

April 27, 2015

# **ANNUAL MEETING OF SHAREHOLDERS**

# Safe Harbor Statement

Park cautions that any forward-looking statements contained in this presentation or made by management of Park are provided to assist in the understanding of anticipated future financial performance. Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance. The forward-looking statements are based on management's expectations and are subject to a number of risks and uncertainties. Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements. Risks and uncertainties that could cause actual results to differ materially include, without limitation: Park's ability to execute our business plan successfully and within the expected timeframe; general economic and financial market conditions, specifically in the real estate markets and the credit markets, either nationally or in the states in which Park and our subsidiaries do business, may experience a slowing or reversal of the current economic expansion in addition to continuing residual effects of recessionary conditions and an uneven spread of positive impacts of recovery on the economy and our counterparties, including adverse impacts on demand for loan, deposit and other financial services, delinquencies, defaults and counterparty ability to meet credit and other obligations; changes in interest rates and prices may adversely impact the value of securities, loans, deposits and other financial instruments and the interest rate sensitivity of our consolidated balance sheet as well as reduce interest margins; changes in consumer spending, borrowing and saving habits, whether due to changing business and economic conditions, legislative and regulatory initiatives, or other factors; changes in customers', suppliers' and other counterparties' performance and creditworthiness; asset/liability repricing risks and liquidity risks; our liquidity requirements could be adversely affected by changes to regulations governing bank capital and liquidity standards as well as by changes in our assets and liabilities; competitive factors among financial services organizations could increase significantly, including product and pricing pressures, changes to third-party relationships and our ability to attract, develop and retain qualified bank professionals; clients could pursue alternatives to bank deposits, causing us to lose a relatively inexpensive source of funding; the nature, timing and effect of changes in banking regulations or other regulatory or legislative requirements affecting the respective businesses of Park and our subsidiaries, including changes in laws and regulations concerning taxes, pensions, bankruptcy, consumer protection, accounting, banking, securities and other aspects of the financial services industry, specifically the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), as well as future regulations which will be adopted by the relevant regulatory agencies, including the Consumer Financial Protection Bureau, to implement the Dodd-Frank Act's provisions, the Budget Control Act of 2011, the American Taxpayer Relief Act of 2012 and the Basel III regulatory capital reforms; the effect of changes in accounting policies and practices, as may be adopted by the Financial Accounting Standards Board, the SEC, the Public Company Accounting Oversight Board and other regulatory agencies, and the accuracy of our assumptions and estimates used to prepare our financial statements; the effect of trade, monetary, fiscal and other governmental policies of the U.S. federal government, including money supply and interest rate policies of the Federal Reserve; disruption in the liquidity and other functioning of U.S. financial markets; the impact on financial markets and the economy of any changes in the credit ratings of the U.S. Treasury obligations and other U.S. government-backed debt, as well as issues surrounding the levels of U.S. and European government debt and concerns regarding the creditworthiness of certain sovereign governments, supranationals and financial institutions in Europe; unfavorable resolution of legal proceedings or other claims and regulatory and other governmental examinations or other inquiries; the adequacy of our risk management program; the ability to secure confidential information and deliver products and services through the use of computer systems and telecommunications networks; a failure in or breach of our operational or security systems or infrastructure, or those of our third-party vendors and other service providers, including as a result of cyber attacks; demand for loans in the respective market areas served by Park and our subsidiaries; and other risk factors relating to the banking industry as detailed from time to time in Park's reports filed with the SEC including those described in "Item 1A. Risk Factors" of Part I of Park's Annual Report on Form 10-K for the fiscal year ended December 31, 2014. Park does not undertake, and specifically disclaims any obligation, to publicly release the results of any revisions that may be made to update any forward-looking statement to reflect the events or circumstances after the date on which the forward-looking statement was made, or reflect the occurrence of unanticipated events, except to the extent required by law.



Century National Bank  
 Fairfield National Bank  
 Farmers Bank  
 First-Knox National Bank  
 The Park National Bank  
 The Park National Bank  
 of Southwest Ohio & Northern Kentucky

Richland Bank  
 Second National Bank  
 Security National Bank  
 United Bank, N.A.  
 Unity National Bank  
 Ⓞ Scope Aircraft Finance  
 Ⓞ Guardian Finance Company

