NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
FENTURA FINANCIAL, INC.
175 North Leroy Street
P.O. Box 725
Fenton, MI 48430

The Fentura Financial, Inc. 2019 Annual Shareholders Meeting will be held at the Fenton United Methodist Church, Truran Hall, 119 South Leroy Street Fenton, Michigan, Wednesday, April 24, 2019, at 10:00 a.m. for the following purposes:

1. Elect four directors: William H. Dery M.D., Steven T. Krause, Thomas P. McKenney, and Brian P. Petty;

2. Approve the proposed Amendment and Restatement of Fentura Financial, Inc.'s Articles of Incorporation to, among other things, increase the authorized shares of Common Stock from 5,000,000 to 10,000,000; and

3. Transact any other business that may properly come before the meeting or any adjournment of the meeting.

In the event that you have questions regarding the financial performance or financial condition of Fentura Financial, Inc., a special mailing card has been included for your individual use. Please address your questions to any individual member of management or the Board of Directors and return the card to us at your earliest convenience. If you would like a personal response by phone, email or letter, please include your name and contact information.

The Board of Directors has fixed the close of business on March 4, 2019, as the record date for the purpose of determining shareholders who are entitled to notice of, and to vote at, the meeting and any adjournment of the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Aaron D. Wirsing
Secretary

Fenton, Michigan
March 20, 2019

IMPORTANT

All shareholders are cordially invited to attend the meeting. WHETHER OR NOT YOU PLAN TO ATTEND IN PERSON, YOU ARE URGED TO VOTE ONLINE OR DATE AND SIGN THE ENCLOSED PROXY FORM AND RETURN IT PROMPTLY IN THE POSTAGE PAID ENVELOPE PROVIDED. This will assure your representation and a quorum for the transaction of business at the meeting. If you do attend the meeting in person and if you have submitted a proxy form, it will not be necessary for you to vote in person at the meeting. However, if you attend the meeting and wish to change your proxy vote, you will be given an opportunity to do so.

PROXY STATEMENT

FENTURA FINANCIAL, INC.
175 North Leroy Street
P.O. Box 725
Fenton, Michigan 48430
Telephone: (810) 750-8725

ANNUAL MEETING OF SHAREHOLDERS

At the close of business on March 4, 2019, the record date for determination of the shareholders entitled to vote at the annual meeting, the Corporation had issued and outstanding 4,647,978 shares of its common stock, the only class of voting securities presently outstanding. Each share entitles its holder to one vote on each matter to be voted upon at the meeting.

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Fentura Financial, Inc. (the "Board") to be voted at the annual meeting of its shareholders to be held at the Fenton United Methodist Church, Truran Hall, 119 South Leroy Street Fenton, Michigan, on Wednesday, April 24, 2019, at 10:00 a.m., eastern standard time, and at any adjournment of the meeting, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This proxy statement and form of proxy are first being sent to shareholders on or about March 20, 2019.

If a proxy in the accompanying form is properly executed, duly returned to Fentura Financial, Inc. (the "Corporation" or "Fentura"), and not revoked, the shares represented by the proxy will be voted at the annual meeting of the Corporation's shareholders and at any adjournment of that meeting. Where a shareholder specifies a choice, a proxy will be voted as specified. If no choice is specified, the shares represented by the proxy will be voted for election of all nominees of the Board of Directors and for approval of the Amended and Restated Articles of Incorporation. The Corporation's management does not know of any other matters to be presented at the annual meeting. If other matters are presented, the shares represented by proxy will be voted at the discretion of the persons designated as proxies, who will take into consideration the recommendations of the Corporation's management.

Any shareholder executing a proxy in the enclosed form has the power to revoke it by notifying the Secretary of the Corporation in writing at the address indicated above at any time before it is exercised, or by appearing at the meeting and voting in person.

Solicitation of proxies is being made by mail. Directors, officers, and regular employees of the Corporation and its subsidiaries may also solicit proxies in person or by telephone without additional compensation. In addition, banks, brokerage firms, and other custodians, nominees, and fiduciaries may solicit proxies from the beneficial owners of shares they hold and may be reimbursed by the Corporation for reasonable expenses incurred in sending proxy material to beneficial owners of the Corporation's stock. The Corporation will pay all expenses of soliciting proxies.

Boards of Directors

The names of directors of the Corporation and the subsidiary bank, The State Bank (the "Bank") are set forth below:

FENTURA FINANCIAL, INC.

Thomas P. McKenney (Chairman)
Owner/President & Attorney
McKenney & McKenney

William H. Dery M.D.
Medical Residency Program - Retired
Mid-Michigan Medical Center

Randy D. Hicks M.D.
President
Regional Medical Imaging, P.C

Ronald L. Justice
President & CEO
The State Bank and Fentura

Steven T. Krause
Owner & President
Best Storage

Brian P. Petty
Owner & President
Fenton Glass Service, Inc.

