



UNITED COMMUNITY

FINANCIAL CORP.

Acquisition of

Ohio Legacy Corp

September 8, 2016

Forward-Looking Statement Disclosure

Matters set forth in this presentation contain certain forward-looking statements. These forward-looking statements may include: management plans relating to the transaction; the expected timing of the completion of the transaction; the ability to complete the transaction; the ability to obtain any required regulatory, shareholder or other approvals; statements of the plans and objectives of management for future operations, products or services, including the execution of integration plans; statements about the benefits of the proposed merger between United Community Financial Corp. (“United Community” or “UCFC”) and Ohio Legacy Corp (“Ohio Legacy” or “OLCB”), statements of expectation or belief; projections related to certain financial metrics; and statements of assumptions underlying any of the foregoing. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project” and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time and are beyond our control. Because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those that United Community anticipates in its forward-looking statements and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to, those included under Item 1A “Risk Factors” in United Community’s Annual Report on Form 10-K and those disclosed in United Community’s other periodic reports filed with the Securities and Exchange Commission (the “SEC”), as well as the possibility: that expected benefits may not materialize in the timeframe expected or at all, or may be more costly to achieve; that the transaction may not be timely completed, if at all; that prior to the completion of the transaction or thereafter, United Community’s and Ohio Legacy’s respective businesses may not perform as expected due to transaction-related uncertainty or other factors; that the parties are unable to successfully implement integration strategies; that required regulatory, shareholder or other approvals are not obtained or other customary closing conditions are not satisfied in a timely manner or at all; reputational risks and the reaction of the companies’ customers, employees and other constituents to the transaction; and diversion of management time on merger-related matters. For any forward-looking statements made in this presentation or in any documents, annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results. All forward-looking statements included in this presentation are based on information available at the time of the presentation. Forward-looking statements speak only as of the date they are made. United Community does not assume any duty or undertake to update forward-looking statements.



Additional Information about the Transaction

Shareholders of Ohio Legacy and other interested parties are urged to read the proxy statement/prospectus that will be included in the Form S-4 registration statement that United Community will file with the SEC in connection with the merger because it will contain important information about United Community, Ohio Legacy, the merger and other related matters. A proxy statement/prospectus will be mailed to shareholders of Ohio Legacy prior to the Ohio Legacy shareholder meeting, which has not yet been scheduled. In addition, when the registration statement, which will include the proxy statement/prospectus and other related documents, is filed by United Community with the SEC, it may be obtained for free at the SEC's website at <http://www.sec.gov>, on the NASDAQ website at <http://www.nasdaq.com> and from either the United Community or Ohio Legacy websites at <http://www.ucfonline.com> or at <http://www.ohiolegacycorp.com>.

Transaction Rationale

Consistent with UCFC's Strategic Objectives

- **Increased Commercial Lending & Balance Sheet Migration:**
 - UCFC's larger balance sheet combined with OLCB's commercial lending expertise provides opportunity for accelerated expansion of the commercial lending platform
 - 22.6% CAGR¹ in OLCB's commercial loan portfolio from 2011 – 2016 YTD
 - Attractive loan mix with commercial loans² representing 53% of OLCB's loan portfolio
 - Increases UCFC's commercial loan portfolio by over 40%
 - Transaction facilitates Home Savings' evolution to a commercial bank chartered institution
- **Diversification of Revenue Streams & Geography:**
 - Establishes UCFC's lending presence in the Canton-Akron MSA with meaningful deposit market share
 - Adds wealth management and trust capabilities to the Home Savings franchise – revenue synergies expected though not modeled
- **Improving ROE Through Deployment of Excess Capital:**
 - Acquisition allows UCFC to leverage excess capital through a highly accretive acquisition
- **Talent:**
 - Retained leadership team with Rick Hull joining Home Savings as Regional President and Denise Penz leading Home Savings' new wealth management and trust divisions



Transaction Rationale

Financially Attractive Opportunity

- Expected to be ~15% accretive to 2017 EPS⁽¹⁾
- Tangible book value (“TBV”) dilution of less than 6.0% at close
- TBV earn-back ~3.9 years using the “crossover method”⁽²⁾ and including all merger-related expenses, purchase accounting adjustments and cost savings
- Internal rate of return in the high-teens
- Remain in excess of “Well-Capitalized” guidelines on a pro forma basis



