

EMCLAIRE FINANCIAL CORP

Form 424B3

August 02, 2018

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Filed pursuant to Rule 424(b)(3)

Registration No. 333-226031

COMMUNITY FIRST BANCORP, INC.

444 East Main Street

P.O. Box 130

Reynoldsville, Pennsylvania 15851

Dear Shareholder of Community First Bancorp, Inc.:

On May 24, 2018, Emclaire Financial Corp, or Emclaire, and Community First Bancorp, Inc., or Community First, entered into an Agreement and Plan of Merger, which we refer to as the merger agreement, which provides for the merger of Community First with and into Emclaire, which we refer to as the merger. In addition, The Farmers National Bank of Emlenton, the wholly owned banking subsidiary of Emclaire, or Farmers National, and Community First Bank, the banking subsidiary of Community First, will enter into an Agreement of Merger, which we refer to as the bank merger agreement, providing for the merger of Community First Bank with and into Farmers National, which we refer to as the bank merger.

If the merger is completed, Community First shareholders will be entitled to receive, for each share of Community First common stock they own (other than shares held by Emclaire or Community First or dissenting shares), 1.2008 shares of Emclaire common stock and \$6.95 in cash, which we refer to collectively as the merger consideration. Based on the closing sales price of Emclaire common stock on July 26, 2018, the latest practical trading date prior to this proxy statement/information statement/prospectus, the per share value of the merger consideration is \$51.38 and the aggregate value of the merger consideration is \$18.9 million. Emclaire expects to issue up to 419,237 shares of common stock in the merger after cancellation of the Community First common shares owned by Emclaire and before taking into account any adjustment for the issuance of cash in lieu of fractional shares. In addition, pursuant to the bank merger, each outstanding share of preferred stock of Community First Bank will be exchanged for similar shares of preferred stock of Emclaire.

The market value of the merger consideration will fluctuate with the market price of Emclaire common stock and will not be known at the time Community First shareholders vote at its special meeting. The cash included in the merger consideration is a fixed amount and will remain fixed regardless of any changes in the market value of the shares of Emclaire common stock.

Emclaire's common stock trades on the NASDAQ Capital Market under the symbol "EMCF." The table below presents the closing prices of Emclaire common stock on May 24, 2018, the last trading day prior to the public announcement of the merger, and on July 26, 2018, the last practicable trading day before the distribution of this proxy statement/information statement/prospectus. The table also presents the implied value for each share of Community First common stock converted into shares of Emclaire common stock on those dates, as determined by multiplying the closing price of Emclaire common stock on those dates by the exchange ratio of 1.2008, and adding the \$6.95 cash portion of the merger consideration to such amount. We urge you to obtain current market quotations for Emclaire.

	Emclaire Common Stock	Equivalent Value of One Share of Community First Common Stock
At May 24, 2018	\$ 34.25	\$ 48.08
At July 26, 2018	37.00	51.38

Your vote is important. In order to complete the merger, shareholders of Community First must approve and adopt the merger agreement. Approval and adoption of the merger agreement requires the affirmative vote of the holders of at

least fifty-one percent (51%) of the outstanding shares of Community First common stock at the Community First special meeting of shareholders.

Community First will hold a special meeting of shareholders at the Operations Center of Community First Bank, located at 432 East Main Street, Reynoldsville, Pennsylvania 15851 on September 20, 2018 at 11:00 a.m., local time, to consider and vote on the approval and adoption of the merger agreement.

Community First's board of directors unanimously recommends that Community First's shareholders vote "FOR" approval and adoption of the merger agreement and "FOR" the approval of the adjournment or postponement of the Community First special meeting, if necessary, to solicit additional proxies in favor of that proposal.

Whether or not you plan to attend the Community First special meeting, your board of directors urges you to vote by completing, signing, dating and returning the enclosed proxy card as soon as possible in the enclosed postage-paid envelope. This will not prevent you from voting in person at the Community First special meeting, but will assure that your vote is counted if you are unable to attend.

This proxy statement/information statement/prospectus provides you with detailed information about the merger agreement, the merger and the proposals to be voted on at the Community First special meeting. In addition to being a proxy statement of Community First, this document also is the prospectus of Emclaire for the shares of Emclaire common stock that will be issued to Community First shareholders in connection with the merger.

We urge you to read this entire proxy statement/information statement/prospectus, including the Annexes hereto, carefully because they contain important information about the merger agreement, the merger and the proposals to be voted on at the Community First special meeting. In particular, you should read carefully the information under the section entitled "Risk Factors" beginning on page 16. You can also obtain information about Emclaire from documents that Emclaire files with the Securities and Exchange Commission, or SEC.

If you have any questions regarding the accompanying proxy statement/information statement/prospectus, you may contact the undersigned by calling (814) 653-8232.

Sincerely,

Henry H. Deible

President and Chief Executive Officer

None of the SEC, any state securities commission, or any bank or other regulatory body has approved or disapproved of the securities to be issued in the merger or passed upon the accuracy or adequacy of this proxy statement/information statement/prospectus. Any representation to the contrary is a criminal offense.

The shares of Emclaire common stock to be issued to Community First shareholders in connection with the merger are not deposits or savings accounts or other obligations of any bank or savings association, and are not insured by the Federal Deposit Insurance Corporation, or FDIC, or any other governmental agency.

The date of this proxy statement/information statement/prospectus is July 27, 2018, and it is first being mailed or otherwise delivered to Community First shareholders on or about August 3, 2018.

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COMMUNITY FIRST BANCORP, INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON SEPTEMBER 20, 2018

To the Shareholders of Community First Bancorp, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Community First Bancorp, Inc., or Community First, will be held on September 20, 2018 at 11:00 a.m. local time at the Operations Center of Community First Bank, located at 432 East Main Street, Reynoldsville, Pennsylvania 15851, to consider and vote upon the following matters:

1.

A proposal to approve and adopt the Agreement and Plan of Merger dated as of May 24, 2018, by and between Emclaire Financial Corp and Community First, pursuant to which Community First will merge with and into Emclaire, as more fully described in the attached proxy statement/information statement/prospectus and thereby approve all transactions in connection therewith, which we refer to as the merger proposal; and

2.

A proposal to authorize the adjournment or postponement of the special meeting, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the proposal to approve and adopt the merger proposal, which we refer to as the adjournment proposal.

We have fixed the close of business on July 23, 2018 as the record date for determining those Community First shareholders entitled to notice of, and to vote at, the Community First special meeting and any adjournments or postponements of the Community First special meeting. Only Community First shareholders of record at the close of business on that date are entitled to vote at the Community First special meeting and any adjournments or postponements of the Community First special meeting.

Approval of the proposal to approve and adopt the Agreement and Plan of Merger requires the affirmative vote of the holders of at least 51% of the outstanding shares of Community First common stock at the special meeting of shareholders of Community First.

Whether or not you intend to attend the Community First special meeting, please vote as soon as possible by signing and returning the enclosed proxy card in the postage-paid envelope provided. If you attend the Community First special meeting, you may vote in person if you wish, even if you have previously returned your proxy card.

Community First's board of directors has approved the merger agreement and all transactions in connection therewith and recommends that Community First shareholders vote "FOR" approval of the proposal to approve and adopt the Agreement and Plan of Merger and "FOR" the proposal to authorize the adjournment or postponement of the Community First special meeting, if necessary or appropriate, to solicit additional proxies to approve and adopt the proposal to adopt the merger proposal.

The enclosed proxy statement/information statement/prospectus provides a detailed description of the Community First special meeting, the merger, the merger agreement and other documents related to the merger and other related matters. We urge you to read the proxy statement/information statement/prospectus, including the attached Annexes carefully and in their entirety.

BY ORDER OF THE BOARD OF DIRECTORS,

Eugene E. Deible, III, Corporate Secretary

Reynoldsville, Pennsylvania

July 27, 2018

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COMMUNITY FIRST BANK

444 East Main Street

Reynoldsville, Pennsylvania 15851

NOTICE OF ACTION TO BE TAKEN

To the Preferred Shareholders of Community First Bank:

WE ARE NOT ASKING YOU FOR YOUR PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. COMMUNITY FIRST BANK INTENDS TO TAKE THE ACTION DESCRIBED BELOW BY WRITTEN CONSENT AS THE SOLE SHAREHOLDER OF THE OUTSTANDING VOTING STOCK OF COMMUNITY FIRST BANK. PURSUANT TO PENNSYLVANIA BANKING LAW AND THE TERMS OF THE COMMUNITY FIRST BANK PREFERRED STOCK, THE VOTE OF THE PREFERRED SHAREHOLDERS IS NOT REQUIRED. On May 24, 2018, Emclaire Financial Corp, or Emclaire, and Community First Bancorp, Inc., or Community First, entered into an Agreement and Plan of Merger, or the merger agreement, which provides for the merger of Community First with and into Emclaire, or the merger. The merger agreement also provides that, upon the completion of the merger of Community First into Emclaire, Community First Bank, which is a subsidiary of Community First, will then merge with and into The Farmers National Bank of Emlenton, the wholly owned banking subsidiary of Emclaire, or Farmers National, pursuant to an Agreement of Merger (the form of which is attached as Exhibit A to the merger agreement), or the bank merger agreement.

Pursuant to the bank merger, all of the approximately \$4.2 million of outstanding shares of Community First Bank's preferred stock will be exchanged on a one-for-one basis for shares of two newly created series of Emclaire preferred stock. Upon completion of merger and bank merger (i) each share of Series A Non-Cumulative Perpetual Preferred Stock of Community First Bank, shall be converted into the right to receive one share of Series C Non-Cumulative Preferred Stock of Emclaire, liquidation preference \$10 per share, and (ii) each share of Series B Non-Cumulative Perpetual Preferred Stock of Community First Bank, shall be converted into the right to receive one share of Series D Non-Cumulative Preferred Stock of Emclaire.

Community First, as the sole holder of the outstanding voting stock of Community First Bank, intends to approve the bank merger agreement and bank merger by written consent. Pursuant to Pennsylvania banking law and the terms of the Community First Bank preferred stock, the vote of the holders of the Community First Bank preferred stock is not required.

As a result, no further action on the part of Community First Bank preferred shareholders is required in connection with any of these transactions. If the merger and bank merger are completed, you will receive instructions on how to exchange your shares of Community First Bank preferred stock for shares of Emclaire preferred stock.

The enclosed proxy statement/information statement/prospectus provides a detailed description of the Community First special meeting, the merger, the merger agreement and other documents related to the merger and other related matters. We urge you to read the proxy statement/information statement/ prospectus, including the attached Annexes carefully and in their entirety.

This proxy statement/information statement/prospectus is first being mailed or otherwise delivered to Community First Bank preferred shareholders on or about August 3, 2018.

BY ORDER OF THE BOARD OF DIRECTORS,

Eugene E. Deible, III, Corporate Secretary

Reynoldsville, Pennsylvania

July 27, 2018

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ADDITIONAL INFORMATION

Emclaire files reports, proxy statements and other information with U.S. Securities and Exchange Commission, which we refer to as the SEC, pursuant to the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. You can obtain any of the documents filed with or furnished to the SEC by Emclaire at no cost from the SEC's website at <http://www.sec.gov>. You may also request copies of these documents at no cost by contacting Emclaire at the following address:

Emclaire Financial Corp

612 Main Street

Emlenton, Pennsylvania 16373

(844) 767-2311

Attention: Amanda L. Engles, Senior Vice President and Chief Financial Officer

You will not be charged for any of these documents that you request.

If you have any questions concerning the merger or this proxy statement/information statement/ prospectus, would like additional copies of this proxy statement/information statement/prospectus or need help voting your shares of Community First common stock, please contact Henry H. Deible, President and Chief Executive Officer, or Eugene E. Deible, III, Corporate Secretary, Community First Bancorp, Inc. at (814) 653-8232.

See "Where You Can Find More Information" on page 136.

ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form S-4 filed by Emclaire with the SEC (File No. 333-226031) under the Securities Act of 1933, as amended, which we refer to as the Securities Act, constitutes a prospectus of Emclaire with respect to the shares of Emclaire common stock to be issued to Community First shareholders in connection with the proposed merger and the shares of Emclaire preferred stock to be issued to the preferred shareholders of Community First Bank in the bank merger. This document also constitutes a proxy statement of Community First in connection with its special meeting of shareholders. This document also provides the notice of the special meeting of Community First in accordance with state law with respect to its special meeting at which shareholders will consider and vote on the proposals described in the Community First notice. In addition, this document constitutes an information statement with respect to the approval of the bank merger agreement by the shareholders of Community First Bank.

You should rely only on the information contained in this document. We have not authorized anyone to provide you with information that is different from that contained in this document. This document is dated July 27, 2018. You should not assume that the information contained in this document is accurate as of any date other than that date. Neither the mailing of this document nor the issuance by Emclaire of its shares in connection with the merger and the bank merger will create any implication to the contrary.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding Emclaire has been provided by Emclaire and information contained in this document regarding Community First has been provided by Community First.

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QUESTIONS AND ANSWERS ABOUT THE MERGER, THE BANK MERGER
AND THE SPECIAL MEETING

The following questions and answers briefly address some commonly asked questions about the merger, the bank merger and the Community First special meeting of shareholders. They may not include all the information that may be important to you. You should read carefully the entire document, including the Annexes to fully understand the merger agreement, the bank merger agreement and the transactions contemplated thereby, including the merger and the bank merger, the issuance of shares of Emclaire common and preferred stock in connection with the merger and the bank merger, the proposals to be considered and voted on by Community First shareholders, and the voting procedures for the Community First special meeting of shareholders.

In this proxy statement/information statement/prospectus, we generally refer to Emclaire Financial Corp as “Emclaire,” The Farmers National Bank of Emlenton, a national bank and wholly owned subsidiary of Emclaire, as “Farmers National,” Community First Bancorp, Inc. as “Community First” and Community First Bank as “Community First Bank.”

Q:

What is the merger and bank merger?

A:

On May 24, 2018, Emclaire and Community First entered into an Agreement and Plan of Merger, which we refer to as the merger agreement, which provides for the merger of Community First with and into Emclaire, which we refer to as the merger. In addition, Farmers National, the wholly owned banking subsidiary of Emclaire, and Community First Bank, the banking subsidiary of Community First, will enter into an Agreement of Merger, which we refer to as the bank merger agreement, providing for the merger of Community First Bank with and into Farmers National, which we refer to as the bank merger.

Q:

Why am I receiving this proxy statement/information statement/prospectus?

A:

Shareholders of Community First are receiving this document because it is a proxy statement being used by the Community First board of directors to solicit proxies from its shareholders in connection with approval of the proposals described herein. In order to consider and approve the proposals, Community First has called a special meeting of its shareholders, which we refer to as the Community First special meeting. This document serves as a proxy statement for the Community First special meeting and describes the proposals to be presented and voted on at the special meeting. The enclosed voting materials allow shareholders to vote their shares without attending the Community First special meeting in person.

Preferred shareholders of Community First Bank are receiving this document because it is an information statement being used by the Community First Bank board of directors to notify shareholders of the action intended to be taken by Community First to approve the bank merger agreement and the bank merger. Community First, as the sole holder of the outstanding voting stock of Community First Bank, intends to approve the bank merger agreement and the bank merger by its written consent. Pursuant to Pennsylvania banking law and the terms of the Community First Bank preferred stock, the vote of the holders of the Community First Bank preferred stock is not necessary.

This document also is a prospectus that is being delivered by Emclaire to Community First shareholders and preferred shareholders of Community First Bank because Emclaire will issue shares of its common stock to Community First shareholders and shares of its preferred stock to Community First Bank preferred shareholders in connection with the merger.

Q:

What proposals am I being asked to vote on?

A:

Community First's shareholders are being asked to approve and adopt the merger agreement and the transactions contemplated thereby, including the merger. In addition, Community First shareholders are being asked to approve a proposal to adjourn or postpone the Community First special meeting, if necessary or appropriate, to solicit additional proxies in favor of the approval and adoption of the merger agreement.

Holders of Community First Bank preferred stock are not being asked to take any action at this time. Pursuant to Pennsylvania banking law and the terms of the Community First Bank preferred stock, the vote of the holders of the Community First Bank preferred stock is not required to approve or complete the merger and the bank merger.

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Q:

What will Community First shareholders receive in the merger?

A:

If the merger is completed, Community First shareholders will be entitled to receive, for each share of Community First common stock they own, 1.2008 shares of Emclaire common stock, which we refer to as the “stock consideration,” and \$6.95 in cash, which we refer to as the “cash consideration” and collectively as the “merger consideration.” In addition, pursuant to the bank merger, each outstanding share of preferred stock of Community First Bank will be exchanged for similar shares of preferred stock of Emclaire. See “The Merger Agreement — Consideration to be Received in the Merger.”

Q:

Will the value of the merger consideration change between the date of this proxy statement/information statement/prospectus and the time the merger is completed?

A:

The value of the cash consideration is fixed at \$6.95 per share. However, the value of the stock consideration will fluctuate as the market price of Emclaire common stock fluctuates before the completion of the merger. The market price of Emclaire common stock at the completion of the merger may be more or less than the current price of Emclaire common stock or the price of Emclaire common stock at the time of the special meeting or at the time an election is made. Based on closing sales price of Emclaire common stock on the NASDAQ Capital Market on July 26, 2018, the latest practical trading date prior to this proxy statement/information statement/prospectus, the per share value of the merger consideration is \$51.38 and the aggregate value of the merger consideration is \$18.9 million. We urge you to obtain current market quotations for shares of Emclaire common stock.

Q:

What will Community First Bank preferred shareholders receive in the bank merger?

A:

If the merger and bank merger are completed (i) each share of Series A Non-Cumulative Perpetual Preferred Stock of Community First Bank shall be converted into the right to receive one share of Series C Non-Cumulative Preferred Stock of Emclaire, liquidation preference \$10 per share, and (ii) each share of Series B Non-Cumulative Perpetual Preferred Stock of Community First Bank shall be converted into the right to receive one share of Series D Non-Cumulative Preferred Stock of Emclaire.

Q:

What are the federal income tax consequences of the merger and bank merger?

A:

The merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. It is a condition to the completion of the merger that each of Emclaire and Community First receive a written opinion from its respective legal counsel to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Accordingly, we expect the merger generally to be tax-free to Community First shareholders for United States federal income tax purposes with respect to the shares of Emclaire common stock that they receive pursuant to the merger. A Community First shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess, if any, of the sum of the cash received and the fair market value of the Emclaire common stock received pursuant to the merger over that holder’s adjusted tax basis in its shares of Community First common stock surrendered) and (2) the amount of cash received pursuant to the merger. In addition, Community First shareholders will recognize gain or loss with respect to the receipt of cash in lieu of fractional

shares.

The bank merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Code. However, because the Emclaire preferred stock to be issued in the bank merger to holders of Community First Bank preferred stock is deemed to be nonqualified preferred stock under Section 354 of the Code, a U.S. holder of Community First Bank preferred stock generally will recognize capital gain or loss equal to the difference between (a) the fair market value of the shares of Emclaire preferred stock received by such U.S. holder in the bank merger and (b) its adjusted tax basis in the shares of Community First Bank preferred stock surrendered in exchange therefor. This tax treatment may not apply to all shareholders of Community First and Community First bank. Determining the actual tax consequences of the merger to Community First shareholders and of the bank merger to Community First Bank preferred shareholders can be complicated. Shareholders of Community First and Community First Bank should consult their own tax advisor for a full understanding of the

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merger's tax consequences that are particular to them. Please see "Material United States Federal Income Tax Consequences of the Merger and Bank Merger" beginning on page 75 for further discussion of the material U.S. federal income tax consequences of the merger.

Q:

Does Community First's board of directors recommend that Community First shareholders approve and adopt the merger proposal?

A:

Yes. Community First's board of directors has approved and determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are in the best interests of Community First's shareholders. Community First's board of directors unanimously recommends that Community First's shareholders vote "FOR" approval and adoption of the merger agreement at the Community First special meeting. Please see "The Merger — Community First's Reasons for the Merger; Recommendation of the Community First Board of Directors" beginning on page 37 for a more detailed discussion regarding the information and factors considered by Community First's board of directors in approving the merger and making its recommendation.

Q:

When and where is the Community First special meeting?

A:

The Community First special meeting will be held at the Operations Center of Community First Bank, located at 432 East Main Street, Reynoldsville, Pennsylvania 15851 on September 20, 2018, at 11:00 a.m. local time.

Q:

Who can vote at the Community First special meeting?

A:

Only holders of record of Community First common stock at the close of business on July 23, 2018, the record date for the Community First special meeting, will be entitled to vote at the Community First special meeting.

Q:

What do I need to do now?

A:

If you are a shareholder of Community First, after you have carefully read this proxy statement/information statement/prospectus, including the Annexes hereto, and have decided how you wish to vote your shares, please vote your shares promptly. Please vote by completing, signing, dating and returning the enclosed proxy card as soon as possible in the enclosed postage-paid envelope.

If you are a holder of Community First Bank, you are not being asked to take any action at this time.

Q:

If my shares of Community First common stock are held in "street name" by my broker, bank or other nominee, will my broker, bank or other nominee automatically vote my shares for me?

A:

No. If you own your shares of Community First common stock in "street name," your broker, bank or other nominee cannot vote your shares without instructions from you. You should instruct your broker, bank or other nominee as to how to vote your shares of Community First common stock, following the directions your broker, bank or other nominee provides to you. Please check the voting form used by your broker, bank or other nominee.

Q:

What constitutes a quorum for the Community First special meeting?

A:

The presence, in person or by proxy, at the Community First special meeting of shareholders of at least a majority of the issued and outstanding shares of Community First common stock entitled to vote at the special meeting, will constitute a quorum for each respective proposal. Abstentions are counted as present for the purpose of determining whether a quorum is present.

Q:

What is the vote required to approve each proposal at the Community First special meeting?

A:

Approval and adoption of the merger proposal requires the affirmative vote of at least 51% of the outstanding shares of Community First common stock. The adjournment proposal requires the affirmative vote of the holders of a majority of the total number of shares of Community First common stock represented and entitled to vote at the Community First special meeting, assuming a quorum is present. If you fail to submit a proxy or vote in person at the special meeting or vote to abstain, or you do not provide your bank, brokerage firm or other nominee with voting instructions, this will have the same effect as a vote "against" approval of the merger agreement and the adjournment proposal, as the case may be.

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Please note that if you make no specification on your proxy card as to how you want your Community First shares voted before signing and returning it, your proxy will be voted as recommended by the board of directors of Community First.

Q:

Can I attend the Community First special meeting and vote my shares in person?

A:

All shareholders of Community First may attend the special meeting in person and also may cast their votes at the special meeting. "Street name" shareholders of Community First who wish to vote in person at the Community First special meeting will need to obtain a legal proxy from the institution that holds their shares.

Q:

Can I change my vote?

A:

Yes. A Community First shareholder who has submitted a proxy may revoke it at any time before its exercise at the Community First special meeting by (i) giving written notice of revocation to Community First's corporate secretary, (ii) properly submitting to Community First a duly executed proxy bearing a later date, (iii) voting again by telephone or the Internet, or (iv) attending the Community First special meeting and voting in person. Any Community First shareholder entitled to vote in person at the Community First special meeting may vote in person regardless of whether a proxy has been previously given, and such vote will revoke any previous proxy. Please note, however, that simply attending the Community First special meeting will not revoke a previously-given proxy — you must cast a new vote at the Community First special meeting in order to revoke your prior vote.

All written notices of revocation and other communications with respect to revocation of Community First proxies should be addressed to Community First as follows: Eugene E. Deible, III, Corporate Secretary, 444 East Main Street, Reynoldsville, Pennsylvania 15851.

Q:

Do I have appraisal or dissenters' rights?

A:

Under Pennsylvania law, Community First shareholders have the right to dissent from the merger and receive a payment in cash for the "fair value" of their shares of Community First common stock as determined by an appraisal process. This value may be more or less than the value you would receive in the merger if you do not dissent. If you dissent and receive a cash payment for the value of your shares it will be fully taxable to you. Pennsylvania law requires dissenting shareholders to follow certain statutory procedures in order to perfect your dissenters' rights. Please see "The Merger — Dissenters' Rights" beginning on page 60 and the Pennsylvania statutory provisions included in Annex C.

Under Pennsylvania banking law, preferred shareholders of Community First Bank do not have dissenters' or appraisal rights in the bank merger.

Q:

When do you expect to complete the merger and bank merger?

A:

Emclair and Community First expect to complete the merger and bank merger in the fourth quarter of 2018. However, we cannot assure you when or if the merger will be completed. Among other things, we cannot complete the merger until we obtain the approval of the merger agreement being sought from shareholders of Community First at the Community First special meeting, Community First approves the bank merger agreement as the sole holder of outstanding voting shares of Community First Bank and until we obtain certain regulatory approvals.

Q:

What happens if the merger is not completed?

A:

If the merger is not completed, holders of Community First common stock will not receive any consideration for their shares in connection with the merger, and Community First will remain an independent company. If the merger is not completed, the bank merger will not occur, Community First will continue to own Community First Bank as its subsidiary and preferred shareholders of Community First Bank will continue to own their shares of Community First Bank preferred stock.

If the merger agreement is terminated in certain circumstances, a termination fee may be required to be paid by Community First. Please see “The Merger Agreement — Termination Fee” on page 74 for a complete discussion of the circumstances under which a termination fee will be required to be paid.

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Q:

What happens if I sell my shares of Community First common stock before the special meeting?

A:

The record date is earlier than both the date of the special meeting and the effective time of the merger. If you transfer your shares of Community First common stock after the record date but before the special meeting, you will, unless the transferee requests a proxy from you, retain your right to vote at the special meeting but will transfer the right to receive the merger consideration to the person to whom you transfer your shares. In order to receive the merger consideration, you must hold your shares at the effective time of the merger.

Q:

Should I send my share certificates with my proxy card or before the Community First special meeting?

A:

No. You should NOT send your Community First share certificates with your proxy card or at any time prior to the Community First special meeting. Emclaire, through its appointed exchange agent, will send Community First shareholders instructions for exchanging Community First share certificates for the merger consideration following completion of the merger.

In addition, preferred shareholders of Community First Bank will also receive instructions for the exchange of their shares for Emclaire preferred stock following completion of the merger and the bank merger.

Q:

Whom may I contact if I cannot locate my Community First or Community First Bank share certificate(s)?

A:

If you are unable to locate your original share certificate(s), you should contact Eugene E. Deible, III, Corporate Secretary, Community First Bancorp, Inc., 444 East Main Street, Reynoldsville, Pennsylvania 15851 as soon as practicable. Please do not wait until completion of the merger to locate your stock certificate.

Q:

Are there any risks that I should consider in deciding whether to vote for the approval of the merger agreement?

A:

Yes. You should read and carefully consider the risk factors set forth in the section entitled "Risk Factors" beginning on page 16 of this proxy statement/information statement/prospectus.

Q:

Whom should I call with questions about the special meeting, the proposals or the merger?

A:

If you have additional questions about the merger, need assistance in submitting your proxy or voting your shares of Community First common stock, or need additional copies of this proxy statement/information statement/prospectus or the enclosed proxy card, please contact Henry H. Deible, President and Chief Executive Officer, or Eugene E. Deible, III, Corporate Secretary, Community First Bancorp, Inc. at (814) 653-8232.

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SUMMARY

This summary highlights selected information from this proxy statement/information statement/ prospectus. It may not contain all the information that is important to you. You should read carefully the entire document, including the Annexes, and the additional documents we refer you to in order to fully understand the merger agreement, the bank merger agreement and the transactions contemplated thereby, including the merger, the bank merger the proposals to be considered and voted on by Community First shareholders, and the voting procedures for the Community First special meeting of shareholders. Each item included in this summary refers to the page of this proxy statement/information statement/prospectus where that subject is discussed in more detail.

The Parties to the Merger and the Bank Merger (pages 80 and 83)

Emclair Financial Corp

612 Main Street

Emlenton, Pennsylvania 16373

(844) 767-2311

Emclair Financial Corp is the parent company of The Farmers National Bank of Emlenton, an independent, nationally chartered, FDIC-insured community bank headquartered in Emlenton, Pennsylvania, operating 17 full service offices in Venango, Allegheny, Butler, Clarion, Clearfield, Crawford, Elk, Jefferson and Mercer counties, Pennsylvania and Hancock County, West Virginia. At March 31, 2018, Emclair had consolidated assets of \$755.8 million, deposits of \$666.7 million, net loans of \$584.5 million and shareholders' equity of \$58.9 million. Emclair's common stock is quoted on and traded through the NASDAQ Capital Market under the symbol "EMCF". For more information, visit Emclair's website at "www.emclairfinancial.com".

Community First Bancorp, Inc.

444 East Main Street

Reynoldsville, Pennsylvania 15851

(814) 653-8232

Community First Bancorp, Inc. is the parent company of Community First Bank, a Pennsylvania chartered bank located in Reynoldsville, Pennsylvania. Community First Bank operates four offices located in Reynoldsville, Sykesville, Punxsutawney and Clarion, Pennsylvania. At March 31, 2018, Community First had assets of approximately \$131 million, deposits of approximately \$107 million, net loans of approximately \$113 million and total equity of approximately \$13 million.

Farmers National and Community First Bank are parties to the bank merger, which will occur immediately after the merger of Community First with and into Emclair.

Neither Community First's common stock or Community First Bank's preferred stock is listed on any stock exchange nor quoted on any interdealer quotation system.

The Merger, the Bank Merger, the Merger Agreement and the Bank Merger Agreement (pages 33 and 64)

On May 24, 2018, Emclair and Community First entered into the merger agreement, which provides for the merger of Community First with and into Emclair. In addition, Farmers National and Community First Bank will enter into the bank merger agreement, providing for the merger of Community First Bank with and into Farmers National. If the merger is completed, Community First shareholders will be entitled to receive, for each share of Community First common stock they own, 1.2008 shares of Emclair common stock and \$6.95 in cash. In addition, pursuant to the bank merger, each outstanding share of preferred stock of Community First Bank will be exchanged for similar shares of preferred stock of Emclair. Completion of the merger and the bank merger are subject to a variety of conditions, including adoption and approval of the merger agreement by the shareholders of Community First. We currently expect to complete the merger in the fourth quarter of 2018. The merger agreement and the bank merger agreement are attached to this proxy statement/information statement/prospectus as Annex A and are incorporated by reference herein.

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In the Merger, Community First Shareholders Will Receive a Combination of Shares of Emclaire Common Stock and Cash (page 64)

Under the terms of the merger agreement, Community First shareholders will be entitled to receive, for each share of Community First common stock they own, 1.2008 shares of Emclaire common stock and \$6.95 in cash. Based on closing sales price of Emclaire common stock on July 26, 2018, the latest practical trading date prior to this proxy statement/information statement/prospectus, the per share value of the merger consideration is \$51.38 and the aggregate value of the merger consideration is \$18.9 million. Emclaire expects to issue approximately 419,237 shares of common stock after cancellation of the Community First common shares owned by Emclaire and before taking into account any adjustment for the issuance of cash in lieu of fractional shares.

Emclaire will not issue any fractional shares of its common stock in the merger. Community First shareholders who would otherwise be entitled to a fractional share of Emclaire common stock will instead receive an amount in cash (rounded to the nearest cent), determined by multiplying (1) the fraction of a share (after taking into account all shares of Community First common stock held by such shareholder at the effective time of the merger and rounded to the nearest thousandth) of Emclaire common stock to which such holder would otherwise have been entitled to receive, and (2) the average of the daily closing sales price of a share of Emclaire common stock as reported on the NASDAQ Capital Market for the ten consecutive trading days immediately preceding the fifth day prior to the date that the merger closes. For purposes of determining any fractional share interest, all shares of Community First common stock owned by a Community First shareholder shall be combined so as to calculate the maximum number of whole shares of Emclaire common stock issuable to such Community First shareholder pursuant to the merger agreement.

The market value of the stock consideration will fluctuate with the market price of Emclaire common stock and will not be known at the time Community First shareholders vote at its special meeting. The cash consideration is a fixed amount and will remain fixed regardless of any changes in the market value of the shares of Emclaire common stock.

The table presents the implied value for each share of Community First common stock converted into the merger consideration based upon a range of market price for a share of Emclaire common stock, as determined by multiplying the price of Emclaire common stock by the exchange ratio of 1.2008, and adding the \$6.95 cash portion of the merger consideration to such amount. The table does not reflect the fact that cash will be paid instead of fractional shares.

Emclaire Common Stock Hypothetical Closing Prices	Per Share Stock Consideration	Per Share Cash Consideration	Hypothetical Implied Value of a Share of Community First Common Stock(*)
\$ 30.50	\$ 32.62	\$ 6.95	\$43.57
31.00	37.22	6.95	44.17
31.50	37.83	6.95	44.78
32.00	38.43	6.95	45.38
32.50	39.03	6.95	45.98
33.00	39.63	6.95	46.58
33.50	40.23	6.95	47.18
34.00	40.83	6.95	47.78
34.25	41.13	6.95	48.08
34.50	41.43	6.95	48.38
35.00	42.03	6.95	48.98
35.50	42.63	6.95	49.58
36.00	43.23	6.95	50.18
36.50	43.83	6.95	50.78

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Emclaire Common Stock Hypothetical Closing Prices	Per Share Stock Consideration	Per Share Cash Consideration	Hypothetical Implied Value of a Share of Community First Common Stock(*)
\$ 37.00	\$ 44.43	\$ 6.95	\$51.38
37.50	45.03	6.95	51.98
38.00	45.63	6.95	52.58

(*)

Hypothetical implied value based on hypothetical closing price on the NASDAQ Capital Market of Emclaire common stock. The price information in bold reflects the closing stock price of Emclaire common stock on the NASDAQ Capital Market on May 24, 2018, the last full trading day before the execution of the merger agreement.

