

REFINITIV

# DELTA REPORT

## 10-Q

SSBK - SOUTHERN STATES BANCSHARE  
10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	1188
CHANGES	258
DELETIONS	399
ADDITIONS	531

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q


☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended: **March 31, 2024** **June 30, 2024**  
or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-40727

 Logo.jpg

**Southern States Bancshares, Inc.**

(Exact name of registrant as specified in its charter)

**Alabama**

(State or Other Jurisdiction of Incorporation or Organization)

**26-2518085**

(I.R.S. Employer Identification Number)

**615 Quintard Ave., Anniston, AL**

(Address of Principal Executive Offices)

**36201**

(Zip Code)

Registrant's telephone number, including area code: **(256) 241-1092**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$5.00 par value per share</b>	<b>SSBK</b>	<b>The Nasdaq Stock Market, LLC</b>

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of **May 13, 2024** **August 12, 2024**, the registrant had **8,908,541** **8,916,472** shares of common stock, \$5 par value per share, issued and outstanding.

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### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q of Southern States Bancshares, Inc. ("Southern States" or the "Company") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which reflect our current expectations and beliefs with respect to, among other things, future events and our financial performance. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Although we believe that the expectations reflected in such forward-looking statements are reasonable as of the dates made, we cannot give any assurance that such expectations will prove correct and actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict.

These statements are often, but not always, made through the use of words or phrases such as "may," "can," "should," "could," "to be," "predict," "potential," "believe," "will likely result," "expect," "continue," "will," "likely," "anticipate," "seek," "estimate," "intend," "plan," "target," "project," "would" and "outlook," or the negative version of those words or other similar words or phrases of a future or forward-looking nature. Forward-looking statements appear in a number of places in this Quarterly Report on Form 10-Q and may include statements about business strategy and prospects for growth, operations, ability to pay dividends, competition, regulation and general economic conditions.

There are or may be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- our ability to execute and prudently manage our growth and execute our strategy, including expansion activities;
- our ability to adequately measure and limit our credit risk;
- business, market and economic conditions generally and in the financial services industry, nationally and within our local markets;
- factors that can impact the performance of our loan portfolio, including real estate values and liquidity in our markets and the financial health of our commercial borrowers;

- the failure of assumptions and estimates, as well as differences in, and changes to, economic, market, and credit conditions, including changes in borrowers' credit risks and payment behaviors;
- compliance with governmental and regulatory requirements, including the Dodd-Frank Act and others relating to banking, consumer protection, securities and tax matters, and our ability to maintain licenses required in connection with mortgage origination, sale and servicing operations;
- compliance with the Bank Secrecy Act, Office of Foreign Assets Control ("OFAC") rules and anti-money laundering laws and regulations;
- governmental monetary and fiscal policies;
- the effectiveness of our risk management framework, including internal controls;
- the composition of and future changes in our management team and our ability to attract and retain key personnel;
- geographic concentration of our business in certain Alabama and Georgia markets;
- our ability to attract and retain customers;
- the risks of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest-sensitive assets and liabilities, and the risks and uncertainty of the amounts realizable;
- changes in the availability and cost of credit and capital in the financial markets, and the types of instruments that may be included as capital for regulatory purposes;
- changes in the prices, values and sales volumes of residential and commercial real estate;
- the effects of competition from a wide variety of local, regional, national and other providers of financial, investment, trust and other wealth management services and insurance services, including the disruption effects of financial technology and other competitors who are not subject to the same regulations as the Company and Southern States Bank ("the Bank");
- the failure of assumptions and estimates underlying the establishment of allowances for possible **loan credit** losses and other asset impairments, losses, valuations of assets and liabilities and other estimates;
- **risk related to our recently announced merger agreement to acquire CBB Bancorp and Century Bank of Georgia;**
- the risks of mergers, acquisitions and divestitures, including, without limitation, the related time and costs of implementing such transactions, integrating operations as part of these transactions and possible failures to achieve expected gains, revenue growth and/or expense savings from such transactions;
- changes in technology or products that may be more difficult, costly, or less effective than anticipated;

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- systems failures or interruptions involving our risk management framework, our information technology and telecommunications systems or third-party servicers;
- unauthorized data access, cyber-crime and other threats to data security and customer privacy;
- our ability to maintain our historical rate of growth;
- our ability to identify potential candidates for, consummate, and achieve synergies resulting from, potential future acquisitions;
- deterioration of our asset quality or the value of collateral securing loans;
- changes in the laws, rules, regulations, interpretations or policies relating to financial institutions, accounting, tax, trade, monetary and fiscal matters and appropriate compliance with applicable law and regulation;
- operational risks associated with our business;
- volatility and direction of market interest rates and the shape of the yield curve;
- our ability to maintain important deposit customer relationships, maintain our reputation or otherwise avoid liquidity risks;
- the obligations associated with being a public company;
- the commencement and outcome of litigation and other legal proceedings against us or to which we may become subject;
- natural disasters and adverse weather, acts of terrorism, an outbreak of hostilities (such as the conflict between Russia and Ukraine or Israel and Hamas) or other international or domestic calamities as well as national and international economic conditions and health issues and other matters beyond our control; and
- other factors that are discussed in the sections titled "Risk Factors" in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements and the "Risk Factors" included in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date it is made, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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## PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(In thousands, except share amounts)

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
<b>Assets</b>		
Cash and due from banks		
Cash and due from banks		
Cash and due from banks		
Interest-bearing deposits in banks		
Federal funds sold		
Total cash and cash equivalents		
Securities available for sale, at fair value (\$188,732 at amortized cost, \$0 allowance for credit losses at March 31, 2024; \$190,322 at amortized cost, \$0 allowance for credit losses at December 31, 2023)		
Securities available for sale, at fair value (\$188,732 at amortized cost, \$0 allowance for credit losses at March 31, 2024; \$190,322 at amortized cost, \$0 allowance for credit losses at December 31, 2023)		
Securities available for sale, at fair value (\$188,732 at amortized cost, \$0 allowance for credit losses at March 31, 2024; \$190,322 at amortized cost, \$0 allowance for credit losses at December 31, 2023)		
Securities held to maturity, at amortized cost (\$16,098 at fair value, \$0 allowance for credit losses at March 31, 2024; \$16,233 at fair value, \$0 allowance for credit losses at December 31, 2023)		
Securities available for sale, at fair value (\$195,770 amortized cost, \$0 allowance for credit losses at June 30, 2024; \$190,322 amortized cost, \$0 allowance for credit losses at December 31, 2023)		
Securities available for sale, at fair value (\$195,770 amortized cost, \$0 allowance for credit losses at June 30, 2024; \$190,322 amortized cost, \$0 allowance for credit losses at December 31, 2023)		
Securities available for sale, at fair value (\$195,770 amortized cost, \$0 allowance for credit losses at June 30, 2024; \$190,322 amortized cost, \$0 allowance for credit losses at December 31, 2023)		
Securities held to maturity, at amortized cost (\$16,059 at fair value, \$0 allowance for credit losses at June 30, 2024; \$16,233 at fair value, \$0 allowance for credit losses at December 31, 2023)		
Other equity securities, at fair value		
Restricted equity securities, at cost		
Loans held for sale		
Loans, net of unearned income		
Loans, net of unearned income		
Loans, net of unearned income		
Less allowance for credit losses		
Loans, net		
Premises and equipment, net		
Premises and equipment, net		
Premises and equipment, net		
Accrued interest receivable		
Bank owned life insurance		
Annuities		
Foreclosed assets		
Goodwill		
Core deposit intangible		
Other assets		
Total assets		
Total assets		
Total assets		
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities and Stockholders' Equity</b>		

### Liabilities and Stockholders' Equity

Liabilities:

Liabilities:

Liabilities:

Deposits:

Deposits:

Deposits:

Noninterest-bearing

Noninterest-bearing

Noninterest-bearing

Interest-bearing

Total deposits

Other borrowings

Other borrowings

Other borrowings

FHLB advances

Subordinated notes

Accrued interest payable

Other liabilities

**Total liabilities**

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Stockholders' equity:

Preferred stock, \$0.01 par value, 2,000,000 shares authorized; 0 shares issued and outstanding at March 31, 2024 and December 31, 2023

Preferred stock, \$0.01 par value, 2,000,000 shares authorized; 0 shares issued and outstanding at March 31, 2024 and December 31, 2023

Preferred stock, \$0.01 par value, 2,000,000 shares authorized; 0 shares issued and outstanding at March 31, 2024 and December 31, 2023

Common stock, \$5 par value, 30,000,000 shares authorized; 8,894,794 and 8,841,349 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively

Preferred stock, \$0.01 par value, 2,000,000 shares authorized; 0 shares issued and outstanding at June 30, 2024 and December 31, 2023

Preferred stock, \$0.01 par value, 2,000,000 shares authorized; 0 shares issued and outstanding at June 30, 2024 and December 31, 2023

Preferred stock, \$0.01 par value, 2,000,000 shares authorized; 0 shares issued and outstanding at June 30, 2024 and December 31, 2023

Common stock, \$5 par value, 30,000,000 shares authorized; 8,908,130 and 8,841,349 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively

Capital surplus

Retained earnings

Accumulated other comprehensive loss

Accumulated other comprehensive loss

Unvested restricted stock

Vested restricted stock units

**Total stockholders' equity**

**Total stockholders' equity**

**Total stockholders' equity**

**Total liabilities and stockholders' equity**

**Total liabilities and stockholders' equity**

**Total liabilities and stockholders' equity**

See Notes to Consolidated Financial Statements.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

*(In thousands, except per share amounts)*

	For the Three Months Ended	For the Three Months Ended		For the Three Months Ended	For the Six Months Ended
	March 31, 2024	March 31, 2023			
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023	
<b>Interest income:</b>					
Loans, including fees					
Loans, including fees					
Loans, including fees					
Taxable securities					
Nontaxable securities					
Other interest and dividends					
<b>Total interest income</b>					
<b>Interest expense:</b>					
<b>Interest expense:</b>					
<b>Interest expense:</b>					
Deposits					
Deposits					
Deposits					
Other borrowings					
<b>Total interest expense</b>					
<b>Net interest income</b>					
<b>Net interest income</b>					
<b>Net interest income</b>					
<b>Provision for credit losses</b>					
<b>Net interest income after provision for credit losses</b>					
<b>Noninterest income:</b>					
<b>Noninterest income:</b>					
<b>Noninterest income:</b>					
Service charges on deposit accounts					
Service charges on deposit accounts					
Service charges on deposit accounts					
Swap fees (expense)					
Swap fees					
SBA/USDA fees					
Mortgage origination fees					
Net (loss) gain on securities					
Net gain (loss) on securities					
Employee retention credit					
Other operating income					
<b>Total noninterest income</b>					
<b>Noninterest expenses:</b>					
<b>Noninterest expenses:</b>					
<b>Noninterest expenses:</b>					
Salaries and employee benefits					
Salaries and employee benefits					

Salaries and employee benefits
Equipment and occupancy expenses
Data processing fees
Regulatory assessments
Professional fees related to ERC
Other operating expenses
<b>Total noninterest expenses</b>
<b>Income before income taxes</b>
<b>Income before income taxes</b>
<b>Income before income taxes</b>
Income tax expense
Income tax expense
Income tax expense
<b>Net income</b>
<b>Net income</b>
<b>Net income</b>
<b>Basic earnings per share</b>
<b>Basic earnings per share</b>
<b>Basic earnings per share</b>
<b>Diluted earnings per share</b>
<b>Diluted earnings per share</b>
<b>Diluted earnings per share</b>

See Notes to Consolidated Financial Statements.

**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**  
*(In thousands)*

	For the Three Months Ended	
	March 31, 2024	March 31, 2023
<b>Net income</b>	\$ 8,119	\$ 7,671
<b>Other comprehensive (loss) income:</b>		
Unrealized holding (losses) gains on securities available for sale arising during the period, net of benefit (tax) of \$8 and \$(419), respectively	(22)	1,193
Reclassification adjustment for losses on securities available for sale realized in net income, net of benefit of \$0 and \$3, respectively	—	9
Other comprehensive (loss) income	(22)	1,202
<b>Comprehensive income</b>	<u>\$ 8,097</u>	<u>\$ 8,873</u>

	For the Three Months Ended	
	June 30, 2024	June 30, 2023
<b>Net income</b>	\$ 8,198	\$ 8,756



<b>Other comprehensive income (loss):</b>		
Unrealized holding gains (losses) on securities available for sale arising during the period, net of (tax) benefit of (\$24) and \$335, respectively	68	(953)
Reclassification adjustment for gains on securities available for sale realized in net income, net of tax of \$0	—	—
Other comprehensive income (loss)	68	(953)
<b>Comprehensive income</b>	<b>\$ 8,266</b>	<b>\$ 7,803</b>

	For the Six Months Ended	
	June 30, 2024	June 30, 2023
<b>Net income</b>	<b>\$ 16,317</b>	<b>\$ 16,427</b>
<b>Other comprehensive income:</b>		
Unrealized holding gains on securities available for sale arising during the period, net of tax \$16 and \$84, respectively	46	240
Reclassification adjustment for losses on securities available for sale realized in net income, net of benefit of \$0 and \$3, respectively	—	9
Other comprehensive income	46	249
<b>Comprehensive income</b>	<b>\$ 16,363</b>	<b>\$ 16,676</b>

See Notes to Consolidated Financial Statements.

SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY															
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)															
(In thousands, except share amounts)															
Preferred Stock	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Unvested Restricted Stock	Vested Restricted Stock Units	Total Stockholders' Equity	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Unvested Restricted Stock	Vested Restricted Stock Units
Shares															
Balance, December 31, 2023															
Balance, December 31, 2023															
Balance, December 31, 2023															
Net income															
Issuance of common stock															
Exercise of common stock options															
Issuance of restricted stock															
Forfeiture of restricted stock															
Stock-based compensation															
Stock-based compensation															
Stock-based compensation															

Common stock
dividends
Other
comprehensive
loss
<b>Balance, March 31,</b>
<b>2024</b>
Other
comprehensive
income
<b>Balance, June 30,</b>
<b>2024</b>

See Notes to Consolidated Financial Statements.

SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (In thousands)				
	For the Three Months Ended March 31,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
<b>OPERATING ACTIVITIES</b>				
Net income				
Net income				
Net income				
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and software amortization				
Depreciation and software amortization				
Depreciation and software amortization				
Net loss on securities available for sale				
Net loss (gain) on other equity securities				
Net gain on other equity securities				
Net amortization of securities				
Amortization of core deposit intangible				
Provision for credit losses				
Deferred income taxes				
(Gain) loss on sale of foreclosed assets				
Stock-based compensation				
Stock-based compensation				
Stock-based compensation				
Stock-based compensation				
Net decrease (increase) in loans held for sale				
Net increase in loans held for sale				
Income from bank owned life insurance				
Increase in interest receivable				
Increase in interest payable				
Net other operating activities				
Net cash provided by operating activities				
Net cash provided by operating activities				
Net cash provided by operating activities				
<b>INVESTING ACTIVITIES</b>				

## INVESTING ACTIVITIES

### INVESTING ACTIVITIES

Purchase of securities available for sale

Purchase of securities available for sale

Purchase of securities available for sale

Proceeds from sale of securities available for sale

Proceeds from sale of securities available for sale

Proceeds from sale of securities available for sale

Proceeds from sale of other equity securities

Proceeds from maturities, calls, and paydowns of securities available for sale

Net redemption (purchase) of restricted equity securities

Purchase of annuities

Purchase of bank owned life insurance

Net increase in loans

Net increase in loans

Net increase in loans

Proceeds from sale of foreclosed assets

Purchase of premises, equipment and software

Purchase of premises, equipment and software

Purchase of premises, equipment and software

Net cash used in investing activities

Net cash used in investing activities

Net cash used in investing activities

### FINANCING ACTIVITIES

### FINANCING ACTIVITIES

### FINANCING ACTIVITIES

Net increase in deposits

Net increase in deposits

Net increase in deposits

Proceeds from issuance of common stock

Proceeds from restricted stock units

Repurchase of common stock

Repurchase of common stock

Repurchase of common stock

Net (repayment) proceeds of FHLB advances

Net repayment of FHLB advances

Net (repayment) proceeds of other borrowings

Net proceeds of subordinated notes

Common stock dividends paid

Net cash provided by financing activities

Net cash provided by financing activities

Net cash provided by financing activities

Net (decrease) increase in cash and cash equivalents

Net (decrease) increase in cash and cash equivalents

Net (decrease) increase in cash and cash equivalents

Cash and cash equivalents at beginning of year

Cash and cash equivalents at beginning of year

Cash and cash equivalents at beginning of year

Cash and cash equivalents at end of period

Cash and cash equivalents at end of period

Cash and cash equivalents at end of period

Cash and cash equivalents at end of year  
Cash and cash equivalents at end of year  
Cash and cash equivalents at end of year

SUPPLEMENTAL DISCLOSURE

SUPPLEMENTAL DISCLOSURE

SUPPLEMENTAL DISCLOSURE

Cash paid during the year for:  
Cash paid during the year for:  
Cash paid during the year for:  
Interest  
Interest  
Interest  
Income taxes

NONCASH TRANSACTIONS  
NONCASH TRANSACTIONS  
NONCASH TRANSACTIONS  
Internally financed sale of foreclosed assets  
Internally financed sale of foreclosed assets  
Internally financed sale of foreclosed assets

See Notes to Consolidated Financial Statements.

SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(in thousands, except share and per share amounts)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Southern States Bancshares, Inc. (the “Company”) is a bank holding company whose principal activity is the ownership and management of its wholly-owned wholly owned subsidiary, Southern States Bank (the “Bank”). The Bank is a commercial bank headquartered in Anniston, Calhoun County, Alabama. The As of June 30, 2024, the Bank also operates branch offices in Birmingham, Opelika, Auburn, Huntsville, Sylacauga, Wedowee, and Roanoke, Alabama as well as Columbus, Carrollton, Dallas, and Newnan, Georgia. The Bank also has two loan production offices (LPO) located in Atlanta, Georgia. The Bank provides a full range of banking services in its primary market areas and the surrounding areas.

Basis of Presentation and Accounting Estimates

The unaudited consolidated financial statements include the accounts of the Company and its subsidiary. Significant intercompany transactions and balances have been eliminated in consolidation.

In preparing the unaudited consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for credit losses, the valuation of foreclosed assets, financial instruments, deferred taxes and investment securities. In connection with the determination of the estimated losses on loans and the valuation of foreclosed assets, management obtains independent appraisals for significant collateral.

The determination of the adequacy of the allowance for credit losses is based on estimates that are particularly susceptible to significant changes in the economic environment and market conditions.

The Company’s loans are generally secured by specific items of collateral including real property, consumer assets, and business assets. Although the Company has a diversified loan portfolio, a substantial portion of its borrowers’ ability to honor their contracts is dependent on local economic conditions.

While management uses available information to recognize losses on loans, further reductions in the carrying amounts of loans may be necessary based on changes in local economic conditions.

In addition, regulatory agencies, as an integral part of their examination process, periodically review the estimated losses on loans. Such agencies may require the Company to recognize additional losses based on their judgments about information available to them at the time of their examination. Because of these factors, it is reasonably possible that the estimated losses on loans may change materially in the near term. However, the amount of the change that is reasonably possible cannot be estimated.

## Cash, Cash Equivalents and Cash Flows

For purposes of reporting cash flows, cash and cash equivalents includes cash on hand, cash items in process of collection, amounts due from banks, interest-bearing deposits in banks and federal funds sold. Cash flows from loans held for sale, loans, restricted equity securities, and deposits are reported net.

The Company maintains amounts due from banks which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

The Bank is required to maintain reserve balances in cash or on deposit with the Federal Reserve Bank. On March 15, 2020, the Federal Reserve System Board announced an interim final rule amending Regulation D to lower all transaction account reserve requirement ratios to zero percent, thereby eliminating all reserve requirements as of **March 31, 2024** **June 30, 2024** and December 31, 2023.

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## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except **share** and per share amounts)

## NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Securities

The Company classifies its debt securities into one of two categories based upon management's intent and ability to hold the securities: (i) securities held to maturity or (ii) securities available for sale. Securities classified as held to maturity are stated at cost adjusted for amortization of premiums and accretion of discounts. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. The Company has the ability, and it is management's intention, to hold such securities to maturity. Securities classified as available for sale are recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income (loss). Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities available for sale are recorded on the trade date and are determined using the specific identification method.

Management uses a systematic methodology to determine its allowance for credit losses for held to maturity debt securities. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis to present the net amount expected to be collected on the held to maturity portfolio. Management considers the effects of past events, current conditions, and reasonable and supportable forecasts on the collectability of the portfolio. The Company's estimate of its allowance for credit losses involves a high degree of judgment; therefore, management's process for determining expected credit losses may result in a range of expected credit losses. Management monitors the held to maturity portfolio to determine whether a valuation account would need to be recorded. As of **March 31, 2024** **June 30, 2024**, the Company **had \$19,621** **\$19,627** of held to maturity securities and no related valuation account.

For available for sale debt securities in an unrealized loss position, the Company will first assess whether (i) it intends to sell or (ii) it is more likely than not that it will be required to sell the debt security before recovery of its amortized cost basis. If either case is applicable, any previously recognized allowances are charged off and the debt security's amortized cost is written down to fair value through income. If neither case is applicable, the debt security is evaluated to determine whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, the Company considers the extent to which fair value is less than amortized cost, any changes to the rating of the debt security by a rating agency and any adverse conditions specifically related to the debt security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the debt security are compared to the amortized cost basis of the debt security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded for the credit loss, limited by the amount by which the fair value is less than the amortized cost basis. Any impairment that has not been recorded through allowance for credit losses is recognized in other comprehensive income (loss), net of tax. Adjustments to the allowance are reported in the income statement as a component of credit loss expense. Available for sale debt securities are charged off against the allowance or, in the absence of any allowance, written down through income when deemed uncollectible by the Company or when either of the aforementioned criteria regarding intent or requirement to sell is met.

The Company excludes the accrued interest receivable balance from the amortized cost basis in measuring expected credit losses on debt securities and does not record an allowance for credit losses on accrued interest receivable. The accrued interest receivable on securities was **\$1,241** **\$1,145** and \$1,147 at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

### Other Equity Securities

The mutual funds owned by the Company are classified as equity securities and are carried at fair value with any periodic changes in value recorded through the statement of income.

### Restricted Equity Securities

Restricted equity securities are investments that are restricted in marketability. The Company, as a member of the Federal Home Loan Bank (FHLB) system, is required to maintain an investment in capital stock of the FHLB based upon its assets or outstanding advances. The Company has also purchased stock in First National Banker's Bankshares, Inc. (FNBB), and Pacific Coast Banker's Bank (PCBB), both correspondent banks. These securities are carried at cost and periodically evaluated for impairment based on ultimate recoverability of par value.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands, except share and per share amounts)

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Loans Held For Sale**

Loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value (LOCOM). For loans carried at LOCOM, gains and losses on loan sales (sales proceeds minus carrying value) are recorded in noninterest income, and direct loan origination costs and fees are deferred at origination of the loan and are recognized in noninterest income upon sale of the loan. The estimated fair value of loans held for sale is based on independent third party quoted prices.

**Loans**

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding principal balances less deferred fees and costs on originated loans and the allowance for credit losses. Interest income is accrued on the outstanding principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield over the life of the loan, using the straight-line method without anticipating prepayments.

The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due, or at the time the loan is 90 days past due, unless the loan is well-secured and in the process of collection. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal and interest is considered doubtful. All interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income or charged to the allowance; unless management believes that the accrual of interest is recoverable through the liquidation of collateral. Interest income on nonaccrual loans is recognized on the cash basis, until the loans are returned to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and the loan has been performing according to the contractual terms generally for a period of not less than six months.

**Allowance for Credit Losses**

As described below under Recent Accounting Pronouncements, the Company adopted Accounting Standards Update (ASU) 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (CECL) effective January 1, 2023.

The allowance for credit losses is based on the Company's evaluation of the loan portfolios, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan quality indications and other pertinent factors, including regulatory recommendations. The process is inherently subjective and subject to significant change as it requires material estimates. The allowance is increased by a provision for credit losses, which is charged to expense, and reduced by charge offs, net of recoveries. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance for credit losses. Such agencies may require the Company to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination.

Loans with similar risk characteristics are evaluated in pools and, depending on the nature of each identified pool, the Company utilizes a discounted cash flow, probability of default / loss given default, or remaining life method. The historical loss experience estimate by pool is then adjusted by forecast factors that are quantitatively related to the Company's historical credit loss experience, such as national unemployment rates and gross domestic product. Losses are predicted over a period of time determined to be reasonable and supportable, and at the end of the reasonable and supportable period losses are reverted to long term historical averages. The reasonable and supportable period and reversion period are re-evaluated each quarter by the Company and are dependent on the current economic environment among other factors.

The estimated credit losses for each loan pool are then adjusted for changes in qualitative factors not inherently considered in the quantitative analyses. The qualitative adjustments either increase or decrease the quantitative model estimation. The Company considers factors that are relevant within the qualitative framework which include the following: changes in lending policies and quality of loan reviews, changes in nature and volume of loans, changes in volume and trends of problem loans, changes in concentration risk, trends in underlying collateral values, changes in competition, legal and regulatory environment and changes in economic conditions.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except **share and** per share amounts)

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Allowance for Credit Losses (Continued)

Credit losses for loans that no longer share similar risk characteristics with the collectively evaluated pools are excluded from the collective evaluation and estimated on an individual basis. Specific allowances are estimated based on one of several methods, including the estimated fair value of the underlying collateral, observable market value of similar debt or the present value of expected cash flows.

