



March 19, 2020

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual meeting of shareholders of the Jonestown Bank and Trust Company will be held at the Lebanon Country Club, 3375 West Oak Street, Lebanon, Pennsylvania, on the 28th day of April 2020, at 8:45 a.m. for the purpose of considering and voting upon the following matters:

- 1) Election of eleven directors for terms ending in April 2021
- 2) To ratify the appointment of Smith, Elliott, Kearns & Company, LLC as the Bank's independent auditors for the fiscal year ending December 31, 2020
- 3) Transaction of any other business that may come before the meeting, or any adjournment thereof

Only those shareholders of record at the close of business on March 9, 2020, shall be entitled to attend and vote at the annual meeting. If you plan to attend the meeting, please complete and mail the enclosed invitation or email your response to ashetterly@jbt.bank. **If your shares are held in the name of a bank, broker, or other holder of record, you will need proof of ownership to attend the meeting. A recent bank or brokerage statement showing shares held will suffice.** Breakfast will be served at 8:00 AM.

Our annual report is enclosed.

By Order of the Board of Directors

A handwritten signature in black ink that reads "Edward L. Anspach".

Edward L. Anspach
Secretary

JONESTOWN BANK AND TRUST COMPANY
2 WEST MARKET STREET
JONESTOWN, PENNSYLVANIA

PROXY STATEMENT

March 19, 2020

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Jonestown Bank and Trust Company (the "Bank") for the use at the annual meeting of shareholders to be held on April 28, 2020, and at any adjournment thereof. A proxy is furnished herewith for use at the meeting.

Only holders of record of the Bank's common stock at the close of business on March 9, 2020, shall be entitled to vote at the annual meeting. As of that date, there were 2,420,950 shares of common stock outstanding.

The shares represented by each proxy that is properly executed and returned to the Bank will be voted in the manner described in this proxy statement and the proxy. A shareholder is entitled to cumulate votes in the election of directors as described in the proxy.

Execution of the accompanying proxy will not affect a shareholder's right to attend the meeting and vote in person. Any shareholder executing a proxy has the right to revoke it by delivering notice of revocation or a duly executed proxy bearing a later date to the Secretary of the Bank at any time before the proxy is voted.

Election of Directors

Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholders of any outstanding class of capital stock of the Bank entitled to vote for election of Directors. Nominations other than those made by or on behalf of the existing corporate management shall be made in writing and be delivered or mailed to the President of the Bank not less than twenty (20) calendar days nor more than fifty (50) calendar days prior to any meeting of shareholders called for the election of Directors; provided, however, that if less than twenty-one (21) calendar days' notice of meeting is given to shareholders, such nominations shall be mailed or delivered to the President of the Bank not later than the close of business on the seventh calendar day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the nominating shareholder:

- > The principal occupation, age, and other relevant information concerning each proposed nominee.
- > The total number of shares of capital stock of the Bank that will be voted for each proposed nominee.
- > The name and residence address of the nominating shareholder.
- > The number of shares of capital stock of the Bank owned by the nominating shareholder.

Nominations not made in accordance herewith shall be disregarded by the Chairperson of the meeting, and upon the Chairperson's instructions, the Judge of Elections shall disregard all votes cast for each such nominee.

Ratification of Appointment of Independent Auditors

To ratify the appointment of Smith, Elliott, Kearns & Company LLC, as the Bank's independent auditors for the fiscal year ending December 31, 2020.

ELECTION OF DIRECTORS

Eleven directors are to be elected for one year starting April 28, 2020. Each of the 11 directors to be elected at the 2020 annual meeting is to hold office for a term of one (1) year and until a successor shall have been duly elected and qualified.

In the absence of instructions to the contrary, shares of common stock represented by properly executed proxies will be voted for all of the nominees listed below, each all of whom has consented to be named and to serve if elected.

Cumulative voting for each nominee is provided for by statute under the Pennsylvania Banking Code. With cumulative voting, each shareholder has the right to cumulate the voting power he possesses and to give one nominee as many votes as is equal to the number of directors to be elected (11) multiplied by the number of his shares, or to distribute his votes among two or more nominees, as he sees fit.

The Bank recommends that shareholders cast all of their votes equally for the eleven (11) nominees listed below. The Bank does not presently know of anything that would preclude any nominee of the Bank from serving.

The following are the names and ages of the nominees of the Bank and the year each individual began continuous service as a director of the Bank. Also shown with respect to the nominees are their principal occupations at present.

Edward L. Anspach, 69; Director since 1987, Second Vice Chairman/Secretary; President, Anspach Autos

Jeffrey L. Bohn, 61; Director since 1987, Vice Chairman; Former Owner & President, JP Donmoyer, Inc.: Executive Director, Shining Light Ministries

Lloyd A. Deaven, Jr., 67; Director since 1998, Patriot Auto Parts, President, (retired)

Edwin C. Hostetter II, CPA. CGMA., 69; Director since 2013, CPA and Management Consultant; Vice President of Finance & Chief Financial Officer, SSM Group, Inc. (retired)

Brian R. Miller, 62; Director since 2015, Insurance Agency Principal for Richard S. Miller Inc.

Larry P. Minnich, 69; Director since 2013, Children's Heart Group, Milton S. Hershey Medical Center: Operations Manager (retired), COO, Central Medical Ambulance Services; Mayor, Borough of Cleona

Sallie A. Neuin, 68; Director since 2009, Lebanon County Treasurer; Lebanon County Tax Claim Director

Richard J. Newmaster Jr., CPA, 67; Director since 2004, Chief Financial Officer, Lebanon Seaboard Corporation

Troy A. Peters, 51; Director since 2016, President and CEO of Jonestown Bank & Trust Co.

Eric A. Trainer, 56; Director since 2011, Co-owner/Operator, Trainer's Midway Diner; Quality Inn at Midway; Microtel Inn & Suites-Hamburg; Pappy T's Pub & Lounge-Hamburg

Glenn T. Wenger, 56; Director since 2008, President, Wengers of Myerstown; Chairman, Ag Industrial, Inc.; President, JK&B Inc.