The examples above are illustrative only. The value of the merger consideration that a Community First shareholder actually receives will be based on the actual closing price on the NASDAQ Capital Market of Emclaire common stock upon completion of the merger, which may be outside the range of the amounts set forth above, and as a result, the actual value of the merger consideration per share of Community First common stock may not be shown in the above table.

The Merger Is Expected to Be Tax-Free to Community First Shareholders and Taxable to Community First Bank Preferred Shareholders as to the Shares of Emclaire Stock They Receive (page [75](#))

The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Code. One of the conditions to the respective obligations of Emclaire and Community First to complete the merger is that each of Emclaire and Community First receives an opinion from its respective legal counsel to that effect.

We expect the merger generally to be tax-free to Community First shareholders for United States federal income tax purposes with respect to the shares of Emclaire common stock that they receive pursuant to the merger. A Community First shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess, if any, of the sum of the cash received and the fair market value of the Emclaire common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of Community First common stock surrendered) and (2) the amount of cash received pursuant to the merger. In addition, Community First shareholders will recognize gain or loss with respect to the receipt of cash in lieu of fractional shares.

The bank merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Code. However, because the Emclaire preferred stock to be issued in the bank merger to holders of Community First Bank preferred stock is deemed to be nonqualified preferred stock under Section 354 of the Code, a U.S. holder of Community First Bank preferred stock generally will recognize capital gain or loss equal to the difference between (a) the fair market value of the shares of Emclaire preferred stock received by such U.S. holder in the bank merger and (b) its adjusted tax basis in the shares of Community First Bank preferred stock surrendered in exchange therefor. This tax treatment may not apply to all shareholders of Community First and Community First Bank. Determining the actual tax consequences of the merger to Community First shareholders and the bank merger to Community First Bank preferred shareholders can be complicated. Community First shareholders and Community First Bank preferred shareholders should consult their own tax advisor for a full understanding of the tax consequences that are particular to them.

Comparative Market Prices of Securities (page [121](#))

Emclaire's common stock trades on the NASDAQ Capital Market under the symbol "EMCF." Community First's common stock is not listed on any stock exchange or quoted on any interdealer quotation system. The table below presents the closing prices of Emclaire common stock on May 24, 2018, the last trading day prior to the public announcement of the merger, and on July 26, 2018, the last practicable trading day before the distribution of this proxy statement/information statement/prospectus.

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The table also presents the implied value for each share of Community First common stock converted into shares of Emclair common stock on those dates, as determined by multiplying the closing price of Emclair common stock on those dates by the exchange ratio of 1.2008, and adding the \$6.95 cash portion of the merger consideration to such amount.

	Emclair Common Stock	Equivalent Value of One Share of Community First Common Stock
At May 24, 2018	\$ 34.25	\$ 48.08
At July 26, 2018	\$ 37.00	\$ 51.38

The market value of Emclair common stock will fluctuate prior to the merger. Community First shareholders should obtain current market quotations for Emclair common stock. You can get these quotations from the Internet or by calling your broker.

The Merger Will Be Accounted for as a “Business Combination” (page 74)

The merger will be treated as a “business combination” using the acquisition method of accounting with Emclair treated as the acquirer under United States generally accepted accounting principles, or GAAP.

Special Meeting of Community First Shareholders (page 29)

Community First plans to hold the Community First special meeting on September 20, 2018, at 11:00 a.m., local time, at its Operations Center located at 432 East Main Street, Reynoldsville, Pennsylvania. At the Community First special meeting, Community First shareholders will be asked to approve and adopt the merger agreement and the transactions contemplated thereby, and to approve a proposal to allow the Community First special meeting to be adjourned or postponed, if necessary or appropriate, to permit the solicitation of additional proxies in favor of approval and adoption of the merger agreement.

Community First shareholders may vote at the Community First special meeting if they owned Community First common stock at the close of business on July 23, 2018, which is the record date for the Community First special meeting. As of that date, there were 367,132 shares of Community First common stock outstanding and entitled to vote. Community First shareholders are entitled to cast one vote for each share of Community First common stock owned on the record date.

Pursuant to Pennsylvania banking law and the terms of the Community First Bank preferred stock, the vote of the holders of the Community First Bank preferred stock is not required. Community First, as the sole holder of the outstanding voting stock of Community First Bank, intends to approve the bank merger agreement by written consent and, thus, no meeting of shareholders of Community First Bank will be held to approve the bank merger agreement. Community First’s Board of Directors Recommends That Community First Shareholders Vote “FOR” Approval and Adoption of the Merger Agreement and the Transactions Contemplated Thereby (page 41)

Community First’s board of directors has approved the merger agreement and the transactions contemplated thereby, including the merger, and unanimously recommends that Community First shareholders vote “FOR” approval and adoption of the merger agreement and the transactions contemplated thereby, including the merger, and “FOR” the proposal to allow the Community First special meeting to be adjourned or postponed, if necessary or appropriate, to permit the solicitation of additional proxies in favor of the approval and adoption of the merger agreement.

Community First’s Directors and Executive Officers Have Interests in the Merger that Differ From Your Interests (page 59)

In considering the information contained in this proxy statement/information statement/prospectus, Community First shareholders should be aware that Community First’s directors and executive officers have interests in the merger and have arrangements that are different from, or in addition to, those of Community First’s shareholders. These interests and arrangements may create potential conflicts of interest. These interests include:

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- three executive officers of Community First Bank will receive lump sum cash payments aggregating approximately \$1.3 million pursuant to their executive employment agreements with Community First Bank in connection with completion of the merger and the termination of their employment;
- three executive officers of Community First Bank will receive payments of \$1,000 per month for 20 years pursuant to their supplemental executive retirement plan agreements with Community First Bank, with such payments commencing within 90 days following their termination of employment;
- two executive officers of Community First Bank are expected to be retained as consultants upon completion of the merger through December 31, 2018 at a consulting fee of \$10,000 per month;
- two current directors of Community First and Community First Bank will become members of the boards of directors of Emclave and Farmers National; and
- provisions in the merger agreement which provide the directors and officers of Community First and its subsidiaries with continued indemnification and directors' and officers' liability insurance coverage following completion of the merger.

Community First's board of directors was aware of these interests and took them into account in its decision to declare advisable the merger agreement and the transactions contemplated thereby, including the merger, and recommend that Community First shareholders approve and adopt the merger agreement. For a more complete description of these interests, see "The Merger — Interests of Community First's Directors and Executive Officers in the Merger that are Different from Yours" and "The Merger Agreement — Indemnification and Insurance."

Ownership of Emclave Common Stock Following the Merger (page 83)

It is currently expected that former shareholders of Community First as a group will receive shares in the merger constituting approximately 15.6% of the shares of Emclave common stock to be outstanding immediately after completion of the merger. As a result, current shareholders of Emclave as a group will own approximately 84.4% of the outstanding shares of Emclave common stock immediately after the completion of the merger.

Community First Shareholders Have Dissenters' Rights in the Merger (page 60)

Under Pennsylvania law, record holders of Community First shares have the right to dissent from the merger and receive a payment in cash for the "fair value" of their shares of Community First common stock as determined by an appraisal process. To exercise those dissenters' rights, Community First shareholders must follow exactly the procedures specified under Pennsylvania law. These procedures are summarized in this proxy statement/information statement/prospectus. In addition, the text of the applicable provisions of Pennsylvania law is included as Annex C to this document. Failure to strictly comply with these provisions may result in the loss of dissenters' rights. The value determined in the appraisal process may be more or less than the value a Community First shareholder would receive in the merger if the shareholder did not dissent.

Under Pennsylvania banking law, preferred shareholders of Community First Bank do not have dissenters' or appraisal rights in the bank merger.

Community First Has Agreed When and How It Can Consider Third-Party Acquisition Proposals (page 69)

Emclave and Community First have agreed that Community First will not initiate, solicit, induce or encourage proposals from third parties regarding certain acquisitions of Community First, its shares, or its businesses, take any action or facilitate the making of an acquisition proposal, or engage in related discussions, negotiations or enter into any related agreements. However, Community First may (1) provide information in response to a request from a person who makes an unsolicited acquisition proposal, subject to such person entering into a confidentiality agreement

that is no less favorable to Community First than its confidentiality agreement with Emclair, and (2) engage or participate in discussions or negotiations with a person who makes such an unsolicited acquisition proposal; if, but only if, (A) Community First has

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received a bona fide unsolicited written acquisition proposal that did not result from a breach of the merger agreement, (B) prior to taking any such action, Community First's board of directors determines, in good faith, after consultation with its outside legal and financial advisors, that the acquisition proposal constitutes or is reasonably likely to lead to a superior proposal compared to the transactions contemplated by the merger agreement, (C) prior to furnishing or affording access to any information or data with respect to Community First or any of its subsidiaries or otherwise relating to the unsolicited acquisition proposal, Community First receives a confidentiality agreement with terms no less favorable to Community First than those contained in the confidentiality agreement between Emclaire and Community First, and (D) the board of directors of Community First determines in good faith, after consultation with its outside legal counsel, that the failure to take any such actions would be reasonably likely to violate its fiduciary duties under applicable laws. Community First is required to provide Emclaire with notice of such determination within three business days after making such determination.

Additionally, prior to the approval of the merger agreement by Community First's shareholders, upon the determination by Community First's board of directors that an unsolicited acquisition proposal constitutes a superior proposal compared to the transactions contemplated by the merger agreement, the board of directors of Community First may change its recommendation in favor of the merger agreement (but not terminate the merger agreement) if, prior to changing its recommendation, (1) Community First's board of directors determines, in good faith, after consultation with its outside legal and financial advisors, that failure to change its recommendation would be reasonably likely to be inconsistent with its fiduciary duties to Community First's shareholders, (2) Community First provides Emclaire with notice that Community First's board of directors intends to or may change its recommendation and provides an opportunity for Emclaire to make an improved proposal, and (3) Community First's board of directors determines, in good faith, after consultation with its outside legal and financial advisors, that the acquisition proposal constitutes a superior proposal compared to any such improved proposal by Emclaire.

Unless the merger agreement is terminated before the Community First special meeting, Community First is required to submit the merger agreement to its shareholders.

Merger Requires Approval and Adoption of the Merger Agreement by Community First Shareholders ([page 32](#))

Approval and adoption of the merger agreement requires the affirmative vote of the holders of at least 51% of the shares of Community First common stock outstanding and entitled to vote at the Community First special meeting of shareholders. Community First's board of directors and executive officers have agreed to vote in favor of the merger. As of the record date for the Community First special meeting, Community First's directors and executive officers beneficially owned 117,393 shares, or approximately 32.0% of the outstanding shares of Community First common stock.

Conditions That Must Be Satisfied or Waived for the Merger to Occur ([page 72](#))

Currently, Emclaire and Community First expect to complete the merger in the fourth quarter of 2018. As more fully described elsewhere in this proxy statement/information statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived.

These conditions include, among others:

- the approval and adoption of the merger agreement by the requisite vote of Community First shareholders and approval of the bank merger agreement by Community First as the sole voting shareholder of Community First Bank;
- the receipt and effectiveness of all governmental and other approvals, authorizations and consents on terms and conditions that would not have a material adverse effect on Emclaire and Community First, and the expiration of all related waiting periods required to complete the merger;
- the receipt by each of Emclaire and Community First of a legal opinion with respect to certain United States federal income tax consequences of the merger;

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- the absence of any law, statute, rule, regulation, order, decree, injunction or other order by any court or other governmental entity, which enjoins or prohibits completion of the merger or the bank merger;
- the effectiveness of the registration statement, of which this proxy statement/information statement/prospectus is a part, with respect to the Emclaire common and preferred stock to be issued in connection with the merger under the Securities Act and the absence of any stop order or proceedings initiated or threatened by the SEC or any state securities commissioner (with respect to any applicable state securities laws) for that purpose;
- the exercise of dissenters' rights by holders of Community First common stock not exceeding 10.0%;
- the absence of any change that individually or in the aggregate has a material adverse effect with respect to Emclaire or Community First;
- Emclaire shall have taken all requisite corporate action in order to elect two current directors of Community First to the boards of directors of Emclaire and Farmers National, effective as of the effective time of the merger;
- the truth and correctness of the representations and warranties of each other party in the merger agreement, subject to the materiality standards provided in the merger agreement; and
- the performance by each party in all material respects of their obligations under the merger agreement and the receipt by each party of certificates from the other party to that effect.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement (page 73)

The merger agreement can be terminated at any time prior to completion by mutual consent, if authorized by each of the Emclaire and Community First boards of directors, or by either party individually, in the following circumstances:

- if the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the agreement not to consummate the merger, unless the breach is capable of being cured by February 28, 2019 (the termination date of the merger agreement), and is actually cured within 30 days of notice of the breach;
- if the merger has not been completed by the termination date of February 28, 2019, unless the failure to complete the merger by that date is due to the breach of the merger agreement by the party seeking to terminate the merger agreement;
- if Community First's shareholders fail to approve and adopt the merger agreement at the Community First special meeting;
- if any of the required regulatory approvals are denied (and the denial is final and non-appealable); or

- if any court of competent jurisdiction or governmental authority issues an order, decree, ruling or takes any other action restraining, enjoining or otherwise prohibiting the merger or the bank merger (and such order, decree, ruling or action is final and non-appealable).

In addition, Emclaire's board of directors may terminate the merger agreement if the Community First board of directors receives a superior proposal and enters into a letter of intent, agreement in principle or an acquisition agreement with respect to such proposal, withdraws its recommendation of the merger agreement, fails to make such a recommendation or modifies or qualifies its recommendation, in a manner adverse to Emclaire, or has otherwise made a determination to accept such proposal or the board of directors of Community First Bank has terminated the bank merger agreement, withdrawn its recommendation that shareholders of Community First Bank approve the bank merger agreement or if such recommendation is not made or is modified or qualified in a manner adverse to Emclaire.

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Further, Community First's board of directors may terminate the merger agreement if Community First has received a superior proposal and has made a determination to accept such proposal.

Community First may also terminate the merger agreement at any time during the three-day period following the tenth calendar day immediately prior to the effective time of the merger, or if such calendar day is not a trading day on the NASDAQ Capital Market, the trading day immediately preceding such calendar day (the "determination date"), if Community First's board determines that each of the following have occurred:

- the average of the daily closing sale prices of a share of Emclaire common stock as reported on NASDAQ Capital Market for the 20 consecutive trading days immediately preceding the determination date is less than \$27.0419; and

- the decrease in the price of Emclaire common stock is 17.5% greater than the decrease in the SNL MicroCap U.S. Bank Index during the same period.

However, if Community First chooses to exercise this termination right, Emclaire has the option, within five business days of receipt of notice from Community First, to adjust the merger consideration and prevent termination under this provision.

Termination Fee (page 74)

Community First will be obligated to pay Emclaire a termination fee of \$750,000 under the following circumstances:

- if the merger agreement is terminated by Emclaire because Community First has received a superior proposal and Community First entered into an acquisition agreement with respect to the superior proposal, terminated the merger agreement, or withdrew the Community First recommendation to its shareholders, failed to make the Community First recommendation or modified or qualified the Community First recommendation in a manner adverse to Emclaire;

- if the merger agreement is terminated by Community First because Community First received and made a determination to accept a superior proposal; or

- if Community First enters into a definitive agreement relating to an acquisition proposal or the consummation of an acquisition proposal involving Community First within twelve (12) months after the occurrence of any of the following: (a) the termination of the merger agreement by Emclaire pursuant to a willful material breach of a representation, warranty, covenant or other agreement by Community First or (b) because of the failure of the shareholders of Community First to approve the merger agreement.

Regulatory Approvals Required for the Merger (page 58)

Each of Emclaire and Community First has agreed to cooperate with the other and use all reasonable efforts to obtain all regulatory approvals or non-objections required to complete the transactions contemplated by the merger agreement, including the merger. These include approvals from Office of the Comptroller of the Currency, or OCC, and the Pennsylvania Department of Banking and Securities, or Pennsylvania Department, and notice to and non-objection from the Board of Governors of the Federal Reserve System, or FRB. Emclaire and Community First have completed, or will complete, the filing of applications and notifications to obtain the required regulatory approvals and non-objections. Although Emclaire and Community First do not know of any reason why these regulatory approvals cannot be obtained in a timely manner, Emclaire and Community First cannot be certain when or if they will be obtained.

The Rights of Community First Shareholders Following the Merger Will Be Different (page 128)

The rights of Emclaire shareholders are governed by Pennsylvania law and by Emclaire's articles of incorporation and bylaws. The rights of Community First shareholders are governed by Pennsylvania law and by Community First's articles of incorporation and bylaws. Upon the completion of the merger, the

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rights of Emclaire's shareholders will be governed by Pennsylvania law and Emclaire's articles of incorporation and bylaws. Certain provisions of Emclaire's articles of incorporation and bylaws provide Emclaire shareholders with different rights than provided by Community First's articles of incorporation and bylaws.

The Rights of Community First Bank Preferred Shareholders Following the Bank Merger Will Be Different (page 135)

The rights of preferred shareholders of Community First Bank are primarily governed by the terms of the Community First Bank preferred stock. Upon completion of the merger and bank merger, the rights of the preferred shareholders will be primarily governed by the terms of the Emclaire preferred stock, which have certain difference from the terms of the Community First Bank preferred stock.

Risk Factors (page 16)

You should consider all the information contained in this proxy statement/information statement/prospectus in deciding how to vote for the proposals presented in this proxy statement/information statement/prospectus. In particular, you should consider the factors described under "Risk Factors."

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The following summary presents Selected Financial and Other Data of Emclaire as of and for the periods indicated. The financial data as of and for the years ended December 31, 2017 and 2016 has been derived from Emclaire's audited financial statements included in this proxy statement/information statement/prospectus. The information as of and for the years ended December 31, 2015, 2014 and 2013 is derived from Emclaire's audited financial statements which are not included in this proxy statement/ information statement/prospectus. The financial data as of and for the three months ended March 31, 2018 and 2017 has been derived from Emclaire's unaudited consolidated financial statements which are also included in this proxy statement/information statement/prospectus. The information as of March 31, 2018 and for the three months ended March 31, 2018 and 2017 is unaudited and reflects only normal recurring adjustments that are, in the opinion of Emclaire's management, necessary for a fair presentation of the result for the interim periods presented. The results of operations for the three months ended March 31, 2018 are not necessarily indicative of the results to be achieved by Emclaire for all of 2018 or for any other period.

(Dollar amounts in thousands, except share data)	As of March 31, 2018	As of December 31,					2013
		2017	2016	2015	2014	2013	
Balance Sheet							
Total assets	\$ 755,808	\$ 750,084	\$ 692,135	\$ 600,595	\$ 581,909	\$ 525,842	
Loans receivable, net	584,481	577,738	515,503	429,891	379,648	352,430	
Deposits	666,735	654,643	584,940	489,887	501,819	432,006	
Borrowed funds	20,300	26,000	44,000	49,250	21,500	44,150	
Stockholders' equity	58,877	59,091	54,073	52,839	47,990	45,072	
Stockholders' equity per common share	\$ 25.92	\$ 26.02	\$ 25.12	\$ 24.64	\$ 24.14	\$ 22.66	
Market value per common share	\$ 33.41	\$ 30.35	\$ 29.25	\$ 24.00	\$ 25.00	\$ 25.14	
Common shares outstanding	2,271,139	2,271,139	2,152,358	2,144,808	1,780,658	1,768,658	
(Dollar amounts in thousands, except share data)	For the three months ended March 31,		For the year ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
Income Statement							
Net interest income	\$ 5,845	\$ 5,156	\$ 21,907	\$ 19,480	\$ 17,747	\$ 17,235	\$ 15,921
Noninterest income	899	856	5,022	3,655	4,094	4,087	3,860
Net income	1,362	956	4,277	3,986	4,154	4,017	3,808
	\$ 0.60	\$ 0.44	\$ 1.95	\$ 1.86	\$ 2.06	\$ 2.21	\$ 1.92

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Basic earnings per common share							
Diluted earnings per common share	\$ 0.60	\$ 0.44	\$ 1.93	\$ 1.85	\$ 2.05	\$ 2.20	\$ 1.91
Cash dividends per common share	\$ 0.28	\$ 0.27	\$ 1.08	\$ 1.04	\$ 0.96	\$ 0.88	\$ 0.80
Key Ratios(1)							
Return on average assets	0.74%	0.56%	0.59%	0.60%	0.70%	0.70%	0.73%
Return on average equity	9.38%	7.12%	7.52%	7.32%	7.89%	8.47%	7.73%
Return on average common equity	9.38%	7.12%	7.52%	7.32%	8.34%	9.24%	8.32%
Net interest margin	3.41%	3.31%	3.29%	3.23%	3.33%	3.35%	3.40%
Nonperforming assets to total assets	0.53%	0.47%	0.56%	0.52%	0.54%	1.21%	1.01%
Efficiency ratio	68.36%	74.21%	71.49%	72.78%	73.67%	72.13%	70.48%

(1)

Returns are annualized for the three month periods ended March 31, 2018 and 2017.

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RISK FACTORS

In addition to general investment risks and the other information contained in this proxy statement/ information statement/prospectus, including the matters addressed under the heading “Cautionary Statement Regarding Forward-Looking Statements,” you should carefully consider the following risk factors in deciding how to vote on the proposals presented in this proxy statement/information statement/prospectus.

Risk Factors Related to the Merger

Because the market price of Emclaire common stock will fluctuate, Community First shareholders cannot be sure of the exact market value of the Emclaire common stock they may receive.

Upon completion of the merger, each share of Community First common stock will be converted into the right to receive merger consideration consisting of shares of Emclaire common stock and cash pursuant to the terms of the merger agreement. The market value of the Emclaire common stock constituting a portion of the merger consideration may vary from the closing price of Emclaire common stock on the date the parties initially announced the merger, on the date that this proxy statement/information statement/prospectus was first mailed or delivered to Community First shareholders, on the date of the special meeting of the Community First shareholders, on the date the merger is completed and thereafter. Any change in the market price of Emclaire common stock prior to completion of the merger will affect the market value of the portion of the merger consideration consisting of Emclaire shares.

Accordingly, at the time of the special meeting of Community First shareholders, Community First shareholders will not know or be able to calculate the market value of the Emclaire common stock constituting the stock portion of the merger consideration that Community First shareholders will receive upon completion of the merger. Except as described in the next sentence, Community First is not permitted to terminate the merger agreement or re-solicit the vote of Community First shareholders solely because of changes in the market prices of Emclaire’s stock. However, Community First may have the right to terminate the merger agreement if both of the following conditions are satisfied: (i) the average closing price of Emclaire common stock for the 20 consecutive trading days ending on the tenth calendar day immediately prior to the effective date of the merger is less than \$27.0419, and (ii) the decrease in the price of the Emclaire common stock is 17.5% greater than the decrease in the SNL MicroCap U.S. Bank Index during the same period.

Stock prices may change as a result of a variety of factors, including general market and economic conditions, changes in Emclaire’s business, operations and prospects, and regulatory considerations. Many of these factors are beyond the control of Emclaire. You should obtain current market quotations for shares of Emclaire common stock.

The market price of Emclaire common stock following the completion of the merger may be affected by factors different from those currently affecting the shares of Emclaire or Community First.

Upon completion of the merger, holders of Community First common stock will become holders of Emclaire common stock. Emclaire’s business and operations differ in certain important respects from that of Community First and, accordingly, the results of operations of the combined company and the market price of Emclaire common stock following completion of the merger may be affected by factors different from those currently affecting the independent results of operations of each of Emclaire and Community First.

For a discussion of the business of Community First, see “Information about Community First Bancorp, Inc.” on page 80. For a discussion of the business of Emclaire and of certain factors to consider in connection with that business, see “Information about Emclaire Financial Corp” beginning on page 83.

Community First will be subject to business uncertainties and contractual restrictions while the merger is pending. Uncertainty about the effect of the merger on employees and customers may have an adverse effect on Community First and, consequently, on Emclaire. These uncertainties may impair Community First’s ability to attract, retain and motivate key personnel until the merger is consummated, and could cause customers and others that have business dealings with Community First to seek to terminate or change their

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existing business relationships with Community First. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles with the combined company. If key employees depart prior to the completion of the merger or decide not to remain with the combined company following completion of the merger, Emclair's business following the merger could be adversely affected. In addition, the merger agreement restricts Community First from making certain acquisitions and taking other specified actions until the merger occurs without the consent of Emclair. These restrictions may prevent Community First from pursuing attractive business opportunities that may arise prior to the completion of the merger.

Please see "The Merger Agreement — Covenants and Agreements" beginning on page 66 for a description of the restrictive covenants to which Community First is subject.

Combining the two companies may be more difficult, costly or time-consuming than expected and the anticipated benefits and cost savings of the merger may not be realized.

Community First has operated and, until the completion of the merger, will continue to operate, independently. The challenges involved in combining the operations of the two companies include, among other things, integrating personnel with diverse business backgrounds, combining different corporate cultures, and retaining key employees. It is possible that the integration process could result in the loss of key employees or disruption of each company's ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect Emclair's and Community First's ability to maintain relationships with customers and employees or to achieve the anticipated benefits of the merger. The integration of the two companies will likely require the experience and expertise of certain key employees of Community First. Emclair may not be successful in retaining these employees for the time period necessary to successfully integrate Community First's operations with those of Emclair. In addition, as with any merger of banking institutions, there also may be business disruptions that cause us to lose customers or cause customers to take their deposits out of Farmers National or Community First Bank. The success of the combined company following the merger may depend in large part on the ability to integrate the two businesses, business models and cultures. Emclair may not be able to successfully achieve the level of cost savings, revenue enhancements, and other anticipated synergies, and may not be able to capitalize upon the existing customer relationships of Community First to the extent anticipated, or it may take longer, or be more difficult or expensive than expected to achieve these goals. If Emclair is not able to integrate Community First's operations successfully and in a timely manner, the expected benefits of the merger may not be realized, and this could have an adverse effect on Emclair's business, results of operation and stock price.

Regulatory approvals may not be received, may take longer than expected or impose conditions that are not currently anticipated.

Before the transactions contemplated by the merger agreement, including the merger, may be completed, various approvals, consents or non-objections must be obtained from the OCC, the Pennsylvania Department and the FRB. These governmental entities may impose conditions on the completion of the merger or require changes to the terms of the merger agreement. Although Emclair and Community First do not currently expect that any such conditions or changes will be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the transactions contemplated by the merger agreement or imposing additional costs on or limiting the revenues of Emclair, any of which might have a material adverse effect on Emclair following the merger. There can be no assurance as to whether the necessary regulatory approvals will be received, the timing of those approvals, or whether any non-standard and/or non-customary conditions will be imposed.

The merger agreement limits Community First's ability to pursue alternatives to the merger.

The merger agreement includes provisions that limit Community First's ability to pursue alternative proposals from third parties to acquire all or a significant part of Community First. Subject to certain specified exceptions, these "no shop" provisions limit Community First's ability to discuss, facilitate or commit to competing third-party acquisition proposals. In addition, a termination fee would be payable by Community First to Emclair under certain circumstances, generally involving a determination by

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Community First to pursue an alternative transaction. These provisions could discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of Community First from considering or proposing an acquisition, even if it were prepared to pay consideration with a higher per share value than that proposed to be paid by Emclaire to Community First shareholders in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire Community First than it might otherwise have proposed to pay.

If the conditions to the merger are not met or waived, the merger will not occur.

Specified conditions in the merger agreement must be satisfied or waived in order to complete the merger, including shareholder approval of the merger agreement by the shareholders of Community First at its special meeting. Emclaire and Community First cannot assure you that each of the conditions will be satisfied or waived. If the conditions are not satisfied or waived, the merger will not occur or will be delayed, which could cause some or all of the intended benefits of the merger to be lost and could adversely affect the value of Emclaire's and/or Community First's shares.

The merger may be completed even though Emclaire or Community First experiences adverse changes in its business. In general, either Emclaire or Community First may refuse to complete the merger if the other party suffers a material adverse effect on its business prior to the closing of the merger. However, certain types of changes or occurrences with respect to Emclaire or Community First would not prevent the merger from going forward, even if the change or occurrence would have adverse effects on Emclaire or Community First, including the following:

- changes in laws and regulations affecting banks or their holding companies generally, or interpretations thereof by courts or governmental entities, if such changes do not have a disproportionate impact on the affected company;
- changes in GAAP or regulatory accounting principles generally applicable to financial institutions and their holding companies, if such changes do not have a disproportionate impact on the affected company;
- actions and omissions of Emclaire or Community First with the prior written consent of the other party;
- changes or effects from the announcement of the merger agreement and the transactions contemplated thereby, and compliance by the parties with the merger agreement on the business, financial condition or results of operations of the parties;
- changes in national or international political or social conditions including the engagement by the United States in hostilities, the occurrence of any military or terrorist attack upon or within the United States, or any of its territories, possessions or diplomatic or consular offices or upon any military installation, equipment or personnel of the United States, if such changes do not have a disproportionate impact on the affected company;
- changes in economic, financial market, or geographic conditions in general, including changes in economic or financial markets or changes in interest rates; if such changes do not have a disproportionate impact on the affected company;
- any legal action asserted or other actions initiated by any Community First or Emclaire shareholder arising out of or related to the merger agreement; and
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any failure, in and of itself, of Emclaire or Community First to meet any internal projections, forecasts or revenue or earnings projections.

In addition, either Emclaire or Community First could waive the closing condition related to the occurrence of any material adverse effect on the other party and the merger would be completed even if a material adverse effect were to occur of a type that would otherwise allow a party to terminate the merger agreement or refuse to complete the merger.

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If the merger is not consummated by February 28, 2019, either Emclaire or Community First may choose not to proceed with the merger.

Either Emclaire or Community First may terminate the merger agreement if the merger has not been completed by February 28, 2019, unless the failure of the merger to be completed has resulted from the material failure of the party seeking to terminate the merger agreement to perform its obligations.

Termination of the merger agreement or failure to complete the merger could negatively impact Community First. If the merger agreement is terminated or the merger is not completed for any reason, there may be various adverse consequences to Community First. For example, Community First's businesses may have been impacted adversely by the failure to pursue other potentially beneficial opportunities due to the focus of its management team on the merger, without realizing any of the anticipated benefits of completing the merger.

If the merger agreement is terminated and Community First's board of directors seeks another merger or business combination, Community First shareholders cannot be certain that Community First will be able to find a party willing to pay an equivalent or higher price than the price Emclaire has agreed to pay in the merger. Furthermore, under certain circumstances, Community First will be obligated to pay Emclaire a termination fee of \$750,000 if the merger agreement is terminated.

Please see "The Merger Agreement — Termination of the Merger Agreement" on page 73 and "The Merger Agreement — Termination Fee" on page 74.

Community First's directors and executive officers have interests in the merger that differ from the interests of Community First's shareholders generally.

Community First's shareholders should be aware that Community First's directors and executive officers have interests in the merger and have arrangements that are different from, or in addition to, those of Community First's shareholders including (1) the right of three executive officers to receive lump sum cash payments aggregating approximately \$1.3 million when their employment is terminated upon completion of the merger, (2) the supplemental retirement payments of \$1,000 per month to be paid to the three executive officers for a period of 20 years, (3) two executive officers of Community First Bank are expected to be retained as consultants upon completion of the merger through December 31, 2018 at a consulting fee of \$10,000 per month, (4) two directors of Community First and Community First Bank will become members of the boards of directors of Emclaire and Farmers National, and (5) provisions in the merger agreement relating to continued indemnification and insurance coverage by Emclaire for acts or omissions occurring prior to the merger. These interests and arrangements may create potential conflicts of interest and may have influenced the directors and executive officers of Community First to support or approve the merger. Community First's board of directors was aware of these interests and considered these interests, among other matters, when making its decision to approve the merger agreement and recommend that Community First shareholders approve and adopt the merger agreement.

For a more complete description of these interests, please see "The Merger — Interests of Community First's Directors and Executive Officers in the Merger that are Different From Yours" beginning on page 59.

The shares of Emclaire common stock to be received by Community First shareholders as consideration in the merger will have different rights from the shares of Community First common stock currently held by them.

The rights associated with Community First common stock are different from the rights associated with Emclaire common stock in certain significant respects. Upon completion of the merger, Community First shareholders will become Emclaire shareholders and their rights as shareholders will be governed by Pennsylvania law and the articles of incorporation and bylaws of Emclaire.

Please see "Comparison of Shareholders Rights of Emclaire and Community First Common Stock" beginning on page 128 for a discussion of the different rights associated with Emclaire common stock.

Holders of Community First common stock will have a reduced ownership and voting interest in the combined company after the merger and will exercise less influence over management.