The Company measures expected credit losses over the contractual term of a loan, adjusted for estimated prepayments. The contractual term excludes expected extensions, renewals and modifications unless there is a reasonable expectation that a loan modification will be executed. Credit **losses losses** are estimated on the amortized cost basis of loans. Accrued interest receivable on loans is excluded from the estimate of credit losses. The accrued interest receivable on loans was **\$8,134 \$8,332** and \$7,377 at **March 31, June 30, 2024** and December 31, 2023, respectively.

#### Off-Balance Sheet Credit Exposure

The Company also has off-balance sheet financial instruments, which include unfunded **credit loan** commitments and letters of credit. The Company minimizes these risks through underwriting guidelines and prudent risk management techniques. For off-balance sheet instruments, the allowance for credit losses is calculated in accordance with Topic 326, representing expected credit losses over the contractual period for which the Company is exposed to credit risk resulting from a contractual obligation to extend credit. No allowance is recognized if the Company has the unconditional right to cancel the obligation. The allowance is reported as a component of other liabilities within the consolidated balance sheets. Adjustments to the allowance for credit losses for unfunded commitments are reported in the income statement as a component of other operating expense. The allowance for credit losses on off-balance sheet financial instruments was **\$1,288 \$1,206** and \$1,239 at **June 30, 2024 March 31, 2024** and December 31, 2023, respectively.

#### Modifications to Borrowers Experiencing Financial Difficulty

The Company periodically provides modifications to borrowers experiencing financial difficulty. These modifications include either payment deferrals, term extensions, interest rate reductions, principal forgiveness or combinations of modification types. The determination of whether the borrower is experiencing financial difficulty is made on the date of the modification. When principal forgiveness is provided, the amount of principal forgiveness is charged off against the allowance for credit losses with a corresponding reduction in the amortized cost basis of the loan. A modified loan is tracked for at least 12 months following the modifications granted.

#### Premises and Equipment

Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation computed on the straight-line method over the estimated useful lives of the assets or the expected terms of the leases, if shorter. Expected terms include lease option periods to the extent that the exercise of such options is reasonably assured. Maintenance and repairs are expensed as incurred while major additions and improvements are capitalized. Gains and losses on dispositions are reflected in income. The estimated useful lives are as follows:

	Years
Buildings	10-39
Furniture and equipment	3-7

#### Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company - put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except **share and** per share amounts)

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreclosed Assets

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less estimated selling costs. Any write-down to fair value at the time of transfer to foreclosed assets is charged to the allowance for credit losses. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less estimated costs to sell. Costs of improvements are capitalized, whereas costs related to holding foreclosed assets and subsequent write-downs to the value are expensed. Any gains and losses realized at the time of disposal are reflected in income.

## Goodwill

Goodwill represents the excess of the amount paid over the fair value of the net assets at the date of acquisition. Goodwill is subject to an annual evaluation of impairment. If desired, the Company can assess qualitative factors to determine if comparing the carrying value of the reporting unit to its fair value is necessary. Should the fair value be less than the carrying value, an impairment write-down would be taken. Based on its assessment of qualitative factors, the Company determined that no impairment existed at **March 31, 2024** **June 30, 2024**.

Goodwill is not amortized but is evaluated for impairment on a quarterly basis or whenever an event occurs or circumstances change to indicate that it is more likely than not that an impairment loss has been incurred (i.e., a triggering event). The Company performed a goodwill impairment test in **March** **June** 2024. The qualitative factors considered in determining if fair value of the unit was less than the carrying amount were economic conditions related to the change in the interest rate environment. A quantitative assessment of goodwill impairment included determining the estimated fair value of Company using a market-based approach. It was determined there was no impairment.

## Core Deposit Intangible

A core deposit intangible is initially recognized based on a valuation, of acquired deposits, performed as of the acquisition date. The core deposit intangible is amortized over the average remaining life of the acquired customer deposits, or approximately 7 years. The intangible asset is reviewed annually for events or circumstances that could negatively impact the recoverability of the intangible. These events could include loss of core deposits, increased competition, or adverse changes in the economy. To the extent this intangible asset is deemed unrecoverable, an impairment charge would be recorded. The Company maintains steady deposit growth across our markets and continues to attract new customer deposits. The intangible asset was evaluated for impairment as of **March 31, 2024** **June 30, 2024** and based on that evaluation there was no impairment.

## Accounting Policy for Derivative Instruments and Hedging Activities

Financial Accounting Standards Board (FASB) ASC 815, *Derivatives and Hedging* (ASC 815), provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (a) how and why an entity uses derivative instruments, (b) how the entity accounts for derivative instruments and related hedged items, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the Company's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands, except **share** and per share amounts)

## NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Accounting Policy for Derivative Instruments and Hedging Activities (Continued)

As required by ASC 815, the Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risks, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

In accordance with the FASB's fair value measurement guidance in ASU 2011-04, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

## Income Taxes



Income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more likely than not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more likely than not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets may be reduced by deferred tax liabilities and a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized. Management believes that the Company will generate sufficient operating earnings to realize the deferred tax benefits.

## Stock Compensation Plans

Stock compensation accounting guidance requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the grant date fair value of the equity or liability instruments issued. The stock compensation accounting guidance covers a wide range of share-based compensation arrangements including stock options and warrants, restricted stock plans, performance-based awards, share appreciation rights, and employee share purchase plans.

The stock compensation accounting guidance requires that compensation cost for all stock awards be calculated and recognized over the employees' service period, generally defined as the vesting period. For awards with graded-vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award. A Black-Scholes model is used to estimate the fair value of stock options, while the estimated market price of the Company's common stock at the date of grant is used for restricted stock awards, restricted stock units and stock grants.

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## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except share and per share amounts)

## NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Comprehensive Income (Loss)

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income (loss).

### Fair Value of Financial Instruments

Fair values of financial instruments are estimates using relevant market information and other assumptions, as more fully disclose disclosed in Note 12. Fair value estimates involve uncertainties and matters of significant judgment. Changes in assumptions or in market conditions could significantly affect the estimates.

### Revenue Recognition

On January 1, 2019, the Company adopted ASC 606 and all subsequent amendments (collectively ASC 606) which (1) creates a single framework for recognizing revenue from contracts with customers that fall within its scope and (2) revises when it is appropriate to recognize a gain (loss) from the transfer of nonfinancial assets, such as foreclosed assets. The majority of the Company's revenues come from interest income and other sources, including loans and securities that are outside the scope of ASC 606. With the exception of gains/losses on sale of foreclosed assets, the Company's services that fall within the scope of ASC 606 are presented within noninterest income and are recognized as revenue as the Company satisfies its obligations to the customer. Services within the scope of ASC 606 reported in noninterest income include service charges on deposit accounts, bank card services and interchange fees, and ATM fees.

### Recent Accounting Pronouncements

On January 1, 2023, the Company adopted ASU 2022-02, "Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures", this standard eliminated the previous accounting guidance for troubled debt restructurings and added additional disclosure requirements for gross charge offs by year of origination. It also prescribes guidance for reporting modifications of loans to borrowers experiencing financial difficulty. The Company adopted these standards as required on January 1, 2023 using the modified retrospective method for all financial assets measured at amortized cost and off-balance sheet credit exposures.

In June 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The ASU introduces a new credit loss methodology, Current Expected Credit Losses (CECL), which requires earlier recognition of credit losses, while also providing additional transparency about credit risk. Since its original issuance in 2016, the FASB has issued several updates to the original ASU. The CECL methodology utilizes a lifetime “expected credit loss” measurement objective for the recognition of credit losses for loans, off-balance sheet credit exposures, and other receivables at the time the financial asset is originated or acquired. The expected credit losses are adjusted each period for changes in expected lifetime credit losses. The methodology replaces the multiple existing impairment methods in current GAAP, which generally require that a loss be incurred before it is recognized. For available for sale securities where fair value is less than cost, credit-related impairment, if any, is recognized through an allowance for credit losses and adjusted each period for changes in credit risk. The Company adopted ASU 2016-13 on January 1, 2023 with no material impact on the consolidated financial statements.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

*(in thousands, except share and per share amounts)*

**NOTE 2. EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding. Diluted earnings per share reflect additional potential common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate to outstanding stock options issued and the vesting of restricted stock units, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate to outstanding stock options and restricted stock units.

**For the Three Months Ended  
March 31,**

**For the Three Months Ended  
June 30,**

**For the Six Months Ended June 30,**

	2024	2024	2023	2024	2023	2024	2023
<b>Basic Earnings Per Share:</b>							
Net Income							
Net Income							
Net Income							
<b>Weighted average common shares outstanding</b>							
Basic earnings per share							
<b>Diluted Earnings Per Share:</b>							
Net income allocated to common shareholders							
Net income allocated to common shareholders							
Net income allocated to common shareholders							
<b>Weighted average common shares outstanding</b>							
Net dilutive effect of:							
Assumed exercises of stock options and vesting of restricted stock units							
Assumed exercises of stock options and vesting of restricted stock units							
Assumed exercises of stock options and vesting of restricted stock units							
Average shares and dilutive potential common shares							
Dilutive earnings per share							

**NOTE 3. SECURITIES**

The amortized cost and fair value of securities at March 31, 2024, June 30, 2024 and December 31, 2023 are summarized as follows:

	Amortized Cost	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>March 31, 2024</b>									
<b>June 30, 2024</b>									
Securities Available for Sale									

Securities Available for Sale

Securities Available for Sale

U.S. Treasury securities
U.S. Treasury securities
U.S. Treasury securities
U.S. Government Sponsored Enterprises (GSEs)
State and municipal securities
Corporate debt securities
Asset based securities
Mortgage-backed GSE residential/multifamily and non-GSE
Total securities available for sale
Securities Held to Maturity
Securities Held to Maturity
Securities Held to Maturity
State and municipal securities
State and municipal securities
State and municipal securities
Total securities held to maturity
Total securities held to maturity
Total securities held to maturity
Total securities

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except share and per share amounts)*

**NOTE 3. SECURITIES (Continued)**

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>December 31, 2023</b>				
Securities Available for Sale				
U.S. Treasury securities	\$ 9,721	\$ —	\$ (949)	\$ 8,772
U.S. Government Sponsored Enterprises (GSEs)	2,446	37	(215)	2,268
State and municipal securities	45,220	21	(4,172)	41,069
Corporate debt securities	12,517	—	(1,258)	11,259
Asset based securities	19,112	54	(479)	18,687
Mortgage-backed GSE residential/multifamily and non-GSE	101,306	164	(4,525)	96,945
Total securities available for sale	\$ 190,322	\$ 276	\$ (11,598)	\$ 179,000
Securities Held to Maturity				
State and municipal securities	19,632	—	(3,399)	16,233
Total securities held to maturity	\$ 19,632	\$ —	\$ (3,399)	\$ 16,233
Total securities	\$ 209,954	\$ 276	\$ (14,997)	\$ 195,233

Securities with a carrying value of \$28,884 \$25,441 and \$27,477 at March 31, 2024 June 30, 2024 and December 31, 2023, respectively, were pledged to secure public deposits and for other purposes as required or permitted by law.

The amortized cost and fair value of securities available for sale and securities held to maturity as of March 31, 2024 June 30, 2024 and December 31, 2023 by contractual maturity are shown below. Actual maturities may differ from contractual maturities in mortgage-backed securities because the mortgages underlying the securities may be called or repaid with or without penalty. Therefore, these securities are not included by maturity in the following summary:

March 31, 2024														December 31, 2023	
June 30, 2024														December 31, 2023	
	Amortized Cost		Amortized Cost		Fair Value		Amortized Cost		Fair Value		Amortized Cost		Fair Value		
<b>Securities Available for Sale</b>															
Due in less than one year															
Due in less than one year															
Due in less than one year															
	\$ 2,478	\$		\$ 2,417	\$	\$482		\$476	\$ 2,133	\$		\$ 2,091	\$	\$ 482	\$
Due from one year to five years	10,569		9,640	9,640	11,671		11,671		10,855		10,953	10,049	10,049	11,671	1
Due after five to ten years	21,693		19,524	19,524	22,537		22,537		20,439		22,158	19,959	19,959	22,537	2
Due after ten years	52,852		48,720	48,720	54,326		54,326		50,285		51,845	47,653	47,653	54,326	5
Mortgage-backed securities	101,140		97,078	97,078	101,306		101,306		96,945		108,681	104,758	104,758	101,306	10
Total securities available for sale															
<b>Securities Held to Maturity</b>															
Due in less than one year															
Due in less than one year															
Due in less than one year															
	\$ —	\$		\$ —	\$	\$ —		\$ —	\$ —	\$		\$ —	\$	\$ —	\$
Due from one year to five years	—		—	—	—		—		—		—	—	—	—	
Due after five to ten years	10,279		8,500	8,500	7,743		7,743		6,483		10,785	8,911	8,911	7,743	
Due after ten years	9,348		7,598	7,598	11,889		11,889		9,750		8,836	7,148	7,148	11,889	1
Mortgage-backed securities	—		—	—	—		—		—		—	—	—	—	
Total securities held to maturity															
Total securities															

**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except share and per share amounts)*

### NOTE 3. SECURITIES (Continued)

Gains and losses on sales and change in value of securities available for sale and other equity securities held at fair value for the three and six months ended March 31, 2024, June 30, 2024 and March 31, 2023, June 30, 2023 consist of the following:

	For the Three Months Ended	For the Three Months Ended	For the Three Months Ended	For the Six Months Ended
	March 31, 2024	March 31, 2023		
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Gross gains				
Gross gains				
Gross gains				
Gross losses				
Net realized gain (loss)				
Net realized gain (loss)				

Restricted equity securities as of March 31, 2024, June 30, 2024 and December 31, 2023 consist of the following:

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
Federal Home Loan Bank stock		
Federal Home Loan Bank stock		
Federal Home Loan Bank stock		
First National Banker's Bankshares, Inc. stock		
Pacific Coast Banker's Bank stock		
Total restricted equity securities		

The following table shows the gross unrealized losses and fair value of securities, aggregated by category and length of time that securities have been in a continuous unrealized loss position at March 31, 2024, June 30, 2024 and December 31, 2023.

	Less Than Twelve Months				Total Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Total Unrealized Losses
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value					
March 31, 2024									
June 30, 2024									
Securities Available for Sale									
Securities Available for Sale									
Securities Available for Sale									
U.S. Treasury securities									
U.S. Treasury securities									
U.S. Treasury securities									
U.S. Government Sponsored Enterprises (GSEs)									
State and municipal securities									
Corporate debt securities									
Asset based securities									
Mortgage-backed GSE residential/multifamily and non-GSE									
Total securities available for sale									
Securities Held to Maturity									
Securities Held to Maturity									
Securities Held to Maturity									
State and municipal securities									

State and municipal securities

State and municipal securities

Total securities held to maturity

Total securities held to maturity

Total securities held to maturity

Total securities

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except share and per share amounts)*

**NOTE 3. SECURITIES (Continued)**

	Less Than Twelve Months		Over Twelve Months		Total Unrealized Losses
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	
December 31, 2023					
Securities Available for Sale					
U.S. Treasury securities	\$ —	\$ —	\$ (949)	\$ 8,772	\$ (949)
U.S. Government Sponsored Enterprises (GSEs)	—	—	(215)	1,451	(215)
State and municipal securities	—	—	(4,172)	40,663	(4,172)
Corporate debt securities	—	—	(1,258)	11,259	(1,258)
Asset based securities	(11)	1,102	(468)	6,904	(479)
Mortgage-backed GSE residential/multifamily and non-GSE	(268)	24,708	(4,257)	56,083	(4,525)
Total securities available for sale	\$ (279)	\$ 25,810	\$ (11,319)	\$ 125,132	\$ (11,598)
Securities Held to Maturity					
State and municipal securities	—	—	(3,399)	16,233	(3,399)
Total securities held to maturity	\$ —	\$ —	\$ (3,399)	\$ 16,233	\$ (3,399)
Total securities	\$ (279)	\$ 25,810	\$ (14,718)	\$ 141,365	\$ (14,997)

The unrealized losses on 226,238 securities at March 31, 2024 June 30, 2024 were caused by interest rate changes. Because the Company does not intend to sell the securities and it is not more likely than not that the Company will be required to sell the securities before recovery of the amortized cost bases, at maturity, the Company does not consider these securities to be credit impaired at March 31, 2024 June 30, 2024.

At March 31, 2024 June 30, 2024, no allowance for credit losses has been recognized on available for sale debt securities in an unrealized loss position as the Company does not believe any of the debt securities are credit impaired. This is based on the Company's analysis of the risk characteristics, including credit ratings, and other qualitative factors related to available for sale debt securities. The issuers of these debt securities continue to make timely principal and interest payments under the contractual terms of the securities. The Company does not intend to sell these debt securities and it is more likely than not that the Company will not be required to sell the debt securities before recovery of their amortized cost, which may be at maturity. The unrealized losses are due to increases in market interest rates over the yields available at the time the debt securities were purchased. Management measures expected credit losses on held to maturity securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. With regard to securities issued by states and political subdivisions, management considers (i) issuer bond ratings, (ii) historical loss rates for given bond ratings, (iii) whether issuers continue to make timely principal and interest payments under the contractual terms of the securities, and (iv) internal forecasts. Historical loss rates associated with securities having similar grades as those in our portfolio have generally not been significant. Furthermore, as of March 31, 2024 June 30, 2024, there were no past due principal or interest payments associated with these securities. Based upon (i) the issuer's strong bond ratings and (ii) a zero historical loss rate, no allowance for credit losses has been recorded for held to maturity state and municipal securities as such amount is not material at March 31, 2024 June 30, 2024. All debt securities in an unrealized loss position as of March 31, 2024 June 30, 2024 continue to perform as scheduled and the Company does not believe there is a possible credit loss or that an allowance for credit loss on these debt securities is necessary.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands, except share and per share amounts)

**NOTE 4. LOANS**

**Portfolio Segments and Classes**

The composition of loans, excluding loans held for sale, is summarized as follows:

		March 31, 2024			December 31, 2023		
		June 30, 2024			December 31, 2023		
	Amount	Amount	% of Total	Amount	Amount	% of Total	% of Total
<b>Real estate mortgages:</b>							
Construction and development							
Construction and development							
Construction and development	\$ 252,934	12.8%	\$ 242,960	12.9%	\$ 242,573	12.0%	\$ 242,960 12.9%
Residential	Residential 238,702	12.1%	224,603	11.9%	Residential 249,498	12.3%	224,603 11.9%
Commercial	Commercial 1,182,634	60.0%	1,144,867	60.5%	Commercial 1,222,739	60.5%	1,144,867 60.5%
Commercial and industrial	Commercial and industrial 288,701	14.7%	269,961	14.3%	Commercial and industrial 297,501	14.7%	269,961 14.3%
Consumer and other	Consumer and other 8,425	0.4%	8,286	0.4%	Consumer and other 9,566	0.5%	8,286 0.4%
Gross Loans	Gross Loans 1,971,396	100.0%	1,890,677	100.0%	Gross Loans 2,021,877	100.0%	1,890,677 100.0%
Deferred loan fees							
Allowance for credit losses							
Allowance for credit losses							
Allowance for credit losses							
Loans, net							
Loans, net							
Loans, net							

For purposes of the disclosures required pursuant to ASC 310, the loan portfolio was disaggregated into segments and then further disaggregated into classes for certain disclosures. A portfolio segment is defined as the level at which an entity develops and documents a systematic method for determining its allowance for credit losses. There are three loan portfolio segments that include real estate, commercial and industrial, and consumer and other. A class is generally determined based on the initial measurement attribute, risk characteristic of the loan, and an entity's method for monitoring and assessing credit risk. Commercial and industrial is a separate commercial loan class. Classes within the real estate portfolio segment include construction and development, residential mortgages, and commercial mortgages. Consumer loans and other are a class in itself.

The following describe risk characteristics relevant to each of the portfolio segments and classes:

**Real estate** - As discussed below, the Company offers various types of real estate loan products. All loans within this portfolio segment are particularly sensitive to the valuation of real estate:

- Loans for real estate construction and development are repaid through cash flow related to the operations, sale or refinance of the underlying property. This portfolio class includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of the real estate or income generated from the real estate collateral.
- Residential mortgages include 1-4 family first mortgage loans which are repaid by various means such as a borrower's income, sale of the property, or rental income derived from the property. Also included in residential mortgages are real estate loans secured by farmland, second liens, or open end real estate loans, such as home equity lines. These loans are typically repaid in the same means as 1-4 family first mortgages.
- Commercial real estate mortgage loans include both owner-occupied commercial real estate loans and other commercial real estate loans such as commercial loans secured by income producing properties. Owner-occupied commercial real estate loans made to operating businesses are long-term financing of land and buildings and are repaid by cash flows generated from business operations. Real estate loans for income-producing properties such as apartment buildings, hotels, office and industrial buildings, and retail shopping centers are repaid by cash flows from rent income derived from the properties.

**Commercial and industrial** - The commercial loan portfolio segment includes commercial and industrial loans. These loans include those loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases, leases, or expansion projects. Loans are repaid by business cash flows. Collection risk in this portfolio is driven by the creditworthiness of the underlying borrower, particularly cash flows from the borrowers' business operations.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands, except **share and** per share amounts)

**NOTE 4. LOANS (Continued)**

**Portfolio Segments and Classes (Continued)**

**Consumer and other** - The consumer loan portfolio segment includes direct consumer installment loans, overdrafts and other revolving credit loans. Loans in this portfolio are sensitive to unemployment and other key consumer economic measures which affects borrowers' incomes and cash for repayment.

**Credit Risk Management**

The Chief Credit Officer, Officers Loan Committee and Directors Loan Committee are each involved in the credit risk management process and assess the accuracy of risk ratings, the quality of the portfolio and the estimation of inherent credit losses in the loan portfolio. This comprehensive process also assists in the prompt identification of problem credits. The Company has taken a number of measures to manage the portfolios and reduce risk, particularly in the more problematic portfolios.

The Company employs a credit risk management process with defined policies, accountability and routine reporting to manage credit risk in the loan portfolio segments. Credit risk management is guided by a comprehensive Loan Policy that provides for a consistent and prudent approach to underwriting and approvals of credits. Within the Board approved Loan Policy, procedures exist that elevate the approval requirements as credits become larger and more complex. All loans are individually underwritten, risk-rated, approved, and monitored.

Responsibility and accountability for adherence to underwriting policies and accurate risk ratings lies in each portfolio segment. For the consumer portfolio segment, the risk management process focuses on managing customers who become delinquent in their payments. For the commercial and real estate portfolio segments, the risk management process focuses on underwriting new business and, on an ongoing basis, monitoring the credit of the portfolios. To ensure problem credits are identified on a timely basis, several specific portfolio reviews occur each year to assess the larger adversely rated credits for proper risk rating and accrual status.

Credit quality and trends in the loan portfolio segments are measured and monitored regularly. Detailed reports, by product, collateral, accrual status, etc., are reviewed by the Chief Credit Officer and reported to the Board of Directors.