1) Excludes merger-related charges; assumes 80% cost savings phase-in in 2017

2) Crossover method defined as the number of years for projected pro forma TBV per share to exceed projected stand-alone TBV per share

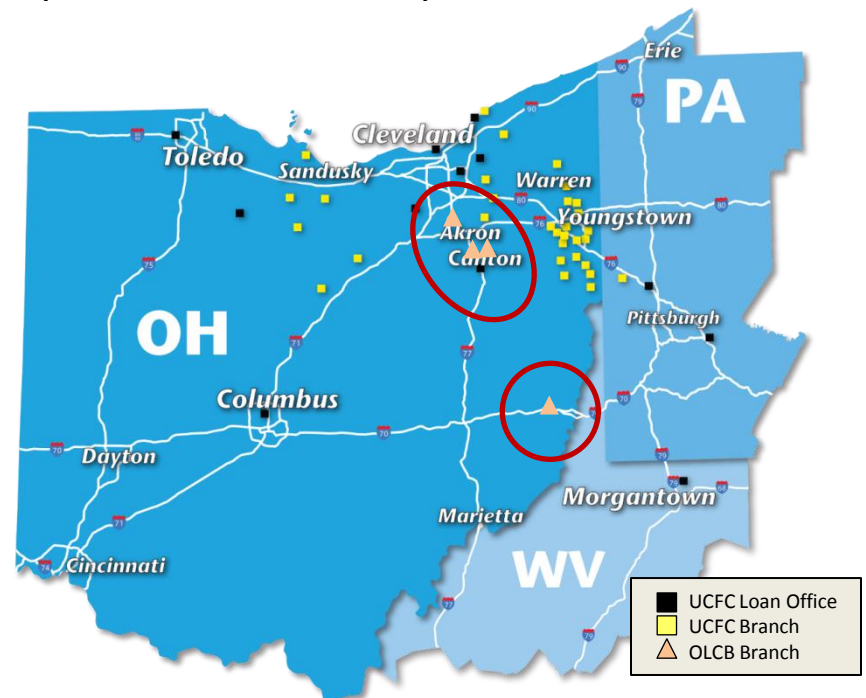
Summary of Key Terms

Consideration	<ul style="list-style-type: none"> • OLCB shareholders may elect to receive either 2.736 shares of UCFC common shares and/or \$18.00 in cash for each share of OLCB common shares held <ul style="list-style-type: none"> ▪ Transaction subject to 50% of OLCB common shares outstanding at close receiving shares of UCFC common shares and 50% of the shares receiving cash consideration • OLCB option holders to receive the difference between \$18.00 in cash and the option strike price • Implied consideration of \$17.97 per share or \$40.3 million in aggregate⁽¹⁾
Pricing Multiples	<ul style="list-style-type: none"> • Deal Value / OLCB 6/30/16 TBV⁽²⁾: 140% • Deal Value / OLCB 6/30/16 LTM Earnings: 30.6x • Deal Value / OLCB 2017 Est. Earnings + Cost Savings⁽³⁾: 8.6x • Core Deposit Premium⁽⁴⁾: 6.5%
Management and Board of Directors	<ul style="list-style-type: none"> • Rick Hull (CEO) and Denise Penz (COO) to remain with continuing organization • OLCB director, Louis M. Altman, to join United Community and Home Savings boards
Due Diligence and Deal Protections	<ul style="list-style-type: none"> • Extensive diligence completed including detailed on-site loan review – 53% of portfolio reviewed • OLCB minimum equity and reserves requirement of \$32.6 million
Pro Forma Ownership	<ul style="list-style-type: none"> • 94% UCFC / 6% OLCB
Approvals / Timing	<ul style="list-style-type: none"> • Approval of OLCB shareholders and customary regulatory approvals • Estimated closing in early Q1 2017

