

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Univest Corporation of Pennsylvania		23-1886144	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Michael S. Keim	(215) 721-2511	Keimm@univest.net	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
14 North Main Street, P.O. Box 197		Souderton, PA 18964	
8 Date of action		9 Classification and description	
January 1, 2015		Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
915271100		UVSP	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On January 1, 2015, Valley Green Bank of Pennsylvania, a Pennsylvania banking institution ("Valley Green") merged with and into Univest Bank and Trust Co., a Pennsylvania bank and trust company ("Univest Bank") pursuant to the agreement and plan of merger dated June, 17 2014 between Valley Green, Univest Bank, and Univest Corporation of Pennsylvania, a Pennsylvania corporation ("Univest"), with Univest Bank as the surviving corporation in the merger. As a result of the merger, each share of Valley Green common stock was converted into 1.3541 shares of Univest common stock. No consideration other than Univest common stock was issued pursuant to the merger, except that cash was paid in lieu of issuing fractional shares of Univest common stock.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The aggregate tax basis of the Univest common stock a former Valley Green shareholder received in the merger (including any fractional shares treated as issued and redeemed for cash) is generally the same as the former Valley Green shareholder's aggregate tax basis in the Valley Green common stock surrendered in the merger.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Question 15 above.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► The merger qualified as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").
In general the federal income tax consequences to the Valley Green shareholders are determined under Sections 354 and 358 of the Code.

18 Can any resulting loss be recognized? ► No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The merger was effective January 1, 2015 and thus the federal income tax consequences are reportable in the taxable year that includes that date.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ►  Date ► JANUARY 27, 2015

Print your name ► Michael S. Keim Title ► Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	