A description of the general characteristics of the risk categories used by the Company is as follows:

- **Pass** - A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.
- **Special Mention** - A loan that has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the institution's credit position at some future date. These loans are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.
- **Substandard** - Substandard loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.
- **Doubtful** - Loans classified Doubtful have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions, and values, highly questionable and improbable.
- **Loss** - Loans classified Loss are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the loan has absolutely no recovery or salvage value but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may be effected in the future.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands, except **share and** per share amounts)



NOTE 4. LOANS (Continued)

Credit Risk Management (Continued)

The following tables summarizes the risk category of the Company's loan portfolio based upon the most recent analysis on the year of origination as of **March 31, June 30, 2024**:

	2024	2024	2023	2022	2021	2020	Prior	Revolving Loans	Total	2024	2023	2022	2021	2020	Prior	Revolving Loans	Total
Real Estate Mortgages:																	
Construction and development																	
Construction and development																	
Construction and development																	
Pass																	
Pass																	
Pass																	
Special Mention																	
Substandard																	
Doubtful																	
Total																	
Current period gross write-off																	
YTD gross charge offs																	
Residential																	
Residential																	
Residential																	
Pass																	
Pass																	
Pass																	
Special Mention																	
Substandard																	
Doubtful																	
Total																	
Current period gross write-off																	
YTD gross charge offs																	
Commercial																	
Commercial																	
Commercial																	
Pass																	
Pass																	
Pass																	
Special Mention																	
Substandard																	
Doubtful																	
Total																	
Current period gross write-off																	
YTD gross charge offs																	
Commercial and industrial																	
Commercial and industrial																	
Commercial and industrial																	
Pass																	
Pass																	
Pass																	
Special Mention																	

Substandard
Doubtful
Total
Current period gross write-off
YTD gross charge offs
Consumer and other
Consumer and other
Consumer and other
Pass
Pass
Pass
Special Mention
Substandard
Doubtful
Total
Current period gross write-off
YTD gross charge offs
Gross Loans
Gross Loans
Gross Loans
Pass
Pass
Pass
Special Mention
Substandard
Doubtful
Total
Current period gross write-off
Total YTD gross charge offs

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except ~~share and~~ per share amounts)*

**NOTE 4. LOANS (Continued)**

**Credit Risk Management (Continued)**

The following tables summarizes the risk category of the Company's loan portfolio based upon the most recent analysis on the year of origination as of ~~December~~  
~~31, 2023:~~ **December 31, 2023:**

	2023	2023	2022	2021	2020	2019	Prior	Revolving Loans	Total	2023	2022	2021	2020	2019	Prior	Revolving Loans	Total
Real Estate Mortgages:																	
Construction and development																	
Construction and development																	
Construction and development																	
Pass																	
Pass																	
Pass																	
Special Mention																	
Substandard																	
Doubtful																	

Total
Current period gross write-off
YTD gross charge offs
Residential
Residential
Residential
Pass
Pass
Pass
Special Mention
Substandard
Doubtful
Total
Current period gross write-off
YTD gross charge offs
Commercial
Commercial
Commercial
Pass
Pass
Pass
Special Mention
Substandard
Doubtful
Total
Current period gross write-off
YTD gross charge offs
Commercial and industrial
Commercial and industrial
Commercial and industrial
Pass
Pass
Pass
Special Mention
Substandard
Doubtful
Total
Current period gross write-off
YTD gross charge offs
Consumer and other
Consumer and other
Consumer and other
Pass
Pass
Pass
Special Mention
Substandard
Doubtful
Total
Current period gross write-off
YTD gross charge offs

Gross Loans
Gross Loans
Gross Loans
Pass
Pass
Pass
Special Mention
Substandard
Doubtful
Total
Current period gross write-off
Total YTD gross charge offs

SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except ~~share and~~ per share amounts)

NOTE 4. LOANS (Continued)

Credit Risk Management (Continued)

Collateral Dependent Loans

The Company classifies a loan as collateral dependent when the borrower is experiencing financial difficulty, and expected repayment is to be provided substantially through the operation or sale of collateral. The following tables summarize collateral dependent loans, which are individually evaluated to determine expected credit losses, as of **March 31, 2024** **June 30, 2024** and December 31, 2023:

	Real Estate	Real Estate	Other	Total	ACL	Real Estate	Other	Total	ACL
As of March 31, 2024									
As of June 30, 2024									
Real estate mortgages:									
Real estate mortgages:									
Real estate mortgages:									
Construction and development									
Construction and development									
Construction and development	\$	144	\$	—	\$	144	\$	27	
Residential	Residential	905	—	905	145				
Commercial	Commercial	17,275	—	17,275	721				
Commercial and industrial	Commercial and industrial	—	8,359	475					
Consumer and other	Consumer and other	—	16	—					
Total									
		Real Estate	Other	Total	ACL				
As of December 31, 2023									
Real estate mortgages:									
Construction and development	\$	210	\$	—	\$	210	\$	31	
Residential		980		—		980		72	
Commercial		15,514		—		15,514		162	
Commercial and industrial		—		3,131		3,131		1,100	
Consumer and other		—		11		11		1	
Total	\$	16,704	\$	3,142	\$	19,846	\$	1,366	

**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except per share amounts)*

**NOTE 4. LOANS (Continued)**

**Past Due Loans**

A loan is considered past due if any required principal and interest payments have not been received as of the date such payments were required to be made under the terms of the loan agreement. Generally, management places a loan on nonaccrual when there is a clear indication that the borrower's cash flow may not be sufficient to meet payments as they become due, which is generally when a loan is 90 days past due. The following tables present the aging of the recorded investment in loans and leases as of **March 31, 2024**, **June 30, 2024** and December 31, 2023:

**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except share and per share amounts)*

**NOTE 4. LOANS (Continued)**

	Past Due Status (Accruing Loans)					Nonaccrual with ACL	Nonaccrual without ACL	Total
	Current	30-59 Days	60-89 Days	90+ Days	Total Past Due			
As of June 30, 2024								
Real estate mortgages:								
Construction and development	\$ 242,415	\$ 158	\$ —	\$ —	\$ 158	\$ —	\$ —	\$ 242,573
Residential	248,830	275	—	—	275	22	371	249,498
Commercial	1,219,120	1,437	—	—	1,437	1,973	209	1,222,739
Commercial and industrial	292,371	3,897	24	—	3,921	475	734	297,501
Consumer and other	9,549	10	7	—	17	—	—	9,566
Total	<u>\$ 2,012,285</u>	<u>\$ 5,777</u>	<u>\$ 31</u>	<u>\$ —</u>	<u>\$ 5,808</u>	<u>\$ 2,470</u>	<u>\$ 1,314</u>	<u>\$ 2,021,877</u>
As of December 31, 2023								
Real estate mortgages:								
Construction and development	\$ 242,315	\$ 591	\$ 54	\$ —	\$ 645	\$ —	\$ —	\$ 242,960
Residential	223,195	1,106	—	51	1,157	23	228	224,603
Commercial	1,140,587	3,245	160	109	3,514	324	442	1,144,867
Commercial and industrial	269,598	265	98	—	363	—	—	269,961
Consumer and other	8,259	17	10	—	27	—	—	8,286
Total	<u>\$ 1,883,954</u>	<u>\$ 5,224</u>	<u>\$ 322</u>	<u>\$ 160</u>	<u>\$ 5,706</u>	<u>\$ 347</u>	<u>\$ 670</u>	<u>\$ 1,890,677</u>

	Past Due Status (Accruing Loans)					Nonaccrual with ACL	Nonaccrual without ACL	Total
	Current	30-59 Days	60-89 Days	90+ Days	Total Past Due			
As of March 31, 2024								
Real estate mortgages:								
Construction and development	\$ 252,934	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 252,934
Residential	237,530	773	153	—	926	23	223	238,702
Commercial	1,179,342	827	43	—	870	2,024	398	1,182,634
Commercial and industrial	287,690	191	42	—	233	778	—	288,701
Consumer and other	8,425	—	—	—	—	—	—	8,425

Total	\$ 1,965,921	\$ 1,791	\$ 238	\$ —	\$ 2,029	\$ 2,825	\$ 621	\$ 1,971,396
<b>As of December 31, 2023</b>								
Real estate mortgages:								
Construction and development	\$ 242,315	\$ 591	\$ 54	\$ —	\$ 645	\$ —	\$ —	\$ 242,960
Residential	223,195	1,106	—	51	1,157	23	228	224,603
Commercial	1,140,587	3,245	160	109	3,514	324	442	1,144,867
Commercial and industrial	269,598	265	98	—	363	—	—	269,961
Consumer and other	8,259	17	10	—	27	—	—	8,286
Total	\$ 1,883,954	\$ 5,224	\$ 322	\$ 160	\$ 5,706	\$ 347	\$ 670	\$ 1,890,677

The Company recognized ~~\$49~~~~\$135~~ and ~~\$11~~~~\$31~~ of interest income on nonaccrual loans during the ~~three~~~~six~~ months ended ~~March 31, 2024~~~~June 30, 2024~~, and ~~March 31, 2023~~~~June 30, 2023~~, respectively.

### Allowance for Credit Losses

The following tables detail activity in the allowance for credit losses by portfolio segment as of ~~March 31, 2024~~~~June 30, 2024~~ and ~~March 31, 2023~~~~June 30, 2023~~. As described in Note 1, the Company adopted ASU 2016-13 on January 1, 2023, which replaced the existing incurred loss methodology with an expected credit loss methodology (referred to as CECL). Under the incurred loss methodology, reserves for credit losses were recognized only when the losses were probable or had been incurred; under CECL, the Company is required to recognize the full amount of expected credit losses for the lifetime of the loan, based on historical experience, current conditions and reasonable and supportable forecasts. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

We maintain an allowance for credit losses on unfunded loan commitments and letters of credit to provide for the risk of loss inherent in these arrangements. The allowance for credit losses is computed using a methodology similar to that used to determine the allowance for credit losses for loans, modified to take into account the probability of a drawdown on the commitment. The allowance for credit losses on unfunded loan commitments is classified as a liability account on the consolidated balance sheet within other liabilities, while corresponding provision for these credit losses is recorded as a component of other operating expense. The allowance for credit losses on unfunded commitments as the result of the adoption of ASC 326 was \$1,285. At ~~March 31, 2024~~~~June 30, 2024~~, ~~\$1,288~~~~\$1,206~~ in allowance for credit losses on unfunded commitments was included in other liabilities on the consolidated balance sheets.

	Real Estate	Commercial	Consumer	Total
Allowance for credit losses:				
Balance at December 31, 2023	\$ 19,826	\$ 4,466	\$ 86	\$ 24,378
Provision (credit) for credit losses	1,173	48	15	1,236
Loans charged off	(38)	(442)	(15)	(495)
Recoveries of loans previously charged off	8	16	1	25
<b>Ending balance at March 31, 2024</b>	<b>\$ 20,969</b>	<b>\$ 4,088</b>	<b>\$ 87</b>	<b>\$ 25,144</b>

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## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except ~~share~~ and per share amounts)

### NOTE 4. LOANS (Continued)

#### Allowance for Credit Losses (Continued)

	Real Estate	Commercial	Consumer	Total
Allowance for credit losses:				
Balance at December 31, 2023	\$ 19,826	\$ 4,466	\$ 86	\$ 24,378
<del>Provision for credit losses</del>	<del>1,686</del>	<del>587</del>	<del>30</del>	<del>2,303</del>
Loans charged off	(49)	(826)	(25)	(900)
Recoveries of loans previously charged off	14	31	2	47
<b>Ending balance at June 30, 2024</b>	<b>\$ 21,477</b>	<b>\$ 4,258</b>	<b>\$ 93</b>	<b>\$ 25,828</b>

	Real Estate	Real Estate	Commercial	Consumer	Total	Real Estate	Commercial	Consumer	Total
Allowance for credit losses:									
Balance at December 31, 2022									
Balance at December 31, 2022									
Balance at December 31, 2022									
Impact of adoption of ASC 326									
Provision (credit) for credit losses									
Loans charged off									
Recoveries of loans previously charged off									
Ending balance at March 31, 2023									
Ending balance at June 30, 2023									

### Modifications to Borrowers Experiencing Financial Difficulty

On January 1, 2023, the Company adopted ASU 2022-02, "Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures." This standard eliminated the previous accounting guidance for troubled debt restructurings and added additional disclosure requirements for gross charge offs by year of origination. It also prescribes guidance for reporting modifications of loans to borrowers experiencing financial difficulty.

From time to time, we may modify certain loans to borrowers who are experiencing financial difficulty. In some cases, these modifications may result in new loans. Loan modifications to borrowers experiencing financial difficulty may be in the form of a principal forgiveness, an interest rate reduction, a payment delay, a term extension, or a combination thereof, among other things.

The table below details the amortized cost basis at the end of the reporting period for loans made to borrowers experiencing financial difficulty that were modified during the **three** six months ended **March 31, 2024** **June 30, 2024**.

ThreeSix Months Ended <b>March 31, 2024</b> <b>June 30, 2024</b>	Term Extension and Rate				
	Term Extension	Adjustment	Total	Percentage of Total Loans	
Real estate mortgages:					
Construction and development	\$ —	\$ —	—	— %	
Residential	—	—	—	— %	
Commercial	—	—	—	— %	
Commercial and industrial	—	—	—	— %	
Consumer and other	—	—	—	— %	
Total	\$ —	\$ —	—	— %	

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## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share amounts)

#### NOTE 4. LOANS (Continued)

### Modifications to Borrowers Experiencing Financial Difficulty (Continued)

The Company had no modified loans during the **three** six months ended **March 31, 2024** **June 30, 2024** that subsequently defaulted. For purposes of this disclosure, the term default is defined as the earlier of being placed on nonaccrual status or reaching 90 days past due and still accruing with respect to principle and/or interest payments. The Company has no unfunded commitments to borrowers experiencing financial difficulty for which the Company has modified their loans as of **March 31, 2024** **June 30, 2024**.

The table below details the amortized cost basis at the end of the reporting period for loans made to borrowers experiencing financial difficulty that were modified during the year ended **December 31, 2023** **December 31, 2023**.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except share and per share amounts)*

**NOTE 4. LOANS (Continued)**

**Modifications to Borrowers Experiencing Financial Difficulty (Continued)**

Year Ended December 31, 2023	Year Ended December 31, 2023	Term Extension	Term Extension and Rate Adjustment	Total	Percentage of Total Loans	Year Ended December 31, 2023	Term Extension	Term Extension and Rate Adjustment	Total	Percentage of Total Loans
Real estate mortgages:										
Construction and development										
Construction and development										
Construction and development										
		\$ 89	\$ 117	\$206	— %		\$ 89	\$ 117	\$206	— %
Residential	Residential	—	—	—	— %	Residential	—	—	—	— %
Commercial	Commercial	—	—	—	— %	Commercial	—	—	—	— %
Commercial and industrial	Commercial and industrial	—	—	—	— %	Commercial and industrial	—	—	—	— %
Consumer and other	Consumer and other	—	—	—	— %	Consumer and other	—	—	—	— %
Total	Total	\$ 89	\$ 117	\$206	— %	Total	\$ 89	\$ 117	\$206	— %

The Company had no modified loans during the year ended December 31, 2023 that subsequently defaulted. For purposes of this disclosure, the term default is defined as the earlier of being placed on nonaccrual status or reaching 90 days past due and still accruing with respect to principle and/or interest payments. The Company has no unfunded commitments to borrowers experiencing financial difficulty for which the Company has modified their loans as of December 31, 2023.

**NOTE 5. DEPOSITS**

Major classifications of deposits are as follows:

	March 31, 2024	December 31, 2023
Noninterest-bearing transaction	\$ 416,704	\$ 437,959
Interest-bearing transaction	974,079	946,347
Savings	33,909	35,412
Time deposits, \$250,000 and under	584,658	500,406
Time deposits, over \$250,000	100,448	98,065
	<u>\$ 2,109,798</u>	<u>\$ 2,018,189</u>

Brokered deposits totaled \$291,017 at March 31, 2024 and \$230,858 at December 31, 2023. The scheduled maturities of time deposits at March 31, 2024 are as follows:

April 1, 2024 to March 31, 2025	\$ 551,759
April 1, 2025 to March 31, 2026	85,262
April 1, 2026 to March 31, 2027	28,330
April 1, 2027 to March 31, 2028	16,368
April 1, 2028 to March 31, 2029	3,360
Thereafter	27
	<u>\$ 685,106</u>

At March 31, 2024 and December 31, 2023, overdrawn transaction accounts reclassified to loans totaled \$254 and \$174, respectively.



**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 5. DEPOSITS**

Major classifications of deposits are as follows:

	June 30, 2024	December 31, 2023
Noninterest-bearing transaction	\$ 416,068	\$ 437,959
Interest-bearing transaction	1,006,687	946,347
Savings	32,527	35,412
Time deposits, \$250,000 and under	612,299	500,406
Time deposits, over \$250,000	108,097	98,065
Total	<u>\$ 2,175,678</u>	<u>\$ 2,018,189</u>

Brokered deposits totaled \$288,328 at June 30, 2024 and \$230,858 at December 31, 2023. The scheduled maturities of time deposits at June 30, 2024 are as follows:

July 1, 2024 to June 30, 2025	\$ 612,336
July 1, 2025 to June 30, 2026	67,616
July 1, 2026 to June 30, 2027	20,900
July 1, 2027 to June 30, 2028	11,273
July 1, 2028 to June 30, 2029	8,244
Thereafter	27
Total	<u>\$ 720,396</u>

At June 30, 2024 and December 31, 2023, overdrawn transaction accounts reclassified to loans totaled \$158 and \$174, respectively.

**NOTE 6. SUBORDINATED NOTES**

On February 7, 2022, the Company issued \$48,000 of Fixed-to-Floating Rate Subordinated Notes due February 2032 (the "Notes"). The Notes bear ~~interest~~ ~~interest~~ at 3.5% per annum, payable quarterly in arrears. From and including February 7, 2027, to but excluding the maturity date or early redemption date, the interest rate will reset quarterly to a Three-Month Term Secured Overnight Financing Rate plus 205 basis points, payable quarterly in arrears. The Company will be entitled to redeem the Notes, in whole or in part, on any interest payment on or after February 7, 2027, and to redeem the Notes in whole upon certain other events. Issuance costs related to the Notes totaled \$1,093 and have been netted against the subordinated notes liability on the balance sheet. At ~~March 31, 2024~~ ~~June 30, 2024~~, the remaining balance of the debt issuance cost was ~~\$627~~ ~~\$572~~. The debt issuance costs are being amortized using the straight line method over sixty months and are recorded as a component of interest ~~expense~~ ~~expense~~.

On October 26, 2022, the ~~Company~~ ~~Company~~ issued \$40,000 of Fixed-to-Floating Rate Subordinated Notes due October 2032 (the "2032 Notes"). The 2032 Notes bear interest at ~~7.0%~~ ~~7.00%~~ per annum, payable quarterly in arrears. From and including October 26, 2027, to but excluding the maturity date or early redemption date, the interest rate will reset quarterly to a Three-Month Term Secured Overnight Financing Rate plus 306 basis points, payable quarterly in arrears. The Company will be entitled to redeem the 2032 Notes, in whole or in part, on any interest payment on or after October 26, 2027, and to redeem the 2032 Notes in whole upon certain other events. Issuance costs related to the 2032 Notes totaled \$832 and have been netted against the subordinated notes liability on the balance sheet. At ~~March 31, 2024~~ ~~June 30, 2024~~, the remaining balance of the debt issuance cost was ~~\$597~~ ~~\$555~~. The debt issuance costs are being amortized using the straight line method over sixty months and are ~~recorded~~ ~~recorded~~ as a component of interest expense.

**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
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**NOTE 7. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES**

Risk Management Objective of Using Derivatives

The Company is exposed to certain risk arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates.

Non-designated Hedges

Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain customers. The Company executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged by offsetting derivatives that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions. As the interest rate derivatives associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer derivatives and the offsetting derivatives are recognized directly in earnings.

Tabular Disclosure of Fair Values of Derivative Instruments on the Balance Sheet

The table below presents the fair value of the Company's derivative financial instruments including the effects of offsetting as well as their classification on the consolidated balance sheets as of March 31, 2024 June 30, 2024 and December 31, 2023. As of March 31, 2024 June 30, 2024, the Company has posted cash collateral of \$7,360, \$7,150. The amount of gain recognized in income on derivatives as a fair value adjustment and fee income, for the three six months ended March 31, 2024 June 30, 2024, were \$15 \$19 and \$0, respectively.

March 31, 2024					December 31, 2023											
June 30, 2024					December 31, 2023											
Derivatives not Designated as Hedging Instruments	Derivatives not Designated as Hedging Instruments	Notional Amount	Balance Sheet Location	Fair Value	Derivatives not Designated as Hedging Instruments	Notional Amount	Balance Sheet Location	Fair Value	Derivatives not Designated as Hedging Instruments	Notional Amount	Balance Sheet Location	Fair Value	Derivatives not Designated as Hedging Instruments	Notional Amount	Balance Sheet Location	Fair Value
Interest Rate Products																
Interest Rate Products																

Credit-risk-related Contingent Features

Applicable for OTC derivatives with dealers

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

The Company has agreements with certain of its derivative counterparties that contain a provision where if the company fails to maintain its status as a well / adequate capitalized institution, then the Company could be required to post additional collateral.

As of March 31, 2024 June 30, 2024, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$7,984, \$7,733. If the Company had breached any of these provisions at March 31, 2024 June 30, 2024, it could have been required to settle its obligations under the agreements at their termination value of \$7,984, \$7,733, less the required collateral of \$7,360, \$7,150.

SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
(in thousands, except Share and per share amounts)

NOTE 8. COMMITMENTS AND CONTINGENCIES

Loan Commitments

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Such commitments involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amount recognized in the balance sheets. The majority of all commitments to extend credit and standby letters of credit are variable rate instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance sheet instruments. A summary of the Company's commitments is as follows:

		March 31, 2024	December 31, 2023		June 30, 2024	December 31, 2023
Commitments to extend credit	Commitments to extend credit	\$ 422,436	\$ 501,935	Commitments to extend credit	\$ 397,104	\$ 501,935
Standby letters of credit	Standby letters of credit	4,728	2,846	Standby letters of credit	3,716	2,846
Total	Total	\$ 427,164	\$ 504,781	Total	\$ 400,820	\$ 504,781

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property and equipment, residential real estate, and income-producing commercial properties.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. Collateral held varies and is required in instances which that the Company deems necessary.

The Company has not been required to perform on any standby letters of credit, and the Company has not incurred any losses on financial standby letters of credit for the three six months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023.

## Contingencies

In the normal course of business, the Company is involved in various legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material effect on the Company's financial statements.

## NOTE 9. CONCENTRATIONS OF CREDIT

The Company originates primarily commercial, commercial real estate, residential real estate, and consumer loans to customers in Alabama and Georgia. The ability of the majority of the Company's customers to honor their contractual loan obligations is dependent on the economy in these areas.

Eighty-five percent of the Company's loan portfolio is concentrated in real estate. A substantial portion of these loans are secured by real estate in the Company's primary market area. In addition, a substantial portion of the other real estate owned is located in those same markets. Accordingly, the ultimate collectability collectability of the loan portfolio and the recovery of the carrying amount of the other real estate owned are susceptible to changes in market conditions conditions in the Company's primary market area. The other concentrations of credit by type of loan are set forth in Note 4.

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## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

*(in thousands, except share and per share amounts)*

## NOTE 9. CONCENTRATIONS OF CREDIT (Continued)

The Company, according to regulatory restrictions, may not generally extend credit to any single borrower or group of related borrowers on a secured basis in excess of 20% of capital, as defined, or approximately \$61,575 \$63,426 or on an unsecured basis in excess of 10% of capital, as defined, or approximately \$30,788. \$31,713.

## NOTE 10. STOCKHOLDERS' EQUITY

As of March 31, 2024 June 30, 2024, the Company had 8,894,794 8,908,130 shares of common stock issued and outstanding and does not have any non-voting shares issued and outstanding.

As of December 31, 2023, the Company had 8,841,349 shares of common stock issued and outstanding and does not have any non-voting shares issued and outstanding.

## NOTE 11. REGULATORY MATTERS

The Bank is subject to certain restrictions on the amount of dividends that may be declared without prior regulatory approval. At March 31, 2024 June 30, 2024, approximately \$80,604 \$89,859 of retained earnings was available for dividend declaration without regulatory approval.

The Bank is also subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total capital, Tier 1 capital, and common equity Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. In addition, the Bank is subject to a capital conservation buffer which that requires it to maintain common equity Tier 1 capital of 2.50% above minimum requirements for the common equity Tier 1 ratio, Tier 1 risk-based ratio and total risk-based ratio to avoid limitations on distributions and discretionary bonus payments. The capital conservation buffer is included in the minimum capital requirements in the following tables. Management believes, as of March 31, 2024 June 30, 2024 and December 31, 2023, that the Bank met all capital adequacy requirements to which it is subject.

As of March 31, 2024 June 30, 2024, the Company and the Bank believe they are each well capitalized on a consolidated basis for bank regulatory purposes as their respective capital ratios exceed minimum total, Tier 1 and CET1 risk-based capital ratios and Tier 1 leverage capital ratios as set forth in the following table. As a bank holding company with less than \$3,000,000 in total consolidated assets, the Company is eligible to be treated as a "small bank holding company" under the Federal Reserve's Small Bank Holding Company and Savings and Loan Holding Company Policy Statement. As a result, the Company's capital adequacy is evaluated at the bank level and on a parent-only basis, and it is not subject to consolidated capital standards for regulatory purposes. The ratios set forth below as to the Company are for illustrative purposes in the event it were was to become subject to consolidated capital standards for regulatory purposes. The column styled "Required for Capital Adequacy Purposes" includes the 2.50% capital conservation buffer.

The Bank is also subject to capital requirements under the FDIC's prompt corrective action regime. As of March 31, 2024 June 30, 2024, the Bank was well capitalized under the regulatory framework for prompt corrective action.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except share and per share amounts)*

**NOTE 11. REGULATORY MATTERS (Continued)**

As part of the directive under the Economic Growth Act, in September 2019, the FDIC and other federal bank regulatory agencies approved the Community Bank Leverage Ratio ("CBLR") framework. This optional framework became effective January 1, 2020, and is available to the Company and the Bank as an alternative to the Basel III risk-based capital framework. The CBLR framework provides for a simple measure of capital adequacy for certain community banking organizations. Specifically, depository institutions and depository institution holding companies that have less than \$10,000,000 in total consolidated assets and meet other qualifying criteria, including a Tier 1 leverage ratio of greater than 9.00%, are considered qualifying community banking organizations and are eligible to opt into the CBLR framework, and replace the applicable Basel III risk-based capital requirements. As of March 31, 2024 June 30, 2024, the Company and the Bank qualify for the CBLR framework. Management does not intend to utilize the CBLR framework.