Overview of Ohio Legacy⁽¹⁾

	2014	2015	2016 YTD	CAGR
Balance Sheet				
Total Assets (\$000s)	266,189	321,444	320,356	13%
Asset Growth - Annualized (%)	15.8	20.8	(0.7)	
Total Gross Loans (\$000s)	224,041	252,939	273,834	14%
Loan Growth - Annualized (%)	13.0	12.9	16.5	
Total Deposits (\$000s)	191,440	253,814	249,943	19%
Loan Growth - Annualized (%)	9.8	32.6	(3.1)	
Loans / Deposits (%)	117	100	109	
Capital Position				
Tangible Common Equity (\$000s)	24,170	25,181	26,015	5%
TCE Ratio (%)	9.1	7.9	8.1	
Bank-Level Leverage Ratio (%)	9.7	9.2	9.6	
Bank-Level Total RBC Ratio (%)	11.7	11.6	11.5	
Profitability				
Net Income (\$000s) (2)	4,934	1,152	838	
Core Net Income (\$000s) (3)	829	1,152	838	60%
ROAA (%)	1.93	0.39	0.52	
Core ROAA (%)	0.32	0.39	0.52	
ROATCE (%)	23.0	4.0	6.0	
Core ROATCE (%)	3.8	4.0	6.0	
Net Interest Margin (%)	3.20	3.04	3.02	
Efficiency Ratio (%)	86	79	77	
Asset Quality				
NPAs / Assets (%)	1.14	1.07	1.01	
Reserves / Gross Loans (%)	1.18	1.04	1.00	
NCOs / Avg. Loans (%)	(0.03)	0.22	-	
Per Share Data				
Diluted EPS (\$) (2)	2.47	0.49	0.38	
Core Diluted EPS (\$) (3)	0.42	0.49	0.38	50%
Tangible Book Value (\$)	12.26	12.77	13.17	5%

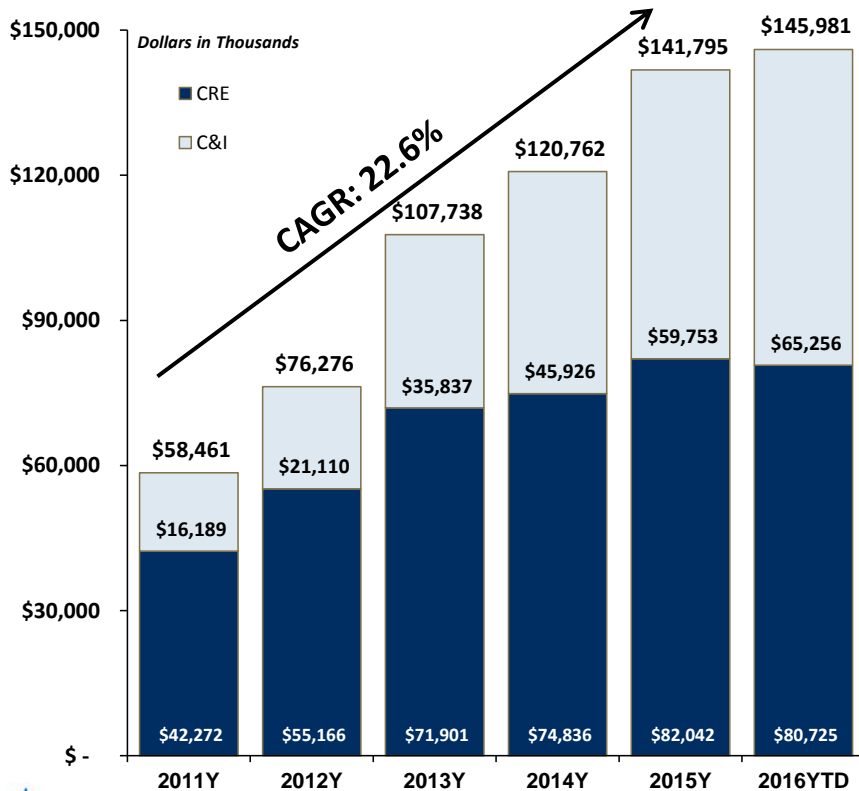
- OLCB has experienced strong loan growth – 14% CAGR since 2014
- Ohio Legacy’s wealth management division adds additional non-interest income products to UCFC’s product suite



