CHEMUNG FINANCIAL CORPORATION

2011 ANNUAL REPORT

FINANCIAL HIGHLIGHTS

(in thousands, except per share data)

OPERATING RESULTS - Year Ended December 31	2011	2010	% of Change
Net Interest Income	\$ 43,849	\$ 34,530	26.99%
Provision for loan losses	958	1,125	-14.84%
Non-interest income:	4 4 9 9	154	445 000/
Securities gains, net	1,108	451	145.68%
Trust Preferred impairment writedown	-67	-393	-82.95%
Wealth Management Group fee income	6,710 9,713	10,497 9,090	-36.08% 6.85%
Other operating income Other operating expense	44,784	37,843	18.34%
Income tax expense	5,033	5,105	-1.41%
Net income	10,538	10,102	4.32%
At Year End:			
Assets	\$1,216,260	\$ 958,327	26.91%
Loans, net of deferred fees and costs,			
and unearned income	796,915	613,684	29.86%
Allowance for loan losses	9,659	9,498	1.70%
Deposits	998,493	786,359	26.98%
Shareholders' equity	125,929	97,409	29.28%
Employees (full time equivalent)	349	317	10.09%
Share and Per Share Data:			
Net income	2.40	2.80	-14.29%
Book value, at year end	27.14	26.92	0.82%
Tangible book value, at year end	21.07	22.90	-7.99%
Dividends declared	1.00	1.00	0.00%
Shares outstanding (average)	4,383	3,607	21.51%
Ratios:			
Allowance to total loans	1.21%	1.55%	
Return on average assets	0.90%	1.02%	
Return on average Tier I Equity	11.28%	12.83%	
Wealth Management Group Assets Under			
Administration (market value)	#4 400 074	#4 400 004	4.0.40/
as Fiduciary	\$1,136,074	\$1,183,934	-4.04%
as Custodian	459,866	441,451	4.17% -1.81%
	\$1,595,940	\$1,625,385	-1.0170
Market Prices of Chemung Financial Corporation Stock During Past Three Years (dollars)	2011	2010	2009
-	21.77 – 26.75	19.65 - 21.40	
1st Quarter			15.00 - 22.00
2nd Quarter	22.50 - 26.00	19.90 – 21.55	17.25 – 23.00
3rd Quarter	22.95 – 24.00	20.15 – 22.00	18.75 – 21.25
4th Quarter	22.50 – 23.75	20.50 – 24.00	19.55 – 23.00
Dividends Paid Per Common Share by Chemung			
Financial Corporation During Past Three Years	<u>2011</u>	2010	2009
January 3	0.25	0.25	0.25
April 1	0.25	0.25	0.25
July 1	0.25	0.25	0.25
October 3	0.25	0.25	0.25
	1.00	1.00	1.00

As of December 31, 2011 there were 609 registered holders of record of the Corporation's stock. Chemung Financial Corporation common stock is inactively traded in the over-the-counter market.

The quarterly market price ranges for the Corporation's stock for the past three (3) years are based upon actual transactions as reported by brokerage firms which maintain a market or conduct trades in the Corporation's stock and other transactions known by the Corporation's management.



April 3, 2012

TO OUR SHAREHOLDERS

2011 was an eventful, challenging and successful year for your company. It was also another record-setting year. Our net income of \$10.5 million is the highest in our 178 year history and year-end assets climbed to \$1.2 billion. In April, we completed our merger with Fort Orange Financial Corp. and established full service banking operations in the Capital Region, one of the most attractive and vibrant markets in New York State. The vision created for this region over a decade ago to become "Tech Valley" has become a reality and the heavy investment in nanoscience and micro-chip technology continues unabated. This transaction contributed over \$5 million in pre-tax income (for 9 months and excluding one-time transaction costs) and is over 20% earnings per share (EPS) accretive on an annualized basis (similar to the Bank of Canton transaction completed in 2009). In addition, we generated over \$60 million in new commercial loans from this market, greatly needed earning assets considering our excess liquidity. Our community banking philosophy and business model are serving us well in this region, a market that has seen dramatic turmoil and consolidation in the banking sector over the past 25 years. The Capital Bank name was a strong, recognizable brand within the Albany market so we are operating in the region as "Capital Bank, a division of Chemung Canal Trust Company". Once again, our team did an outstanding job with the systems conversion and integration.