Ronald K. Rybar
President
The Rybar Group

THE STATE BANK

Thomas P. McKenney (Chairman)
Owner/President & Attorney
McKenney & McKenney

William H. Dery M.D.
Medical Residency Program - Retired
Mid-Michigan Medical Center

Randy D. Hicks M.D.
President
Regional Medical Imaging, P.C

Craig Johnson
SVP & Senior Lender
The State Bank

Ronald L. Justice
President & CEO
The State Bank and Fentura

Steven T. Krause
Owner & President
Best Storage

Brian P. Petty
Owner & President
Fenton Glass Service, Inc.

Ronald K. Rybar
President
The Rybar Group

PROPOSAL 1 - ELECTION OF DIRECTORS

The Board is divided into three classes. Each year, on a rotating basis, the terms of office of the directors in one of the three classes expire. Directors are elected for a three-year term. The directors whose terms expire at the annual meeting are William H. Dery M.D., Steven T. Krause, Thomas P. McKenney, and Brian P. Petty. The Board has nominated the same individuals for reelection. If elected, the term of these directors will expire at the 2022 annual meeting of shareholders.

Except for the individuals nominated by the Board, no persons may be nominated for election at the 2019 annual meeting. The Corporation's Bylaws require at least 120 days prior written notice of any other proposed shareholder nominations. No nominations were received from a shareholder prior to the required written notice date.

The proposed nominees are willing to be elected and to serve. In the event that any nominee is unable to serve or is otherwise unavailable for election, which is not now contemplated, the incumbent Board may or may not select a substitute nominee. If a substitute nominee is not so selected, all proxies will be voted for the election of the remaining nominees. Proxies will not be voted for a greater number of persons than the number of nominees named.

A vote of shareholders holding a plurality of shares voting is required to elect directors. For the purpose of counting votes on this proposal, abstentions, broker nonvotes, and other shares not voted will not be counted as shares voted. Abstentions and broker non-votes are counted for the purpose of determining whether a quorum is present.

The Nomination Process

Director nominees are considered and must be recommended to the Board by the Director Selection Committee (the "Committee"). When considering a potential candidate for membership on the Board, the Committee seeks to identify candidates who will meet the challenges and needs of the Board. The Committee considers, among other qualifications, demonstrated character and judgment, diversity, geographic representation, professional credentials, recognition in the marketplace, and experience in business and the financial industry. While the Committee considers diversity among the various qualifications, it has not adopted a formal diversity policy. In addition, the Committee has not established specific minimum age, education, and years of business experience or specific types of skills for potential candidates, but, in general, expects qualified candidates will have ample experience and a proven record of business success and leadership. In general, the Board requires that each of its members will have the highest personal and professional ethics, integrity and values; will consistently exercise sound and objective business judgment; and will have a comfort with diversity in its broadest sense. In addition, it is anticipated that the Board as a whole will have individuals with significant appropriate senior management and leadership experience, a comfort with technology, a long-term and strategic perspective, and the ability to advance constructive debate. It is considered important for the Board as a whole to operate in an atmosphere where the chemistry of the Board is collaborative and constructive in effectively representing the interests of the shareholders.

The Committee will consider shareholder nominations for directors submitted in accordance with the procedure set forth in Article III, Section 15(c) of the Corporation's Bylaws. The procedure provides that a notice relating to the nomination must be given in writing to the Corporation not later than 120 days prior to the annual meeting. Such notice must contain identification information, business experience and background information with respect to the proposed nominee and contain information with respect to the proposed nominee's share ownership. There are no differences in the manner in which the Committee evaluates a candidate that is recommended for nomination for membership on the Corporation's Board by a shareholder. As noted, the Board has appropriately considered nominations from the Corporation's shareholders in connection with the annual meeting.

Upon receipt of information concerning a shareholder proposed candidate, the Committee assesses the Board's needs, primarily whether or not there is a current or pending vacancy or a possible need to fulfill by adding or replacing a director, and then develops a director profile by comparing the current state of Board characteristics with the desired state and the candidate's qualifications. The profile and the candidate's submitted information are provided to the Board for discussion. Similarly, if at any time the Committee determines there may be a need to add or replace a director, the Committee develops a director profile by comparing the current state of Board characteristics with the desired state. If no candidates are apparent from any source, the Committee will determine the appropriate method to conduct a search. The Committee has, to date, not paid any third-party fee to assist in identifying and evaluating nominees.

With regard to the nomination of William H. Dery M.D., Steven T. Krause, Thomas P. McKenney, and Brian P. Petty as directors of the Corporation, the nominees were recommended by non-management directors.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR ELECTION OF THE NOMINEES AS DIRECTORS

PROPOSAL 2 - APPROVE AMENDED AND RESTATED ARTICLES OF INCORPORATION

The Board of Directors is proposing that the shareholders approve the Amended and Restated Articles of Incorporation for the Corporation in order to accomplish a number of changes to the Corporation's current Articles of Incorporation. The following is a summary of each of the material proposed changes.

This summary is qualified by reference to the full text of the proposed Amended and Restated Articles of Incorporation attached to this Proxy Statement as Annex A.

