

REFINITIV

## DELTA REPORT

### 10-Q

SBT - STERLING BANCORP, INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 2091

■ CHANGES	325
■ DELETIONS	992
■ ADDITIONS	774

**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 **September 30, March 31, 2024****2023**

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 001-38290**

**Sterling Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

<b>Michigan</b> (State or other jurisdiction of incorporation or organization)	<b>38-3163775</b> (I.R.S. Employer Identification Number)
--------------------------------------------------------------------------------------	-----------------------------------------------------------------

One Towne Square, Suite 1900  
Southfield, Michigan 48076  
(248) 355-2400  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Not Applicable**  
(Former name, former address and former fiscal year, if changed since last report)

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock	SBT	Nasdaq Capital Market

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 November 3, 2023 April 30, 2024, 52,072,631 52,025,988 shares of the registrant's Common Stock were outstanding.

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**STERLING BANCORP, INC.**  
**Condensed Consolidated Balance Sheets (Unaudited)**  
(dollars in thousands)

**PART 1. FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
<b>Assets</b>				
Cash and due from banks	\$ 563,622	\$ 379,798	\$ 646,168	\$ 577,967
Interest-bearing time deposits with other banks	1,174	934	5,229	5,226
Debt securities available for sale, at fair value (amortized cost \$427,272 and \$370,489 at September 30, 2023 and December 31, 2022, respectively)	398,302	343,558		
Debt securities available for sale, at fair value (amortized cost \$416,917 and \$440,211 at March 31, 2024 and December 31, 2023, respectively)			394,852	419,213
Equity securities	4,505	4,642	4,656	4,703
Loans held for sale	—	7,725		
Loans, net of allowance for credit losses of \$34,267 and \$45,464 at September 30, 2023 and December 31, 2022, respectively	1,382,860	1,613,385		
Loans, net of allowance for credit losses of \$29,257 and \$29,404 at March 31, 2024 and December 31, 2023, respectively			1,274,022	1,319,568
Accrued interest receivable	8,854	7,829	9,195	8,509
Mortgage servicing rights, net	1,631	1,794	1,485	1,542
Leasehold improvements and equipment, net	5,583	6,301	5,206	5,430
Operating lease right-of-use assets	12,197	14,800	12,358	11,454
Federal Home Loan Bank stock, at cost	18,923	20,288	18,923	18,923
Federal Reserve Bank stock, at cost	9,001	—	9,096	9,048
Company-owned life insurance	8,658	8,501	8,764	8,711
Deferred tax asset, net	22,475	23,704	18,240	16,959
Other assets	8,888	11,476	6,361	8,750
<b>Total assets</b>	<b>\$ 2,446,673</b>	<b>\$ 2,444,735</b>	<b>\$ 2,414,555</b>	<b>\$ 2,416,003</b>
<b>Liabilities and Shareholders' Equity</b>				
<b>Liabilities</b>				
Noninterest-bearing deposits	\$ 40,780	\$ 53,041	\$ 32,680	\$ 35,245
Interest-bearing deposits	1,999,878	1,900,996	1,973,175	1,968,741
<b>Total deposits</b>	<b>2,040,658</b>	<b>1,954,037</b>	<b>2,005,855</b>	<b>2,003,986</b>
Federal Home Loan Bank borrowings	50,000	50,000	50,000	50,000
Subordinated notes, net	—	65,271		
Operating lease liabilities	13,317	15,990	13,407	12,537
Accrued expenses and other liabilities	26,595	46,810		
Other liabilities			18,027	21,757
<b>Total liabilities</b>	<b>2,130,570</b>	<b>2,132,108</b>	<b>2,087,289</b>	<b>2,088,280</b>
<b>Shareholders' equity</b>				

Preferred stock, authorized 10,000,000 shares; no shares issued and outstanding	—	—	—	—
Common stock, no par value, authorized 500,000,000 shares; issued and outstanding 52,072,631 shares and 50,795,871 shares at September 30, 2023 and December 31, 2022, respectively	84,323	83,295		
Common stock, no par value, authorized 500,000,000 shares; issued and outstanding 52,046,683 shares and 52,070,361 shares at March 31, 2024 and December 31, 2023, respectively			84,323	84,323
Additional paid-in capital	15,882	14,808	17,173	16,660
Retained earnings	236,901	234,049	241,767	241,964
Accumulated other comprehensive loss	(21,003)	(19,525)	(15,997)	(15,224)
Total shareholders' equity	316,103	312,627	327,266	327,723
Total liabilities and shareholders' equity	\$ 2,446,673	\$ 2,444,735	\$ 2,414,555	\$ 2,416,003

See accompanying notes to condensed consolidated financial statements.

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**STERLING BANCORP, INC.**  
**Condensed Consolidated Statements of Income Operations (Unaudited)**  
(dollars in thousands, except per share amounts)

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
<b>Interest income</b>						
Interest and fees on loans	\$ 21,663	\$ 20,975	\$ 65,715	\$ 65,589	\$ 20,969	\$ 22,160
Interest and dividends on investment securities and restricted stock	3,134	1,945	8,256	4,133	4,018	2,456
Interest on interest-bearing cash deposits	8,081	1,925	19,890	2,931		
Other interest					8,295	4,807
Total interest income	32,878	24,845	93,861	72,653	33,282	29,423
<b>Interest expense</b>						
Interest on deposits	16,391	3,724	39,537	8,070	18,100	9,809
Interest on Federal Home Loan Bank borrowings	250	253	743	919	248	245
Interest on subordinated notes	243	1,329	3,727	3,383		
Interest on Subordinated Notes					—	1,693
Total interest expense	16,884	5,306	44,007	12,372	18,348	11,747
Net interest income	15,994	19,539	49,854	60,281	14,934	17,676
Provision for (recovery of) credit losses	(1,942)	(4,357)	(4,170)	(9,755)		
Net interest income after provision for (recovery of) credit losses	17,936	23,896	54,024	70,036		
Provision for credit losses					41	674
Net interest income after provision for credit losses					14,893	17,002
<b>Non-interest income</b>						
Service charges and fees	97	124	269	351	87	94

Loss on the sale of investment securities	—	—	(2)	—	—	(2)
Gain on sale of mortgage loans held for sale	—	—	1,695	200	—	—
Unrealized loss on equity securities	(137)	(184)	(137)	(590)	—	—
Net servicing income (loss)	107	(384)	268	(118)	—	—
Loss on sale of loans held for sale	—	—	—	—	—	(25)
Unrealized gain (loss) on equity securities	—	—	—	—	(47)	71
Net servicing income	—	—	—	—	75	59
Income earned on company-owned life insurance	83	87	244	670	83	80
Other	234	—	236	586	1	1
Total non-interest income	384	(357)	2,573	1,099	199	278
<b>Non-interest expense</b>						
Salaries and employee benefits	8,753	9,336	27,437	24,522	8,460	9,410
Occupancy and equipment	2,110	2,112	6,273	6,441	2,084	2,112
Professional fees	4,242	5,756	10,984	17,979	2,182	3,221
FDIC insurance	274	316	794	1,031	—	—
<b>FDIC assessments</b>					262	257
Data processing	745	725	2,237	2,292	733	738
Net provision for (recovery of) mortgage repurchase liability	(80)	(145)	(19)	(670)	—	—
Other	1,658	3,521	5,174	8,943	1,671	2,099
Total non-interest expense	17,702	21,621	52,880	60,538	15,392	17,837
Income before income taxes	618	1,918	3,717	10,597	—	—
Income tax expense	304	742	1,367	6,358	—	—
<b>Net income</b>	<b>\$ 314</b>	<b>\$ 1,176</b>	<b>\$ 2,350</b>	<b>\$ 4,239</b>	—	—
<b>Income per share, basic and diluted</b>	<b>\$ 0.01</b>	<b>\$ 0.02</b>	<b>\$ 0.05</b>	<b>\$ 0.08</b>	—	—
Loss before income taxes	—	—	—	—	(300)	(557)
Income tax benefit	—	—	—	—	(103)	(54)
<b>Net loss</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>\$ (197)</b>	<b>\$ (503)</b>
<b>Loss per share, basic and diluted</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>
<b>Weighted average common shares outstanding:</b>						
Basic	50,699,967	50,400,412	50,606,566	50,326,951	50,843,106	50,444,463
Diluted	51,069,683	50,572,931	50,749,879	50,523,076	50,843,106	50,444,463

See accompanying notes to condensed consolidated financial statements.

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**STERLING BANCORP, INC.**  
**Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)**  
(dollars in thousands)

Three Months Ended	Nine Months Ended	Three Months Ended
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	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
Net income	\$ 314	\$ 1,176	\$ 2,350	\$ 4,239		
Net loss					\$ (197)	\$ (503)
Other comprehensive income (loss), net of tax:						
Unrealized loss on investment securities, arising during the period, net of tax effect of \$(1,014), \$(2,632), \$(563) and \$(7,515), respectively			(2,671)	(7,154)	(1,479)	(19,839)
Reclassification adjustment for loss included in net income of \$—, \$—, \$2 and \$—, respectively, included in loss on sale of investment securities, net of tax effect of \$—, \$—, \$1 and \$—, respectively			—	—	1	—
Total other comprehensive loss			(2,671)	(7,154)	(1,478)	(19,839)
Unrealized gain (loss) on investment securities, arising during the period, net of tax effect of \$(293) and \$1,054, respectively						(773) 2,785
Reclassification adjustment for loss included in net loss of \$— and \$2, respectively, included in loss on sale of investment securities, net of tax effect of \$— and \$1, respectively						— 1
Total other comprehensive income (loss)						(773) 2,786
Comprehensive income (loss)	\$ (2,357)	\$ (5,978)	\$ 872	\$ (15,600)	\$ (970)	\$ 2,283

See accompanying notes to condensed consolidated financial statements.

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**STERLING BANCORP, INC.**  
**Condensed Consolidated Statements of Changes in Shareholders' Equity (Unaudited)**  
(dollars in thousands)

	Accumulated						Accumulated					
	Additional			Other		Total	Additional			Other		Total
	Common Stock	Paid-in Capital	Retained Earnings	Comprehensive Loss	Shareholders' Equity		Common Stock	Paid-in Capital	Retained Earnings	Comprehensive Loss	Shareholders' Equity	
Balance at												
January 1, 2022	50,460,932	\$ 82,157	\$ 14,124	\$ 248,243	\$ (897)	\$ 343,627						
Net income	—	—	—	5,260	—	5,260						
Repurchase of restricted shares to pay employee tax liability	(13,383)	—	(84)	—	—	(84)						
Stock-based compensation	49,284	—	146	—	—	146						
Other comprehensive loss	—	—	—	(7,543)	(7,543)							

<b>Balance at</b>							
<b>March 31,</b>							
<b>2022</b>	50,496,833	82,157	14,186	253,503	(8,440)	341,406	
Net loss	—	—	—	(2,197)	—	(2,197)	
Repurchase of restricted shares to pay employee tax liability	(16,345)	—	(112)	—	—	(112)	
Issuance of shares of common stock to defined contribution retirement plan	(Note 10)	160,978	1,138	—	—	—	1,138
Stock-based compensation	176,746	—	239	—	—	—	239
Other comprehensive loss	—	—	—	—	(5,142)	(5,142)	
<b>Balance at June</b>							
<b>30, 2022</b>	50,818,212	83,295	14,313	251,306	(13,582)	335,332	
Net income	—	—	—	1,176	—	1,176	
Repurchase of restricted shares to pay employee tax liability	(1,299)	—	(8)	—	—	(8)	
Stock-based compensation	(16,901)	—	255	—	—	—	255
Other comprehensive loss	—	—	—	—	(7,154)	(7,154)	
<b>Balance at</b>							
<b>September 30,</b>							
<b>2022</b>	50,800,012	\$83,295	\$ 14,560	\$ 252,482	\$ (20,736)	\$ 329,601	
<b>Balance at</b>							
<b>January 1,</b>							
<b>2023</b>	50,795,871	\$83,295	\$ 14,808	\$ 234,049	\$ (19,525)	\$ 312,627	
Cumulative effect adjustment of a change in accounting principle, net of tax, on adoption of ASU 2016-13	—	—	—	778	—	778	
(Note 2)	—	—	—	778	—	778	

Cumulative effect adjustment of a change in accounting principle, net of tax, on adoption of ASU 2022-02 (Note 2)	—	—	—	(276)	—	(276)						
Cumulative effect adjustment of a change in accounting principle, net of tax, on adoption of ASU 2016-13					—	—	—	778	—	778		
Cumulative effect adjustment of a change in accounting principle, net of tax, on adoption of ASU 2022-02					—	—	—	(276)	—	(276)		
Net loss	—	—	—	(503)	—	(503)	—	—	—	(503)	—	
Repurchase of restricted shares to pay employee tax liability	(12,166)	—	(75)	—	—	(75)	(12,166)	—	(75)	—	(75)	
Stock-based compensation	24,411	—	173	—	—	173	24,411	—	173	—	173	
Other comprehensive income	—	—	—	—	2,786	2,786	—	—	—	2,786	2,786	
Balance at March 31, 2023	50,808,116	83,295	14,906	234,048	(16,739)	315,510	50,808,116	\$83,295	\$14,906	\$234,048	\$ (16,739)	\$315,510
Net income	—	—	—	2,539	—	2,539						
Repurchase of restricted shares to pay employee tax liability	(28,826)	—	(158)	—	—	(158)						

Issuance of shares of common stock to defined contribution retirement plan	(Note 10)	184,928	1,028	—	—	—	1,028
Stock-based compensation		1,117,668	—	350	—	—	350
Other							
comprehensive loss		—	—	—	—	(1,593)	(1,593)
<b>Balance at June 30, 2023</b>		<b>52,081,886</b>	<b>84,323</b>	<b>15,098</b>	<b>236,587</b>	<b>(18,332)</b>	<b>317,676</b>
Net income		—	—	—	314	—	314
<b>Balance at January 1, 2024</b>		<b>52,070,361</b>	<b>\$84,323</b>	<b>\$ 16,660</b>	<b>\$241,964</b>	<b>\$ (15,224)</b>	<b>\$ 327,723</b>
Net loss		—	—	—	—	(197)	—
Repurchase of restricted shares to pay employee tax liability	(106)	—	(2)	—	—	(2)	(38,033)
Stock-based compensation	(9,149)	—	786	—	—	786	14,355
Other							
comprehensive loss	—	—	—	—	(2,671)	(2,671)	—
<b>Balance at September 30, 2023</b>		<b>52,072,631</b>	<b>\$84,323</b>	<b>\$ 15,882</b>	<b>\$ 236,901</b>	<b>\$ (21,003)</b>	<b>\$ 316,103</b>
<b>Balance at March 31, 2024</b>		<b>52,046,683</b>	<b>\$84,323</b>	<b>\$ 17,173</b>	<b>\$ 241,767</b>	<b>\$ (15,997)</b>	<b>\$ 327,266</b>

See accompanying notes to condensed consolidated financial statements.

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**STERLING BANCORP, INC.**  
**Condensed Consolidated Statements of Cash Flows (Unaudited)**  
(dollars in thousands)

<b>Nine Months Ended</b>	<b>Three Months Ended</b>
<b>September 30,</b>	<b>March 31,</b>

	2023	2022	2024	2023
<b>Cash Flows From Operating Activities</b>				
Net income	\$ 2,350	\$ 4,239		
Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Provision for (recovery of) credit losses	(4,170)	(9,755)		
Net loss			\$ (197)	\$ (503)
Adjustments to reconcile net loss to net cash used in operating activities:				
Provision for credit losses			41	674
Deferred income taxes	1,601	5,034	(988)	2,394
Gain on extinguishment of Subordinated Notes	(234)	—		
Loss on sale of investment securities	2	—	—	2
Unrealized loss on equity securities	137	590		
Net amortization (accretion) on investment securities	(1,859)	(342)		
Unrealized (gain) loss on equity securities			47	(71)
Net amortization (accretion) on debt securities			(1,128)	(491)
Depreciation and amortization on leasehold improvements and equipment	1,031	1,162	276	352
Net principal payments (originations) of loans held for sale	(2,655)	2,284		
Originations, net of principal payments, of loans held for sale			—	(2,667)
Proceeds from sale of mortgage loans held for sale	2,979	1,831	—	2,979
Gain on sale of mortgage loans held for sale	(1,695)	(200)		
Net provision for (recovery of) mortgage repurchase liability	(19)	(670)		
Loss on sale of loans held for sale			—	25
Increase in cash surrender value of company-owned life insurance, net of premiums	(157)	(292)	(53)	(52)
Valuation allowance adjustments and amortization of mortgage servicing rights	163	891	57	91
Stock-based compensation	1,309	640	729	173
Other	(1)	82	9	175
Change in operating assets and liabilities:				
Accrued interest receivable	(1,025)	635	(686)	212
Other assets	2,187	(503)	1,967	(2,340)
Accrued expenses and other liabilities	(24,308)	1,905		
Net cash provided by (used in) operating activities	(24,364)	7,531		
Other liabilities			(3,951)	(4,426)
Net cash used in operating activities			(3,877)	(3,473)
<b>Cash Flows From Investing Activities</b>				
Purchase of interest-bearing time deposits with other banks	(240)	—		
Maturities and principal receipts of investment securities	43,231	80,551		
Sales of investment securities	2,977	—		
Purchases of investment securities	(101,287)	(147,493)		
Maturities (purchases) of investment securities, net	153	—		
Proceeds from redemption of Federal Home Loan Bank stock	1,365	2,662		
Maturities and principal receipts of debt securities			106,585	5,358
Proceeds from sale of debt securities			—	2,977
Purchases of debt securities			(82,162)	(2,979)
Purchase of shares of Federal Reserve Bank stock	(4,501)	—	(48)	—
Net decrease in loans	205,495	380,865	46,113	70,008
Purchases of portfolio loans	—	(67,127)		
Principal payments received on loans held for sale previously classified as portfolio loans	1,959	2,529		
Proceeds from loans held for sale previously classified as portfolio loans	37,930	67,584		
Proceeds received from settlement of company-owned life insurance policies	—	24,877		
Proceeds from the sales of equipment	46	—		
Principal payments received on commercial real estate loans held for sale			—	10
Purchases of leasehold improvements and equipment	(326)	(326)	(63)	(190)

Net cash provided by investing activities	186,802	344,122	70,425	75,184
<b>Cash Flows From Financing Activities</b>				
Net increase (decrease) in deposits	86,621	(310,721)	1,869	(32,215)
Proceeds from Federal Home Loan Bank advances	—	35,000		
Repayments of Federal Home Loan Bank advances	—	(135,000)		
Payments on redemption of Subordinated Notes	(65,000)	—		
Cash paid for surrender of vested shares to satisfy employee tax liability	(235)	(204)	(216)	(75)
Net cash provided by (used in) financing activities	21,386	(410,925)		
<b>Net cash provided (used in) financing activities</b>				
Net change in cash and due from banks	183,824	(59,272)	68,201	39,421
Cash and due from banks at beginning of period	379,798	411,676	577,967	379,798
Cash and due from banks at end of period	\$ 563,622	\$ 352,404	\$ 646,168	\$ 419,219
<b>Supplemental cash flows information</b>				
Cash paid for:				
Interest	\$ 44,528	\$ 11,872	\$ 18,129	\$ 11,424
Income taxes	300	1,779	—	25
Noncash investing and financing activities:				
Transfer of residential real estate loans to loans held for sale	34,581	—	—	34,581
Transfer of residential real estate loans from loans held for sale	3,906	—	—	3,906
Shares of common stock issued in satisfaction of Company's matching contribution in defined contribution retirement plan	1,028	1,138		
Right-of-use assets obtained in exchange for new operating lease liabilities			1,780	—

See accompanying notes to condensed consolidated financial statements.