	Actual		Actual		Required for Capital Adequacy Purposes		Minimums To Be "Well Capitalized" Under Prompt Corrective Action		Actual		Required for Capital Adequacy Purposes	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of March 31, 2024												
As of March 31, 2024												
As of March 31, 2024												
As of June 30, 2024												
As of June 30, 2024												
As of June 30, 2024												

As of June 30,  
2024

Tier 1 capital (to  
average assets)

Tier 1 capital (to  
average assets)

Tier 1 capital (to  
average assets)

Company

Company

Company

Bank	Bank	\$283,596	11.67		11.67 %	\$ 97,230	4.00	4.00 %	\$121,537	5.00	5.00 %	Bank	\$292,348	11.52	11.52 %	\$101,47
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CET 1 capital (to  
risk-weighted  
assets)

CET 1 capital (to  
risk-weighted  
assets)

CET 1 capital (to  
risk-weighted  
assets)

Company

Company

Company

Bank	Bank	\$283,596	12.47		12.47 %	\$159,208	7.00	7.00 %	\$147,836	6.50	6.50 %	Bank	\$292,348	12.61	12.61 %	\$162,33
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Tier 1 capital (to  
risk-weighted  
assets)

Tier 1 capital (to  
risk-weighted  
assets)

Tier 1 capital (to  
risk-weighted  
assets)

Company

Company

Company

Bank	Bank	\$283,596	12.47		12.47 %	\$193,324	8.50	8.50 %	\$181,952	8.00	8.00 %	Bank	\$292,348	12.61	12.61 %	\$197,12
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Total capital (to  
risk-weighted  
assets)

Total capital (to  
risk-weighted  
assets)

Total capital (to  
risk-weighted  
assets)

Company

Company

Company

Bank	Bank	\$310,028	13.63		13.63 %	\$238,811	10.50	10.50 %	\$227,440	10.00	10.00 %	Bank	\$319,382	13.77	13.77 %	\$243,50
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## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except *share and* per share amounts)

### NOTE 11. REGULATORY MATTERS (Continued)

	Actual		Required for Capital Adequacy Purposes		Minimums To Be "Well Capitalized" Under Prompt Corrective Action	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of December 31, 2023</b>						
Tier 1 capital (to average assets)						
Company	\$ 205,582	8.99 %	\$ 91,503	4.00 %	\$ —	—
Bank	\$ 274,850	12.01 %	\$ 91,503	4.00 %	\$ 114,379	5.00 %
CET 1 capital (to risk-weighted assets)						
Company	\$ 205,582	9.20 %	\$ 156,378	7.00 %	\$ —	—
Bank	\$ 274,850	12.30 %	\$ 156,378	7.00 %	\$ 145,209	6.50 %
Tier 1 capital (to risk-weighted assets)						
Company	\$ 205,582	9.20 %	\$ 189,888	8.50 %	\$ —	—
Bank	\$ 274,850	12.30 %	\$ 189,888	8.50 %	\$ 178,718	8.00 %
Total capital (to risk-weighted assets)						
Company	\$ 319,199	14.29 %	\$ 234,568	10.50 %	\$ —	—
Bank	\$ 300,467	13.45 %	\$ 234,568	10.50 %	\$ 223,398	10.00 %

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## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except *share and* per share amounts)

### NOTE 12. FAIR VALUE OF ASSETS AND LIABILITIES

#### Determination of Fair Value

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with the *Fair Value Measurements and Disclosures* topic (FASB ASC 820), the fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

#### Fair Value Hierarchy

In accordance with this guidance, the Company groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

**Level 1** - Valuation is based on quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets and liabilities generally include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

**Level 2** - Valuation is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The valuation may be based on quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

**Level 3** - Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which determination of fair value requires significant management judgment or estimation.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

**Cash and Cash Equivalents:** The carrying amounts of cash and due from banks, interest-bearing deposits in banks, and federal funds sold make up cash and cash equivalents. The carrying amount of these short-term instruments approximate fair value.

**Securities and Other Equity Securities:** Where quoted prices are available in an active market, management classifies the securities within Level 1 of the valuation hierarchy. Level 1 securities include highly liquid government bonds and exchange-traded equities.

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands, except share and per share amounts)

**NOTE 12. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)**

**Fair Value Hierarchy (Continued)**

If quoted market prices are not available, management estimates fair values using pricing models and discounted cash flows that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, and credit spreads. Examples of such instruments, which would generally be classified within Level 2 of the valuation hierarchy, include GSE obligations, and state and municipal securities. Mortgage-backed securities are included in Level 2 if observable inputs are available. In certain cases where there is limited activity or less transparency around inputs to the valuation, those securities would be classified in Level 3.

**Restricted Equity Securities:** The carrying amount of restricted equity securities with no readily determinable fair value approximates fair value based on the redemption provisions of the issuers which is cost.

**Loans Held for Sale:** The carrying amounts of loans held for sale approximates fair value.

**Loans:** The carrying amount of variable-rate loans that reprice frequently and have no significant change in credit risk approximates fair value. The fair values of fixed rate loans is estimated based on discounted contractual cash flows using interest rates currently being offered for loans with similar terms to borrowers with similar credit quality.

**Bank Owned Life Insurance:** The carrying amount of bank owned life insurance approximates fair value.

**Annuities:** The carrying amounts of annuities approximate their fair values.

**Deposits:** The fair values disclosed for transaction deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies market interest rates on comparable instruments to a schedule of aggregated expected monthly maturities on time deposits.

**Other Borrowings:** The fair value of fixed rate other borrowings is based on discounted contractual cash flows using interest rates currently being offered for borrowings of similar maturities. The fair values of the Company's variable rate other borrowings approximate their carrying values.

**FHLB Advances:** The fair value of FHLB advances is based on discounted contractual cash flows using interest rates currently being offered for borrowings of similar maturities.

**Subordinated Notes:** The carrying amounts of the subordinated notes approximate fair value.

**Accrued Interest:** The carrying amounts of accrued interest approximate fair value.

**Trading Assets and Liabilities:** The Company has derivative instruments in the form of interest rate swap agreements accounted for as trading assets and liabilities and carried at fair value. The fair value of these instruments is based on information obtained from a third party financial institution. The Company reflects these instruments within Level 2 of the valuation hierarchy.

**Off-Balance Sheet Credit-Related Instruments:** Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

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*(in thousands, except **share** and **per share** amounts)*

**NOTE 12. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)**

**Assets Measured at Fair Value on a Recurring Basis**

The only assets and liabilities measured at fair value on a recurring basis are our securities available for sale and swaps. There were no transfers between levels during the period. Information related to the Company's assets and liabilities measured at fair value on a recurring basis at **March 31, 2024**, **June 30, 2024** and December 31, 2023 is as follows:

Fair Value Measurements At Reporting Date Using:								
		Quoted Prices In Active Markets For Identical Assets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted Prices In Active Markets For Identical Assets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value	(Level 1)			Fair Value	(Level 1)		
<b>March 31, 2024</b>								
<b>June 30, 2024</b>								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Government Sponsored Enterprises (GSEs)								
State and municipal securities								
Corporate debt securities								
Asset based securities								
Mortgage-backed GSE residential/multifamily and non-GSE								
Other equity securities								
Interest Rate Products - asset								
Interest Rate Products - liabilities								
<b>December 31, 2023</b>								
<b>December 31, 2023</b>								
<b>December 31, 2023</b>								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Government Sponsored Enterprises (GSEs)								
State and municipal securities								
Corporate debt securities								
Asset based securities								
Mortgage-backed GSE residential/multifamily and non-GSE								
Other equity securities								
Interest Rate Products - asset								
Interest Rate Products - liabilities								

**Assets Measured at Fair Value on a Nonrecurring Basis**



The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measure at the lower of cost or market that were recognized at fair value below cost at the end of the period. Assets measured at fair value on a nonrecurring basis are included in the table below as of **March 31, 2024**, **June 30, 2024** and December 31, 2023:

Fair Value Measurements At Reporting Date Using:								
	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>March 31, 2024:</b>								
<b>June 30, 2024:</b>								
Individually analyzed loans								
Individually analyzed loans								
Individually analyzed loans								
Foreclosed assets								
Totals								

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 12. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)**

	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2023:</b>				
Individually analyzed loans	\$ 3,095	\$ —	\$ —	\$ 3,095
Foreclosed assets	33	—	—	33
Totals	<u>\$ 3,128</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,128</u>

**Assets Measured at Fair Value on a Nonrecurring Basis (Continued)**

Fair Value Measurements At Reporting Date Using:				
	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2023:</b>				
Individually analyzed loans	\$ 3,095	\$ —	\$ —	\$ 3,095
Foreclosed assets	33	—	—	33
Totals	<u>\$ 3,128</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,128</u>

*Individually Analyzed Loans*

Loans considered individually analyzed under ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, are loans for which, based on current information and events, it is probable that the Company will be unable to collect all principal and interest payments due in accordance with the contractual terms of the loan agreement. Individually analyzed loans can be measured based on the present value of expected payments using the loan's original effective rate as the discount rate, the loan's observable market price, or the fair value of the collateral less estimated selling costs if the loan is collateral dependent.

The fair value of individually analyzed loans are primarily measured based on the value of the collateral securing these loans. Impaired loans are typically classified within level 3 of the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory, and/or accounts receivable. The Company determines the value of the collateral based on independent appraisals performed by qualified licensed appraisers. These appraisals

may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Appraised values are discounted for costs to sell and may be discounted further based on management's historical knowledge, changes in market conditions from the date of the most recent appraisal, and/or management's expertise and knowledge of the customer and the customer's business. Such discounts by management are subjective and are typically significant unobservable inputs for determining fair value. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors discussed above.

#### Foreclosed Assets

Foreclosed assets, consisting of properties/assets obtained through foreclosure or in satisfaction of loans, are initially recorded at fair value less estimated costs to sell upon transfer of the loans to foreclosed assets. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value less estimated costs to sell. Fair values are generally based on third party appraisals of the property/assets and are classified within Level 3 of the fair value hierarchy. The appraisals are sometimes further discounted based on management's historical knowledge, and/or changes in market conditions from the date of the most recent appraisal, and/or management's expertise and knowledge of the customer and the customer's business. Such discounts are typically significant unobservable inputs for determining fair value. In cases where the carrying amount exceeds the fair value, less estimated costs to sell, a loss is recognized in noninterest expense.

## SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

*(in thousands, except **share** and per share amounts)*

#### NOTE 12. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)

##### Quantitative Disclosures for Level 3 Fair Value Measurements

The Company had no Level 3 assets measured at fair value on a recurring basis as of **March 31, 2024**, **June 30, 2024** and December 31, 2023.

For Level 3 assets measured at fair value on a nonrecurring basis as of **March 31, 2024**, **June 30, 2024**, the significant unobservable inputs used in the fair value measurements are presented below.

	Carrying Amount	Carrying Amount	Valuation Technique	Significant Unobservable Input	Weighted Average of Input	Carrying Amount	Valuation Technique	Significant Unobservable Input
<b>Nonrecurring:</b>								
Individually analyzed loans								
Individually analyzed loans								
Individually analyzed loans								
Foreclosed assets	\$ 33	Appraisal	Appraisal discounts (%)	15-20%	\$ 2,385	Appraisal	Appraisal discounts (%)	15-20%
Foreclosed assets	\$ 33	Appraisal	Appraisal discounts (%)	10-15%	\$ 33	Appraisal	Appraisal discounts (%)	10-15%

For Level 3 assets measured at fair value on a nonrecurring basis as of December 31, 2023, the significant unobservable inputs used in the fair value measurements are presented below.

	Carrying Amount	Valuation Technique	Significant Unobservable Input	Weighted Average of Input
<b>Nonrecurring:</b>				
Individually analyzed loans	\$ 3,095	Appraisal	Appraisal discounts (%)	15-20%
Foreclosed assets	\$ 33	Appraisal	Appraisal discounts (%)	10-15%

##### Fair Value of Financial Instruments

The carrying amount and estimated fair value of the Company's financial instruments were as follows:

	March 31, 2024						June 30, 2024							
	Carrying Amount		Estimated Fair Value				Carrying Amount		Estimated Fair Value					
			Level 1		Level 2		Level 3			Level 1		Level 2		Level 3
Financial assets:														
Cash and cash equivalents														

Cash and cash equivalents
Cash and cash equivalents
Securities available for sale
Other equity securities
Loans held for sale
Trading assets
Loans, net
Bank owned life insurance
Annuities
Accrued interest receivable
Restricted equity securities
Financial liabilities:
Financial liabilities:
Financial liabilities:
Deposits
Deposits
Deposits
Trading liabilities
FHLB advances
Other borrowings
Subordinated notes
Accrued interest payable

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**SOUTHERN STATES BANCSHARES, INC. AND SUBSIDIARY**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except ~~share~~ and per share amounts)*

**NOTE 12. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)**

**Fair Value of Financial Instruments (Continued)**

	December 31, 2023			
		Estimated Fair Value		
	Carrying Amount	Level 1	Level 2	Level 3
Financial assets:				
Cash and cash equivalents	\$ 250,651	\$ 250,651	\$ —	\$ —
Securities available for sale	179,000	—	179,000	—
Other equity securities	3,649	3,649	—	—
Loans held for sale	450	—	450	—
Trading assets	7,691	—	7,691	—
Loans, net	1,860,130	—	1,824,800	3,095
Bank owned life insurance	29,884	—	29,884	—
Annuities	15,036	—	15,036	—
Accrued interest receivable	8,711	—	8,711	—
Restricted equity securities	5,684	—	—	5,684
Financial liabilities:				
Deposits	\$ 2,018,189	\$ —	\$ 2,016,506	\$ —
Trading liabilities	7,726	—	7,726	—
FHLB advances	70,000	—	70,029	—

Other borrowings	26,994	—	26,994	—
Subordinated notes	86,679	—	86,679	—
Accrued interest payable	1,519	—	1,519	—

## NOTE 13. SUBSEQUENT EVENTS

On July 31, 2024 (the "Effective Date"), we closed the transactions under our previously announced Agreement and Plan of Merger (the "Merger Agreement"), by and between us, the Bank, and CBB Bancorp ("CBB Bancorp"), the parent company of Century Bank of Georgia ("Century Bank"). On the Effective Date, (i) CBB Bancorp merged with and into us (the "Corporate Merger"), and we were the surviving corporation in the Corporate Merger and (ii) subsequent to the Corporate Merger, Century Bank merged with and into the Bank (the "Bank Merger") with the Bank as the surviving banking corporation in the Bank Merger.

Under the terms and subject to the conditions of the Merger Agreement, the holders of CBB Bancorp have the right to elect to receive either 1.550 shares of our common stock or \$45.63 in cash for each share of CBB Bancorp common stock they hold. Shareholder elections for cash are subject to proration such that no more than 10% of the shares outstanding of CBB Bancorp common stock will receive the cash consideration.

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the audited consolidated financial statements and the related notes thereto for the years ended December 31, 2023 and December 31, 2022, included in our Annual Report on Form 10-K. This discussion and analysis contains forward-looking statements that are subject to certain risks and uncertainties and are based on certain assumptions that we believe are reasonable but may not be realized. Certain risks, uncertainties and other factors, including those set forth under "Risk Factors," "Cautionary Note Regarding Forward-Looking Statements" and elsewhere in this Quarterly Report on Form 10-Q, may cause actual results to differ materially from those projected results discussed in the forward-looking statements appearing in this discussion and analysis. We assume no obligation to update any of these forward-looking statements.

### Overview

Southern States Bancshares, Inc. (including its subsidiaries, the "Company," "our" or "we") is a bank holding company headquartered in Anniston, Alabama. We operate primarily through our wholly-owned wholly owned subsidiary, Southern States Bank (the "Bank"), an Alabama banking corporation. We provide banking services from thirteen offices in Alabama and Georgia and two LPOs in Georgia. The Bank is a full service full-service community banking institution which that offers an array of deposit, loan and other banking-related products and services to businesses and individuals in our communities. Our principal business activities include commercial and retail banking.

Our management's discussion and analysis of financial condition and results of operations is intended to provide the reader with information that will assist in the understanding of our business, results of operations, financial condition and financial statements; changes in certain key items in our financial statements from period to period; and the primary factors that we use to evaluate our business.

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## Overview of First Second Quarter 2024 Results

Net income was \$8.1 million \$8.2 million for the quarter ended June 30, 2024, compared to \$8.1 million for the quarter ended March 31, 2024, compared to \$8.9 million and \$8.8 million for the quarter ended December 31, 2023 and \$7.7 million for the quarter ended March 31, 2023 June 30, 2023. Significant measures in the first second quarter of 2024 included:

- Annualized return on average assets ("ROAA") was 1.33% 1.29% for the three months ended March 31, 2024 June 30, 2024, compared to 1.53% to 1.33% for the three months ended March 31, 2024 and 1.60% for the three months ended December 31, 2023 and 1.51% for the three months ended March 31, 2023 June 30, 2023.
- Annualized return on average equity ("ROAE") was 14.87% 14.55% for the three months ended June 30, 2024, compared to 14.87% for the three months ended March 31, 2024, compared to 17.02% and 18.15% for the three months ended December 31, 2023 and 16.67% for the three months ended March 31, 2023 ended June 30, 2023.
- Basic earnings per common share was \$0.91 for the three months ended June 30, 2024, compared to \$0.91 for the three months ended March 31, 2024, compared to and \$1.00 for the three months ended December 31, 2023 and \$0.87 for the three months ended March 31, 2023 June 30, 2023.

- Net interest margin of 3.56% for the second quarter of 2024, compared to 3.59% for the first quarter of 2024 compared to 3.69% and 3.73% for the fourth quarter of 2023 and 4.07% for the first second quarter of 2023.
- Net interest income was \$21.6 million for the three months ended June 30, 2024, an increase of \$740,000, or 3.6%, from \$20.8 million for the three months ended March 31, 2024, and an increase of \$435,000, \$2.1 million, or 2.1% 11.0%, from \$20.4 million \$19.4 million for the three months ended December 31, 2023 and an increase of \$1.3 million, or 6.6%, from \$19.5 million for the three months ended March 31, 2023 June 30, 2023.
- Loans, net of unearned income, were \$2.0 billion as of March 31, 2024 June 30, 2024, a \$80.6 million \$50.3 million, or 4.3% 2.6%, increase compared to December 31, 2023, or a linked-quarter annualized growth rate of 17.2%.
- Deposits were \$2.1 billion as of March 31, 2024, a \$91.6 million, or 4.5%, increase compared to December 31, 2023, or a linked-quarter annualized growth rate of 18.3% 10.3%.
- Deposits were \$2.2 billion as of June 30, 2024, a \$65.9 million, or 3.1% increase compared to March 31, 2024, or a linked-quarter annualized growth rate of 12.6%.
- Deposits, excluding brokered deposits, were \$1.8 billion \$1.9 billion as of March 31, 2024 June 30, 2024, a \$31.5 million \$68.6 million, or 1.8%, 3.8% increase compared compared to December 31, 2023 March 31, 2024, or a linked-quarter annualized growth rate of 7.1% 15.2%.

#### Acquisition of Century Bank of Georgia

On February 27, 2024 July 31, 2024 (the "Effective Date"), we entered into an closed the transactions under our previously announced Agreement and Plan of Merger (the "Agreement" "Merger Agreement") to acquire, by and between us, the Bank, and CBB Bancorp ("CBB Bancorp"), the parent company of Century Bank of Georgia ("Century Bank"). Under On the terms of the Agreement, Effective Date, (i) CBB Bancorp the parent company of Century Bank ("CBB Bancorp") will merge merged with and into us with us (the "Corporate Merger"), and we were the surviving corporation in the Corporate Merger and (ii) subsequent to the Corporate Merger, Century Bank will merge merged with and into the Bank (the "Bank Merger") with the Bank as the surviving (the "Merger"). banking corporation in the Bank Merger.

Under the terms and subject to the conditions of the Merger Agreement, the holders of CBB Bancorp will have the right to elect to receive either 1.550 shares of our common stock or \$45.63 in cash, cash for each share of CBB Bancorp common stock they hold. Shareholder elections for cash are subject to proration such that no more than 10% of the shares outstanding of CBB Bancorp (including those dissenting) common stock will receive the cash consideration.

The Merger is subject to customary closing conditions, including regulatory approval and approval by the CBB Bancorp shareholders, and is expected to close in the third or fourth quarter of 2024. Century Bank operates two branches in the Northwest Georgia markets of Cartersville and Rockmart. For additional information about the Merger, please see the our Current Report on Form 8-K filed by Southern States Bancshares, Inc. on February 28, 2024 August 1, 2024.

#### Primary Factors Used to Evaluate Our Business

The most significant factors we use to evaluate our business and results of operation are net income, return on average assets and return on average equity. We also use net interest income, noninterest income and noninterest expense.

##### Net Interest Income

Net interest income is our principal source of net income and represents the difference between interest income and interest expense. We generate interest income from interest-earning assets that we own, including loans and investment securities. We incur interest expense from interest-bearing liabilities, including interest-bearing deposits and other borrowings, notably FHLB advances, our subordinated notes (the "Notes") and our Line of Credit.

Changes in the market interest rates and interest rates we earn on interest-earning assets or pay on interest-bearing liabilities, as well as the volume and types of interest-earning assets, interest-bearing and noninterest-bearing liabilities, are usually the largest drivers of periodic changes.

##### Noninterest Income

Noninterest income primarily consists of: (i) service charges on deposit accounts; (ii) swap fees; (iii) SBA/USDA fees; (iv) bank card services and interchange fees; (v) mortgage banking activities; (vi) benefits from changes in cash surrender value of bank owned life insurance ("BOLI") and (vii) other miscellaneous fees and income.

Our income from service charges on deposit accounts, which includes nonsufficient funds fees, is impacted by several factors, including number of accounts, products utilized and account holder cash management behaviors. These are further impacted by deposit products utilized by customers, marketing of new products and other factors. The income recognized on SBA and USDA loans, mortgage banking and interest rate swaps are impacted by prevailing market conditions and volumes of loans originated.

##### Noninterest Expense

Noninterest expense primarily consists of: (i) salaries and employee benefits; (ii) equipment and occupancy expenses; (iii) professional and other service fees; (iv) data processing and telecommunication expenses; (v) FDIC deposit insurance and regulatory assessments; and (vi) other operating expenses.

Primary Factors Used to Evaluate Our Financial Condition

The most significant factors we use to evaluate and manage our financial condition include asset quality, capital and liquidity.

Asset Quality

We monitor the quality of our assets based upon factors including level and severity of deterioration in borrower cash flows and asset quality. Problem assets are assessed and reported as delinquent, classified, nonperforming or nonaccrual. We also monitor credit concentrations. We manage the allowance for credit losses to reflect loan volumes, identified credit and collateral conditions, economic conditions and other qualitative factors.

Capital

We monitor capital using regulatory capital ratios. Factors used other than regulatory rules include overall financial condition, including the trend and volume of problem assets, reserves, risks, level and quality of earnings, and anticipated growth, including acquisitions.

Liquidity

Deposits primarily consist of commercial and personal accounts maintained by businesses and individuals in our primary market areas. We also utilize brokered deposits, Qwickrate certificates of deposits and reciprocal deposits through a third-party network that effectively allows depositors to receive insurance on amounts greater than the FDIC insurance limit, which is currently \$250,000. We manage liquidity based on factors that include the amount of core deposits to total deposits, level of non-customer deposits, short-term funding needs and sources, and the availability of unused funding sources.

Results of Operations for the Three Months Ended March 31, 2024 June 30, 2024 and 2023

We had net income of \$8.1 million \$8.2 million for the three months ended March 31, 2024 June 30, 2024, compared to net income of \$7.7 million \$8.8 million for the three months ended March 31, 2023 June 30, 2023, an increase of \$448,000 a decrease of \$558,000, or 5.8% 6.4%. The increased decreased net income was substantially primarily the result of a significant decrease in noninterest income, which was substantially offset by decreases in noninterest expense and credit loss provision and an increase in net interest income, which was considerably offset by a decrease in noninterest income and an increase in noninterest expense. income.

The following table shows the average outstanding balance of each principal category of our assets, liabilities and stockholders' equity, together with the average yields on our assets and average costs of our liabilities for the periods indicated. Yields and costs are calculated by dividing the annualized income or expense by the average daily balances of the corresponding assets or liabilities for the same period.

Three Months Ended March 31, 2024										Three Months Ended March 31, 2023									
Three Months Ended June 30, 2024										Three Months Ended June 30, 2023									
Average Balance		Average Balance		Interest		Yield/Rate		Average Balance		Average Balance		Interest		Yield/Rate		Average Balance			
(dollars in thousands)																			
<b>Assets:</b>																			
Interest-earning assets:																			
Interest-earning assets:																			
Interest-earning assets:																			
Loans, net of unearned income <sup>(1)</sup>																			
Loans, net of unearned income <sup>(1)</sup>																			
Loans, net of unearned income <sup>(1)</sup>	\$1,916,288	\$		\$33,628	7.06	7.06 %		\$1,609,564	\$	\$25,335	6.38	6.38 %	\$	1,987,533	\$	\$	35,421		
Taxable securities	163,586	1,981	1,981	4.87	4.87 %		139,516	1,383	1,383	4.02	4.02 %		Taxable securities	165,141	2,039				
Nontaxable securities	45,368	229	229	2.03	2.03 %		52,832	291	291	2.24	2.24 %		Nontaxable securities	45,537	231				

Other interest-earning assets	Other interest-earning assets	211,127	2,898	2,898	5.52	5.52 %	146,045	1,690	1,690	4.69	4.69 %	Other interest-earning assets	242,214	3,316	
Total interest-earning assets	Total interest-earning assets	\$ 2,336,369	\$	\$38,736	6.67	6.67 %	\$1,947,957	\$	\$28,699	5.97	5.97 %	Total interest-earning assets	\$ 2,440,425	\$	\$41,007
Allowance for credit losses															
Noninterest-earning assets															
Noninterest-earning assets															
Noninterest-earning assets															
Total Assets															
Total Assets															
Total Assets															
<b>Liabilities and Stockholders' Equity:</b>															
<b>Liabilities and Stockholders' Equity:</b>															
<b>Liabilities and Stockholders' Equity:</b>															
Interest-bearing liabilities:															
Interest-bearing liabilities:															
Interest-bearing liabilities:															
Interest-bearing transaction accounts															
Interest-bearing transaction accounts															
Interest-bearing transaction accounts		85,858	26	26	0.12	0.12 %	93,951	20	20	0.08	0.08 %		85,976	21	21
Savings and money market accounts	Savings and money market accounts	902,361	8,804	8,804	3.92	3.92 %	806,001	5,040	5,040	2.54	2.54 %	Savings and money market accounts	929,930	9,229	
Time deposits	Time deposits	645,088	7,076	7,076	4.41	4.41 %	400,680	2,708	2,708	2.74	2.74 %	Time deposits	713,776	8,261	
FHLB advances	FHLB advances	53,121	655	655	4.96	4.96 %	18,578	159	159	3.47	3.47 %	FHLB advances	48,374	596	
Other borrowings	Other borrowings	95,650	1,336	1,336	5.62	5.62 %	86,323	1,226	1,226	5.76	5.76 %	Other borrowings	94,815	1,321	
Total interest-bearing liabilities	Total interest-bearing liabilities	\$ 1,782,078	\$	\$17,897	4.04	4.04 %	\$1,405,533	\$	\$ 9,153	2.64	2.64 %	Total interest-bearing liabilities	\$ 1,872,871	\$	\$19,428
Noninterest-bearing liabilities:															
Noninterest-bearing liabilities:															
Noninterest-bearing liabilities:															

Noninterest-bearing deposits					
Noninterest-bearing deposits					
Noninterest-bearing deposits					
Other liabilities					
Other liabilities					
Other liabilities					
Total noninterest-bearing liabilities					
Total noninterest-bearing liabilities					
Total noninterest-bearing liabilities					
Stockholders' Equity					
Stockholders' Equity					
Stockholders' Equity					
Total Liabilities and Stockholders' Equity					
Total Liabilities and Stockholders' Equity					
Total Liabilities and Stockholders' Equity					
Net interest income					
Net interest income					
Net interest income					
Net interest spread <sup>(2)</sup>					
Net interest spread <sup>(2)</sup>					
Net interest spread <sup>(2)</sup>			2.63 %	3.33 %	Net interest margin <sup>(3)</sup>
Net interest margin <sup>(3)</sup>			3.59 %	4.07 %	Net interest margin <sup>(3)</sup>

- (1) Includes nonaccrual loans.
- (2) Net interest spread is the difference between interest rates earned on interest-earning assets and interest rates paid on interest-bearing liabilities.
- (3) Net interest margin is a ratio of net interest income to average interest-earning assets for the same period.