Holders of Community First common stock currently have the right to vote in the election of the board of directors and the power to approve or reject any matters requiring shareholder approval under

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Pennsylvania law and Community First's articles of incorporation and bylaws. Upon completion of the merger, Community First shareholders will become Emclaire shareholders, with a percentage ownership of Emclaire that is considerably smaller than such shareholder's current percentage ownership of Community First. Based on the number of shares of Community First and Emclaire common stock outstanding on July 23, 2018 and based on the shares of common stock expected to be issued by Emclaire in the merger, the former shareholders of Community First as a group will receive shares of Emclaire common stock in the merger constituting approximately 15.6% of the outstanding shares of Emclaire common stock immediately following completion of the merger. As a result, current Community First shareholders will have significantly less influence on the management and policies of Emclaire than they now have on the management and policies of Community First.

The merger may fail to qualify as a tax-free reorganization under the Internal Revenue Code.

The merger of Community First into Emclaire has been structured to qualify as a tax-free reorganization under Section 368(a) of the Code. The closing of the merger is conditioned upon the receipt by each of Emclaire and Community First of an opinion of its respective tax advisor, each dated as of the effective date of the merger, substantially to the effect that, on the basis of facts, representations and assumptions set forth or referred to in that opinion (including factual representations contained in certificates of officers of Emclaire and Community First) which are consistent with the state of facts existing as of the effective date of the merger, the merger constitutes a reorganization under Section 368(a) of the Code. The tax opinions to be delivered in connection with the merger will not be binding on the Internal Revenue Service, referred to as the IRS, or the courts, and neither Community First nor Emclaire intends to request a ruling from the IRS with respect to the United States federal income tax consequences of the merger. If the merger fails to qualify as a tax-free reorganization, a Community First shareholder would likely recognize gain or loss on each share of Community First exchanged for Emclaire common stock in the amount of the difference between the fair market value of the Emclaire common stock and cash received by the Community First shareholder in the exchange and the shareholder's basis in the Community First shares surrendered.

For federal income tax purposes, a Community First shareholder who receives a combination of cash and shares of Emclaire common stock in exchange for its Community First common stock generally will not recognize loss, but will recognize gain equal to the lesser of (1) the excess, if any, of the sum of the cash received and the fair market value of the Emclaire common stock received pursuant to the merger over that shareholder's adjusted tax basis in his or her shares of Community First common stock surrendered, and (2) the amount of cash consideration received by that shareholder pursuant to the merger.

See "Material United States Federal Income Tax Consequences of the Merger and Bank Merger" beginning on page 75 for a more detailed discussion of the federal income tax consequences of the transaction.

If the merger is not completed, Emclaire and Community First will have incurred substantial expenses without realizing the anticipated benefits of the merger.

Each of Emclaire and Community First has incurred and will incur substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement, as well as the costs and expenses of filing, printing, and mailing this proxy statement/information statement/ prospectus, and all SEC filing fees and other fees payable in connection with the merger. The completion of the merger depends on the satisfaction of a variety of specified conditions, including the receipt of regulatory approvals and the approval of merger agreement by the shareholders of Community First. Neither Emclaire nor Community First can guarantee that these conditions will be met. If the merger is not completed, Emclaire and Community First would have to recognize these expenses without realizing the expected benefits of the merger, and such expenses could have an adverse impact on Emclaire's and/or Community First's financial condition and results of operations on a stand-alone basis.

Risks Relating to Emclaire's Business Following the Merger

Combining the two companies may be more difficult, costly or time-consuming than expected.

Emclaire and Community First have historically operated and, until the effective time of the merger, will continue to operate, independently. The success of the merger will depend, in part, on Emclaire's ability

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to successfully combine the businesses of Emclair and Community First. To realize these anticipated benefits, after the effective time of the merger, Emclair expects to integrate Community First's business into its own. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect the combined company's ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. The loss of key employees could adversely affect Emclair's ability to successfully conduct its business in the market in which Community First now operates, which could have an adverse effect on Emclair's financial results and the value of its common stock. If Emclair experiences difficulties with the integration process, the anticipated benefits of the merger may not be realized fully or at all, or may take longer to realize than expected. As with any merger of financial institutions, there also may be business disruptions that cause Community First or Emclair to lose current customers or cause current customers to remove their accounts from Community First Bank or Farmers National and move their business to competing financial institutions. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on each of Community First and Emclair during this transition period and for an undetermined period after consummation of the merger.

Emclair may fail to realize the cost savings estimated for the merger.

Emclair estimates that it will achieve cost savings from the merger when the two companies have been fully integrated. While Emclair continues to be comfortable with these expectations as of the date of this proxy statement/information statement/prospectus, it is possible that the estimates of the potential cost savings could turn out to be incorrect.

The actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual growth and cost savings, if achieved, may be lower than what Emclair expects and may take longer to achieve than anticipated. If Emclair is not able to adequately address integration challenges, Emclair may be unable to successfully integrate Emclair's and Community First's operations or to realize the anticipated benefits of the integration of the two companies.

Risks Related to the Ownership of Emclair Common Stock

The price of Emclair common stock may fluctuate significantly, which may make it difficult for investors to sell shares of common stock at time or prices they find attractive.

Emclair's stock price may fluctuate significantly as a result of a variety of factors, many of which are beyond Emclair's control. These factors include, in addition to those described in the section titled "Cautionary Statement About Forward Looking Statements":

- actual or anticipated quarterly fluctuations in Emclair's operating results and financial condition;
- changes in financial estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to Emclair or other financial institutions;
- speculation in the press or investment community generally or relating to Emclair's reputation or the financial services industry;
- strategic actions by Emclair or its competitors, such as acquisitions, restructurings, dispositions or financings;
- fluctuations in the stock price and operating results of Emclair's competitors;
- future sales of Emclair's equity or equity-related securities;

- proposed or adopted regulatory changes or developments;
- anticipated or pending investigations, proceedings, or litigation that involve or affect Emclaire;

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- domestic and international economic factors unrelated to Emclair's performance; and

- general market conditions and, in particular, developments related to market conditions for the financial services industry.

In addition, in recent years, the stock market in general has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies, including for reasons unrelated to their operating performance. These broad market fluctuations may adversely affect Emclair's stock price, notwithstanding its operating results. Emclair expects that the market price of its common stock will continue to fluctuate and there can be no assurances about the levels of the market prices for Emclair's common stock in the future.

Emclair may issue additional equity securities, or engage in other transactions which dilute its book value or affect the priority of its common stock, which may adversely affect the market price of Emclair common stock.

Emclair's board of directors may determine from time to time that it needs to raise additional capital by issuing additional shares of common stock or other securities. Emclair is not restricted from issuing additional shares of common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. Because Emclair's decision to issue securities in any future offering will depend on market conditions and other factors beyond its control, Emclair cannot predict or estimate the amount, timing or nature of any future offerings, or the prices at which such offerings may be affected. Such offerings could be dilutive to common shareholders. New investors also may have rights, preferences and privileges that are senior to, and that adversely affect, Emclair's then current common shareholders.

Furthermore, if Emclair raises additional capital by making additional offerings of debt or preferred equity securities, upon liquidation, holders of its debt securities and shares of preferred stock, and lenders with respect to other borrowings, will receive distributions of Emclair's available assets prior to the holders of Emclair's common stock. Additional equity offerings may dilute the holdings of Emclair's existing stockholders or reduce the market price of Emclair common stock, or both. Holders of Emclair's common stock are not entitled to preemptive rights or other protections against dilution.

You may not be able to profit from the sale or a merger of Emclair because of provisions in Emclair's charter documents and other laws and regulations.

Emclair's articles of incorporation and bylaws contain provisions that may make it difficult for someone to acquire control of Emclair. These provisions may discourage takeover attempts and prevent you from receiving a premium over the market price of your shares as part of a takeover. See "Description of Emclair Capital Stock — Anti-Takeover Effects of Certain Provisions of Emclair's Charter Documents and Law" beginning on page 126.

Risks Related to the Ownership of Emclair Preferred Stock

The Emclair preferred stock to be received by preferred shareholders of Community First Bank in the bank merger will not be listed or traded on any exchange.

The preferred stock to be issued by Emclair to preferred shareholders of Community First Bank in the bank merger will not be listed or traded on any exchange. No market is expected to develop for the Emclair preferred stock in the foreseeable future and holders of the Emclair preferred stock may not be able to find a buyer and sell their shares if they desired to do so.

Dividends payable of the Emclair preferred stock are non-cumulative and are only paid if declared by the Emclair board of directors.

Dividends on the shares of Emclair preferred stock to be issued are non-cumulative, as are the shares of Community First Bank preferred stock. If the Emclair board of directors does not declare a dividend during any dividend period, it never has to be paid. If Emclair fails to fully pay, or to declare and set apart for full payment, dividends on the shares of any series of Emclair preferred stock for two dividend periods

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(whether consecutive or not), the holders of the series of Emclaire preferred stock will acquire the right, acting as a class together with the holders of any other shares of capital stock then having the right to vote for the election of directors due solely to the failure to pay dividends, to appoint 20% of the total number of directors (rounded to the next whole number) after giving effect to such appointment. In addition, directors appointed by the holders of Emclaire preferred stock will constitute 20% of the total number of members of each of the committees of the board of directors.

Risks Related to Emclaire's Business

The current economic environment poses significant challenges for Emclaire and could adversely affect Emclaire's financial condition and results of operations.

Emclaire is operating in a challenging and uncertain economic environment. Financial institutions continue to be affected by constrained financial markets. Dramatic declines in home prices after the financial crisis and increased foreclosures and unemployment, resulted in significant write-downs of asset values by financial institutions. The declines in real estate values, home sales volumes, and financial stress on borrowers as a result of the uncertain economic environment could have an adverse effect on Emclaire's borrowers or their customers, which could adversely affect Emclaire's financial condition and results of operations. A worsening of these conditions would likely exacerbate the adverse effects on Emclaire and others in the financial institutions industry. For example, further deterioration in local economic conditions in Emclaire's market could drive losses beyond that which is provided for in its allowance for loan losses.

Deterioration of economic conditions in Emclaire's geographic market area could hurt its business.

Emclaire is located in western Pennsylvania and its loans are concentrated in Butler, Clarion, Crawford, Jefferson and Venango Counties, Pennsylvania. Although Emclaire has diversified its loan portfolio into other Pennsylvania counties, and to a lesser extent, into other states, including West Virginia, the vast majority of Emclaire's loans remain concentrated in the five primary counties. As a result of this geographic concentration, Emclaire's financial results depend largely upon economic and real estate market conditions in these areas. Deterioration in economic or real estate market conditions in Emclaire's primary market areas could have a material adverse impact on the quality of its loan portfolio, the demand for its products and services, and Emclaire's financial condition and results of operations. Non-performing assets totaled \$4.0 million or 0.53% of total assets at March 31, 2018 compared to \$4.2 million or 0.56% of total assets at December 31, 2017 and \$3.6 million or 0.52% at December 31, 2016. Emclaire's allowance for loan losses was \$5.5 million or 1.06% of total loans at December 31, 2016, \$6.1 million or 1.05% of total loans at December 31, 2017 and \$5.9 million or 1.01% of total loans at March 31, 2018.

Emclaire's financial condition and results of operations would be adversely affected if its allowance for loan losses is not sufficient to absorb actual losses or if Emclaire was required to increase its allowance for loan losses.

Emclaire has established an allowance for loan losses that Emclaire believes is adequate to offset probable incurred losses on its existing loans. However, experience in the banking industry indicates that a portion of Emclaire's loans will become delinquent, that some of Emclaire's loans may only be partially repaid or may never be repaid and we may experience other losses for reasons beyond our control. Despite Emclaire's underwriting criteria and historical experience, Emclaire may be particularly susceptible to losses due to the geographic concentration of its loans and the concentration of higher risk loans, such as commercial real estate and commercial business loans. As a result, Emclaire may not be able to maintain its current levels of nonperforming assets and charge-offs. Although Emclaire believes that its allowance for loan losses is maintained at a level adequate to absorb probable incurred losses in its loan portfolio, these estimates of loan losses are necessarily subjective and their accuracy depends on the outcome of future events. If Emclaire needs to make significant and unanticipated increases in its loss allowance in the future, Emclaire's results of operations and financial condition would be materially adversely affected at that time.

Economic conditions and increased uncertainty in the financial markets could adversely affect Emclaire's ability to accurately assess the allowance for credit losses. Emclaire's ability to assess the creditworthiness of its customers or to estimate the values of its assets and collateral for loans will be reduced if the models and approaches Emclaire uses become less predictive of future behaviors, valuations,

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assumptions or estimates. Emclair estimates probable incurred losses in its loan portfolio, the adequacy of its allowance for loan losses and the values of certain assets by using estimates based on difficult, subjective, and complex judgments, including estimates as to the effects of economic conditions and how these economic conditions might affect the ability of its borrowers to repay their loans or the value of assets.

Emclair holds certain intangible assets that could be classified as impaired in the future. If these assets are considered to be either partially or fully impaired in the future, Emclair's earnings and the book values of these assets would decrease.

Emclair tests its goodwill and core deposit intangible assets for impairment on an annual basis. The impairment testing process considers a variety of factors, including the current market price of Emclair's common shares, the estimated net present value of its assets and liabilities and information concerning the terminal valuation of similarly situated insured depository institutions. It is possible that future impairment testing could result in a partial or full impairment of the value of Emclair's goodwill or core deposit intangible assets, or both. If an impairment determination is made in a future reporting period, Emclair's earnings and the book value of these intangible assets will be reduced by the amount of the impairment. At March 31, 2018, Emclair's goodwill and net core deposit intangibles amounted to \$10.3 million and \$4.4 million, respectively.

Liquidity risk could impair Emclair's ability to fund operations and jeopardize its financial condition.

Liquidity is essential to Emclair's business. An inability to raise funds through deposits, borrowings, and other sources, could have a substantial negative effect on its liquidity. Emclair's access to funding sources in amounts adequate to finance its activities on terms that are acceptable to it could be impaired by factors that affect Emclair specifically or the financial services industry or economy in general. Factors that could negatively impact Emclair's access to liquidity sources include a decrease in the level of Emclair's business activity as a result of a downturn in the markets in which its loans are concentrated, adverse regulatory action against Emclair, or Emclair's inability to attract and retain deposits. Emclair's ability to borrow could be impaired by factors that are not specific to it, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of recent turmoil faced by banking organizations and the unstable credit markets.

Emclair's continued growth depends on its ability to meet minimum regulatory capital levels. Growth and shareholder returns may be adversely affected if sources of capital are not available to help Emclair meet them.

As Emclair grows, it will have to maintain its regulatory capital levels at or above the required minimum levels. If earnings do not meet Emclair's current estimates, if Emclair incurs unanticipated losses or expenses, or if Emclair grows faster than expected, Emclair may need to obtain additional capital sooner than expected, through borrowing, additional issuances of debt or equity securities, or otherwise. If Emclair does not have continued access to sufficient capital, Emclair may be required to reduce its level of assets or reduce its rate of growth in order to maintain regulatory compliance. Under those circumstances, Emclair's net income and the rate of growth of net income may be adversely affected. Additional issuances of equity securities could have a dilutive effect on existing shareholders. Changes in interest rates and other factors beyond Emclair's control could have an adverse impact on its financial performance and results.

By nature, all financial institutions are impacted by changing interest rates. Among other issues, changes in interest rates may affect the following:

- the demand for new loans;
- the value of Emclair's interest-earning assets;
- prepayment speeds experienced on various asset classes, particularly residential mortgage loans;
- credit profiles of existing borrowers;

- rates received on loans and securities;

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- Emclair's ability to obtain and retain deposits in connection with other available investment alternatives; and

- rates paid on deposits and borrowings.

Significant fluctuations in interest rates may have an adverse effect upon Emclair's financial condition and results of operations. The rates that Emclair earns on its assets and the rates that it pays on its liabilities are generally fixed for a contractual period of time. Emclair, like many financial institutions, has liabilities that generally have shorter contractual maturities than its assets. This imbalance can create significant earnings volatility, because market interest rates change over time. In a period of rising interest rates, the interest income earned on Emclair's assets may not increase as rapidly as the interest paid on Emclair's liabilities. In a period of declining interest rates, the interest income earned on Emclair's assets may decrease more rapidly than the interest paid on Emclair's liabilities. In addition, changes in interest rates can also affect the average life of Emclair's loans and mortgage-backed and related securities. A reduction in interest rates results in increased prepayments of loans and mortgage-backed and related securities, as borrowers refinance their debt in order to reduce their borrowing cost. This causes reinvestment risk. This means that Emclair may not be able to reinvest prepayments at rates that are comparable to the rates it earned on the prepaid loans or securities.

There are increased risks involved with commercial real estate and commercial business and consumer lending activities.

Emclair's lending activities include loans secured by commercial real estate. Commercial real estate lending generally is considered to involve a higher degree of risk than single-family residential lending due to a variety of factors, including generally larger loan balances and the dependency on successful operation of the project for repayment. Emclair's lending activities also include commercial business loans to small to medium businesses, which generally are secured by various equipment, machinery and other corporate assets, and a wide variety of consumer loans, including home equity and second mortgage loans, automobile loans and unsecured loans. Although commercial business loans and consumer loans generally have shorter terms and higher interest rates than mortgage loans, they generally involve more risk than mortgage loans because of the nature of, or in certain cases the absence of, the collateral which secures such loans.

In addition, Emclair has a concentration of higher balance commercial real estate and commercial business loans with a limited number of borrowers in its market area. As a result, Emclair has a greater risk of a significant loss due to such concentration and a greater risk of loan defaults in the event of an economic downturn in its market area as adverse economic changes may have a negative effect on the ability of Emclair's borrowers to make timely repayment of their loans.

Strong competition within Emclair's market area may limit its growth and profitability.

Competition in the banking and financial services industry is intense. In Emclair's market area, Emclair competes with commercial banks, savings institutions, mortgage brokerage firms, credit unions, finance companies, and other financial intermediaries operating locally and elsewhere. Some of Emclair's competitors have greater name recognition and market presence that benefits them in attracting business and offer certain services that Emclair does not provide. In addition, larger competitors may be able to price loans and deposits more aggressively than Emclair does, which could affect Emclair's ability to grow and remain profitable on a long term basis. Emclair's profitability depends upon its continued ability to successfully compete in its market area.

Emclair faces significant operational risks because the financial services business involves a high volume of transactions and increased reliance on technology, including risk of loss related to cyber-security breaches.

Emclair operates in diverse markets and relies on the ability of its employees and systems to process a high number of transactions and to collect, process, transmit and store significant amounts of confidential information regarding its customers, employees and others and concerning its own business, operations, plans and strategies. Operational risk is the risk of loss resulting from Emclair's operations, including but not limited to, the risk of fraud by employees or persons outside the company, the execution of

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unauthorized transactions by employees, errors relating to transaction processing and technology, systems failures or interruptions, breaches of internal control systems and compliance requirements, and business continuation and disaster recovery. Insurance coverage may not be available for such losses, or where available, such losses may exceed insurance limits. This risk of loss also includes the potential legal actions that could arise as a result of operational deficiencies or as a result of non-compliance with applicable regulatory standards or customer attrition due to potential negative publicity. In addition, Emclaire outsources some of its data processing to certain third-party providers. If these third-party providers encounter difficulties, including as a result of cyber-attacks or information security breaches, or if Emclaire has difficulty communicating with them, Emclaire's ability to adequately process and account for transactions could be affected, and its business operations could be adversely affected.

In the event of a breakdown in Emclaire's internal control systems, improper operation of systems or improper employee actions, or a breach of security systems, including if confidential or proprietary information were to be mishandled, misused or lost, Emclaire could suffer financial loss, face regulatory action, civil litigation and/or suffer damage to its reputation.

Government regulation will significantly affect Emclaire's business, and may result in higher costs and lower shareholder returns.

The banking industry is heavily regulated. Banking regulations are primarily intended to protect the federal deposit insurance funds and depositors, not shareholders. Emclaire and Farmers National are subject to extensive regulation, supervision and examination by federal, state and local governmental authorities, including the Board of Governors of the Federal Reserve System, or the Federal Reserve Board, and the OCC. The burden imposed by federal and state regulations puts banks at a competitive disadvantage compared to less regulated competitors such as finance companies, mortgage banking companies and leasing companies. Changes in the laws, regulations and regulatory practices affecting the banking industry may increase Emclaire's costs of doing business or otherwise adversely affect Emclaire and create competitive advantages for others. Regulations affecting banks and financial services companies undergo continuous change, and Emclaire cannot predict the ultimate effect of these changes, which could have a material adverse effect on its profitability or financial condition. Federal economic and monetary policy may also affect Emclaire's ability to attract deposits and other funding sources, make loans and investments, and achieve satisfactory interest spreads.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain of the statements contained in this proxy statement/information statement/prospectus herein constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, expectations or predictions of future financial or business performance, conditions relating to Emclaire and Community First, and the possible effects of the proposed merger of Emclaire and Community First. These forward-looking statements include statements with respect to Emclaire's and Community First's beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors (some of which are beyond Emclaire's and Community First's control). The words "may," "could," "should," "would," "will," "believe," "anticipate," "estimate," "expect," "intend," "plan" and similar expressions are intended to identify forward-looking statements.

In addition to factors previously disclosed in the reports filed by Emclaire with the SEC and those identified elsewhere in this proxy statement/information statement/prospectus, the following factors, among others, could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements:

- the ability to obtain regulatory approvals and satisfy other closing conditions to the merger, including approval by shareholders of Community First and Community First Bank, on the expected terms and schedule;
- delay in closing the merger;
- difficulties and delays in integrating the Community First business or fully realizing anticipated cost savings and other benefits of the merger;
- business disruptions following the merger;
- revenues following the merger may be lower than expected;
- deposit attrition, operating costs, customer loss and business disruption following the merger, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected;
- the strength of the United States economy in general and the strength of the local economies in which Emclaire and Community First conduct their operations;
- the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board;
- the downgrade, and any future downgrades, in the credit rating of the U.S. Government and federal agencies;
- inflation, interest rate, market and monetary fluctuations;
-

the timely development of and acceptance of new products and services and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors' products and services;

- the willingness of users to substitute competitors' products and services for Emclaire's products and services;
- the success of Emclaire in gaining regulatory approval of its products and services, when required;
- the impact of changes in laws and regulations applicable to financial institutions (including laws concerning taxes, banking, securities and insurance);
- technological changes;
- additional acquisitions;
- changes in consumer spending and saving habits;

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- the nature, extent, and timing of governmental actions and reforms, including the implementation of Basel III, which may be changed unilaterally and retroactively by legislative or regulatory actions; and

- the success of Emclairé at managing the risks involved in the foregoing.

All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters and attributable to directors of Emclairé or Community First or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to within this proxy statement/information statement/prospectus. Forward-looking statements speak only as of the date on which such statements are made. Emclairé and Community First undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this proxy statement/information statement/prospectus might not occur and you should not put undue reliance on any forward-looking statements.

Emclairé and Community First caution that the foregoing list of important factors is not exclusive. Readers are also cautioned not to place undue reliance on these forward-looking statements, which reflect Emclairé's and Community First's analysis only as of the date of this proxy statement/information statement/prospectus.

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COMMUNITY FIRST SPECIAL MEETING

This section contains information from Community First for Community First shareholders about the Community First special meeting. This proxy statement/information statement/prospectus is being mailed to each Community First shareholder on or about August 3, 2018. Together with this proxy statement/information statement/prospectus, Community First shareholders are also receiving a notice of the special meeting of Community First shareholders and a form of proxy that Community First's board of directors is soliciting for use at the Community First special meeting and at any adjournments or postponements thereof.

Date, Place and Time of the Meeting

The Community First special meeting will be held on September 20, 2018, at 11:00 a.m., local time, at the Operations Center of Community First Bank, located at 432 East Main Street, Reynoldsville, Pennsylvania 15851.

This proxy statement/information statement/prospectus also serves as a prospectus in connection with the issuance of shares of Emclair common stock to Community First shareholders upon completion of the merger.

Matters to Be Considered at Community First Special Meeting

At the special meeting, Community First shareholders will vote on a proposal to approve and adopt the merger agreement and the transactions contemplated thereby. You also may be asked to vote on a proposal to adjourn or postpone the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

Recommendation of Community First's Board of Directors

Community First's board of directors has approved the merger agreement and the transactions contemplated thereby, including the merger, and unanimously recommends that Community First shareholders vote "FOR" approval and adoption of the merger agreement and the transactions contemplated thereby.

Community First's board of directors also unanimously recommends that Community First shareholders vote "FOR" approval of the proposal to allow the Community First special meeting to be adjourned or postponed, if necessary or appropriate, to permit the solicitation of additional proxies in favor of the merger proposal.

Record Date for Community First Special Meeting

Community First's board of directors has fixed the close of business on July 23, 2018 as the record date for determining the Community First shareholders entitled to receive notice of and to vote at the Community First special meeting. Only Community First shareholders of record as of the record date are entitled to vote at the Community First special meeting. As of the record date, 367,132 shares of Community First common stock were issued and outstanding. Community First shareholders are entitled to one vote on each matter considered and voted on at the Community First special meeting for each share of Community First common stock held of record at the close of business on the record date.

Quorum; Vote Required

The presence, in person or by properly executed proxy, of the holders of a majority of the issued and outstanding shares of Community First common stock entitled to vote at the Community First special meeting is necessary to constitute a quorum at the Community First special meeting. For purposes of determining the presence of a quorum, abstentions will be counted as present for the purpose of determining whether a quorum is present.

Approval and adoption of the merger agreement requires the affirmative vote of the holders of at least 51% of the outstanding shares of Community First common stock at the Community First special meeting of shareholders, provided a quorum is present. A failure to vote by a Community First shareholder present at the meeting or an abstention from voting will have the same effect as a vote against the merger proposal.

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As of the record date for the Community First special meeting, Community First's directors and executive officers beneficially owned approximately 117,393 shares, or approximately 32.0%, of the outstanding shares of Community First common stock. In connection with Community First's entry into the merger agreement, Community First's directors and executive officers entered into voting and support agreements that require, among other things, the directors and executive officers to vote in favor of the approval of the merger agreement at the Community First special meeting.

As of the record date for the Community First special meeting, Emclaire, its subsidiaries, and its directors and officers and their affiliates owned 18,000 Community First shares, or 4.9% of the outstanding shares of Community First common stock.

Solicitation of Proxies for Community First Special Meeting

Community First's directors, officers and employees may solicit proxies personally, by telephone, by e-mail and by facsimile. Such directors, officers and employees will not receive any additional compensation for such solicitation activities.

It is important that any shares of Community First common stock you hold be represented at the Community First special meeting. Whether or not you plan to attend the Community First special meeting, Community First's board of directors asks that all holders of Community First common stock take the time to vote prior to the Community First special meeting by completing, signing, dating and returning the enclosed proxy card as soon as possible in the enclosed postage-paid envelope. If you attend the Community First special meeting and wish to vote in person, your proxy may be revoked at that time. Additional methods of revoking a proxy are described below.

Voting at Community First Special Meeting

Community First shareholders are entitled to one vote on each matter to be considered and voted on at the Community First special meeting for each share of Community First common stock held of record at the close of business on the record date for the Community First special meeting.

Each copy of this proxy statement/information statement/prospectus delivered to Community First shareholders is accompanied by a form of proxy card with instructions for voting. You should complete, sign and return the proxy card accompanying this proxy statement/information statement/prospectus, regardless of whether you plan to attend the Community First special meeting. To ensure your representation at the special meeting, Community First recommends that you vote by proxy even if you plan to attend the special meeting. You can always change your vote at the special meeting.

If you appropriately mark, sign and return the enclosed proxy in time to be voted at the Community First special meeting, the shares represented by the proxy will be voted in accordance with your instructions marked on the proxy. Valid proxies delivered by Community First shareholders that are executed but do not specify a vote on a particular matter will be voted "FOR" approval and adoption of the merger agreement and the transactions contemplated thereby and "FOR" the proposal to allow the adjournment or postponement of the Community First special meeting, if necessary. No matters other than the matters described in this proxy statement/information statement/prospectus are anticipated to be presented for action at the Community First special meeting or at any adjournment or postponement of the Community First special meeting. However, if other business properly comes before the Community First special meeting, the persons named as proxies on the Community First proxy card will, in their discretion, vote upon such matters in their best judgment.

If you own your shares of Community First common stock in "street name," your broker, bank or other nominee cannot vote your shares without instructions from you. You should instruct your broker, bank or other nominee as to how to vote your shares of Community First common stock, following the directions your broker, bank or other nominee provides to you. Please check the voting form used by your broker, bank or other nominee.

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Signing and returning the enclosed proxy will not affect a Community First shareholder's right to attend the Community First special meeting and vote in person. If you attend the Community First special meeting and wish to vote in person, your proxy may be revoked at that time. "Street name" shareholders of Community First who wish to vote in person at the Community First special meeting will need to obtain a legal proxy from the institution that holds their shares. Please note, however, that simply attending the Community First special meeting will not revoke a previously-submitted proxy; you must cast a new vote at the Community First special meeting in order to revoke your prior vote.

Revocation of Proxies for Community First Special Meeting

A Community First shareholder who has submitted a proxy may revoke it at any time before its exercise at the Community First special meeting by (i) giving written notice of revocation to Community First's Corporate Secretary, (ii) properly submitting to Community First a duly executed proxy bearing a later date, (iii) voting again by telephone or the Internet or (iv) attending the Community First special meeting and voting in person. Please note, however, that simply attending the Community First special meeting will not revoke a previously-submitted proxy; you must cast a new vote at the Community First special meeting in order to revoke your prior vote. All written notices of revocation and other communications with respect to revocation of Community First proxies should be addressed to Community First as follows: Eugene E. Deible, III, Corporate Secretary, 444 East Main Street, Reynoldsville, Pennsylvania 15851.

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COMMUNITY FIRST PROPOSALS

Approval and Adoption of Merger Agreement

Community First is asking its shareholders to approve and adopt the merger agreement and the transactions contemplated thereby. Community First shareholders should read this proxy statement/information statement/prospectus carefully and in its entirety, including the Annexes, for more detailed information concerning the merger agreement, the merger and the issuance of shares of Emclaire common stock in connection with the merger. A copy of the merger agreement and the related bank merger agreement are attached to this proxy statement/information statement/prospectus as Annex A.

Community First's board of directors unanimously recommends that Community First shareholders vote "FOR" approval and adoption of the merger agreement and the transactions contemplated thereby.

Adjournment Proposal

The Community First special meeting may be adjourned to another time or place or postponed, if necessary or appropriate, to permit further solicitation of proxies if necessary to obtain additional votes in favor of approval and adoption of the merger agreement and the transactions contemplated thereby.

If, at the Community First special meeting, the number of shares of Community First common stock present or represented and voting in favor of approval and adoption of the merger agreement and the transactions contemplated thereby is insufficient to approve the proposal, Community First intends to move to adjourn or postpone the Community First special meeting in order to solicit additional proxies for the approval and adoption of the merger proposal. In that event, Community First will ask its shareholders to vote on the Community First adjournment proposal, but not the proposal to approve and adopt the merger agreement.

In this proposal, Community First is asking its shareholders to authorize the persons named as proxies on the Community First proxy card on a discretionary basis to vote in favor of adjourning or postponing the Community First special meeting to another time and place for the purpose of soliciting additional proxies, including the solicitation of proxies from Community First shareholders who have previously voted.

Community First's board of directors unanimously recommends that Community First shareholders vote "FOR" approval of adjournment or postponement, if necessary or appropriate, of the meeting to permit the solicitation of additional proxies in favor of approval and adoption of the merger agreement and the transactions contemplated thereby.

approval of THE bank MERGER agreement

Community First, as the sole holder of the outstanding voting stock of Community First Bank, intends to approve the bank merger agreement and bank merger by written consent. Pursuant to Pennsylvania banking law and the terms of the Community First Bank preferred stock, the vote of the holders of the Community First Bank preferred stock is not required.

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THE MERGER

Each of the Emclaire board of directors and the Community First board of directors has approved and adopted the merger agreement, which provides for the merger of Community First with and into Emclaire. If the merger is completed, Community First shareholders will be entitled to receive, for each share of Community First common stock they own, 1.2008 shares of Emclaire common stock plus \$6.95 in cash.

At the Community First special meeting, Community First's shareholders will be asked to approve and adopt the merger agreement.

Background of the Merger

The board of directors of Community First has periodically reviewed and discussed Community First's business, strategic direction, performance, and prospects in the context of developments in the banking industry and competitive landscape. Among other things, these discussions have included discussions about possible strategic directions available to Community First, including possible mergers or business combinations involving other financial institutions.

On May 18, 2017, at the request of the board of directors of Community First, Bybel Rutledge LLP, or Bybel Rutledge, gave a presentation which reviewed, among other things, the current climate of the banking industry with a particular focus on community banking in Pennsylvania, recent developments in merger and acquisition activity among financial institutions, and strategic alternatives that may be available to Community First including acquisition of Community First by certain financial institutions within its market and adjoining markets. The analysis reviewed potential acquisition alternatives, which included a possible acquisition by a number of companies including Emclaire. Community First subsequently engaged Bybel Rutledge to serve as special counsel in order to assist Community First in connection with its evaluation of its strategic alternatives and process to determine whether a possible merger or business combination with a financial institution was in the best interests of Community First and its constituents, including its shareholders.

