

Management Certification

The undersigned, on behalf of Eastern Michigan Financial Corporation ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☐ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (please describe)

Other Reporting Obligations

- ☒ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
 - ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard
2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

 Yes: ☐ No: ☒
 3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

 Yes: ☐ No: ☒
 4. The Company has a Verified Company Profile on OTCMarkets.com.
 5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
 6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
 7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
 8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Computershare
 Address: PO Box 43078 Providence, RI 02940-3078

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by: Computershare

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Kerr, Russell and Weber, PLC

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 12/31/2024

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Timothy Ward	Director, Chairperson	Fort Gratiot, MI	28,190	Common	2.21%
William Oldford Jr	Director, CEO/President	St Clair, MI	22,903	Common	1.80%
Lisa Disser	Director	Lexington, MI	3,176	Common	0.25%
Karen Flanagan	Director	Snover, MI	4,307	Common	0.34%
Patricia Manley	Director	Marine City, MI	0		0.00%
Anthony Roggenbuck	Director	Ubly, MI	1,469	Common	0.12%
Patricia Ryan	Director	Fort Gratiot, MI	9,458	Common	0.74%
Steven Schwehofer	Director	St Clair, MI	6,423	Common	0.50%
Michael Wendling	Director	Wales, MI	8,991	Common	0.70%
Stacie Bales	COO	Croswell, MI	3,279	Common	0.26%
Kimberly Bowman	CRO	Port Huron, MI	1,202	Common	0.09%
Chad Deaner	CLO	Wales, MI	5,633	Common	0.44%
Errin Levitt	CFO	Croswell, MI	6,124	Common	0.48%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

None

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below :

None

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Errin Levitt

Title: CFO, SVP

Date: 5/30/2025

Signature: 

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.