Financial Results

Net income for the year was \$10.5 million, an increase of \$.4 million or 4% over 2010, and earnings per share of \$2.40 were \$.40 or 14% lower than last year with 776,302 additional average shares outstanding. Year-overyear earnings per share were expected to decline in light of one-time merger costs of \$2.3 million in 2011 and the recognition in 2010 of nearly \$4.0 million of additional trust fee income as a result of an earlier than anticipated settlement of an unusually large estate. Excluding the impact of one-time, non-recurring items, 2011 EPS would be approximately \$2.74 compared to \$2.26 in 2010. Our return on average assets was .90% and our return on average equity was 8.77% compared to 1.02% and 10.64%, respectively for 2010. At December 31, 2011, our balance sheet reflects total assets of \$1.2 billion, total loans of nearly \$800 million, total deposits of \$1 billion and total shareholders' equity of \$126 million. Our capital ratios remain at levels well above those considered to be "well capitalized" by regulators. The market value of total assets under management or administration in our Wealth Management Group was \$1.6 billion at year-end.



David J. Dalrymple

Ronald M. Bentley

Asset Quality

Credit quality in the legacy Chemung portfolio remained stable and strong throughout the year. Loans acquired in connection with the Capital Bank merger were accounted for under purchase accounting rules and are recorded at fair value. With this merger, we acquired some loans that Capital Bank made outside of the Albany region. Capital Bank's size and credit capacity limited their ability to compete for in-market opportunities. We are making good progress repositioning the loan portfolio and replacing outof-market credits with high-quality loans within the Capital Region. As a larger bank with higher capital levels, we have greater lending capacity and we are competing successfully for new, local loan opportunities which meet our underwriting standards.

2011 was an eventful, challenging and successful year for your company.It was also another record-setting year.

The September Flood

The flooding disaster of early September, 2011 caused significant damage in parts of NY and PA. Two of our branch offices, Owego and Tioga, sustained damage and were temporarily closed. Clean up and restoration efforts commenced immediately and these offices were reopened in February of this year. The real tragedy, however, was the property damage suffered by our clients, employees and these communities. Many lost their homes or businesses. Chemung Canal responded to this crisis with financial assistance to the relief agencies and other humanitarian organizations. We helped people apply for FEMA assistance. We provided low interest rate loans. We organized work teams to help our employees clean up their homes. Your community bank responded to this crisis like a community bank should—we care deeply about this place we call home and helped those in need.

The Marcellus Shale

Some of our traditional markets are enjoying an economic resurgence thanks to the rich gas reserves in the Marcellus Shale. While there is a moratorium on gas drilling in New York, the drilling activity just over the border in Pennsylvania is creating a demand for services in the Southern Tier and our clients and communities — and your bank — are reaping the benefits. As an advocate for safe and environmentally responsible drilling, we hope the DEC, which has been studying this issue since 2008, will soon issue drilling permits in NY State with appropriate regulation and oversight.

Growth and Acquisitions

In recent years, we have grown our company through a combination of organic growth, de novo branch expansion, branch purchases, a trust business purchase and two whole bank acquisitions. Organic growth has been achieved by sharpening our sales effectiveness, delivering outstanding client service, deepening client relationships and bringing new products to market that meet the financial needs of existing and prospective clients. In the short term, we will focus our efforts on the continued integration of Capital Bank, rebuilding capital through retained earnings and driving organic growth in all markets. In today's banking industry, scale is a critical ingredient for success so we must continue to grow. Also, with higher earnings coming from a bigger balance sheet, we can continue to be a major economic force in the Southern Tier of NY, home to our headquarters in Elmira and other traditional markets.

CanalCare and CapitalCare — Our Competitive Advantage

CanalCare has firmly taken root at Chemung Canal and is showing signs of life in our Capital Bank division. As we have explained in these pages in the past, CanalCare embodies our service promise to both our external and internal clients. The implementation of this initiative stems from the strong belief that our only sustainable competitive advantage is the quality of our people and the service they provide. Evidenced by recent surveys, the quality of our service is very good. We want it to be great defined by a level of client satisfaction that creates loyalty and advocacy. To take us to the next level and solidify the client experience as a distinctive competitive advantage, we are rolling out next-generation CanalCare. Elements of this program include additional training, new service quality metrics and higher individual expectations.