Based on Community First's expectation for solid financial performance during the second and third quarters of 2017, its board of directors decided to continue its strategic review and delay the initiation and execution of any process or proposals until at least the fourth quarter of 2017. This delay would allow previously approved strategic initiatives and the anticipated improvement of corporate performance to potentially manifest themselves in order that if the board chose to engage in a process, for that process to obtain the best results and value for Community First's shareholders. Throughout November 2017, Community First produced and collected certain materials that were posted to a secure virtual data room but not shared, except with Community First and its counsel.

On November 16, 2017, Community First's board of directors held a regular meeting. At the board meeting, after assessing the financial institution landscape, the company's current and anticipated performance, and emerging trends in mergers and acquisitions, the board of directors initiated a strategic evaluation process to seek proposals from financial institutions that may have an interest in a business combination with Community First. The board of directors discussed and reviewed a number of companies they believed would have an interest in Community First based on prior communications of interest and the board's assessment of those companies and others.

On December 5, 2017, Community First authorized Bybel Rutledge to begin distributing a non-disclosure agreement to a limited number of financial institutions based on their asset size, geographic location, corporate culture, financial attributes, historical performance results, and stock market performance indicia including but not limited to liquidity, dividends, listing, and historical price appreciation. Execution of the non-disclosure agreement would allow the financial institutions to conduct preliminary due diligence on Community First via the secure virtual data room before submitting a non-binding indication of interest. Subsequently, the board of directors engaged Commonwealth Advisors, Inc., or Commonwealth Advisors, a Pennsylvania investment banking firm whose principal business is advising financial institutions in connection with mergers acquisitions and business combinations, in order to assist Community First in preparing the financial facets of a confidential information memorandum.

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In December 2017, Bybel Rutledge sent non-disclosure agreements to fifteen financial institutions. In the same month, eight non-disclosure agreements were executed by interested financial institutions. The financial institutions that executed non-disclosure agreements were subsequently granted access to Community First's due diligence materials through the virtual data room. Each financial institution that executed a non-disclosure agreement also received a confidential information memorandum that outlined the process and recommended items to be addressed in a financial institution's indication of interest. The deadline for submission of non-binding indications of interest was February 22, 2018.

On February 22, 2018, three financial institutions, including Emclaire, submitted non-binding indications of interest through their financial advisors to acquire Community First. At a regularly scheduled meeting, Community First's board of directors and Bybel Rutledge discussed and reviewed issues to be considered in connection with a transaction, such as a proposed combination with each of the three financial institutions. The board of directors reviewed certain historical financial information and recent mergers and acquisitions data regarding financial institutions, selective publicly-available financial information regarding the financial institutions, and an analysis of potential transactions and their potential effect on Community First shareholders.

On the same day, Community First's board of directors contacted Commonwealth Advisors in order to assist Community First with the financial aspects and matters relating to any potential merger or business combination transaction. Commonwealth Advisors was subsequently engaged to act as Community First's financial advisor. The first non-binding indication of interest from Company A offered a purchase price range of \$29.52 – \$31.98 per common share or approximately \$10.8 – \$11.7 million in the aggregate. The potential acquiror envisioned no less than 75% stock consideration with the remainder in cash. It proposed inviting one director of Community First to join its board and to honor all existing change-in-control and employment agreements. It intended to structure the transaction as a tax-free reorganization. It also intended to retain both Class A and Class B non-cumulative perpetual preferred stock and to continue to accrue and pay dividends in accordance with current rights, although it was also open to redeeming the preferred stock.

The second non-binding indication of interest from Company B offered a purchase price range of \$38.00 to \$41.00 per common share or approximately \$14 – \$15.1 million in the aggregate in an all cash transaction. It would require each of the members of Community First's board of directors to execute support agreements, and it intended to keep the existing 4 branches of Community First in operation. It also intended to honor the severance provisions for any employee with an employment or change-in-control agreement.

Emclaire's non-binding indication of interest offered \$46.50 per share or \$17.1 million in the aggregate based on 367,132 common shares of Community First outstanding. The transaction would consist of a combination of common stock and cash with 85% of the consideration paid in stock and 15% of the consideration paid in cash. It proposed inviting Henry H. Deible, president and chief executive officer of Community First, to join its board and to honor all existing change-in-control and employment agreements. Emclaire intended to structure the transaction as a tax-free reorganization. Emclaire proposed a termination fee equal to 4% of the proposed deal value. It intended to exchange both classes of preferred stock of Community First for the preferred stock of the acquiror on substantially equivalent terms.

On March 7, 2018, Company A submitted a revised non-binding indication of interest with substantially similar terms to its original proposal, except in terms of consideration, which increased to a proposed \$32.00 per share or approximately \$11.7 million in the aggregate.

On March 8, 2018, Community First held a special meeting of the board of directors. The board of directors discussed the attributes of a possible transactions with each of the three financial institutions that submitted non-binding indications of interest to Community First, which included a review of each company, its financial results, stock price, dividend, and liquidity history, and public information regarding such company.

On March 16, 2018, at a special meeting of Community First's board of directors, Bybel Rutledge and Commonwealth Advisors reviewed with the board of directors the terms of a proposed combination with each of the three financial institutions that submitted non-binding indications of interest. The board of

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directors, among other matters, reviewed selected financial information for each potential acquiror, each proposal's value information, historical stock data of the potential acquirors, implied values of a possible merger and their potential impact on Community First shareholders, and background information on each company. After careful consideration of the proposals contained in all three of the non-binding indications of interest by the Community First board of directors, Community First authorized further discussions and negotiations with Emclairé to see if better terms could be obtained from Emclairé.

Later that day, the Community First board of directors met with William C. Marsh, chairman of the board, president and chief executive officer of Emclairé, as well as three directors and one officer of Emclairé to hear a presentation by Emclairé and to discuss Emclairé's proposal. Emclairé's presentation to Community First's board of directors included discussion on the culture of Emclairé, the business and lending philosophy of Emclairé, the composition of Emclairé's board of directors, the governance of Emclairé's board of directors, the strategic plan of Emclairé, and the vision for Emclairé's future. Emclairé's presentation also included advantages and disadvantages that could result from a potential business combination with Emclairé.

On the same day, following the meeting, Company B submitted a revised non-binding indication of interest increasing its original all cash offer to \$43.50 per share of Community First common stock, or \$16 million aggregate merger consideration. Company B's revised non-binding indication of interest was sent to Community First's board for review. After the board considered Company B's revised proposal, it determined that the terms of the revised proposal did not change its initial decision to continue discussions and negotiations with Emclairé.

Subsequent to the March 16, 2018 meeting of Community First's board of directors, Bybel Rutledge and Commonwealth Advisors continued discussions and negotiations with Emclairé and its advisers on a nonexclusive basis. In addition, Company B was contacted and indicated that it would not change its proposal.

On March 24, 2018, Emclairé provided to Community First an updated non-binding indication of interest revising its initial proposal. Emclairé's revised proposal offered \$48.48 per share of Community First common stock, or \$17.8 million in aggregate merger consideration. Each share of Community First common stock would be exchanged for 1.274 shares of Emclairé common stock and \$7.27 in cash. In addition, the updated Emclairé proposal provided that, upon acceptance of its terms, Community First was required to exclusively negotiate with Emclairé until May 10, 2018.

On March 26, 2018, Community First's board of directors reviewed the updated Emclairé proposal. After its review, the Community First board of directors approved and authorized execution of the updated Emclairé proposal, subject to the conditions provided therein.

On the same day, Bybel Rutledge received a due diligence request from Emclairé and its financial advisor, Raymond James & Associates, Inc., or Raymond James, requesting additional information from Community First to which Community First, Bybel Rutledge, and Commonwealth Advisors responded by posting information in the virtual data room.

On March 28, 2018, Bybel Rutledge received a due diligence request from Emclairé and its financial advisor, Raymond James, requesting additional information from Community First to which Community First, Bybel Rutledge, and Commonwealth Advisors responded throughout the remainder of March and April 2018 by supplementing the Community First materials in the virtual data room.

On April 4, 2018, Community First provided to Emclairé a reverse due diligence information request list.

On April 4, 5 and 6, 2018 Emclairé conducted on-site due diligence of Community First at the executive offices of Community First in Reynoldsville, Pennsylvania. Among other aspects of Community First's business, Emclairé reviewed Community First's loan portfolio and financial information.

On April 12, 2018, Emclairé interviewed and asked questions of both W. Jay Chamberlin, senior vice president and chief credit officer of Community First and Michael D. Robinson, Sr., PhD, senior vice president and chief financial officer of Community First, in regard to Community First's loan portfolio and

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financial information respectively at the executive offices of Emclaire in Emlenton, Pennsylvania. Community First and its legal and financial advisers also conducted on-site reverse due diligence at the executive offices of Emclaire. Emclaire provided to Community First a list of loans which required further discussion. Emclaire also provided a supplemental due diligence request to Community First to which Community First, Bybel Rutledge, and Commonwealth Advisors responded by posting additional materials to the virtual data room over the following week. On the same day, reverse due diligence continued for Community First when Community First and its advisers were granted access to Emclaire's virtual data room.

On April 16, 2018, following its initial due diligence, Emclaire communicated that it was lowering its proposed price from \$17.8 million aggregate merger consideration to \$16.5 million aggregate merger consideration based on its assessment of Community First's loan portfolio and higher than anticipated merger costs. Community First provided additional information regarding its loan portfolio to Emclaire and countered Emclaire's proposal. Based on additional information and subsequent negotiations, Emclaire raised its proposed transaction price to \$16.8 million.

On April 23, 2018, Silver, Freedman, Taff & Tiernan LLP, or Silver, Freedman, counsel for Emclaire, sent the initial draft of the merger agreement and exhibits to Bybel Rutledge. Following review of the initial drafts of the reorganization agreement and receipt of the initial comments and markup of the draft agreement from counsel, the board of directors of Community First engaged in discussions with representatives of Bybel Rutledge and Commonwealth Advisors to discuss the proposed response to the draft merger agreement. After discussing the amount and structure of the offer, which were consistent with the prior discussions with Emclaire, the participants focused on the provisions regarding the appointment of Community First representatives to Emclaire's board of directors, certain restrictions on the operations and dividends of Community First and Emclaire pending closing, provisions relating to employee and severed employee compensation, and certain termination provisions and termination payments as the areas of primary concern.

Over the next several weeks, Community First, Bybel Rutledge, and Commonwealth Advisors conferred frequently as they reviewed and discussed revisions to the draft reorganization agreement and ancillary agreements, including the bank merger agreement and director support agreements. Comments were communicated to Emclaire and Silver, Freedman and the terms of the agreements negotiated. On May 2, 2018, Mr. Deible and Mr. Marsh further negotiated the proposed transaction price via telephone and subsequently centered on \$17 million as the aggregate merger consideration with the common stock exchange ratio to be calculated based on a 10-day average closing stock price immediately before the execution of a definitive agreement.

On May 3, 2018, Community First received an unsolicited revised non-binding indication of interest from Company B increasing its all cash offer to \$47.50 per share of Community First common stock or \$17.4 million aggregate merger consideration. The board of directors considered the revised proposal including the tax implications of an all-cash transaction and determined that the post-tax effect aggregate merger consideration was less favorable to the shareholders of Community First than Emclaire's proposed aggregate merger consideration. The Community First board also concluded that the potential for future appreciation of Emclaire's common stock was favorable, given current metrics, and sufficiently countered the tax impact of an all cash transaction.

On May 8, 2018, Silver, Freedman provided a revised non-binding indication of interest to Community First modifying its proposed offer and proposing to extend exclusive negotiations until May 25, 2018. The revised offer proposed that each share of Community First common stock outstanding would be exchanged for \$39.36 in shares of Emclaire common stock and \$6.95 in cash or a per share price of \$46.34 totaling \$17 million in aggregate merger consideration with the exchange ratio for the stock consideration to be based upon the average closing price for a share of Emclaire common stock on the NASDAQ Capital Market for the 10 trading days immediately prior to the date of execution of a definitive agreement. After careful consideration of the revised offers from Emclaire and Company B, Community First believed that Emclaire's offer, its current value, and future prospects were in the best interests of its shareholders. The Community First board of directors authorized and executed Emclaire's revised non-binding indication of interest the following day.

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On May 15, 2018 Silver, Freedman provided Bybel Rutledge with a draft of Emclaire's disclosure schedules to the merger agreement.

On May 21, 2018, Bybel Rutledge provided Silver, Freedman with a draft of Community First's disclosure schedules to the merger agreement. On the same day, the parties calculated the exchange ratio based on the average closing stock price of Emclaire common stock for the 10 trading days prior to this date. According to the 10-day average closing stock price, each share of Community First common stock issued and outstanding would receive 1.2008 shares of Emclaire common stock.

Between May 21, 2018 to May 24, 2018 Bybel Rutledge supplemented the disclosure schedules previously provided to Silver, Freedman with additional information from Community First and negotiated additional specific terms of the merger agreement and exhibits to the merger agreement.

On May 23, 2018, the boards of directors of Emclaire and Farmers National met in order to review the proposed merger agreement, bank merger agreement and the merger. The Emclaire and Farmers National boards received a presentation regarding the merger agreement from its legal counsel, Silver, Freedman as well as its financial advisor, Raymond James. Legal counsel and senior management of Emclaire also briefed the boards on the results of the due diligence review conducted on Community First. After discussion and consideration of the merger agreement and the presentations by Emclaire's legal counsel and financial advisor as well as the interests of Emclaire's shareholders, customers, employees and the communities served by Emclaire, the board of directors of Emclaire unanimously approved the merger agreement. The board of directors of Farmers National also unanimously approved the bank merger agreement.

On May 24, 2018, the boards of directors of Community First and Community First Bank held a joint meeting of the boards of directors, which was attended by Community First's executive officers, Bybel Rutledge, and Commonwealth Advisors. The boards heard reports from Community First's management regarding the proposed transaction including a report on the due diligence review of Emclaire. Commonwealth Advisors reported with respect to certain financial analyses which included an overview of transaction terms, comparable company analysis, comparable transaction pricing, dividend analysis, and overall merger analysis. Bybel Rutledge also reviewed with the board its fiduciary duties. Commonwealth Advisors reviewed with the board of directors its analysis and assumptions thereon and delivered its fairness opinion, subject to limitations, qualifications, and conditions delineated therein. Following the presentations, the boards of directors discussed, considered, approved, and adopted the terms of the transaction and the merger agreement and the exhibits and schedules thereto, and the bank merger agreement and the exhibits and schedules thereto. Voting agreements were executed by board members and executive officers. Under the final merger agreement, each share of Community First common stock issued and outstanding shall receive 1.2008 shares of Emclaire common stock and \$6.95 in cash. Based on the closing price of a share of Emclaire's common stock of \$34.20 on May 23, 2018, the total deal value was approximately \$17.6 million or \$48.02 per share of Community First common stock. The transaction consideration would be structured as a combination of Emclaire common stock and cash with 85% of the consideration paid in stock and 15% of the consideration paid in cash.

Following the meeting, the merger agreement was executed by both parties. On May 25, 2018, Emclaire and Community First issued a joint press release announcing the proposed merger prior to the open of market trading. Community First's Reasons for the Merger; Recommendation of the Community First Board of Directors
Community First's board of directors has determined that the merger agreement and the merger are fair to and in the best interests of Community First and its shareholders. Accordingly, the Community First board has unanimously approved the merger agreement and recommends that Community First's shareholders approve the merger agreement.

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In the course of making its decision to approve the transaction with Emclaire, Community First's board of directors consulted with executive management and Community First's financial and legal advisors. Community First's board of directors considered, among other things, the following factors:

Strategic Considerations

- The merger of Emclaire and Community First would create a financial institution with approximately \$886.4 million in assets. The combined company's increased size and scale would be better able to absorb increasing regulatory and compliance expenses than Community First would on its own;

- The significant increase in assets, capital, earnings and management depth would create opportunities for future strategic acquisitions, asset growth, earnings growth and increased shareholder value;

- The risks to shareholder value in continued operations, including risks relating to the inherent uncertainties about future growth, performance and economic conditions, management and board succession, the ability for Community First to raise additional capital, and to attract qualified personnel, and the impact and costs of increased regulatory compliance;

- The current environment in the banking and financial services industry, including national and regional economic conditions, continued consolidation, evolving trends and competition, and the likely effect of these factors on Community First in light of, and in the absence of, the merger;

- Emclaire's business, operations, financial condition, earnings and prospects and Community First's business, operations, financial condition, earnings and prospects, taking into account the results of the due diligence review of Emclaire by Community First and its financial, legal and other advisors;

- The potential alternatives available to Community First, including other potential extraordinary transactions and the alternative of remaining independent, and the risks and challenges inherent in successfully implementing Community First's business plans, the value to the shareholders of these alternatives, the timing and likelihood of achieving value from these alternatives; and

- The ability to complete the merger, including, in particular, the likelihood of obtaining regulatory approval and the provisions of the merger agreement regarding the parties' obligations to pursue the regulatory approvals.

Financial Impact on Shareholders

- The merger's potential cost savings, as well as the potential for increased revenue opportunities which would provide significant increases in earnings per share over what Community First would have earned per share had it remained independent. The potential cost savings are expected to come from the reduction of duplicate resources and administrative functions as well as the elimination of redundant external contractual services and the standardization of various retirement benefits;

- The potential for the combined company to generate greater earnings per share and tangible book value per share for Community First shareholders, on an as-converted basis, than Community First would have the ability to achieve

should it remain independent;

-

The exchange ratio of 1.2008 shares of Emclaire common stock and the per share cash consideration, without interest, equal to \$6.95 for each share of Community First common stock for an approximate aggregate transaction value of \$17.0 million;

-

Emclaire common stock currently pays a dividend rate of \$1.12 per year (or approximately \$1.34 per share of Community First common stock), as compared to \$0.50 per year on Community First common stock;

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- The ability to increase scale and accelerate the achievement of certain of Community First's strategic goals expanding geographically, and gaining access to personnel, expertise and other resources;

- The expected revenue enhancement and diversification, as well as cost savings and efficiencies; and

- The ability of the combined company to continue to grow, through both its operations and potential future acquisitions.

Effect on Common Stock

- Emclair common stock is traded on the NASDAQ Capital Market, and has greater liquidity than that of Community First's common stock; and

- The increased market capitalization of the combined company relative to Community First's current market capitalization.

Form of Merger Consideration

- 1.2008 shares of Emclair common stock and \$6.95 in cash for each share of Community First common stock;

- The expectation that the receipt of Emclair common stock by Community First shareholders would generally be tax-free for U.S. federal income tax purposes;

- Community First's shareholders would have the ability to continue to participate in the growth of the combined company and potential long-term shareholder value appreciation; and

- Holders of Community First Bank Series A and Series B Non-Cumulative Perpetual Preferred Stock would receive similar shares of preferred stock from Emclair.

Value of Merger Consideration

- The premium to the market value of Community First's common stock represented by the value of the merger consideration;

- The historical and current market prices of Emclair common stock and Community First common stock;

- The prices, multiples of earnings per share and premiums on core deposits in other recent acquisitions of financial institutions, as compared to the price, multiples and premiums in the merger;

-

The pro forma financial effects of the merger, including the potential cost savings (resulting from back office efficiencies, consolidations and other cost savings) and the possibility of enhanced revenue from the merger and the effects of the merger on the risk-based and leverage capital ratios of the combined company and the prospects of enhanced earnings per share growth attained by a merger with Emclaire; and

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The financial analysis conducted by Commonwealth Advisors, Inc. and its opinion to the board of directors that, as of the date of the merger agreement, the merger consideration is fair, from a financial point of view, to holders of Community First common stock.

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No Shop, Termination and Break-Up Fee

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- The restrictions imposed on Community First from soliciting alternative transactions;
-
- The fact that Community First's board of directors may withdraw, qualify or modify its recommendation that its shareholders approve the merger if the board of directors, after consulting its outside legal counsel and its financial advisors determines in good faith that it would be reasonably likely to result in a violation of its fiduciary duties;
-
- The provisions permitting the Community First board of directors to terminate the merger agreement if the value of Emclair common stock were to decline by more than 17.5% from its price after the announcement of the merger agreement; and underperform the SNL MicroCap U.S. Bank Index by more than 17.5% during such time period;
-
- The termination fee of \$750,000 that Community First would be required to pay to Emclair if the merger agreement is terminated under certain circumstances and Community First subsequently merges, is acquired or liquidates;
-
- The fact that the termination fee provision of the merger agreement could have the effect of discouraging other acquisition proposals for a business combination between Community First and a third party; and
-
- The fact that Community First or Emclair may terminate the merger agreement upon a material breach by the other party and receive reimbursement of any and all damages, costs and expenses, including all reasonable attorneys' fees, sustained or incurred by the non-breaching party as a result thereof or in connection therewith or with respect to the enforcement of its rights under the Agreement and Plan of Merger by and between Emclair and Community First.

Directors and Officers

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- The agreement to add Henry H. Deible and Henry H. Deible, II to the board of directors of Emclair and The Farmers National Bank of Emlenton after the merger; and
-
- The existence and nature of the voting agreements to be obtained from the directors and executive officers of Community First in support of the merger.

Other Constituencies

-
- The possible effects of the merger on Community First's employees, customers, suppliers and creditors and on the communities in which Community First's facilities are located;
-
- Management's belief that Community First's customers would benefit from a merger with Emclair due to the combined company's enhanced ability to serve its customers more broadly and effectively because of the combined company's greater scale, lending capabilities and range of financial products and services; and
-
- The complexity and risks involved in successfully integrating Emclair and Community First in a timely manner, and the potential impact of integration on various constituencies.

Community First's board of directors reviewed the totality of the future prospects opportunities of Community First, its needs, the environment relative to the terms of the merger and its anticipated effects and concluded that the merger and its terms with the prospects of enhanced earnings, dividends, liquidity, with stronger, broader and deeper management while retaining operational focus were in the best long-term interests of Community First and its shareholders.

Community First's board of directors also considered the following risks:

- The risk that integration of Community First and Emclair will not occur as desired and the potential impact of integration if not successful on the expected benefits of the merger;

- The potential challenges associated with obtaining regulatory approvals required to complete the transaction in a timely manner;

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- The fact that, pursuant to the merger agreement, Community First must generally conduct its business in the ordinary course and Community First is subject to a variety of other restrictions on the conduct of its business prior to the completion of the merger or termination of the merger agreement, which may delay or prevent Community First undertaking business opportunities which may arise pending completion of the merger;

- The risk that potential benefits (strategic, operational, financial), cost benefits and other synergies sought in the merger may not be realized or may not be realized within the expected time period and the risks associated with the integration of Community First and Emclaire;

- The interests of certain executive officers and directors of Community First with respect to the merger apart from their interest as holders of Community First common stock, and the risk that these interests might influence their decision with respect to the merger;

- The risk that certain tax attributes of Community First and Emclaire may be affected by the transaction; and

- The potential for diversion of management and employee attention and for employee attrition during the period prior to the completion of the merger and the potential effect on Community First's business and relations with customers, service providers and other stakeholders whether or not the merger is consummated.

The foregoing discussion of the factors considered by the Community First board of directors in evaluating the merger agreement is not intended to be exhaustive, but, rather, includes all material factors considered by the Community First board of directors. Community First's board of directors evaluated the factors described above, including asking questions of Community First's legal and financial advisors. In reaching its decision to approve the agreement and the merger, the Community First board of directors did not quantify or assign relative values to the factors considered, and individual directors may have given different weights to different factors. The Community First board of directors relied on its due diligence review of Emclaire, the experience and expertise of its board of directors and legal advisors regarding the structure of the merger and the terms of the merger agreement and the experience and expertise of its financial advisors for quantitative analysis of the financial terms of the merger.

Community First board of directors realizes that there can be no assurance about future results, including results expected or considered in the factors listed above. The Community First board of directors considered all of the above factors as a whole, and on an overall basis considered them to be favorable to, and support, its determination to enter into the merger agreement.

Community First's board of directors unanimously recommends that Community First's shareholders vote "FOR" the approval and adoption of the merger agreement and "FOR" the adjournment proposal. Community First shareholders should be aware that Community First's directors and executive officers have interests in the merger that are different from, or in addition to, those of other Community First shareholders. The Community First board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement, and in recommending that the merger proposal be approved by the shareholders of Community First. See "Description of the Merger — Interests of Community First's Officers and Directors in the Merger that are Different from Yours." This summary of the reasoning of Community First's board of directors and other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading "Cautionary Statement Regarding Forward-Looking Statements."

Opinion of Community First's Financial Advisor

Community First retained Commonwealth Advisors, Inc., or Commonwealth Advisors, to act as financial advisor to Community First's board of directors in connection with Community First's consideration of a possible business

combination. In the ordinary course of its financial advisory business, Commonwealth Advisors is regularly engaged in the valuation of financial institutions in connection with mergers, acquisitions and other corporate transactions. Community First selected Commonwealth Advisors to act as its financial advisor based on Commonwealth Advisors' experience, including in connection with mergers and acquisitions of commercial banks and bank holding companies.

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At the May 24, 2018 meeting at which Community First's board of directors considered and discussed the terms of the merger agreement and the merger, Commonwealth Advisors delivered a written opinion dated May 24, 2018 to the Community First board of directors that as of such date and subject to the various considerations set forth in the opinion, the consideration to be received by Community First's common shareholders was fair from a financial point of view. The issuance of Commonwealth Advisor's opinion was approved by Commonwealth Advisors Fairness Opinion Committee.

The full text of Commonwealth Advisors' opinion is attached as Annex B to this proxy statement/ information statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Commonwealth Advisors in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the full text of the opinion. Holders of Community First common stock are urged to read the entire opinion carefully in connection with their consideration of the proposed merger.

Commonwealth Advisors' opinion speaks only as of the date of the opinion. The opinion was directed to Community First's board of directors in connection with its consideration of the merger agreement and the merger and is directed only to the fairness, from a financial point of view, of the merger consideration to the holders of Community First's common stock and does not address the allocation of the merger consideration between cash and Emclaire Common Stock or the relative fairness of the per share stock consideration and the per share cash consideration. Commonwealth Advisors' opinion does not constitute a recommendation to any shareholder of Community First as to how any such shareholder should vote at any meeting of shareholders called to consider and vote upon the approval and adoption of the merger agreement and the merger. Commonwealth Advisors' opinion does not address the underlying business decision of Community First to engage in the merger, the form or structure of the merger or any other transactions contemplated in the merger agreement, the relative merits of the merger as compared to any other alternative transactions or business strategies that might exist for Community First or the effect of any other transaction in which Community First might engage. Commonwealth Advisors did not express any opinion as to the fairness of the amount or nature of the compensation to be received in the merger by any of Community First's or Emclaire's officers, directors or employees, or any class of such persons, if any, relative to the compensation to be received in the merger by any other shareholder, including the merger consideration to be received by the holders of Community First common stock.

In arriving at its opinion, Commonwealth Advisors has among other things:

- reviewed the historical financial performances, current financial positions and general prospects of Emclaire and Community First and reviewed certain internal financial analyses and forecasts prepared by the managements of Emclaire and Community First;
- reviewed the merger agreement;
- reviewed and analyzed the stock market performance and limited trading history of Emclaire and Community First;
- studied and analyzed the consolidated financial and operating data of Emclaire and Community First;
- reviewed the pro forma financial impact of the proposed merger on Emclaire, based on certain assumptions relating to transaction expenses, purchase accounting adjustments, cost savings and other synergies determined by senior management of Emclaire and Community First;
-

considered the financial terms of the proposed merger as compared with the financial terms of comparable bank and bank holding company mergers and acquisitions;

- met and/or communicated with certain members of Emclair's and Community First's senior management to discuss their respective operations, historical financial statements and future prospects; and
- conducted such other financial analyses, studies and investigations as Commonwealth Advisors deemed appropriate.

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Commonwealth Advisors' opinion was given in reliance on information and representations made or given by Emclaire and Community First, and their respective officers, directors, auditors, counsel and other agents, and on filings, releases and other information issued by Emclaire and Community First including financial statements, financial projections, and stock price data as well as certain information from recognized independent sources. Commonwealth Advisors has not independently verified the information concerning Emclaire and Community First nor other data which it has considered in its review and, for purposes of the opinion, Commonwealth Advisors has assumed and relied upon the accuracy and completeness of all such information and data. Commonwealth Advisors has assumed that all forecasts and projections provided to Commonwealth Advisors have been reasonably prepared and reflect the best currently available estimates and good faith judgments of the managements of Emclaire and Community First as to their most likely future financial performance. Commonwealth Advisors expressed no opinion as to the validity or accuracy of any analyses, forecasts, estimates or projections or the assumptions on which they are based. Commonwealth Advisors has assumed that the proposed merger contemplated by the merger agreement will qualify as a tax-free reorganization for United States federal income tax purposes and will be consummated as described in the merger agreement. Commonwealth Advisors has not conducted any valuation or appraisal of any assets or liabilities of Community First or Emclaire, nor have any such valuations or appraisals been provided to it. Additionally, Commonwealth Advisors assumed that the proposed merger is, in all respects, lawful under applicable law. Commonwealth Advisors is not a legal, regulatory or tax expert and has relied on the assessments made by advisors to Community First with respect to such issues. Commonwealth Advisors did not render any legal, regulatory or tax advice or opinions.

With respect to anticipated transaction costs, purchase accounting adjustments, expected cost savings and other synergies and financial and other information relating to the general prospects of Emclaire and Community First, Commonwealth Advisors has assumed that such information has been reasonably prepared and reflects the best currently available estimates and judgment of the managements of Emclaire and Community First as to their most likely future performance. Commonwealth Advisors has further relied on the assurances of the managements of Emclaire and Community First that they are not aware of (i) any fact, circumstance or other information that would make any of the foregoing information or any information provided to it in connection with the proposed merger to be misleading, inaccurate or incomplete, or (ii) any omission to provide information that would be necessary in order to make any information provided under (i) above not misleading, inaccurate or incomplete. Commonwealth Advisors has not been asked to and has not undertaken an independent verification of any of such information and it does not assume any responsibility or liability for the accuracy or completeness thereof. Commonwealth Advisors has not reviewed or sampled any loan files of Emclaire, Community First or their respective subsidiaries and it did not make an independent evaluation or appraisal of any specific assets (including any individual loan or portfolio of loans) or their collectability or the collateral securing any assets, or the liabilities, contingent or otherwise (including without limitation any hedge, swap, foreign exchange, or other derivative or off-balance sheet items), of Emclaire or Community First or any of their respective subsidiaries, and it was not furnished with any evaluations or appraisals of any of the foregoing. Commonwealth Advisors is not an expert in evaluating investment, loan and lease portfolios for purposes of evaluating their quality or assessing the adequacy of the allowances for loan and lease losses in general or on behalf of either Emclaire or Community First. As a result, Commonwealth Advisors has not been asked to and it has not assumed any responsibility to make an independent evaluation of any asset, investment, loan or lease assets or the adequacy of the allowance for loan and lease losses of Emclaire or Community First, and it has assumed, with Community First's consent, that the aggregate allowances for loan and lease losses of Emclaire and Community First are adequate to cover such losses and comply fully with applicable law and regulatory policy, including sound banking practice and policy principles of bank and trust regulatory bodies and the statutes and regulations applicable to SEC filings that are required or contemplated in connection with the proposed merger.

Commonwealth Advisors has assumed that all of the representations and warranties contained in the merger agreement and all related agreements are true and correct, that each party under the agreements will perform all of the covenants required to be performed by such party under the agreements, and that the conditions precedent in the agreements are satisfied and not waived. Also, in rendering its opinion, Commonwealth Advisors has assumed without independent investigation, and with Community First's

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consent, that (i) in the course of obtaining the necessary regulatory approvals for the consummation of the proposed merger, no conditions will be imposed that will have a material adverse effect on the combined entity or contemplated benefits of the proposed merger, including the cost savings and related expenses expected to result from the proposed merger or Emclaire's ability to pay future dividends consistent with current dividend amounts and timing thereof, (ii) no appraisal rights will be perfected under law in connection with the proposed merger, (iii) there is no financial adjustment to the merger consideration under the terms detailed in the merger agreement, and (iv) all regulatory and other approvals and third party consents required for the consummation of the proposed merger will be obtained timely.

Commonwealth Advisors' opinion is based upon information provided to it by the managements of Emclaire and Community First, as well as market, economic, financial and other conditions as they exist and can be evaluated only as of the date of its opinion and accordingly, it speaks to no other period. Commonwealth Advisors has not undertaken to reaffirm or revise in the future the opinion or otherwise comment on events occurring after the date of its opinion and does not have an obligation to update, revise or reaffirm its opinion. Commonwealth Advisors' opinion does not address the relative merits of the proposed merger and the other business strategies that Community First's Board of Directors has considered or may be considering, nor does it address the underlying business decision of Community First's Board of Directors to proceed with the proposed merger. Commonwealth Advisors did not recommend to Community First or its Board of Directors or management any of the merger consideration (or any of the terms or conditions of the merger consideration), each of which was determined through negotiations between Emclaire and Community First. Commonwealth Advisors expressed no opinion as to the prices at which Emclaire's common stock may trade when issued to holders of issued and outstanding Community First common stock pursuant to the merger agreement or the prices at which Emclaire's common stock may trade at any time. Commonwealth Advisor's opinion is for the information of Community First's Board of Directors in connection with its evaluation of the proposed merger and does not constitute a recommendation to the Board of Directors or any shareholder of Community First concerning how to act or vote in connection with the proposed merger. The opinion should not be construed as creating any fiduciary duty on Commonwealth Advisor's part to any party or person.