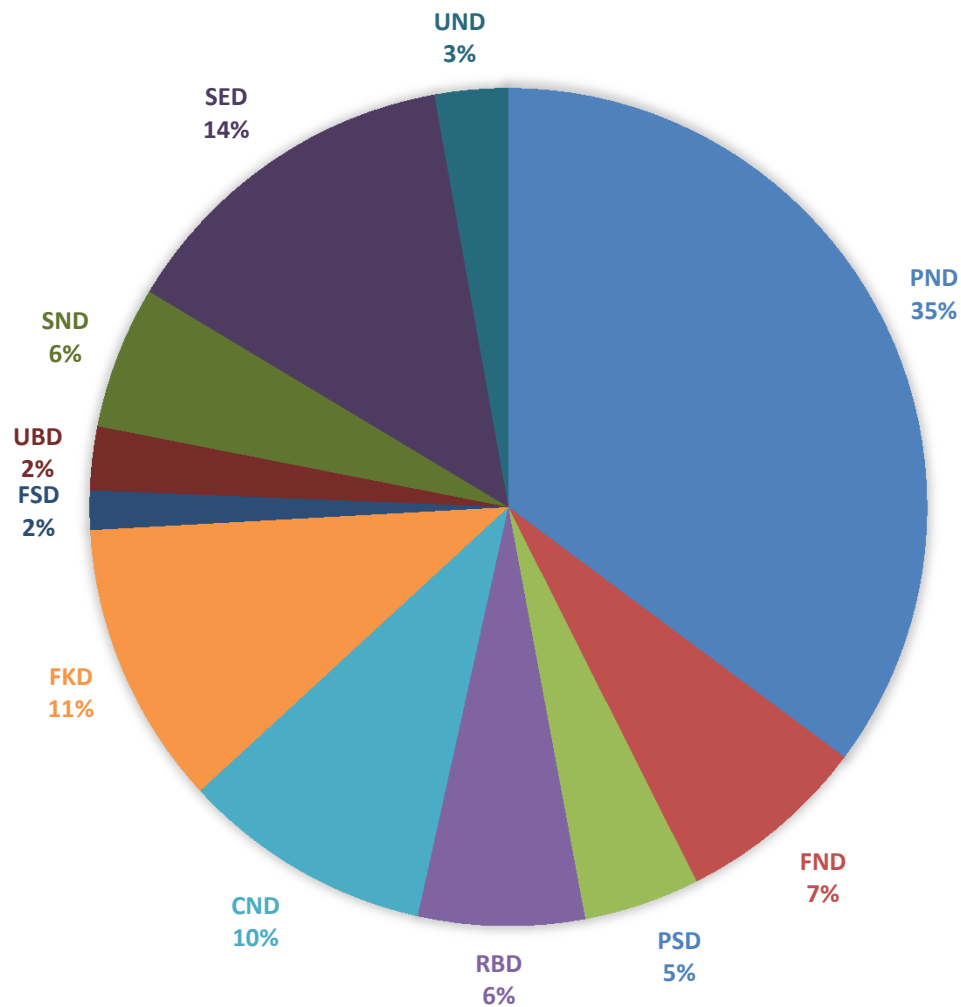
**Park National Corporation Profile**

(as of March 31, 2015)

- 11 Community Bank Divisions
- 2 Specialty Finance Companies
- One non-bank workout subsidiary
- 29 Ohio counties
- 116 bank offices
- 6 specialty finance offices
- 1,799 FTEs

## Affiliate Relative Size

Based on deposits, loans, repos, trust assets under management  
(as of March 31, 2015)



# Park National Corporation

## Consolidated Statements of Income

(in thousands)	Dec. 31, 2013	Dec. 31, 2014	Mar. 31, 2014	Mar. 31, 2015
Net interest income	\$221,025	\$225,044	\$54,480	\$55,535
Provision for (recovery of) loan losses	<u>3,415</u>	<u>(7,333)</u>	<u>(2,225)</u>	<u>1,632</u>
Net interest income after provision for (recovery of) loan losses	\$217,610	\$232,377	\$56,705	\$53,903
Non interest income	73,277	75,549	16,648	18,873
Non interest expense	<u>181,515</u>	<u>187,510</u>	<u>45,779</u>	<u>45,720</u>
Income before income taxes	\$109,372	\$120,416	\$27,574	\$27,056
Income taxes	<u>32,503</u>	<u>36,459</u>	<u>7,997</u>	<u>8,012</u>
Net income	<u><u>\$76,869</u></u>	<u><u>\$83,957</u></u>	<u><u>\$19,577</u></u>	<u><u>\$19,044</u></u>

**Note:** Prior period results were updated to reflect the January 1, 2015 adoption of Accounting Standards Update (ASU) 2014-01, Accounting for Investments in Qualified Affordable Housing Projects. The adoption of this ASU required retrospective application.

## Net Income by Operating Segment

(in thousands)	<u>Dec. 31, 2013</u>	<u>Dec. 31, 2014</u>	<u>Mar. 31, 2014</u>	<u>Mar. 31, 2015</u>
The Park National Bank	\$ 75,236	\$ 82,907	\$ 19,565	\$19,159
Guardian Financial Services Company	2,888	1,175	604	281
PRK Parent Company	<u>(1,397)</u>	<u>(5,050)</u>	<u>(904)</u>	<u>(694)</u>
<b>Ohio-based operations</b>	<b>\$ 76,727</b>	<b>\$ 79,032</b>	<b>\$ 19,265</b>	<b>\$ 18,746</b>
SE Property Holdings, LLC	<u>142</u>	<u>4,925</u>	<u>312</u>	<u>298</u>
<b>Total PRK</b>	<b><u>\$ 76,869</u></b>	<b><u>\$ 83,957</u></b>	<b><u>\$ 19,577</u></b>	<b><u>\$ 19,044</u></b>

# Park National Corporation

## Consolidated Balance Sheets

(in millions)	Dec. 31, 2013	Dec. 31, 2014	Mar. 31, 2015
Cash & cash equivalents	\$ 147	\$ 238	\$ 580
Investment securities	1,424	1,501	1,457
Loans	4,620	4,829	4,831
Allowance for loan losses	(59)	(54)	(55)
Other assets	506	487	491
<b>Total assets</b>	<b>\$ 6,638</b>	<b>\$ 7,001</b>	<b>\$ 7,304</b>
Non-interest bearing deposits	\$ 1,194	1,269	1,262
Interest bearing deposits	3,596	3,859	4,254
<b>Total deposits</b>	<b>\$ 4,790</b>	<b>5,128</b>	<b>5,516</b>
Total borrowings	1,133	1,108	1,019
Other liabilities	63	68	62
Stockholders' equity	652	697	707
<b>Total liabilities &amp; stockholders' equity</b>	<b>\$ 6,638</b>	<b>\$ 7,001</b>	<b>\$ 7,304</b>