Other Accomplishments

In December, we relocated our Wolf Road office in Albany to a more highly visible and accessible location on Wolf Road, one of the most heavily travelled arteries in Albany and the retail epicenter of the region. We are especially pleased to report that this move to a far superior location was cost-neutral to our company. Efforts to reconfigure the branch network in Albany continue. We also completed interior renovations at our Bath and Montour Falls offices. We are committed to keeping our banking facilities fresh, contemporary and professional.

In today's banking industry, scale is a critical ingredient for success so we must continue to grow.

This past year we studied social media and formulated a social media policy and program. Look for us on Facebook, LinkedIn and YouTube. We hope you will "Like" us on the Chemung Canal Facebook page. Additionally, our retail brokerage and tax preparation business had its best year ever. Clients are increasingly turning to Chemung Canal for their investment needs and to prepare their tax returns — our tax preparation revenue was up 32% over the previous year. Finally, we introduced a mobile banking service and it is catching on fast. To learn about this new service, visit www.chemungcanal.com and click on "Education Center."

MISSION: The mission of CFC is to remain a strong and independent financial services organization creating value for shareholders, customers, employees and the communities where the bank does business, while maintaining the highest standards of business ethics. Chemung Canal operates with a community banking philosophy and business model, distinguished by local decision-making and the building of long-term client relationships. Deposits are gathered locally and channeled back into our local communities in the form of loans to businesses, individuals, organizations and other enterprises.

Leadership Development

We continue to develop the future leaders of our organization. If an employee aspires to a higher level of responsibility and has the aptitude, we are committed to helping that individual achieve their full potential through pursuit of higher education and professional training opportunities. Through improved career development and planning, more employees are advancing their careers within the organization.

The Business Climate in New York State

NYS has a long history and reputation for being unfriendly to business. High taxes and burdensome regulations have driven many companies, along with many of their employees, to other parts of the country. The state's population is shrinking and the "brain drain"— the loss of our collegeeducated youth — continues. We are encouraged by our new governor's plans for the future and hope we are on a path to reverse the many years of decline.

Our Board of Directors

At our annual meeting in May, two long-time directors will retire from our board: Ralph Meyer who has served for 31 years and Tom Meier who has served for 23 years. Their insight, wisdom and dedication have helped guide our company through periods of great change and challenge. We will miss them.

This past year, we added three members to our board of directors. Bruce Boyea, Chairman, President and Chief Executive Officer of Security Mutual Life Insurance Company of New York, joined the board in March. In connection with the Capital Bank merger, we welcomed two former Fort Orange directors to our board in May: Larry Becker and Eugene Sneeringer, Jr. Larry Becker is the Chief Operating Officer of Windsor Development Group, Inc., a regional full-service real estate development, company. Prior to co-founding Windsor Development, Larry was a founding member of Teal, Becker & Chiaramonte CPAs, a regional accounting firm. Eugene Sneeringer, Jr., is an attorney and a Principal in the firm of Sneeringer Monahan Provost Redgrave Title Agency Inc. Bruce, Larry and Gene are already making important contributions to our success.

Management Changes

Some long-serving senior managers are also retiring. Jane Adamy, Senior Vice President and Corporate Secretary, will retire in May after 40 years of service and Alex "Pat" Gilliam, Vice President, retired at year-end after 41 years of service. Four decades of service to one organization is truly remarkable in today's business world and we are grateful for all they have contributed to the success of Chemung Canal Trust Company.

We believe that we are successfully fulfilling our mission and will continue to do so with your support.

Created by an act of the New York State Legislature in 1833, Chemung Canal Trust Company is the oldest independent bank in NY State. While we are proud of our long and rich history, we recognize that we must change and adapt to remain relevant and competitive. Our actions are guided by the following core principles:

- Our mission is to create value for shareholders, clients, employees and the communities where we do business;
- Value is created by delivering consistent and sustainable earnings growth;
- We will maintain an unwavering dedication to our community banking philosophy and conservative business model;
- We will continue to build long term relationships with our clients and play a vital role in the communities where we do business; and
- Deposits gathered locally will be channeled back into our local communities in the form of loans to businesses, individuals, organizations and other enterprises.