The opinion was approved by Commonwealth Advisor's fairness opinion committee. Commonwealth Advisors does not express any opinion as to the fairness of the amount or nature of the compensation to be received (i) in connection with or subsequent to the proposed merger by the officers, directors, or employees of any party to the merger agreement, or (ii) by any class of such persons, relative to the consideration to be received by the holders of common stock in the proposed merger.

In rendering its opinion, Commonwealth Advisors performed a variety of financial analyses. The summary below is not a complete description of the analyses underlying Commonwealth Advisors' opinion or the presentation made by Commonwealth Advisors to Community First's board of directors but is a summary of all material analyses performed and presented by Commonwealth Advisors. The summary includes information presented in tabular format. In order to fully understand the financial analyses, these tables must be read together with the accompanying text. The tables alone do not constitute a complete description of the financial analyses. The preparation of a fairness opinion is a complex process involving subjective judgments as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. The process, therefore, is not necessarily susceptible to a partial analysis or summary description. Commonwealth Advisors believes that its analyses must be considered as a whole and that selecting portions of the factors and analyses to be considered without considering all factors and analyses, or attempting to ascribe relative weights to some or all such factors and analyses, could create an incomplete view of the evaluation process underlying its opinion. Also, no company included in Commonwealth Advisors' comparative analyses described below is identical to Community First or Emclaire and no transaction is identical to the proposed merger. Accordingly, an analysis of comparable companies or transactions involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the public trading values or merger transaction values, as the case may be, of Community First and Emclaire and the companies to which they are being compared. In arriving at its opinion, Commonwealth Advisors did not attribute any particular weight to any analysis or factor that it considered. Rather, Commonwealth Advisors made qualitative judgments as to the significance and relevance of each analysis and factor. Commonwealth Advisors did not form an opinion as to whether any individual analysis

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or factor (positive or negative) considered in isolation supported or failed to support its opinion; rather, Commonwealth Advisors made its determination as to the fairness of the merger consideration on the basis of its experience and professional judgment after considering the results of all its analyses taken as a whole. In performing its analyses, Commonwealth Advisors also made numerous assumptions with respect to industry performance, business and economic conditions and various other matters, many of which cannot be predicted and are beyond the control of Community First, Emclaire and Commonwealth Advisors. The analyses performed by Commonwealth Advisors are not necessarily indicative of actual values or future results, both of which may be significantly more or less favorable than suggested by such analyses. Commonwealth Advisors prepared its analyses solely for purposes of rendering its opinion and provided such analyses to Community First's board of directors at its May 24, 2018 meeting. Estimates on the values of companies do not purport to be appraisals or necessarily reflect the prices at which companies or their securities may actually be sold. Such estimates are inherently subject to uncertainty, and actual values may be materially different. Accordingly, Commonwealth Advisors' analyses do not necessarily reflect the value of Community First common stock or the prices at which Community First common stock or Emclaire common stock may be sold at any time. The analyses of Commonwealth Advisors and its opinion were among a number of factors taken into consideration by Community First's board of directors in making its determination to approve the merger agreement, and the analyses described below should not be viewed as determinative of the decision of Community First's board of directors or management with respect to the fairness of the merger.

Summary of Proposed Merger Consideration and Implied Transaction Metrics. Commonwealth Advisors reviewed the financial terms of the proposed merger. Commonwealth Advisors calculated an implied transaction price per share using the 10 Day Average Closing Trade Price of Emclaire common stock as of May 21, 2018, (the date used to determine the merger consideration) of \$46.31, or an aggregate implied transaction value of approximately \$17.0 million, consisting of (i) per share stock consideration of 1.2008 shares of Emclaire common stock and (ii) the per share cash consideration of \$6.95. As of May 23, 2018, the day before signing the definitive agreement, the implied transaction price per share using the closing price of Emclaire common stock on May 23, 2018, was \$48.02, or an aggregate implied transaction value of approximately \$17.63 million. Based upon financial information for Community First as of March 31, 2018, Commonwealth Advisors calculated the following implied transaction metrics:

Implied Transaction Price Per Share/Earnings Per Share:	23.1x
Implied Transaction Price Per Share/Book Value Per Share:	1.92x
Implied Transaction Price Per Share/Tangible Book Value Per Share:	1.92x
Price to Assets:	13.58%

Stock Trading History. Commonwealth Advisors reviewed the historical share price performance of Community First common shares and Emclaire common shares for both the year-to-date and five-year period ended May 14, 2018. Commonwealth Advisors then compared the relationship between the share price performance of Community First's common shares and Emclaire's common shares, respectively, to share price movements in certain share indices.

Community First Year-to-Date Share Price Performance

	Beginning January 1, 2018	Ending May 14, 2018
Community First	100%	103%
NASDAQ Bank Index	100%	106%
S&P 500 Index	100%	102%

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Community First Five-Year Share Price Performance

	Beginning May 27, 2013	Ending May 14, 2018
Community First	100%	159%
NASDAQ Bank Index	100%	195%
S&P 500 Index	100%	165%

Emclaire Year-to-Date Share Price Performance

	Beginning January 1, 2018	Ending May 14, 2018
Emclaire	100%	101%
NASDAQ Bank Index	100%	106%
S&P 500 Index	100%	102%

Emclaire Five-Year Share Price Performance

	Beginning May 27, 2013	Ending May 14, 2018
Emclaire	100%	146%
NASDAQ Bank Index	100%	195%
S&P 500 Index	100%	165%

Share price performance for Community First and Emclaire were compared using data compiled from annual reports from 2012 to 2017. These values were also compared to a custom peer group composed of banking institutions in the Mid-Atlantic region, a bank index of entities greater than \$500 million, and the NASDAQ bank index.

2012 – 2017 Share Price Performance

	Beginning 12/31/12	12/31/13	12/31/14	12/31/15	12/31/16	Ending 12/31/17
SNL US Bank NASDAQ Index	100%	144%	149%	161%	223%	236%
SNL Bank Pink > \$500M Index	100%	122%	142%	158%	184%	230%
Mid Atlantic Custom Peer Group	100%	114%	124%	133%	148%	181%
EMCF	100%	117%	117%	114%	135%	142%
CMFP	100%	86%	112%	127%	149%	162%

Comparable Company Analyses. Commonwealth Advisors used publicly available information to compare selected financial information for Community First with a group of financial institutions selected by Commonwealth Advisors, or the Community First Peer Group. The Community First Peer Group consisted of Pennsylvania commercial banks with assets between \$150 million and \$300 million as of April 2018. The Community First Peer Group consisted of the following companies:

Community Banker's Corporation	JTNB Bancorp Inc.
Enterprise Financial Services	Mercersburg Financial Corp.
First Resources Bank	Apollo Bancorp Inc.
Fleetwood Bank Corp.	Clarion County Community Bank

The analysis compared financial information for Community First provided by Community First with the corresponding publicly available data for the Community First Peer Group. The table below sets forth the data for Community First and the median, mean, high and low data for the Community First Peer Group.

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Community First Comparable Company Analysis

	CMFP	CMFP Peer Group Median	CMFP Peer Group Mean	CMFP Peer Group High	CMFP Peer Group Low
Total Assets (in Millions)	\$ 128	\$ 226	\$ 222	\$ 293	\$ 157
Market Value (in millions)	—	\$ 20	\$ 20	\$ 31	\$ 11
LTM ROAA(1)	0.44%	0.44%	0.57%	1.15%	0.30%
LTM ROAE(1)	4.64%	4.39%	5.48%	9.06%	3.37%
Efficiency Ratio	86.65%	75.80%	75.00%	80.23%	65.84%
Net interest margin	3.84%	3.80%	3.56%	4.10%	2.90%
Dividend Yield	2.46%	2.82%	2.72%	4.43%	0.00%
Price/LTM Earnings per share(1)	12.46x	18.52x	19.81x	27.48x	12.50x
Price/Tangible book value	65.40%	99.65%	105.47%	132.20%	87.80%
Tangible equity/Tangible assets	7.14%	9.48%	9.96%	11.79%	8.55%
Loan loss reserves/Loans	1.10%	0.98%	0.92%	1.08%	0.49%
Net charge offs/Loans	0.02%	0.03%	0.04%	0.08%	0.02%
Non-performing assets + 90 days/Assets	0.64%	0.41%	0.81%	2.10%	0.20%
Reserves/Nonperforming assets + 90 days	—	160.38%	152.13%	280.78%	34.93%

(1)

LTM was calculated between April 2017 and April 2018.

Commonwealth Advisors used publicly available information to perform a similar analysis for Emclaire and a group of financial institutions as selected by Commonwealth Advisors, or the Emclaire Peer Group. The Emclaire Peer Group consisted of Pennsylvania Commercial banks with assets between \$500 million and \$1.0 billion as of April 2018. The Emclaire Peer Group consisted of the following companies:

First Keystone Corp.	Honat Bancorp
CB Financial Services Inc.	First Priority Financial Corp.
FNB Bancorp Inc.	Centric Financial Corp.
Fidelity D&D Bancorp Inc.	American Bank Inc.
Meridian Bank	Juniata Valley Financial Corp.
Kish Bancorp Inc.	Jonestown Bank and Trust Co.
CCFNB Bancorp Inc.	Northumberland Bancorp
Dimeco Inc.	First Community Financial Corp.

The analysis reviewed market price to 2017 earnings per share and market price to 2018 earnings per share multiples of the Emclaire Peer Group. The table below sets forth the data for Emclaire and the median, mean, high and low data for the Emclaire Peer Group.

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Emclair Comparable Company Analysis

	EMCF	EMCF Peer Group Median	EMCF Peer Group Mean	EMCF Peer Group High	EMCF Peer Group Low
Total Assets (in Millions)	\$ 756	\$ 645	\$ 719	\$ 1,001	\$ 506
Market Value (in millions)	\$ 76	\$ 93	\$ 104	\$ 193	\$ 45
LTM ROAA(1)	0.63%	0.78%	0.75%	1.08%	0.40%
LTM ROAE(1)	8.07%	7.37%	7.40%	11.23%	3.85%
Efficiency Ratio	68.28%	67.92%	65.07%	84.68%	6.19%
Net interest margin	3.30%	3.35%	3.36%	4.00%	2.70%
Dividend Yield	3.36%	2.72%	2.79%	4.29%	1.55%
Price/LTM Earnings per share(1)	15.97x	20.80x	20.32x	38.10x	13.03x
Price/Tangible book value	157.30%	139.00%	140.51%	219.10%	56.80%
Tangible equity/Tangible assets	6.47%	8.90%	9.50%	14.88%	6.60%
Loan loss reserves/Loans	1.02%	1.20%	1.22%	1.82%	0.67%
Net charge offs/Loans	0.04%	0.06%	0.09%	0.38%	0.01%
Nonperforming assets + 90 days/Assets	0.53%	0.79%	0.83%	1.49%	0.42%
Reserves/Nonperforming assets + 90 days	—	122.68%	135.61%	323.71%	49.03%

(1)

LTM was calculated between April 2017 and April 2018.

Selected Merger Transactions Analyses. Commonwealth Advisors reviewed a nationwide group of selected merger and acquisition transactions, or the Nationwide Precedent Transactions, consisting of transactions announced between May 13, 2017 and May 18, 2018 involving banks, bank holding companies and thrifts. The list of institutions involved include the following:

Buyer	Seller	State
Citizens Bancshares Corp.	Regional Bankshares Inc.	SC
Cadence Bancorp.	State Bank Financial Corp	TX, GA
FVC Bancorp Inc.	Colombo Bank	VA, MD
Coastal South Bancshares Inc.	First Citizens Financial Corp	SC, GA
Salem Five Bancorp	Sage Bank	MA
National Commerce Corp.	Landmark Bancshares Inc.	AL, GA
Center State Bank Corp.	Charter Financial Corp.	FL, GA
RBB Bancorp	First American International Corp.	CA, NY
Premier Financial Bancorp Inc.	First Bank of Charleston Inc.	WV
First US Bancshares Inc	Peoples Bank	AL, VA
Private Investors – David Bolger	Beach Community Bank	FL
Sunstate Bank	Intercontinental Bankshares LLC	FL
Renasant Corp.	Brand Group Holdings Inc.	MS, GA

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LGE Community CU	Georgia Heritage Bank	GA
National Commerce Corp.	Premier Community Bank of FL	AL, FL
Harborne Bancorp Inc (MHC)	Coastway Bancorp, Inc.	MA, RI
Seneca-Cayuga Bancorp Inc. (MHC)	Medina S&LA	NY
Parkway Acquisition Corp	Great State Bank	VA, NC
Achieva CU	Preferred Community Bank	FL

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Buyer	Seller	State
Private Investors	Brickell Bank	NA, FL
Ameris Bancorp	Hamilton State Bancshares	GA
Park National Corp.	New Dominion Bank	OH, NC
Mid Penn Bancorp Inc.	First Priority Financial Corp	PA
First Commonwealth Financial	Garfield Acquisition Corp.	PA, OH
Juniata Valley Financial Corp.	Liverpool Community Bank	PA
LCNB Corp.	Columbus First Bancorp Inc.	OH, NC
First Citizens BancShares Inc.	HomeBancorp Inc.	NC, FL
South Atlantic Bancshares Inc.	Atlantic Bancshares Inc.	SC, NA
MFB Acquisition Corporation	Maryland Financial BK	MD
William Penn Bancorp Inc. (MHC)	Audubon SB	PA, NJ
First Bancshares Inc.	Sunshine Financial Inc	MS, FL
Banco de Credito e Inversiones	TotalBank	NA, FL
SRP FCU	Southern Bank	SC, GA
FCB Financial Holdings Inc.	Floridian Community Holdings Inc.	FL
Ameris Bancorp	Atlantic Coast Financial Corp.	GA, FL
CB Financial Services Inc.	First WV Bancorp Inc.	PA, WV
WesBanco Inc.	First Sentry Bancshares Inc.	WV
Georgia's Own CU	State Bank of Georgia	GA
First Federal Bancorp MHC	Coastal Banking Co.	FL, SC
1st Constitution Bancorp	New Jersey Community Bank	NJ
Spencer Savings Bank SLA	Wawel Bank (MHC)	NJ
Kearny Financial Corp.	Clifton Bancorp Inc	NJ
Old Point Financial Corp.	Citizens National Bank	VA
Peoples Bancorp Inc.	ASB Financial Corp.	OH
IBERIABANK Corp.	Gibraltar Private B&TC	LA, FL
First Bank	Delanco Bancorp Inc.	NJ
Old Line Bancshares Inc.	Bay Bancorp Inc.	MD
First Reliance Bankshares	Independence Bancshares Inc.	SC
Brookline Bancorp Inc.	First Commons Bank NA	MA
Fidelity MHC	Colonial Co-operative Bank	MA
National Commerce Corp.	First Atlantic Financial Holdings Inc	AL, FL
Howard Bancorp Inc.	1st Mariner Bank	MD
Center State Banc Corp.	Sunshine Bancorp Inc	FL
Center State Banc Corp.	HCBF Holding Co.	FL
Lake Michigan CU	Encore Bank	MI, FL
Patriot National Bancorp Inc.	Prime Bank	CT
Atlantic Community Bankshares Inc.	BBN Financial Corporation	PA, CT
Southern Hills Community Bank	Adams County Building & LN Co.	OH

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PB Financial Corp	CB Financial Corp.	NA, NC
Valley National Bancorp	US AmeriBancorp Inc.	NJ, FL
Atlantic Bay Mortgage Group LLC	Virginia Community Bank	VA
Delmar Bancorp	Liberty Bell Bank	MD, NJ

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Buyer	Seller	State
Select Bancorp Inc.	Premara Financial Inc.	NC,
South Shore Bancorp MHC	Braintree Bancorp MHC	MA
Advantage Bank	First Bank of Lilly	PA
OceanFirst Financial Corp.	Sun Bancorp Inc.	NJ
Bank of McKenney	CCB Bankshares Inc.	VA
United Community Banks Inc.	Four Oaks Fincorp Inc.	GA, NC
Entegra Financial	Chattahoochee Bank of Georgia	NC, GA
Meridian Bancorp Inc.	Meetinghouse Bancorp Inc.	MA
WB&T Bankshares Inc.	Pellham Banking Co.	GA
Private investor – Ying Li	Global Bank	NY
Carolina Financial Corp.	First South Bancorp	SC, NC
BCB Bancorp Inc.	IA Bancorp	NJ
Penn Community Mutual Holdings	Chelten Hills Savings Bank	PA
Charter Financial Corp.	Resurgens Bancorp	GA
Union Bankshares Corp	Xenith Bankshares Inc.	VA
Berkshire Hills Bancorp Inc.	Commerce Bancshares Corp.	MA
Seacoast Banking Corp of FL	NorthStar Banking Corp.	FL
Sandy Spring Bancorp Inc.	WashingtonFirst Bankshares Inc.	MD, VA

Using the latest publicly available information prior to the announcement of the relevant transaction, Commonwealth Advisors reviewed the following transaction metrics (to the extent publicly available): transaction price to last-twelve-months earnings per share, transaction price to book value per share, transaction price to tangible book value per share, and price to assets. Commonwealth Advisors compared the indicated transaction multiples for the merger to the median, mean, high and low multiples of the Nationwide Precedent Transactions group.

National M&A Transaction Comparisons

	EMCF/CMFP(2)	Nationwide Precedent Transaction Median	Nationwide Precedent Transaction Mean	Nationwide Precedent Transaction High	Nationwide Precedent Transaction Low
Transaction price/LTM earnings per share:(1)	22.5x	26.3x	30.0x	65.9x	7.8x
Transaction price/Book value per share:	185%	157.3%	152.5%	244.2%	5.9%
Transaction price/Tangible book value per share:	185%	157.9%	157.9%	261.3%	6.1%
Price/Assets:	13.2%	15.9%	16.3%	44.6%	0.2%

(1)

LTM varied depending on the date of the transaction.

(2)

Indicative price of \$46.31 per share and 3/31/18 financial information.

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Commonwealth Advisors also reviewed a regional group of selected merger and acquisition transactions, or the Regional Precedent Transactions. The Regional Precedent Transactions group consisted of transactions with announced deal values announced between January 1, 2015 and May 18, 2018 involving bank holding companies and banks in the Mid-Atlantic Region. The list of institutions involved include the following:

Buyer	Seller	State
FVC Bankcorp Inc.	Colombo Bank	VA, MD
Premier Financial Bancorp Inc.	First Bank of Charleston Inc.	WV
Mid Penn Bancorp Inc.	First Priority Financial Corp	PA
First Commonwealth Financial	Garfield Acquisition Corp	PA, OH
Juniata Valley Financial Corp.	Liverpool Community Bank	PA
MFB Acquisition Corporation	Maryland Financial BK	MD
CB Financial Services Inc.	First WV Bancorp Inc.	PA, WV
WesBanco Inc.	First Sentry Bancshares Inc.	WV
1st Constitution Bancorp	New Jersey Community Bank	NJ
Howard Bancorp Inc.	1st Mariner Bank	MD
Atlantic Community Bancshares Inc.	BBN Financial Corporation	PA, CT
Valley National Bancorp	USAmeriBancorp Inc.	NJ, FL
Delmar Bancorp	Liberty Bell Bank	MD, NJ
Advantage Bank	First Bank of Lilly	PA
OceanFirst Financial Corp.	Sun Bancorp Inc.	NJ
BCB Bancorp Inc.	IA Bancorp	NJ
Sandy Spring Bancorp Inc.	WashingtonFirst Bankshares Inc.	MD, VA
Emclaire Financial Corp	Northern Hancock Bank & Trust Company	PA, WV
Riverview Financial Corporation	CBT Financial Corporation	PA
Sussex Bancorp	Community Bank of Bergen County	NJ
First Bank	Bucks County Bank	NJ, PA
Mid Penn Bancorp, Inc.	Scottdale Bank & Trust Company	PA
Old Line Bancshares, Inc	DCB Bancshares, Inc.	MD
Bryn Mawr Bank Corporation	Royal Bancshares of Pennsylvania, Inc.	PA
NextTier Incorporated	Manor Bank	PA
ACNB Corporation	New Windsor Bancorp, Inc.	PA, MD
Standard Financial Corp.	Allegheny Valley Bancorp, Inc.	PA
United Bankshares, Inc.	Cardinal Financial Corporation	WV, VA
FNB Corporation	Yadkin Financial Corporation	PA, NC
Summit Financial Group, Inc.	First Century Bankshares, Inc.	WV
Investors Bancorp, Inc.	Bank of Princeton	NJ
Revere Bank	Monument Bank	MD
First Sentry Bancshares, Inc	Rock Branch Community Bank, Inc.	WV
Norwood Financial Corp	Delaware Bancshares, Inc.	PA, NY
Summit Financial Group, Inc.	Highland County Bankshares, Inc	WV, VA
Lakeland Bancorp, Inc.	Harmony Bank	NJ

CNB Financial Corp.

Lake National Bank

PA, OH

WSFS Financial Corp.

Penn Liberty Financial Corp.

DE, PA

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Buyer	Seller	State
United Bankshares, Inc.	Bank of Georgetown	WV, DC
Regal Bank	Community First Bank	NJ
Revere Bank	BlueRidge Bank	MD
Northfield Bancorp, Inc.	Hopewell Valley Community Bank	NJ
BB&T Corp.	National Penn Bancshares Inc.	NC, PA
Old Line Bancshares, Inc	Regal Bancorp, Inc.	MD
Lakeland Bancorp, Inc.	Pascack Bancorp Inc.	NJ
FNB Corporation	Metro Bancorp Inc.	PA
ESSA Bancorp, Inc.	Eagle National Bancorp, Inc.	PA
Premier Financial Bancorp Inc.	First National Bankshares Corp	WV
Citizens Financial Services, Inc.	First National Bank of Fredericksburg	PA
Juniata Valley Financial Corp	FNBPA Bancorp, Inc.	PA
First Commonwealth Financial	First Community Bank	PA, OH
Hamilton Bancorp, Inc.	Fairmount Bancorp, Inc.	MD
Andover Bancorp, Inc.	Community National Bank of Northwest PA	OH, PA
Delmarva Bancshares, Inc.	Easton Bancorp, Inc.	MD
Howard Bancorp, Inc.	Patapsco Bancorp, Inc.	MD
OceanFirst Financial Corp.	Colonial American Bank	NJ

Using the latest publicly available information prior to the announcement of the relevant transaction, Commonwealth Advisors reviewed the following transaction metrics: transaction price to last twelve months earnings per share, transaction price to book value per share, transaction price to tangible book value per share, and price to assets. Commonwealth Advisors compared the indicated transaction multiples for the merger to the median, mean, high and low multiples of the Regional Precedent Transactions group.

Regional M&A Transaction Comparisons

	EMCF/CMFP(2)	Regional Precedent Transaction Median	Regional Precedent Transaction Mean	Regional Precedent Transaction High	Regional Precedent Transaction Low
Transaction price/LTM earnings per share:(1)	22.5x	22.4x	23.4x	38.1x	7.8x
Transaction price/Book value per share:	185%	137.0%	140.7%	244.2%	60%
Transaction price/Tangible book value per share:	185%	140.5%	147.2%	261.3%	60%
Price/Assets:	13.2%	13.9%	14.6%	44.6%	4.1%

(1)
LTM varied depending on the date of the transaction.

(2)
Indicative price of \$46.31 per share and 3/31/18 financial information.

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Commonwealth Advisors also reviewed a statewide group of merger and acquisition transactions, or the Pennsylvania Precedent Transactions. The Pennsylvania Precedent Transactions group consisted of transactions announced between January 1, 2015 and May 18, 2018 involving bank holding companies and banks in Pennsylvania. The list of institutions includes the following:

Buyer	Seller
Mid Penn Bancorp Inc.	First Priority Financial Corp
First Commonwealth Financial	Garfield Acquisition Corp
Juniata Valley Financial Corp.	Liverpool Community Bank
CB Financial Services Inc.	First WV Bancorp Inc.
Atlantic Community Bancshares Inc.	BBN Financial Corporation
Advantage Bank	First Bank of Lilly
Emclair Financial Corp	Northern Hancock Bank & Trust Company
Riverview Financial Corporation	CBT Financial Corporation
First Bank	Bucks County Bank
Mid Penn Bancorp, Inc.	Scottdale Bank & Trust Company
Bryn Mawr Bank Corporation	Royal Bancshares of Pennsylvania, Inc.
NextTier Incorporated	Manor Bank
ACNB Corporation	New Windsor Bancorp, Inc.
Standard Financial Corp.	Allegheny Valley Bancorp, Inc.
FNB Corporation	Yadkin Financial Corporation
Norwood Financial Corp	Delaware Bancshares, Inc.
CNB Financial Corp.	Lake National Bank
WSFS Financial Corp.	Penn Liberty Financial Corp.
BB&T Corp.	National Penn Bancshares Inc.
FNB Corporation	Metro Bancorp Inc.
ESSA Bancorp, Inc.	Eagle National Bancorp, Inc.
Citizens Financial Services, Inc.	First National Bank of Fredericksburg
Juniata Valley Financial Corp	FNBPA Bancorp, Inc.
First Commonwealth Financial	First Community Bank
Andover Bancorp, Inc.	Community National Bank of Northwest PA

Using the latest publicly available information prior to the announcement of the relevant transaction, Commonwealth Advisors reviewed the following transaction metrics: transaction price to last twelve months earnings per share, transaction price to book value per share, transaction price to tangible book value per share, and price to assets. Commonwealth Advisors compared the indicated transaction multiples for the merger to the median, mean, high and low multiples of the Pennsylvania Precedent Transactions group.

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Pennsylvania M&A Transaction Comparisons

	EMCF/CMFP(2)	Pennsylvania Precedent Transaction Median	Pennsylvania Precedent Transaction Mean	Pennsylvania Precedent Transaction High	Pennsylvania Precedent Transaction Low
Transaction price/LTM earnings per share:(1)	22.5x	22.7x	24.9x	38.1x	13.5x
Transaction price/Book value per share:	185%	130%	137.2%	241%	60%
Transaction price/Tangible book value per share:	185%	130%	148%	241%	60%
Price/Assets:	13.2%	14.7%	15.9%	44.6%	4.1%

(1)
LTM varied depending on the date of the transaction.

(2)
Indicative price of \$46.31 and 3/31/18 financial information.

Commonwealth Advisors also reviewed a statewide group of selected merger and acquisition transactions, or the Pennsylvania Select Precedent Transactions. The Pennsylvania Precedent Transactions group consisted of transactions announced between January 1, 2015 and May 18, 2018 involving bank holding companies and banks in Pennsylvania with target assets less than \$350 million. The list of selected institutions includes the following:

Buyer	Seller
First Commonwealth Financial	Garfield Acquisition Corp
Juniata Valley Financial Corp.	Liverpool Community Bank
CB Financial Services Inc.	First WV Bancorp Inc.
Atlantic Community Bancshares Inc.	BBN Financial Corporation
Advantage Bank	First Bank of Lilly
Emclair Financial Corp	Northern Hancock Bank & Trust Company
First Bank	Bucks County Bank
Mid Penn Bancorp, Inc.	Scottdale Bank & Trust Company
NextTier Incorporated	Manor Bank
ACNB Corporation	New Windsor Bancorp, Inc.
CNB Financial Corp.	Lake National Bank
ESSA Bancorp, Inc.	Eagle National Bancorp, Inc.
Citizens Financial Services, Inc.	First National Bank of Fredericksburg
Juniata Valley Financial Corp	FNBPA Bancorp, Inc.
First Commonwealth Financial	First Community Bank
Andover Bancorp, Inc.	Community National Bank of Northwest PA

Using the latest publicly available information prior to the announcement of the relevant transaction, Commonwealth Advisors reviewed the following transaction metrics: transaction price to last twelve months earnings per share, transaction price to book value per share, transaction price to tangible book value per share, and price to assets. Commonwealth Advisors compared the indicated transaction multiples for the merger to the median, mean, high and low multiples of the Pennsylvania Precedent Transactions group.

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Pennsylvania Select M&A Transaction Comparisons

	EMCF/CMFP(2)	PA Select Precedent Transaction Median	PA Select Precedent Transaction Mean	PA Select Precedent Transaction High	PA Select Precedent Transaction Low
Transaction price/LTM earnings per share:(1)	22.5x	27.4x	27.1x	38.1x	17.2x
Transaction price/Book value per share:	185%	127.1%	128.3%	214.5%	60%
Transaction price/Tangible book value per share:	185%	127.1%	129.9%	214.5%	60%
Price/Assets:	13.2%	14.5%	16.6%	44.6%	5.8%

(1)

LTM varied depending on the date of the transaction.

(2)

Indicative price of \$46.31 and 3/31/18 financial information.

Net Present Value Analyses. Commonwealth Advisors performed an analysis that estimated the net present value per share of Community First common stock assuming Community First performed in accordance with internal financial projections of Community First as provided by the senior management of Community First. To approximate the terminal value of Community First common stock at December 31, 2022, Commonwealth Advisors applied price to 2022 earnings per share multiples ranging from 9.0x to 16.5x and multiples of December 31, 2022 tangible book value per share ranging from 70% to 120%. The terminal values were then discounted to present values using different discount rates ranging from 10.0% to 14.0% which were chosen to reflect different assumptions regarding required rates of return of holders or prospective buyers of Community First common stock. As illustrated in the following tables, the analysis indicated an imputed range of values per share of Community First common shares of \$20.52 to \$44.98 when applying multiples of earnings per share and \$14.48 to \$29.68 when applying multiples of tangible book value per share.

Earnings Per Share Multiples

Discount Rate	9.0	10.5	12.0	13.5	15.0	16.5
10%	\$ 24.53	\$ 28.62	\$ 32.71	\$ 36.80	\$ 40.89	\$ 44.98
11%	\$ 23.45	\$ 27.36	\$ 31.26	\$ 35.17	\$ 39.08	\$ 42.99
12%	\$ 22.42	\$ 26.16	\$ 29.89	\$ 33.63	\$ 37.37	\$ 41.10
13%	\$ 21.44	\$ 25.02	\$ 28.59	\$ 32.17	\$ 35.74	\$ 39.31
14%	\$ 20.52	\$ 23.94	\$ 27.36	\$ 30.78	\$ 34.20	\$ 37.62

Tangible Book Value Per Share Multiples

Discount Rate	70%	80%	90%	100%	110%	120%
10%	\$ 17.31	\$ 19.79	\$ 22.26	\$ 24.73	\$ 27.20	\$ 29.68
11%	\$ 16.55	\$ 18.91	\$ 21.27	\$ 23.64	\$ 26.00	\$ 28.36
12%	\$ 15.82	\$ 18.08	\$ 20.34	\$ 22.60	\$ 24.86	\$ 27.12
13%	\$ 15.13	\$ 17.29	\$ 19.46	\$ 21.62	\$ 23.78	\$ 25.94
14%	\$ 14.48	\$ 16.55	\$ 18.62	\$ 20.69	\$ 22.76	\$ 24.82

Commonwealth Advisors also performed an analysis that estimated the net present value per share of Emclaire common stock assuming that Emclaire performed in accordance with internal financial projections of Emclaire as

provided by the senior management of Emclaire. To approximate the terminal value of Emclaire common stock at December 31, 2022, Commonwealth Advisors applied price to 2022 earnings per share multiples ranging from 9.0x to 16.5x and multiples of December 31, 2022 tangible book value per share ranging from 70% to 120%. The terminal values were then discounted to present values using different discount rates ranging from 10.0% to 14.0% chosen to reflect different assumptions

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regarding required rates of return of holders or prospective buyers of Emclaire common stock. As illustrated in the following tables, the analysis indicated an imputed range of values per share of Emclaire common shares of \$14.49 to \$31.76 when applying earnings per share multiples and \$10.75 to \$22.04 when applying multiples of tangible book value per share.

Earnings Per Share Multiples

Discount Rate	9.0	10.5	12.0	13.5	15.0	16.5
10%	\$ 17.32	\$ 20.21	\$ 23.10	\$ 25.99	\$ 28.87	\$ 31.76
11%	\$ 16.56	\$ 19.32	\$ 22.08	\$ 24.84	\$ 27.60	\$ 30.36
12%	\$ 15.83	\$ 18.47	\$ 21.11	\$ 23.75	\$ 26.39	\$ 29.02
13%	\$ 15.14	\$ 17.67	\$ 20.19	\$ 22.71	\$ 25.24	\$ 27.76
14%	\$ 14.49	\$ 16.91	\$ 19.32	\$ 21.74	\$ 24.15	\$ 26.57

Tangible Book Value Per Share Multiples

Discount Rate	70%	80%	90%	100%	110%	120%
10%	\$ 12.86	\$ 14.69	\$ 16.53	\$ 18.37	\$ 20.20	\$ 22.04
11%	\$ 12.29	\$ 14.04	\$ 15.80	\$ 17.55	\$ 19.31	\$ 21.07
12%	\$ 11.75	\$ 13.43	\$ 15.11	\$ 16.78	\$ 18.46	\$ 20.14
13%	\$ 11.24	\$ 12.84	\$ 14.45	\$ 16.05	\$ 17.66	\$ 19.27
14%	\$ 10.75	\$ 12.29	\$ 13.83	\$ 15.36	\$ 16.90	\$ 18.44

Commonwealth Advisors noted that the net present value analysis is a widely used valuation methodology, but the results of such methodology are highly dependent upon the numerous assumptions that must be made, and the results thereof are not necessarily indicative of actual values or future results.

