, with exhibits, as filed with the Securities and Exchange Commission ( 2012 10-K ), is available to any shareholder free of charge.** Shareholders desiring a copy of the 2012 10-K should address written requests to Ms. Barbara J. Britenriker, Chief Financial Officer of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502, and are asked to mark 2012 10-K Request on the outside of the envelope containing the request.

By Order of the Board of Directors

Lydia A. Huber, Secretary

Archbold, Ohio

March 18, 2013