Article III -- Increase Number of Authorized Shares of Common Stock to 10,000,000

The Board of Directors considers it advisable to increase the authorized number of shares of Common Stock to 10,000,000. The additional authorized common shares will be available for any purpose for which shares of common stock may be issued under the Michigan Business Corporation Act. For example, this could include, among other things, possible issuance from time to time pursuant to the ESOP or other employee benefit plans, the Stock Purchase Plan, the Dividend Reinvestment Plan, acquisitions, private placements, public offerings for cash and stock splits or stock dividends. The Corporation currently has no plans, arrangements, understandings or commitments for the issuance of the additional Common Stock. It is considered advisable, however, to have the authorization to issue such shares in order to enable the Corporation, as the need may arise, to move promptly to take advantage of market conditions and the availability of other opportunities without the delay and expense involved in calling a shareholders' meeting for such purpose. The cost, prior notice requirements and delay involved in obtaining shareholder approval at the time that corporate action may become necessary, could eliminate the opportunity to effect the action or reduce the expected benefits. There are no preemptive rights with respect to the authorization or issuance of the additional authorized Common Stock and those shares may be issued without further action by shareholders. Any issuance of Common Stock must be for proper business purposes and for proper consideration from the recipient. Issuance of additional Common Stock could, under some circumstances, dilute the voting rights, equity and earnings per share of existing common shareholders. Nevertheless, the Corporation anticipates that it would receive value for any additional Common Stock issued, thereby reducing or eliminating the economic effect of such dilution to shareholders. Although the decision of the Board of Directors to propose an increase in the number of shares of Common Stock authorized for issuance did not result from any effort, known to the Corporation, by any person to accumulate Common Stock or to affect a change in control of the Corporation, one effect of an increase in authorized Common Stock may be to make more difficult certain types of attempts to obtain control of the Corporation not approved by the Board of Directors. However, the Board of Directors does not intend or view the proposed increase in authorized Common Stock as an anti-takeover measure and is not proposing the increase in response to any attempt or plan to obtain control of the Corporation.

Other than the increase in authorized common shares from 5,000,000 to 10,000,000 shares, no other changes were made to Article III.

Article IV and Previous Article V - Registered Office and Registered Agent
Article IV has been updated to reflect the appropriate address and registered agent. Old Article V (Name and Address of Incorporator) has been eliminated in accordance with Section 642(3) of the Michigan Business Corporation Act.

ARTICLE VII (formerly Article VIII) - Approval Requirements for Certain Business Combinations
Article VII (formerly Article VIII) has been revised to eliminate the provisions related to the Corporation's proxy materials as filed with the Securities and Exchange Commission because the Corporation is no longer subject to the reporting requirements of the Securities Exchange Act of 1934. The changes did not modify the substance of Article VII.

Article IX (formerly Article X) - Elimination of Directors' Liability
In accordance with Section 209 of the Michigan Business Corporation Act, Article X of the Corporation's Articles of Corporation eliminated personal liability and monetary damages of directors of the Corporation for certain failures to fulfill such directors' duties to the Corporation, unless the failures related to a breach of loyalty, a willful or bad faith act or omission, receipt of a payment or distribution from the Corporation in violation of the Michigan Business Corporation Act or a transaction from which the director received an improper benefit.

Article IX of the Amended and Restated Articles maintains this elimination of liability but has been revised to adopt the current language of Section 209 of the Michigan Business Corporation Act.

Article X - Indemnification of Directors and Officers
Article VI, Section 1 of the Corporation's by-laws provides that directors and officers of the Corporation will be indemnified to the fullest extent permitted by the Michigan Business Corporation Act with regard to claims arising as a consequence of serving as an officer or director of the Corporation. This indemnification obligation is consistent with the provisions of Sections 561-567 of the Michigan Business Corporation Act, which provide in relevant part that a corporation *shall* indemnify its officers and directors for the fees and expenses incurred in a matter arising as a consequence of the officer's or director's service to the corporation to the extent the officer or director is successful on the merits or otherwise in defense of an action, suit, or proceeding and *may* indemnity officers, directors and other parties for claims arising as a consequence of serving as an officer, director or employee of the corporation.

In accordance with the by-laws and Sections 561-567 of the Michigan Business Corporation Act, new Article X of the Amended and Restated Articles of Incorporation provides that directors and executive officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law; persons who are not directors or executive officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation; and the Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any such liabilities.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO AMEND AND RESTATE THE CORPORATION'S ARTICLES OF INCORPORATION. APPROVAL OF PROPOSAL 2 REQUIRES THE AFFIRMATIVE VOTE OF A MAJORITY OF THE OUTSTANDING SHARES OF THE CORPORATION

THE CORPORATION'S BOARD OF DIRECTORS

Biographical information concerning the current directors and the individuals who are nominated for election to the Board of Directors at the annual meeting is presented below. Except as otherwise indicated, all directors and nominees have had the same principal employment for over five years.