Strategic Components of Ohio Legacy

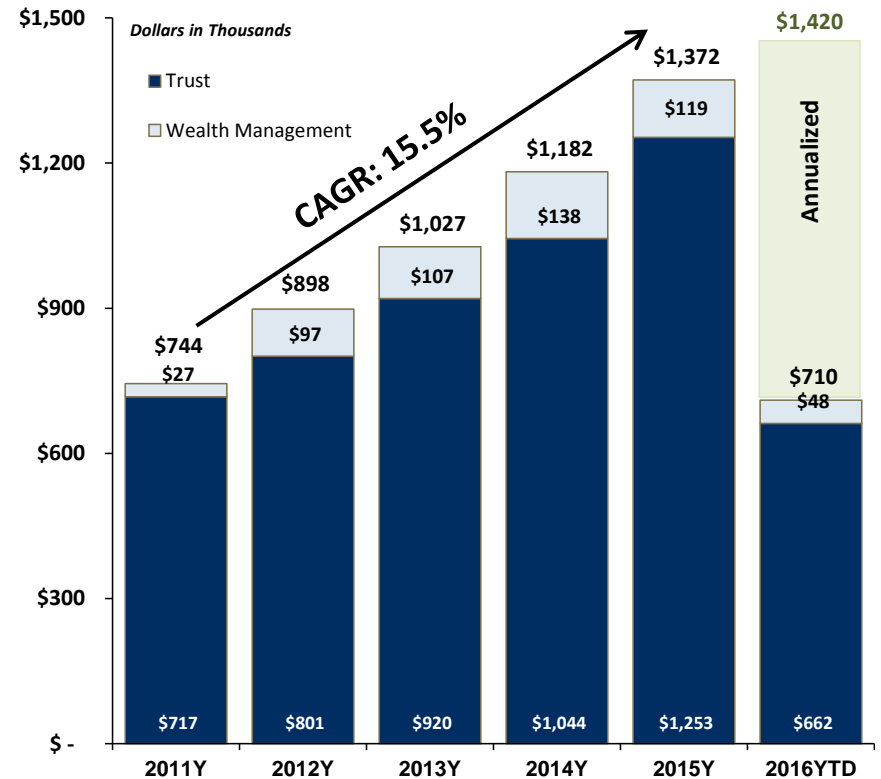
Commercial Lending

OLCB furthers UCFC's strategic balance sheet migration to a commercial bank and expansion of its commercial lending platform



Attractive Fee Income

OLCB will add wealth management and trust capabilities to UCFC's platform allowing for product cross sell across the entire platform



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Source: SNL Financial
Note: Compound Annual Growth Rates are calculated from 2011 to 2016 year to date; data based on Premier Bank & Trust Call Report filings

Attractive Market and Growth Opportunities

Market Highlights

- **Significant expansion in the Canton/Akron MSA**
 - ~\$20 billion in deposits in the market area
 - Over 1.1 million people
 - 5.0% unemployment rate vs. 6.0% UCFC legacy markets
 - 11.6% projected population change vs. 8.7% UCFC legacy markets
 - The pro forma institution ranks 11th in overall deposit market share in Summit and Stark counties and 2nd amongst Ohio-based community banks*
- **Additional market penetration into the Belmont County market area – OLCB trust department headquarters**