# PRK Comparison to Peers

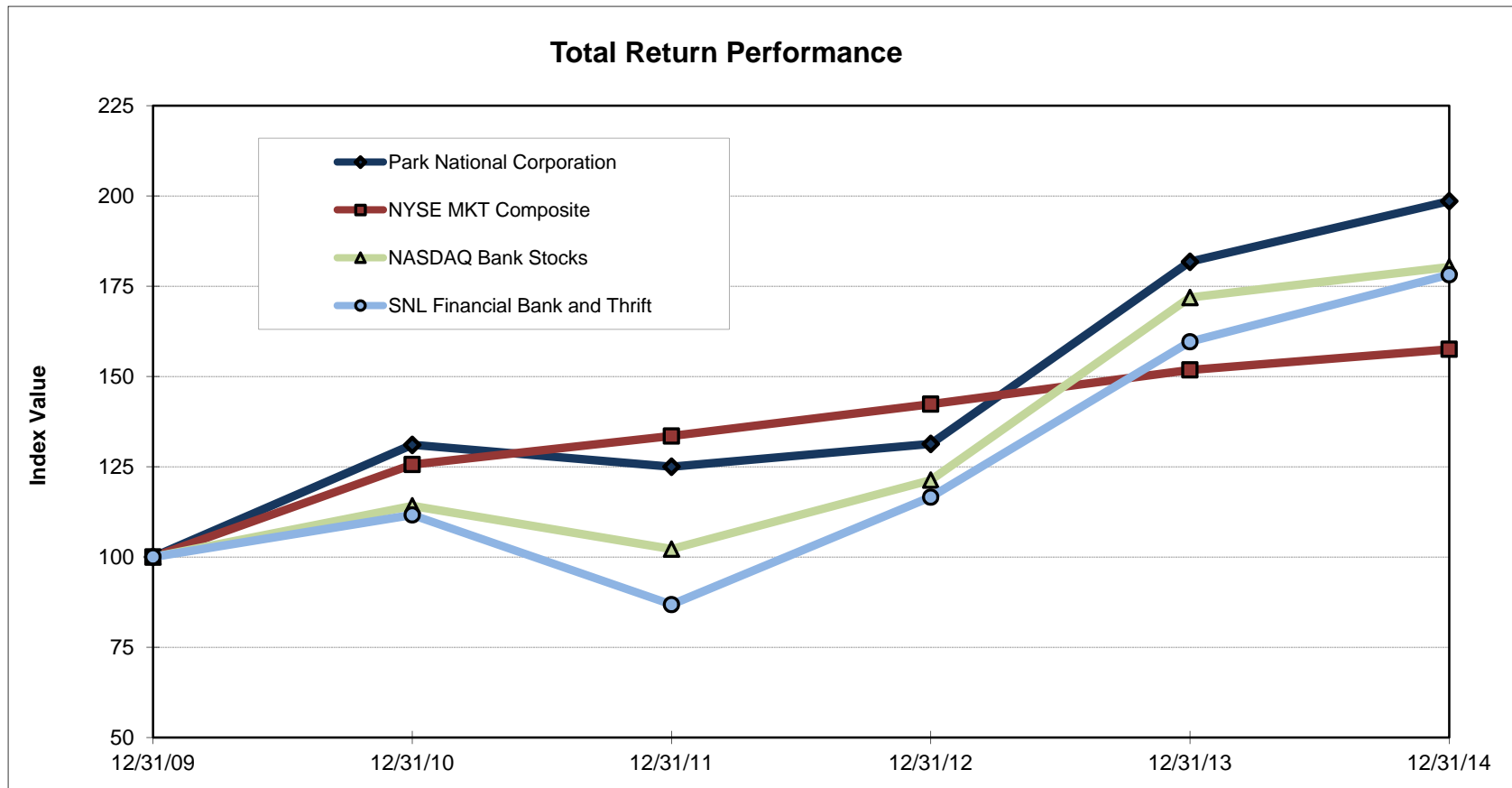
Ratios at December 31 for each year

	<u>PRK Price to Book %</u>	<u>Peer Group Price to Book Value %</u>	<u>PRK Price to Tangible Book Value %</u>	<u>Peer Group Price to Tangible Book Value %</u>	<u>PRK Price to Earnings</u>	<u>Peer Group Price to Earnings</u>	<u>PRK Dividend Yield</u>	<u>Peer Group Dividend Yield</u>
<b>2014</b>	195%	133%	218%	169%	16.2	16.3	4.3	2.0
<b>2013</b>	201%	136%	226%	178%	16.9	17.9	4.4	1.8
<b>2012</b>	153%	118%	172%	146%	13.2	13.8	5.8	2.8
<b>2011</b>	156%	109%	176%	135%	13.1	14.7	5.8	2.4
<b>2010</b>	177%	127%	202%	155%	21.1	17.8	5.2	2.1
<b>2009</b>	141%	105%	163%	140%	12.2	16.9	6.4	2.5
<b>2008</b>	183%	135%	217%	211%	14.6	15.7	5.3	2.9
<b>2007</b>	155%	138%	207%	206%	11.9	13.2	5.8	3.3
<b>2006</b>	242%	206%	280%	291%	14.7	17.1	3.8	2.3
<b>2005</b>	259%	204%	296%	268%	15.5	15.5	3.6	2.3



# Total Return Performance

## Park National Corporation



The total return stock performance graph depicts the yearly percentage change in Park’s cumulative total shareholder return over the latest 5-year fiscal periods. Calculations include the reinvestment of dividends and are indexed to the base year’s measurement point (closing price on last trading day before the beginning of the registrant’s fifth preceding fiscal year).