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### STERLING BANCORP, INC. Notes to Condensed Consolidated Financial Statements – (Unaudited) (dollars in thousands, except share and per share amounts)

#### Note 1—Nature of Operations and Basis of Presentation

##### *Nature of Operations*

Sterling Bancorp, Inc. (unless stated otherwise or the context otherwise requires, together with its subsidiaries, the "Company") is a unitary thrift holding company that was incorporated in 1989 and the parent company of its wholly owned subsidiary, Sterling Bank and Trust, F.S.B. (the "Bank"), which was formed in 1984. The Company's business is conducted through the Bank, which was formed in 1984. The Bank originates commercial real estate loans and commercial and industrial loans, and provides deposit products, consisting primarily of checking, savings and term certificate accounts. Historically, the Company's largest asset class has been residential mortgage loans. The Bank's residential lending program has been suspended since the third-party residential lending service provider announced in November 2022 its intention to cease conducting business. Pending residential loan applications were processed through February 2023. The Company is currently performing an evaluation of its alternatives for new banking products and services. The Bank also engages in mortgage banking activities and, as such, acquires, sells and services residential mortgage loans. The Bank operates through a network of 2827 branches of which 2625 branches are located in the San Francisco and Los Angeles, California metropolitan areas with the remaining branches located in New York, New York and Southfield, Michigan.

In February 2024, the Company closed one of its branches in San Francisco and consolidated the operations into a nearby branch office. The Company is headquartered in Southfield, Michigan, and its operations are in the financial services industry. Management evaluates the performance of Michigan.

Historically, the Company's business based on one reportable segment, community banking, largest asset class has been residential mortgage loans. In 2023, the Bank discontinued originating residential loans. The Company is currently exploring and evaluating potential strategic alternatives which may include incorporating new banking products and services.

The Company is subject to regulation, examination and supervision by the Board of Governors of the Federal Reserve System (the "FRB" or "Federal Reserve"). The Bank is a federally chartered stock savings bank that has elected to operate as a covered savings association, effective August 9, 2023. As a covered savings association, the Bank will generally function as a commercial bank without the constraints applicable to a thrift institution. Prior to the election becoming effective, the Bank was subject to the Qualified Thrift Lender ("QTL") test. Under the QTL test, a savings institution is required to maintain at least 65% of its portfolio assets in certain qualified thrift investments (primarily residential mortgages and related investments, including certain mortgage-backed and related securities) in at least nine months out of each 12-month period. The Bank is subject to regulation, supervision and examination by the Office of the Comptroller of the Currency ("OCC") of the U.S. Department of Treasury and the Federal Deposit Insurance Corporation ("FDIC") and is a member of the FRB system and Federal Home Loan Bank ("FHLB") system.

#### **Basis of Presentation**

The condensed consolidated balance sheet as of **September 30, 2023** **March 31, 2024**, and the condensed consolidated statements of **income**, **operations**, comprehensive income (loss), changes in shareholders' equity and cash flows for the three **and nine** months ended **September 30, 2023** **March 31, 2024** and **2022** **2023** are unaudited. The unaudited condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and reflect all adjustments, in the opinion of management, of a normal recurring nature that are necessary for a fair presentation of the financial position, results of operations and cash flows for the periods presented. The financial data and other financial information disclosed in these notes to the condensed consolidated financial statements related to these periods are also unaudited. The results of operations for the three **and nine** months ended **September 30, 2023** **March 31, 2024** are not necessarily indicative of the results that may be expected for the year ended **December 31, 2023** **December 31, 2024** or for any future annual or interim period. The condensed consolidated balance sheet at **December 31, 2022** **December 31, 2023** included herein was derived from the audited financial statements as of that date. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**, as filed with the U.S. Securities and Exchange Commission (the "SEC") on **March 16, 2023** (the "2022 Form 10-K") **March 14, 2024**.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements – (Unaudited)**  
(dollars in thousands, except share and per share **amounts**) **amounts**)

#### **Note 2—Adoption of New Accounting Standards**

In March 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2022-02, *Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures* ("ASU 2022-02"), which eliminates the accounting guidance for troubled debt restructurings by creditors and enhances disclosure requirements for certain loan refinancings and restructurings made to borrowers experiencing financial difficulty. Under the new guidance, creditors should evaluate all loan modifications to determine if they result in a new loan or a continuation of the existing loan under the general loan modification guidance. Public business entities are required to disclose current-period gross write-offs by year of origination for loan financing receivables and net investment in leases. The Company adopted the provisions of ASU 2022-02 on January 1, 2023 on a prospective basis, along with its adoption of ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13") as discussed in Note 3—Summary of Significant Accounting Policies. On the date of adoption, the Company recorded a cumulative effect adjustment of \$276, net of tax, to decrease the opening balance of retained earnings as of January 1, 2023, for the initial application of ASU 2022-02. The cumulative effect adjustment represents the difference between the allowance previously determined under the troubled debt restructuring model and the allowance determined under the new credit loss accounting model for existing troubled debt restructuring loans on the adoption date.

In June 2016, the FASB issued ASU 2016-13 (and subsequent amendments), which significantly changes estimates for credit losses related to financial assets measured at amortized cost, including loan receivables and other contracts, such as off-balance sheet credit exposure, specifically, loan commitments and standby letters of credit, financial guarantees and other similar instruments. The guidance replaced the current incurred loss accounting model with an expected loss model, which is referred to as the current expected credit loss ("CECL") model. The CECL model requires the measurement of the lifetime

expected credit losses on financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Additionally, ASU 2016-13 requires credit losses on available for sale debt securities to be presented as an allowance rather than as a write-down. The guidance requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an entity's portfolio.

The Company adopted ASU 2016-13 on January 1, 2023 using the modified retrospective method for all financial assets measured at amortized cost and off-balance sheet credit exposures. Results for reporting periods beginning after January 1, 2023 are presented under ASC 326 while amounts for prior periods continue to be reported in accordance with previously applicable accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company recorded a cumulative effect adjustment of \$778, net of tax, to increase the opening balance of retained earnings as of January 1, 2023, for the initial application of CECL. Upon adoption, the allowance for credit losses for loans decreased by \$1,651 primarily driven by the allowance for credit losses on the construction loan portfolio due to the short contractual maturities of the loans in this portfolio segment (all construction loans mature in 2023). This was partially offset by an increase in the allowance for credit losses in both the residential real estate and commercial real estate portfolio segments which have longer contractual maturities. In addition, the Company established a liability for unfunded commitments of \$579.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
**(dollars in thousands, except share and per share amounts)**

The details of the changes and quantitative impact on the financial statement line items in the condensed consolidated balance sheet as of January 1, 2023 for the adoption of ASU 2016-13, along with the adoption of ASU 2022-02, were as follows:

	Prior to Adoption	Adjustments for ASU 2016-13	Adjustments for ASU 2022-02	After Adoption
<b>Assets:</b>				
Allowance for credit losses – loans	\$ 45,464	\$ (1,651)	\$ 380	\$ 44,193
<b>Liabilities:</b>				
Liability for unfunded commitments	—	579	—	579
Pretax cumulative effect adjustment of a change in accounting principle	(1,072)		380	
Less: income taxes	294		(104)	
Cumulative effect adjustment of a change in accounting principle, net of tax	<u>\$ (778)</u>	<u>\$ 276</u>		

The loan portfolio is pooled into segments with similar characteristics and risk profiles for which the probability of default/loss given default methodology is then applied. The Company utilizes a 24-month economic forecast. For all classes of financial assets deemed collateral dependent, the Company elected the practical expedient to estimate the expected credit losses based on the respective collateral's fair value less cost to sell.

The Company also made an accounting policy election to not measure an allowance for credit losses on accrued interest receivable and to present accrued interest receivable separately from the related financial asset on the condensed consolidated balance sheet.

The Company's available for sale debt securities are comprised of debt, mortgage-backed securities and collateralized mortgage obligations. The debt, mortgage-backed securities and the majority of the collateralized mortgage obligations are issued by the U.S. government, its agencies and government-sponsored enterprises. The Company has a long history with no credit losses from these issuers. Thus, the Company has not recorded an allowance for credit losses for its available for sale debt securities at the date of adoption.

As stated, the comparative prior period information presented before January 1, 2023 has not been adjusted and continues to be reported under the Company's historical allowance for loan losses policies as described in Note 2 to the consolidated financial statements in the 2022 Form 10-K.

**Note 3— Summary of Significant Accounting Policies**

## **Principles of Consolidation**

The accompanying condensed consolidated financial statements have been prepared in conformity with **accounting principles generally accepted in the United States of America ("U.S. GAAP, GAAP")**. The condensed consolidated financial statements include the results of Sterling Bancorp, Inc. and its wholly-owned subsidiaries.

All significant intercompany accounts and transactions have been eliminated in consolidation.

## **Use of Estimates**

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Due to the inherent uncertainty involved in making estimates, actual results reported in the future periods may be based upon amounts that could differ from those estimates.

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# **STERLING BANCORP, INC.**

## **Notes to Condensed Consolidated Financial Statements**

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

### **Concentration of Credit Risk**

The loan portfolio consists primarily of residential real estate loans, which are collateralized by real estate. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, residential real estate loans accounted for 80% and 84%, respectively, of total gross loans. In addition, most of these residential loans and other commercial loans have been made to individuals and businesses in the state of California, which are dependent on the area economy for their livelihoods and servicing of their loan obligation. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, approximately 80% 79% and 81% 80%, respectively, of gross loans were originated with respect to properties or businesses located in the state of California.

Also, the loan portfolio consists of a loan product of one-, three-, five- or seven-year adjustable-rate mortgages that required a down payment of at least 35% (also referred to herein as "Advantage Loan Program loans") which was terminated at the end of 2019 and continues to be the largest portion of gross residential loans. An internal review of the Advantage Loan Program and investigations conducted by the U.S. Department of Justice (the "DOJ") and the OCC indicated that certain employees engaged in misconduct in connection with the origination of a significant number of such loans, including the falsification of information with respect to verification of income, the amount of income reported for borrowers, reliance on third parties and related documentation. Refer to Note 17-Commitments and Contingencies. This former loan product totaled \$671,643 \$593,144, or 57% of gross residential loans, and \$880,373 (includes residential real estate loans held for sale of \$6,181 at December 31, 2022) \$628,245, or 59% and 63% 58% of gross residential loans, at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively.

### **Debt Securities(Effective January 1, 2023) Recently Issued Accounting Standards Not Yet Adopted**

Debt securities are classified

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09")*, which requires greater disaggregation of information in a reporting entity's effective tax rate reconciliation as either available for sale or held to maturity. Management determines the classification of the debt securities when they are purchased.

All debt securities were categorized as available for sale at September 30, 2023 and December 31, 2022. Available for sale debt securities are stated at fair value, with unrealized gains and losses reported in accumulated other comprehensive loss, net disaggregation of income taxes. taxes paid by jurisdiction. This ASU 2023-09 is effective for annual periods beginning after December 15, 2024. The amortized cost of debt securities guidance should be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is adjusted for amortization of premiums (noncallable) and accretion of discounts. permitted. The Company amortizes premiums and accretes discounts using is currently evaluating the effective interest method over the contractual life impact of the individual securities or, in the case of asset-backed securities, using the effective yield method over the estimated life of the individual securities. ASU 2023-09 on its income tax disclosures.

Interest income includes amortization or accretion of purchase premium or discount. Gains and losses realized on the sales of available for sale debt securities are recorded on the settlement date and determined using the specific identification method.

For available for sale debt securities in an unrealized loss position, the Company first assesses whether it intends to sell, or it is more likely than not that it will be required to sell the security before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the security's amortized cost basis is written down to fair value through income. For available for sale debt securities that do not meet the aforementioned criteria, the Company evaluates at the individual security level whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the 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 security are compared to the amortized cost basis of the 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 that the fair value is less than the amortized cost basis. Any impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive income, net of income taxes.

Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit losses. Losses are charged against the allowance for credit losses when management believes the uncollectibility of an available for sale security is confirmed or when either of the criteria regarding intent or requirement to sell is met.

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### STERLING BANCORP, INC.

#### Notes to Condensed Consolidated Financial Statements – (Unaudited) (dollars in thousands, except share and per share amounts) amounts

Accrued interest receivable on available for sale debt securities is recorded separately from In November 2023, the amortized cost basis FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"), which requires more disaggregated expense information about a public entity's reportable segments if the significant segment expenses are regularly provided to the chief operating decision maker and included in each reported measure of segment profit or loss. Additionally, ASU 2023-07 allows public entities to disclose more than one measure of segment profit or loss used by the chief operating decision maker. For public entities that have one reportable segment, ASU 2023-07 confirmed that all of the debt securities disclosures required in the condensed consolidated balance sheets segment guidance, including disclosing a measure of segment profit or loss and reporting significant segment expense and other items apply to these entities. This ASU 2023-07 does not change the definition of a segment, the method of determining segments, or the criteria for aggregating operating segments into reportable segments. The ASU 2023-07 is excluded from the estimate of credit losses.

#### **Equity Securities**

Equity securities with readily determinable fair values are stated at fair value with unrealized effective for fiscal years beginning after December 15, 2023, and realized gains and losses reported interim periods in income. Those equity securities without readily determinable fair values are recorded at cost less any impairments, adjusted for subsequent observable price changes in orderly transactions for an identical or similar investment fiscal years beginning after December 15, 2024. The ASU 2023-07 should be adopted retrospectively as of the same issuer. Any changes in the carrying value beginning of the equity investments are recognized in income.

Management performs a qualitative assessment each reporting earliest period to identify impairment of equity securities without readily determinable fair values. When a qualitative assessment indicates that an impairment exists, management determines the fair value of the investment and if the fair value presented. Early adoption is less than the investment's carrying value, an impairment charge is recorded in income equal to the difference between the fair value and the carrying amount of the investment.

#### **Loans Held for Sale**

permitted. The Company originates certain loans intended for sale in is currently evaluating the secondary market. Loans held for sale are carried at the lower impact of amortized cost or fair value ASU 2023-07 on an individual loan basis. The fair value of loans held for sale are primarily determined based on quoted prices for similar loans in active markets or outstanding commitments from third-party investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to non-interest income in the condensed consolidated statements of income.

Performing residential real estate loans that are held for sale are generally sold with servicing rights retained. The carrying value of mortgage loans sold is reduced by the amount allocated to the servicing right. On the sale of an originated loan, the servicing right is recorded at its estimated fair value. Gains and

losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold and are recorded as a component of non-interest income in the condensed consolidated statements of income.

Loans that are originated and classified as held for investment are periodically sold in order to manage liquidity, asset credit quality, interest rate risk or concentration risk. Loans that are reclassified into loans held for sale from loans held for investment, due to a change in intent, are recorded at the lower of cost or fair value.

#### **Loans**

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at amortized cost, net of the allowance for credit losses. Amortized cost is the principal balance outstanding, net of purchase premiums and discounts, and deferred loan fees and costs. Accrued interest receivable related to loans is recorded separately from the amortized cost basis of loans on the condensed consolidated balance sheets and is excluded from the estimate of credit losses. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct loan origination costs, are deferred and amortized over the contractual lives of the respective loans as a yield adjustment using the effective interest method. Other credit-related fees are recognized as fee income, as a component of non-interest income, in the condensed consolidated statements of income.

Interest income on loans is accrued as earned using the interest method over the term of the loan. The accrual of interest income is discontinued at the time the loan is 90 days past due or earlier if conditions warrant and placed on nonaccrual status. In all cases, loans are placed on nonaccrual status at an earlier date if collection of principal or interest is considered doubtful. All interest accrued and not received for loans placed on nonaccrual status is reversed against interest income. Any payments received on nonaccrual loans are applied to interest income on a cash basis if the loan is considered well secured. Otherwise, all payments received are applied first to outstanding loan principal amounts and then to the recovery of the charged off loan amounts. Any excess is treated as a recovery of interest and fees. Loans are returned to accrual status after all principal and interest amounts contractually due are made and future payments are reasonably assured.