Nominees for Terms Expiring in 2022

William H. Dery M.D., age 67, was appointed as a Director of the Bank and the Corporation in April 2009. Dr. Dery is a retired Associate Director of the Midland Family Medicine Residency Program at Mid-Michigan Medical Center in Midland, Michigan. Mr. Dery's medical background provides a unique perspective on the Compensation Committee, which deals with employee benefits and in loan deliberations regarding loans to professionals. Mr. Dery's father, grandfather and great grandfather all previously served as directors of the Bank.

Steven T. Krause, age 56, was appointed a Director of the Corporation and the Bank in October, 2013. Mr. Krause had previously served as an advisory board member for The State Bank in the Livingston County market. Mr. Krause is owner and President of Best Storage, Inc. and is also the owner and adviser of Controlled Magnetics, Inc. Mr. Krause's real estate investment experience provides unique insight to many lending transactions at the Bank.

Thomas P. McKenney, age 67, has been a Director of the Corporation since 1992 and was a Director of the Bank from 1991 to 2003, serving as Chairman of the Bank's Board from 2001 to 2003. Mr. McKenney was appointed Chairman of the Board in November, 2011. Mr. McKenney was appointed Vice Chairman of the Board in May, 2003, and re-appointed to the Bank board in 2009. Mr. McKenney is an accomplished and experienced attorney with a private practice located in Holly, Michigan. He provides a unique legal and negotiating perspective to board deliberations, and his experience with estate planning assists him in his role as head of the Bank's Trust Committee.

Brian P. Petty, age 61, was reappointed a Director of the Corporation in September, 2002. Mr. Petty previously served as a Director of the Corporation from March of 1995 to December of 2000. Mr. Petty has served as a Director of the Bank since January of 1994 and served as Chairman from 2003 to 2009. Mr. Petty was appointed Vice Chairman of the Board in November, 2011. Mr. Petty is the owner and President of Fenton Glass Service, Inc., which sells and installs glass for automobile, residential, industrial and specialty uses. Mr. Petty provides the board with a unique perspective as a successful small business owner. He also provides a community perspective having served on numerous boards in the Fenton area.

Directors with Terms Expiring in 2020

Ronald L. Justice, age 54, was appointed to the Board of Directors of the Bank in February 2011 and to the Corporation's Board effective April 2012. Mr. Justice is President and CEO of the Corporation and the Bank. Mr. Justice has served in various capacities in his career with the Corporation, which began in 1985, including Chief Financial Officer, Chief Operating Officer, Chief Retail Officer and President and Director of two former subsidiary banks.

Ronald K. Rybar, age 62, was appointed a Director of the Corporation and the Bank in October 2010. Mr. Rybar is founder and President of The Rybar Group, a health care consulting company. Mr. Rybar's experience in public accounting and hospital finance qualify him to serve as a financial expert and Chairman of the Corporation's and Bank's Audit Committees.

Director with Term Expiring in 2021

Randy D. Hicks M.D., age 61, was appointed as a Director of the Bank and the Corporation in August, 2011. Dr. Hicks is the Founder and President of Regional Medical Imaging P.C. Dr. Hicks provides substantial financial and analytical perspective to the analysis of Corporation and Bank performance. Dr. Hicks provides the board with a unique perspective as a successful business owner, and has been involved in various commercial real estate ventures throughout his career.

Directors Attendance at Meetings

During the year ended December 31, 2018, the Board of Directors of the Corporation held a total of 12 regular meetings. Various committees of the Board held meetings as needed. Each director attended at least 75 percent of the total Board meetings and committee meetings on which he served. The Corporation also encourages all members of the Board to attend the Corporation's annual meeting of shareholders each year.

Separate Chairman and Chief Executive Position and the Board's Oversight of Risk

Since the inception of the holding company in 1987, the Corporation has chosen to have independence between board leadership and the bank leadership. Accordingly, board leadership positions including the Chairmanship of the Board and Audit Committee have always been held by outside or non-management directors. The Chairman's position provides meaningful and appropriate oversight in fulfilling the fiduciary responsibilities of the board and representing the interests of the shareholders.

Responsibilities for managing the various types of inherent risks are spread among the Corporation's and Bank's boards and committees, various members of management, and management committees. The State Bank is authorized and empowered by Michigan and federal banking law and regulation to operate as a commercial bank. Through a disciplined structure of board delegated authority, individuals and committees are empowered to monitor and control operational risks, credit risks, interest rate risks, etc. Internal and external testing by outside consultants is utilized to determine compliance with risk control guidelines. The Bank's Board is heavily involved in monitoring reports, interacting with management, and communicating with external consultants. Summary reports are provided to the holding company board for review and monitoring. Importantly, the Corporation's directors also serve on the Bank Board which means that holding company directors are intimately aware of, and involved in, risk management at the Bank and Corporation levels.

The Corporation's Audit Committee reviews, with management, the internal auditor and the independent auditor, the Corporation's financial risks, the Corporation's risk management process, any major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of any material control deficiencies.