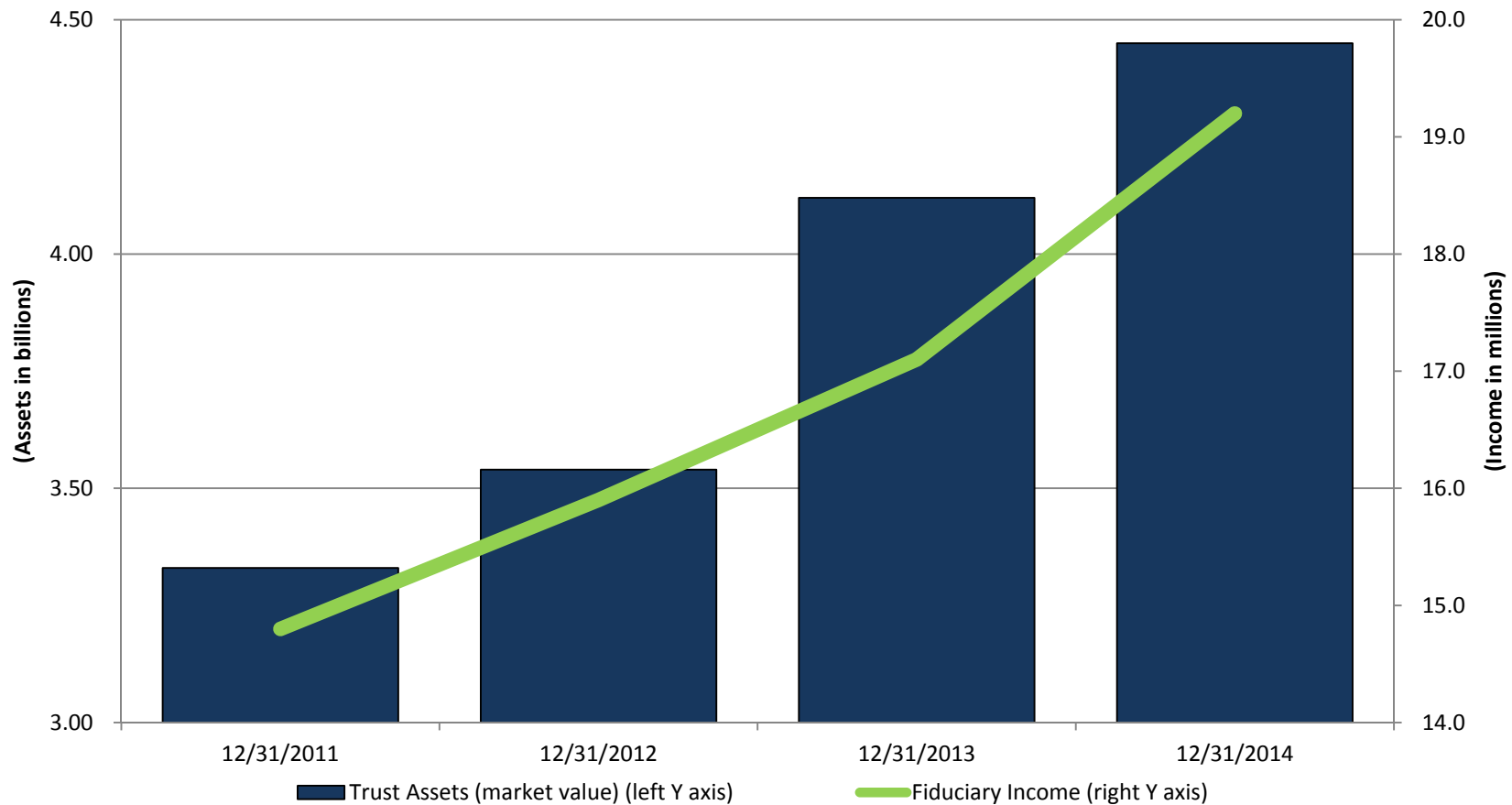
# Dividends Paid

Bank Division (counties in italics)	Dividends Paid	
	2010-2014 (5 years)	2005-2014 (10 years)
Park National Bank ( <i>Licking &amp; Franklin</i> )	\$ 36,316,577	\$ 88,767,123
First-Knox National Bank ( <i>Knox, Holmes &amp; Morrow</i> )	23,330,619	48,307,098
Security National Bank ( <i>Clark, Champaign, Fayette, Greene, Madison, &amp; Warren</i> )	10,960,866	24,992,854
Second National Bank ( <i>Darke &amp; Mercer</i> )	3,074,563	6,669,591
Century National Bank ( <i>Muskingum, Perry, Athens, Hocking, Coshocton &amp; Tuscarawas</i> )	2,457,160	5,365,205
Richland Bank ( <i>Richland</i> )	1,298,459	2,702,115
United Bank, N.A. ( <i>Marion &amp; Crawford</i> )	1,135,658	2,885,711
Unity National Bank ( <i>Miami</i> )	1,081,927	2,139,663
Fairfield National Bank ( <i>Fairfield</i> )	860,309	1,671,966
Park National Bank of SW Ohio & Northern Kentucky ( <i>Hamilton, Butler &amp; Clermont</i> )	537,744	1,202,649
Farmers Bank ( <i>Ashland</i> )	282,085	625,157
Other (Counties outside of PRK footprint)	63,076,698	196,364,555
Other (held by brokers)	156,549,334	198,585,314
	<u>\$ 300,962,000</u>	<u>\$ 580,279,000</u>

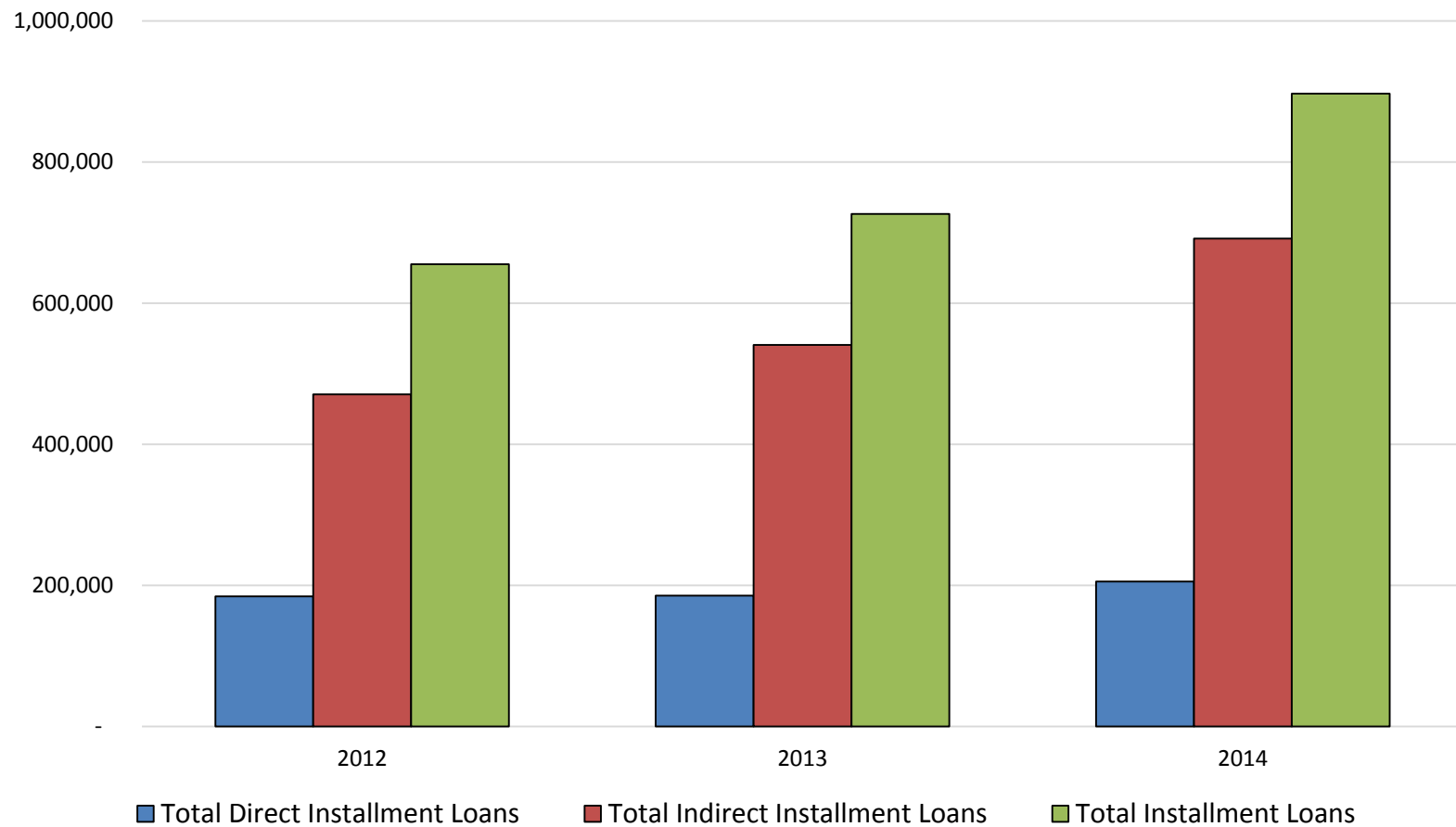
**Note:** The table above presents the amount of dividends that have been paid to shareholders residing in the counties in which our divisions operate.