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#### **STERLING BANCORP, INC.**

#### **Notes to Condensed Consolidated Financial Statements** (dollars in thousands, except share and per share amounts)

##### **Allowance for Credit Losses - Loans (Effective January 1, 2023)**

The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of held for investment loans to present the net amount expected to be collected on the loans. The allowance for credit losses is adjusted through a charge (recovery) to provision for (recovery of) credit losses in the condensed consolidated statements of income. When the Company determines that all or a portion of a loan is uncollectible, the appropriate amount is written off, and the allowance for credit losses is reduced by the same amount. The Company applies judgment to determine when a loan is deemed uncollectible; however, generally a loan will be considered uncollectible no later than when all efforts at collection have been exhausted. Subsequent recoveries, if any, are credited to the allowance for credit losses when received. Portions of the allowance for credit losses may be allocated for specific credits; however, the entire allowance for credit losses is available for any credit that, in management's judgment, should be charged off.

The Company estimates the allowance for credit losses on loans based on the underlying loans' amortized cost. If the collection of principal becomes uncertain, the Company stops accruing interest and reverses the accrued but unpaid interest against interest income. The Company has made a policy election to exclude accrued interest receivable from the measurement of the allowance for credit losses. The allowance for credit losses process involves procedures to appropriately consider the unique characteristics of the Company's portfolio segments. The allowance for credit losses is measured on a collective (pool) basis for portfolios of loans with similar risk characteristics and risk profiles. The Company's portfolio segments include the following: (i) commercial real estate, (ii) commercial construction, (iii) commercial and industrial, (iv) residential real estate and (v) home equity lines of credit. These portfolio segments were identified based on their common characteristics: loan type/purpose of loan, underlying collateral type, historical/expected credit loss patterns, availability of credit quality indicators (i.e., FICO, risk rating, delinquency) and completeness of the historical information. Loans which do not share risk characteristics—generally, nonaccrual commercial and construction loans, and collateral-dependent loans where the borrower is experiencing financial difficulty — are individually assessed for credit loss. The Company has elected, as a practical expedient, to measure the allowance for credit losses on a collateral-dependent loan, where the borrower is experiencing financial difficulty, at the fair value of the collateral less estimated costs to sell. The portfolio segments are reviewed at least annually or when major changes occur in the loan portfolio to ensure that the segmentation is still appropriate.

The amount of the allowance for credit losses represents management's best estimate of current expected credit losses on loans considering available information from internal and external sources, which is relevant to assessing collectability of the loans over the loans' contractual terms, adjusted for expected prepayments. The contractual term excludes expected extensions, renewals and modifications unless: (i) management has a reasonable expectation at the segment reporting date that an individual borrower is experiencing financial difficulty and a modification of the loan will be executed, or (ii) the extension or renewal options are included in the original or modified contract at the reporting date and are not unconditionally cancellable by the Company.

The Company estimates the allowance for credit losses using relevant available information related to past events, current conditions, and reasonable and supportable forecasts. In determining the total allowance for credit losses, the Company calculates the quantitative portion of the allowance for credit losses using a methodology, the Advanced Probability of Default model, a logistic regression model, and adds qualitative adjustments to the model results and the results from any individual loan assessments.

The Advanced Probability of Default model estimates the expected lifetime net charge off balance utilizing the following: (i) probability that the loan will stop performing or default; (ii) probability that a loan will pay-off entirely prior to maturity; and (iii) macroeconomic variables, including but not limited to unemployment rates, gross domestic product, and the Treasury Yield Curve. This information is specific to each portfolio segment, though not necessarily solely reliant on internally sourced data. Internal data is supplemented by, but not replaced by, peer data when required, primarily to determine the probability of default. The Company then applies a recovery rate to reflect the recoveries over an approximate 10-year period. disclosures.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts)

The probability of default is estimated by analyzing the relationship between the historical performance of each loan pool and historical economic trends over a complete economic cycle. The probability of default for each pool is adjusted using a statistical model to reflect the current impact of certain macroeconomic variables and their expected changes over a reasonable and supportable forecast period of eight quarters. The Company determined that it was reasonably able to forecast the macroeconomic variables used in the forecast modeling processes with an acceptable degree of confidence for a total of eight quarters. This forecast period is followed by a reversion process whereby the macroeconomic variables are relaxed to revert to the average historical loss rates for periods after the forecasted eight-quarter period.

Management qualitatively adjusts the allowance for credit loss model results for risk factors not considered within the quantitative modeling processes but are nonetheless relevant in assessing the expected credit losses within the portfolio segments. These qualitative risk factor adjustments may increase or decrease management's estimate of expected credit losses by a calculated percentage or amount based upon the estimated level of risk. Qualitative risk factors considered include adjustments for model limitations, management's adjustments to economic market forecasts and other current or forecasted events not captured in the Company's historical loss experience.

For loans that do not share risk characteristics that are evaluated on an individual basis, specific allocations of the allowance for credit losses are determined by analyzing the borrower's ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower's industry, among other things. In such cases, expected credit losses are based on the fair value of the collateral at the reporting date, adjusted for estimated selling costs if satisfaction of the loan depends on the sale of the collateral. The Company reevaluates the fair value of collateral supporting collateral dependent loans on an annual basis.

As disclosed above, the Company has identified the following portfolio segments used in measuring its expected credit losses in the loan portfolio and their respective risk characteristics.

The Residential Real Estate Mortgages portfolio includes residential first mortgages and residential second mortgages. The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. Economic trends determined by unemployment rates and other key economic indicators, particularly at the regional and local levels, are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

The Home Equity Lines of Credit portfolio includes residential second mortgages in the form of a revolving line of credit that requires interest only payments for a period followed by an amortizing period. These loans have higher risk of default compared to first liens making it harder to rely on loan-to-value ratios and loan balances can fluctuate. These loans are secured by the residential real estate by serving as a second lien behind the first mortgage lien.

The Commercial Real Estate portfolio includes commercial loans made to many types of businesses involving retail, multifamily, offices, hotels/single-room occupancy hotels, industrial and other commercial properties. Adverse economic developments or an overbuilt market may impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for the properties to produce sufficient cash flow to service debt obligations.

The Construction Loans portfolio is comprised of loans to builders and developers primarily for residential, commercial and mixed-use development. In addition to general commercial real estate risks, construction loans have additional risk of cost overruns, market deterioration during construction, lack of permanent financing, and no operating history.

The Commercial and Industrial portfolio is comprised of loans to many types of businesses for their operating needs of the business. The risk characteristics of these loans vary based on the borrowers' business and industry as repayment is typically dependent on cash flows generated from the underlying business. These loans may be secured by real estate or other assets or may be unsecured.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts)

### **Federal Reserve Bank Stock**

The Bank is a member of its regional Federal Reserve Bank. As a covered savings association, the Bank is required to own a certain amount of capital stock of the Federal Reserve Bank of Chicago. The Federal Reserve Bank stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on the ultimate recovery of its par value. The Federal Reserve Bank stock does not have a readily determinable fair value and no quoted market value as ownership is restricted to member institutions. Cash and stock dividends on the Federal Reserve Bank stock are reported as income in interest and dividends on investment securities and restricted stock in the condensed consolidated statements of income.

### ***Liability for Unfunded Commitments (Effective January 1, 2023)***

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer needs. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for these off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded.

The Company estimates expected credit losses over the contractual period in which the Company is exposed to credit risk through a contractual obligation to extend credit unless that obligation is unconditionally cancellable by the Company. The estimate of expected credit losses generally follows the same methodology as the funded loans by utilizing the loss rates generated for each portfolio segment with an adjustment for the probability of funding to occur. The liability for unfunded commitments, which is recorded in accrued expenses and other liabilities in the condensed consolidated balance sheets, is adjusted through the provision for (recovery of) credit losses.

### **Note 4—Investment Securities**

#### **3—Debt Securities**

The following tables summarize the amortized cost and fair value of debt securities available for sale debt securities at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive loss: losses:

September 30, 2023	March 31, 2024
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	Amortized			Gross Unrealized		Fair	Amortized			Gross Unrealized		Fair
	Cost	Gain		Loss	Value	Cost	Gain		Loss	Value		
		Gain	Loss				Gain	Loss				
<b>Available for sale:</b>												
U.S. Treasury and Agency securities	\$ 250,763	\$ 2	\$ (6,381)	\$ 244,384	\$ 154,007	\$ 3	\$ (4,141)	\$ 149,869				
Mortgage-backed securities	37,161	—	(5,115)	32,046	34,629	—	(4,020)	30,609				
Collateralized mortgage obligations	139,196	41	(17,507)	121,730	228,131	10	(13,910)	214,231				
Collateralized debt obligations	152	—	(10)	142	150	—	(7)	143				
<b>Total</b>	<b>\$ 427,272</b>	<b>\$ 43</b>	<b>\$ (29,013)</b>	<b>\$ 398,302</b>	<b>\$ 416,917</b>	<b>\$ 13</b>	<b>\$ (22,078)</b>	<b>\$ 394,852</b>				

	December 31, 2022					December 31, 2023						
	Amortized			Gross Unrealized		Fair	Amortized			Gross Unrealized		Fair
	Cost	Gain	Loss	Value	Cost	Gain	Loss	Value	Cost	Gain	Loss	Value
<b>Available for sale:</b>												
U.S. Treasury and Agency securities	\$ 175,878	\$ 17	\$ (7,458)	\$ 168,437	\$ 253,107	\$ 57	\$ (4,176)	\$ 248,988				
Mortgage-backed securities	41,388	—	(4,655)	36,733	35,757	—	(3,830)	31,927				
Collateralized mortgage obligations	153,066	4	(14,829)	138,241	151,196	27	(13,066)	138,157				
Collateralized debt obligations	157	—	(10)	147	151	—	(10)	141				
<b>Total</b>	<b>\$ 370,489</b>	<b>\$ 21</b>	<b>\$ (26,952)</b>	<b>\$ 343,558</b>	<b>\$ 440,211</b>	<b>\$ 84</b>	<b>\$ (21,082)</b>	<b>\$ 419,213</b>				

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts)

Investment securities with a fair value of \$82,632 \$75,400 were pledged as collateral on the FHLB borrowings at **September 30, 2023** **March 31, 2024**. Additionally, investment securities with a fair value of \$63,174 were held by the FRB as collateral for available borrowings under the Bank Term Funding Program.

Accrued interest receivable on available for sale debt securities totaled \$1,372 \$1,403 and \$808 \$1,535 at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively.

The mortgage-backed securities, and a majority of the collateralized mortgage obligations are issued and/or guaranteed by a U.S. government agency (Government National Mortgage Association) or a U.S. government-sponsored enterprise (Federal Home Loan Mortgage Corporation ("Freddie Mac") or Federal National Mortgage Association ("Fannie Mae")). The fair value of the private-label collateralized mortgage obligations was \$321 \$285 and \$353 \$308 at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively.

No securities of any single issuer, other than debt securities issued by the U.S. government, government agency and government-sponsored enterprises, were in excess of 10% of total shareholders' equity at **September 30, 2023** as of **March 31, 2024** and **December 31, 2022** **December 31, 2023**.

Information pertaining to the sales of available for sale debt securities for the three and nine months ended September 30, 2023 and 2022 is as follows:

	Three Months Ended				Nine Months Ended			
	September 30,		September 30,		2023		2022	
	2023	2022	2023	2022	\$	\$	\$	\$
Proceeds from the sale of debt securities	\$ —	\$ —	\$ 2,977	\$ —				
Gross realized gains	\$ —	\$ —	\$ 1	\$ —				
Gross realized losses	—	—	(3)	—				

Total net realized losses	\$ —	\$ —	\$ (2)	\$ —
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The income tax expense related to the net realized losses was \$1 for the nine months ended September 30, 2023.

The amortized cost and fair value of U.S. Treasury and Agency securities at September 30, 2023 are shown by contractual maturity in the table below. Mortgage-backed securities, collateralized mortgage obligations and collateralized debt obligations are disclosed separately as the expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized	Fair
	Cost	Value
U.S. Treasury and Agency securities:		
Due less than one year	\$171,352	\$170,525
Due after one year through five years	79,411	73,859
Mortgage-backed securities	37,161	32,046
Collateralized mortgage obligations	139,196	121,730
Collateralized debt obligations	152	142
<b>Total</b>	<b>\$427,272</b>	<b>\$398,302</b>

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements – (Unaudited)**  
(dollars in thousands, except share and per share amounts)

The following table summarizes available for sale debt securities, at fair value, in an unrealized loss position for which an allowance for credit losses has not been recorded at September 30, 2023 and December 31, 2022, aggregated by major security type and length of time the individual debt securities have been in a continuous unrealized loss position:

	September 30, 2023					
	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
	Value	Losses	Value	Losses	Value	Losses
U.S. Treasury and Agency securities	\$ 98,578	\$ (70)	\$ 122,804	\$ (6,311)	\$ 221,382	\$ (6,381)
Mortgage-backed securities	—	—	32,046	(5,115)	32,046	(5,115)
Collateralized mortgage obligations	6,643	(168)	110,868	(17,339)	117,511	(17,507)
Collateralized debt obligations	—	—	142	(10)	142	(10)
<b>Total</b>	<b>\$ 105,221</b>	<b>\$ (238)</b>	<b>\$ 265,860</b>	<b>\$ (28,775)</b>	<b>\$ 371,081</b>	<b>\$ (29,013)</b>

	December 31, 2022					
	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
	Value	Losses	Value	Losses	Value	Losses
U.S. Treasury and Agency securities	\$ 100,815	\$ (2,839)	\$ 44,605	\$ (4,619)	\$ 145,420	\$ (7,458)
Mortgage-backed securities	5,792	(139)	30,941	(4,516)	36,733	(4,655)
Collateralized mortgage obligations	69,088	(3,169)	64,715	(11,660)	133,803	(14,829)
Collateralized debt obligations	—	—	147	(10)	147	(10)
<b>Total</b>	<b>\$ 175,695</b>	<b>\$ (6,147)</b>	<b>\$ 140,408</b>	<b>\$ (20,805)</b>	<b>\$ 316,103</b>	<b>\$ (26,952)</b>

As of September 30, 2023, the debt securities portfolio consisted of 33 debt securities, with 29 debt securities in an unrealized loss position. For debt securities in an unrealized loss position, the Company has both the intent and ability to hold these investments and, based on current conditions, the Company does not believe it is likely that it will be required to sell these debt securities prior to recovery of the amortized cost. As the Company had the intent and the ability to hold the debt securities in an unrealized loss position at September 30, 2023, each security with an unrealized loss position was further assessed to determine if a credit loss exists.

The Company's debt, mortgage-backed securities and the majority of the collateralized mortgage obligations are issued by the U.S. government, its agencies and government-sponsored enterprises. The Company has a long history with no credit losses from issuers of U.S. government, its agencies and government-sponsored enterprises. Also, the Company's available for sale debt securities are explicitly or implicitly fully guaranteed by the U.S. government. As a result, management does not expect any credit losses on its available for sale debt securities. Accordingly, the Company has not recorded an allowance for credit losses for its available for sale debt securities at September 30, 2023. Similarly, for the same reasons noted above, at December 31, 2022, the Company determined that the unrealized losses in these securities were due to non-credit-related factors, including changes in interest rates and other market conditions.

#### **Equity Securities**

Equity securities consist of an investment in a qualified community reinvestment act investment fund, which is a publicly-traded mutual fund and an investment in the common equity of Pacific Coast Banker's Bank, a thinly traded restricted stock. At September 30, 2023 and December 31, 2022, equity securities totaled \$4,505 and \$4,642, respectively.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts)

Equity securities with readily determinable fair values are stated at fair value with realized and unrealized gains and losses reported in non-interest income in the condensed consolidated statements of income. At September 30, 2023 and December 31, 2022, equity securities with readily determinable fair values were \$4,259 and \$4,396, respectively. The following is a summary of unrealized and realized gains and losses recognized in the condensed consolidated statements of income:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Net loss recorded during the period on equity securities	\$ (137)	\$ (184)	\$ (137)	\$ (590)
Less: net gains (loss) recorded during the period on equity securities sold during the period	—	—	—	—
Unrealized loss recorded during the period on equity securities held at the reporting date	\$ (137)	\$ (184)	\$ (137)	\$ (590)

The Company has elected to account for its investment in a thinly traded, restricted stock using the measurement alternative for equity securities without readily determinable fair values, resulting in the investment carried at cost based on no evidence of impairment or observable trading activity during the nine months ended September 30, 2023 and 2022. The investment was reported at \$246 at September 30, 2023 and December 31, 2022.

#### **Note 5—Loans**

##### **Loans Held for Sale**

The major categories of loans held for sale were as follows:

September 30,      December 31,

	2023	2022
Residential real estate	\$ —	\$ 6,181
Commercial real estate	—	1,544
Total loans held for sale	<u>\$ —</u>	<u>\$ 7,725</u>

At December 31, 2022, loans held for sale included nonaccrual residential real estate loans of \$1,942.

In March 2023, residential real estate loans held for investment with an amortized cost of \$41,059 were transferred to loans held for sale due to management's change in intent and decision to sell the loans. On the transfer, the Company recorded a \$6,478 charge off applied against the allowance for credit losses to reflect these loans at their estimated fair value. In addition, residential real estate loans held for sale with an amortized cost of \$3,906 were transferred to loans held for investment due to management's change in intent and decision to not sell the loans.

During the nine months ended September 30, 2023, the Company sold loans held for sale, with a carrying value of \$36,210 on the date of sale, to a third party for net cash proceeds of \$37,930.

In February 2022, the Company sold substantially all of its commercial real estate loans held for sale, which loans had a carrying value of \$49,455 on the date of sale, to a third party for cash proceeds of \$49,610.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts)

*Loans Held for Investment and Allowance for Credit Losses*

The major categories of loans held for investment and the allowance for credit losses were as follows:

	September 30,	December 31,	
	2023	2022	
Residential real estate	\$ 1,139,205	\$ 1,391,276	
Commercial real estate	237,812	221,669	
Construction	22,292	44,503	
Commercial and industrial	17,809	1,396	
Other consumer	9	5	
Total loans	1,417,127	1,658,849	
Less: allowance for credit losses	(34,267)	(45,464)	
Loans, net	<u>\$ 1,382,860</u>	<u>\$ 1,613,385</u>	

Accrued interest receivable related to total gross loans, including loans held for sale, was \$6,645 and \$6,894 at September 30, 2023 and December 31, 2022, respectively.