Pro Forma Merger Analysis. Commonwealth Advisors analyzed certain potential pro forma effects of the merger, assuming the merger closes in the fourth calendar quarter of 2018. In performing this analysis, Commonwealth Advisors utilized the following information and assumptions: (i) certain internal financial projections for Community First as provided by the senior management of Community First; (ii) certain internal financial projections for Emclaire as provided by the senior management of Emclaire; and (iii) certain assumptions relating to purchase accounting adjustments, cost savings and transaction expenses, as provided by the senior management of Emclaire. The analysis indicated that the merger could be accretive to Emclaire's earnings per share in the first full year of combined operations, excluding one-time charges.

In connection with this analysis, Commonwealth Advisors considered and discussed with the Community First board of directors how the analysis would be affected by changes in the underlying assumptions, including the impact of final purchase accounting adjustments determined at the closing of the transaction, and noted that the actual results achieved by the combined company may vary from projected results and the variations may be material.

Contribution Analysis. Commonwealth Advisors reviewed relative financial information relating to Community First and Emclaire as of March 31, 2018 to understand the relative contribution of net assets and operations to the combined entity. Relative contribution amounts are as follows:

	Emclaire	Community First
Total Assets	85%	15%
Total Net Loans	84%	16%
Total Deposits	85%	15%
Common Equity	84%	16%
Tangible Common Equity	88%	12%
Estimated Net Income	92%	8%

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Dividend Analysis. Commonwealth Advisors also reviewed the effect on the merger to the pro forma dividends which may be payable to shareholders of the combined entity.

	2017	2018
CMFP Common Shares Outstanding:	367,132	367,132
CMFP Common Annual Dividend:	\$ 0.46	\$ 0.50
EMCF Common Stock Conversion:	1.2	1.2
EMCF Common Annual Dividends:	\$ 1.08	\$ 1.12
Dividend w/o Merger	\$ 168,880.72	\$ 183,566.00
Dividend w/Merger	\$ 475,803.07	\$ 493,425.41
Aggregate Dividend Pickup	\$ 306,922.35	\$ 309,859.41
Dividend Pickup (%)	181.74%	168.80%

Commonwealth Advisors' Relationship. Commonwealth Advisors has acted as financial advisor to Community First in connection with the merger and received a fee for such services in an amount equal to \$30,000 paid when Community First executed the definitive agreement and may receive a contingent fee of \$30,000 payable on the day the transaction closes. Community First has also agreed to indemnify Commonwealth Advisors and its affiliates and their respective partners, directors, officers, employees and agents against certain expenses and liabilities, including liabilities under applicable federal or state law.

Commonwealth Advisors has not had any investment banking relationship with Emclaire or Community First during the past two years, or any other business relationship, in which compensation was received or was intended to be received as a result of the relationship between it, Community First and Emclaire. Commonwealth Advisors may provide services to Emclaire in the future (and/or to Community First if the proposed merger is not consummated), although as of the date of the opinion there was no agreement to do so nor any mutual understanding that such services are contemplated. Commonwealth Advisors is indirectly owned by certain partners of Bybel Rutledge LLP. Bybel Rutledge LLP is serving as special counsel to Community First with respect to the proposed merger and is being compensated at market rates for its legal services.

Emclaire's Reasons for the Merger

Emclaire believes that the acquisition of Community First provides an excellent opportunity to expand its banking footprint into Clarion and Jefferson Counties in western Pennsylvania. In approving the merger agreement, Emclaire's board of directors considered the following factors as generally supporting its decision to enter into the merger agreement:

- its understanding of Emclaire's business, operations, financial condition, earnings and prospects and of Community First's business, operations, financial condition, earnings and prospects;
- its understanding of the current and prospective environment in which Emclaire and Community First operate, including regional and local economic conditions, the competitive environment for financial institutions generally and continuing consolidation in the financial services industry, and the future growth prospects for its market area and surrounding areas to provide sustained business development opportunities;
- the nature of the respective customer bases, products and skills of Emclaire and Community First that could result in opportunities to obtain synergies as products are distributed over a broader customer base;
- the scale, scope, strength and diversity of operations, product lines and delivery systems that combining Emclaire and Community First could achieve;

- the review by Emclair's board of directors, with the assistance of its financial and legal advisors and Emclair's management, of the structure and terms of the merger, including the exchange ratio;

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- the likelihood that Emclaire will obtain the regulatory approvals it needs to complete the merger; and

- that the merger will result in a combined entity with total consolidated assets of approximately \$900.0 million and a market capitalization of approximately \$90.0 million.

The foregoing discussion of the information and factors considered by Emclaire's board of directors is not intended to be exhaustive, but includes the material factors considered by the Emclaire board of directors. The Emclaire board of directors did not consider it practicable, and did not attempt, to quantify or otherwise assign relative weights to the specific factors it considered in reaching its determination. Emclaire's board of directors viewed its position as being based on all of the information and the factors presented to and considered by it. In addition, individual directors may have given different weights to different information and factors.

Board of Directors and Management of Emclaire Following Completion of the Merger

Following completion of the merger, the then-current directors and executive officers of Emclaire will continue in office. In connection with the closing of the merger, the merger agreement provides that Emclaire and Farmers National Bank will expand the size of their respective boards of directors by two members and, effective as of the effective time of the merger, will appoint Henry H. Deible and Henry H. Deible, II, each of whom currently serve as directors of Community First and Community First Bank, to serve as directors of Emclaire and Farmers National Bank. Messrs. Henry H. Deible and Henry H. Deible, II, will be appointed to the classes whose terms will expire at the respective 2021 and 2019 annual meetings of shareholders.

Under the terms of the merger agreement, at the end of the initial term of Messrs. Henry H. Deible and Henry H. Deible, II, each of them will be re-nominated for at least one additional term, subject to the fiduciary duties of Emclaire's board of directors and any applicable eligibility requirements set forth in Emclaire's or Farmers National Bank's, as the case may be, articles of incorporation, bylaws, or nominating and corporate governance committee guidelines, or any applicable law, rule, regulation or listing standard. In the event either of Messrs. Henry H. Deible or Henry H. Deible, II is unable or unwilling to serve as a director, then Emclaire and Community First shall mutually agree upon another current member of the board of directors of Community First's to serve in his stead, so long as such person meets the eligibility requirements for a director under Emclaire's bylaws and corporate governance policies.

Trading Markets for Emclaire and Community First Common Stock

Emclaire common stock trades on the NASDAQ Capital Market under the symbol "EMCF." There is no trading market for shares of Community First common stock. The shares of Emclaire common stock issuable to holders of Community First common stock in the merger will be listed on the NASDAQ Capital Market.

Regulatory Approvals Required for the Merger

Each of Emclaire and Community First has agreed to cooperate with the other and use all reasonable efforts to obtain all regulatory approvals required to complete the transactions contemplated by the merger agreement, including the merger and the bank merger. These approvals include approvals from the OCC and the Pennsylvania Department and a notice to and the non-objection of the FRB as well as various other regulatory authorities. Emclaire and Community First have completed, or will complete, the filing of applications and notifications to obtain the required regulatory approvals.

Emclaire's and Community First's obligations to complete the transactions contemplated by the merger agreement the receipt of all regulatory consents and approvals required to consummate the transactions contemplated by the merger agreement, without conditions (excluding standard conditions that are normally imposed in bank merger transactions) that would, in the good faith reasonable judgment of the Emclaire or Community First board of directors, materially and adversely affect the business, operations, financial condition, property or assets of the combined enterprise of Emclaire and Community First or materially impair the value of Community First to Emclaire.

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Emclair and Community First cannot assure you that all of the regulatory approvals described above will be obtained, and, if obtained, Emclair and Community First cannot assure you as to the date of any approvals or the absence of any litigation challenging such approvals.

Neither Emclair nor Community First is aware of any material governmental approvals or actions that are required for completion of the transactions other than those described above. It is presently contemplated that if any such additional governmental approvals or actions are required, those approvals or actions will be sought. There can be no assurance, however, that any additional approvals or actions will be obtained.

Pursuant to the Bank Merger Act, a transaction approved by the OCC may not be completed until 30 days after approval is received, during which time the Antitrust Division of the Department of Justice may challenge the transactions on antitrust grounds. The commencement of an antitrust action would suspend the effectiveness of an approval unless a court were to order specifically otherwise. With the approval of the OCC and the concurrence of the Antitrust Division, the waiting period may be reduced to no less than 15 days.

Interests of Community First's Directors and Executive Officers in the Merger that are Different from Yours
In considering the recommendation of the Community First board of directors with respect to the merger agreement, Community First shareholders should be aware that the directors and executive officers of Community First have interests in the merger that are in addition to their interests as shareholders of Community First generally. The Community First board of directors was aware of these interests as well as others and considered them in adopting the merger agreement and the transactions contemplated thereby. As described in more detail below, these interests include (1) the right of three executive officers to receive lump sum cash payments aggregating approximately \$1.3 million when their employment is terminated upon completion of the merger, (2) the supplemental retirement payments of \$1,000 per month to be paid to the three executive officers for a period of 20 years, (3) two executive officers of Community First Bank are expected to be retained as consultants upon completion of the merger through December 31, 2018 at a consulting fee of \$10,000 per month, (4) two directors of Community First and Community First Bank will become members of the boards of directors of Emclair and Farmers National, and (5) provisions in the merger agreement relating to continued indemnification and insurance coverage by Emclair for acts or omissions occurring prior to the merger.

Executive Employment Agreements. Community First Bank is party to an executive employment agreement with each of Henry H. Deible, its President and Chief Executive Officer, W. Jay Chamberlin, its Senior Vice President and Chief Credit Officer, and Michael D. Robinson, Sr., its Senior Vice President and Chief Financial Officer. These agreements provide that if the executive's employment is terminated within 24 months after a change in control absent certain specified reasons and the executive executes a general release of all claims within 45 days after his termination of employment, then the executive will receive a lump sum cash payment equal to the sum of the following amounts: (a) two times his then current base salary, (b) two times his then current cash bonus target amount, (c) the cost of COBRA coverage until the executive and his dependents, including his spouse, become eligible for Medicare coverage, and (d) a tax gross-up to cover the taxes owed on the amounts set forth in clauses (a), (b) and (c). Assuming the executives execute the required general release of claims, Messrs. Deible, Chamberlin and Robinson will receive lump sum cash payments equal to \$464,171, \$405,887 and \$435,800, respectively, in connection with completion of the merger and the termination of their employment.

Each of the executive employment agreements also provide for the continuation of life insurance for the remainder of the executive's life, except that such continued life insurance was waived by Mr. Robinson. Each agreement also provides that the executive's severance payments will be reduced to the executive's Code Section 280G threshold i.e., 2.99 times the executive's five-year average compensation) if such reduction would result in the executive receiving a greater net after-tax benefit than the net after-tax benefit he would have received if he received his full severance benefits and paid the 20% excise tax imposed by Section 4999 of the Code as a result of exceeding his Section 280G threshold. Each of the executives is expected to be below his respective Code Section 280G threshold.

Supplemental Executive Retirement Plan Agreements. Community First Bank is a party to a supplemental executive retirement plan agreement ("SERP") with each of Messrs. Deible, Chamberlin and

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Robinson. Each SERP provides that the executive will receive supplemental retirement benefits beginning at age 66 in the amount of \$1,000 per month for 20 years. However, if the executive's employment is terminated after a change in control and before the executive reaches age 66, then the monthly payments for 20 years will commence within 90 days after the termination of the executive's employment. As of the date of this proxy statement/information statement/prospectus, Messrs. Deible, Chamberlin and Robinson are age 63, age 64 and age 62, respectively. As a result, the commencement of their SERP benefits will be accelerated in connection with completion of the merger and the termination of their employment.

Consulting Agreements. Emclaire expects to enter into consulting agreements with Messrs. Chamberlin and Robinson upon completion of the merger through December 31, 2018 at a consulting fee of \$10,000 per month. In addition, pursuant to the consulting agreement, Emclaire expects to either pay the COBRA premiums for Mr. Chamberlin and his spouse through December 31, 2018 or provide him with a cash payment equal to the amount of such premiums.

Boards of Directors. The merger agreement provides that Emclaire and Farmers National Bank will expand the size of their respective boards of directors by two members and, effective as of the effective time of the merger, will appoint Henry H. Deible and Henry H. Deible, II, each of whom currently serve as directors of Community First and Community First Bank, to serve as directors of Emclaire and Farmers National Bank.

Indemnification and Continued Director and Officer Liability Coverage. For a period of six years after the effective time of the merger, Emclaire has agreed to indemnify and hold harmless each person who is now, or who has been at any time before the effective time of the merger, an officer or director or employee of Community First and its subsidiaries against all losses, costs, damages or expenses incurred in connection with any claim, action, suit, proceeding or investigation that is a result of matters that existed or occurred at or before the effective time of the merger to the same extent as Community First currently provides for indemnification of its officers and directors. In addition, Emclaire has agreed to provide directors' and officers' liability insurance coverage for a period of up to six years following the effective time of the merger to the directors and officers of Community First immediately before the effective time of the merger under the directors' and officers' liability insurance policy currently maintained by Community First or policies of at least the same coverage and amount and containing terms and conditions that are not less advantageous than the current policy, with respect to acts or omissions occurring prior to the effective time of the merger, except that Emclaire is not required to incur an expense greater than \$45,000.

Voting and Support Agreements

In connection with Community First's entry into the merger agreement, Community First's directors and executive officers entered into voting and support agreements whereby the directors and executive officers, in their capacities as shareholders of Community First and/or Community First Bank, have agreed to vote in favor of the approval of the merger agreement at the Community First special meeting, among other things. In the voting and support agreements, the directors and executive officers of Community First have also agreed that, during the one-year period following consummation of the merger they will not, with certain exceptions, solicit the banking business of former customers of Community First within the Commonwealth of Pennsylvania, solicit for employment any employee of Emclaire or Farmers National, as the surviving entities of the merger and the bank merger, or make disparaging remarks about Emclaire, Farmers National or any of their affiliates, directors or employees. The Community First directors and executive officers who entered into the voting and support agreements own an aggregate of 117,393 shares, or approximately 32.0% of the outstanding shares, of Community First common stock.

The form of voting and support agreement is attached as Exhibit B to the merger agreement, which is attached to this proxy statement/information statement/prospectus as Annex A.

Dissenters' Rights

General. Pennsylvania law provides that Community First shareholders are entitled to object to and dissent from the merger agreement and demand payment for the otherwise determined fair value of their shares of Community First common stock in accordance with the procedures under Subchapter D of the PBCL.

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If you are a shareholder of Community First and you are considering exercising your right to dissent, you should read carefully the provisions of Subchapter D of Chapter 15 of the PBCL, which is attached to this proxy statement/information statement/prospectus as Annex C. A discussion of the material provisions of the statute follows here. This discussion is qualified in its entirety by reference to the applicable dissenters' rights provisions of Pennsylvania law. The discussion describes the steps that you must take if you want to exercise your right to dissent. You should read this summary and the full text of the law. You are advised to consult legal counsel if you are considering the exercise of your dissenters' rights. Failure to strictly comply with these procedures may result in the loss of these dissenters' rights.

Before the day of the Community First shareholders meeting, send any written notice or demand required concerning your exercise of dissenters' rights to:

Community First Bancorp, Inc.

444 East Main Street

Reynoldsville, PA 15851

Attention: Eugene E. Deible, III, Corporate Secretary

Fair Value. The term "fair value" means the value of a share of Community First stock immediately before the day of the merger, taking into account all relevant factors, but excluding any appreciation or depreciation in anticipation of the merger.

Notice of Intention to Dissent. If you wish to dissent, you must:

- file a written notice with Community First of your intention to demand payment of the fair value of your shares if the merger is completed, prior to the vote of shareholders on the merger at the meeting;
- make no change in your beneficial ownership of stock from the date you give notice through the day of completion of the merger; and
- refrain from voting your shares to approve and adopt the merger agreement (a failure to vote against approval and adoption of the merger agreement, however, will not constitute a waiver of dissenters' rights).

Shareholders considering exercising dissenters' rights should recognize that the fair value could be more than, the same as or less than the merger consideration offered by Emclair that they would be entitled to receive under the terms of the merger if they do not exercise dissenters' rights with respect to their shares.

Opinions of investment banking firms as to the fairness from a financial point of view of consideration received in a merger do not address, and are not necessarily determinative of, fair value under the PBCL.

Only a record holder of shares of Community First stock is entitled to assert dissenters' rights with respect to the shares registered in such holder's name. A beneficial owner who is not a record holder and who wishes to exercise dissenters' rights may do so only if he or she submits a written consent of the record holder with his or her demand for payment (the demand for payment is described below). Accordingly, beneficial owners are advised to consult promptly with the appropriate record holder as to the timely exercise of dissenters' rights.

A record holder, such as a broker or depository nominee, who holds shares as a nominee for others may exercise dissenters' rights with respect to all of the shares held for one or more beneficial owners, while not exercising such rights for other beneficial owners. The demand for payment (which is described below) must show the name and address of the person or persons on whose behalf the dissenters' rights are being exercised. A beneficial owner may not assert dissenters' rights with respect to some but less than all shares owned by him or her, whether or not all of the shares so owned by him or her are registered in his or her name.

Neither delivery of a proxy nor a vote against approval and adoption of the merger agreement satisfies the necessary written notice of intention to dissent.

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Notice to Demand Payment. If the merger is approved by the required vote of shareholders, Community First will mail a notice to all dissenters who gave due notice of intention to demand payment and who did not vote for approval and adoption of the merger agreement. The notice will state where and when you must deliver a written demand for payment and where you must deposit certificates for stock in order to obtain payment. The notice will include a form for demanding payment and a copy of the law. The time set for receipt of the demand for payment and deposit of stock certificates will be not less than 30 days from the date of mailing of the notice.

Failure to Comply with Notice to Demand Payment, etc. You must take each step in the order above and in strict compliance with the statute to maintain your dissenters' rights. If you fail to follow the steps, you will lose your right to dissent and your shares of Community First common stock will be converted into the right to receive the merger consideration in accordance with the merger agreement.

Payment of Fair Value of Shares. Promptly after the approval of the merger by shareholders of Community First, or upon timely receipt of demand for payment if the merger already has taken place, Emclaire, as successor to Community First, will send dissenters who have deposited their stock certificates the amount that Emclaire estimates to be the fair value of the shares or give written notice that no remittance will be made. The remittance or notice will be accompanied by:

- a closing balance sheet and statement of income of Community First for a fiscal year ending not more than 16 months before the date of remittance or notice together with the latest available interim financial statements;
- a statement of Emclaire's estimate of the fair value of the Community First stock; and
- a notice of the right of the dissenter to demand supplemental payment, accompanied by a copy of the law.

If Emclaire does not remit the amount of its estimate of the fair value of the shares as provided above, it will return all stock certificates that have been deposited. Emclaire, may make a notation on any such certificate that a demand for payment has been made. If shares with respect to which notation has been so made are transferred, a transferee of such shares will not acquire by such transfer any rights other than those that the original dissenter had after making demand for payment.

Estimate by Dissenter of Fair Value of Shares. If a dissenter believes that the amount stated or remitted by Emclaire is less than the fair value of the shares, the dissenter may send his or her estimate of the fair value of the shares to Emclaire, which will be deemed a demand for payment of the amount of the deficiency. If Emclaire remits payment or sends notice to the dissenter of the estimated value of a dissenters' shares and the dissenter does not file his or her own estimate within 30 days after the mailing by Emclaire of its remittance or notice, the dissenter will be entitled to no more than the amount stated in the notice or remitted by Emclaire.

Valuation Proceeding. If any demands for payment remain unsettled within 60 days after the latest to occur of:

- timely receipt by Emclaire, as Community First's successor of any demands for payment; or
- timely receipt by Emclaire, as Community First's successor of any estimates by dissenters of the fair value, then, Emclaire may file an application in court requesting that the court determine the fair value of the stock. If this happens, all dissenters, no matter where they reside, whose demands have not been settled, shall be made parties to the proceeding. In addition, a copy of the application will be delivered to each dissenter.

If a shareholder is a nonresident, the copy will be served in the manner provided or prescribed by or under applicable provisions of Pennsylvania law relating to bases of jurisdiction and interstate and international procedure. The jurisdiction of the court will be plenary and exclusive. Such court may appoint an appraiser to receive evidence and recommend a decision on the issue of fair value. The appraiser will have such power and authority as may be specified

in the order of appointment or in any amendment thereof. Each dissenter who is made a party will be entitled to recover the amount by which the fair value of his or her shares is found to exceed the amount, if any, previously remitted, plus interest.

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Interest from the effective time of the merger until the date of payment will be at such rate as is fair and equitable under all of the circumstances, taking into account all relevant factors.

If Emclaire fails to file the application, then any dissenter may file an application at any time within a period of 30 days following the expiration of the 60-day period and request that the court determine the fair value of the shares. The fair value determined by the court may, but need not, equal the dissenters' estimates of fair value and may be higher or lower than the consideration payable to Community First shareholders. If no dissenter files an application, then each dissenter entitled to do so shall be paid Emclaire's estimate of the fair value of the shares and no more, and may bring an action to recover any amount not previously remitted.

Emclaire intends to negotiate in good faith with any dissenting shareholders. If, after negotiation, a claim cannot be settled, then Emclaire intends to file an application requesting that the fair value of the stock be determined by the court.

Costs and Expenses. The costs and expenses of any valuation proceeding, including the reasonable compensation and expenses of any appraiser appointed by the court, will be determined by the court and assessed against Emclaire, except that any part of the costs and expenses may be apportioned and assessed as the court deems appropriate against all or some of the dissenting shareholders who are parties and whose action in demanding the payment or supplemental payment in accordance with their estimate of the fair value of their shares, as described above, the court finds to be dilatory, obdurate, arbitrary, vexatious or in bad faith.

Fees and expenses of counsel and of experts for the respective parties may be assessed as the court deems appropriate against Emclaire, as Community First's successor, and in favor of any or all dissenting shareholders if Community First failed to comply substantially with the requirements of Subchapter D of Chapter 15 of the PBCL, and may be assessed against either Emclaire, as Community First's successor, or a dissenting shareholder, in favor of any other party, if the court finds that the party against whom the fees and expenses are assessed acted in bad faith or in a dilatory, obdurate, arbitrary or vexatious manner in respect to the rights provided by Subchapter D.

If the court finds that the services of counsel for any dissenting shareholder were of substantial benefit to other dissenting shareholders similarly situated and should not be assessed against Community First, it may award to those counsel reasonable fees to be paid out of the amounts awarded to the dissenting shareholders who were benefited. From and after the effective time of the merger, dissenting shareholders are not entitled to vote their shares for any purpose and are not entitled to receive payment of dividends or other distributions on their shares.

Community First Bank Preferred Shareholders. Under Pennsylvania banking law, preferred shareholders of Community First Bank do not have dissenters' or appraisal rights in the bank merger.

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THE MERGER AGREEMENT

The following describes certain aspects of the merger and bank merger, including certain material provisions of the merger agreement. The following description of the merger agreement is subject to, and qualified in its entirety by reference to, the merger agreement, which is attached to this proxy statement/information statement/prospectus as Annex A and is incorporated by reference into this proxy statement/information statement/prospectus. We urge you to read the merger agreement carefully and in its entirety, as it is the legal document governing this merger.

Terms of the Merger

Each of the Emclaire board of directors and the Community First board of directors has adopted and approved the agreement and plan of merger by and between Emclaire and Community First, which provides for Emclaire's acquisition of Community First and the merger of Community First with and into Emclaire. Each share of Emclaire common stock issued and outstanding immediately prior to completion of the merger will remain issued and outstanding as one share of common stock of Emclaire. Each share of Community First common stock issued and outstanding at the effective time of the merger (with the exception of Company-Owned Stock, as defined below and shares of Community First common stock owned by shareholders exercising their dissenters' rights) will be converted into the right to receive 1.2008 shares of Emclaire common stock plus \$6.95 in cash, as described below. See "— Consideration to Be Received in the Merger." Company-Owned Stock means shares of Community First held in treasury by Community First or any shares of Community First held by Emclaire immediately prior to the effective time of the merger (other than shares held in trust, managed, custodial, fiduciary, nominee or similar accounts or in connection with debts previously contracted). Each share of Community First common stock held as Company-Owned Stock immediately prior to the effective time of the merger will be canceled and retired and no consideration will be issued in exchange for Company-Owned Stock. As of the date of this document, Emclaire owns 18,000 Community First shares, or 4.9% of the outstanding Community First common stock, which are deemed to be Company-Owned Stock and will be canceled upon consummation of the merger.

The Emclaire articles of incorporation and bylaws of Emclaire as in effect at the time of the merger will be the articles of incorporation and bylaws of Emclaire as the surviving entity after the completion of the merger. The merger agreement provides that Emclaire may change the method of effecting the merger. No such change will alter the amount or kind of merger consideration to be provided under the merger agreement, adversely affect the tax consequences to Community First shareholders, or materially jeopardize or delay obtaining consents or regulatory approvals relating to the merger, satisfaction of a closing condition or otherwise adversely affect Community First or Community First shareholders.

Immediately following the merger, Community First Bank will merge with and into Farmers National pursuant to the bank merger agreement. Upon completion of the bank merger, each outstanding share of preferred stock of Community First Bank will be exchanged for one share of preferred stock of Emclaire. A copy of the form of bank merger agreement is included as Exhibit A to the merger agreement, which is attached to this proxy statement/information statement/prospectus as Annex A.

Closing and Effective Time of the Merger

The merger will be completed no later than the twentieth calendar day following the satisfaction or waiver of all conditions to the merger discussed in this proxy statement/information statement/prospectus and set forth in the merger agreement, or on such other date as may be agreed to in writing by the parties. See "— Conditions to Complete the Merger." It is currently anticipated that the effective time of the merger will occur in the fourth quarter of 2018, but Emclaire and Community First cannot guarantee when or if the merger will be completed.

Consideration to be Received in the Merger

As a result of the merger, each Community First shareholder will have the right, with respect to each share of Community First common stock held (excluding Company-Owned Stock and shares of Community First common stock owned by shareholders exercising their dissenters' rights), to receive 1.2008 shares of Emclaire common stock plus \$6.95 in cash.

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Conversion of Shares; Letter of Transmittal; Exchange of Certificates

The conversion of Community First common stock into the right to receive the merger consideration will occur automatically at the effective time of the merger. As soon as reasonably practicable after completion of the merger but in any event within five (5) business days, the exchange agent will mail to each Community First shareholder a letter of transmittal with instructions on how to exchange certificates representing shares of Community First common stock for the merger consideration, to be received in the merger pursuant to the terms of the merger agreement. You will be required to submit your certificates before you will receive your merger consideration. If a certificate for Community First common stock has been lost, stolen or destroyed, the exchange agent will issue the consideration properly payable under the merger agreement upon receipt of an affidavit as to that loss, theft or destruction, appropriate evidence as to the ownership of that certificate by the claimant, and appropriate and customary indemnification. American Stock Transfer & Trust Company, Emclaire's transfer agent and registrar, will be the exchange agent in the merger and will receive forms of election, exchange certificates for the merger consideration and perform other duties as explained in the merger agreement.

Withholding

Each of Emclaire and the exchange agent will be entitled to deduct and withhold from the consideration payable to any Community First shareholder such amounts as it is required to deduct and withhold under any federal, state, local or foreign tax law. If either of them withholds any such amounts, these amounts will be treated for all purposes of the merger as having been paid to the shareholders from whom they were withheld.

Dissenters' Rights

The shares of Community First stock that are held by a Community First shareholder who has perfected his or her right to dissent under applicable law will not be converted into, nor represent a right to receive, the merger consideration. Instead, such dissenting shareholder will be entitled to the rights granted by Pennsylvania law. If any dissenting Community First shareholder withdraws or loses his or her rights under Pennsylvania law, the shares of Community First common stock held by such shareholder will be converted into the right to receive the merger consideration in accordance with the merger agreement.

Dividends and Distributions

Until Community First common stock certificates are surrendered for exchange, any dividends or other distributions declared after the effective time of the merger with respect to Emclaire common stock into which shares of Community First common stock may have been converted will accrue but will not be paid. Emclaire will pay to former Community First shareholders any unpaid dividends or other distributions, without interest, only after they have surrendered their Community First stock certificates.

Pursuant to the merger agreement, prior to the effective time of the merger, Community First and its subsidiaries may not declare or pay any dividend or distribution on its capital stock other than its normal semi-annual or quarterly cash dividend on its common stock and the normal dividends on the preferred stock of Community First Bank.

Representations and Warranties

The merger agreement contains customary representations and warranties of Community First and Emclaire relating to their respective businesses. The representations must be true and correct in accordance with the materiality standards set forth in the merger agreement, as of the date of the merger agreement and at the effective date of the merger as though made at and as of such time (except that representations and warranties that by their terms speak as of the date of the merger agreement or some other date must be true and correct as of such date). The representations and warranties in the merger agreement do not survive the effective time of the merger.

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Each of Emclaire and Community First has made representations and warranties to the other regarding, among other things:

- corporate matters, including due organization and qualification;
- capitalization;
- authority relative to execution and delivery of the merger agreement and the absence of breach or violations of organizational documents or other obligations as a result of the merger;
- required governmental filings and consents;
- financial statements and the absence of undisclosed liabilities;
- tax matters;
- the absence of circumstances and events reasonably likely to have a material adverse effect on the respective business of Emclaire and Community First;
- legal proceedings;
- the validity of their rights to possess and use the intellectual property utilized by each of them;
- labor matters;
- its loan portfolio;
- its ownership of property and insurance coverage;
- employee benefit plans and the administration of those plans;
- environmental matters;
- compliance with applicable law;
-

brokers, finders and financial advisors; and

- information supplied.

Community First has also made additional representations and warranties to Emclaire regarding deposits, material contracts and its bank regulatory report.

Emclaire also has made representations and warranties to Community First regarding its common stock and its reports and proxy statements filed with the SEC.

The representations and warranties described above and included in the merger agreement were made by Emclaire and Community First to each other. These representations and warranties were made as of specific dates, may be subject to important qualifications and limitations agreed to by Emclaire and Community First in connection with negotiating the terms of the merger agreement (including by reference to information contained in disclosure schedules delivered by the parties under the merger agreement), and may have been included in the merger agreement for the purpose of allocating risk between Emclaire and Community First rather than to establish matters as facts. Accordingly, the representations and warranties and other provisions of the merger agreement should not be read alone, but instead should be read only in conjunction with the information provided elsewhere in this proxy statement/information statement/ prospectus.

Covenants and Agreements

Each of Community First and Emclaire has undertaken customary covenants that place restrictions on it and its subsidiaries until the effective time of the merger. In general, each of Emclaire and Community First has agreed to operate its respective business in the usual, regular and ordinary course of business, use commercially reasonable efforts to preserve intact its business organization and assets and maintain its rights and franchises, and voluntarily take no action that would materially and adversely affect the ability to obtain any regulatory approvals required for the merger or materially affect its ability to perform its covenants under the merger agreement.

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In addition, Community First has agreed, with certain exceptions and except with Emclaire's prior written consent (which consent will not be unreasonably withheld, conditioned or delayed), that Community First will not, and will not permit any of its subsidiaries to, among other things, undertake the following extraordinary actions:

- amend its articles of incorporation or its bylaws or appoint any new directors;
- change the number of authorized or issued shares of its capital stock, issue any shares of Community First common stock, make any grant or award any options, warrants or similar instruments, or split, combine or reclassify any shares of capital stock, or declare, set aside or pay any dividend or other distribution in respect of capital stock (other than Community First's regular semi-annual cash dividend of \$0.25 per share on its common stock and a quarterly cash dividend of \$0.125 per share on its common stock in September 2018 and except for normal dividends on the outstanding shares of Community First Bank preferred stock), or redeem or otherwise acquire any shares of capital stock;
- enter into, amend in any material respect or terminate any material contract or agreement (including without limitation any settlement agreement with respect to litigation), or waive, release, grant or transfer any material rights of value except in the ordinary course of business;
- make application for the opening or closing of any, or open or close any, branch or automated banking facility;
- grant or agree to pay any bonus, severance or termination to, or enter into, renew or amend any employment agreement, severance agreement and/or supplemental executive agreement with, or increase in any manner the compensation or fringe benefits of, any of its directors, officers or employees other than normal salary increases to non-contract employees not exceeding 3%;
- enter into or, except as may be required by law, materially modify any pension, retirement, stock option, stock purchase, stock appreciation right, stock grant, savings, profit sharing, deferred compensation, supplemental retirement, consulting, bonus, group insurance or other employee benefit, incentive or welfare contract, plan or arrangement, or any trust agreement related thereto, in respect of any of its directors, officers or employees; or make any contributions to any defined contribution plan not in the ordinary course of business consistent with past practice;
- merge or consolidate with any other entity, sell or lease all or a substantial portion of its assets or business or acquire all or a substantial portion of the assets or business or any other entity;
- issue any equity or debt securities or sell or dispose of any material asset other than in the ordinary course consistent with past practice;
- materially change any method, practice or principle of accounting;
- purchase any equity securities, or purchase any securities other than securities of the U.S. government and government agencies with maturities of three years or less;

- make any new loan or other credit facility commitment (including without limitation, lines of credit and letters of credit) in an amount in excess of \$250,000 for a commercial loan, or in excess of \$417,000 for a non-conforming residential loan. In addition, the prior approval of the Company is required with respect to the foregoing: (i) any new loan or credit facility commitment in an amount of \$150,000 or greater to any borrower or group of affiliated borrowers whose credit exposure with, in the aggregate, exceeds \$500,000 prior thereto or as a result thereof; (ii) any new loan or credit facility commitment in excess of \$417,000 for any non-conforming residential mortgage loan (or \$150,000 with respect to HELOCs) to any person residing, or any property located, outside of the Commonwealth of Pennsylvania; (iii) any new unsecured loan in excess of \$25,000; and (iv) any new loan or loan commitment to any Community First director or executive officer;

- enter into, renew, extend or modify any transaction with an affiliate;

- enter into any futures contract or other hedge;

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- make any material change in existing banking policies, such as lending, the establishment of reserves, asset/liability management, deposit pricing;
- make any capital expenditures or in excess of \$10,000 individually or \$25,000 in the aggregate, other than expenditures necessary to maintain existing assets in good repair;
- purchase or otherwise acquire, or sell or otherwise dispose of, any material assets or incur any material liabilities other than in the ordinary course of business consistent with past practices and policies;
- enter into any lease, contract or other commitment for its account, other than in the ordinary course, involving a payment of more than \$5,000 annually, or containing any financial commitment in excess of \$15,000 in the aggregate and extending beyond 24 months from the date of the merger agreement;
- pay, discharge, settle or compromise any claim, action, litigation, arbitration or proceeding, other than any such payment, discharge, settlement or compromise in the ordinary course of business consistent with past practice that involves solely money damages in the amount not in excess of \$10,000 individually or \$25,000 in the aggregate;
- foreclose upon any commercial real estate before conducting a Phase I environmental assessment;
- purchase or sell any mortgage loan servicing rights other than in the ordinary course of business consistent with past practice;
- sell any loan participation interest, other than in the ordinary course of business consistent with past practice; or
- sell any OREO (unless net book loss does not exceed \$10,000).