# The Park National Bank

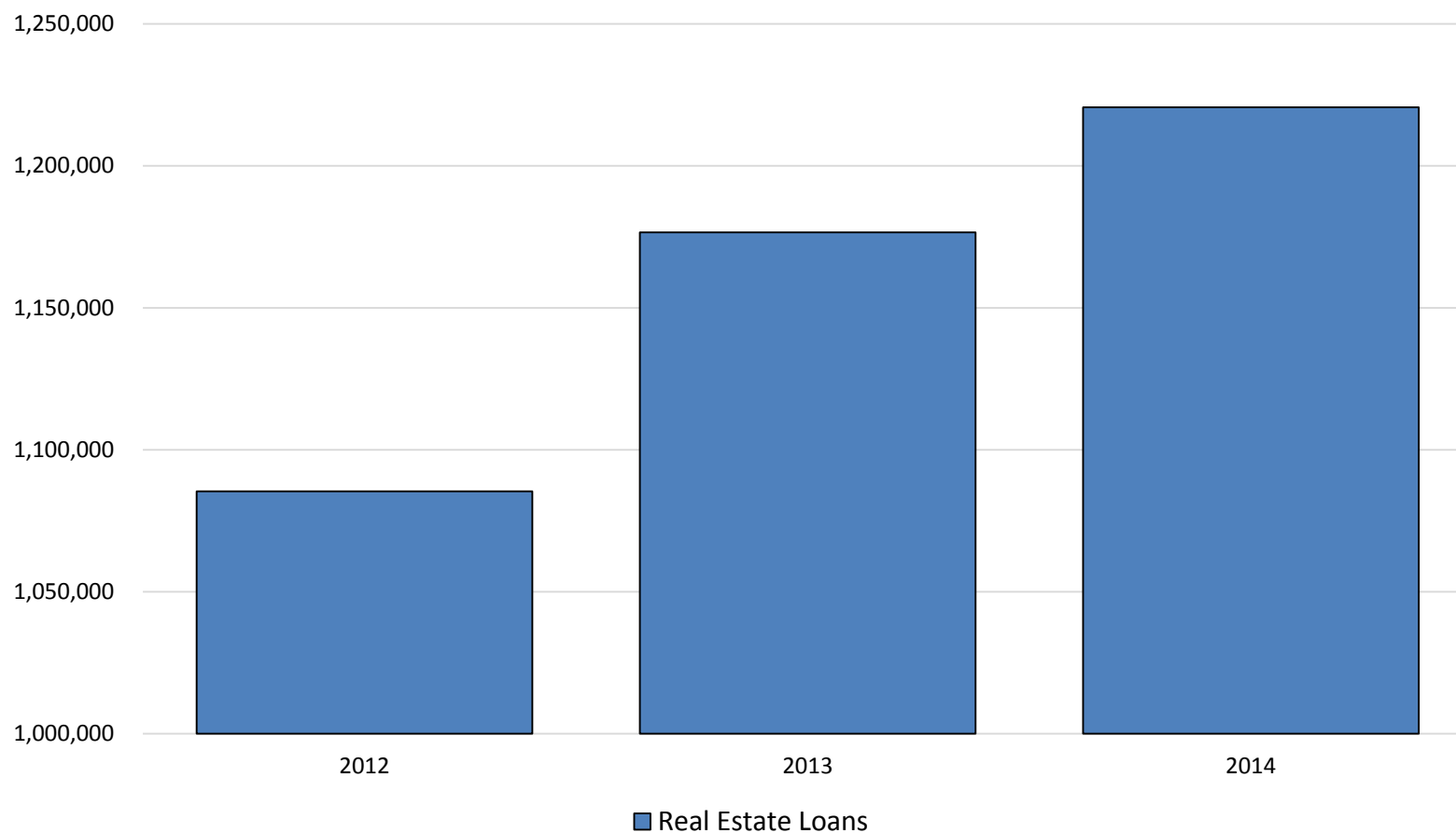
## Fiduciary Income and Asset Trends



## Installment Loan Balances (in 000s) at December 31



## Real Estate Loan Balances (in 000s) at December 31



# Park National Corporation

## Nonperforming Assets

(in thousands)	Dec. 31, 2013	Dec. 31, 2014	Mar. 31, 2015
<b>Total nonperforming loans</b>	\$ 155,640	\$ 119,288	\$ 114,304
Other real estate owned (OREO)	34,636	22,605	26,337
<b>Total nonperforming assets</b>	\$ 190,276	\$ 141,893	\$ 140,641
Percentage of nonperforming loans to loans (PRK)	3.37%	2.47%	2.37%
Percentage of nonperforming assets to loans + OREO (PRK)	4.09%	2.92%	2.90%
Texas Ratio (PRK)	29.78%	20.85%	20.25%
<b>Peer Group Information</b>			
Percentage of nonperforming loans to loans (Peer Group)	1.71%	1.14%	
Percentage of nonperforming assets to loans + OREO (Peer Group)	2.71%	1.94%	

**Note:** The Texas Ratio is calculated as total nonperforming assets divided by the sum of tangible common equity plus the allowance for loan losses.