As disclosed above, residential real estate loans with an amortized cost of \$41,059 were transferred to loans held for sale and subsequently sold in May 2023. Also, in March 2023, residential real estate loans with an amortized cost of \$3,906 were transferred from loans held for sale to loans held for investment.

Loans totaling \$439,718 and \$389,830 were pledged as collateral on the FHLB borrowings at September 30, 2023 and December 31, 2022, respectively.

The allowance for credit losses at September 30, 2023 was estimated using the current expected credit loss model. The Company's estimate of the allowance for credit losses reflects losses expected over the remaining contractual life of the loans. The contractual term does not consider extensions, renewals or modifications unless the Company has identified a loan where the individual borrower is experiencing financial difficulty. The following tables

present the activity in the allowance for credit losses related to loans held for investment by portfolio segment for the three and nine months ended September 30, 2023:

Three Months Ended September 30, 2023	Residential	Commercial		Commercial		Other		Total
	Real Estate	Real Estate	Construction	and Industrial	Consumer			
<b>Allowance for credit losses:</b>								
Balance at the beginning of the period	\$ 16,909	\$ 16,728	\$ 2,475	\$ 41	\$ —	\$ 36,153		
Provision for (recovery of) credit losses	1,307	(2,482)	(752)	40	—	(1,887)		
Charge offs	—	—	—	—	—	—		
Recoveries	—	—	1	—	—	—		1
<b>Total ending balance</b>	<b>\$ 18,216</b>	<b>\$ 14,246</b>	<b>\$ 1,724</b>	<b>\$ 81</b>	<b>\$ —</b>	<b>\$ 34,267</b>		

Nine Months Ended September 30, 2023	Residential	Commercial		Commercial		Other		Total
	Real Estate	Real Estate	Construction	and Industrial	Consumer			
<b>Allowance for credit losses:</b>								
Balance at the beginning of the period	\$ 27,951	\$ 11,694	\$ 5,781	\$ 38	\$ —	\$ 45,464		
Adoption of ASU 2016-13	865	1,151	(3,633)	(34)	—	(1,651)		
Adoption of ASU 2022-02	(11)	—	391	—	—	380		
Provision for (recovery of) credit losses	(4,477)	1,301	(818)	77	—	(3,917)		
Charge offs	(6,478)	—	—	—	—	(6,478)		
Recoveries	366	100	3	—	—	469		
<b>Total ending balance</b>	<b>\$ 18,216</b>	<b>\$ 14,246</b>	<b>\$ 1,724</b>	<b>\$ 81</b>	<b>\$ —</b>	<b>\$ 34,267</b>		

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts) amounts

The following tables present the activity in the allowance information pertaining to sales of available for loan losses sale debt securities for the three and nine months ended September 30, 2022, March 31, 2024 and 2023 as determined in accordance with ASC 310, Receivables ("ASC 310"), prior to the adoption of ASU 2016-13: follows:

Three Months Ended September 30, 2022	Commercial						Total
	Residential	Commercial	Lines of		Other		
Real Estate	Real Estate	Construction	Credit	Consumer			
<b>Allowance for loan losses:</b>							
Beginning balance	29,982	\$ 15,035	\$ 6,708	\$ 36	\$ 5	\$ 51,766	
Provision for (recovery of) loan losses	(1,841)	(209)	(2,304)	2	(5)	(4,357)	
Charge offs	—	(4,064)	—	—	—	(4,064)	
Recoveries	46	5	1,966	—	—	2,017	
<b>Total ending balance</b>	<b>\$ 28,187</b>	<b>\$ 10,767</b>	<b>\$ 6,370</b>	<b>\$ 38</b>	<b>\$ —</b>	<b>\$ 45,362</b>	

Nine Months Ended September 30, 2022	Commercial						Total
	Residential	Commercial	Lines of		Other		
Real Estate	Real Estate	Construction	Credit	Consumer			
<b>Allowance for loan losses:</b>							

Allowance for loan losses:								
Beginning balance	\$ 32,202	\$ 12,608	\$ 11,730	\$ 8	\$ —	\$ 56,548		
Provision for (recovery of) loan losses	(4,594)	2,138	(7,329)	30	—	(9,755)		
Charge offs	(197)	(4,064)	—	—	—	(4,261)		
Recoveries	776	85	1,969	—	—	2,830		
Total ending balance	<u>\$ 28,187</u>	<u>\$ 10,767</u>	<u>\$ 6,370</u>	<u>\$ 38</u>	<u>\$ —</u>	<u>\$ 45,362</u>		

	Three Months Ended	
	March 31,	
	2024	2023
Proceeds from the sale of debt securities	\$ —	<u>\$ 2,977</u>
Gross realized gains	\$ —	\$ 1
Gross realized losses	—	(3)
Total net realized losses	<u>\$ —</u>	<u>\$ (2)</u>

Prior The income tax benefit related to the adoption net realized losses was \$(1) for the three months ended March 31, 2023.

The amortized cost and fair value of ASU 2016-13, U.S. Treasury and Agency securities at March 31, 2024 are shown by contractual maturity in the Company individually evaluated commercial real estate loans, construction loans table below. Mortgage-backed securities, collateralized mortgage obligations and commercial lines of credit for impairment and large homogeneous loans, such collateralized debt obligations are disclosed separately as residential real estate loans and other consumer loans were collectively evaluated for impairment. the expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized	Fair
	Cost	Value
U.S. Treasury and Agency securities:		
Due less than one year	\$ 74,470	\$ 74,469
Due after one year through five years	79,537	75,400
Mortgage-backed securities	34,629	30,609
Collateralized mortgage obligations	228,131	214,231
Collateralized debt obligations	150	143
Total	<u>\$416,917</u>	<u>\$394,852</u>

The following table presents loans individually and collectively evaluated summarizes available for impairment and their respective sale debt securities, at fair value, in an unrealized loss position for which an allowance for credit losses has not been recorded at March 31, 2024 and December 31, 2023, aggregated by major security type and length of time the individual securities have been in a continuous unrealized loss allocation as of December 31, 2022, as determined in accordance with ASC 310, prior to the adoption of ASU 2016-13: position:

December 31, 2022	Commercial						
	Residential	Commercial	Lines of	Other			Total
Real Estate	Real Estate	Construction	Credit	Consumer			
Allowance for loan losses:							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	\$ 11	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 11
Collectively evaluated for impairment	27,940	11,694	5,781	38	—	—	45,453
Total ending allowance balance	<u>\$ 27,951</u>	<u>\$ 11,694</u>	<u>\$ 5,781</u>	<u>\$ 38</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 45,464</u>
Loans:							
Loans individually evaluated for impairment	\$ 45	\$ —	\$ 2,485	\$ 107	\$ —	\$ —	\$ 2,637
Loans collectively evaluated for impairment	1,391,231	221,669	42,018	1,289	5	5	1,656,212
Total ending loans balance	<u>\$ 1,391,276</u>	<u>\$ 221,669</u>	<u>\$ 44,503</u>	<u>\$ 1,396</u>	<u>\$ 5</u>	<u>\$ 5</u>	<u>\$ 1,658,849</u>

	March 31, 2024					
	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
	Value	Losses	Value	Losses	Value	Losses
U.S. Treasury and Agency securities	\$ 49,820	\$ (4)	\$ 75,400	\$ (4,137)	\$ 125,220	\$ (4,141)
Mortgage-backed securities	—	—	30,609	(4,020)	30,609	(4,020)
Collateralized mortgage obligations	103,507	(277)	107,065	(13,633)	210,572	(13,910)
Collateralized debt obligations	—	—	143	(7)	143	(7)
<b>Total</b>	<b>\$ 153,327</b>	<b>\$ (281)</b>	<b>\$ 213,217</b>	<b>\$ (21,797)</b>	<b>\$ 366,544</b>	<b>\$ (22,078)</b>

	December 31, 2023					
	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
	Value	Losses	Value	Losses	Value	Losses
U.S. Treasury and Agency securities	\$ 49,836	\$ (1)	\$ 125,183	\$ (4,175)	\$ 175,019	\$ (4,176)
Mortgage-backed securities	—	—	31,927	(3,830)	31,927	(3,830)
Collateralized mortgage obligations	10,297	(221)	111,554	(12,845)	121,851	(13,066)
Collateralized debt obligations	—	—	141	(10)	141	(10)
<b>Total</b>	<b>\$ 60,133</b>	<b>\$ (222)</b>	<b>\$ 268,805</b>	<b>\$ (20,860)</b>	<b>\$ 328,938</b>	<b>\$ (21,082)</b>

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### STERLING BANCORP, INC.

#### Notes to Condensed Consolidated Financial Statements – (Unaudited) (dollars in thousands, except share and per share amounts amounts)

As of March 31, 2024, the debt securities portfolio consisted of 35 debt securities, with 32 debt securities in an unrealized loss position. For debt securities in an unrealized loss position, the Company has both the intent and ability to hold these investments and, based on the current conditions, the Company does not believe it is likely that it will be required to sell these debt securities prior to recovery of the amortized cost. As the Company had the intent and the ability to hold the debt securities in an unrealized loss position at March 31, 2024, each security with an unrealized loss position was further assessed to determine if a credit loss exists.

The Company's debt, mortgage-backed securities and the majority of the collateralized mortgage obligations are issued and guaranteed by the U.S. government, its agencies and government-sponsored enterprises. The Company has a long history with no credit losses from issuers of U.S. government, its agencies and government-sponsored enterprises. As a result, management does not expect any credit losses on its available for sale debt securities. Accordingly, the Company has not recorded an allowance for credit losses for its available for sale debt securities at March 31, 2024 and December 31, 2023.

#### Note 4—Equity Securities

Equity securities consist of an investment in a qualified community reinvestment act investment fund, which is a publicly-traded mutual fund and an investment in the common equity of Pacific Coast Banker's Bank, a thinly traded restricted stock. At March 31, 2024 and December 31, 2023, equity securities totaled \$4,656 and \$4,703, respectively.

Equity securities with readily determinable fair values are stated at fair value with realized and unrealized gains and losses reported in non-interest income in the condensed consolidated statements of operations. At March 31, 2024 and December 31, 2023, equity securities with readily determinable fair values were \$4,410 and \$4,457, respectively. The following is a summary of unrealized and realized gains and losses recognized in the condensed consolidated statements of operations:

	Three Months Ended	
	March 31,	
	2024	2023
Net gain (loss) recorded during the period on equity securities	\$ (47)	\$ 71
Less: net gain (loss) recorded during the period on equity securities sold during the period	—	—
Unrealized gain (loss) recorded during the period on equity securities held at the reporting date	\$ (47)	\$ 71

The Company has elected to account for its investment in a thinly traded, restricted stock using the measurement alternative for equity securities without readily determinable fair values, resulting in the investment carried at cost based on no evidence of impairment or observable trading activity during the three months ended March 31, 2024 and 2023. The investment was reported at \$246 at March 31, 2024 and December 31, 2023.

#### Note 5—Loans

##### Loans Held for Investment

The major categories of loans held for investment and the allowance for credit losses were as follows:

	March 31,	December 31,
	2024	2023
Residential real estate	\$1,040,464	\$1,085,776
Commercial real estate	244,546	236,982
Construction	4,915	10,381
Commercial and industrial	13,348	15,832
Other consumer	6	1
Total loans	1,303,279	1,348,972
Less: allowance for credit losses	(29,257)	(29,404)
Loans, net	\$1,274,022	\$1,319,568

Accrued interest receivable related to total gross loans was \$6,701 and \$6,617 as of March 31, 2024 and December 31, 2023, respectively.

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#### STERLING BANCORP, INC.

#### Notes to Condensed Consolidated Financial Statements – (Unaudited) (dollars in thousands, except share and per share amounts)

Loans totaling \$533,650 and \$428,358 were pledged as collateral on the FHLB borrowings at March 31, 2024 and December 31, 2023, respectively. Residential real estate loans collateralized by properties that were in the process of foreclosure totaled \$2,027 and \$4,004 at March 31, 2024 and December 31, 2023, respectively.

In March 2023, residential real estate loans held for investment with an amortized cost of \$41,059 were transferred to loans held for sale due to management's change in intent and decision to sell the loans. On the transfer, the Company recorded a \$6,478 charge off applied against the allowance for credit losses to reflect these loans at their estimated fair value. These residential real estate loans were sold in May 2023.

#### Allowance for Credit Losses

The allowance for credit losses was estimated using the current expected credit loss model. The Company's estimate of the allowance for credit losses reflects losses expected over the remaining contractual life of the loans. The contractual term does not consider extensions, renewals or modifications unless the Company has identified a loan where the individual borrower is experiencing financial difficulty. The following table

presents information tables present the activity in the allowance for credit losses related to impaired loans held for investment by class of loans at December 31, 2022, as determined in accordance with ASC 310 prior to the adoption of ASU 2016-13:

	At December 31, 2022		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses
With no related allowance for loan losses recorded:			
Commercial real estate:			
Retail	\$ 227	\$ —	\$ —
Construction	2,485	2,485	—
Commercial lines of credit:			
Private banking	107	107	—
Subtotal	2,819	2,592	—
With an allowance for loan losses recorded:			
Residential real estate, first mortgage	79	45	11
Total	\$ 2,898	\$ 2,637	\$ 11

The following table presents average impaired loans, as determined in accordance with ASC 310 prior to the adoption of ASU 2016-13, and interest recognized on such loans, portfolio segment for the three and nine months ended September 30, 2022; March 31, 2024 and 2023:

	Three Months Ended						Nine Months Ended					
	September 30, 2022						September 30, 2022					
	Average		Interest		Cash Basis		Average		Interest		Cash Basis	
	Recorded	Investment	Income	Interest	Recorded	Investment	Income	Interest	Recorded	Income	Interest	Recognized
With no related allowance for loan losses recorded:												
Construction	\$ 5,375	\$ 40	\$ 27	\$ 6,885	\$ 118	\$ 105						
Commercial lines of credit:												
Private banking	111	2	1	113	5	4						
Subtotal	5,486	42	28	6,998	123	109						
With an allowance for loan losses recorded:												
Residential real estate, first mortgage	48	2	2	198	3	3						
Total	\$ 5,534	\$ 44	\$ 30	\$ 7,196	\$ 126	\$ 112						

Three Months Ended March 31, 2024	Residential	Commercial		Commercial		Total
	Real Estate	Real Estate	Construction	and Industrial		
Allowance for credit losses:						
Balance at the beginning of the period	\$ 14,322	\$ 13,550	\$ 1,386	\$ 146	\$ 29,404	
Provision for (recovery of) credit losses	912	(395)	(616)	(48)	(147)	
Charge offs	—	—	—	—	—	
Recoveries	—	—	—	—	—	
Total ending balance	\$ 15,234	\$ 13,155	\$ 770	\$ 98	\$ 29,257	

Three Months Ended March 31, 2023	Residential	Commercial		Commercial		Total
	Real Estate	Real Estate	Construction	and Industrial		
Allowance for credit losses:						
Balance at the beginning of the period	\$ 27,951	\$ 11,694	\$ 5,781	\$ 38	\$ 45,464	
Adoption of ASU 2016-13	865	1,151	(3,633)	(34)	(1,651)	
Adoption of ASU 2022-02	(11)	—	391	—	380	
Provision for (recovery of) credit losses	(1,889)	3,217	(546)	2	784	
Charge offs	(6,478)	—	—	—	(6,478)	
Recoveries	60	5	1	—	66	
Total ending balance	\$ 20,498	\$ 16,067	\$ 1,994	\$ 6	\$ 38,565	

## Nonaccrual Loans and Past Due Loans

Past due loans held for investment are loans contractually past due 30 days or more as to principal or interest payments. A loan held for investment is classified as nonaccrual, and the accrual of interest on such loan is discontinued, when the contractual payment of principal or interest becomes 90 days past due. In addition, a loan may be placed on nonaccrual at any other time management has serious doubts about further collectability of principal or interest according to the contractual terms, even though the loan is currently performing. A loan held for investment may remain in accrual status if it is in the process of collection and well secured. When a loan held for investment is placed in nonaccrual status, interest accrued but not received is reversed against interest income. Interest received on such loans is applied to the principal balance of the loan until qualifying for return of to accrual status. Loans are returned to accrual status after all principal and interest amounts contractually due are made to return the loan to current status and future payments are reasonably assured.

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### STERLING BANCORP, INC. Notes to Condensed Consolidated Financial Statements – (Unaudited) (dollars in thousands, except share and per share amounts amounts)

The following table presents the total amortized cost basis of loans on nonaccrual status, the amortized cost basis of loans on nonaccrual status with no related allowance for credit losses and loans past due 90 days or more and still accruing at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023:

	September 30, 2023				December 31, 2022				March 31, 2024				December 31, 2023				
	Nonaccrual		Past Due 90		Nonaccrual		Past Due 90		Nonaccrual		Past Due 90		Nonaccrual		Past Due 90		
	With No Days or More		With No Days or More		With No Days or More		With No Days or More		With No Days or More		With No Days or More		With No Days or More		With No Days or More		
	Nonaccrual	Allowance for and Still Accruing															
	Loans	Credit Losses	Accruing	Loans	Credit Losses	Accruing	Loans	Credit Losses	Accruing	Loans	Credit Losses	Accruing	Loans	Credit Losses	Accruing	Loans	Credit Losses
Residential real estate:																	
Residential first mortgage	\$ 5,035	\$ 392	\$ 32	\$ 33,501	\$ —	\$ 35	\$ 9,318	\$ 2,064	\$ 30	\$ 8,942	\$ 4,079	\$ 31					
Residential second mortgage	—	—	—	189	—	—											
Commercial real estate	—	—	1,115	—	—	—											
<b>Total</b>	<b>\$ 5,035</b>	<b>\$ 392</b>	<b>\$ 1,147</b>	<b>\$ 33,690</b>	<b>\$ —</b>	<b>\$ 35</b>											

At September 30, 2023 March 31, 2024, the Company had nonaccrual loans of \$5,035 \$9,318 in its held for investment loan portfolio. The decrease increase in nonaccrual loans from December 31, 2022 is primarily December 31, 2023 was due to the addition of \$1,480 of residential loans to nonaccrual status which was partially offset by loans of \$28,637 that were transferred to held for sale in March 2023 and subsequently sold in May 2023. On the transfer, a charge off on these nonaccrual loans of \$4,231 was recorded to the allowance for credit losses. The remainder of the decrease in nonaccrual loans is primarily due to loans of \$4,162 that were paid in full and loans of \$5,538 totaling \$877 that were returned to accrual status. Partially offsetting these decreases, loans totaling \$9,871 were added to nonaccrual status a portion and payments of which were transferred to held for sale and sold in May 2023. the loan principal of \$227.