Communication with the Corporation's Board of Directors

Shareholders may communicate with members of The Board by mail addressed to the Board of Directors, a specific member of the Board, or to a particular committee of the Board at 175 North Leroy Street, P.O. Box 725, Fenton, Michigan 48430-0725.

Director Compensation

The Corporation's and Bank's directors are compensated in cash retainer fees or through participation in the stock purchase plan. Each director of the Corporation is paid an annual retainer fee. The annual retainer was $30,000 and $14,000 for the years ended December 31, 2018 and 2017, respectively. The Chairman and Vice Chairman of the Board receive $4,000 and $2,000 in additional retainer fee, respectively. The Chairman of the Audit Committee receives an additional $500 for each Audit Committee meeting attended and the remaining Audit Committee members receive $250 for attending each Audit Committee meeting. Fees are paid on the 1st business day following the end of the quarter.

Directors of the Corporation and the Bank may use director cash retainer fees to purchase shares of the Corporation issued by the Corporation at fair market value under the Corporation's Director Stock Retainer Plan. Directors may also use other personal funds or cash retainer fees to purchase shares under the Fentura Financial, Inc. Stock Purchase Plan. This plan permits all employees of the Corporation and the Bank, as well as directors, to purchase shares at fair market value through regular payroll or fee deductions and also through lump sum payments. The maximum annual dollar amount of purchases per individual through payroll or fee deductions is $10,000 and the maximum annual dollar amount of lump sum purchases is also $10,000, for a total annual maximum of $20,000.

Code of Ethics

Fentura Financial, Inc. is dedicated to upholding the highest ethical standards and principles throughout its operations. The Code of Ethics (the "Code") is a product of the Corporation's commitment to comply with the law and to conduct business ethically while reinforcing values of trust, respect, dignity, and honesty which form the foundation for relationships with shareholders, employees, and customers. The Board of Directors reaffirmed the Corporation's Code of Ethics on July 28, 2018. The Code details principles and responsibilities governing professional and ethical conduct for all directors and officers of the Corporation and the Bank.

Going beyond the legal requirements for corporate ethics, the Corporation requires all board members and members of management to sign the Code and to conduct themselves consistent with its requirements. Additionally, the Boards of the Corporation and the Bank and all Board Committees are chaired by an independent outside director and, at each Board and Audit Committee session, our outside directors reserve time for discussions without management or management directors present when appropriate.

OTHER INFORMATION

Annual Report

The Corporation will provide a copy of its 2018 Annual Report to any shareholder who asks for it in writing, without charge. Please direct your request to the Corporation's Secretary, Aaron D. Wirsing, at 175 North Leroy Street, P.O. Box 725, Fenton, Michigan 48430.

Transactions with Certain Interested Parties

The Corporation has related party transaction provisions in its lending policies which require pre-approval of any loans to a related party with a subsidiary Bank by a majority of unrelated board members of the Board of Directors. Additionally, the Board reaffirms all debt with related parties at least annually.

Certain directors and officers of the Corporation have had and are expected to have in the future, transactions with the subsidiaries of the Corporation, or have been directors or officers of corporations, or members of partnerships, which have had and are expected to have in the future, transactions with subsidiaries of the Corporation. All such transactions with officers and directors, either directly or indirectly, have been made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable with persons not related to the lender, and these transactions do not involve more than the normal risk of collection or present other unfavorable features. All such future transactions, including transactions with principal shareholders and other affiliates, will be made in the ordinary course of business, on terms no less favorable to the Corporation than with persons not related to the Corporation, and will be subject to approval by a majority of the Corporation's independent, outside unrelated directors.

Shareholder Proposals

An eligible shareholder who wants to have a qualified proposal considered for inclusion in the proxy statement for the 2020 Annual Meeting of Shareholders must notify the Corporation's Secretary by delivering a copy of the proposal to the Corporation's offices no later than November 20, 2019.

Expenses of Solicitation

The Corporation pays the cost of preparing, assembling and mailing this proxy-soliciting material. In addition to the use of the mail, proxies may be solicited personally, by telephone or telegraph, or by the Corporation's officers and employees without additional compensation. The Corporation pays all costs of solicitation, including certain expenses of brokers and nominees who mail proxy material to their customers or principals.

The Proxy Statement and Annual Report to Security Holders are available at www.fentura.com.

BY ORDER OF THE BOARD OF DIRECTORS,

Aaron D. Wirsing
Secretary of the Board

Dated: March 20, 2019

See enclosed voting (proxy) form please sign and mail promptly.

ANNEX A

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

FENTURA FINANCIAL, INC.

Fentura Financial, Inc., a corporation organized and existing under the provisions of Act 284 of the 1972 Michigan Business Corporation Act, Public Acts of 1972 (the "Act"), does hereby certify:

1. The name of this corporation is Fentura Financial, Inc., and this corporation was originally incorporated pursuant to the relevant provisions of the Act on December 16, 1987. The corporation has been assigned ID number 800421719 by the Michigan Department of Licensing and Regulatory Affairs, Corporations, Securities, & Commercial Licensing Bureau.