Community First and its subsidiaries also agreed to take all steps required by any relevant federal or state law or regulation or under any relevant agreement or other document to exempt or continue to exempt Emclaire, Farmers National, the merger, the merger agreement and the transactions contemplated by the merger agreement from any provisions of an anti-takeover nature contained in Community First's or its subsidiaries' organizational documents, and the provisions of any applicable federal or state anti-takeover laws and regulations.

Each of Emclaire and Community First has agreed to additional covenants which include, among other things, commitments to provide certain financial and regulatory information upon request and maintain insurance in reasonable amounts.

Emclaire has further agreed that Emclaire will:

- take all reasonable action so that Community First employees continuing after the merger are entitled to participate in the Emclaire compensation and benefit plans to the same extent as similarly situated employees of Emclaire, as further detailed in the merger agreement;
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Emclaire shall make available to continuing employees benefit plans of Emclaire on the same basis it provides coverage to Emclaire employees, as further detailed in the merger agreement;

- for determining eligibility and vesting for certain Emclaire employee benefit plans (and not for benefit accrual purposes except with respect to vacation, leave policies or programs and for calculating severance benefits), provide credit for meeting eligibility and vesting requirements in such plans for service as an employee of Community First or any predecessor of Community First;
- establish a retention bonus pool for employees of Community First who are selected and who remain employed through a specified date, provided that the aggregate amount of such retention bonuses shall not exceed \$50,000;

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- to indemnify, defend and hold harmless all current and former officers and directors of Community First against all claims that arise out of the fact that such person is or was a director or officer of Community First or its subsidiaries and that relate to any matter of fact existing at or prior to the merger, to the fullest extent as would have been permitted by Community First under Pennsylvania law and under Community First's articles of incorporation and bylaws;

- maintain, for six years following the merger, Community First's current directors' and officers' liability insurance policies covering the officers and directors of Community First with respect to matters occurring at or prior to the merger, except that Emclaire may substitute similar policies, and that Emclaire is not required spend more than \$45,000 in order to obtain this insurance; and

- reserve a sufficient number of shares of its common stock and maintain sufficient liquid accounts or borrowing capacity to fulfill its obligations in connection with the merger.

The merger agreement also contains mutual covenants relating to the preparation of this proxy statement/information statement/prospectus, the regulatory applications and the holding of the special meetings of shareholders of Community First and Community First Bank, access to information of Community First and public announcements with respect to the transactions contemplated by the merger agreement. Community First and Emclaire also agreed to use commercially reasonable efforts to take all actions needed to obtain necessary governmental and third-party consents and to consummate the transactions contemplated by the merger agreement and to not take any action that would or could reasonably be expected to disqualify the merger as a reorganization within the meaning of Section 368(a) of the Code.

Shareholder Meeting

Community First has agreed to hold a meeting of its shareholders as soon as is promptly practicable after the SEC has declared the merger registration statement, of which this proxy statement/information statement/prospectus is a part, effective. Community First's board of directors has agreed to recommend that its shareholders vote in favor of the approval and adoption of the merger agreement.

Agreement Not to Solicit Other Offers

Community First has agreed that it, its subsidiaries and their respective officers, directors, employees, investment bankers, financial advisors, attorneys, accountants, consultants, affiliates or other agents will not, directly or indirectly, (a) initiate, solicit, induce or knowingly encourage, or take any action to facilitate the making of, any inquiry, offer or proposal which constitutes, or could reasonably be expected to lead to, an "acquisition proposal" as defined in the merger agreement; (b) participate in any discussions or negotiations regarding any acquisition proposal or furnish, or otherwise afford access, to any person (other than Emclaire) any information or data with respect to Community First or any of its subsidiaries or otherwise relating to an acquisition proposal; (c) release any person from, waive any provisions of, or fail to enforce any confidentiality agreement or standstill agreement to which Community First is a party; or (d) enter into any agreement, agreement in principle or letter of intent with respect to any acquisition proposal or approve or resolve to approve any acquisition proposal or any agreement, agreement in principle or letter of intent relating to an acquisition proposal. Any violation of the foregoing restrictions by Community First or any Community First representative, whether or not such representative is so authorized and whether or not such representative is purporting to act on behalf of Community First or otherwise, shall be deemed to be a breach of the merger agreement by Community First. The merger agreement required Community First and its subsidiaries to, and to cause each of Community First representatives to, immediately cease and cause to be terminated any and all existing discussions, negotiations, and communications with any persons with respect to any existing or potential acquisition proposal.

In the merger agreement:

“acquisition proposal” means any inquiry, offer or proposal (other than an inquiry, offer or proposal from Emclaire), whether or not in writing, contemplating, relating to, or that could reasonably be expected to lead to, an “acquisition transaction.”

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“acquisition transaction” means (a) any transaction or series of transactions involving any merger, consolidation, recapitalization, share exchange, liquidation, dissolution or similar transaction involving Community First or any of its subsidiaries; (b) any transaction pursuant to which any third party or group acquires or would acquire (whether through sale, lease or other disposition), directly or indirectly, any assets of Community First or any of its subsidiaries representing, in the aggregate, 25% or more of the assets of Community First and its subsidiaries on a consolidated basis; (c) any issuance, sale or other disposition of (including by way of merger, consolidation, share exchange or any similar transaction) securities (or options, rights or warrants to purchase or securities convertible into, such securities) representing 25% or more of the votes attached to the outstanding securities of Community First or any of its subsidiaries; (d) any tender offer or exchange offer that, if consummated, would result in any third party or group beneficially owning 25% or more of any class of equity securities of Community First or any of its subsidiaries; or (e) any transaction which is similar in form, substance or purpose to any of the foregoing transactions, or any combination of the foregoing.

Community First may, however, participate in discussions with, and may furnish information to, a third party in connection with a bona fide unsolicited acquisition proposal if, and only if:

- Community First has received a bona fide unsolicited written acquisition proposal that did not result from a breach of the merger agreement;
- the board of directors of Community First determines in good faith, after consultation with its outside legal counsel and its independent financial advisor, that such acquisition proposal constitutes a “superior proposal;”
- prior to furnishing or affording access to any information or data with respect to Community First or any of its subsidiaries or otherwise relating to an acquisition proposal, Community First receives from such person a confidentiality agreement with terms no less favorable to Community First than those contained in the confidentiality agreements between Community First and Emclair; and
- the board of directors of Community First determines in good faith, after consultation with its outside legal counsel, that the failure to take any such actions would be reasonably likely to violate its fiduciary duties under applicable laws.

Community First has also agreed to promptly provide to Emclair any non-public information about Community First that it provides to the third party making the proposal, to the extent such information was not previously provided to Emclair.

In the merger agreement:

“superior proposal” shall mean any unsolicited bona fide written proposal (on its most recently amended or modified terms, if amended or modified made by a third party to enter into an acquisition transaction on terms that the board of directors of Community First reasonably determines in its good faith judgment, after consultation with outside legal counsel and its financial advisor, (a) would, if consummated, result in the acquisition of all, but not less than all, of the issued and outstanding shares of Community First common stock or all, or substantially all, of the assets of Community First and its subsidiaries on a consolidated basis; (b) would result in a transaction that (i) involves consideration to the holders of the shares of Community First common stock that is more favorable than the merger consideration to be paid to Community First’s shareholders pursuant to the merger agreement, considering, among other things, the nature of the consideration being offered, any regulatory approvals or other risks associated with the timing of the proposed transaction in addition to those specifically contemplated by the merger agreement, and which proposal is not conditioned upon obtaining additional financing and (ii) is, in light of the other terms of such proposal, more favorable to Community First than the merger and the transactions contemplated by the merger agreement; and (c) is reasonably likely to be completed on the terms proposed, in each case taking into account all legal, financial,

regulatory and other aspects of the proposal.

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In addition, Community First has agreed that it will not:

- withdraw, qualify or modify in a manner adverse to Emclaire, its recommendation to its shareholders to approve the merger agreement, except to the extent otherwise permitted and described below; or
- approve or recommend, or publicly propose to approve or recommend, any acquisition proposal other than with respect to the Emclaire merger.

Up until the time of the Community First shareholder meeting, however, Community First may withdraw, qualify or modify its recommendation to Community First shareholders to approve the merger agreement, or take any of the other actions listed above in this paragraph with respect to another acquisition proposal if, but only if:

- the Community First board of directors has reasonably determined in good faith, after consultation with its outside legal counsel and financial advisor that the failure to take such actions would be reasonably likely to result in a violation of the board's fiduciary duties to Community First's shareholders under applicable law;
- it has provided at least three business days' prior notice to Emclaire of its intention to take such action and a reasonable description of the event or circumstances giving rise to its determination to take such action (including, in the event such action is taken by the board of directors of Community First in response to an acquisition proposal, the latest material terms and conditions of, and the identity of the third party making, any such acquisition proposal, or any amendment or modification thereof, or describe in reasonable detail such other event or circumstances); and
- after taking into account any adjusted, modified or amended terms as may have been committed to by Emclaire in writing, the Community First board of directors has again in good faith determined that it would nevertheless be reasonably likely to result in a violation of the board of directors' fiduciary duties under applicable law to continue to recommend the merger agreement.

Expenses and Fees

In general, each of Emclaire and Community First will be responsible for all expenses incurred by it in connection with the negotiation and completion of the transactions contemplated by the merger agreement.

Indemnification and Insurance

The merger agreement requires Emclaire to indemnify Community First's and its subsidiaries' current and former directors, officers and employees to the fullest extent as would have been permitted under applicable law and the Community First articles of incorporation or the Community First bylaws or similar governing documents. The merger agreement provides that in the event of any threatened or actual claim, action, suit, cause of action, proceeding or investigation in which any person who is or has been a director or officer of Community First or is threatened to be made party based in whole or in part on, or arising in whole or in part out of the fact that he or she is or was a director or officer of Community First or any of its subsidiaries or predecessors and pertaining to any matter of fact arising, existing or occurring at or before the effective time of the merger (including the merger and the merger agreement), Emclaire will defend against and respond thereto.

Emclaire has agreed to indemnify and hold harmless each such indemnified party against any losses, claims, damages, liabilities, costs, expenses (including reasonable attorney's fees), judgments, and amounts paid in settlement in connection with any such threatened or actual claim, action, suit proceeding or investigation. The merger agreement also requires that Emclaire provide advancement of expenses to, all past and present officers, directors and employees of Community First and its subsidiaries in their capacities as such against all such losses, claims, damages, costs, expenses, liabilities, judgments or amounts paid in settlement to the fullest extent permitted by Pennsylvania law and Community First's articles of incorporation and bylaws.

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The merger agreement provides that Emclaire will maintain for a period of six years after completion of the merger Community First's current directors' and officers' liability insurance policies, or policies of at least the same coverage and amount and containing terms and conditions that are not less advantageous than the current policy, with respect to acts or omissions occurring prior to the effective time of the merger, except that Emclaire is not required to incur an aggregate expense greater than \$45,000.

Conditions to Complete the Merger

Completion of the merger is subject to the fulfillment of certain conditions, none of which may be waived, including:

- the approval and adoption of the merger agreement by Community First's shareholders and the approval of the bank merger agreement by Community First as the sole voting shareholder of Community First Bank and by Emclaire as the sole shareholder of Farmers National;
- the absence of any law, statute, regulation, judgment, decree, injunction or other order in effect by any court or other governmental entity that prohibits completion of the merger or the bank merger;
- the receipt and effectiveness of all required governmental and other approvals, authorizations and consents on terms and conditions that would not have a material adverse effect on Emclaire and Community First, and the expiration of all related waiting periods required to complete the merger;
- the effectiveness of the registration statement of which this proxy statement/information statement/prospectus is a part with respect to the Emclaire common stock to be issued in the merger and the absence of any stop order or proceedings initiated or threatened by the SEC for that purpose;
- the receipt by each of Emclaire and Community First of a legal opinion with respect to certain United States federal income tax consequences of the merger; and
- the approval for listing on the NASDAQ Capital Market of the shares of common stock of Emclaire to be issued in the merger.

Each of Emclaire's and Community First's obligations to complete the merger is also separately subject to the satisfaction or waiver of a number of conditions including:

- the absence of a material adverse effect on the other party;
- the truth and correctness of the representations and warranties of each other party in the merger agreement, subject generally to the materiality standard provided in the merger agreement, and the performance by each other party in all material respects of their obligations under the merger agreement and the receipt by each party of certificates from the other party to that effect;
- performance of all obligations in all material respects;
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obtaining all material permits, authorizations, consents, waivers, clearances or approvals required for the lawful consummation of the merger;

- holders of no more than ten percent (10.0%) of the issued and outstanding shares of Community First common stock shall have exercised their statutory appraisal or dissenters' rights;

- Emclaire shall have taken all requisite corporate action in order to elect the two Community First representatives to the boards of director of Emclaire and Farmers National effective as of the effective time of the merger; and

- Emclaire having delivered the merger consideration to the exchange agent.

Emclaire and Community First cannot provide assurance as to when or if all of the conditions to the merger can or will be satisfied or waived by the appropriate party. As of the date of this proxy statement/information statement/prospectus, Emclaire and Community First have no reason to believe that any of these conditions will not be satisfied.

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Termination of the Merger Agreement

The merger agreement can be terminated at any time prior to completion by mutual consent or by either party in the following circumstances:

- if there is a breach by the other party that would cause the failure of the closing conditions, unless the breach is capable of being, and is, cured within 30 days of notice of the breach and the terminating party is not itself in material breach;
- if the merger has not been completed by February 28, 2019, unless the failure to complete the merger by that date was due to the terminating party's action or inaction;
- if the shareholders of Community First fail to provide the requisite shareholder approval of the merger agreement;
- if any of the required regulatory approvals are denied (and the denial is final and non-appealable); or
- if any court of competent jurisdiction or governmental authority issues an order, decree, ruling or takes any other action restraining, enjoining or otherwise prohibiting the merger or the bank merger (and such order, decree, ruling or action is final and non-appealable).

In addition, Emclaire's board of directors may terminate the merger agreement if the Community First board of directors receives a superior proposal and enters into a letter of intent, agreement in principle or an acquisition agreement with respect to such proposal, withdraws its recommendation of the merger agreement, fails to make such a recommendation or modifies or qualifies its recommendation, in a manner adverse to Emclaire, or has otherwise made a determination to accept such proposal.

Further, Community First's board of directors may terminate the merger agreement if Community First has received a superior proposal and has made a determination to accept such proposal.

Community First may also terminate the merger agreement at any time during the three-day period following the tenth calendar day immediately prior to the effective time of the merger, or if such calendar day is not a trading day on the NASDAQ Capital Market, the trading day immediately preceding such calendar day (the "determination date"), if Community First's board determines that each of the following have occurred:

- the average of the daily closing sale prices of a share of Emclaire common stock as reported on the NASDAQ Capital Market for the 20 consecutive trading days immediately preceding the determination date is less than \$27.0419; and
- the decrease in the price of Emclaire common stock is 17.5% greater than the decrease in the SNL MicroCap U.S. Bank Index during the same period.

However, if Community First chooses to exercise this termination right, Emclaire has the option, within five business days of receipt of notice from Community First, to adjust the merger consideration and prevent termination under this provision.

If the merger agreement is terminated, it will become void, and there will be no liability on the part of Emclaire or Community First, except that both Emclaire and Community First will remain liable for any willful breach of the merger agreement and designated provisions of the merger agreement, including the payment of fees and expenses, and the confidential treatment of information and publicity restrictions, will survive the termination.

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Termination Fee

Community First will pay Emclaire a termination fee of \$750,000 in the event that the merger agreement is terminated:

- by Emclaire because Community First has received a superior proposal and Community First entered into an acquisition agreement with respect to the superior proposal, terminated the merger agreement, or withdrew the Community First recommendation to its shareholders, failed to make the Community First recommendation or modified or qualified the Community First recommendation in a manner adverse to Emclaire;

- by Community First because Community First received and made a determination to accept a superior proposal; or

- where Community First enters into a definitive agreement relating to an acquisition proposal or the consummation of an acquisition proposal involving Community First within twelve (12) months after the occurrence of any of the following: (a) the termination of the merger agreement by Emclaire pursuant to a willful material breach of a representation, warranty, covenant or other agreement by Community First or (b) because of the failure of the shareholders of Community First to approve the merger agreement.

Amendment, Waiver and Extension of the Merger Agreement

Subject to applicable law, the parties may amend the merger agreement by written agreement between Community First and Emclaire executed in the same manner as the merger agreement.

At any time prior to the completion of the merger, each of the parties, by action taken or authorized by their respective board of directors, to the extent legally allowed, may:

- extend the time for the performance of any of the obligations or other acts of the other party;

- waive any inaccuracies in the representations and warranties of the other party; or

- waive compliance by the other party with any of the other agreements or conditions contained in the merger agreement.

However, after any approval of merger agreement by the shareholders of Community First, there may not be, without further approval of such shareholders, any amendment which reduces the amount or value or changes the form of consideration to be delivered to Community First shareholders.

ACCOUNTING TREATMENT

The merger will be accounted for as a “business combination,” as that term is used under generally accepted accounting principles, for accounting and financial reporting purposes, with Emclaire treated as the acquiror. Under the acquisition method of accounting, the assets (including identifiable intangible assets) and liabilities (including executory contracts and other commitments) of Community First as of the effective time of the merger will be recorded at their respective fair values and added to those of Emclaire. Any excess of purchase price over the fair values of net identifiable, tangible and intangible assets and liabilities is recorded as goodwill. Consolidated financial statements of Emclaire issued after the merger would reflect these fair values and would not be restated retroactively to reflect the historical financial position or results of operations of Community First.

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MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES
OF THE MERGER AND BANK MERGER

The following discussion addresses the material United States federal income tax consequences of the merger to U.S. holders of Community First common stock and of the bank merger to U.S. holders of Community First Bank preferred stock. The term “U.S. holder” means a beneficial owner of shares of Community First common stock or Community First Bank preferred stock that is, for U.S. federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States or any state thereof or the District of Columbia;
- a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) such trust was in existence on August 20, 1996, and has made a valid election to be treated as a U.S. person for U.S. federal income tax purposes; or
- an estate that is subject to U.S. federal income taxation on its income regardless of its source.

The discussion is based on the Code, the U.S. Treasury regulations promulgated thereunder, published positions of the Internal Revenue Service, and judicial decisions, all as currently in effect and all of which are subject to change (possibly with retroactive effect) and to differing interpretations. Any such change could affect the accuracy of the statements and conclusions set forth in this discussion. This discussion applies only to Community First shareholders that hold their Community First common stock as a capital asset within the meaning of Section 1221 of the Code. and to Community First Bank preferred shareholders that hold their Community First Bank preferred stock as a capital asset within the meaning of Section 1221 of the Code. This discussion does not address all aspects of United States federal taxation that may be relevant to a particular shareholder in light of its personal circumstances or to shareholders subject to special treatment under the United States federal income tax laws, including without limitation the following:

- banks and other financial institutions,
- tax-exempt organizations,
- insurance companies,
- retirement plans, individual retirement accounts or other tax-deferred accounts,
- dealers or brokers in securities or currencies,
- traders in securities who elect to use the mark-to-market method of accounting,

- S corporations, partnerships and other pass-through entities and investors in any such entities,
- real estate investment trusts,
- regulated investment companies,
- mutual funds,
- controlled foreign corporations or passive foreign investment companies,
- persons that are not a U.S. holder,
- U.S. expatriates or former citizens or residents of the United States,
- U.S. holders whose functional currency is not the U.S. dollar,
- shareholders who received their Community First common stock through the exercise of employee stock options, holders of options to acquire Community First common stock, or holders who acquired their Community First common stock through a tax-qualified retirement plan or otherwise as compensation, and

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- shareholders who hold Community First common stock as part of a hedge, straddle, constructive sale, conversion transaction or other integrated investment.

In addition, the discussion does not address any alternative minimum tax or any state, local or foreign tax consequences of the merger or bank merger, or under any U.S. federal laws other than those pertaining to the income tax, nor does it address any considerations in respect of any withholding required pursuant to the Foreign Account Tax Compliance Act of 2010 (including the U.S. Treasury regulations issued thereunder and intergovernmental agreements entered into pursuant thereto).

Each holder of Community First common stock and each holder of Community First Bank preferred stock should consult its tax advisor with respect to the particular tax consequences of the merger to such holder.

In connection with the filing with the SEC of the registration statement on Form S-4 of which this joint proxy statement/information statement/prospectus is a part, Silver, Freedman, tax counsel to Emclaire, has rendered its tax opinion to Emclaire and Bybel Rutledge, tax counsel to Community First, has rendered its tax opinion to Community First addressing the U.S. federal income tax consequences of the merger as described below. In rendering their respective tax opinions, each counsel relied upon representations and covenants, including those contained in certificates of officers of Emclaire and Community First, reasonably satisfactory in form and substance to each such counsel. If any of the representations or assumptions upon which the opinions are based are inconsistent with the actual facts, the U.S. federal income tax consequences of the merger and bank merger could be adversely affected. Copies of the tax opinions are attached as Exhibits 8.1 and 8.2 to the registration statement on Form S-4.

The merger is conditioned upon receipt at closing by Emclaire of a legal opinion from Silver, Freedman and upon receipt at closing by Community First of a legal opinion from Bybel Rutledge, in each case dated the closing date of the merger and to the effect that the merger will be treated as a “reorganization” within the meaning of Section 368(a) of the Code. Neither of these opinions will be binding on the Internal Revenue Service or the courts, and neither Emclaire nor Community First intends to request a ruling from the Internal Revenue Service regarding the United States federal income tax consequences of the merger. Consequently, no assurance can be given that the Internal Revenue Service will not assert, or that a court would not sustain, a position contrary to any of those set forth below. The opinions of Silver, Freedman and Bybel Rutledge to be issued at closing will rely on certain assumptions that customarily are made with respect to transactions of this kind. The opinions also will rely on certain factual representations contained in officers’ certificates of Emclaire and Community First. Silver, Freedman and Bybel Rutledge will assume such representations to be true, correct and complete. If any such representation cannot be made on the effective date of the merger, or any such representation or assumption is incorrect, then Silver, Freedman and Bybel Rutledge may be unable to render the opinions upon which the closing is conditioned.

In the opinion of Silver, Freedman and Bybel Rutledge, in reliance on representation letters provided by Emclaire and Community First and upon customary factual assumptions, as well as certain covenants and undertakings of Emclaire and Community First, the merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Code. The discussion below of the material U.S. federal income tax consequences of the merger serves, insofar as such discussion constitutes statements of United States federal income tax law or legal conclusions, as the opinion of each of Silver, Freedman and Bybel Rutledge as to the material U.S. federal income tax consequences of the merger to the U.S. holders of Community First common stock.

Receipt of Emclaire Common Stock and Cash

Gain But No Loss. A U.S. holder of Community First common stock will recognize gain, but not loss, in an amount equal to the lesser of:

- the amount of gain realized with respect to the Community First common stock surrendered in the exchange; and

- the amount of cash received (other than cash received in lieu of a fractional share of Emclaire common stock, which will be taxed as discussed below under “— Cash Received in Lieu of a Fractional Share of Emclaire Common Stock”).

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The amount of gain realized with respect to the Community First common stock exchanged will equal the excess, if any, of:

- the sum of the cash received plus the fair market value of Emclaire common stock received over
- the Community First shareholder's adjusted tax basis in such Community First common stock.

For this purpose, gain or loss must be calculated separately for each identifiable block of shares of Community First common stock surrendered in the merger, and a loss with respect to one block of shares may not be used to offset a gain realized on another block of shares. Holders should consult their tax advisors regarding the manner in which gain or loss should be determined for each identifiable block of Community First common stock surrendered in the merger. In addition, for purposes of calculating gain or loss, the fair market value of Emclaire common stock is based on the trading price of that stock on the date of completion of the merger.

For purposes of determining the character of this gain, such Community First shareholder will be treated as having received only Emclaire common stock in exchange for such shareholder's Community First common stock, and as having immediately redeemed a portion of such Emclaire common stock for the cash received. Unless this deemed redemption is treated as a dividend (as described below in "— Possible Treatment of Cash as a Dividend") to the extent of such shareholder's ratable share of accumulated earnings and profits of Community First, the gain will be capital gain if the Community First common stock is held by such shareholder as a capital asset at the time of the merger. Any capital gain will be long-term capital gain if, as of the date the merger is completed, the holding period for such Community First common stock is more than one year.

Tax Basis. The aggregate adjusted tax basis of Emclaire common stock received in the merger generally will be equal to the aggregate adjusted tax basis of the shares of Community First common stock surrendered in the merger, reduced by the amount of cash received by the holder in the merger (excluding any cash received in lieu of a fractional share), and increased by the amount of any gain recognized by the holder in the merger (including any portion of the gain that is treated as a dividend, as described below under "— Possible Treatment of Cash as a Dividend," but excluding any gain or loss resulting from the deemed issuance and redemption of fractional shares as described below under "— Cash Received in Lieu of a Fractional Share of Emclaire Common Stock").

Holding Period. The holding period of Emclaire common stock received in the merger (including fractional shares of Emclaire common stock deemed received and redeemed as described below) will include the holding period of the Community First common stock exchanged therefor.

Taxation of Capital Gain. Except as described under "— Possible Treatment of Cash as a Dividend" below, gain that holders of Community First common stock recognize in connection with the merger generally will constitute capital gain and will constitute long-term capital gain if such holders have held (or are treated as having held) their Community First common stock for more than one year as of the effective date of the merger. Long-term capital gains recognized by non-corporate taxpayers are subject to reduced tax rates compared to ordinary income rates.

Possible Treatment of Cash as a Dividend. In general, the determination of whether gain recognized by a U.S. holder of Community First common stock who exchanges its shares of Community First common stock for a combination of Emclaire common stock and cash will be treated as capital gain or as a dividend distribution will depend on whether, and to what extent, the merger reduces the holder's deemed percentage ownership in Emclaire. For purposes of this determination, each U.S. holder of Community First common stock is treated as if it first exchanged all of its shares of Community First common stock solely for Emclaire common stock and then Emclaire immediately redeemed a portion of the Emclaire common stock in exchange for the cash the holder actually received. The gain recognized in this deemed redemption will be treated as capital gain and not as a dividend equivalent if the deemed redemption is (1) "substantially disproportionate" with respect to the holder, or (2) "not essentially equivalent to a dividend" (i.e., the deemed redemption results in a "meaningful reduction" in the Community First shareholder's interest in Emclaire common stock). The exchange will be substantially disproportionate with respect to the holder if the holder's percentage interest in Emclaire common stock (including stock constructively owned by the holder) immediately after the merger is less than 80% of what

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the percentage interest would have been if, hypothetically, the holder had received solely Emclaire common stock in exchange for all Community First common stock owned or constructively owned by the holder before the merger. Whether an exchange would result in a meaningful reduction depends on the particular Community First shareholder's facts and circumstances. The Internal Revenue Service has ruled that a shareholder in a publicly-held corporation whose stock interest is minimal (e.g., less than 1%) and who exercises no control with respect to corporate affairs can be considered to have a "meaningful reduction" if that shareholder has a minor reduction in its percentage stock ownership in the deemed redemption. Accordingly, the gain recognized in the deemed exchange by such a shareholder would be treated as capital gain. In determining a Community First shareholder's interest in Emclaire common stock, the Community First shareholder may be deemed to own any shares of Emclaire common stock owned, or constructively owned, by certain persons related to such Community First shareholder or that are subject to an option held by the Community First shareholder or a related person.

These rules are complex and dependent upon the specific factual circumstances particular to each Community First shareholder. Consequently, each holder should consult its tax advisor as to the application of these rules to the particular facts relevant to such holder. Community First shareholders that are corporations should consult their tax advisors regarding their eligibility for a dividends received deduction and the treatment of the dividend as an "extraordinary dividend" under Section 1059 of the Code.

Cash Received in Lieu of a Fractional Share of Emclaire Common Stock

A U.S. holder of Community First common stock who receives cash instead of a fractional share of Emclaire common stock will generally be treated as having received such fractional share and then as having received such cash in redemption of that fractional share by Emclaire. Unless the receipt of such cash is treated as a dividend under the principles discussed above under "— Possible Treatment of Cash as a Dividend," a U.S. holder of Community First common stock generally will recognize gain or loss equal to the difference between the amount of cash received and the Community First shareholder's portion of such shareholder's aggregate adjusted tax basis of the shares of Community First common stock exchanged in the merger which is allocable to the fractional share. Such gain or loss will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for such shares is more than one year. The deductibility of capital losses is subject to limitations.

Dissenting Shareholders

If you are a U.S. holder of Community First common stock and you perfect your dissenters' rights with respect to your shares of such stock, you will generally recognize capital gain or loss equal to the difference between the amount of cash received in exchange for those shares and your tax basis in those shares. Any taxable gain or loss to a U.S. holder on the exchange of Community First common stock will generally be treated as either long-term or short-term capital gain or loss depending on such shareholder's holding period for such stock. The tax consequences of cash received may vary depending upon your individual circumstances. Each U.S. holder of Community First stock who contemplates exercising statutory dissenters' rights should consult its tax adviser as to the possibility that all or a portion of the payment received pursuant to the exercise of such rights will be treated as dividend income.

Net Investment Income Tax

A U.S. holder that is an individual is subject to a 3.8% tax on the lesser of: (i) his or her "net investment income" for the relevant taxable year; or (ii) the excess of his or her modified adjusted gross income for the taxable year over a certain threshold (between \$125,000 and \$250,000 depending on the individual's U.S. federal income tax filing status). Estates and trusts are subject to similar rules. Net investment income generally would include any capital gain recognized in connection with the merger (including any gain treated as a dividend), as well as, among other items, other interest, dividends, capital gains and rental or royalty income received by such individual. Holders should consult their tax advisors as to the application of this additional tax to their circumstances.

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Backup Withholding and Information Reporting

Backup withholding at the applicable rate (currently 24%) will generally apply to merger consideration that includes cash if the exchanging Community First shareholder fails to properly certify that it is not subject to backup withholding, generally on Internal Revenue Service Form W-9. Certain holders, including, among others, United States corporations, are not subject to backup withholding, but they may still need to furnish a Form W-9 or otherwise establish an exemption. Any amounts withheld from payments to a Community First shareholder under the backup withholding rules are not additional taxes and will be allowed as a refund or credit against the shareholder's United States federal income tax liability, provided that the required information is timely furnished to the Internal Revenue Service.

A U.S. holder of Community First common stock who receives Emclaire common stock as a result of the merger will be required to retain records pertaining to the merger. Each U.S. holder of Community First common stock who is required to file a U.S. federal income tax return and who is a "significant holder" that receives Emclaire common stock in the merger will be required to file a statement with such U.S. federal income tax return in accordance with Treasury Regulations Section 1.368-3 setting forth such holder's basis (determined immediately prior to the exchange) in the Community First common stock surrendered and the fair market value (determined immediately prior to the exchange) of the Community First common stock that is exchanged by such significant holder. A "significant holder" is a holder of Community First common stock who, immediately before the merger, owned at least 1% of the outstanding stock of Community First or securities of Community First with a basis for federal income taxes of at least \$1.0 million.