The total interest income that would have been recorded if the nonaccrual loans had been current in accordance with their original terms was \$96 \$215 and \$572 \$538 for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$157 and \$1,542 for the nine months ended September 30, 2023 and 2022, 2023, respectively. The Company does not record interest income on nonaccrual loans.

## Aging Analysis of Past Due Loans

The following table presents an aging of the amortized cost basis of contractually past due loans at September 30, 2023 as of March 31, 2024 and December 31, 2023:

September 30, 2023	30 - 59		60 - 89		90 Days		Current
	Days		Days		or More		
	Past Due	Past Due	Past Due	Past Due	Total	Loans	Total
Residential real estate	\$ 19,424	\$ 2,991	\$ 5,067	\$ 27,482	\$ 1,111,723	\$ 1,139,205	
Commercial real estate	—	—	1,115	1,115	236,697	237,812	
Construction	—	—	—	—	22,292	22,292	
Commercial and industrial	—	—	—	—	17,809	17,809	
Other consumer	—	—	—	—	9	9	
<b>Total</b>	<b>\$ 19,424</b>	<b>\$ 2,991</b>	<b>\$ 6,182</b>	<b>\$ 28,597</b>	<b>\$ 1,388,530</b>	<b>\$ 1,417,127</b>	

March 31, 2024	30 - 59		60 - 89		90 Days		Current
	Days		Days		or More		
	Past Due	Past Due	Past Due	Past Due	Total	Loans	Total
Residential real estate	\$ 10,316	\$ 2,708	\$ 9,348	\$ 22,372	\$ 1,018,092	\$ 1,040,464	
Commercial real estate	—	—	—	—	244,546	244,546	
Construction	—	—	—	—	4,915	4,915	
Commercial and industrial	—	—	—	—	13,348	13,348	
Other consumer	—	—	—	—	6	6	
<b>Total</b>	<b>\$ 10,316</b>	<b>\$ 2,708</b>	<b>\$ 9,348</b>	<b>\$ 22,372</b>	<b>\$ 1,280,907</b>	<b>\$ 1,303,279</b>	

December 31, 2023	30 - 59		60 - 89		90 Days		Current
	Days		Days		or More		
	Past Due	Past Due	Past Due	Past Due	Total	Loans	Total
Residential real estate	\$ 16,634	\$ 2,305	\$ 8,973	\$ 27,912	\$ 1,057,864	\$ 1,085,776	
Commercial real estate	—	—	—	—	236,982	236,982	
Construction	—	—	—	—	10,381	10,381	
Commercial and industrial	—	—	—	—	15,832	15,832	
Other consumer	—	—	—	—	1	1	
<b>Total</b>	<b>\$ 16,634</b>	<b>\$ 2,305</b>	<b>\$ 8,973</b>	<b>\$ 27,912</b>	<b>\$ 1,321,060</b>	<b>\$ 1,348,972</b>	

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#### STERLING BANCORP, INC.

#### Notes to Condensed Consolidated Financial Statements – (Unaudited)

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

The following table presents the aging of the recorded investment in past due loans, presented in accordance with ASC 310, at December 31, 2022, by class of loans:

December 31, 2022	30 - 59		60 - 89		90 Days		Current
	Days		Days		or More		
	Past Due	Past Due	Past Due	Past Due	Total	Loans	Total
<b>Residential real estate:</b>							
Residential first mortgage	\$ 17,881	\$ 5,337	\$ 33,536	\$ 56,754	\$ 1,324,545	\$ 1,381,299	
Residential second mortgage	99	—	189	288	9,689	9,977	
<b>Commercial real estate:</b>							
Retail	—	—	—	—	28,971	28,971	

Multifamily	—	—	—	—	81,444	81,444
Office	—	—	—	—	39,610	39,610
Hotels/Single-room occupancy hotels	—	—	—	—	5,208	5,208
Industrial	—	—	—	—	30,242	30,242
Other	—	—	—	—	36,194	36,194
Construction	—	—	—	—	44,503	44,503
Commercial lines of credit:						
Private banking	—	—	—	—	107	107
C&I lending	—	—	—	—	1,289	1,289
Other consumer	—	—	—	—	5	5
<b>Total</b>	<b>\$ 17,980</b>	<b>\$ 5,337</b>	<b>\$ 33,725</b>	<b>\$ 57,042</b>	<b>\$ 1,601,807</b>	<b>\$ 1,658,849</b>

#### **Collateral-Dependent Loans**

**A loan is considered collateral-dependent when** Collateral-dependent loans are those for which repayment (on the basis of the Company's assessment as of the reporting date) is expected to be provided substantially through the operation or sale of the collateral. For all classes of collateral and the borrower is experiencing financial difficulty. The amortized cost basis of financial assets deemed collateral-dependent loans was \$2,027 and \$4,004 at March 31, 2024 and December 31, 2023, respectively. These loans were collateralized by residential real estate property and the Company estimates the expected credit losses based on the collateral's fair value less of collateral on substantially all collateral-dependent loans were significantly in excess of their amortized cost to sell. At September 30, 2023, the Company did not have any collateral dependent loans in loans held for investment basis.

Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral. Historically, the Company has provided loan forbearances to residential borrowers when mandated and modified construction loans by providing term extensions. The Company did not have any loans held for investment made to borrowers experiencing financial difficulty that were modified during the nine months ended September 30, 2023 March 31, 2024. The Company did not have any loans held for investment made to borrowers experiencing financial difficulty that were previously modified that subsequently defaulted during the nine months ended September 30, 2023 March 31, 2024.

#### **Foreclosure Proceedings**

There were no residential mortgage loans in formal foreclosure proceedings at September 30, 2023. At December 31, 2022, the recorded investment of residential mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process totaled \$5,711. Of the loans in formal foreclosure proceedings, \$603 were included in loans held for sale in the condensed consolidated balance sheet at December 31, 2022 and were carried at the lower of amortized cost or fair value. The balance of the loans at December 31, 2022 were classified as held for investment and received an allocation of the allowance for credit losses consistent with a substandard loan loss allocation rate as the loans were classified as substandard.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts)

#### **Credit Quality Indicators**

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis includes homogeneous loans, such as residential real estate and other consumer loans, and non-homogeneous loans, such as commercial and industrial, construction and commercial real estate loans. This analysis is performed at least quarterly. The Company uses the following definitions for risk ratings:

**Special Mention:** Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Company's credit position at some future date.

**Substandard:** Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the loan. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

**Doubtful:** Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, based on currently existing facts, conditions and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above-described process are considered pass-rated loans.

**For residential and consumer loan classes, the Company evaluates credit quality based on the accrual status of the loan. The following table presents the amortized cost in residential loans based on accrual status:**

As of September 30, 2023	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans		Revolving Loans	
							Amortized Costs Basis	Converted to Term		
	2023	2022	2021	2020	2019	Prior				
<b>Residential lending</b>										
<b>Residential mortgage loans:</b>										
<b>Payment performance:</b>										
Accrual	\$ 767	\$ 73,260	\$ 134,150	\$ 101,212	\$ 215,263	\$ 600,849	\$ 8,384	\$ 285	\$ 1,134,170	
Nonaccrual	—	—	—	—	1,031	4,004	—	—	5,035	
<b>Total residential mortgage loans</b>	<b>\$ 767</b>	<b>\$ 73,260</b>	<b>\$ 134,150</b>	<b>\$ 101,212</b>	<b>\$ 216,294</b>	<b>\$ 604,853</b>	<b>\$ 8,384</b>	<b>\$ 285</b>	<b>\$ 1,139,205</b>	
<b>Residential mortgage loans:</b>										
<b>Current period gross write offs</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1,858</b>	<b>\$ 4,601</b>	<b>\$ 19</b>	<b>\$ —</b>	<b>\$ 6,478</b>	

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#### STERLING BANCORP, INC.

**Notes to Condensed Consolidated Financial Statements – (Unaudited)**  
(dollars in thousands, except share and per share amounts amounts)

**For residential and consumer loan classes, the Company evaluates credit quality based on the accrual status of the loan. The following table presents the amortized cost in residential loans based on accrual status:**

As of March 31, 2024	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans		Revolving Loans	
							Amortized Costs Basis	Converted to Term		
	2024	2023	2022	2021	2020	Prior				
<b>Residential lending</b>										
<b>Residential mortgage loans:</b>										
<b>Payment performance:</b>										
Accrual	\$ —	\$ 762	\$ 71,885	\$ 130,283	\$ 97,241	\$ 722,935	\$ 7,767	\$ 273	\$ 1,031,146	
Nonaccrual	—	—	—	—	—	9,318	—	—	9,318	
<b>Total residential mortgage loans</b>	<b>\$ —</b>	<b>\$ 762</b>	<b>\$ 71,885</b>	<b>\$ 130,283</b>	<b>\$ 97,241</b>	<b>\$ 732,253</b>	<b>\$ 7,767</b>	<b>\$ 273</b>	<b>\$ 1,040,464</b>	
<b>Residential mortgage loans:</b>										

Current period gross write offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans	Revolving Loans	
As of December 31, 2023	2023	2022	2021	2020	2019	Prior	Amortized Costs Basis	Converted to Term	Total
<b>Residential lending</b>									
<b>Residential mortgage loans:</b>									
Payment performance:									
Accrual	\$ 764	\$ 72,840	\$ 132,567	\$ 99,676	\$ 202,793	\$ 560,185	\$ 7,729	\$ 280	\$ 1,076,834
Nonaccrual	—	—	—	—	1,739	7,203	—	—	8,942
<b>Total residential mortgage loans</b>	<b>\$ 764</b>	<b>\$ 72,840</b>	<b>\$ 132,567</b>	<b>\$ 99,676</b>	<b>\$ 204,532</b>	<b>\$ 567,388</b>	<b>\$ 7,729</b>	<b>\$ 280</b>	<b>\$ 1,085,776</b>
<b>Residential mortgage loans:</b>									
Current period gross write offs	\$ —	\$ —	\$ —	\$ —	\$ 1,858	\$ 4,601	\$ 19	\$ —	\$ 6,478

The amortized cost basis by year of origination and credit quality indicator of the Company's commercial loans based on the most recent analysis performed was as follows:

	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans	Revolving Loans	
As of September 30, 2023	2023	2022	2021	2020	2019	Prior	Amortized Costs Basis	Converted to Term	Total
<b>Commercial lending</b>									
<b>Real estate - construction:</b>									
Risk rating									
Pass	\$ —	\$ —	\$ —	\$ 6,252	\$ 5,783	\$ —	\$ —	\$ —	\$ 12,035
Special mention	—	—	—	—	—	—	—	—	—
Substandard or lower	—	—	—	—	10,257	—	—	—	10,257
<b>Total real estate - construction</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 6,252</b>	<b>\$ 16,040</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 22,292</b>
<b>Real estate - construction:</b>									
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Commercial and industrial:</b>									
Risk rating									
Pass	\$ 16,440	\$ 1,078	\$ —	\$ —	\$ —	\$ 101	\$ 96	\$ 94	\$ 17,809
<b>Total commercial and industrial</b>	<b>\$ 16,440</b>	<b>\$ 1,078</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 101</b>	<b>\$ 96</b>	<b>\$ 94</b>	<b>\$ 17,809</b>
<b>Commercial and industrial:</b>									
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Real estate - commercial real estate:</b>									
Risk rating									
Pass	\$ 27,045	\$ 78,923	\$ 35,210	\$ 35,346	\$ 6,985	\$ 13,792	\$ —	\$ —	\$ 197,301
Special mention	—	3,598	1,419	2,732	8,649	5,397	—	—	21,795
Substandard or lower	—	—	11,771	—	2,822	4,123	—	—	18,716
<b>Total real estate - commercial real estate</b>	<b>\$ 27,045</b>	<b>\$ 82,521</b>	<b>\$ 48,400</b>	<b>\$ 38,078</b>	<b>\$ 18,456</b>	<b>\$ 23,312</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 237,812</b>
<b>Real estate - commercial real estate:</b>									
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

The credit risk profiles by internally assigned grade for loans by class of loans as of December 31, 2022, as determined in accordance with ASC 310, prior to the adoption of ASU 2016-13, were as follows:

December 31, 2022	Pass	Mention	Substandard	Doubtful	Total
<b>Residential real estate:</b>					
<b>Residential first mortgage</b>					
Residential first mortgage	\$ 1,347,763	\$ —	\$ 33,536	\$ —	\$ 1,381,299
Residential second mortgage	9,788	—	189	—	9,977

<b>Commercial real estate:</b>						
Retail	28,971	—	—	—	—	28,971
Multifamily	67,361	14,083	—	—	—	81,444
Office	39,610	—	—	—	—	39,610
Hotels/Single-room occupancy hotels	—	3,669	1,539	—	—	5,208
Industrial	30,242	—	—	—	—	30,242
Other	21,036	15,158	—	—	—	36,194
Construction	31,369	4,650	8,484	—	—	44,503
<b>Commercial lines of credit:</b>						
Private banking	107	—	—	—	—	107
C&I lending	1,289	—	—	—	—	1,289
Other consumer	5	—	—	—	—	5
<b>Total</b>	<b>\$ 1,577,541</b>	<b>\$ 37,560</b>	<b>\$ 43,748</b>	<b>\$ —</b>	<b>\$ 1,658,849</b>	

As of March 31, 2024	Term Loans Amortized Cost Basis by Origination Year						Revolving	Revolving
	2024	2023	2022	2021	2020	Prior	Loans	Loans
							Amortized	Converted
<b>Commercial lending</b>								
<b>Real estate - commercial real estate:</b>								
Risk rating								
Pass	\$ 14,929	\$ 22,176	\$ 78,672	\$ 34,970	\$ 34,958	\$ 24,352	\$ —	\$ —
Special mention	—	944	3,550	—	2,718	8,632	—	—
Substandard or lower	—	—	—	11,785	—	6,860	—	—
<b>Total real estate - commercial real estate</b>	<b>\$ 14,929</b>	<b>\$ 23,120</b>	<b>\$ 82,222</b>	<b>\$ 46,755</b>	<b>\$ 37,676</b>	<b>\$ 39,844</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Real estate - commercial real estate:</b>								
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Real estate - construction:</b>								
Risk rating								
Pass	\$ —	\$ 12	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 12
Substandard or lower	—	—	—	—	—	4,903	—	—
<b>Total real estate - construction</b>	<b>\$ —</b>	<b>\$ 12</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 4,903</b>	<b>\$ —</b>	<b>\$ 4,915</b>
<b>Real estate - construction:</b>								
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Commercial and industrial:</b>								
Risk rating								
Pass	\$ —	\$ 9,467	\$ 1,064	\$ —	\$ —	\$ 94	\$ 2,672	\$ 51
<b>Total commercial and industrial</b>	<b>\$ —</b>	<b>\$ 9,467</b>	<b>\$ 1,064</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 94</b>	<b>\$ 2,672</b>	<b>\$ 51</b>
<b>Commercial and industrial:</b>								
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

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**STERLING BANCORP, INC.**  
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 (dollars in thousands, except share and per share amounts) amounts

As of December 31, 2023	Term Loans Amortized Cost Basis by Origination Year						Revolving	Revolving	
	2023	2022	2021	2020	2019	Prior	Loans	Loans	
							Amortized	Converted	
<b>Commercial lending</b>									
Real estate - commercial real estate:									
Risk rating									
Pass	\$ 28,975	\$ 79,013	\$ 33,694	\$ 35,148	\$ 6,938	\$ 13,020	\$ —	\$ 196,788	
Special mention	948	3,574	1,407	2,724	8,610	4,253	—	21,516	
Substandard or lower	—	—	11,778	—	2,805	4,095	—	18,678	
Total real estate - commercial real estate	\$ 29,923	\$ 82,587	\$ 46,879	\$ 37,872	\$ 18,353	\$ 21,368	\$ —	\$ 236,982	
Real estate - commercial real estate:									
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	
Real estate - construction:									
Risk rating									
Pass	\$ 14	\$ —	\$ —	\$ 1,591	\$ —	\$ —	\$ —	\$ 1,605	
Substandard or lower	—	—	—	—	8,776	—	—	8,776	
Total real estate - construction	\$ 14	\$ —	\$ —	\$ 1,591	\$ 8,776	\$ —	\$ —	\$ 10,381	
Real estate - construction:									
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	
Commercial and industrial:									
Risk rating									
Pass	\$ 14,461	\$ 1,071	\$ —	\$ —	\$ —	\$ 97	\$ 130	\$ 73	\$ 15,832
Total commercial and industrial	\$ 14,461	\$ 1,071	\$ —	\$ —	\$ —	\$ 97	\$ 130	\$ 73	\$ 15,832
Commercial and industrial:									
Current period gross charge offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	

#### Note 6—Mortgage Servicing Rights, net

The Company records servicing assets from the sale of residential real estate mortgage loans to the secondary market for which servicing has been retained. Residential real estate mortgage loans serviced for others are not included in the condensed consolidated balance sheets. The principal balance of these loans at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023** are as follows:

Residential real estate mortgage loan portfolios serviced for:	September 30,	December 31,	March 31,	December 31,
	2023	2022	2024	2023
FNMA	\$ 107,702	\$ 113,704	\$ 103,969	\$ 105,689
FHLB	31,740	34,282	30,464	31,016
Private investors	36,334	43,274	29,937	33,044
<b>Total</b>	<b>\$ 175,776</b>	<b>\$ 191,260</b>	<b>\$ 164,370</b>	<b>\$ 169,749</b>

Custodial escrow balances maintained with these serviced loans were **\$822** **\$352** and **\$380** **\$620** at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. These balances are included in noninterest-bearing deposits in the condensed consolidated balance sheets.