# Vision Bank/SE Property Holdings, LLC

## Nonperforming Assets

(in thousands)	Dec. 31, 2013	Dec. 31, 2014	Mar. 31, 2015
Nonaccrual loans	\$ 36,108	\$ 22,916	\$ 18,486
Accruing TDRs	-	97	96
Loans past due 90 days or more (still accruing)	-	-	-
<b>Total nonperforming loans</b>	<b>\$ 36,108</b>	<b>\$ 23,013</b>	<b>\$ 18,582</b>
OREO	23,224	11,918	16,114
OREO – PNB participated	-	3,175	5,615
<b>Total nonperforming assets</b>	<b>\$ 59,332</b>	<b>\$ 38,106</b>	<b>\$ 40,311</b>
PNB participations - Vision Bank nonperforming loans	12,304	8,359	5,959
<b>Total Legacy Vision Bank nonperforming assets</b>	<b>\$ 71,636</b>	<b>\$ 46,465</b>	<b>\$ 46,269</b>



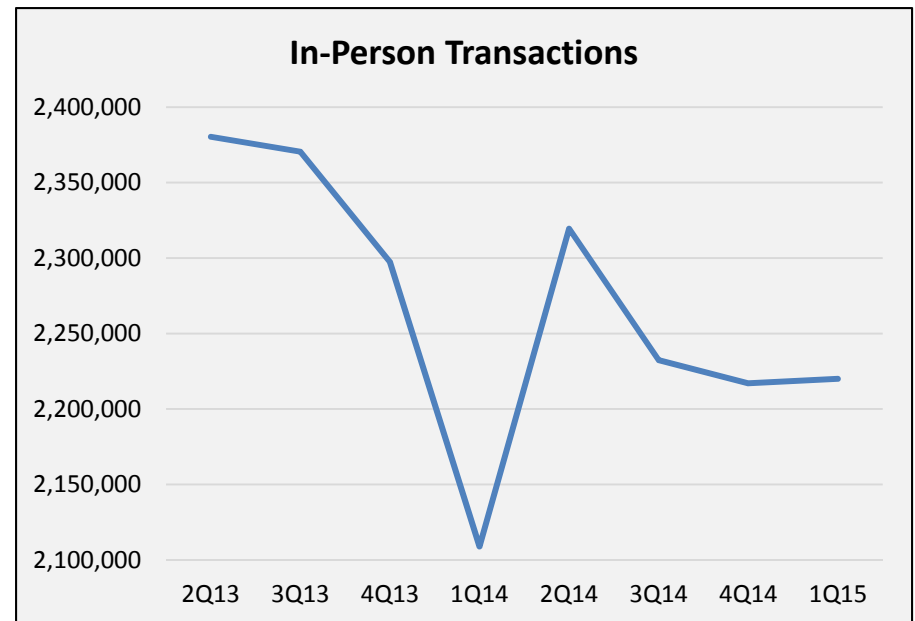
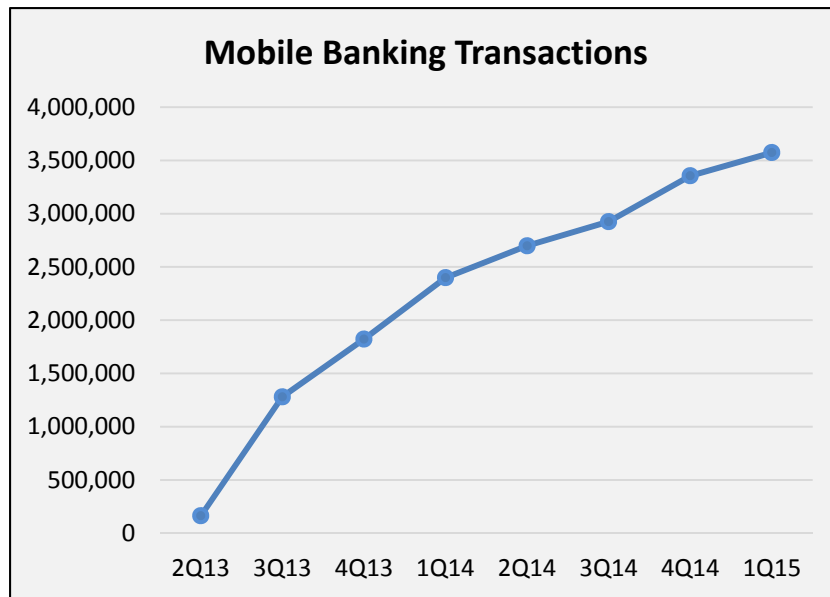
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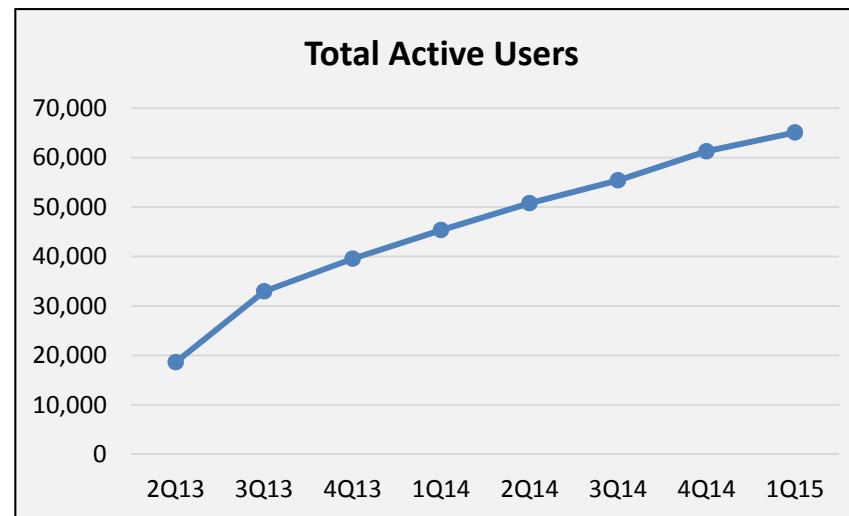
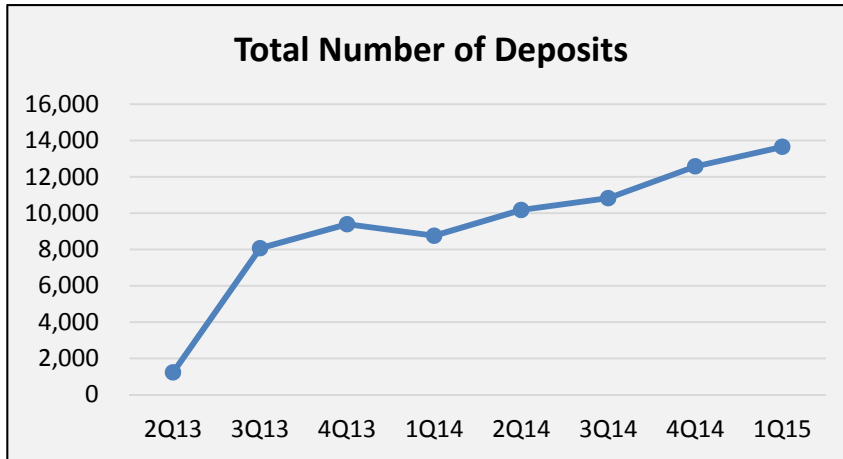