2. The Board of Directors of Directors of the Corporation, at a duly authorized meeting, approved the Amended and Restated Articles of Incorporation and directed the proper officers of the Corporation to submit the Amended and Restated Articles of Incorporation to the shareholders of the Corporation for approval.

3. At a meeting of the shareholders of the Corporation held on April 24, 2019, the Amended and Restated Articles of Incorporation were duly adopted by holders of a majority of the outstanding shares of the Corporation.

NOW THEREFORE, the Articles of Incorporation of the corporation are hereby amended and restated as follows:

ARTICLE I

The name of the Corporation is: Fentura Financial, Inc.

ARTICLE II

The purpose or purposes for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of the State of Michigan, and to act and operate as a bank holding company as permitted by the Federal Bank Holding Company Act of 1956, as amended.

ARTICLE III

The total number of shares of all classes of the capital stock which the Corporation has authority to issue is 10,200,000, which shall be divided into a class of 10,000,000 shares of common stock and a class of 200,000 shares of preferred stock.

Preferred Stock

Subject to the limitations and restrictions set forth in this Article III, the board of directors is authorized and empowered at any time, and from time to time, to designate and issue any authorized and unissued preferred stock (whether or not previously designated as shares of a particular series, and including preferred stock of any series issued and thereafter acquired by the Corporation) as shares of one or more series, hereby or hereafter to be designated. Each different series of preferred stock may vary as to dividend rate, redemption price, liquidation price, voting rights and conversion rights, if any, all of which shall be fixed as hereinafter provided. Each series of preferred stock issued hereunder shall be so designated as to distinguish the shares thereof from the shares of the other series and classes. All preferred stock of any one series shall be alike in every particular.

The rights, qualifications, limitations or restrictions or each series of preferred stock shall be as stated and expressed in the resolution or resolutions adopted by the board of directors which provides for the issuance of such series, which resolutions may include, but shall not be limited to, the following:

(i) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the board of directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the board of directors;

(ii) The rate of the dividends thereon and the relation which such dividends shall bear to the dividends payable on any other class of capital stock or any other series of preferred stock, the terms and conditions upon which and the periods in respect of which dividends shall be payable, whether and upon what conditions such dividends shall be cumulative and if cumulative, the date or dates from which dividends shall accumulate;

(iii) The amount per share, if any, which the holders of preferred stock of such series shall be entitled to receive, in addition to any dividends accrued and unpaid thereon, (a) upon the redemption thereof, plus the premium payable upon redemption, if any; or (b) upon the voluntary liquidation, dissolution or winding up of the Corporation; or (c) upon the involuntary liquidation, dissolution or winding up of the Corporation;

(iv) The conversion or exchange rights, if any, of such series, including without limitation, the price or prices, rate or rates, provision for the adjustment thereof (including provisions for protection against the dilution or impairment of such rights), and all other terms and conditions upon which preferred stock constituting such series may be convertible into, or exchangeable for shares of any other class or classes or series;

(v) Whether the shares of such series shall be redeemable, and, if redeemable, whether redeemable for cash, property or rights, including securities of any other corporation, at the option of either the holder or the Corporation or upon the happening of a specified event, the limitations and restrictions with respect to such redemption, the time or times when, the price or prices or rate or rates at which, the adjustments with which and the manner in which such shares shall be redeemable, including the manner of selecting shares of such series for redemption if less than all shares are to be redeemed;

(vi) Whether the shares of such series shall be subject to the operation of a purchase, retirement, or sinking fund, and, if so, whether and upon what conditions such purchase, retirement or sinking fund shall be cumulative or noncumulative, the extent to which and the manner in which such fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(vii) The voting rights per share, if any, of each such series, and whether and under what conditions the shares of such series (alone or together with the shares of one or more other series) shall be entitled to vote separately as a single class, upon any merger, share exchange or other transaction of the Corporation, or upon any other matter, including (without limitation) the election of one or more additional directors of the Corporation in case of dividend arrearage or other specified events; and

(viii) Whether the issuance of any additional shares of such series, or of any shares of any other series shall be subject to restrictions of such series, as the board of directors may deem advisable and as shall not be inconsistent with the provisions of these articles of incorporation.

Common Stock

No shares of common stock shall be entitled to any preferences, and each share of common stock shall be equal to every other share of such class of stock in every respect. At all meetings of shareholders of the Corporation, the holders of the common stock shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE IV

Section 1. The street address of the registered office of the Corporation is:

175 North Leroy Street
Fenton, Michigan 48430

Section 2. The mailing address of the registered office of the corporation is:

175 North Leroy Street
Fenton, Michigan 48430

Section 3. The name of the resident agent of the Corporation at the registered office is:

Aaron D. Wirsing

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not less than five nor more than twelve directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors, with the term of office of each class of directors expiring at the third succeeding annual meeting after election of such class of directors. At each succeeding annual meeting of shareholders, successors to the class of directors whose term expires at that annual meeting shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year at which his or her term expires and thereafter until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors that results from an increase in the number of directors may be filled by a majority of the Board of Directors then in office, and any other vacancy occurring in the Board of Directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same

remaining term as that of his or her predecessor. Any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of not less than 75% of the outstanding shares of capital stock of the Corporation entitled to vote, voting together as a single class.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of the Articles of Incorporation applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article V unless expressly provided by such terms.