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**STERLING BANCORP, INC.**  
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Activity for mortgage servicing rights and the related valuation allowance are as follows:

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
<b>Mortgage servicing rights:</b>						
Beginning of period	\$ 1,701	\$ 2,542	\$ 1,840	\$ 3,332	\$ 1,590	\$ 1,840
Additions	—	—	—	11	—	—
Disposals	—	(487)	—	(863)	—	—
Amortization	(32)	(170)	(171)	(595)	(64)	(74)
End of period	<u>1,669</u>	<u>1,885</u>	<u>1,669</u>	<u>1,885</u>	<u>1,526</u>	<u>1,766</u>
<b>Valuation allowance:</b>						
Beginning of period	43	89	46	610	48	46
Additions (recoveries)	(5)	(46)	(8)	(567)	(7)	17
End of period	<u>38</u>	<u>43</u>	<u>38</u>	<u>43</u>	<u>41</u>	<u>63</u>
Mortgage servicing rights, net	<u>\$ 1,631</u>	<u>\$ 1,842</u>	<u>\$ 1,631</u>	<u>\$ 1,842</u>	<u>\$ 1,485</u>	<u>\$ 1,703</u>

Servicing income, (loss), net of amortization of servicing rights and changes in the valuation allowance, was **\$107** **\$75** and **\$(384)** **\$59** for the three months ended **September 30, 2023** **March 31, 2024** and **2022**, respectively, and **\$268** and **\$(118)** for the nine months ended **September 30, 2023** and **2022, 2023**, respectively.

The fair value of mortgage servicing rights was **\$1,993** **\$1,807** and **\$2,154** **\$1,857** at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. The fair value of mortgage servicing rights is highly sensitive to changes in underlying assumptions. Changes in prepayment speed assumptions have the most significant impact on the estimate of the fair value of mortgage servicing rights. The fair value at **September 30, 2023** **March 31, 2024** was determined using discount rates ranging from 10.0% to 12.5%, prepayment speeds with a weighted average of 9.6% (depending on the stratification of the specific right), a weighted average life of the mortgage servicing right of 77 months and a weighted average default rate of 0.2%. The fair value at **December 31, 2023** was determined using discount rates ranging from 10.0% to 12.5%, prepayment speeds with a weighted average of 9.8% (depending on the stratification of the specific right), a weighted average life of the mortgage servicing right of 77 months and a weighted average default rate of 0.2%. The fair value at **December 31, 2022** was determined using discount rates ranging from 10.0% to 12.5%, prepayment speeds with a weighted average of 10.2% (depending on the stratification of the specific right), a weighted average life of the mortgage servicing right of 77 months and a weighted average default rate of 0.2%.

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Impairment is determined by stratifying the mortgage servicing rights into groupings based on predominant risk characteristics, such as interest rate, loan type and investor type. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the carrying amount of

certain individual groupings exceeded their fair value, resulting in write-downs to fair value. Refer to Note 15—12—Fair Values of Financial Instruments. Value.

#### Note 7—Deposits

Time deposits, included in interest-bearing deposits in the condensed consolidated balance sheets, were \$872,143 \$900,996 and \$861,733 \$873,220 at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. The Company did not have any brokered deposits at March 31, 2024 and December 31, 2023.

Time deposits that meet or exceed the FDIC insurance limit of \$250 were \$249,962 \$267,934 and \$243,861 \$255,222 at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

#### Note 8—FHLB Borrowings

##### FHLB Advances

At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company has a long-term fixed-rate FHLB advance of \$50,000 with a maturity date of May 2029. The FHLB advance requires monthly interest-only payments at 1.96% per annum with the principal amount due on the maturity date and may contain a prepayment penalty if paid before maturity. The advance is callable by the FHLB on May 15, 2024.

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##### *FHLB Overdraft Line of Credit and Letters of Credit*

The Company has established a short-term overdraft line of credit agreement with the FHLB, which provides for maximum borrowings of \$20,000. The overdraft line of credit was not used during nine the three months ended September 30, 2023 March 31, 2024 and 2022. 2023. Borrowings accrue interest at a variable-rate based on the FHLB's overnight cost of funds rate, which was 5.73% 5.71% and 4.74% 5.76% at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, there were no outstanding borrowings under this agreement. The overdraft line of credit was renewed in October 2023. The overdraft line of credit is issued for a one-year term and automatically extends for an additional one-year term unless terminated in advance of the renewal by the Company.

The Company entered into irrevocable standby letters of credit arrangements with the FHLB to provide credit support for certain of its obligations related to its commitment to repurchase certain pools of Advantage Loan Program loans. An The irrevocable standby letter of credit of \$4,000 \$2,000 has a 36-month term and expires in July 2024. This letter of credit was reduced to \$2,000 during the second quarter of 2022; thereby, the Company has total available letters of credit of \$2,000 at September 30, 2023 and December 31, 2022, respectively. There were no borrowings outstanding on these standby letters of credit during the nine three months ended September 30, 2023 March 31, 2024 and 2022. 2023.

The long-term fixed-rate advance and the overdraft line of credit with the FHLB are collateralized by certain investment securities and loans. Based on this collateral and holdings of FHLB stock, the Company had additional borrowing capacity with the FHLB of \$341,601 \$370,471 at September 30, 2023 March 31, 2024. Refer to Note 4—Investment 3—Debt Securities for further information on securities pledged and Note 5—Loans for further information on loans pledged.

##### *Other Borrowings*

The Company has available unsecured federal funds credit lines, with other which were held by two banks and reduced to \$60,000 in March 2024. Previously, these unsecured federal funds credit lines were held by three banks totaling \$80,000 at September 30, 2023 and December 31, 2022. \$80,000. There were no borrowings under these unsecured credit lines during the nine months ended September 30, 2023 and 2022.

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**In addition, as a result of the bank failures occurring in the first half of 2023, the FRB has made available to banks a new borrowing facility under the Bank Term Funding Program. This program allows for the Company to borrow with qualifying collateral, which includes the majority of its investment securities, except the non-Agency collateralized mortgage obligations and those allowable investments pledged with FHLB, valued at par. Advances under the program may have a term of up to one year with the interest rate fixed at the time the advance is taken and there is no prepayment penalty. At September 30, 2023, the Company pledged certain allowable investments, and based on the collateral, the Company has unused borrowing capacity of \$65,000. The Company had no advances outstanding under this program. The program expires on March 11, 2024. Refer to Note 4—Investment Securities for further information on securities pledged.**

**Note 9—Subordinated Notes, net**

On June 15, 2023, the Company provided notice to the holders of the 7% Fixed to Floating Subordinated Notes, due April 15, 2026 (the "Subordinated Notes") that it would redeem all of the outstanding Subordinated Notes on July 15, 2023. The Company redeemed its outstanding Subordinated Notes at a redemption price equal to 100% of the outstanding principal amount plus accrued interest, for a total cash payment of \$66,821. The Company recorded a gain on the extinguishment of the Subordinated Notes of \$234 which equaled the remaining unamortized note premium. The gain on the extinguishment of the Subordinated Notes is recorded in other income within non-interest income in the condensed consolidated statements of income for the three and nine months ended September 30, 2023.

The Subordinated Notes accrued interest at a variable interest rate based on the three-month London Interbank Offered Rate ("LIBOR") plus a margin of 5.82%, payable quarterly in arrears. Note premium costs were amortized over the contractual term of the Subordinated Notes into interest expense using the effective interest method. Interest expense on these Subordinated Notes was \$243 and \$1,329 for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$3,727 and \$3,383 for the nine months ended September 30, 2023 and 2022, respectively.

The Company currently may not issue new debt without the prior approval of the FRB.

**Note 10—Shareholders' Equity**

In April 2023, the Company issued and contributed 184,928 shares of common stock to fund the matching contribution made under the Bank's defined contribution retirement plan. The contribution amount of \$1,028 was valued using the closing market price of the stock on the date contributed or \$5.56 per share.

In April 2022, the Company issued and contributed 160,978 shares of common stock to fund the matching contribution made under the Bank's defined contribution retirement plan. The contribution amount of \$1,138 was valued using the closing market price of the stock on the date contributed or \$7.07 per share. 2023.

**Note 11—9—Stock-based Compensation**

The board of directors established the 2020 Omnibus Equity Incentive Plan (the "2020 Plan"), which was approved by the shareholders in December 2020. The 2020 Plan provides for the grant of up to 3,979,661 shares of common stock for stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares for issuance to employees, consultants and the board of directors of the Company, of which 2,299,858 2,239,858 shares were available for future grants grants as of March 31, 2024. The stock-based awards are issued at no less than the market price on the date the awards are granted.

Previously, the board of directors had established a 2017 Omnibus Equity Incentive Plan (the "2017 Plan") which was approved by the shareholders. The 2017 Plan initially provided for the grant of up to 4,237,100 shares of common stock for stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards for issuance to employees, consultants and the board of directors of the Company. The stock-based awards were

issued at no less than the market price on the date the awards were granted. Due to the adoption of the 2020 Plan, no further grants will be issued under the 2017 Plan.

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*Stock Options*

Stock option awards are granted with an exercise price equal to the market price of the Company's common stock on the date of grant. The Beginning with grants in 2020, stock option awards vest ratably over three years (one-third per year) after the date of grant, while stock option awards granted prior to 2020 generally vest in installments of 50% in each of the year third over three years and fourth year after the date of grant. All stock option awards have a maximum term of ten years. No stock option awards were granted during the nine months ended September 30, 2023.

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A summary of the Company's stock option activity as of and for the nine three months ended September 30, 2023 March 31, 2024 is as follows:

	Number of Shares	Weighted				Weighted			
		Weighted Average	Average	Remaining	Aggregate	Weighted Average	Average	Remaining	Aggregate
		Exercise Price	Contractual Term	Intrinsic Value	(Years)	Exercise Price	Contractual Term	Intrinsic Value	(Years)
Outstanding at January 1, 2023	349,545	\$ 5.19		7.17	\$ 627				
Outstanding at January 1, 2024						340,395	\$ 4.96	6.23	\$ 531
Granted		—				—			
Exercised		—				—			
Forfeited/expired	(9,150)		13.73			—			
Outstanding at September 30, 2023	340,395	\$ 4.96		6.48	\$ 552				
Exercisable at September 30, 2023	340,395	\$ 4.96		6.48	\$ 552				
Outstanding and exercisable at March 31, 2024						340,395	\$ 4.96	5.98	\$ 348

The Company recorded stock-based compensation expense associated with stock options of \$3 \$1 for the three months ended September 30, 2022, and \$1 and \$(8) for the nine months ended September 30, 2023 and 2022, respectively. March 31, 2023.

*Restricted Stock Awards*

Restricted stock awards are issued to independent directors and certain key employees. The restricted stock awards generally vest one-third per year over three years after the date of grant, unless the Executive Compensation Committee determines to establish a different vesting schedule for specific grants. In particular, during the nine months ended September 30, 2023, the Company granted its chief executive officer a restricted stock

award that vests in one-third increments every six months over an eighteen-month period and granted other executive officers restricted stock awards that vest in one-third increments on the third, fourth and fifth anniversary of the date of grant. The value of a restricted stock award is based on the market value of the Company's common stock at the date of grant reduced by the present value of dividends per share expected to be paid during the period the shares are not vested. Upon a change in control, as defined in the 2017 Plan and 2020 Plan, the outstanding restricted stock awards will immediately vest.

During the **nine** three months ended **September 30, 2023** **March 31, 2024**, the board of directors approved the issuance of **1,195,838** **60,000** shares of restricted stock of which **60,000** were awarded to independent directors with a weighted average grant-date fair value of **\$6.09** and **1,135,838** shares were awarded to key employees with a weighted average grant-date fair value of **\$5.10** **\$5.77**. During the **nine** three months ended **September 30, 2022** **March 31, 2023**, the board of directors approved the issuance of **231,842** **60,000** shares of restricted stock of which **45,000** shares were awarded to independent directors with a weighted average grant-date fair value of **\$5.75** and **186,842** shares were awarded to key employees with a weighted average grant-date fair value of **\$6.77** **\$6.09**.

During the **nine** three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, the Company withheld **41,098** **38,033** shares and **31,027** **12,166** shares, respectively, of common stock respectively, representing a portion of the restricted stock awards that vested during the period in order to satisfy certain related employee tax withholding liabilities of **\$235** **\$216** and **\$204**, **\$75**, respectively, associated with vesting. These withheld shares are treated the same as repurchased shares for accounting purposes.

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A summary of the restricted stock awards activity as of and for the **nine** three months ended **September 30, 2023** **March 31, 2024** is as follows:

	Number of Shares	Weighted Average		Weighted Average	
		Grant Date Fair Value	Number of Shares	Grant Date Fair Value	Number of Shares
<b>Nonvested at January 1, 2023</b>	<b>390,125</b>	<b>\$ 6.17</b>			
<b>Nonvested at January 1, 2024</b>				<b>1,364,570</b>	<b>\$ 5.27</b>
Granted	<b>1,195,838</b>	<b>5.15</b>	<b>60,000</b>	<b>5.77</b>	
Vested	<b>(152,207)</b>	<b>6.31</b>	<b>(176,644)</b>	<b>5.50</b>	
Forfeited	<b>(62,908)</b>	<b>6.04</b>	<b>(45,645)</b>	<b>5.36</b>	
<b>Nonvested at September 30, 2023</b>	<b>1,370,848</b>	<b>\$ 5.27</b>			
<b>Nonvested at March 31, 2024</b>			<b>1,202,281</b>	<b>\$ 5.26</b>	

The fair value of the award is recorded as compensation expense on a straight-line basis over the vesting period. The Company recorded stock-based compensation expense associated with restricted stock awards of **\$786** **\$729** and **\$252** **\$172** for the three months ended **September 30, 2023** **March 31, 2024** and **2022**, respectively, and **\$1,308** and **\$648** for the **nine** months ended **September 30, 2023** and **2022, 2023**, respectively. At **September 30, 2023** **March 31, 2024**, there was **\$6,041** **\$4,527** of total unrecognized compensation cost related to the nonvested stock granted which is expected to be recognized over a weighted-average period of **2.4** **2.33** years. The total fair value of shares vested during the **nine** three months ended **September 30, 2023** **March 31, 2024** and **2022** **2023** was **\$879** **\$1,007** and **\$644**, **\$399**, respectively.

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Note 12—10—Regulatory Capital Requirements

The Bank is subject to the capital adequacy requirements of the OCC. The Company, as a thrift holding company, generally is subject to the capital adequacy requirements of the Federal Reserve. Capital adequacy guidelines and prompt corrective action regulations involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. Prompt corrective action regulations provide five classifications for depository institutions like the Bank, including well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized, although these terms are not used to represent overall financial condition. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weightings and other factors, and the regulators, in their discretion, can require the Company to lower classifications in certain cases. Failure to meet minimum capital requirements can initiate regulatory action that could have a direct material effect on the Company's business, financial condition and results of operations.

The federal banking agencies' regulations provide for an optional simplified measure of capital adequacy for qualifying community banking organizations (that is, the "CBLR" framework), as implemented pursuant to the Economic Growth, Regulatory Relief and Consumer Protection Act of 2018. The CBLR framework is designed to reduce the burden of the requirements for calculating and reporting risk-based capital ratios for qualifying community banking organizations that opt into the framework. In order to qualify for the CBLR framework, a community banking organization must have (i) a Tier 1 leverage ratio of greater than 9.0%, (ii) less than \$10 billion in total consolidated assets, and (iii) limited amounts of off-balance-sheet exposure and trading assets and liabilities. A qualifying community banking organization that opts into the CBLR framework and meets all requirements under the framework will be considered to have met the capital ratio requirements for the "well capitalized" well capitalized capital category under applicable prompt corrective action regulations and will not be required to report or calculate risk-based capital under generally applicable capital adequacy requirements. Failure to meet the qualifying criteria within the grace period of two reporting periods, or to maintain a leverage ratio of 8.0% or greater, would require the institution to comply with the generally applicable capital adequacy requirements. An eligible banking organization can opt out of the CBLR framework and revert to compliance with general capital adequacy requirements and capital measurements under prompt corrective action regulations without restriction.

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The Company and the Bank have determined the organization is a qualifying community banking organization and has elected to measure capital adequacy under the CBLR framework, effective as of January 1, 2023. Management believes as of **September 30, 2023** **March 31, 2024**, the Company and the Bank meet all capital adequacy requirements to which they are subject. The following tables present the consolidated Company's and the Bank's actual and minimum required capital amounts and ratios **under the CBLR framework at September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**:

	To be Well Capitalized Under Prompt Corrective Action Regulations				To be Well Capitalized Under Prompt Corrective Action Regulations			
	Actual		(CBLR Framework)		Actual		(CBLR Framework)	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio <sup>(1)</sup>
September 30, 2023								
March 31, 2024								

Tier 1 (core) capital to average total assets (leverage ratio)								
Consolidated	\$ 333,998	13.42 %	\$ 223,953	9.00 %	\$ 341,243	14.10 %	\$ 217,783	9.00 %
Bank	321,594	12.93 %	223,839	9.00 %	\$ 328,531	13.58 %	\$ 217,727	9.00 %

(1) Also represents the minimum leverage ratio threshold under the CBLR framework.

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December 31, 2023	Actual		To be Well Capitalized Under Prompt Corrective Action Regulations	
	(CBLR Framework)		Amount	Ratio
	Amount	Ratio	Amount	Ratio <sup>(1)</sup>
Tier 1 (core) capital to average total assets (leverage ratio)				
Consolidated	\$ 342,368	13.95 %	\$ 220,950	9.00 %
Bank	\$ 328,362	13.38 %	\$ 220,920	9.00 %

(1) Also represents the minimum leverage ratio threshold under the CBLR framework.