# Transactions

## Mobile Banking App vs. In-Person Transactions

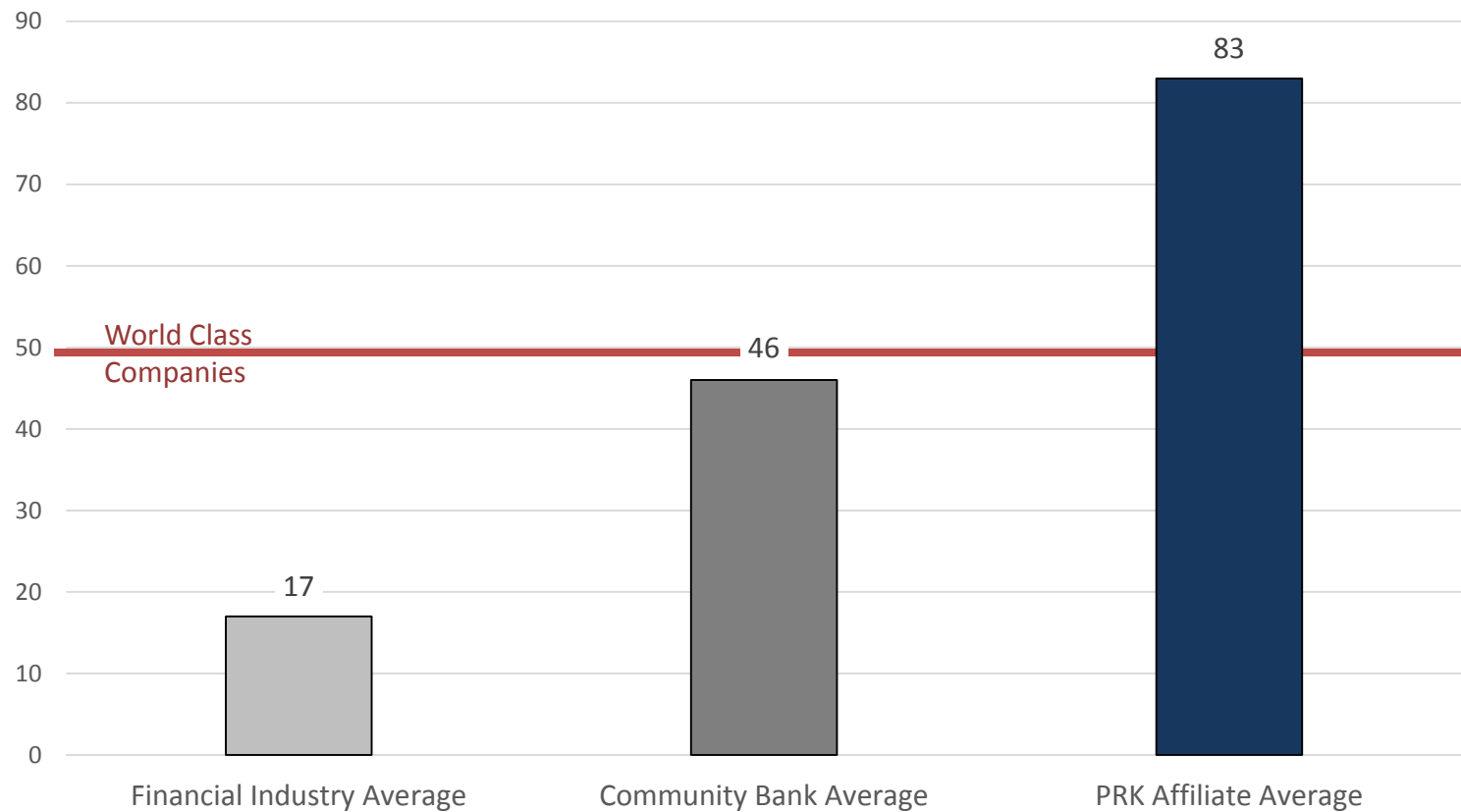


# Mobile Banking



# Net Promoter Score

## Comparison of Results

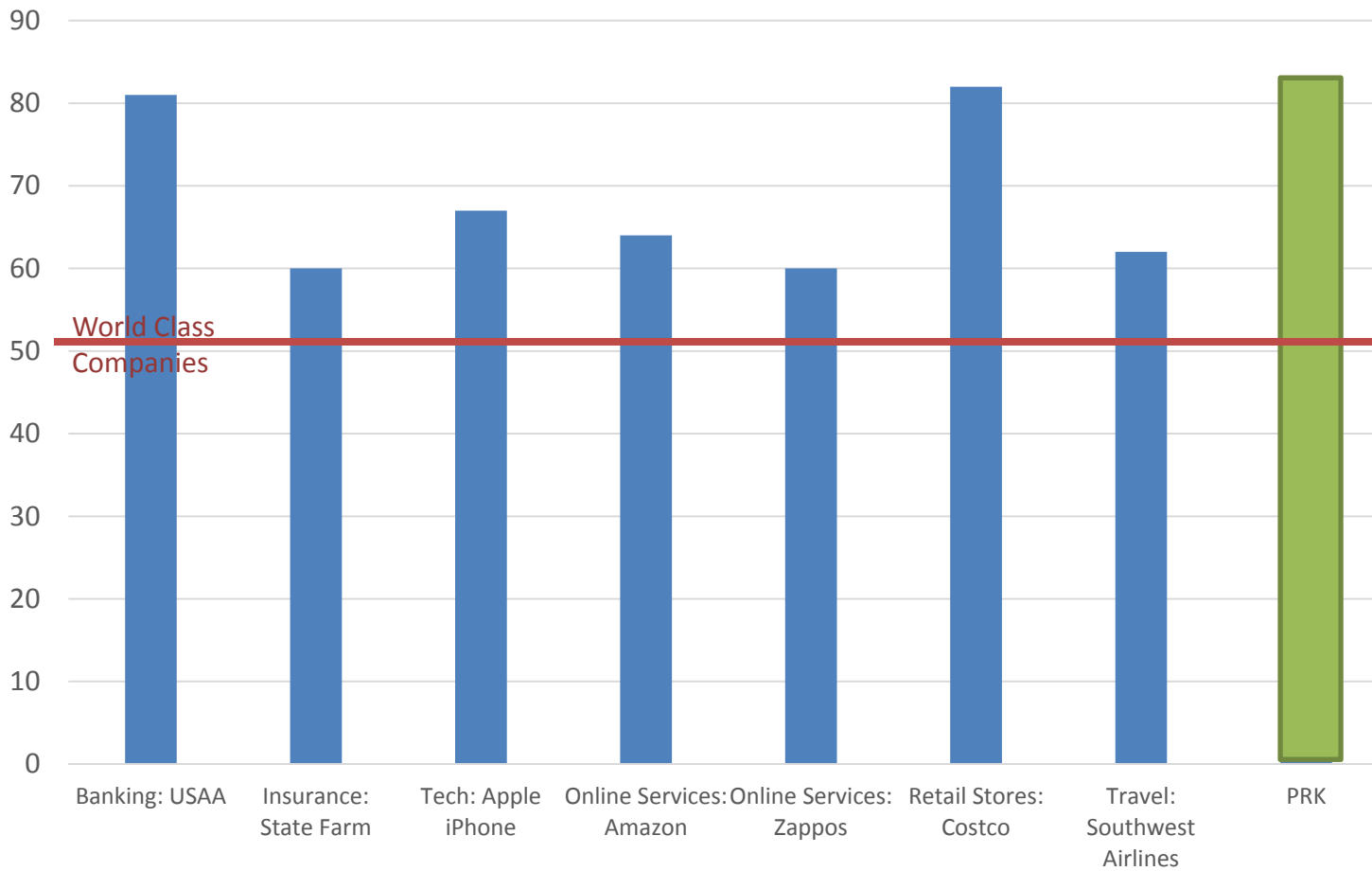


Financial Industry Includes direct banks, credit unions, community banks, regional banks and national banks.

Average score for community banks is based on Bain/Research Now US Survey, 2013.

# Net Promoter Score

## World Class Companies



# The Park National Bank

*The bank of choice*

## Headquarter Counties – Deposits (in thousands)

Bank Division	Year Joined Park	Hdqtr. Co. Deposits as of 6/30/14	Total County Deposits as of 6/30/14	% of 2014 Market Share	% of 2013 Market Share	2014 Headquarter County Market Share Rank	2013 Headquarter County Market Share Rank
Park National	1908	\$1,239,220	\$2,115,889	58.57%	58.27%	1	1
Fairfield National	1985	401,853	1,875,451	21.43%	20.00%	1	1
Richland Bank	1987	485,952	1,715,231	28.33%	28.05%	1	1
Century National	1990	393,326	1,275,756	30.83%	31.27%	1	1
First-Knox National	1997	430,599	756,899	56.89%	56.80%	1	1
Second National	2000	247,829	1,038,191	23.87%	23.39%	2	2
Security National	2001	456,238	1,447,778	31.51%	32.12%	1	1
Seven largest OH divisions		\$3,655,017	\$10,225,195	35.75%	35.30%		