Any amendment, change or repeal of this Article V or any other amendment or change of the Articles of Incorporation that will have the effect of modifying or permitting circumvention of this Article V, shall require the favorable vote, at a meeting of the shareholders of the Corporation, of the holders of at least 75% of the then outstanding shares of capital stock of the Corporation entitled to vote; provided, however, that such 75% vote shall not be required for any such amendment, change or repeal recommended to shareholders by the affirmative vote of not less than three fourths of the Board of Directors then in office, and such amendment, change or repeal so recommended shall require only the vote, if any, required under the applicable provisions of the Business Corporation Act of the State of Michigan.

ARTICLE VI

The directors shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the Corporation not inconsistent with the provisions of the Articles of Incorporation, or any amendment thereto. The affirmative vote of the holders of not less than 75% of the outstanding shares of capital stock of the Corporation entitled to vote shall be required for the approval and adoption of any amendment, alteration, change, addition to or repeal of the Bylaws of the Corporation proposed by any shareholder of the Corporation.

Any amendment, change or repeal of this Article VI, or any other amendment of the Articles of Incorporation that will have the effect of modifying or permitting circumvention of this Article VI, shall require the favorable vote, at a meeting of the shareholders of the Corporation, of the holders of a least 75% of the then outstanding shares of capital stock of the Corporation entitled to vote; provided, however, that such 75% vote shall not be required for any such amendment, change or repeal recommended to shareholders by the affirmative vote of not less than three-fourths of the Board of Directors, and such amendment, change or repeal so recommended shall require only the vote, if any, required under the applicable provisions of the Business Corporation Act of the State of Michigan.

ARTICLE VII

Section 1. The affirmative vote of (i) the holders of not less than 75% of the outstanding shares of capital stock of the Corporation entitled to vote and (ii) the holders of not less than a majority of the outstanding shares of capital stock of the Corporation entitled to vote excluding for purposes of determining the affirmative vote required by this clause (ii) all such shares of which a "Related Person" (as hereinafter defined) shall be a "Beneficial Owner" (as hereinafter defined), shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) involving a Related Person; provided, however, that the foregoing voting requirements set forth in clauses (i) and (ii) above shall not be applicable, and the provisions of Michigan law relating to the requisite percentage of shareholder approval, if any, determined without regard to this Article VII shall apply to any such Business Combination if the "Continuing Directors" of the Corporation (as hereinafter defined) by a three-fourths vote there-of have expressly approved the Business Combination either in advance or subsequent to the acquisition of outstanding shares of capital stock of the Corporation that caused the Related Person to become a Related Person.

Section 2. For purpose of this Article VII:

(A) The term "Business Combination" means (i) any merger, consolidation or share exchange of the Corporation or any of its subsidiaries into or with any member of any Related Person, in each case irrespective of which corporation or company is the surviving entity; (ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with any member of any Related Person (in a single transaction or a series of related transactions) of all or a Substantial Part (as hereinafter defined) of the assets of the Corporation (including without limitation any securities of a subsidiary) or a Substantial Part of the assets of any of its subsidiaries; (iii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with the Corporation or to or with any of its subsidiaries (in a single transaction or series of related transactions) of all or a Substantial Part of the assets of any member of any Related Person; (iv) the issuance or transfer of any securities, or of any rights, warrants or options to acquire any securities, of the Corporation or any of its subsidiaries by the Corporation or any of its subsidiaries to any member of any Related Person (other than an issuance or transfer of securities, or of any rights, warrants or options to acquire any securities, which is effected on a pro rata basis to all shareholders of the Corporation); (v) the acquisition by the Corporation or any of its subsidiaries of any securities, or of any rights, warrants or options to acquire any securities, of any member of any Related Person; and (vi) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

(B) The term ’’Related Person" shall mean any individual, corporation, partnership or other person or entity, including any member of a "group" (as defined in Section 13(d)(3) of the Securities Exchange Act of 1934 as in effect at the date of the filing of the Amended and Restated Articles of Incorporation of the Corporation; such Act and such Rules and Regulations promulgated thereunder, collectively and as so in effect, being hereinafter referred to as the "Exchange Act"), and any "Affiliate" or "Associate" (as defined in Rule 12b-2 of the Exchange Act) of any such individual, corporation, partnership or other person or entity that, as of the record date for the determination of shareholders entitled to notice of and to vote on any Business Combination, or immediately prior to the consummation of such transaction, together with their Affiliates and Associates, are "Beneficial Owners" (as defined in Rule 13d-3 of the Exchange Act) in the aggregate of 10% or more of the outstanding shares of any class or series of capital stock of the Corporation.