Increases and decreases in interest income and interest expense result from changes in average balances (volume) of interest-earning assets and interest-bearing liabilities, as well as changes in average interest rates.

The following tables set forth the effects of changing rates and volumes on our net interest income during the periods shown. Information is provided with respect to: (i) effects on interest income attributable to changes in volume (change in volume multiplied by prior rate); and (ii) effects on interest income attributable to changes in rate (changes in rate multiplied by prior volume). For purposes of this table, changes attributable to both rate and volume that cannot be segregated have been proportionately allocated to both volume and rate.

Three Months Ended March 31, 2024 vs. Three Months Ended March 31, 2023				Three Months Ended June 30, 2024 vs. Three Months Ended June 30, 2023			
Changes due to:							
Volume							
Volume							
				Total			
Volume		Rate		Variance	Rate		Total Variance



(dollars in thousands)

#### Interest-earning assets:

Loans, net of unearned income

Loans, net of unearned income

Loans, net of unearned income

Taxable securities

Nontaxable securities

Other interest-earning assets

Total increase in interest income

#### Interest-bearing liabilities:

#### Interest-bearing liabilities:

#### Interest-bearing liabilities:

Interest-bearing transaction accounts

Interest-bearing transaction accounts

Interest-bearing transaction accounts

Savings and money market accounts

Time deposits

FHLB advances

Other borrowings

Total increase in interest expense

Increase in net interest income

Net interest income for the three months ended March 31, 2024 June 30, 2024 was \$20.8 million \$21.6 million compared to \$19.5 million \$19.4 million for the three months ended March 31, 2023 June 30, 2023, an increase of \$1.3 million \$2.1 million, or 6.6% 11.0%. The increase in net interest income was comprised of a \$10.0 million \$8.8 million, or 35.0% 27.4%, increase in interest income, partially offset by a \$8.7 million \$6.7 million, or 95.5% 52.3%, increase in interest expense. The increase in interest income was substantially primarily a result of a \$306.7 million \$310.7 million, or 19.1% 18.5%, increase in average loans outstanding from March 31, 2023 June 30, 2023 to March 31, 2024 June 30, 2024, coupled with an a 0.56% increase in average loan yield as higher rate loans were recorded from March 31, 2023 June 30, 2023 to March 31, 2024 June 30, 2024. The increase in average gross loans outstanding was substantially due to organic growth. The \$8.7 million \$6.7 million increase in interest expense for the quarter three months ended March 31, 2024 June 30, 2024 was related substantially due to a 1.40% 0.86% increase in the cost paid on interest-bearing liabilities, coupled with an increase of \$376.5 million \$329.4 million, or 26.8% 21.3%, in average interest-bearing liabilities from March 31, 2023 June 30, 2023 to March 31, 2024 June 30, 2024. Competitive rate pressures continue to negatively impact the cost of interest-bearing deposits. For the three months ended March 31, 2024 June 30, 2024, net interest margin and net interest spread were 3.59% 3.56% and 2.63% 2.59%, respectively, compared to 4.07% 3.73% and 3.33% 2.86%, respectively, for the same period in 2023.

#### Provision for Credit Losses

The provision for credit credit losses for the three months ended March 31, 2024 and 2023 June 30, 2024 was \$1.2 million \$1.1 million compared to \$1.6 million for the three months ended June 30, 2023. The provision for the three months ended June 30, 2024 was recorded based primarily on loan growth along with qualitative economic factors and individually analyzed loans, whereas provision for the three months ended June 30, 2023 was based primarily on growth as well as increases for individually analyzed loans. current economic factors. In the three months ended March 31, 2024 June 30, 2024, there were net charge offs of \$383,000. In the three months ended June 30, 2023, there were net charge offs of \$470,000. In the three months ended March 31, 2023, there were net charge offs of \$197,000. \$27,000.

The allowance for credit losses as a percentage of gross loans was 1.28% and 1.20% 1.24% at March 31, 2024 June 30, 2024 and 2023, respectively.

## Noninterest Income

Noninterest income for the three months ended March 31, 2024 ended June 30, 2024 was \$1.3 million \$1.4 million compared to \$1.8 million \$6.9 million for the three months ended March 31, 2023 June 30, 2023, a decrease of \$518,000, \$5.5 million, or 29.0% 80.1%, which primarily which substantially resulted from a net loss on securities for receiving \$5.1 million in employee retention credit and related revenue ("ERC") from the Internal Revenue Service ("IRS") during the three months ended March 31, 2024, compared June 30, 2023. The ERC was subsequently returned to a net gain on securities for the IRS during the three months ended March 31, 2023 September 30, 2023 as a result of revised eligibility guidelines. Reductions in other operating income and swap fees during the three months ended June 30, 2024 also contributed to the decrease from the three months ended June 30, 2023.

The following table sets forth the major components of our noninterest income for the three months ended March 31, 2024 June 30, 2024 and 2023:

	Three Months Ended March 31,			Three Months Ended June 30,		
	2024	2024	Increase (Decrease)	2024	2023	Increase (Decrease)
	(dollars in thousands)					
Service charges on deposit accounts						
Service charges on deposit accounts						
Service charges on deposit accounts						
Swap fees (expense)						
Swap fees						
SBA/USDA fees						
Bank card services and interchange fees						
Mortgage banking activities						
Net (loss) gain on securities						
Net gain (loss) on securities						
ERC						
Other operating income <sup>(1)</sup>						
Total noninterest income						

(1) Other income and fees include income and fees associated with miscellaneous services and the increase in the cash surrender value of BOLI.

Income from service charges on deposit accounts includes fees for overdraft charges, insufficient funds charges, account analysis service fees on commercial accounts, and monthly account service fees. These fees increased \$13,000, \$6,000, or 2.9% 1.3%, to \$463,000 \$462,000 for the three months ended March 31, 2024 June 30, 2024 from \$450,000 \$456,000 for the three months months ended March 31, 2023 June 30, 2023. The This increase was primarily attributed to an overall increase in service charges on deposit accounts as a result of deposit growth.

Interest rate swap fees represent fees received when the Bank's customer enters into a back-to-back swap agreement and fair value adjustments. These fees increased \$19,000, decreased \$169,000, or 475.0% 97.7%, to \$15,000 for the three months ended March 31, 2024 from a net expense of \$4,000 for the three months ended March 31, 2023 June 30, 2024 from \$173,000 for the three months ended June 30, 2023. The Bank did not participate in interest rate swaps during the three months ended March 31, 2024 and 2023, June 30, 2024, but did realize a small net fair value adjustment as a gain during the three months ended March 31, 2024, compared to a net fair value adjustment as a loss during the three months ended March 31, 2023, income.

SBA/USDA fees primarily include gains on the sale of loans and servicing of the loans. These fees decreased \$70,000, or 52.2% \$8,000, or 12.1%, to \$64,000 \$58,000 for the three months ended March 31, 2024 June 30, 2024, from \$134,000 \$66,000 for the three months ended March 31, 2023 June 30, 2023. The decrease was primarily due to additional gains on the sales of loans during the three months ended March 31, 2023, compared to the three months ended March 31, 2024, along with a reduction in servicing income during the three months ended March 31, 2024 June 30, 2024.

Bank card services and interchange fees are derived from debit cards and foreign ATM transactions. These fees increased \$22,000, \$34,000, or 5.9% 8.6%, to \$431,000 \$397,000 for the three months ended March 31, 2024 June 30, 2024, from \$375,000 \$397,000 for the three months ended March 31, 2023 June 30, 2023. The increase was primarily the result of more transactional volume that generated an increase in interchange fees during the three months ended March 31, 2024 June 30, 2024.

Income from mortgage banking activities primarily includes origination fees and gains on the sale of mortgage loans originated for sale in the secondary market. Income from mortgage banking activities decreased \$4,000, \$96,000, or 4.0% 51.1%, to \$96,000 \$92,000 for the three months ended March 31, 2024 June 30, 2024 from \$100,000 \$188,000 for the three months ended March 31, 2023 June 30, 2023. The This decrease was the the result of decreased volumes in the secondary market primarily based on reduced mortgage demand from increased interest rates.

Net ~~loss~~ gain on securities was ~~\$12,000~~ \$20,000 for the three months ended ~~March 31, 2024~~ June 30, 2024 as a result of market adjustments on equity securities. Net ~~gain on loss~~ on securities was ~~\$514,000~~ \$45,000 for the three months ended ~~March 31, 2023~~ substantially June 30, 2023 as a result of market adjustments on equity securities.

During the second quarter of 2023, the Company received \$5.1 million in ERC. After reviewing the revised IRS guidelines pertaining to ERC, the Company decided to return the \$5.1 million ERC to the IRS during the third quarter of 2023 and has elected to participate in the ERC Voluntary Disclosure Program ("ERC-VDP").

Other operating income ~~increased~~ \$28,000, ~~decreased~~ \$226,000, or ~~12.9%~~ 42.9%, to ~~\$245,000~~ \$301,000 for the three months ended ~~March 31, 2024~~ June 30, 2024 from ~~\$217,000~~ \$527,000 for the three months ended ~~March 31, 2023~~ June 30, 2023. The ~~increase~~ decrease was primarily the result of ~~increased cash surrender value on BOLI~~ a reduction in nonrecurring income from a third-party during the three months ended ~~March 31, 2024~~ June 30, 2024, and partially offset by the purchase of additional BOLI insurance that resulted in increased BOLI income during the three months ended June 30, 2024.

Noninterest Expense

Noninterest expense for the three months ended ~~March 31, 2024~~ June 30, 2024 was ~~\$10.4 million~~ \$11.4 million compared to ~~\$10.2 million~~ \$13.4 million for the three months ended June 30, 2023, a decrease of \$2.0 million, or 15.0%, which primarily resulted from a decrease in salaries and employee benefits during the three months ended ~~March 31, 2023~~, an ~~increase~~ of \$217,000, or 2.1%, which primarily resulted from June 30, 2024 and professional fees related to ERC incurred during the three months ended June 30, 2023. These decreases were significantly offset by an increase in other operating expenses and, to a lesser extent, increases in other real estate expense and data processing fees. These increases were partially offset by a reduction in salaries and employee benefits during the three months ended June 30, 2024.

The following table sets forth the major components of our noninterest expense for the three months ended ~~March 31, 2024~~ June 30, 2024 and 2023:

	Three Months Ended March 31,			Three Months Ended June 30,			
	2024	2024	2023	Increase (Decrease)	2024	2023	Increase (Decrease)
	(dollars in thousands)						
Salaries and employee benefits							
Salaries and employee benefits							
Salaries and employee benefits							
Equipment and occupancy expenses							
Professional services							
Professional fees related to ERC							
Data processing fees							
Other real estate expense (income)							
Other real estate income							
Other operating expenses <sup>(1)</sup>							
Total noninterest expense							

(1) Other operating expenses include items such as FDIC insurance, telephone expenses, marketing and advertising expense, debit card expenses, courier fees, directors' fees, travel and entertainment expenses, insurance, fraud and forgery losses, uninsured deposit program expenses, tax credit investment expenses and provision for credit losses on unfunded commitments.

Salaries and employee benefits primarily include: (i) amounts paid to employees for base pay, incentive compensation, and bonuses; (ii) health and other related insurance paid by the Bank on behalf of our employees; and (iii) retirement plans provided for employees, including the 401(k) and non-qualified plans maintained for certain key employees. Salaries and employee benefits decreased ~~\$80,000~~ \$1.8 million, or ~~1.3%~~ 22.3%, from ~~\$6.3 million~~ \$7.9 million for the quarter ended ~~March 31, 2023~~ June 30, 2023 to ~~\$6.2 million~~ \$6.1 million for the quarter ended ~~March 31, 2024~~ June 30, 2024. The decrease was primarily attributable substantially the result of one-time retirement-related expenses of \$1.6 million paid to our former CEO in May 2023, a decrease in incentive expense as a result of a due to the retirement, an overall reduction in employees and open positions, coupled with a decrease reduction in expenses associated with restricted stock units, units resulting from the retirement.

Equipment and occupancy expenses consist of depreciation on property, premises, equipment and software, rent expense for leased facilities, maintenance agreements on equipment, property taxes, and other expenses related to maintaining owned or leased assets. Equipment and occupancy expense for the three months ended ~~March 31, 2024~~ June 30, 2024 was ~~\$689,000~~ \$667,000 compared to ~~\$683,000~~ \$694,000 for the three months ended ~~March 31, 2023~~ June 30, 2023, an increase a decrease of ~~\$6,000~~ \$27,000, or ~~0.9%~~ 3.9%. The ~~increase~~ decrease was primarily attributable to additional leasing expense, which was partially offset by a reduction in property taxes costs associated with contracts and other miscellaneous occupancy expenses, repair/maintenance during the three months ended June 30, 2024.

Professional services expenses, which include legal fees, audit and accounting fees, and consulting fees, increased ~~\$31,000~~ \$37,000, or ~~6.2%~~ 7.0%, to ~~\$530,000~~ \$563,000 for the three months ended ~~March 31, 2024~~ June 30, 2024 compared to ~~\$499,000~~ \$526,000 for the three months ended ~~March 31, 2023~~ June 30, 2023. The This increase was primarily the result of an increase in placement fees associated with utilizing additional brokered deposits during 2024, as well as an increase in servicing expense on SBA/USDA loan sales, accounting and audit fees. These increases were partially offset by a decrease in legal expenses.

The second quarter of 2023 included \$1.2 million in professional fees paid by the Company in obtaining the aforementioned \$5.1 million in ERC. After reviewing the revised IRS guidelines pertaining to ERC, the Company decided to return the ERC to the IRS and received a refund of all professional fees totaling \$1.2 million related to ERC during the third quarter of 2023.

Data processing fees, which primarily consists of data processing services for core processing from a third-party vendor, increased \$50,000, \$40,000, or 8.4% 6.2%, to \$643,000 \$686,000 for the three months ended March 31, 2024 June 30, 2024 compared to \$593,000 \$646,000 for the three months ended March 31, 2023 June 30, 2023. The increase was primarily the result of additional software and general increases.

Other real estate expense (income) increased \$58,000, to income decreased \$32,000, or 118.4% 91.4%, to a net expense income of \$9,000 \$3,000 for the three months ended March 31, 2024 June 30, 2024, from from a net income of \$49,000 \$35,000 for the three months ended March 31, 2023 June 30, 2023. The three months ended March 31, 2023 June 30, 2023 included rental income related to a property sold in December 2023, 2023 as well as more expenses compared to the three months ended June 30, 2024. The Company realized a small gain on the sale of property during the three months ended June 30, 2024, compared to a loss during the three months ended June 30, 2023.

Other operating expenses increased \$152,000, \$891,000, or 7.2% 35.7%, to \$2.3 million \$3.4 million for the three months ended March 31, 2024 June 30, 2024, compared to \$2.1 million \$2.5 million for the three months ended March 31, 2023 June 30, 2023. The increase was substantially due to a \$1.2 million wire fraud loss incurred during the three months ended June 30, 2024 that was not a systematic issue, only a procedural incident, along with an increase in FDIC insurance and regulatory assessments during the three months ended June 30, 2024. These increases in expenses associated with were partially offset by the recognition of a purchased market tax credit and for credit losses on unfunded loan commitments during the uninsured deposit program, coupled with three months ended June 30, 2024, compared to the recognition of provision for credit losses on unfunded loan commitments during the three months ended March 31, 2024 June 30, 2023, which was not recognized during the three months ended March 31, 2023. The increase was partially offset by coupled with a net recovery of fraud and forgery losses during the three months ended March 31, 2024, June 30, 2023 compared to a net loss during the three months ended March 31, 2023 June 30, 2023.

#### Results of Operations for the Six months ended June 30, 2024 and 2023

We had net income of \$16.3 million for the six months ended June 30, 2024, compared to net income of \$16.4 million for the six months ended June 30, 2023, a decrease of \$110,000, or 0.7%. The decreased net income was substantially the result of a decrease in noninterest income, which was significantly offset by an increase in net interest income and decreases in noninterest expense, provision for credit losses and income taxes.

The following table shows the average outstanding balance of each principal category of our assets, liabilities and stockholders' equity, together with the average yields on our assets and average costs of our liabilities for the periods indicated. Yields and costs are calculated by dividing the annualized income or expense by the average daily balances of the corresponding assets or liabilities for the same period.

	Six Months Ended June 30, 2024			Six Months Ended June 30, 2023		
	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate
	(dollars in thousands)					
<b>Assets:</b>						
Interest-earning assets:						
Loans, net of unearned income <sup>(1)</sup>	\$ 1,951,910	\$ 69,049	7.11 %	\$ 1,643,376	\$ 52,965	6.50 %
Taxable securities	164,363	4,020	4.92 %	145,344	3,024	4.20 %
Nontaxable securities	45,453	460	2.04 %	49,208	519	2.13 %
Other interest-earnings assets	226,671	6,214	5.51 %	182,447	4,376	4.84 %
Total interest-earning assets	\$ 2,388,397	\$ 79,743	6.71 %	\$ 2,020,375	\$ 60,884	6.08 %
Allowance for credit losses	(24,822)			(20,315)		
Noninterest-earning assets	136,569			129,268		
Total Assets	\$ 2,500,144			\$ 2,129,328		
<b>Liabilities and Stockholders' Equity:</b>						
Interest-bearing liabilities:						
Interest-bearing transaction accounts	85,917	48	0.11 %	93,093	40	0.09 %
Savings and money market accounts	916,145	18,032	3.96 %	825,982	11,911	2.91 %
Time deposits	679,432	15,337	4.54 %	437,573	6,815	3.14 %
FHLB advances	50,747	1,251	4.96 %	31,862	688	4.35 %
Other borrowings	95,233	2,657	5.61 %	86,367	2,452	5.73 %
Total interest-bearing liabilities	\$ 1,827,474	\$ 37,325	4.11 %	\$ 1,474,877	\$ 21,906	3.00 %

Noninterest-bearing liabilities:			
Noninterest-bearing deposits	\$	418,513	\$ 438,862
Other liabilities		31,082	25,493
Total noninterest-bearing liabilities	\$	449,595	\$ 464,355
Stockholders' Equity		223,075	190,096
Total Liabilities and Stockholders' Equity	\$	2,500,144	\$ 2,129,328
Net interest income	\$	42,418	\$ 38,978
Net interest spread <sup>(2)</sup>		2.60 %	3.08 %
Net interest margin <sup>(3)</sup>		3.57 %	3.89 %

(1) Includes nonaccrual loans.

(2) Net interest spread is the difference between interest rates earned on interest-earning assets and interest rates paid on interest-bearing liabilities.

(3) Net interest margin is a ratio of net interest income to average interest-earning assets for the same period.

Increases and decreases in interest income and interest expense result from changes in average balances (volume) of interest-earning assets and interest-bearing liabilities, as well as changes in average interest rates.

The following tables set forth the effects of changing rates and volumes on our net interest income during the periods shown. Information is provided with respect to: (i) effects on interest income attributable to changes in volume (change in volume multiplied by prior rate); and (ii) effects on interest income attributable to changes in rate (changes in rate multiplied by prior volume). For purposes of this table, changes attributable to both rate and volume that cannot be segregated have been proportionately allocated to both volume and rate.

Six Months Ended June 30, 2024 vs. Six Months Ended June 30, 2023				
Changes due to:				
	Volume	Rate	Total Variance	
(dollars in thousands)				
<b>Interest-earning assets:</b>				
Loans, net of unearned income	\$ 10,896	\$ 5,188	\$	16,084
Taxable securities	469	527		996
Nontaxable securities	(37)	(22)		(59)
Other interest-earning assets	1,220	618		1,838
Total increase in interest income	\$ 12,548	\$ 6,311	\$	18,859
<b>Interest-bearing liabilities:</b>				
Interest-bearing transaction accounts	(4)	12		8
Savings and money market accounts	1,784	4,337		6,121
Time deposits	5,472	3,050		8,522
FHLB advances	467	96		563
Other borrowings	256	(51)		205
Total increase in interest expense	\$ 7,975	\$ 7,444	\$	15,419
Increase in net interest income	\$ 4,573	\$ (1,133)	\$	3,440

Net interest income for the six months ended June 30, 2024 was \$42.4 million compared to \$39.0 million for the six months ended June 30, 2023, an increase of \$3.4 million, or 8.8%. The increase in net interest income was comprised of a \$18.9 million, or 31.0%, increase in interest income, partially offset by a \$15.4 million or 70.4%, increase in interest expense. The increase in interest income was substantially the result of a \$308.5 million, or 18.8%, increase in average loans outstanding from June 30, 2023 to June 30, 2024, coupled with a 0.61% increase in average loan yield as higher rate loans were recorded from June 30, 2023 to June 30, 2024. The increase in average loans outstanding was substantially due to organic growth. The \$15.4 million increase in interest expense for the six months ended June 30, 2024 was primarily due to an increase of \$352.6 million, or 23.9%, in average interest-bearing liabilities from June 30, 2023 to June 30, 2024, coupled with a 1.11% increase in the cost paid on interest-bearing liabilities for the six months ended June 30, 2024. For the six months ended June 30, 2024, net interest margin and net interest spread were 3.57% and 2.60%, respectively, compared to 3.89% and 3.08%, respectively, for the same period in 2023.

#### Provision for Credit Losses

The provision for credit losses for the six months ended June 30, 2024 was \$2.3 million compared to \$2.7 million for the six months ended June 30, 2023. The provision for the six months ended June 30, 2024 was based primarily on loan growth along with qualitative economic factors and individually analyzed loans, whereas provision for the six months

ended June 30, 2023 was based primarily on growth as well as economic factors. In the six months ended June 30, 2024, there were net charge offs of \$853,000. In the six months ended June 30, 2023, there were net charge offs of \$224,000.

The allowance for credit losses as a percentage of gross loans was 1.28% and 1.24% at June 30, 2024 and 2023, respectively.

#### Noninterest Income

Noninterest income for the six months ended June 30, 2024 was \$2.6 million compared to \$8.6 million for the six months ended June 30, 2023, a decrease of \$6.0 million, or 69.5%, which primarily resulted from the aforementioned \$5.1 million in ERC, along with a realized net gain on securities during the six months ended June 30, 2024, compared to a net gain on securities during the six month ended June 30, 2023.

The following table sets forth the major components of our noninterest income for the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30,		
	2024	2023	Increase (Decrease)
	(dollars in thousands)		
Service charges on deposit accounts	\$ 925	\$ 906	\$ 19
Swap fees	19	169	(150)
SBA/USDA fees	122	200	(78)
Bank card services and interchange fees	828	771	57
Mortgage banking activities	188	288	(100)
Net gain on securities	8	469	(461)
ERC	—	5,100	(5,100)
Other operating income <sup>(1)</sup>	546	745	(199)
Total noninterest income	\$ 2,636	\$ 8,648	\$ (6,012)

(1) Other income and fees include income and fees associated with miscellaneous services and the increase in the cash surrender value of BOLI.

Income from service charges on deposit accounts includes fees for overdraft charges, insufficient funds charges, account analysis service fees on commercial accounts, and monthly account service fees. These fees increased \$19,000, or 2.1%, to \$925,000 for the six months ended June 30, 2024 from \$906,000 for the six months ended June 30, 2023. The increase was primarily attributed to an overall net increase in service charges on deposit accounts as a result of deposit growth.

Interest rate swap fees represent fees received when the Bank's customer enters into a back-to-back swap agreement and fair value adjustments. These fees decreased \$150,000, or 88.8%, to \$19,000 for the six months ended June 30, 2024 from \$169,000 for the six months ended June 30, 2023. The Bank did not participate in interest rate swaps during the six months ended June 30, 2024, but did realize a net fair value adjustment as income.

SBA/USDA fees primarily include gains on the sale of loans and servicing of the loans. These fees decreased \$78,000, or 39.0%, to \$122,000 for the six months ended June 30, 2024, from \$200,000 for the six months ended June 30, 2023. The decrease was primarily due to additional gains on the sales of loans during the six months ended June 30, 2023, compared to the six months ended June 30, 2024, along with a reduction in servicing income during the six months ended June 30, 2024.

Bank card services and interchange fees are derived from debit cards and foreign ATM transactions. These fees increased \$57,000, or 7.4%, to \$828,000 for the six months ended June 30, 2024, from \$771,000 for the six months ended June 30, 2023. The increase was primarily the result of more transactional volume that generated an increase in interchange fees during the six months ended June 30, 2024.