December 31, 2022	Actual		For Capital Adequacy Purposes		To be Well Capitalized	
	(CBLR Framework)		Amount	Ratio	Amount	Ratio
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total adjusted capital to risk-weighted assets						
Consolidated	\$ 390,591	25.64 %	\$ 121,888	8.00 %	N/A	N/A
Bank	425,159	27.93	121,795	8.00	\$ 152,244	10.00 %
Tier 1 (core) capital to risk-weighted assets						
Consolidated	332,068	21.79	91,416	6.00	N/A	N/A
Bank	405,803	26.65	91,346	6.00	121,795	8.00
Common Equity Tier 1 (CET1)						
Consolidated	332,068	21.79	68,562	4.50	N/A	N/A
Bank	405,803	26.65	68,510	4.50	98,959	6.50
Tier 1 (core) capital to average total assets (leverage ratio)						
Consolidated	332,068	13.54	98,073	4.00	N/A	N/A
Bank	405,803	16.56	98,032	4.00	122,540	5.00

**Dividend Restrictions**

As noted above, federal banking regulations require the Bank to maintain certain capital levels and may limit the dividends paid by the Bank to the holding company or by the holding company to its shareholders. The holding company's principal source of funds for dividend payments is dividends received from the Bank. Regulatory approval is required if (i) the total capital distributions for the applicable calendar year exceed the sum of the Bank's net income for that year to date plus the Bank's retained net income for the preceding two years or (ii) the Bank would not be at least "adequately capitalized" following the distribution. In addition, the Company currently is required to obtain the prior approval of the FRB in order to pay dividends to the Company's shareholders.

The QTL test requires that a minimum of 65% of assets be maintained in qualified thrift investments, including mortgage loans, housing- and real estate-related finance and other specified areas. If the QTL test is not met, limits are placed on growth, branching, new investments, FHLB advances and dividends, or the Bank must convert to commercial bank charter. Effective August 9, 2023, the Bank operates as a covered savings association, which allows the Bank to operate as a commercial bank without being subject to the QTL test.

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**Note 13—Income 11—Loss Per Share**

Basic income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted income per common share further includes any common shares available to be issued upon the exercise of outstanding stock options and restricted stock awards if such inclusions would be dilutive. The Company determines the potentially dilutive common shares using the treasury stock method.

In periods of a net loss, basic and diluted per share information are the same. The following table presents the computation of income/loss per share, basic and diluted:

Numerator:	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
Net income	\$ 314	\$ 1,176	\$ 2,350	\$ 4,239		
Net loss					\$ (197)	\$ (503)
Denominator:						
Weighted average common shares outstanding, basic	50,699,967	50,400,412	50,606,566	50,326,951	50,843,106	50,444,463
Weighted average effect of potentially dilutive common shares:						
Stock options	95,066	97,884	89,380	107,671	—	—
Restricted stock	274,650	74,635	53,933	88,454	—	—
Weighted average common shares outstanding, diluted	51,069,683	50,572,931	50,749,879	50,523,076	50,843,106	50,444,463
Income per share, basic and diluted	\$ 0.01	\$ 0.02	\$ 0.05	\$ 0.08		
Loss per share:						
Basic					\$ (0.00)	\$ (0.01)
Diluted					\$ (0.00)	\$ (0.01)

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The weighted average effect of certain stock options and nonvested restricted stock that were excluded from the computation of weighted average diluted shares outstanding, as inclusion would be anti-dilutive, are summarized as follows:

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
Stock options	43,031	49,545	45,987	49,897	109,775	349,545
Restricted stock	23,566	176,707	510,472	99,784	530,449	349,512
Total	66,597	226,252	556,459	149,681	640,224	699,057

**Note 14—Employee Benefit Plans**

In May 2022, the Bank surrendered life insurance policies associated with a split-dollar life program and company-owned life insurance policies related to former executives and a controlling shareholder with a cash surrender value of \$24,877. The increase in cash surrender value of the policies of \$13,142 over the duration of the ownership of the policies has moved from non-taxable income to taxable income, resulting in a \$3,614 increase in income tax expense for the nine months ended September 30, 2022. Additional taxes of \$1,314 relating to this surrender are included in other expense within non-interest expense during the nine months ended September 30, 2022.

In connection with the surrender, the Bank also cancelled certain deferred compensation and the split dollar life insurance agreement with its controlling shareholder which resulted in the reversal of the related liabilities of \$4,514 which are included as a reduction in salaries and employee benefits expense for the nine months ended September 30, 2022.

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**STERLING BANCORP, INC.**

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**Note 15—12—Fair Values of Financial Instruments Value**

Financial instruments include assets carried at fair value, as well as certain assets and liabilities carried at cost or amortized cost but disclosed at fair value in these condensed consolidated financial statements. Fair value is defined as the exit price, the price that would be received for an asset or paid to transfer a liability in the most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date under current market conditions. The inputs to valuation techniques used to measure fair value are prioritized into a three-level hierarchy. The hierarchy gives the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

**Level 1:** Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

**Level 2:** Significant other observable inputs other than Level 1 prices such as 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.

**Level 3:** Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The following methods and significant assumptions are used to estimate fair value:

## Investment Securities

The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar investment securities (Level 2). For investment securities where quoted prices or market prices of similar investment securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). The fair value of the collateralized debt obligations, which are categorized as Level 3, is obtained from third-party pricing information. It is determined by calculating discounted cash flows that include spreads that adjust for credit risk and illiquidity. The Company also performs an internal analysis that considers the structure and term of the collateralized debt obligations and the financial condition of the underlying issuers to corroborate the information used from the independent third party.

### Loans Held for Sale

**Loans held for sale are carried at the lower of amortized cost or fair value. Loans held for sale may be carried at fair value on a nonrecurring basis when fair value is less than cost. The fair value is based on outstanding commitments from investors or quoted prices for loans with similar characteristics (Level 2).**

### Mortgage Servicing Rights

Fair value of mortgage servicing rights is initially determined at the individual grouping level based on an internal valuation model that calculates the present value of estimated future net servicing income. On a quarterly basis, mortgage servicing rights are evaluated for impairment based upon third-party valuations obtained. As disclosed in Note 6—Mortgage Servicing Rights, net, the valuation model utilizes interest rate, prepayment speed and default rate assumptions that market participants would use in estimating future net servicing income (Level 3).

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

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

The table below presents the assets measured at fair value on a recurring basis categorized by the level of inputs used in the valuation of each asset at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**:

	Fair Value Measurements at September 30, 2023						Fair Value Measurements at March 31, 2024					
	Quoted Prices in Active Markets for			Significant Other		Significant	Quoted Prices in Active Markets for			Significant Other		Significant
	Identical Assets		Inputs	Inputs			Identical Assets		Inputs	Inputs		
	Total	(Level 1)	(Level 2)	(Level 3)			Total	(Level 1)	(Level 2)	(Level 3)		
<b>Financial Assets</b>												
Available for sale debt securities:												
U.S. Treasury and Agency securities	\$ 244,384	\$ 192,476	\$ 51,908	\$ —	\$ 149,869	\$ 120,598	\$ 29,271	\$ —				
Mortgage-backed securities	32,046	—	32,046	—	30,609	—	30,609	—				
Collateralized mortgage obligations	121,730	—	121,730	—	214,231	—	214,231	—				
Collateralized debt obligations	142	—	—	142	143	—	—	—				143
Equity securities	4,259	4,259	—	—	4,410	4,410	—	—				

	Fair Value Measurements at December 31, 2022						Fair Value Measurements at December 31, 2023					
	Quoted Prices in Active Markets for Identical Assets		Significant Other Observable Inputs	Significant Unobservable Inputs	Quoted Prices in Active Markets for Identical Assets		Significant Other Observable Inputs	Significant Unobservable Inputs				
	Total	(Level 1)	(Level 2)	(Level 3)	Total	(Level 1)	(Level 2)	(Level 3)				
<b>Financial Assets</b>												
Available for sale debt securities:												
U.S. Treasury and Agency securities	\$ 168,437	\$ 116,355	\$ 52,082	\$ —	\$ 248,988	\$ 219,582	\$ 29,406	\$ —				
Mortgage-backed securities	36,733	—	36,733	—	31,927	—	31,927	—				
Collateralized mortgage obligations	138,241	—	138,241	—	138,157	—	138,157	—				
Collateralized debt obligations	147	—	—	147	141	—	—	141				
Equity securities	4,396	4,396	—	—	4,457	4,457	—	—				

The table below presents a reconciliation for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022: 2023**:

	Fair Value				Fair Value			
	Measurements Using Significant Unobservable Inputs (Level 3)		Measurements Using Significant Unobservable Inputs (Level 3)					
	Collateralized Debt Obligations		Collateralized Debt Obligations					
	Nine Months Ended September 30,		Three Months Ended March 31,					
	2023	2022		2024	2023		2024	2023
Balance of recurring Level 3 assets at beginning of period	\$ 147	\$ 203		\$ 141	\$ 147			
Total gains or losses (realized/unrealized):								
Included in other comprehensive income (loss)	(1)	3		3	(2)			
Principal maturities/settlements	(4)	(53)		(1)	(1)			
Balance of recurring Level 3 assets at end of period	\$ 142	\$ 153		\$ 143	\$ 144			

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements – (Unaudited)**  
(billions in thousands, except share and per share amounts)

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

From time to time, the Company may be required to measure certain other assets at fair value on a nonrecurring basis in accordance with U.S. GAAP. These adjustments to fair value usually result from the application of lower of cost or fair value accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis that were recorded in the condensed consolidated balance sheets at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the following table provides the level of valuation assumptions used to determine each adjustment and the related carrying value:

Fair Value Measurements at September 30, 2023	Fair Value Measurements at March 31, 2024
--------------------------------------------------	----------------------------------------------

	Quoted Prices in Active Markets				Significant Other		Significant Unobservable		Quoted Prices in Active Markets for				Significant Other		Significant Unobservable	
	Fair Value		Identical Assets		Inputs		Inputs		Fair Value		Identical Assets		Inputs		Inputs	
	Value	(Level 1)	(Level 1)	(Level 2)	(Level 2)	(Level 3)	(Level 3)	(Level 3)	Value	(Level 1)	(Level 1)	(Level 2)	(Level 2)	(Level 3)	(Level 3)	(Level 3)
Mortgage servicing rights	\$ 296	\$ —	\$ —	\$ —	\$ 296	\$ 382	\$ —	\$ —	\$ 382	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 382	\$ —

	Fair Value Measurements at December 31, 2022						Fair Value Measurements at December 31, 2023									
	Quoted Prices in Active Markets				Significant Other		Significant Unobservable		Quoted Prices in Active Markets				Significant Other		Significant Unobservable	
	Fair Value		Identical Assets		Inputs		Inputs		Fair Value		Identical Assets		Inputs		Inputs	
	Value	(Level 1)	(Level 1)	(Level 2)	(Level 2)	(Level 3)	(Level 3)	(Level 3)	Value	(Level 1)	(Level 1)	(Level 2)	(Level 2)	(Level 3)	(Level 3)	(Level 3)
Mortgage servicing rights	\$ 391	\$ —	\$ —	\$ —	\$ —	\$ 391	\$ 576	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 576

The following tables present quantitative information about Level 3 fair value measurements for assets measured at fair value on a nonrecurring basis at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**:

	Quantitative Information about Level 3 Fair Value Measurements at September 30, 2023				Quantitative Information about Level 3 Fair Value Measurements at March 31, 2024			
	Range				Range			
	Fair Value	Valuation Technique	Unobservable Inputs	(Weighted Average) <sup>(1)</sup>	Fair Value	Valuation Technique	Unobservable Inputs	(Weighted Average) <sup>(1)</sup>
Mortgage servicing rights	\$ 296	Discounted cash flow	Discount rate	10.0% - 12.5%	\$ 382	Discounted cash flow	Discount rate	10.0% - 12.5%
				(12.2%)				(11.9%)
		Prepayment speed		7.4% - 22.5%		Prepayment speed		7.1% - 22.8%
				(18.7%)				(16.7%)
		Default rate		0.1%-0.2%		Default rate		0.1% - 0.2%
				(0.2%)				(0.1%)

	Quantitative Information about Level 3 Fair Value Measurements at December 31, 2022				Quantitative Information about Level 3 Fair Value Measurements at December 31, 2023			
	Range				Range			
	Fair Value	Valuation Technique	Unobservable Inputs	(Weighted Average) <sup>(1)</sup>	Fair Value	Valuation Technique	Unobservable Inputs	(Weighted Average) <sup>(1)</sup>
Mortgage servicing rights	\$ 391	Discounted cash flow	Discount rate	10.0% - 12.5%	\$ 576	Discounted cash flow	Discount rate	10.0% - 12.5%
				(12.2%)				(12.2%)
		Prepayment speed		7.5% - 22.4%		Prepayment speed		6.9% - 22.7%
				(19.0%)				(18.5%)
		Default rate		0.1% - 0.2%		Default rate		0.1% - 0.2%
				(0.2%)				(0.1%)

(1) The range and weighted average for an asset category consisting of a single investment represents the significant unobservable input used in the fair value of the investment.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements – (Unaudited)**

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

**Fair Value of Financial Instruments**

The carrying amounts and estimated fair values of financial instruments not carried at fair value at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, are as follows:

	Fair Value Measurements at September 30, 2023					Fair Value Measurements at March 31, 2024				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
	<b>Financial Assets</b>					<b>Financial Liabilities</b>				
Cash and due from banks	\$ 563,622	\$ 563,622	\$ 563,622	\$ —	\$ —	\$ 646,168	\$ 646,168	\$ 646,168	\$ —	\$ —
Interest-bearing time deposits with other banks	1,174	1,174	1,174	—	—	5,229	5,229	5,229	—	—
Loans, net	1,382,860	1,361,791	—	—	1,361,791	1,274,022	1,270,120	—	—	1,270,120
<b>Financial Assets</b>										
Time deposits	872,143	872,051	—	872,051	—	900,996	902,983	—	902,983	—
Federal Home Loan Bank borrowings	50,000	48,840	—	48,840	—	50,000	49,780	—	49,780	—
<b>Financial Liabilities</b>										
	Fair Value Measurements at December 31, 2022					Fair Value Measurements at December 31, 2023				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
	<b>Financial Assets</b>					<b>Financial Liabilities</b>				
Cash and due from banks	\$ 379,798	\$ 379,798	\$ 379,798	\$ —	\$ —	\$ 577,967	\$ 577,967	\$ 577,967	\$ —	\$ —
Interest-bearing time deposits with other banks	934	934	934	—	—	5,226	5,226	5,226	—	—
Loans held for sale	7,725	7,833	—	7,833	—					
Loans, net	1,613,385	1,516,771	—	—	1,516,771	1,319,568	1,313,282	—	—	1,313,282
<b>Financial Assets</b>										
Time deposits	861,733	855,566	—	855,566	—	873,220	874,274	—	874,274	—
Federal Home Loan Bank borrowings	50,000	48,360	—	48,360	—	50,000	49,370	—	49,370	—
Subordinated notes, net	65,271	65,355	—	65,355	—					

**Note 16—Related Party Transactions**

The Company subleased certain office space to entities owned by the Company's controlling shareholders. Amounts received under such subleases totaled \$112 for the nine months ended September 30, 2022. The sublease agreements ended March 31, 2022.

**Note 17—13—Commitments and Contingencies**

**Financial Instruments with Off-Balance Sheet Risk**

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of its customers. These financial instruments include commitments to extend credit, such as loan commitments and unused credit lines, and standby letters of credit, which are not reflected in the condensed consolidated financial statements.

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**STERLING BANCORP, INC.**

**Notes to Condensed Consolidated Financial Statements**

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

The Company adopted ASU 2016-13, effective January 1, 2023, which requires the Company is required to estimate the expected credit losses for off-balance sheet credit exposures which are unconditionally cancellable. The Company maintains an estimated liability for unfunded commitments, primarily related to commitments to extend credit, which is included in other liabilities on the condensed consolidated balance sheet. The liability for unfunded commitments is reduced in the period in which the off-balance sheet financial instruments expire, loan funding occurs or is otherwise settled. The following presents the activity in the liability for unfunded commitments for the nine months ended September 30, 2023; March 31, 2024 and 2023:

							Residential	Commercial	Commercial		
	Residential		Commercial		Commercial		Other				
	Real Estate	Real Estate	Real Estate	Construction	and Industrial	Consumer	Total				
Balance beginning of the period	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	
Adoption of ASU 2016-13	53	125	398	3	—	—	579				
Three Months Ended March 31, 2024								Real Estate	Real Estate	Construction and Industrial Total	
Liability for unfunded commitments:											
Balance at the beginning of the period								\$ 1	\$ 124	\$ 763	\$ 8 \$ 896
Increase (decrease) in provision for (recovery of) credit losses	(52)	4	(206)	1	—	(253)	—	(9)	107	90	188
Balance end of period	\$ 1	\$ 129	\$ 192	\$ 4	\$ —	\$ 326					
Total ending balance								\$ 1	\$ 115	\$ 870	\$ 98 \$ 1,084

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements – (Unaudited)**  
(dollars in thousands, except share and per share amounts)

Three Months Ended March 31, 2023	Residential		Commercial		Commercial		Total
	Real Estate	Real Estate	Construction	and Industrial			
<b>Liability for unfunded commitments:</b>							
Balance at the beginning of the period	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Adoption of ASU 2016-13	53	125	398	3	579		
Increase (decrease) in provision for (recovery of) credit losses	49	30	(190)	1	(110)		
Total ending balance	<u>\$ 102</u>	<u>\$ 155</u>	<u>\$ 208</u>	<u>\$ 4</u>	<u>\$ 469</u>		

*Unfunded Commitments to Extend Credit*

A commitment to extend credit, such as a loan commitment, credit line and overdraft protection, is a legally binding agreement to lend funds to a customer, usually at a stated interest rate and for a specific purpose. Such commitments have fixed expiration dates and generally require a fee. The extension of a commitment gives rise to credit risk. The actual liquidity requirements or credit risk that the Company may experience is expected to be lower than the contractual amount of commitments to extend credit because a significant portion of those commitments are expected to expire without being used. Certain commitments are subject to loan agreements containing covenants regarding the financial performance of the customer that must be met before the Company is required to fund the commitment. The Company uses the same credit policies in making commitments to extend credit as it does in making loans.