(C) The term "Substantial Part" shall mean more than 10% of the fair market value, as determined by three-fourths of the Continuing Directors, of the total consolidated assets of the Corporation and its subsidiaries taken as a whole, as of the end of its most recent fiscal year ending prior to the time the determination is being made.

(D) The term "Continuing Director" shall mean a director who either (i) was a member of the Board of Directors of the Corporation immediately prior to the time that the Related Person involved in a Business Combination became a Related Person, or (ii) has been designated (before his or her initial election as director) as a Continuing Director by a majority of the then Continuing Directors.

(E) A "Related Person" shall be deemed to have acquired a share of the capital stock of the Corporation at the time when such Related Person became a Beneficial Owner thereof. With respect to the shares owned by Affiliates, Associates or other persons whose ownership is aggregated with that of a Related Person under the foregoing definition of Related Person, if the price paid by such Related Person for such shares is not determinable by the Continuing Directors, such price shall be deemed to be the higher of (i) the price paid upon the acquisition thereof by the Affiliate, Associate or other person or (ii) the market price of the shares in question at the time when the Related Person became a Beneficial Owner thereof.

Section 3. The Board of Directors of the Corporation shall have the power and duty to determine for the purposes of this Article VII on the basis of information then known to it, (i) whether any person is an Affiliate or Associate of another person, (ii) the extent to which any person is the Beneficial Owner of shares of any class or series of capital stock of the Corporation, (iii) whether any proposed sale, lease, exchange of other disposition of part of the properties or assets of the Corporation involves a Substantial Part of the properties or assets of the Corporation, and (iv) whether a proposed transaction is subject to the provisions of this Article VII. Any such determination by the Board shall be conclusive and binding for all purposes of this Article VII.

Section 4. The affirmative vote required by this Article VII is in addition to the vote of the holders of any class or series of capital stock of the Corporation otherwise required by law, the Articles of Incorporation, any resolution that has been adopted by the Board of Directors providing for the issuance of a class or series of capital stock or any agreement between the Corporation and any securities exchange.

Section 5. Any amendment, change or repeal of this Article VII, or any other amendment of the Articles of Incorporation that will have the effect of modifying or permitting circumvention of this Article VII, shall require the favorable vote, at a meeting of the shareholders of the Corporation, of (i) the holders of at least 75% of the then outstanding shares of capital stock of the Corporation entitled to vote and (ii) a majority of the outstanding shares of capital stock of the Corporation entitled to vote of which a Related Person is not a Beneficial Owner; provided, however, that this Section 5 shall not apply or to, and such 75% and majority vote shall not be required for, any such amendment, change repeal recommended to shareholders by the affirmative vote of not less than three-fourths of the Continuing Directors, and such amendment, change or repeal so recommended shall require only the vote, if any, required under the applicable provisions of the Business Corporation Act of the State of Michigan.

ARTICLE VIII

The Corporation shall be, and is hereby declared to be, subject to the provisions of Chapter 7a of the Business Corporation Act of the State of Michigan, as enacted through the adoption of Act No. 115 of the Public Acts of the State of Michigan of 1984, and as the same may be amended from time to time. The requirements therein provided and made applicable with respect to the Corporation shall be in addition to all other requirements of law and other provisions of the Articles of Incorporation, or any amendment thereto.

ARTICLE IX

Directors of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duties as a director. This Article IX shall not apply and shall not eliminate personal liability of a director for:

(i) The amount of a financial benefit received by a director to which he or she is entitled;
(ii) Intentional infliction of harm on the Corporation or it shareholders;
(iii) A violation of Section 551 of the Michigan Business Corporation Act; or
(iv) An intentional criminal act.

If the Michigan Business Corporation Act is hereafter amended to further eliminate or limit the liability of directors, then a director of the Corporation (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall not be liable to the Corporation or its shareholders to the fullest extent permitted by the Michigan Business Corporation Act, as so amended. Any repeal or modification of this Section IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

The terms and provisions of this Article X are subject to all of the limitations and conditions of the Michigan Business Corporation Act, as amended.

Directors and executive officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation or otherwise) which is brought against a director or executive officer in his or her capacity as a director, officer, employee or agent of the Corporation or of any other corporation, or any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not, which the director or executive officer was serving at the request of the Corporation. Persons who are not directors or executive officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the Corporation would have the power to indemnify him or her against such liability bylaw or under the provisions of this Article X. The provisions of this Article X shall be applicable to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the directors, officers and other persons referred to in this Article X.

The right to indemnity provide pursuant to this Article X shall not be exclusive and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may legally approve. Any amendment, alteration, modification, repeal or adoption of any provision in the Articles of Incorporation inconsistent with this Article X shall not adversely affect any indemnification right or protection of a director or officer of the Corporation existing at the time of such amendment, alteration, modification, repeal or adoption.

The undersigned Secretary of the Corporation has signed his name this 24th day of April, 2019.

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Aaron D. Wirsing
Secretary