Income from mortgage banking activities primarily includes origination fees and gains on the sale of mortgage loans originated for sale in the secondary market. Income from mortgage banking activities decreased \$100,000, or 34.7%, to \$188,000 for the six months ended June 30, 2024 from \$288,000 for the six months ended June 30, 2023. This decrease was the result of decreased volumes in the secondary market primarily based on reduced mortgage demand from increased interest rates.

Net gain on securities was \$8,000 for the six months ended June 30, 2024, as a result of market adjustments on equity securities. Net gain on securities was \$469,000 for the six months ended June 30, 2023, substantially as a result of market adjustments on equity securities.

During the second quarter of 2023, the Company received \$5.1 million in ERC. After reviewing the revised IRS guidelines pertaining to ERC, the Company decided to return the \$5.1 million ERC to the IRS during the third quarter of 2023 and has elected to participate in the ERC-VDP.

Other operating income decreased \$199,000, or 26.7%, to \$546,000 for the six months ended June 30, 2024 from \$745,000 for the six months ended June 30, 2023. The decrease was primarily the result of a reduction in nonrecurring income from a third-party during the three months ended June 30, 2024, which was partially offset by an increase in BOLI income, resulting from the purchase of additional BOLI insurance during the six months ended June 30, 2024.

#### Noninterest Expense

Noninterest expense for the six months ended June 30, 2024 was \$21.8 million compared to \$23.6 million for the six months ended June 30, 2023, a decrease of \$1.8 million, or 7.6%, which primarily resulted from a decrease in salaries and employee benefits during the six months ended June 30, 2024 and professional fees related to ERC incurred during the six months ended June 30, 2023. These decreases were significantly offset by an increase in other operating expenses during the six months ended June 30, 2024.

The following table sets forth the major components of our noninterest expense for the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30,		
	2024	2023	Increase (Decrease)
	(dollars in thousands)		
Salaries and employee benefits	\$ 12,343	\$ 14,174	\$ (1,831)
Equipment and occupancy expenses	1,356	1,377	(21)
Professional services	1,093	1,025	68
Professional fees related to ERC	—	1,243	(1,243)
Data processing fees	1,329	1,239	90
Other real estate expense (income)	6	(83)	89
Other operating expenses <sup>(1)</sup>	5,659	4,615	1,044
Total noninterest expense	\$ 21,786	\$ 23,590	\$ (1,804)

(1) Other operating expenses include items such as FDIC insurance, telephone expenses, marketing and advertising expense, debit card expenses, courier fees, directors' fees, travel and entertainment expenses, insurance, fraud and forgery losses, uninsured deposit program expenses, tax credit investment expenses and provision for credit losses on unfunded commitments.

Salaries and employee benefits primarily include: (i) amounts paid to employees for base pay, incentive compensation, and bonuses; (ii) health and other related insurance paid by the Bank on behalf of our employees; and (iii) retirement plans provided for employees, including the 401(k) and non-qualified plans maintained for certain key employees. Salaries and employee benefits decreased \$1.8 million, or 12.9%, from \$14.2 million for the six months ended June 30, 2023 to \$12.3 million for the six months ended June 30, 2024. The decrease was substantially the result of one-time retirement-related expenses of \$1.6 million paid to our former CEO in May 2023, a decrease in incentive expense due to the retirement, an overall reduction in employees and a reduction in expenses associated with restricted stock units resulting from the retirement. These decreases were partially offset by an increase in expenses related to our supplemental executive retirement plan ("SERP"), as a result of an additional participant and accruals into the SERP.

Equipment and occupancy expenses consist of depreciation on property, premises, equipment and software, rent expense for leased facilities, maintenance agreements on equipment, property taxes, and other expenses related to maintaining owned or leased assets. Equipment and occupancy expense for the six months ended June 30, 2024 was \$1.4 million compared to \$1.4 million for the six months ended June 30, 2023, a decrease of \$21,000, or 1.5%. The decrease was primarily attributable to a reduction in costs associated with contracts and repair/maintenance, which was partially offset by additional leasing expense during the six months ended June 30, 2024.

Professional services expenses, which include legal fees, audit and accounting fees, and consulting fees, increased \$68,000, or 6.6%, to \$1.1 million for the six months ended June 30, 2024 compared to \$1.0 million for the six months ended June 30, 2023. The increase was primarily the result of an increase in placement fees associated with utilizing additional brokered deposits during 2024, which was partially offset by a decrease in legal expenses.

The second quarter of 2023 included \$1.2 million in professional fees paid by the Company in obtaining the aforementioned \$5.1 million in ERC. After reviewing the revised IRS guidelines pertaining to ERC, the Company decided to return the ERC to the IRS and received a refund of all professional fees totaling \$1.2 million related to ERC during the third quarter of 2023.

Data processing fees, which primarily consists of data processing services for core processing from a third-party vendor, increased \$90,000, or 7.3%, to \$1.3 million for the six months ended June 30, 2024 compared to \$1.2 million for the six months ended June 30, 2023. The increase was primarily the result of additional software and general increases.

Other real estate expense (income) increased \$89,000, or 107.2%, to a net expense of \$6,000 for the six months ended June 30, 2024, from a net income of \$83,000 for the six months ended June 30, 2023. The six months ended June 30, 2023 included rental income related to a property sold in December 2023 as well as more expenses compared to the three months ended June 30, 2024. The Company realized a small gain on the sale of property during the three months ended June 30, 2024, compared to a loss during the three months ended June 30, 2023.

Other operating expenses increased \$1.0 million, or 22.6%, to \$5.7 million for the six months ended June 30, 2024, compared to \$4.6 million for the six months ended June 30, 2023. The increase was substantially due to a \$1.2 million wire fraud loss incurred during the six months ended June 30, 2024 that was not a systematic issue, only a procedural incident, along with an increase in FDIC insurance and regulatory assessments during the six months ended June 30, 2024. These increases were partially offset by the recognition of a credit for credit losses on unfunded loan commitments during the six months ended June 30, 2024, compared to the recognition of provision for credit losses on unfunded loan commitments during the six months ended June 30, 2023, coupled with a net recovery of fraud and forgery losses (excluding the \$1.2 million wire fraud loss) during the six months ended June 30, 2024, compared to a net loss during the six months ended June 30, 2023.

## Financial Condition



Total assets grew \$64.3 million \$125.3 million, or 2.6% 5.1%, to \$2.5 billion \$2.6 billion at March 31, 2024 June 30, 2024 from \$2.4 billion at December 31, 2023.

Loans, net of unearned income, increased \$80.6 million \$130.9 million, or 4.3% 6.9%, to \$2.0 billion at March 31, 2024 June 30, 2024 from \$1.9 billion at December 31, 2023. Loans, net of unearned income, grew at a linked-quarter an annualized rate of 17.2% 14.0% for the three six months ended March 31, 2024 June 30, 2024.

Securities portfolio decreased \$1.6 million increased \$5.5 million, or 0.8% 2.8%, to \$197.0 million \$204.1 million at March 31, 2024 June 30, 2024, compared to \$198.6 million at December 31, 2023.

Cash and cash equivalents fell \$13.5 million \$12.3 million, or 5.4% 4.9%, to \$237.1 million \$238.4 million at March 31, 2024 June 30, 2024, from \$250.7 million at December 31, 2023.

Deposits grew \$91.6 million \$157.5 million, or 4.5% 7.8%, to \$2.1 billion \$2.2 billion at March 31, 2024 June 30, 2024 compared to \$2.0 billion at December 31, 2023. The majority of the growth was due to an increase of \$112.9 million \$179.4 million in interest-bearing account balances, deposits, partially offset by a \$21.3 million \$21.9 million decrease in noninterest-bearing deposits. Included in the increase was \$60.2 million \$57.5 million in brokered deposits. Total deposits, excluding brokered deposits, grew 1.8% at an annualized rate of 11.3% for the three six months ended March 31, 2024 June 30, 2024.

Total stockholders' equity increased \$7.9 million \$15.6 million, or 3.7% 7.3%, to \$222.9 million \$230.6 million at March 31, 2024 June 30, 2024, compared to \$215.0 million at December 31, 2023. The increase was substantially due to earnings growth.

### Loan Portfolio

Loans represent the largest portion of earning assets, greater than the securities portfolio or any other asset category, and the quality and diversification of the loan portfolio is an important consideration when reviewing the Company's financial condition.

The Company originates residential real estate loans for the secondary market. The Company sells the residential real estate loans exclusively to two private investors who solely and independently make the credit decisions and set the closing conditions. The loans are closed in the Company's name but are immediately assigned to the designated investor. These loans have an average turn time to purchase of 30 days or less. These mortgage loans are designated on the Company's balance sheet as held for sale. This segment represents less than 0.024% 0.092% of total loans based on the latest thirteen-month average.

We have three loan portfolio segments: real estate ("RE") which is divided into three classes, commercial and industrial ("C&I"), and consumer and other. A class is generally determined based on the initial measurement attribute, risk characteristic of the loan, and method for monitoring and assessing credit risk. Classes within the RE portfolio segment include construction and development or ("C&D"), residential mortgages, and commercial mortgages.

Our loan clients primarily consist of small to medium sized business, the owners and operators of these businesses, as well as other professionals, entrepreneurs and high net worth individuals. We believe owner-occupied and investment

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commercial real estate loans, residential construction loans and commercial business loans provide us with higher risk-adjusted returns, shorter maturities and more sensitivity to interest rate fluctuations, and are complemented by our relatively lower risk residential real estate loans to individuals.

The following describes risk characteristics relevant to each of the loan portfolio segments:

**Real estate**—The Company offers various types of real estate loan products, which are divided into the classes described below. All loans within this portfolio segment are particularly sensitive to the valuation of real estate:

- Construction and development, or C&D, loans include extensions of credit to real estate developers or investors where repayment is dependent on the sale of the real estate or income generated from the real estate collateral.
- Residential mortgages include 1-4 family first mortgage loans, which are repaid by various means such as a borrower's income, sale of the property, or rental income derived from the property. These include second liens or open-end residential real estate loans, such as home equity lines. These loans are typically repaid by the same means as 1-4 family first mortgages.
- Commercial mortgages include both owner-occupied commercial real estate loans and other commercial real estate loans, such as commercial loans secured by income producing properties. Owner-occupied commercial real estate loans made to operating businesses are long-term financing of land and buildings and are repaid by cash flows generated from business operations. Real estate loans for income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers are repaid from rent income derived from the properties.

**Commercial and industrial**—This loan portfolio segment includes loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases, leases, or expansion projects. Loans are repaid by business cash flows. Collection risk in this portfolio is driven by the creditworthiness of the underlying borrower, particularly cash flows from the borrowers' business operations.



**Consumer and other**—This loan portfolio segment includes direct consumer installment loans, overdrafts and other revolving credit loans. Loans in this portfolio are sensitive to unemployment and other key consumer economic measures.

The following table presents the balance and associated percentage of the composition of loans, excluding loans held for sale on the dates indicated:

		March 31, 2024			December 31, 2023		
		June 30, 2024			December 31, 2023		
	Amount		Amount	% of Total	Amount	% of Total	
(dollars in thousands)							
<b>Real estate mortgages:</b>							
Construction and development							
Construction and development							
Construction and development	\$ 252,934	12.8	12.8	%	\$ 242,960	12.9	12.9 %
Residential	238,702	12.1	12.1	%	224,603	11.9	11.9 %
Commercial	1,182,634	60.0	60.0	%	1,144,867	60.5	60.5 %
Commercial and industrial	288,701	14.7	14.7	%	269,961	14.3	14.3 %
Consumer and other	8,425	0.4	0.4	%	8,286	0.4	0.4 %
Gross Loans	1,971,396	100.0	100.0	%	1,890,677	100.0	100.0 %
<b>Deferred loan fees</b>							
<b>Allowance for credit losses</b>							
<b>Allowance for credit losses</b>							
<b>Allowance for credit losses</b>							
Loans, net							
Loans, net							
Loans, net							

Gross loans increased \$80.7 million \$131.2 million, or 4.3% 6.9%, to \$2.0 billion as of March 31, 2024 June 30, 2024 as compared to \$1.9 billion as of December 31, 2023. Portfolio segments and classes remained relatively consistent since December 31, 2023.

The majority of our fixed rate loans have a one to five-year maturity. This type of loan has historically been about approximately 50% of total loans over the past three years because the majority of our commercial loans are priced with five-year balloons.

We are primarily involved in real estate and commercial lending activities with customers throughout our markets in Alabama and Georgia. About 84.9% 84.8% of our gross loans were secured by real property as of March 31, 2024 June 30, 2024, compared to 85.3% as of December 31, 2023. We believe that these loans are not concentrated in any one single property type and that they are geographically dispersed throughout our markets. Our debtors' ability to repay their loans is substantially dependent upon the economic conditions of the markets in which we operate, which consist primarily of wholesale/retail and related businesses.

Commercial real estate loans were 60.0% 60.5% of total gross loans as of March 31, 2024 June 30, 2024 and represented 60.5% of total gross loans as of December 31, 2023. C&D loans were 12.8% 12.0% of total gross loans as of March 31, 2024 June 30, 2024, and represented 12.9% of total gross loans as of December 31, 2023. The regulatory concentration ratio of the Company's commercial real estate loans to total risk-based Bank capital is 298.9% 291.9% as of March 31, 2024 June 30, 2024 and 296.8% as of December 31, 2023. C&D loans represented 81.6% 76.0% of total risk-based Bank capital as of March 31, 2024 June 30, 2024 as compared to 80.9% as of December 31, 2023. The regulatory concentration ratios of commercial real estate loans and construction and development loans to total risk-based capital as of March 31, 2024 June 30, 2024 and December 31, 2023 were each below the 300%/100% concentration guidelines provided by regulators. Further, these loans are geographically diversified, primarily throughout our markets in Alabama and Georgia.

The Company has established concentration limits in its loan portfolio for commercial real estate loans by loan types, including collateral and industry, among others. The sector concentration is actively managed by the Senior Management team, including the Chief Executive Officer and President, Chief Risk/Credit Officer **Chief Operating Officer** and **Chief Financial Officer**.

The Company requires all business purpose loans to be underwritten by a centralized underwriting department located in Birmingham, Alabama. Industry-tested underwriting guidelines are used to assess a borrower's historical cash flow to determine debt service, and the Company further stress tests the debt service under higher interest rate scenarios. Financial and performance covenants are used in commercial lending to allow us to react to a borrower's deteriorating financial condition, should that occur.

**Construction and Development.** Loans for residential construction are for single-family properties to developers or investors. These loans are underwritten based on estimates of costs and the completed value of the project. Funds are advanced based on estimated percentage of completion for the project. Performance of these loans is affected by economic conditions as well as the ability to control the costs of the projects. This category also includes commercial construction projects.

Construction and development loans **increased \$10.0 million, decreased \$387,000, or 4.1% 0.2%, to \$252.9 million \$242.6 million** as of **March 31, 2024 June 30, 2024** from \$243.0 million as of December 31, 2023. The majority of this **increase decrease** was **primarily** due to loan **growth primarily** reclassifications to commercial real estate in the Company's **Opelika and Huntsville, Alabama Atlanta** and Columbus, Georgia markets.

**Residential.** We offer one-to-four family mortgage loans on both owner-occupied primary residences and investor-owned residences, which make up **49.9% 51.8%** of our residential loan portfolio. Our residential loans also include home equity lines of credit, which total **\$22.4 million \$24.3 million, or 9.4% 9.8%** of our residential portfolio as of **March 31, 2024 June 30, 2024**. By offering a full line of residential loan products, the owners of the small to medium sized businesses that we lend to use us, instead of a competitor, for financing a personal residence. We also offer multi-family loans, which comprise **40.0% 37.8%** of the portfolio. Other residential loans make up the remaining **0.7% 0.6%** of the portfolio.

**Residential Residential** multi-family loans increased **\$14.1 million \$24.9 million, or 6.3% 11.1%, to \$238.7 million \$249.5 million** as of **March 31, 2024 June 30, 2024** from \$224.6 million as of December 31, 2023. The majority of this increase was due to loan growth in the Company's Atlanta, Georgia market.

**Commercial Real Estate.** The Company's commercial real estate loan portfolio includes loans for commercial property that is owned by real estate investors, construction loans to build owner-occupied properties, and loans to developers of commercial real estate investment properties and residential developments. Commercial real estate loans are subject to underwriting standards and processes similar to the Company's commercial loans. These loans are underwritten primarily based on projected cash flows for income-producing properties and collateral values for non-income-producing properties. The repayment of these loans is generally dependent on the successful operation of the property securing the loans or the sale or refinancing of the property. Real estate loans may be adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's real estate portfolio are diversified by type and geographic

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location. The Company believes the diversity helps reduce the exposure to adverse economic events that may affect any single market or industry.

Commercial real estate loans increased **\$37.8 million \$77.9 million, or 3.3% 6.8%, to \$1.2 billion** as of **March 31, 2024 June 30, 2024** from \$1.1 billion as of December 31, 2023. The increase in **commercial commercial** real estate loans during this period was **mostly mostly** driven by general increases in lending activity, primarily in the Company's **Atlanta, Atlanta/Columbus, Georgia market. A markets. As s of March 31, 2024 June 30, 2024**, the Company's commercial real estate portfolio was comprised of **\$577.5 million \$594.6 million** in non-owner occupied commercial real estate loans and **\$131.7 million \$139.8 million** in commercial construction loans.

**Commercial and Industrial.** Commercial and industrial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably. Underwriting standards have been designed to determine whether the borrower possesses sound business ethics and practices, to evaluate current and projected cash flows to determine the ability of the borrower to repay their obligations, and to ensure appropriate collateral is obtained to secure the loan. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and, secondarily, on the underlying collateral provided by the borrower. Most commercial and industrial loans are secured by the assets being financed or other business assets, such as real estate, accounts receivable, or inventory, and typically include personal guarantees. Owner-occupied real estate is included in commercial and industrial loans, as the repayment of these loans is generally dependent on the operations of the commercial borrower's business rather than on income-producing properties or the sale of the properties.

Commercial and **industrial industrial** loans increased **\$18.7 million \$27.5 million, or 6.9% 10.2% to \$288.7 million \$297.5 million** as of **March 31, 2024 June 30, 2024** from \$270.0 million as of December 31, 2023. The majority of this increase was due to loan growth primarily in the Company's **Atlanta, Atlanta/Newnan, Georgia and Opelika, Alabama** markets.

**Consumer and Other.** The Company utilizes the central underwriting department for all consumer loans over \$200,000 in total credit exposure regardless of collateral type. Loans below this threshold are underwritten by the responsible loan officer in accordance with the Company's consumer loan policy. The loan policy addresses types of consumer loans that may be originated and the requisite collateral, if any, which must be perfected. We believe the relatively smaller individual dollar amounts of consumer loans that are spread over numerous individual borrowers minimize risk.

Consumer and other loans (non-real estate loans) increased **\$139,000, \$1.3 million or 1.7% 15.4%, to \$8.4 million \$9.6 million** as of **March 31, 2024 June 30, 2024** from \$8.3 million as of December 31, 2023.

## Loan Participations

In the normal course of business, the Company periodically sells participating interests in loans to other banks and investors. All participations are sold on a proportionate (pro-rata) basis with all cash flows divided proportionately among the participants and no party has the right to pledge or exchange the entire financial asset without the consent of all the participants. Other than standard 90-day prepayment provisions and standard representations and warranties, participating interests are sold without recourse. We also purchase loan participations from time to time.

At March 31, 2024, June 30, 2024 and December 31, 2023, loan participations sold to third-parties, third parties (which are not included in the accompanying consolidated balance sheets) totaled \$140.6 million, \$148.1 million and \$127.8 million, respectively. We sell participations to manage our credit exposures to borrowers and concentration guidelines. At March 31, 2024, June 30, 2024 and December 31, 2023, we purchased loan participations totaling \$123.5 million, \$120.0 million and \$121.8 million, respectively. The variances come from purchases and sales of participations in the ordinary course of business.

## Allowance for Credit Losses

As described previously under Recent Accounting Pronouncements, the Company adopted Accounting Standards Update (ASU) 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“CECL”) effective January 1, 2023.

For loans the allowance for credit losses is based on the Company’s evaluation of the loan portfolio, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrower’s ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan quality indications and other pertinent factors, including regulatory recommendations. The process is inherently subjective and subject to significant change as it

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requires material estimates. The allowance is increased by a provision for credit losses, which is charged to expense, and reduced by charge offs, net of recoveries. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance for credit losses. Such agencies may require the Company to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination.

Loans with similar risk characteristics are evaluated in pools and, depending on the nature of each identified pool, the Company utilizes a discounted cash flow, probability of default / loss given default, or remaining life method. The historical loss experience estimate by pool is then adjusted by forecast factors that are quantitatively related to the Company’s historical credit loss experience, such as national unemployment rates and gross domestic product. Losses are predicted over a period of time determined to be reasonable and supportable, and at the end of the reasonable and supportable period losses are reverted to long term historical averages. The reasonable and supportable period and reversion period are re-evaluated each quarter by the Company and are dependent on the current economic environment among other factors.

The estimated credit losses for each loan pool are then adjusted for changes in qualitative factors not inherently considered in the quantitative analyses. The qualitative adjustments either increase or decrease the quantitative model estimation. The Company considers factors that are relevant within the qualitative framework which include the following: changes in lending policies and quality of loan reviews, changes in nature and volume of loans, changes in volume and trends of problem loans, changes in concentration risk, trends in underlying collateral values, changes in competition, legal and regulatory environment and changes in economic conditions.

Credit losses for loans that no longer share similar risk characteristics with the collectively evaluated pools are excluded from the collective evaluation and estimated on an individual basis. Specific allowances are estimated based on one of several methods, including the estimated fair value of the underlying collateral, observable market value of similar debt or the present value of expected cash flows.

The Company measures expected credit losses over the contractual term of a loan, adjusted for estimated prepayments. The contractual term excludes expected extensions, renewals and modifications unless there is a reasonable expectation that a loan modification will be executed. Credit losses are estimated on the amortized cost basis of loans. Accrued interest receivable on loans is excluded from the estimate of credit losses.

## Credit Exposure

The Company also has off-balance sheet financial instruments, which include unfunded credit commitments and letters of credit. The Company minimizes these risks through underwriting guidelines and prudent risk management techniques. For off-balance sheet instruments, the allowance for credit losses is calculated in accordance with Topic 326, representing expected credit losses over the contractual period for which the Company is exposed to credit risk resulting from a contractual obligation to extend credit and considers the probability of a drawdown on the commitment and other factors. The allowance is reported as a component of other liabilities within the consolidated balance sheets. Adjustments to the allowance for credit losses for unfunded commitments are reported in the income statement as a component of other operating expense. The allowance for credit losses on off-balance sheet financial instruments was \$1.3 million, \$1.2 million and \$1.2 million at March 31, 2024, June 30, 2024 and December 31, 2023, December 31, 2023, respectively.

The allowance for credit losses was \$25.1 million, \$25.8 million at March 31, 2024, June 30, 2024 compared to \$24.4 million at December 31, 2023, an increase of \$766,000, of \$1.5 million, or 3.1%, 5.9%. Additional provisions were recorded, recorded based on overall growth in loans and increases for qualitative economic factors and individually analyzed loans.

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The following table provides an analysis of the allowance for credit losses as of the dates indicated.

	Three Months Ended		Three Months Ended	Three Months Ended	Six Months Ended
	March 31, 2024		March 31, 2023		
	June 30, 2024		June 30, 2023	June 30, 2024	June 30, 2023
	(dollars in thousands)		(dollars in thousands)		(dollars in thousands)
Average loans, net of unearned income					
Average loans, net of unearned income					
Average loans, net of unearned income					
Loans, net of unearned income					
Allowance for credit losses at beginning of the period					
Impact of adoption of ASC 326					
Charge offs:					
Construction and development					
Construction and development					
Construction and development					
Residential					
Commercial					
Commercial and industrial					
Consumer and other					
Total charge offs					
Recoveries:					
Construction and development					
Construction and development					
Construction and development					
Residential					
Commercial					
Commercial and industrial					
Consumer and other					
Total recoveries					
Net charge offs					
Net charge offs					
Provision for credit losses					
Provision for credit losses					
Provision for credit losses					
Balance at end of period					
Allowance for credit losses on unfunded commitments at beginning of the period					
Allowance for credit losses on unfunded commitments at beginning of the period					
Allowance for credit losses on unfunded commitments at beginning of the period					
Impact of adoption of ASC 326					
Provision for credit losses on unfunded commitments					
(Credit) provision for credit losses on unfunded commitments					
Balance at the end of the period					
Ratio of allowance to end of period loans					

Ratio of allowance to end of period loans

Ratio of allowance to end of period loans		1.28 %	1.21 %	1.28 %	1.25 %	1.28 %	1.25 %
Ratio of net charge offs to average loans	Ratio of net charge offs to average loans	0.10 %	0.05 %	Ratio of net charge offs to average loans	0.08 %	0.01 %	0.09 %
							0.03 %

Net charge offs for the three months ended **March 31, 2024** **June 30, 2024** totaled **\$470,000**, **\$383,000**, an increase of **\$273,000** **\$356,000** compared to net charge offs of **\$197,000** **\$27,000** for the three months ended **March 31, 2023** **June 30, 2023**. Net charge offs for the six months ended **June 30, 2024** totaled **\$853,000**, an increase of **\$629,000** compared to net charge offs of **\$224,000** for the six months ended **June 30, 2023**.