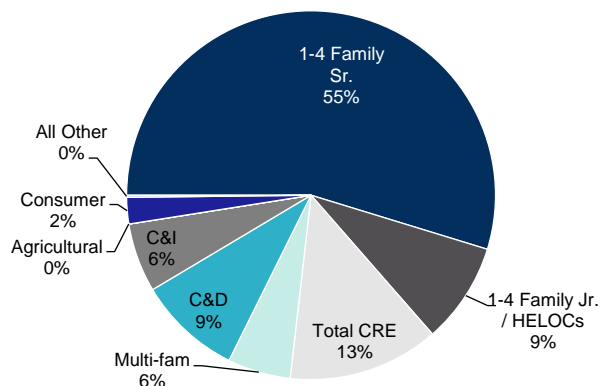
Pro Forma Deposit Market Share

Summit/Stark, Counties				
2015 Rank	Institution (ST)	# of Branches	2015 Deposits (\$000)	2015 Market Share (%)
1	Huntington Bancshares Inc. (OH)	77	6,210,212	34.75
2	JPMorgan Chase & Co. (NY)	28	2,272,440	12.71
3	PNC Financial Services Group (PA)	29	1,825,291	10.21
4	KeyCorp (OH)	26	1,671,150	9.35
5	Citizens Financial Group Inc. (RI)	30	1,241,510	6.95
6	First Commonwealth Financial (PA)	11	1,173,942	6.57
7	Fifth Third Bancorp (OH)	18	832,914	4.66
8	TFS Financial Corp (MHC) (OH)	3	501,348	2.80
9	New York Community Bancorp (NY)	5	465,315	2.60
10	U.S. Bancorp (MN)	17	275,238	1.54
11	Ohio Legacy Corp (OH)	3	209,083	1.17
12	Ohio Farmers Insurance Co. (OH)	4	204,533	1.14
13	Consumers Bancorp Inc. (OH)	7	176,013	0.98
14	Northwest Bancshares, Inc. (PA)	2	149,476	0.84
15	Central Federal Corp. (OH)	1	131,408	0.74
16	Peoples Bancorp Inc. (OH)	4	99,006	0.55
17	Dollar Bank FSB (PA)	2	93,575	0.52
18	Magnolia Bancorp Inc. (OH)	3	66,352	0.37
19	Farmers National Banc Corp. (OH)	5	64,336	0.36
20	F.N.B. Corp. (PA)	2	57,977	0.32
Total For Institutions In Market		288	17,873,676	



Pro Forma Loan Composition

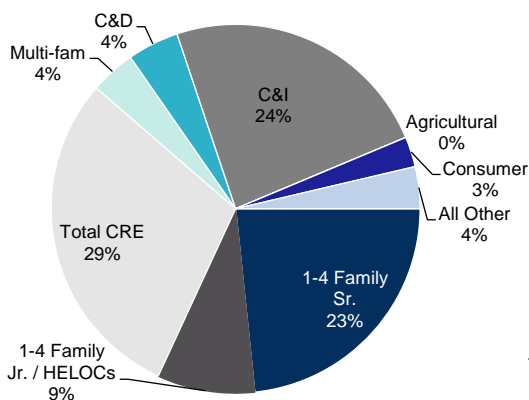
Home Savings & Loan Co. of Youngstown



(Dollars in thousands)

Loan Type	Balance	%
1-4 Family Sr.	800,299	55%
1-4 Family Jr. / HELOCs	129,178	9%
Total CRE	193,597	13%
Multi-fam	80,790	6%
C&D	133,176	9%
C&I	88,539	6%
Agricultural	0	0%
Consumer	33,877	2%
All Other	2,660	0%
Total	1,462,116	100%

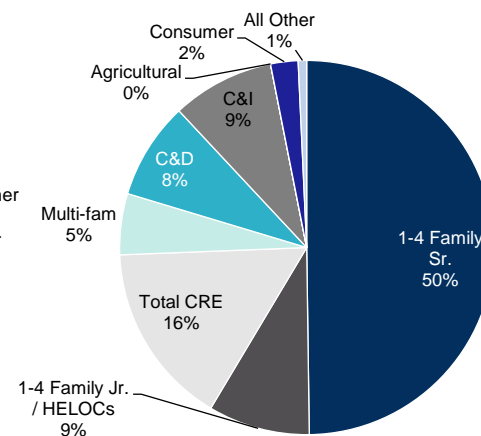
Premier Bank & Trust



(Dollars in thousands)

Loan Type	Balance	%
1-4 Family Sr.	63,909	23%
1-4 Family Jr. / HELOCs	23,423	9%
Total CRE	80,725	29%
Multi-fam	10,866	4%
C&D	12,360	4%
C&I	65,256	24%
Agricultural	0	0%
Consumer	7,238	3%
All Other	10,057	4%
Total	273,834	100%

Pro Forma



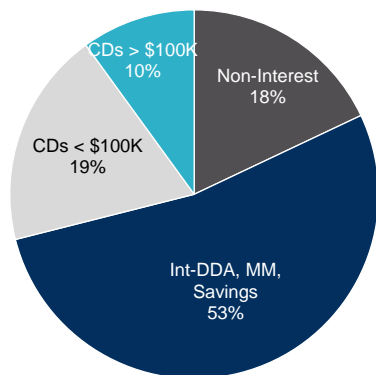
(Dollars in thousands)