We believe that we are successfully fulfilling our mission and will continue to do so with your support. Thank you for your investment in our company.

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Ronald M. Bentley President and Chief Executive Officer

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David J. Dalrymple Chairman of the Board

VISION: The vision of Chemung Financial Corporation is to be a high-performing community bank remaining true to our mission, and to become the company of choice for customers, employees, investors and financial services companies seeking a partner.



Sitting (I to r) E. Sneeringer, Jr., J. Updegraff, R. Dalrymple, R. Bentley, R. Storch Standing (I to r) D. Dalrymple, B. Boyea, W. Eggers, R. Swan, S. Lounsberry III, C. Drinkwater, R. Meyer, J. Potter, L. Becker and T. Meier

Ronald M. Bentley

President and Chief Executive Officer Chemung Financial Corporation, Chemung Canal Trust Company and CFS Group, Inc.

Larry H. Becker Chief Operating Officer Windsor Development Group, Inc.

Bruce W. Boyea Chairman, President and Chief Executive Officer Security Mutual Life Insurance Company of New York BOARD OF DIRECTORS
David J. Dalrymple Stephen N

Chairman of the Board Chemung Financial Corporation, Chemung Canal Trust Company and President Dalrymple Holding Corporation

Robert H. Dalrymple Vice President and Secretary Dalrymple Holding Corporation

Clover M. Drinkwater Partner Sayles & Evans

William D. Eggers Senior Counsel Nixon Peabody LLP Stephen M. Lounsberry, III President Applied Technology Manufacturing

Thomas K. Meier President Elmira College

Ralph H. Meyer Retired President and Chief Executive Officer Guthrie Healthcare System

John F. Potter President Seneca Beverage Corp. Eugene M. Sneeringer, Jr. Principal Sneeringer Monahan Provost Redgrave Title Agency, Inc.

Robert L. Storch Retired Owner Storchmont Dairy Farms

Richard W. Swan Chairman of the Board Swan and Sons-Morss Co., Inc.

Jan P. Updegraff Retired President and Chief Executive Officer Chemung Financial Corporation and Chemung Canal Trust Company



CAPITAL BANK ADVISORY BOARD

Elizabeth T. Coco Executive Vice President Microknowledge, Inc.

Gerald D. Jennings Mayor City of Albany

Paul G. Kasselman President Kasselman Electric Inc.

Raymond J. Kinley, Jr. Retired President and Chief Executive Officer Clough Harbour & Assoc. **Dr. Lee McElroy** Vice President for Athletic Administration University of Albany

Jim Menzies Founder Leontine Consulting LLC Retired Chief Executive Officer KeyBank, New York

Daniel P. Nolan President and Chief Executive Officer Hugh Johnson Advisors **Gregory F. Oberting** President Interstate Commodities, Inc.

Joseph A. Reilly Retired President and Executive Director NYS Broadcasters Assoc. Inc.

Dean A. Rueckert President Rueckert Advertising and Public Relations

Edward J. Trombly Partner, Hiscock & Barclay

OTHER INFORMATION

Dividend Investment and Stock Purchase Plan: Registered shareholders of Chemung Financial Corporation, through The Dividend Investment and Stock Purchase Plan, may invest their dividends or make quarterly cash payments to purchase additional stock of the Corporation. Shareholders not enrolled in the plan may receive a descriptive brochure and authorization card for the plan upon written request to the Corporation's secretary at the following address:

Chemung Financial Corporation Attn: Corporate Secretary P.O. Box 1522 Elmira, New York 14902-1522 www.chemungcanal.com Form 10-K Annual Report: A copy of the Corporation's Form 10-K Annual Report is available without charge to shareholders after March 31, 2012 upon written request to the Corporation's secretary. A copy is also available on our Transfer Agent, American Stock Transfer & Trust Company's website at www.amstock.com/proxyservices/viewmaterials.asp.

Annual Meeting

The Annual Meeting of Shareholders will be held on Thursday, May 10, 2012 at 2:00 p.m. at the downtown Holiday Inn, Elmira — Riverview.