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The following table presents the allocation of the allowance for credit losses for each respective loan category with the corresponding percentage of loans in each category to total loans:

March 31, 2024				March 31, 2023			
June 30, 2024				June 30, 2023			
Amount	Amount	Percentage of loans in each category to gross loans	Amount	Amount	Percentage of loans in each category to gross loans	Amount	Amount
(dollars in thousands)							

Real estate mortgages:

Construction and development															
Construction and development															
Construction and development	\$ 5,681	12.8	12.8 %	\$ 5,440	13.8	13.8 %	\$ 5,556	12.0	12.0 %	\$ 5,655	13.3				
Residential	Residential	3,241	12.1	12.1 %	2,097	11.9	11.9 %	Residential	3,468	12.3	12.3 %	2,965	12.3		
Commercial	Commercial	12,047	60.0	60.0 %	8,101	57.5	57.5 %	Commercial	12,453	60.5	60.5 %	8,767	58.5		
Commercial and industrial	Commercial and industrial	4,088	14.7	14.7 %	4,110	16.4	16.4 %	Commercial and industrial	4,258	14.7	14.7 %	3,871	15.5		
Consumer and other	Consumer and other	87	0.4	0.4 %	107	0.4	0.4 %	Consumer and other	93	0.5	0.5 %	127	0.5		
Total	Total	\$25,144	100.0	100.0 %	\$19,855	100.0	100.0 %	Total	\$25,828	100.0	100.0 %	\$21,385	100.0		

## Nonperforming Loans

Loans are considered delinquent when principal or interest payments are past due 30 days or more. Delinquent loans may remain on accrual status between 30 days and 90 days past due. Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. Typically, the accrual of interest on loans is discontinued when principal or interest payments are past due 90 days or when, in the opinion of management, there is a reasonable doubt as to collectability in the normal course of business. When loans are placed on nonaccrual status, all interest previously accrued but not collected is reversed against current period interest income. Income on nonaccrual loans is subsequently recognized only to the extent that cash is received and the loan's principal balance is deemed collectible. Loans are restored to accrual status when loans become well-secured and management believes full collectability of principal and interest is probable.

Loans that do not share risk characteristics are evaluated on an individual basis. Loans evaluated individually are not also included in the collective evaluation. Depending on a particular loan's circumstances, the Company measures impairment of a loan based upon the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the fair value of the collateral less estimated costs to sell if the loan is collateral dependent. A loan is considered collateral dependent when repayment of the loan is based solely on the liquidation of the collateral. Fair value, where possible, is determined by independent appraisals, typically on an annual basis. Between appraisal periods, the fair value may be adjusted based on specific events, such as if deterioration of quality of the collateral comes to the Company's attention as part of its problem loan monitoring process, or if discussions with the borrower lead us to believe the last appraised value no longer reflects the actual market for the collateral. The impairment amount on a collateral-dependent loan is charged off to the allowance if deemed not collectible and the impairment amount on a loan that is not collateral-dependent is set up as a specific reserve.

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less estimated selling costs. Any write-down to fair value at the time of transfer to other real estate owned is charged to the allowance for credit losses. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less estimated costs to sell. Costs of improvements are capitalized, whereas costs related to holding other real estate owned and subsequent write-downs to the value are expensed. Any gains and losses realized at the time of disposal are reflected in income.

Real estate, which the Company acquires as a result of foreclosure or by deed-in-lieu of foreclosure, is classified as **foreclosed** **foreclosed** assets until sold and is initially recorded at **fair** **fair** value less costs to sell when acquired, establishing a new carrying value. Foreclosed assets totaled \$33,000 at **March 31, 2024**, **June 30, 2024** consisting of one property, located in Wedowee, Alabama.

Nonperforming loans include nonaccrual loans and loans past due 90 days or more. Nonperforming assets consist of nonperforming loans plus OREO and collateral taken in foreclosure or similar proceedings.

**Total** **Total** nonperforming loans increased **\$2.3 million** **\$2.6 million** from December 31, 2023 to **March 31, 2024**, **June 30, 2024**. The net increase was primarily attributable to one significant commercial real estate loan and **one significant** **two** commercial and industrial **loan** **loans** each being placed on nonaccrual status.

Nonperforming Assets

The following table sets forth the allocation of the Company's nonperforming assets among different asset categories as of the dates indicated. Nonperforming assets consist of nonperforming loans plus OREO and repossessed property. Nonperforming loans include nonaccrual loans and loans past due 90 days or more.

		March 31,		December 31,	
		June 30,		December 31,	
		2024	2024	2023	2023
		2024	2023	2023	2023
(dollars in thousands)					

Nonaccrual loans  
Nonaccrual loans  
Nonaccrual loans

Past due loans 90 days or more  
and still accruing interest  
Total nonperforming loans

OREO  
Total nonperforming assets  
Total nonperforming assets  
Total nonperforming assets  
Allowance for credit losses  
Allowance for credit losses  
Allowance for credit losses

Gross loans outstanding at the  
end of period

Allowance for credit losses to gross loans	Allowance for credit losses to gross loans	1.28 %	1.20 %	1.29 %	Allowance for credit losses to gross loans	1.28 %	1.24 %	1.29 %
Allowance for credit losses to nonperforming loans	Allowance for credit losses to nonperforming loans	729.66 %	1206.26 %	2071.20 %	Allowance for credit losses to nonperforming loans	682.56 %	2117.33 %	2071.20 %
Nonperforming loans to gross loans	Nonperforming loans to gross loans	0.17 %	0.10 %	0.06 %	Nonperforming loans to gross loans	0.19 %	0.06 %	0.06 %
Nonperforming assets to gross loans and OREO	Nonperforming assets to gross loans and OREO	0.18 %	0.28 %	0.06 %	Nonperforming assets to gross loans and OREO	0.19 %	0.22 %	0.06 %

Nonaccrual loans by category:  
Nonaccrual loans by category:

Nonaccrual loans by category:

Real estate mortgages:
Real estate mortgages:
Real estate mortgages:
Real Estate:
Real Estate:
Real Estate:
Construction and development
Construction and development
Construction and development
Residential
Commercial
Commercial and industrial
Consumer and other
Total

Securities Portfolio

The securities portfolio serves the following purposes: (i) it provides liquidity to supplement cash flows from the loan and deposit activities of customers; (ii) it can be used as an interest rate risk management tool since it provides a large base of assets and the Company can change the maturity and interest rate characteristics more readily than the loan portfolio to better match changes in the deposit base and other Company funding sources; (iii) it is an alternative interest-earning asset when loan demand is weak or when deposits grow more rapidly than loans; and (iv) it provides a source of pledged assets for securing certain deposits and borrowed funds, as may be required by law or by specific agreement with a depositor or lender.

The securities portfolio consists of securities classified as available for sale and held to maturity. All available for sale securities are reported at fair value. Securities available for sale consist primarily of state and municipal securities and mortgage-backed securities. All held to maturity securities are recorded at amortized cost. Securities held to maturity consist of state and municipal securities. We determine the appropriate classification at the time of purchase.

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The following table summarizes the fair value of the securities portfolio as of March 31, 2024June 30, 2024 and December 31, 2023:

	Amortized Cost	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(dollars in thousands)								
March 31, 2024									
June 30, 2024									
Securities Available for Sale									
Securities Available for Sale									
Securities Available for Sale									
U.S. Treasury securities									
U.S. Treasury securities									
U.S. Treasury securities									
U.S. Government Sponsored Enterprises (GSEs)									
State and municipal securities									
Corporate debt securities									
Asset based securities									
Mortgage-backed GSE residential/multifamily and non-GSE									
Total securities available for sale									
Securities Held to Maturity									
Securities Held to Maturity									
Securities Held to Maturity									

State and municipal securities  
State and municipal securities  
State and municipal securities

Total securities held to maturity  
Total securities held to maturity  
Total securities held to maturity  
Total securities

December 31, 2023

Securities Available for Sale

U.S. Treasury securities	\$	9,721	\$	—	\$	(949)	\$	8,772
U.S. Government Sponsored Enterprises (GSEs)		2,446		37		(215)		2,268
State and municipal securities		45,220		21		(4,172)		41,069
Corporate debt securities		12,517		—		(1,258)		11,259
Asset based securities		19,112		54		(479)		18,687
Mortgage-backed GSE residential/multifamily and non-GSE		101,306		164		(4,525)		96,945
Total securities available for sale	\$	190,322	\$	276	\$	(11,598)	\$	179,000

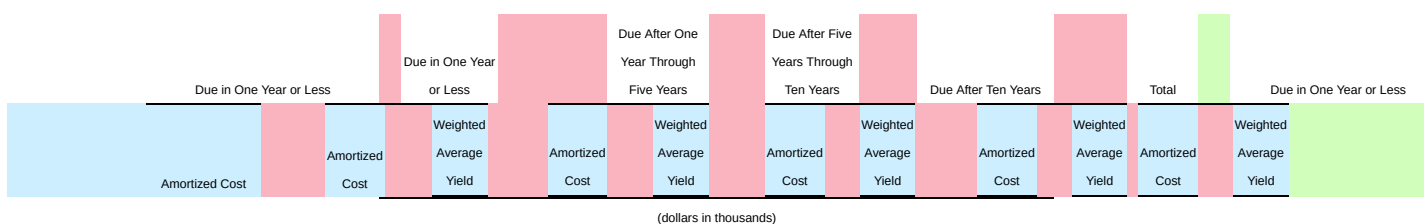
Securities Held to Maturity

State and municipal securities		19,632		—		(3,399)		16,233
Total securities held to maturity	\$	19,632	\$	—	\$	(3,399)	\$	16,233
Total securities	\$	209,954	\$	276	\$	(14,997)	\$	195,233

Certain securities have fair values less than amortized cost and, therefore, contain unrealized losses. At March 31, 2024June 30, 2024, we evaluated the securities that had an unrealized loss for credit impairment and determined all declines in value to be temporary. We anticipate full recovery of amortized cost with respect to these securities by maturity, or sooner in the event of a more favorable market interest rate environment. We do not intend to sell these securities and it is not probable that we will be required to sell them before recovery of the amortized cost basis, which may be at maturity.

The following tables set forth certain information regarding contractual maturities and the weighted average yields of our investment securities as of March 31, 2024June 30, 2024 and December 31, 2023. Weighted average yield is calculated by taking the sum of each category of securities multiplied by the respective yield for a given maturity, and dividing by the sum of the securities for the same maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

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March 31, 2024

June 30, 2024

Securities Available for Sale

Securities Available for Sale

Securities Available for Sale

U.S. Treasury securities	\$	1,997	1.33	1.33 %	\$	5,250	1.32	1.32 %	\$	2,463	1.53	1.53 %	\$	—	—	— %	\$	9,710	1.38	1.38 %	\$	1,998	1.38	1.38 %
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U.S. Government  
Sponsored  
Enterprises (GSEs)

State and municipal  
securities

Corporate debt  
securities

Asset based  
securities

Mortgage-backed  
GSE  
residential/multifamily  
and non-GSE

Total securities available for sale	Total securities available for sale	\$15,735	6.87	6.87 %	\$32,984	4.66	4.66 %	\$29,318	4.05	4.05 %	\$110,695	4.06	4.06 %	\$188,732	4.39	4.39 %	Total securities available for sale	\$14,99
Securities Held to Maturity																		
Securities Held to Maturity																		
Securities Held to Maturity																		
State and municipal securities																		
State and municipal securities																		
State and municipal securities																		
Total securities held to maturity																		
Total securities held to maturity																		
Total securities held to maturity		\$ —	—	— %	\$ —	—	— %	\$10,279	2.38	2.38 %	\$ 9,348	2.37	2.37 %	\$19,627	2.37	2.37 %	\$ —	—
Total securities	Total securities	\$15,735	6.87	6.87 %	\$32,984	4.66	4.66 %	\$39,597	3.62	3.62 %	\$120,043	3.92	3.92 %	\$208,359	4.20	4.20 %	Total securities	\$14,99

Due in One Year or Less		Due After One Year Through Five Years		Due After Five Years Through Ten Years		Due After Ten Years		Total	
Weighted Average		Weighted Average		Weighted Average		Weighted Average		Weighted Average	
Amortized Cost	Yield	Amortized Cost	Yield	Amortized Cost	Yield	Amortized Cost	Yield	Amortized Cost	Yield
(dollars in thousands)									

December 31, 2023															
Securities Available for Sale															
U.S. Treasury securities	\$	—	— %	\$	6,197	1.31 %	\$	3,524	1.48 %	\$	—	— %	\$	9,721	1.38 %
U.S. Government Sponsored Enterprises (GSEs)															
		—	—		—	—		1,699	6.34		747	1.54		2,446	4.88
State and municipal securities		482	1.90		1,595	1.85		3,833	2.12		39,310	1.99		45,220	2.00
Corporate debt securities		—	—		3,015	4.85		9,502	4.94		—	—		12,517	4.92
Asset based securities		—	—		864	2.20		3,979	3.41		14,269	6.64		19,112	5.76
Mortgage-backed GSE residential/multifamily and non-GSE															
		9,847	7.63		29,493	6.29		6,943	4.34		55,023	4.83		101,306	5.50
Total securities available for sale	\$	10,329	7.36 %	\$	41,164	5.17 %	\$	29,480	3.89 %	\$	109,349	4.03 %	\$	190,322	4.43 %
Securities Held to Maturity															
State and municipal securities		—	—		—	—		7,743	2.39		11,889	2.37		19,632	2.37
Total securities held to maturity	\$	—	— %	\$	—	— %	\$	7,743	2.39 %	\$	11,889	2.37 %	\$	19,632	2.37 %
Total securities	\$	10,329	7.36 %	\$	41,164	5.17 %	\$	37,223	3.58 %	\$	121,238	3.86 %	\$	209,954	4.24 %

### Bank Owned Life Insurance

We maintain investments in BOLI policies to help control employee benefit costs, as a protection against loss of certain key employees and as a tax planning strategy. We are the sole owner and beneficiary of the BOLI policies. At March 31, 2024June 30, 2024, BOLI totaled \$30.1 million\$33.0 million compared to \$29.9 million at December 31, 2023. The increase represents additional insurance of \$2.7 million and an increase in the cash surrender value.

## Deposits

Deposits represent the Company's primary and most vital source of funds. We offer a variety of deposit products including demand deposits accounts, interest-bearing products, savings accounts and certificate of deposits. The Bank also acquires

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brokered deposits, QuickRate internet certificates of deposit, and reciprocal deposits through the IntraFi network. The reciprocal deposits include both the Certificate of Deposit Account Registry Service ("CDARS") and Insured Cash Sweep program. The Company is a member of the IntraFi network, which effectively allows depositors to receive FDIC insurance on amounts greater than the FDIC insurance limit, which is currently \$250,000. IntraFi allows institutions to break large deposits into smaller amounts and place them in a network of other IntraFi institutions to ensure full FDIC insurance is gained on the entire deposit. Generally, internet and reciprocal deposits are not brokered deposits for regulatory purposes.

Our strong asset growth requires us to place a greater emphasis on both interest and noninterest-bearing deposits. Deposit accounts are added by loan production cross-selling, customer referrals, marketing advertisements, mobile and online banking and our involvement within our communities.

Total deposits at March 31, 2024 June 30, 2024 were \$2.1 billion, \$2.2 billion, representing an increase of \$91.6 million, \$157.5 million, or 4.5% 7.8%, compared to \$2.0 billion at December 31, 2023. As of March 31, 2024 June 30, 2024, 19.7% 19.1% of total deposits were comprised of noninterest-bearing demand accounts, 47.8% of interest-bearing non-maturity accounts and 32.5% 33.1% of time deposits. Brokered deposits represent 13.8% represented 13.3% of total deposits.

The following table summarizes our deposit balances as of March 31, 2024 June 30, 2024 and December 31, 2023:

March 31, 2024										December 31, 2023			
June 30, 2024										December 31, 2023			
Amount		Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total		
(dollars in thousands)													
Noninterest-bearing transaction													
Noninterest-bearing transaction													
Noninterest-bearing transaction		\$ 416,704	19.7%		\$ 437,959	21.7%	\$ 416,068	19.1%		\$437,959	21.7%		
Interest-bearing transaction	Interest-bearing transaction	974,079	46.2%		946,347	46.9%	Interest-bearing transaction	1,006,687	46.3%		946,347	46.9%	
Savings	Savings	33,909	1.6%		35,412	1.7%	Savings	32,527	1.5%		35,412	1.7%	
Time deposits, \$250,000 and under	Time deposits, \$250,000 and under	584,658	27.7%		500,406	24.8%	Time deposits, \$250,000 and under	612,299	28.1%		500,406	24.8%	
Time deposits, over \$250,000	Time deposits, over \$250,000	100,448	4.8%		98,065	4.9%	Time deposits, over \$250,000	108,097	5.0%		98,065	4.9%	
Total deposits	Total deposits	\$2,109,798	100.0%		\$2,018,189	100.0%	Total deposits	\$ 2,175,678	100.0%		\$ 2,018,189	100.0%	

The following tables set forth the maturity of time deposits as of March 31, 2024 June 30, 2024 and December 31, 2023:

March 31, 2024	June 30, 2024
----------------	---------------

		Three Months	Three Months	Three Months Through 12 Months	Over 12 Months Through 3 Years	Over 3 Years	Total	Three Months	Three Months Through 12 Months	Over 12 Months Through 3 Years	Total
(dollars in thousands)											
Time deposits, less than \$100,000											
Time deposits, less than \$100,000											
Time deposits, less than \$100,000		\$ 70,422	\$182,776	\$ 98,822	\$18,800	\$370,820	\$ 87,436	\$206,798	\$73,621	\$1,146	\$1,146
Time deposits, \$100,000 through \$250,000	Time deposits, \$100,000 through \$250,000	43,604	155,913	13,668	653	213,838	98,481	112,670	13,749		
Time deposits, over \$250,000	Time deposits, over \$250,000	25,470	73,574	1,102	302	100,448	48,643	58,308	1,146		
Total time deposits	Total time deposits	\$139,496	\$412,263	\$113,592	\$19,755	\$685,106	\$ 234,560	\$ 377,776	\$ 88,516	\$ 88,516	\$ 88,516

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		December 31, 2023				
		Maturity Within:				
	Three Months	Three Months Through 12 Months	Over 12 Months Through 3 Years	Over 3 Years		Total
(dollars in thousands)						
Time deposits, less than \$100,000	\$ 47,117	\$ 155,751	\$ 76,776	\$ 18,751	\$	298,395
Time deposits, \$100,000 through \$250,000	76,980	112,809	11,560	662		202,011
Time deposits, over \$250,000	42,646	53,105	2,013	301		98,065
Total time deposits	\$ 166,743	\$ 321,665	\$ 90,349	\$ 19,714	\$	598,471

Time deposits issued in amounts of more than \$250,000 represent the type of deposit most likely to affect the Company's future earnings because of interest rate sensitivity. The effective cost of these funds is generally higher than other time deposits because the funds are usually obtained at premium rates of interest.

The following table presents the average balance and average rate paid on each of the following deposit categories as of March 31, 2024, June 30, 2024 and 2023:

March 31,				June 30,			
2024	2024	2023	2023	2024	2024	2023	2023
Average Balance	Average Rate Paid	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid
(dollars in thousands)							

Noninterest-bearing transaction

Noninterest-bearing transaction									
Noninterest-bearing transaction	\$ 416,141	—%	\$ 438,735	—%	\$ 418,513	—%	\$ 438,862	—%	
Interest-bearing transaction	85,858	0.12%	93,951	0.08%	85,917	0.11%	93,093	0.09%	
Money markets	867,964	4.07%	757,822	2.68%	882,587	4.10%	779,687	3.07%	
Savings	34,397	0.20%	48,179	0.20%	33,558	0.20%	46,295	0.20%	
Time deposits	645,088	4.41%	400,680	2.74%	679,432	4.54%	437,573	3.14%	
Total deposits	<u>\$2,049,448</u>	<u>3.12%</u>	<u>\$1,739,367</u>	<u>1.81%</u>	<u>\$ 2,100,007</u>	<u>3.20%</u>	<u>\$ 1,795,510</u>	<u>2.11%</u>	

Our uninsured deposits, which are the portion of deposit accounts that exceed the FDIC insurance limit of \$250,000, were **\$610.1 million** **\$645.3 million** and \$615.7 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

### Borrowed Funds

In addition to deposits, we utilize advances from the FHLB and other borrowings as a supplementary funding source to finance our operations.

**FHLB Advances.** The FHLB allows us to borrow, on both short and long-term, collateralized by a blanket floating lien on first mortgage loans and commercial real estate loans as well as FHLB stock. At **March 31, 2024** **June 30, 2024** and December 31, 2023, we had borrowing capacity from the FHLB of **\$168.3 million** **\$106.9 million** and \$162.7 million, respectively. We had **\$52.0 million** **\$42.0 million** in FHLB borrowings as of **March 31, 2024** **June 30, 2024** and \$70.0 million as of December 31, 2023. All our outstanding FHLB advances have fixed rates of interest.

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The following table sets forth our FHLB borrowings as of **March 31, 2024** **June 30, 2024** and December 31, 2023:

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
(dollars in thousands)		
Amount outstanding at end of period		
Amount outstanding at end of period		
Amount outstanding at end of period		
Weighted average interest rate at end of period	Weighted average interest rate at end of period 4.94 % 5.02 %	Weighted average interest rate at end of period 4.83 % 5.02 %
Maximum month-end balance		
Average balance outstanding during the period		
Weighted average interest rate during the period	Weighted average interest rate during the period 4.96 % 4.64 %	Weighted average interest rate during the period 4.96 % 4.64 %

**Lines of Credit.** The Bank has uncollateralized, uncommitted federal funds lines of credit with multiple banks as a source of funding for liquidity management. The total amount of the lines of credit was \$99.2 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively, of which \$0 and \$10.0 million was outstanding as of **June 30, 2024** **March 31, 2024** and December 31, 2023, respectively. There was \$99.2 million and \$89.2 million available as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

**Federal Reserve Bank Discount Window.** The Bank has the ability to borrow funds from the Federal Reserve Bank utilizing the discount window, as an instrument that allows us to borrow on a short-term basis to meet temporary liquidity needs. The Bank had borrowing capacity of **\$334.3 million** **\$313.7 million** and **\$295.7 million** **\$295.7 million** as a source of funding as of **March 31, 2024** **June 30, 2024** and **December 31, 2023**, **December 31, 2023**, respectively, of which **\$0** **\$0** and **\$10.0 million** **\$10.0 million** was outstanding as of **March 31, 2024** **June 30, 2024** and December 31, 2023, **respectively**, **respectively**. There was **\$334.3 million** **\$313.7 million** and **\$285.7 million** **\$285.7 million** available as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

*Federal Reserve Bank Bank Term Funding Program ("BTFP").* On March 12, 2023, the Federal Reserve Bank, Department of Treasury and the FDIC issued a joint statement outlining actions taken to protect the U.S. economy by strengthening public confidence in the banking system as a result of and in response to recently announced bank closures. Among other actions, the Federal Reserve Board announced that it would make available additional funding to eligible depository institutions through the creation of a new BTFP. The BTFP provides eligible depository institutions an additional source of liquidity. On March 11, 2024, BTFP ended and ceased providing new loans, and, as a result, the Bank has no more borrowing capacity or availability to borrow, but had \$8.0 million outstanding as of **March 31, 2024****June 30, 2024**. The Bank had borrowing capacity of \$11.3 million as a source of funding as of December 31, 2023, of which \$7.0 million was outstanding as of December 31, 2023. There was \$4.3 million available as of December 31, 2023.

*First Horizon Line of Credit.* During 2019, the Company obtained the \$25.0 million Line of Credit with First Horizon, which was extended in July 2022 and matures in August 2024. The Line of Credit is collateralized by 100% of the capital stock of the Bank. The Line of Credit includes various financial and nonfinancial covenants. The Line of Credit has a variable interest rate linked to the WSJ Prime Rate with an initial interest rate of 4.75% per annum (but in no event less than 3.00% per annum), and requires quarterly interest payments. The balance outstanding under the Line of Credit as of **March 31, 2024****June 30, 2024** and December 31, 2023 was \$0.

#### *Subordinated Debt Securities*

On February 7, 2022, the Company issued \$48.0 million of Fixed-to-Floating Rate Subordinated Notes due February 2032 (the "Notes"). The Notes bear interest at **3.5%****3.50%** per annum, payable quarterly in arrears. From and including February 7, 2027, to but excluding the maturity date or early redemption date, the interest rate will reset quarterly to a Three-Month Term Secured Overnight Financing Rate plus 205 basis points, payable quarterly in arrears. The Company will be entitled to redeem the Notes, in whole or in part, on any interest payment on or after February 7, 2027, and to redeem the Notes in whole upon certain other events.

On October 26, 2022, the Company issued \$40.0 million of Fixed-to-Floating Rate Subordinated Notes due October 2032 (the "2032 Notes"). The 2032 Notes bear interest at **7.0%****7.00%** per annum, payable quarterly in arrears. From and including October 26, 2027, to but excluding the maturity date or early redemption date, the interest rate will reset quarterly to a Three-Month Term Secured Overnight Financing Rate plus 306 basis points, payable quarterly in arrears. The Company will be entitled to redeem the 2032 Notes, in whole or in part, on any interest payment on or after October 26, 2027, and to redeem the 2032 Notes in whole upon certain other events.

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## **Liquidity and Capital Resources**

### **Liquidity**

Liquidity refers to the measure of our ability to meet the cash flow requirements of depositors and borrowers, while at the same time meeting our operating, capital and strategic cash flow needs, all at a reasonable cost. We continuously monitor our liquidity position to ensure that assets and liabilities are managed in a manner that will meet all short-term and long-term cash requirements. We manage our liquidity position to meet the daily cash flow needs of customers, while maintaining an appropriate balance between assets and liabilities to meet the return on investment objectives of our shareholders.