Loan Type	Balance	%
1-4 Family Sr.	864,208	50%
1-4 Family Jr. / HELOCs	152,601	9%
Total CRE	274,322	16%
Multi-fam	91,656	5%
C&D	145,536	8%
C&I	153,795	9%
Agricultural	0	0%
Consumer	41,115	2%
All Other	12,717	1%
Total	1,735,950	100%

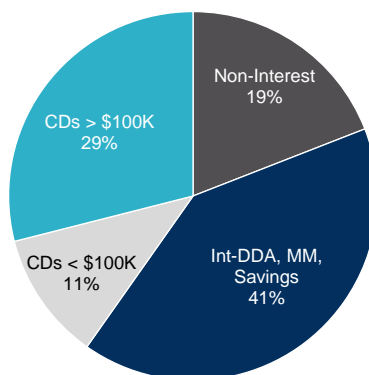


Pro Forma Deposit Composition

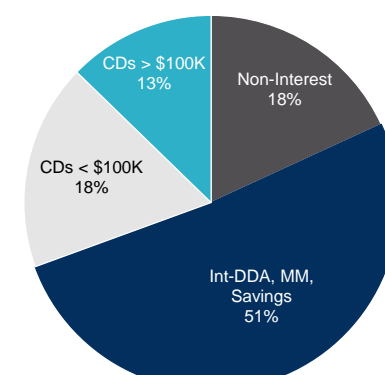
Home Savings & Loan Co. of Youngstown



Premier Bank & Trust



Pro Forma



(Dollars in thousands)

Deposit Type	Balance	%
Non-Interest	267,406	18%
Int-DDA, MM, Savings	789,693	53%
CDs < \$100K	281,813	19%
CDs > \$100K	148,734	10%
Total	1,487,646	100%

(Dollars in thousands)

Deposit Type	Balance	%
Non-Interest	47,772	19%
Int-DDA, MM, Savings	101,872	41%
CDs < \$100K	28,232	11%
CDs > \$100K	72,521	29%
Total	250,397	100%

(Dollars in thousands)

Deposit Type	Balance	%
Non-Interest	315,178	18%
Int-DDA, MM, Savings	891,565	51%
CDs < \$100K	310,045	18%
CDs > \$100K	221,255	13%
Total	1,738,043	100%



Due Diligence / Modeling Summary

Due Diligence Highlights

- Comprehensive due diligence process
- In-depth review of credit files, underwriting methodology and policy
- Additional outside loan review completed in August 2016 with no issues found
- 53% of total loan portfolio reviewed, including 75% of commercial loans and 100% of all non performing assets
- Detailed review of expenses on a line item basis

Modeling Assumptions

- Estimated loan mark of \$5.8 million (\$2.9 million net of reserves)
- Interest rate marks:
 - Loan rate mark of -\$2.9 million (amortized over 3.5 years)
 - Deposit rate mark of \$813 thousand (amortized over 1.6 years)
- Assumes 44% cost savings, 80% phased-in in 2017, 100% thereafter
- After-tax, one-time buyer and seller combined merger charges are estimated at \$3.8 million
- Core deposit intangible of 1.0% amortized over 10 years using sum of years digits



Summary Highlights

- Accelerates UCFC's achievement of strategic business drivers
- Commercially oriented franchise with strong asset quality
- Enhances UCFC's position in the Canton and Akron markets and expands the franchise into the Belmont County market
- Retention of Rick Hull and Denise Penz, Board representation, and key business team to preserve franchise value
- Provides new wealth management and trust business to be implemented across UCFC
- Financially compelling:
 - Approximately ~15% accretive to EPS in the first full year⁽¹⁾
 - Modest TBV dilution with ~3.9 year earn back (crossover method)⁽²⁾
- Pro forma capital levels well above minimum requirements; flexibility to continue organic growth and future acquisitions



1) Excludes merger-related charges; assumes 80% cost savings phase-in in 2017

2) Crossover method defined as the number of years for projected pro forma TBV per share to exceed projected stand-alone TBV per share



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