CHEMUNG CANAL TRUST COMPANY, CAPITAL BANK & CFS GROUP, INC. OFFICERS

EXECUTIVE MANAGEMENT TEAM

Ronald M. Bentley President & Chief Executive Officer, John R. Battersby Jr. Executive Vice President, Chief Financial Officer & Treasurer, Richard G. Carr Executive Vice President, Business Client Services, Louis C. DiFabio Executive Vice President, Retail Client Services, Karen R. Makowski Executive Vice President, Chief Administrative & Risk Officer, Melinda A. Sartori Executive Vice President, Wealth Management Group, Anders M. Tomson Division President, Capital Bank, Jane H. Adamy Senior Vice President, Corporate Secretary, Michael J. Crimmins Senior Vice President, Support Services, Linda M. Struble Senior Vice President, Human Resources, Michael J. Wayne Senior Vice President, Marketing, Brendan P. McCormick Vice President & Auditor

SENIOR VICE PRESIDENTS

Catherine B. Crandall Trust & Estate Administration, Richard P. Sherwin Commercial Lending, Thomas J. Whitaker Finance, Thomas W. Wirth, CFA Investment Services

VICE PRESIDENTS

Deborah A. Adams Compliance & CRA, Yvonne L. Albee Regulatory Risk, Judy L. Barton Bank Operations, Michael J. Battersby Branch Administration, Nancy J. Battersby Trust & Estate Administration, Douglas F. Bissonette Trust & Estate Administration, Michael D. Blatt, CFA Investment Services, Marci L. Cartwright Wealth Management Group, Daniel R. Donovan Consumer Lending, Lucimar Foo-Siam Escudero Commercial Credit, Yvette M. Francisco Loan Review, Victoria A. Harkins Private Banking, James S. Hartle Branch Administration, William M. Hodel Commercial Lending, Marianne T. Kalec Real Estate Lending, Pamela A. Kelley Regional Trust Officer, John T. Kite Commercial Lending, Celeste D. Knickerbocker Finance, Michael S. Lares Trust & Estate Administration, Ronald W. Lesch Commercial Lending, Christopher B. Loughridge Trust & Estate Administration, Robert P. Luther Commercial Lending, Audrey Manchester Branch Administration, Eileen M. McCarthy Wealth Management Group, Support Services, D. Tavis McKeon Branch Administration, J. Edmond Morton IV Regional Wealth Management Executive, Robert M. Pichette Commercial Lending, Ronald W. Poole Commercial Lending, Chester L. Reed Commercial Lending, James D. Ripley Logistical Support, Robert A. Roemmelt Jr. Arnot Road Branch, Larry W. Rudawsky Retirement Services Group, John J. Sentigar Information Technology, Jacqueline L. Stevens Owego Branch, Kenneth J. Wilson Business Development

ASSISTANT VICE PRESIDENTS

Kimberly A. Bailey Canton Branch, Joan M. Bernas Finance, John H. Brand, CFA Investment Services, Pamela D. Burns Human Resources, David E. Carlson Troy Branch, Richard W. Carroll Watkins Glen Branch, Donna M. Coles Elmira Heights Branch, Alison J. Conklin-DeVita Waverly Branch, Deborah A. Cram Southport Branch, Joel A. Crimmins Commercial Lending, Gary K. Earley Trust & Estate Administration, Troy J. Edwards Commercial Lending, Constance L. English Corning Branch, Sandra L. Grooms The Station (Ithaca) Branch, Craig B. Heffner Commercial Lending, Scott T. Heffner Marketing, Mary L. Keefe Business Services, Matthew T. Keefe Information Technology, Christopher Kennedy Commercial Lending, Tina M. McGurgan Information Technology, Denise G. Mughetti Binghamton Branch, Mary Anne Narosky Business Client Services, Debra A. Newcomer Main Office Branch, Debra L. Stanton, CFSA Security, Theresa A. Wagner Deposit Operations, David A. Wakeman Resource Recovery, Sheila A. Washburn Bank Operations, Joan M. Wittig-Smith, CFSA, CFAP Audit