Material U.S. Federal Income Tax Consequences if the Merger Fails to Qualify as a Reorganization

If the merger does not qualify as a "reorganization" within the meaning of Section 368(a) of the Code, then each U.S. holder of Community First common stock generally will recognize capital gain or loss equal to the difference between (a) the sum of the fair market value of the shares of Emclaire common stock received by such U.S. holder in the merger and the amount of cash received by such U.S. holder in the merger and (b) its adjusted tax basis in the shares of Community First common stock surrendered in exchange therefor.

Receipt of Emclaire Preferred Stock

Because the Emclaire preferred stock to be issued in the bank merger to holders of Community First Bank preferred stock is deemed to be nonqualified preferred stock under Section 354 of the Code, a U.S. holder of Community First Bank preferred stock generally will recognize capital gain or loss equal to the difference between (a) the fair market value of the shares of Emclaire preferred stock received by such U.S. holder in the bank merger and (b) its adjusted tax basis in the shares of Community First Bank preferred stock (which, for most shareholders, will be the purchase price paid for their shares of Community First Bank preferred stock plus any commissions or fees) surrendered in exchange therefor. Such gain or loss will be long-term capital gain or loss if, as of the effective date of the bank merger, such holders have held their Community First Bank preferred stock for more than one year. The deductibility of capital losses is subject to limitations. In addition, any such gain may be subject to the 3.8% tax on net investment income described above under " — Net Investment Income Tax."

The aggregate adjusted tax basis of the Emclaire preferred stock received in the merger generally will be equal to the aggregate adjusted tax basis of the shares of Community First Bank preferred stock surrendered in the bank merger, increased by the amount of any gain (or reduced by the amount of any loss) recognized by the U.S. holder in the bank merger. The holding period of the new Emclaire preferred stock received in the bank merger will include the holding period of the Community First Bank preferred stock for which it is exchanged.

With respect to the fair market value of the Emclaire preferred stock to be issued in the bank merger, we note that (a) there is no active or liquid market for the Community First Bank preferred stock and there will not be any active or liquid market for the Emclaire preferred stock to be issued, and (b) the Emclaire preferred stock to be issued in exchange for the Community First Bank preferred stock will have the same liquidation preference of \$10 per share and the same dividend yield as the Community First bank preferred

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stock surrendered in the bank merger. Currently, based upon the dividend rate to be paid on the Emclaire preferred stock compared to current market rates and other relevant factors, Emclaire expects that the fair market value of the Emclaire preferred stock will be less than \$10.00 per share at the time of issuance in the bank merger.

The above tax treatment may not apply to all shareholders of Community First and Community First Bank.

Determining the actual tax consequences of the merger to Community First shareholders and the bank merger to Community First Bank preferred shareholders can be complicated. Community First shareholders and Community First Bank preferred shareholders should consult their own tax advisor for a full understanding of the tax consequences that are particular to them.

This discussion does not address U.S. federal income tax consequences that may vary with, or are contingent upon, individual circumstances. In particular, if you are a holder of shares of both Community First common stock and Community First Bank preferred stock, your U.S. federal income tax consequences may be different from those described herein. Moreover, it does not address any non-income tax or any foreign, state or local tax consequences of the merger or the bank merger. Tax matters are very complicated, and the tax consequences of the merger or the bank merger to you will depend upon the facts of your particular situation. Accordingly, we strongly urge you to consult with your tax advisor to determine the particular federal, state, local or foreign income or other tax consequences to you of the merger and the bank merger.

INFORMATION ABOUT COMMUNITY FIRST BANCORP, INC.

General

Community First is the parent company of Community First Bank, a Pennsylvania chartered bank. Both Community First and Community First Bank maintain their headquarters in Reynoldsville, Pennsylvania.

Description of Community First Bancorp, Inc.

Community First was incorporated on September 25, 1995. It is a registered bank holding company pursuant to the BHCA and, as such, is subject to examination and regulation by the Federal Reserve Board and the Pennsylvania Department. Community First's principal activity consists of owning and supervising Community First Bank.

Community First's net income is largely derived from the business of Community First Bank. At March 31, 2018, Community First had assets of approximately \$131 million and total equity of \$13 million.

Community First's common stock is not listed on any stock exchange or quoted on any interdealer quotation system.

Description of Community First Bank

Community First Bank was originally chartered as a National Association (N.A.) in 1893 under the name The First National Bank of Reynoldsville. In 1995, it changed its name to Community First Bank, N.A.

Community First Bank became a wholly owned subsidiary of Community First in 1995 and converted from a national bank to a Pennsylvania state-chartered commercial bank on May 1, 2006.

Community First Bank is a community bank serving customers in Clearfield, Jefferson and Clarion counties, providing a full range of financial services, including accepting time, demand and savings deposits and providing loans for one-to-four family residential mortgages, agriculture loans, consumer loans, and loans to small to medium sized businesses. It operates four offices located in Reynoldsville, Sykesville, Punxsutawney and Clarion, Pennsylvania.

Community First Bank is subject to examination and comprehensive regulation by the Pennsylvania Department, and the FDIC, which insures customer deposits held by Community First to the full extent provided by law. Community First is a member of the Federal Home Loan Bank of Pittsburgh. At

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March 31, 2018, Community First Bank had assets of approximately \$128 million, deposits of \$107 million, net loans of \$113 million and total equity of \$12 million. For the three months ended March 31, 2018, Community First recognized net income of \$138,000.

As of May 31, 2018, Community First Bank had 36 full-time employees and three part time employees. Management considers relations with its employees to be good. Community First Bank is not a party to any collective bargaining agreement.

**INFORMATION ABOUT COMMUNITY FIRST DIRECTOR DESIGNEES
TO THE BOARDS OF DIRECTORS OF EMCLAIRE FINANCIAL CORP
AND THE FARMERS NATIONAL BANK OF EMLENTON**

This section provides information as of July 23, 2018, about Henry H. Deible and Henry H. Deible, II, current directors of Community First and Community First Bank, each of whom are to be appointed to the boards of directors of Emclaire and Farmers National upon consummation of the merger. The information presented includes information each director has provided about his age, all positions he holds, and principal occupation(s) for the past five years. The following also includes individual qualifications or skills that are expected to contribute to the effectiveness of the boards of directors of Emclaire and Farmers National as a whole. Community First believes that each director has a reputation for integrity and maintains high ethical standards both personally and professionally. They each have a profound understanding of the banking industry and an ability to exercise sound judgement. Messrs. Deible have keen insight into the duties and responsibilities associated with bank board membership, and a demonstrated commitment to the communities in which they serve.

Henry H. Deible, 64, has been a director of Community First and Community First Bank since July 17, 1979.

Mr. Deible has served as President and Chief Executive Officer of Community First and Community First Bank for a significant portion of his professional career and has seen the bank through many years of service to the Reynoldsville, Sykesville, Punxsutawney, and Clarion, Pennsylvania communities.

Henry H. Deible, II, 35, has been a director of Community First and Community First Bank since December 18, 2014.

Mr. Deible, II employs his community banking roots as both a businessman and real estate investor. He is the owner of Forestland Investments, LLC, and a Forester at Sustainable Forestry Consultants, LLC, both headquartered in Reynoldsville, Pennsylvania.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL
OWNERS AND MANAGEMENT OF COMMUNITY FIRST**

Principal Owners

The following table sets forth, as of July 23, 2018, the name and address of each person who owns of record or who is known by Community First's board of directors to be the beneficial owner of more than five percent (5%) of Community First's outstanding common stock, the number of shares beneficially owned by such persons, and the percentage of Community First's outstanding common stock so owned.

Name and Address	Shares Beneficially Owned	Percent of Outstanding Common Stock Beneficially Owned(1)
Henry H. Deible 200 Lewis Street Reynoldsville, PA 15851	60,058(2)	16.36%
Mary M. Deible 200 Lewis Street Reynoldsville, PA 15851	49,341(3)	13.44%
Eugene E. Deible, III 815 Thompson Street Reynoldsville, PA 15851	40,029(4)	10.90%

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Name and Address	Shares Beneficially Owned	Percent of Outstanding Common Stock Beneficially Owned(1)
Patricia E. Beach 21 Washington Street Landing, NJ 07850	39,142(5)	10.66%
Donald Beach 21 Washington Street Landing, NJ 07850	36,142(6)	9.84%

(1)
Represents percentage of 367,162 shares of Community First common stock issued and outstanding as of July 23, 2018.

(2)
Includes 2,500 shares of Community First common stock held individually by Henry H. Deible, 49,341 shares of Community First common stock held jointly with his spouse, Mary M. Deible, 2,250 shares of Community First common stock held individually in a self-directed IRA, and 5,967 shares of Community First common stock held by Northern Horizons, LLC of which Mr. Deible is the owner.

(3)
Includes 49,341 shares of Community First common stock held jointly with her spouse, Henry H. Deible.

(4)
Includes 10,377 shares of Community First common stock held individually by Eugene E. Deible, III and 29,692 shares of Community First common stock held by the Eugene E. Deible, III Dynasty Protector Trust for which Mr. Deible is trustee.

(5)
Includes 36,142 shares of Community First common stock held jointly with her spouse, Donald Beach, 1,500 shares of Community First common stock held jointly with her son, Christopher Beach, and 1,500 shares held jointly with her son, Timothy Beach.

(6)
Includes 36,142 shares of Community First common stock held jointly with his spouse, Patricia E. Beach.

Beneficial Ownership by Directors and Executive Officers

The following table sets forth, as of July 23, 2018, the amount and percentage of common stock of Community First beneficially owned by each director, each executive officer, and all directors and executive officers of Community First as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)(2)	Percent of Outstanding Common Stock Beneficially Owned(3)
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Directors

Eugene E. Deible, III	40,029(4)	10.90%
Henry H. Deible	60,058(5)	16.36%
Henry H. Deible, II	320	—
Dr. Harry E. Kunselman	2,800	—
Robert M. Hanak, Esquire	7,417(6)	2.02%
Eugene V. Zanot	6,000	1.63%

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Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)(2)	Percent of Outstanding Common Stock Beneficially Owned(3)
Executive Officers who are not Directors		
W. Jay Chamberlin Sr. Vice President, Lending and Credit Administration and Chief Credit Officer	619	—
Michael D. Robinson, Sr., PhD Sr. Vice President, Finance and Operations and Chief Financial Officer	150	—
All Directors and Executive Officers as a Group (8 persons)	117,393	31.97%

(1)

The securities “beneficially owned” by an individual are determined in accordance with the definitions of “beneficial ownership” set forth in the regulations of the Securities and Exchange Commission and may include securities owned by or for the individual’s spouse and minor children and any other relative who has the same home, as well as securities to which the individual has or shares voting or investment power or has the right to acquire beneficial ownership within sixty (60) days after July 23, 2018. Beneficial ownership may be disclaimed as to certain of the securities.

(2)

Information furnished by the directors and Community First.

(3)

Represents percentage of 367,162 shares of Community First common stock issued and outstanding as of July 23, 2018. Less than one percent unless otherwise specified.

(4)

Includes 10,377 shares of Community First common stock held individually by Eugene E. Deible, III and 29,692 shares of Community First common stock held by the Eugene E. Deible, III Dynasty Protector Trust for which Mr. Deible is trustee.

(5)

Includes 2,500 shares of Community First common stock held individually by Henry H. Deible, 49,341 shares of Community First common stock held jointly with his spouse, Mary M. Deible, 2,250 shares of Community First common stock held individually in a self-directed IRA, and 5,967 shares of Community First common stock held by Northern Horizons, LLC of which Mr. Deible is the owner.

(6)

Includes 2,500 shares of Community First common stock held individually by Mr. Hanak, 2,917 shares of Community First common stock individually held by his spouse, 1,000 shares of Community First common stock held individually by his spouse in street name, and 1,000 shares of Community First common stock held jointly with his spouse.

It is currently expected that former shareholders of Community First as a group will receive shares in the merger constituting approximately 15.6% of the outstanding shares of Emclaire common stock immediately after completion of the merger. As a result, current shareholders of Emclaire as a group will own approximately 84.4% of the

outstanding shares of Emclair common stock immediately after the completion of the merger.

INFORMATION ABOUT EMCLAIRE FINANCIAL CORP

General

Emclair Financial Corp is a Pennsylvania corporation and financial holding company that provides a full range of retail and commercial financial products and services to customers in western Pennsylvania through its wholly owned subsidiary bank, The Farmers National Bank of Emlenton. Emclair also provides real estate settlement services through its subsidiary, Emclair Settlement Services, LLC, or the Title Company.

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Farmers National was organized in 1900 as a national banking association and is a financial intermediary whose principal business consists of attracting deposits from the general public and investing such funds in real estate loans secured by liens on residential and commercial properties, consumer loans, commercial business loans, marketable securities and interest-earning deposits. Farmers National currently operates through a network of seventeen retail branch offices in Venango, Allegheny, Butler, Clarion, Clearfield, Crawford, Elk, Jefferson and Mercer counties, Pennsylvania and Hancock county, West Virginia. Emclair and Farmers National are headquartered in Emlenton, Pennsylvania.

Farmers National is subject to examination and comprehensive regulation by the Office of the Comptroller of the Currency, or OCC, which is Farmers National’s chartering authority, and the Federal Deposit Insurance Corporation, or FDIC, which insures customer deposits held by Farmers National to the full extent provided by law. Farmers National is a member of the Federal Reserve Bank of Cleveland and the Federal Home Loan Bank of Pittsburgh, or FHLB. Emclair is a registered bank holding company pursuant to the Bank Holding Company Act of 1956, as amended, or BHCA, and a financial holding company under the Gramm-Leach Bliley Act of 1999.

On September 30, 2017, Emclair completed the acquisition of Northern Hancock Bank and Trust Co., or Northern Hancock, in accordance with the terms of an agreement and plan of merger, dated as of May 4, 2017, in exchange for 54,445 shares of common stock valued at \$1.7 million and \$22,000 in cash. In addition, on April 30, 2016, Emclair completed its acquisition of United American Savings Bank, or United American, in accordance with the terms of an agreement and plan of merger, dated December 30, 2015, in exchange for cash consideration of \$13.2 million. These acquisitions expanded Emclair’s franchise into new markets and increased Emclair’s consolidated total assets, loans and deposits.

At March 31, 2018, Emclair had \$755.8 million in total assets, \$58.9 million in stockholders’ equity, \$666.7 million in net loans and \$584.5 million in total deposits.

Lending Activities

General. The principal lending activities of Emclair are the origination of residential mortgage, commercial mortgage, commercial business and consumer loans. Nearly all of Emclair’s loans are originated in and secured by property within Emclair’s primary market area.

One-to-Four Family Mortgage Loans. Emclair offers first mortgage loans secured by one-to-four family residences located mainly in Emclair’s primary lending area. One-to-four family mortgage loans amounted to 38.1% of the total loan portfolio at March 31, 2018 and 38.1% at December 31, 2017. Typically such residences are single-family owner occupied units. Emclair is an approved, qualified lender for the Federal Home Loan Mortgage Corporation, or FHLMC, and the FHLB. As a result, Emclair may sell loans to and service loans for the FHLMC and FHLB in market conditions and circumstances where this is advantageous in managing interest rate risk.

Home Equity Loans. Emclair originates home equity loans secured by single-family residences. Home equity loans amounted to 17.0% of the total loan portfolio at March 31, 2018 and 17.1% at December 31, 2017. These loans may be either a single advance fixed-rate loan with a term of up to 20 years or a variable rate revolving line of credit. These loans are made only on owner-occupied single-family residences.

Commercial Business and Commercial Real Estate Loans. Commercial lending constitutes a significant portion of Emclair’s lending activities. Commercial business and commercial real estate loans amounted to 43.4% of the total loan portfolio at March 31, 2018 and 43.2% at December 31, 2017. Commercial real estate loans generally consist of loans granted for commercial purposes secured by commercial or other nonresidential real estate. Commercial loans consist of secured and unsecured loans for such items as capital assets, inventory, operations and other commercial purposes.

Consumer Loans. Consumer loans generally consist of fixed-rate term loans for automobile purchases, home improvements not secured by real estate, capital and other personal expenditures. Emclair also offers unsecured revolving personal lines of credit and overdraft protection. Consumer loans amounted to 1.6% of the total loan portfolio at March 31, 2018 and 1.6% at December 31, 2017.

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Loans to One Borrower. National banks are subject to limits on the amount of credit that they can extend to one borrower. Under current law, loans to one borrower are limited to an amount equal to 15% of unimpaired capital and surplus on an unsecured basis, and an additional amount equal to 10% of unimpaired capital and surplus if the loan is secured by readily marketable collateral. At March 31, Farmers National's loans to one borrower limit based upon 15% of unimpaired capital was \$9.7 million. Farmers National may grant credit to borrowers in excess of the legal lending limit as part of the Legal Lending Limit Pilot Program approved by the OCC which allows Farmers National to exceed its legal lending limit within certain parameters. At March 31, 2018, the bank's largest single lending relationship had an outstanding balance of \$7.8 million.

Loan Portfolio. The following table sets forth the composition and percentage of Emclair's loans receivable in dollar amounts and in percentages of the portfolio as of the dates indicated:

	As of March 31, 2018		As of December 31, 2017		2016		2015	
	Dollar Amount	%	Dollar Amount	%	Dollar Amount	%	Dollar Amount	%
(Dollar amounts in thousands)								
Mortgage loans on real estate:								
Residential mortgages	\$ 224,690	38.1%	\$ 221,823	38.1%	\$ 198,167	38.0%	\$ 139,305	32.0%
Home equity loans and lines of credit	100,241	17.0%	99,940	17.1%	91,359	17.5%	87,410	20.1%
Commercial real estate	196,788	33.3%	193,068	33.1%	166,994	32.1%	129,691	29.8%
Total real estate loans	521,719	88.4%	514,831	88.3%	456,520	87.6%	356,406	81.9%
Other loans:								
Commercial business	59,200	10.0%	58,941	10.1%	57,788	11.1%	71,948	16.5%
Consumer	9,258	1.6%	9,589	1.6%	6,672	1.3%	6,742	1.6%
Total other loans	68,458	11.6%	68,530	11.7%	64,460	12.4%	78,690	18.1%
Total loans receivable		100.0%	583,361	100.0%	520,980	100.0%	435,096	100.0%
Less:								
Allowance for loan losses	5,935		6,127		5,545		5,205	
Net loans receivable	\$ 584,242		\$ 577,234		\$ 515,435		\$ 429,891	

The following table sets forth the final maturity of loans in Emclair's portfolio as of March 31, 2018. Demand loans having no stated schedule of repayment and no stated maturity are reported as due within one year.

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(Dollar amounts in thousands)	Due in one year or less	Due from one to five years	Due from five to ten years	Due after ten years	Total
Residential mortgages	\$ 2,114	\$ 3,425	\$ 14,178	\$ 204,973	\$ 224,690
Home equity loans and lines of credit	645	10,113	23,015	66,468	100,241
Commercial real estate	1,522	26,090	64,743	104,433	196,788
Commercial business	1,139	13,296	17,099	27,666	59,200
Consumer	222	5,233	2,399	1,404	9,258
	\$ 5,642	\$ 58,157	\$ 121,434	\$ 404,944	\$ 590,177

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The following table sets forth the final maturity of loans in Emclaire's portfolio as of December 31, 2017. Demand loans having no stated schedule of repayment and no stated maturity are reported as due within one year.

(Dollar amounts in thousands)	Due in one year or less	Due from one to five years	Due from five to ten years	Due after ten years	Total
Residential mortgages	\$ 6,870	\$ 3,601	\$ 13,704	\$ 197,648	\$ 221,823
Home equity loans and lines of credit	697	10,396	23,769	65,078	99,940
Commercial real estate	1,170	24,230	64,773	102,895	193,068
Commercial business	968	13,254	18,305	26,414	58,941
Consumer	271	5,179	2,678	1,461	9,589
	\$ 9,976	\$ 56,660	\$ 123,229	\$ 393,496	\$ 583,361

The following table sets forth the dollar amount of Emclaire's fixed and adjustable rate loans with maturities greater than one year as of March 31, 2018:

(Dollar amounts in thousands)	Fixed rates	Adjustable rates
Residential mortgages	\$ 211,590	\$ 10,986
Home equity loans and lines of credit	87,726	11,870
Commercial real estate	31,435	163,831
Commercial business	23,809	34,252
Consumer	7,419	1,617
	\$ 361,979	\$ 222,556

The following table sets forth the dollar amount of Emclaire's fixed and adjustable rate loans with maturities greater than one year as of December 31, 2017:

(Dollar amounts in thousands)	Fixed rates	Adjustable rates
Residential mortgages	\$ 203,556	\$ 11,397
Home equity loans and lines of credit	85,010	14,233
Commercial real estate	60,390	131,508
Commercial business	25,667	32,306
Consumer	7,605	1,713
	\$ 382,228	\$ 191,157

Contractual maturities of loans do not reflect the actual term of Emclaire's loan portfolio. The average life of mortgage loans is substantially less than their contractual terms because of loan prepayments and enforcement of due-on-sale clauses, which give Emclaire the right to declare a loan immediately payable in the event, among other things, that the borrower sells the real property subject to the mortgage. Scheduled principal amortization also reduces the average life of the loan portfolio. The average life of mortgage loans tends to increase when current market mortgage rates substantially exceed rates on existing mortgages and conversely, decrease when rates on existing mortgages substantially exceed current market interest rates.

Delinquencies and Classified Assets

Delinquent Loans and Other Real Estate Acquired Through Foreclosure (OREO). Typically, a loan is considered past due and a late charge is assessed when the borrower has not made a payment within 15 days from the payment due date. When a borrower fails to make a required payment on a loan, Emclair attempts to cure the deficiency by contacting the borrower. The initial contact with the borrower is made shortly after the 17th day following the due date for which a payment was not received. In most cases, delinquencies are cured promptly.

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If the delinquency exceeds 60 days, Emclair works with the borrower to set up a satisfactory repayment schedule. Typically, loans are considered nonaccruing upon reaching 90 days delinquent unless the credit is well secured and in the process of collection, although Emclair may be receiving partial payments of interest and partial repayments of principal on such loans. When a loan is placed in nonaccrual status, previously accrued but unpaid interest is deducted from interest income. Emclair institutes foreclosure action on secured loans only if all other remedies have been exhausted. If an action to foreclose is instituted and the loan is not reinstated or paid in full, the property is sold at a judicial or trustee's sale at which Emclair may be the buyer.

Real estate properties acquired through, or in lieu of, foreclosure are to be sold and are initially recorded at fair value at the date of foreclosure less costs to sell, thereby establishing a new cost basis. After foreclosure, management periodically performs valuations and the real estate is carried at the lower of carrying amount or fair value less the cost to sell the property. Revenue and expenses from operations and changes in the valuation allowance are included in the loss on foreclosed real estate. Emclair generally attempts to sell its OREO properties as soon as practical upon receipt of clear title.

As of March 31, 2018, Emclair's nonperforming assets were \$4.0 million, or 0.53% of Emclair's total assets, compared to \$4.2 million, or 0.56% of Emclair's total assets, at December 31, 2017 and \$3.6 million, or 0.52% of Emclair's total assets, at December 31, 2016. Nonperforming assets at March 31, 2018 included nonaccrual loans and OREO of \$2.7 million and \$820,000, respectively, and \$486,000 of loans 90 days or more past due and still accruing interest. Included in nonaccrual loans at March 31, 2018 were four loans totaling \$427,000 considered to be troubled debt restructurings, or TDRs.

Classified Assets. Regulations applicable to insured institutions require the classification of problem assets as "substandard," "doubtful," or "loss" depending upon the existence of certain characteristics as discussed below. A category designated "special mention" must also be maintained for assets currently not requiring the above classifications but having potential weakness or risk characteristics that could result in future problems. An asset is classified as substandard if not adequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. A substandard asset is characterized by the distinct possibility that Emclair will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified as substandard and these weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable or improbable. Assets classified as loss are considered uncollectible and of such little value that their continuance as assets is not warranted.

Emclair's classification of assets policy requires the establishment of valuation allowances for loan losses in an amount deemed prudent by management. Valuation allowances represent loss allowances that have been established to recognize the inherent risk associated with lending activities. When Emclair classifies a problem asset as a loss, the portion of the asset deemed uncollectible is charged off immediately.

Emclair regularly reviews the problem loans and other assets in its portfolio to determine whether any require classification in accordance with Emclair's policy and applicable regulations. As of March 31, 2018, Emclair's classified and criticized assets amounted to \$15.6 million or 2.1% of total assets, with \$4.6 million identified as special mention and \$11.0 million classified as substandard compared to \$14.8 million or 2.0% of total assets, with \$3.2 million identified as special mention and \$11.6 million classified as substandard at December 31, 2017. Included in classified and criticized assets at March 31, 2018 are three large loan relationships exhibiting credit deterioration that may impact the ability of the borrowers to comply with their present loan repayment terms on a timely basis.

The first relationship, with an outstanding balance of \$3.4 million at March 31, 2018, consists of two commercial mortgages originated to refinance existing debt related to two separate commercial properties. The first commercial mortgage is secured by a hotel which has recently been renovated, however the financial performance has deteriorated due to increased competition from nearby newly constructed hotels and a decrease in natural gas-related construction activity. Management has committed to reducing costs to improve cash flow and is considering the sale of unrelated assets as a means to reduce debt service requirements. All contractual payments have been made in a timely manner.

The second commercial

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mortgage is secured with a vacant parcel adjacent to the hotel. The parcel was previously acquired for future expansion, however the borrowers are considering the sale of the vacant parcel, the proceeds of which could be utilized to reduce the debt of the hotel and the related debt service requirements. All contractual payments have been made in a timely manner. Both loans are guaranteed by the three principals, all of which have reasonable liquidity and strong net worth positions. Ultimately due to the estimated value of the hotel and vacant parcel, and the willingness and ability of the guarantors to support the loans, Emclaire does not currently expect to incur a loss on the loans in this relationship.

The second relationship, with an outstanding balance of \$2.5 million at March 31, 2018, consists of one commercial mortgage originated for the construction of a hotel, restaurant and retail plaza secured by such property and the borrower's personal residence. The hotel, restaurant and retail plaza are complete and operational; however, cash flows from operations have not been consistent and are impacted by the seasonal nature of the hotel. In addition, the borrower has limited liquidity. As a result, the borrower has listed substantial real estate holdings for sale. At March 31, 2018, the loan was performing and classified as substandard. Ultimately, due to the estimated value of the borrower's significant real estate holdings, most of which are pledged as collateral for the subject loan, Emclaire does not currently expect to incur a loss on this loan.

The third relationship, with an outstanding balance of \$2.1 million at March 31, 2018, consists of one commercial mortgage originated for the construction of a hotel and is secured by the hotel and all related furniture, fixtures and equipment. The hotel is complete and operational; however, cash flow from the first year of operations significantly lagged management's projections, and as such, was insufficient for debt service requirements. Although results continue to evidence improvement in operating performance, cash flow remains deficient. The loan is guaranteed by the three principals, all of whom have significant net worth positions and the ability to support the operations of the hotel until stabilization can be achieved. At March 31, 2018, the loan was performing and classified as substandard. Ultimately, due to the estimated value of the hotel and the willingness and ability of the guarantors to support the loan, Emclaire does not currently expect to incur a loss on this loan.

The following table sets forth information regarding Emclaire's nonperforming assets as of the dates indicated:

(Dollar amounts in thousands)	As of	As of December 31,				
	March 31, 2018	2017	2016	2015	2014	2013
Nonperforming loans	\$ 3,157	\$ 3,693	\$ 3,323	\$ 3,069	\$ 6,942	\$ 5,207
Total as a percentage of gross loans	0.56%	0.63%	0.64%	0.71%	1.80%	1.46%
Repossessions	27	—	—	—	—	—
Real estate acquired through foreclosure	820	492	291	160	124	107
Total as a percentage of total assets	847	0.07%	0.04%	0.03%	0.02%	0.02%
Total nonperforming assets	\$ 4,004	\$ 4,185	\$ 3,614	\$ 3,229	\$ 7,066	\$ 5,314
Total nonperforming assets as a percentage of total assets	0.53%	0.56%	0.52%	0.54%	1.21%	1.01%
Allowance for loan losses as a percentage of nonperforming loans	187.99%	165.91%	166.87%	169.60%	75.25%	93.51%

Allowance for Loan Losses. Management establishes allowances for estimated losses on loans based upon its evaluation of the pertinent factors underlying the types and quality of loans; historical loss experience based on

volume and types of loans; trend in portfolio volume and composition; level and trend of nonperforming assets; detailed analysis of individual loans for which full collectability may not be assured; determination of the existence and realizable value of the collateral and guarantees securing such loans and the current economic conditions affecting the collectability of loans in the portfolio. Emclaire analyzes its loan portfolio at least quarterly for valuation purposes and to determine the adequacy of its allowance for loan losses. Based upon the factors discussed above, management believes that Emclaire's allowance for loan losses as of March 31, 2018 of \$5.9 million was adequate to cover probable incurred losses in the portfolio at such time.

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The following table sets forth an analysis of the allowance for losses on loans receivable for the periods indicated:

(Dollar amounts in thousands)	Three Months ended March 31, 2018	Year ended December 31,				
		2017	2016	2015	2014	2013
Balance at beginning of period	\$ 6,127	\$ 5,545	\$ 5,205	\$ 5,224	\$ 4,869	\$ 5,350
Provision for loan losses	380	903	464	381	670	580
Charge-offs:						
Residential mortgages	(62)	(40)	(101)	(79)	(134)	(36)
Home equity loans and lines of credit	(19)	(114)	(118)	(221)	(72)	(68)
Commercial real estate	(385)	(127)	(18)	(35)	(2)	(941)
Commercial business	(—)	(14)	(11)	(182)	(17)	—
Consumer loans	(119)	(71)	(48)	(50)	(139)	(85)
	(585)	(366)	(296)	(567)	(364)	(1,130)
Recoveries:						
Residential mortgages	3	—	—	—	—	1
Home equity loans and lines of credit	1	23	3	30	1	—
Commercial real estate	2	8	158	88	18	8
Commercial business	1	2	—	31	7	18
Consumer loans	6	12	11	18	23	42
	13	45	172	167	49	69
Net charge-offs	(572)	(321)	(124)	(400)	(315)	(1,061)
Balance at end of period	\$ 5,935	\$ 6,127	\$ 5,545	\$ 5,205	\$ 5,224	\$ 4,869
Ratio of net charge-offs to average loans outstanding	0.10%	0.06%	0.03%	0.10%	0.08%	0.30%
Ratio of allowance to total loans at end of period	1.01%	1.05%	1.06%	1.20%	1.36%	1.36%

The following table provides a breakdown of the allowance for loan losses by major loan category as of March 31 of the year indicated:

(Dollar amounts in thousands)	2018		2017	
	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans
Loan Categories:				
Residential mortgages	\$ 1,919	38.1%	\$ 1,956	38.8%
Home equity loans and lines of credit	651	17.0%	648	16.7%
Commercial real estate	2,751	33.3%	2,449	32.9%

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Commercial business	560	10.0%	583	10.3%
Consumer loans	54	1.6%	52	1.3%
	\$ 5,935	100%	\$ 5,688	100%

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The following table provides a breakdown of the allowance for loan losses by major loan category as of December 31 of the year indicated:

Loan Categories:	2017		2016		2015		2014		2013
	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount
Residential mortgages	\$ 2,090	38.1%	\$ 1,846	32.0%	\$ 1,429	27.8%	\$ 955	29.5%	\$ 923
Home equity loans and lines of credit	646	17.1%	633	20.1%	586	23.2%	543	24.6%	625
Commercial real estate	2,753	33.1%	2,314	29.8%	2,185	28.8%	2,338	28.4%	2,450
Commercial business	585	10.1%	700	16.5%	960	18.2%	1,336	14.9%	822
Consumer loans	53	1.6%	52	1.6%	45	2.0%	52	2.6%	49
	\$ 6,127	100%	\$ 5,545	100%	\$ 5,205	100%	\$ 5,224	100%	\$ 4,869

Investment Activities

General. Emclaire maintains an investment portfolio of securities such as U.S. government agencies, mortgage-backed securities, municipal and equity securities.

Investment decisions are made within policy guidelines as established by the Board of Directors. This policy is aimed at maintaining a diversified investment portfolio, which complements the overall asset/liability and liquidity objectives of Emclaire, while limiting the related credit risk to an acceptable level.

The following table sets forth certain information regarding the fair value, weighted average yields and contractual maturities of Emclaire's securities as of March 31, 2018:

(Dollar amounts in thousands)	Due in 1 year or less	Due from 1 to 3 years	Due from 3 to 5 years	Due from 5 to 10 years	Due after 10 years	No scheduled maturity	Total
U.S. Treasury	\$ —	\$ 1,469	\$ 2,958	\$ —	\$ —	\$ —	\$ 4,427
U.S. government sponsored entities and agencies	1,986	978	8,346	2,429	—	—	13,739
U.S. agency mortgage-backed securities: residential	—	—	—	—	23,466	—	23,466
U.S. agency collateralized mortgage	—	—	—	3,599	17,734	—	21,333

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obligations:

residential

Corporate securities	999	492	1,954	5,011	—	—	8,456
State and political subdivision	350	2,839	7,195	11,015	3396	—	24,795
Equity securities	—	—	—	—	—	659	659
Estimated fair value	\$ 3,335	\$ 5,788	\$ 20,453	\$ 22,054	\$ 44,596	\$ 659	\$ 98,785
Weighted average yield(1)	1.45%	1.97%	2.07%	3.21%	2.24%	2.78%	