Other OH divisions – headquarter counties		534,419	4,854,888	11.01%	11.50%		
Total OH divisions – headquarter counties		\$4,189,436	\$15,080,083	27.78%	27.80%		
Remaining Ohio bank deposits		\$840,951					
Total Ohio bank deposits		\$5,030,387					

Source: FDIC, June 30, 2014

## 2014 PRK Agenda

- A. Grow consolidated net income; maintain dividend at historic rate
- B. Produce PRK ROAE in the upper quintile relative to peers
- C. Continued reduction of SEPH nonperforming assets
- D. Reduce PNB nonperforming assets
- E. Grow quality loans; expand relationships with existing customers
- F. Maintain or improve all regulatory ratings
- G. Resolve overcrowded conditions in operations centers
- H. Analyze and review M&A opportunities

## 2015 PRK Agenda

- A. Consolidated Net Income => \$85 million
- B. Maintain common dividend at historic rate
- C. Perform in upper quintile of \$3-\$10 billion bank holding company peer group
- D. Reduce SEPH troubled assets to \$20 million by 12/31/2015
- E. Maintain or improve all regulatory ratings
- F. Maintain => 85% of key risk indicators in green condition
- G. Establish and/or maintain contact with M&A prospects; review M&A possibilities as they emerge

April 27, 2015

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