ASSISTANT TREASURERS

Sherry L. Armstrong Community Corners (Ithaca) Branch, Larissa A. Benderskaya Latham Branch, Gregory J. Bruno Slingerlands Branch, Cheryl A. DeBlock Vestal Branch, Karen A. Dimmick Westside (Elmira) Branch, Brandon J.S. Downie Commercial Lending, Lashonda R. Love Washington Ave. Branch, Kathleen S. McKillip Executive Management, Deirdre E. Pangburn Washington Ave. Branch, Christine Perlee Wolf Rd. Branch, Tina M. Sabina Real Estate Lending, Sheryl J. Scott Big Flats Branch, Jennifer Sczepanski Horseheads Branch, Kenneth H. Seeber Clifton Park Branch, Andrea L. Seymour Logistical Support, Meredith L. Tigue Regulatory Risk, Todd N. Trencansky Tioga (Owego) Branch, Charolette R. Truxal Oakdale Mall Branch, Linda L. Wead Montour Falls Branch, Jennifer L. White Bath Branch, Sue A. Williams Towanda Branch, Jean A. Wise-Wicks Painted Post Branch

CFS GROUP, INC. Joseph M. Cascio, Sr. Vice President

Officer listing as of March 21, 2012











Building relationships since 1833

MAIN OFFICE

One Chemung Canal Plaza, Elmira, NY 14902-1522 (800) 836-3711 (607) 737-3711

BRADFORD COUNTY

Canton: 5 West Main St., Canton, PA 17724 (570) 673-5127 **Towanda:** 304 Main St., Towanda, PA 18848 (570) 265-7169 **Troy:** 159 Canton St., Troy, PA 16947 (570) 297-0657

BROOME COUNTY

Binghamton: 127 Court St., Binghamton, NY 13901 (607) 771-6369 Johnson City: Oakdale Mall, 601-635 Harry L. Dr., Johnson City, NY 13790 (607) 729-6347 Vestal: 100 Rano Blvd., Vestal, NY 13850 (607) 797-1721

CHEMUNG COUNTY

Big Flats: 437 Maple St., Big Flats, NY 14814 (607) 562-8474 Elmira: One Chemung Canal Plaza, Elmira, NY 14901 (800) 836-3711 (607) 737-3711 Elmira: 628 W. Church St., Elmira, NY 14905 (607) 734-7204 Elmira Heights: 100 W. McCanns Blvd., Elmira Heights, NY 14903 (607) 734-1323 Horseheads: 29 Arnot Rd., Horseheads, NY 14845 (607) 739-0373 Horseheads: 602 S. Main St., Horseheads, NY 14845 (607) 739-8735 Southport: 951 Pennsylvania Ave., Elmira, NY 14904 (607) 734-2111

SCHUYLER COUNTY

Montour Falls: 303 W. Main St., Montour Falls, NY 14865 (607) 535-7103 Watkins Glen: 318 N. Franklin St., Watkins Glen, NY 14891 (607) 535-7186

STEUBEN COUNTY

 Bath: 410 W. Morris St., Bath, NY 14810 (607) 776-3361

 Corning: 149 W. Market St., Corning, NY 14830 (607) 962-4668

 Painted Post: 243 N. Hamilton St., Painted Post, NY 14870 (607) 962-6811

TIOGA COUNTY

Owego: 203 Main St., Owego, NY 13827 (607) 687-0670 Owego: 1054 State Route 17C, Owego, NY 13827 (607) 687-5757 Waverly: 405 Chemung St., Waverly, NY 14892 (607) 565-8168

TOMPKINS COUNTY

Ithaca: Community Corners, 909 Hanshaw Rd, Ithaca, NY 14850 (607) 257-2194 Ithaca: The Station, 806 W. Buffalo St., Ithaca, NY 14850 (607) 277-2609



CAPITAL REGION

Albany: 1375 Washington Ave., Albany, NY 12206 (518) 434-1212 Albany: 65 Wolf Rd., Suite 107, Albany, NY 12205 (518) 438-0046 Clifton Park: 7 Southside Dr., Clifton Park, NY 12065 (518) 579-2080 Latham: 594 Loudon Rd, Latham, NY 12110 (518) 694-3670 Slingerlands: 1365 New Scotland Rd, Slingerlands, NY 12159 (518) 694-5620

All locations offer 24-hour ATM services. For office hours and a list of all ATMs, please visit: chemungcanal.com and/or capitalbank.com.