Interest rate sensitivity involves the relationships between rate-sensitive assets and liabilities and is an indication of the probable effects of interest rate fluctuations on the Company's net interest income. Interest rate sensitive assets and liabilities are those with yields or rates that are subject to change within a future time period due to maturity or changes in market rates. A model is used to project future net interest income under a set of possible interest rate movements. The Company's Asset Liability Committee, or ALCO, reviews this information to determine if the projected future net interest income levels would be acceptable. The Company attempts to stay within acceptable net interest income levels.

Our liquidity position is supported by management of liquid assets and access to alternative sources of funds. Our liquid assets include cash, interest-bearing deposits in correspondent banks, federal funds sold, and the fair value of unpledged investment securities. Other available sources of liquidity include wholesale deposits, and additional borrowings from correspondent banks, FHLB advances, federal reserve bank borrowings and the Line of Credit.

Our short-term and long-term liquidity requirements are primarily met through cash flow from operations, redeployment of prepaying and maturing balances in our loan and investment portfolios, and increases in customer deposits. Other alternative sources of funds will supplement these primary sources to the extent necessary to meet additional liquidity requirements on either a short-term or long-term basis.

The Company and the Bank are separate corporate entities. The Company's liquidity depends primarily upon dividends received from the Bank and capital and debt issued by the Company. The Company relies on its liquidity to pay interest and principal on Company indebtedness, company operating expenses, and dividends to Company shareholders.

During the first quarter of 2023, numerous regional banks encountered liquidity stresses and the failure of a few high-profile financial institutions created stress in the banking sector. These institutions appeared to face stress particularly surrounding uninsured deposits. Our percentage of deposits that were uninsured as of **March 31, 2024****June 30, 2024**, was **28.9%****29.7%**. We believe this percentage would place the Company's level of uninsured deposits below peer average and peer median. We attribute this lower level of uninsured deposits to having a deposit base with less concentrated deposits than those of the institutions that failed, especially when considering our commercial banking focus. This is due primarily to our focus on banking small businesses **which that** allows us to accumulate larger quantities of insured commercial accounts than a bank that is focused on larger clients. In addition, the Company also utilizes an uninsured deposit program.

### **Capital Requirements**

We are subject to various regulatory capital requirements administered by the federal and state banking regulators. Failure to meet regulatory capital requirements may result in certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for "prompt corrective action" (described below), we must meet specific capital guidelines that involve quantitative measures of

our assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting policies. The capital amounts and classifications are subject to qualitative judgments by the federal banking regulators about components, risk weightings and other factors.

As of March 31, 2024June 30, 2024, both the Company and the Bank exceeded all the minimum bank regulatory capital requirements to which the Company and the Bank were subject.

The table below summarizes the minimum capital requirements applicable to the Company and the Bank from a regulatory perspective, as well as the Company's and the Bank's capital ratios as of March 31, 2024June 30, 2024 and December 31, 2023.

Basel III capital guidelines require the Bank to maintain minimum amounts and ratios of total capital, Tier 1 capital, and common equity Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. In addition, under Basel III,

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the Bank is subject to a capital conservation buffer, which requires it to maintain common equity Tier 1 capital of 2.50% above minimum capital requirements for the common equity Tier 1 ratio, Tier 1 risk-based ratio and total risk-based ratio to avoid limitations on distributions and discretionary bonus payments.

In addition, the Federal Deposit Insurance Act requires, among other things, that the federal banking regulators take prompt corrective action with respect to FDIC-insured depository institutions that do not meet certain minimum capital requirements. Under the Federal Deposit Insurance Act's prompt corrective action regime, insured depository institutions are divided into five capital categories: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. A depository institution is defined to be well capitalized if it has a common equity tier 1 capital ratio ("CET1 capital") of at least 6.5%, a leverage ratio of at least 5%, a tier 1 risk-based capital ratio of at least 8%, and a total risk-based capital ratio of at least 10%, and it is not subject to a directive, order or written agreement to meet and maintain specific capital levels. Bank holding companies are not subject to prompt corrective action.

The Company and the Bank exceeded all regulatory capital requirements under Basel III and the Bank met all the minimum capital adequacy requirements to be considered "well capitalized" for prompt corrective action purposes as of the dates reflected in the table below. As a bank holding company with less than \$3.0 billion in total consolidated assets, the Company is eligible to be treated as a "small bank holding company" under the Federal Reserve's Small Bank Holding Company and Savings and Loan Holding Company Policy Statement. As a result, the Company's capital adequacy is evaluated at the bank level and on a parent-only basis, and it is not subject to consolidated capital standards for regulatory purposes. The ratios set forth below as to the Company are for illustrative purposes in the event the Company were to become subject to consolidated capital standards for regulatory purposes. The column styled "Required for Capital Adequacy Purposes" includes the 2.50% capital conservation buffer.

	Actual		Actual		Required for Capital Adequacy Purposes		Minimums To Be "Well Capitalized" Under Prompt Corrective Action		Actual		Required f Capital Adequacy Purposes	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)												
As of March 31, 2024												
As of June 30, 2024												
Tier 1 capital (to average assets)												
Tier 1 capital (to average assets)												
Tier 1 capital (to average assets)												
Company												
Company												
Company	\$213,603	8.79%	\$ 97,230	4.00%	\$ —	—	\$ 221,315	8.72%	\$101,475	4.00%	\$101,475	4.00%
Bank	Bank \$283,596	11.67%	\$ 97,230	4.00%	\$121,537	5.00%	Bank \$ 292,348	11.52%	\$ 101,475	4.00%	\$ 101,475	4.00%
CET 1 capital (to risk-weighted assets)												



Bank	\$	274,850	12.30%	\$	156,378	7.00%	\$	145,209	6.50%
Tier 1 capital (to risk-weighted assets)									
Company	\$	205,582	9.20%	\$	189,888	8.50%	\$	—	—
Bank	\$	274,850	12.30%	\$	189,888	8.50%	\$	178,718	8.00%
Total capital (to risk-weighted assets)									
Company	\$	319,199	14.29%	\$	234,568	10.50%	\$	—	—
Bank	\$	300,467	13.45%	\$	234,568	10.50%	\$	223,398	10.00%

### Contractual Obligations

The following tables contain supplemental information regarding our total contractual obligations at **March 31, 2024** **June 30, 2024**.

Payments Due as of March 31, 2024							Payments Due as of June 30, 2024							
Within One Year		Within One Year	One to Five Years		After Five Years		Total	Within One Year		One to Five Years				
(dollars in thousands)														
Time deposits														
Time deposits														
Time deposits		\$551,759	\$133,320	\$	27	\$	685,106	\$	612,336	\$	108,033	\$	27	
FHLB advances	FHLB advances	52,000			52,000		FHLB advances	42,000			—		42,000	
Subordinated notes	Subordinated notes	—			86,776		Subordinated notes	—			—		86,776	
Other borrowings	Other borrowings	7,997			7,997		Other borrowings	8,000			—		8,000	
Total contractual obligations	Total contractual obligations	\$611,756	\$133,320	\$	86,803	\$	831,879	Total contractual obligations	\$	662,336	\$	108,033	\$	86,900

We believe that we will be able to meet our contractual obligations as they come due through the maintenance of adequate cash levels. We expect to maintain adequate cash levels through profitability, loan and securities repayment and maturity activity and continued deposit gathering activities. We have in place various borrowing mechanisms for both short-term and long-term liquidity needs.

### Off-Balance Sheet Arrangements

We are a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit to our customers is represented by the contractual or notional amount of those instruments. Commitments to extend credit and standby letters of credit are not recorded as an asset or liability by the Company until the instrument is exercised. The contractual or notional amounts of those instruments reflect the extent of involvement we have in particular classes of financial instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company uses the same credit policies in making commitments and conditional obligations as they do for on-balance sheet instruments. The amount and nature of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the potential borrower.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private short-term borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to



customers. The Company holds collateral supporting those commitments for which collateral is deemed necessary.

The following table summarizes commitments we have made as of the dates presented.

		March 31, 2024		December 31, 2023	
		June 30, 2024		December 31, 2023	
(dollars in thousands)					
Commitments to extend credit					
Commitments to extend credit					
Commitments to extend credit		\$ 422,436	\$ 501,935	\$ 397,104	\$ 501,935
Standby letters of credit	Standby letters of credit	4,728	2,846	Standby letters of credit	3,716
Total	Total	\$ 427,164	\$ 504,781	Total	\$ 400,820

Interest Rate Sensitivity and Market Risk

As a financial institution, our primary component of market risk is interest rate volatility. Our interest rate risk policy provides management with the guidelines for effective funds management, and we have established a measurement system for monitoring our net interest rate sensitivity position. We have historically managed our sensitivity position within our established guidelines.

Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on most of our assets and liabilities, and the market value of all interest-earning assets and interest-bearing liabilities, other than those which that have a short term to maturity. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income.

We manage our exposure to interest rates by adjusting our balance sheet assets and liabilities in the ordinary course of business. Based upon the nature of our operations, we are not subject to foreign exchange or commodity price risk.

Our exposure to interest rate risk is managed by ALCO in accordance with policies approved by the Bank's board of directors. ALCO formulates strategies based on appropriate levels of interest rate risk. In determining the appropriate level of interest rate risk, ALCO considers the impact on earnings and capital of the current outlook on interest rates, potential changes in interest rates, regional economies, liquidity, business strategies and other factors. ALCO meets regularly to review, among other things, the sensitivity of assets and liabilities to interest rate changes, the book and market values of assets and liabilities, commitments to originate loans and the maturities of investments and borrowings. Additionally, ALCO reviews liquidity, cash flow flexibility, maturities of deposits and consumer and commercial deposit activity. Management also employs methodologies to manage interest rate risk, which include an analysis of the relationships between interest-earning assets and interest-bearing liabilities and an interest rate risk simulation model and shock analyses.

We use interest rate risk simulation models and shock analyses to test the interest rate sensitivity of net interest income and fair value of equity, and the impact of changes in interest rates on other financial metrics.

Contractual maturities and re-pricing opportunities of loans are incorporated in the models. The average lives of non-maturity deposit accounts are based on decay assumptions and are incorporated into the models. All of the assumptions used in our analyses are inherently uncertain and, as a result, the models cannot precisely measure future net interest income or precisely predict the impact of fluctuations in market interest rates on net interest income. Actual results will differ from the models' simulated results due to the timing, magnitude and frequency of interest rate changes as well as changes in market conditions and the application and timing of various management strategies.

On a quarterly basis, we run a simulation model for a static balance sheet and other scenarios. These models test the impact on net interest income from changes in market interest rates under various scenarios. Under the static model, rates are shocked instantaneously and ramped rates change over a 12-month and 24-month horizon based upon parallel and non-parallel yield curve shifts. Parallel shock scenarios assume instantaneous parallel movements in the yield curve compared to a flat yield curve scenario. Non-parallel simulation involves analysis of interest income and expense under various changes in the shape of the yield curve. Our internal policy regarding internal rate risk simulations currently specifies that for parallel shifts of the yield curve, estimated net interest income at risk for the subsequent one-year period should not decline by more than 10% for a 100 basis point shift, 15% for a 200 basis point shift, 20% for a 300 basis point shift, and 25% for a 400 basis point shift.

The following tables summarize the simulated change in net interest income over a 12-month horizon as of the dates indicated:

Change in Interest Rates (Basis Points)	Percent Change in Net Interest Income	
	As of March 31, 2024	As of March 31, 2023

+400	9.10	22.21
+300	7.30	16.86
+200	5.20	11.29
+100	2.80	5.82
-100	(4.70)	(6.73)
-200	(8.40)	(13.78)
-300	(12.20)	(22.07)
-400	(17.20)	(29.10)

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	Percent Change in Net Interest Income	
	As of June 30, 2024	As of June 30, 2023
Change in Interest Rates (Basis Points)		
+400	7.70	5.80
+300	6.20	4.70
+200	4.40	3.30
+100	2.40	1.80
-100	(4.20)	(7.20)
-200	(7.70)	(12.00)
-300	(11.30)	(17.10)
-400	(15.60)	(22.90)

Inflation and increases in interest rates may result from fiscal stimulus and monetary stimulus, and the Federal Reserve has indicated it is willing to permit inflation to run moderately above its 2% target for some time. Increases in interest rates have caused consumers to shift their funds to more interest-bearing instruments and to increase the competition for and costs of deposits. Customers movement of bank deposits into other investment assets or from transaction deposits to higher interest-bearing time deposits have caused our funding costs to increase. Additionally, any such loss of funds could result in lower loan originations and growth, which could materially and adversely affect our results of operations and financial condition. Increases in market interest rates may reduce demand for loans, including residential mortgage loan originations. At the same time, increases in rates will increase the rates we charge on variable rate loans and may increase our net interest margin. Higher interest rates would decrease the values of our existing fixed rate securities investments and could potentially adversely affect the values and liquidity of collateral securing our loans. The effects of increased rates will depend on the rates of changes in our costs of funds and interest earned on our loans and investments and the shape of the yield curve.

#### Impact of Inflation

The consolidated financial statements and related consolidated financial data presented herein have been prepared in accordance with GAAP and practices within the banking industry which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation.

#### Critical Accounting Policies and Estimates

Our accounting and reporting policies conform to GAAP and conform to general practices within our industry. To prepare financial statements in conformity with GAAP, management makes estimates, assumptions and judgments based on available information. These estimates, assumptions and judgments affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the financial statements and, as this information changes, actual results could differ from the estimates, assumptions and judgments reflected in the financial statements. In particular, management has identified several accounting policies that, due to the estimates, assumptions and judgments inherent in those policies, are critical to understanding our financial statements.

The following is a discussion of the critical accounting policies and significant estimates that we believe require us to make the most complex or subjective decisions or assessments. Additional information about these policies can be found in Note 1 of the Company's consolidated financial statements as of December 31, 2023, included in our Annual Report on Form 10-K.

**Allowance for Credit Losses on Loans.** The allowance for credit losses is based on the Company's evaluation of the loan portfolios, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition of the loan portfolio, economic conditions, industry and peer bank loan quality indications and other pertinent factors, including regulatory recommendations. The process is inherently subjective and subject to significant change as it requires material estimates. The allowance is increased by a provision for credit losses, which is charged to expense, and reduced by charge offs, net of recoveries. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance for credit losses. Such agencies may require the Company to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination.

Loans with similar risk characteristics are evaluated in pools and, depending on the nature of each identified pool, the Company utilizes a discounted cash flow, probability of default / loss given default, or remaining life method. The historical loss experience estimate by pool is then adjusted by forecast factors that are quantitatively related to the Company's historical credit loss experience, such as national unemployment rates and gross domestic product. Losses are predicted over a period of time determined to be reasonable and supportable, and at the end of the reasonable and supportable period losses are reverted to long term historical averages. The reasonable and supportable period and reversion period are re-evaluated each quarter by the Company and are dependent on the current economic environment among other factors.

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The estimated credit losses for each loan pool are then adjusted for changes in qualitative factors not inherently considered in the quantitative analyses. The qualitative adjustments either increase or decrease the quantitative model estimation. The Company considers factors that are relevant within the qualitative framework which include the following: changes in lending policies and quality of loan reviews, changes in nature and volume of loans, changes in volume and trends of problem loans, changes in concentration risk, trends in underlying collateral values, changes in competition, legal and regulatory environment and changes in economic conditions.

Credit losses for loans that no longer share similar risk characteristics with the collectively evaluated pools are excluded from the collective evaluation and estimated on an individual basis. Specific allowances are estimated based on one of several methods, including the estimated fair value of the underlying collateral, observable market value of similar debt or the present value of expected cash flows.

The Company measures expected credit losses over the contractual term of a loan, adjusted for estimated prepayments. The contractual term excludes expected extensions, renewals and modifications unless there is a reasonable expectation that a troubled debt restructuring will be executed. Credit losses are estimated on the amortized cost basis of loans. Accrued interest receivable on loans is excluded from the estimate of credit losses.

*Allowance for Credit Losses on Securities.* Effective January 1, 2023, the Company estimates and recognizes an allowance for credit losses for held to maturity debt securities pursuant to ASU No. 2016-13. The Company has a zero-loss expectation for its held to maturity securities portfolio, except for U.S. State and Municipal securities, and therefore it is not required to estimate an allowance for credit losses related to these securities. For held to maturity securities that do not have a zero-loss expectation, the allowance for credit losses is based on the security's amortized cost, excluding interest receivable, and represents the portion of the amortized cost that the Company does not expect to collect over the life of the

security. The allowance for credit losses is determined using average industry credit ratings and historical loss experience, and is initially recognized upon acquisition of the securities, and subsequently remeasured on a recurring basis. The Company evaluates available for sale debt securities that experienced a decline in fair value below amortized cost for credit impairment. In performing an assessment of whether any decline in fair value is due to a credit loss, the Company considers the extent to which the fair value is less than the amortized cost, changes in credit ratings, any adverse economic conditions, as well as all relevant information at the individual security level, such as credit deterioration of the issuer, explicit or implicit guarantees by the federal government or collateral underlying the security. If it is determined that the decline in fair value was due to credit losses, an allowance for credit losses is recorded, limited to the amount the fair value is less than the amortized cost basis. The non-credit related decrease in the fair value, such as a decline due to changes in market interest rates, is recorded in other comprehensive income, net of tax. The Company recognizes a credit impairment if the Company has the intent to sell the security, or it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost.

*Valuation of Foreclosed Assets.* Foreclosed assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less selling costs. Any write-down to fair value at the time of transfer to foreclosed assets is charged to the allowance for loan credit losses. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less costs to sell. Costs of improvements are capitalized, whereas costs relating to holding foreclosed assets and subsequent write-downs to the value are expensed. The valuation of foreclosed assets is a significant estimate and is regularly evaluated by management for accuracy by taking into consideration periodic independent appraisals adjusted for estimated costs to sell. Because current economic conditions can change and future events are inherently difficult to predict, the valuation of the Company's foreclosed assets could significantly and quickly change, particularly when updated appraisal valuations are obtained on individual properties.

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### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Quantitative and qualitative disclosures about market risk are presented in our Annual Report on Form 10-K for the year ended December 31, 2023, under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations — Interest Rate Sensitivity and Market Risk". Additional information as of March 31, 2024 June 30, 2024, is included herein under Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Interest Rate Sensitivity and Market Risk".

## Item 4. Controls and Procedures

### Evaluation of disclosure controls and procedures

As of the end of the period covered by this report, an evaluation was performed by the Company, under the supervision and with the participation of its management, including its Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer), of the effectiveness of the design and operation of its disclosure controls and procedures. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) were effective as of the end of the period covered by this report.

### Changes in internal control over financial reporting

There were no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the **first****second** quarter of 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

Southern States and Southern States Bank are parties to various legal proceedings in the ordinary course of their respective businesses, including proceedings to collect loans or enforce security interests. In the opinion of management, none of these legal proceedings currently pending will, when resolved, have a material adverse effect on the financial condition or the results of operations of Southern States or Southern States Bank. However, given the nature, scope and complexity of the extensive legal and regulatory landscape applicable to our business, including laws and regulations governing consumer protection, fair lending, fair labor, privacy, information security and anti-money laundering and anti-terrorism laws, we, like all banking organizations, are subject to heightened legal and regulatory compliance and litigation risks.

### Item 1A. Risk Factors

For information regarding risk factors that could affect our business, financial condition, and results of operations, see the information in "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K.

### Item 2. Unregistered Sales of Equity Securities and the Use of Proceeds

Our purchase of shares of common stock made during the quarter consisted of stock repurchases made under our publicly announced share repurchase program authorizing us to repurchase up to \$10.0 million of our common stock (the "Program"), and are summarized in the table below.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of the Publicly Announced Program	Dollar Value of Shares that May Yet Be Purchased Under the Program <sup>(1)</sup>
(dollars Dollars in thousands)				
January 1 - January 31, 2024	—	\$ —	—	\$ 10,000
February 1 - February 29, 2024	—	—	—	10,000
March 1 - March 31, 2024	—	—	—	10,000
April 1 - April 30, 2024	—	—	—	10,000
May 1 - May 31, 2024	—	—	—	10,000
June 1 - June 30, 2024	—	—	—	10,000
Total	—	\$ —	—	\$ 10,000

(1) On February 15, 2023, we announced that our board of directors approved an extended Program that authorized us to repurchase up to \$10.0 million of our common stock through December 31, 2023. On December 20, 2023, the board of directors announced that it had extended the Program for another \$10.0 million to be in effect until December 31, 2024, with the timing of purchases and number of shares repurchased under the Program dependent upon a variety of factors including price, trading volume, corporate and regulatory requirements, and market conditions. We are not obligated to purchase any shares under the Program and the Program may be suspended or discontinued at any time without notice.

### Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable applicable.

Item 5. Other Information

None.

## Item 6. Exhibits

NUMBER	DESCRIPTION
2.1#	<a href="#">Agreement and Plan of Merger by and between Southern States Bancshares, Inc. and East Alabama Financial Group, Inc., dated as of May 7, 2019 (incorporated by reference to Exhibit 2.1 to Southern States Bancshares, Inc.'s Registration Statement on Form S-1 filed with the SEC on July 15, 2021, file number 333-257915).</a>
2.2#	<a href="#">Agreement and Plan of Merger by and between Southern States Bancshares, Inc. and CBB Bancorp, dated as of February 27, 2024 (incorporated by reference to Exhibit 2.1 to the Southern States Bancshares Inc.'s Current Report on Form 8-K filed with the SEC on February 28, 2024, file number 001-40727).</a>
3.1	<a href="#">Certificate of Incorporation of Southern States Bancshares, Inc., as amended (incorporated by reference to Exhibit 3.1 to Southern States Bancshares, Inc.'s Registration Statement on Form S-1 filed with the SEC on July 15, 2021, file number 333-257915).</a>
3.2	<a href="#">Amended and Restated Bylaws of Southern States Bancshares, Inc. (incorporated by reference to Exhibit 3.2 to Southern States Bancshares, Inc.'s Registration Statement on Form S-1 filed with the SEC on July 15, 2021, file number 333-257915).</a>
4.1	<a href="#">Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to Southern States Bancshares, Inc.'s Registration Statement on Form S-1 filed with the SEC on July 15, 2021, file number 333-257915).</a>
4.2	<a href="#">Indenture, dated February 7, 2022, by and between Southern States Bancshares, Inc. and UMB Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Southern States Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on February 8, 2022, file number 001-40727).</a>
4.3	<a href="#">Form of 3.50% Fixed-to-Floating Rate Subordinated Note due February 7, 2032 (included as Exhibit A-1 and Exhibit A-2 to the Indenture filed as Exhibit 4.2 hereto) (incorporated by reference to Exhibit 4.2 to Southern States Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on February 8, 2022, file number 001-40727).</a>
4.4	<a href="#">Form of Indenture for Senior Indebtedness (incorporated by reference to Exhibit 4.7 to Southern States Bancshares, Inc.'s Registration Statement on Form S-3 filed with the SEC on October 7, 2022, file number 333-267772).</a>
4.5	<a href="#">Form of Indenture for Subordinated Indebtedness (incorporated by reference to Exhibit 4.8 to Southern States Bancshares, Inc.'s Registration Statement on Form S-3 filed with the SEC on October 7, 2022, file number 333-267772).</a>
4.6	<a href="#">Indenture, dated October 26, 2022, by and between Southern States Bancshares, Inc. and UMB Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Southern States Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on October 27, 2022, file number 001-40727).</a>
4.7	<a href="#">Form of 7.00% Fixed-to-Floating Rate Subordinated Note due October 26, 2032 (included as Exhibit A-1 and Exhibit A-2 to the Indenture filed as Exhibit 4.7 hereto) (incorporated by reference to Exhibit 4.2 to the Southern States Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on October 27, 2022, file number 001-40727).</a>
31.1*	<a href="#">Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2*	<a href="#">Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1**	<a href="#">Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2**	<a href="#">Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS*	Inline XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definitions Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File - Formatted as Inline XBRL and contained within the Inline XBRL Instance Document in Exhibit 101.

\* Filed herewith

\*\* These exhibits are furnished herewith and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

† Indicates a management contract or compensatory plan.

# Certain schedules, exhibits and appendices have been omitted pursuant to Item 601(b)(5). We will furnish the omitted schedules exhibits and appendices to the Securities and Exchange Commission upon request by the Commission.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### SOUTHERN STATES BANCSHARES, INC.

Date: May 14, 2024 August 14, 2024

By: /s/ Mark A. Chambers

Mark A. Chambers

Chief Executive Officer, President and Director

(Principal Executive Officer)

Date: May 14, 2024 August 14, 2024

By: /s/ Lynn J. Joyce

Lynn J. Joyce

Senior Executive Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

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Exhibit 31.1

### CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Mark A. Chambers, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Southern States Bancshares, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2024 August 14, 2024

By: /s/ Mark A. Chambers

Mark A. Chambers

Chief Executive Officer, President and Director

(Principal Executive Officer)

Exhibit 31.2

#### CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Lynn J. Joyce, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Southern States Bancshares, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2024 August 14, 2024

By: /s/ Lynn J. Joyce

Lynn J. Joyce

Senior Executive Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)



/div>

Exhibit 32.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Southern States Bancshares, Inc. (the "Company") on Form 10-Q for the quarter ended **March 31, 2024** **June 30, 2024**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark A. Chambers, Chief Executive Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **May 14, 2024** **August 14, 2024**

By: /s/ Mark A. Chambers

Mark A. Chambers  
Chief Executive Officer, President and Director  
(Principal Executive Officer)

Exhibit 32.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Southern States Bancshares, Inc. (the "Company") on Form 10-Q for the quarter ended **March 31, 2024** **June 30, 2024**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lynn J. Joyce, Senior Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **May 14, 2024** **August 14, 2024**

By: /s/ Lynn J. Joyce

Lynn J. Joyce  
Senior Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

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