The commitments outstanding to make loans include primarily residential real estate loans that are made for a period of 90 days or less. At September 30, 2023, there were no outstanding commitments to make loans as the Bank's residential lending program has been suspended while the Company performs an evaluation of its alternatives for new products and services.

*Unused Lines of Credit*

The Company also issues unused lines of credit to meet customer financing needs. At ~~September 30, 2023~~ March 31, 2024, the unused lines of credit include residential second mortgages of \$9,568, \$9,370, construction loans of \$4,651 \$5,536, commercial real estate of \$2,165 and commercial and industrial loans of \$910, \$13,279, totaling \$15,129. \$30,350. These variable-rate unused lines of credit commitments have consisted of a fixed rate loan of \$5,000 with an interest rate of 6.00% and a maturity of two years and variable-rate loans of \$25,350 with interest rates ranging from ~~4.72%~~ 4.54% to 10.88% at September 30, 2023 with and maturities ranging from ~~2~~ five months to 22 years.

*Standby Letters of Credit*

Standby letters of credit are issued on behalf of customers in connection with construction contracts between the customers and third parties. Under standby letters of credit, the Company assures that the third parties will receive specified funds if customers fail to meet their contractual obligations. The credit risk to the Company arises from its obligation to make payment in the event of a customer's contractual default. The maximum amount of potential future payments guaranteed by the Company is limited to the contractual amount of these letters. Collateral may be obtained at exercise of the commitment. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**

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

The following is a summary of the total amount of unfunded commitments to extend credit and standby letters of credit outstanding at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
<b>Commitments to make loans</b>	\$ —	\$ —	\$ 30,350	\$ 18,542
Unused lines of credit	15,129	20,865		
<b>Standby letters of credit</b>	24	24	24	24

#### Legal Proceedings

The Company and its subsidiaries may be subject to legal actions and claims arising from contracts or other matters from time to time in the ordinary course of business. Management is not aware of any pending or threatened legal proceedings **except as described below**, that are considered other than routine legal proceedings. The Company believes that the ultimate disposition or resolution of its routine legal proceedings, in the aggregate, are **immaterial** not material to its financial position, results of operations or liquidity.

On July 19, 2023, the United States District Court for the Eastern District **26**

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[Table of Michigan approved the Company's Plea Agreement with the DOJ, resolving the DOJ's investigation focused on the Bank's Advantage Loan Program](#) [Contents](#)

#### STERLING BANCORP, INC.

##### Notes to Condensed Consolidated Financial Statements – (Unaudited)

(dollars in thousands, except share and related issues, including residential lending practices and public disclosures about that program contained in the Company's filings with the SEC. Under the Plea Agreement, the Company pleaded guilty to one count of securities fraud primarily relating to disclosures with respect to the Advantage Loan Program contained in the Company's 2017 Registration Statement for its initial public offering and its immediately following Annual Reports on Form 10-K filed in March 2018 and March 2019. Consistent with the Plea Agreement, the sentence issued by the court required the Company to pay \$27,239 in restitution for the benefit of non-insider victim shareholders; further enhance its compliance program and internal controls with respect to securities law compliance; and provide periodic reports to the DOJ with respect to compliance matters. The restitution amount was paid by the Company in the third quarter of 2023 and will be administered by a special master appointed by the court. No criminal fine was imposed. The Company's obligations under the Plea Agreement are generally effective for three years.

This resolution releases the Company, as well as the Bank, from further prosecution for securities fraud and underlying mortgage fraud in the **Advantage Loan Program**. per share amounts)

The Company had a liability for contingent losses of \$27,239 for the outcome of the investigations which was recorded in accrued expenses and other liabilities in the condensed consolidated balance sheet at December 31, 2022. As noted above, the restitution amount of \$27,239 was paid in the third quarter of 2023 and recorded against the liability for contingent losses.

The Bank has incurred and expects to continue to incur significant costs in connection with its ongoing cooperation with the government investigations of certain individuals and the advancement or reimbursement of third parties for the legal costs pursuant to requests for indemnification and advancement of expenses, which are reflected in the Company's condensed consolidated statements of **income** operations for the three and nine months ended **September 30, 2023** **March 31, 2024** and **2022**. In addition, the Company was recently advised that its Company's directors and officers insurance policies for matters related to the ongoing government investigations against selected individuals was exhausted based on invoices submitted prior to and during in the three months ended September 30, 2023, subject to the receipt fourth quarter of the Company's final payment. The Company understands that the government investigations into certain individuals are continuing, including calling individuals as **witnesses**. Therefore, the Company expects to continue to receive claims for advancement or reimbursement of legal fees and any future costs the Company incurs will not be reimbursed by its insurance carriers.

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**STERLING BANCORP, INC.**  
**Notes to Condensed Consolidated Financial Statements**  
(dollars in thousands, except share and per share amounts)

**Mortgage Repurchase Liability**

The Company has previously sold portfolio loans originated under the Advantage Loan Program to private investors in the secondary market. The Company also ~~sells~~ sold conventional residential real estate loans (which excludes Advantage Loan Program loans) in the secondary market primarily to Fannie Mae on an ongoing basis. In connection with these loans sold, the Company makes customary representations and warranties about various characteristics of each loan. The Company may be required pursuant to the terms of the applicable mortgage loan purchase and sale agreements to repurchase any previously sold loan or indemnify (make whole) the investor for which the representation or warranty of the Company proves to be inaccurate, incomplete or misleading. In the event of a repurchase, the Company is typically required to pay the unpaid principal balance, the proportionate premium received when selling the loan and certain expenses. As a result, the Company may incur a loss with respect to each repurchased loan.

To avoid the uncertainty of audits and inquiries by third-party investors in the Advantage Loan Program, beginning at the end of the second quarter of 2020, the Company commenced making offers to each of those investors to repurchase 100% of the previously sold Advantage Loan Program loans. These loans were previously sold to third-party investors with servicing of the loan retained. Losses expected to be incurred upon the repurchase of such loans were reflected in the mortgage repurchase liability. During the three months ended September 30, 2022, the Bank repurchased pools of Advantage Loan Program loans with a total outstanding principal balance of \$35,241. In connection with this repurchase, the Company recognized a loss of \$1,608 related to a fair value discount in other non-interest expense and a disposition of \$487 of mortgage servicing rights and charged a loss of \$884 against the mortgage repurchase liability. During the nine months ended September 30, 2022, the Bank repurchased pools of Advantage Loan Program loans with a total outstanding principal balance of \$65,621. In connection with these repurchases, the Company recognized a loss of \$2,303 related to a fair value discount in other non-interest expense and a disposition of \$863 of mortgage servicing rights and charged a loss of \$1,506 against the mortgage repurchase liability.

Pursuant to the existing agreements with such investors, the Company also agreed to repurchase additional pools of Advantage Loan Program loans at the predetermined repurchase prices as stated in the agreements. At ~~September 30, 2023~~ ~~March 31, 2024~~, there ~~was~~ is an outstanding agreement to repurchase an additional pool of Advantage Loan Program loans with an unpaid principal balance of ~~\$17,176~~ ~~\$15,481~~ that extends to July 2025, with the final decision to effect any such repurchase, as determined by the applicable investor.

At ~~September 30, 2023~~ ~~March 31, 2024~~ and ~~December 31, 2022~~ ~~December 31, 2023~~, the mortgage repurchase liability was ~~\$790~~ ~~\$749~~ and ~~\$809~~, ~~\$750~~, respectively, which is included in accrued expenses and other liabilities in the condensed consolidated balance sheets. The unpaid principal balance of residential real estate loans sold that were subject to potential repurchase obligations in the event of breach of representations and warranties totaled ~~\$63,652~~ ~~\$40,033~~ and ~~\$112,542~~ ~~\$49,667~~ at ~~September 30, 2023~~ ~~March 31, 2024~~ and ~~December 31, 2022~~ ~~December 31, 2023~~, respectively, including Advantage Loan Program loans totaling ~~\$36,334~~ ~~\$29,936~~ and ~~\$43,274~~ ~~\$33,044~~ at ~~September 30, 2023~~ ~~March 31, 2024~~ and ~~December 31, 2022~~ ~~December 31, 2023~~, respectively.

Activity in the mortgage repurchase liability was as follows:

	Nine Months Ended				Three Months Ended March 31,	
	September 30,		2024		2023	2023
	2023	2022	2024	2023	2023	2023
Balance, beginning of period	\$ 809	\$ 2,954	\$ 750	\$ 809		
Net provision (recovery)	(19)	(670)	(1)	120		
Loss on loan repurchases	—	(1,506)				
Balance, end of the period	\$ 790	\$ 778	\$ 749	\$ 929		

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[Table of Contents](#)**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following management's discussion and analysis of financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements, related notes, and other financial information appearing elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and related notes included in our 2022 the Company's Annual Report on Form 10-K 10-K for the year ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission (the "SEC") on March 14, 2024 (the "2023 Form 10-K").

Unless we state otherwise or the context otherwise requires, references in this Quarterly Report on Form 10-Q to "Sterling," "we," "our," "us" or "the Company" refer to Sterling Bancorp, Inc., a Michigan corporation, and its subsidiaries, including Sterling Bank and Trust, F.S.B., which we sometimes refer to as "Sterling Bank," "the Bank" or "our Bank."

**Cautionary Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains certain statements that are, or may be deemed to be, "forward-looking statements" regarding the Company's plans, expectations, thoughts, beliefs, estimates, goals and outlook for the future. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance, including any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions. These statements are often, but not always, made through the use of words or phrases such as "may," "might," "should," "could," "predict," "potential," "believe," "expect," "attribute," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "goal," "target," "outlook" and "would," or the negative versions of those words or other comparable words or phrases of a future or forward-looking nature, though the absence of these words does not mean a statement is not forward-looking. All statements other than statements of historical facts, including but not limited to statements regarding the economy and financial markets, government investigations, credit quality, the regulatory scheme governing our industry, competition in our industry, interest rates, our liquidity, our business and our governance, are forward-looking statements. We have based the forward-looking statements in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, prospects, business strategy and financial needs. These forward-looking statements are not historical facts, and they are based on our 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. There can be no assurance that future developments will be those that have been anticipated. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Accordingly, you should not place undue reliance on any such forward-looking statements.

The risks, uncertainties and other factors detailed from time to time in our public filings, including those included in the disclosures under the heading "Risk Factors" in our Annual Report on 2023 Form 10-K filed with the Securities and Exchange Commission on March 16, 2023, and subsequent periodic reports, could affect future results and events, causing those results and events to differ materially from those views expressed or implied in the Company's forward-looking statements. A summary of these factors is below, under the heading "Risk Factors Summary." For additional information on factors that could materially affect the forward-looking statements included in this Quarterly Report on Form 10-Q, for the three months ended September 30, 2023, see the risk factors set forth under "Item 1A. Risk Factors" in our 2022 2023 Form 10-K and our Forms 10-Q for each of the three months ended March 31, 2023 and June 30, 2023, 10-K. You should carefully consider these risk factors in evaluating these forward-looking statements. These risks are not exhaustive. Other sections of this Quarterly Report on Form 10-Q and our other filings with the Securities and Exchange Commission SEC include additional factors that could adversely impact our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. Should one or more of the foregoing risks materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those projected in, or implied by, such forward-looking statements.

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Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to publicly update, revise, correct or review any forward-looking statement, whether as a result of new information, future developments or otherwise except as required by law. New risks and uncertainties arise from time to time, and it is not possible for us to predict those events or how they may affect us. In addition, we cannot assess the impact of any particular risk, uncertainty or other 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.

### Risk Factors Summary

The following is a summary of the material risks we are exposed to in the course of our business activities. The below summary does not contain all of the information that may be important to you, and you should read the below summary together with the more detailed discussion of risks set forth under "Part II, Item 1A. Risk Factors" and in our **2022 2023 Form 10-K, and each of our Forms 10-Q for the three months ended March 31, 2023 and June 30, 2023**, as well as under this "Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations."

#### **Risks Related to the Advantage Loan Program Our Strategy**

- Compliance with the Plea Agreement and the effect of the Plea Agreement on our reputation and ability to raise capital
- The costs of cooperating with ongoing governmental investigations of certain individuals
- The exhaustion of our directors and officers insurance policies ("D&O Insurance") covering various matters related to our former Advantage Loan Program
- The costs of legal proceedings, including settlements and judgments
- The effects of the prevailing economic environment on successfully implementing and executing a new strategic plan or achieving a successful strategic transaction
- The impact of the prolonged suspension of our residential loan origination function coupled with the prior termination of our Advantage Loan Program
- Potential claims for advancement and indemnification from certain directors and officers related to the governmental investigations and potential litigation against us or counterclaims by our controlling shareholder

#### **Risks Related to the Economy and Financial Markets**

- The effects of fiscal and monetary policies and regulations of the federal government and **Board of Governors of the FRB**
- The disruptions to the economy and the U.S. banking system caused by recent bank failures
- Changes in the state of the general economy and the financial markets and their effects on the demand for our loan services
- The effects of fiscal challenges facing the U.S. government
- Macroeconomic and geopolitical challenges and uncertainties affecting the stability of regions and countries around the globe and the effect of changes in the economic and political relations between the U.S. and other nations
- The disruptions to the economy and the U.S. banking system caused by recent bank failures
- Changes in the state of the general economy and the financial markets and their effects on the demand for our loan services
- The effects of fiscal challenges facing the armed conflict in the Middle East resulting from the recent attacks on Israel on the overall economy in the United States U.S. government

#### **Risks Related to Credit**

- The credit risks of lending activities, including changes in the levels of delinquencies and nonperforming assets and changes in the financial performance and/or economic condition of our borrowers, including the effects of continued inflation and the possibility of a recession
- Our concentration in residential real estate loans
- The geographic concentration of our loans and operations in California
- The potential insufficiency of our allowance for credit losses to cover current expected credit losses in our loan portfolio

#### **Risks Related to Interest Rates**

- Negative impacts of future changes in interest rates

#### **Risks Related to Liquidity**

- Our ability to ensure we have adequate liquidity
- Our ability to obtain external financing on favorable terms, or at all, in the future
- The quality of our real estate loans and our ability to sell our loans to the secondary market

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- Our deposit account balances that exceed the FDIC insurance limits may expose the Bank to enhanced liquidity risk

#### **Risks Related to the Advantage Loan Program**

- Compliance with the Plea Agreement and the effect of the Plea Agreement on our reputation and ability to raise capital
- The potential insufficiency costs of cooperating with ongoing governmental investigations of certain individuals
- The exhaustion of our allowance directors and officers insurance policies covering various matters related to our former Advantage Loan Program
- The costs of legal proceedings, including settlements and judgments
- Potential claims for loan losses advancement and indemnification from certain directors and officers related to cover losses in the governmental investigations and potential litigation against us or counterclaims by our loan portfolio controlling shareholder

#### **Risks Related to Our Highly Regulated Industry**

- The extensive laws and regulations affecting the financial services industry, the continued effects of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and related rulemaking, changes in banking and securities laws and regulations and their application by our regulators and the Community Reinvestment Act and fair lending laws, including as a result of the recent bank failures
- Failure to comply with banking laws and regulations
- Enforcement priorities of the federal bank regulatory agencies

#### **Risks Related to Competition**

- Strong competition within our market areas or with respect to our products and pricing
- Our reputation as a community bank and the effects of continued negative publicity
- Our ability to keep pace with technological change and introduce new products and services
- Consumers deciding not to use banks to complete their financial transactions

#### **Risks Related to Interest Rates**

- Negative impacts of future changes in interest rates

#### **Risks Related to Liquidity**

- Our ability to ensure we have adequate liquidity
- Our ability to obtain external financing on favorable terms, or at all, in the future
- The quality of our real estate loans and our ability to sell our loans to the secondary market
- Our deposit account balances that exceed FDIC insurance limits may expose the Bank to enhanced liquidity risk

#### **Other Risks Related to Our Business**

- Our ability to attract and retain key employees and other qualified personnel

- Our operational, technological and organizational infrastructure, including the effectiveness of our enterprise risk management framework at mitigating risk and loss to us
- Operational risks from a high volume of financial transactions and increased reliance on technology, including risk of loss related to cybersecurity or privacy breaches and the increased frequency and sophistication of cyberattacks
- The operational risk associated with third-party vendors and other financial institutions
- The ability of customers and counterparties to provide accurate and complete information and the soundness of third parties on which we rely
- Our employees' adherence to our internal policies and procedures
- The effects of natural disasters on us and our California borrowers and the adequacy of our business continuity and disaster recovery plans

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- Environmental, social and governance matters and their effects on our reputation and the market price of our securities

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- Climate change and related legislative and regulatory initiatives
- Adverse conditions internationally and their effects on our customers
- Fluctuations in securities markets, including changes to the valuation of our securities portfolio
- The reliance of our critical accounting policies and estimates, including for the allowance for credit losses, on analytical and forecasting techniques and models
- Other economic, competitive, governmental, regulatory and technological factors affecting our operations, pricing, products and services and the other risks described elsewhere herein or in the documents incorporated by reference herein and our other filings with the SEC
- We may experience increases in FDIC insurance assessments

**Risks Related to Governance Matters**

- The Seligman family's ability to influence our operations and control the outcome of matters submitted for shareholder approval
- Our ability to pay dividends

The foregoing risk factors should not be construed as an exhaustive list and should be read in conjunction with the cautionary statements that are included under "Cautionary Note Regarding Forward-Looking Statements" above under "Item 1A. Risk Factors" in our **2022 2023 Form 10-K** **our Forms 10-Q for each of the quarters ended March 31, 2023 and June 30, 2023 and elsewhere in this Quarterly Report on Form 10-Q**, including the items set forth under "Part II, Item 1A. Risk Factors."

**Company Overview and Strategic Planning**

We are a unitary thrift holding company incorporated in 1989 and headquartered in Southfield, Michigan, and our primary business is the operation of our wholly owned subsidiary, Sterling Bank. Bank, which was formed in 1984. Through Sterling Bank, we offer a range of loan products to the residential and commercial markets, as well as retail and business banking services. During the three months ended September 30, 2023, our election to be a covered savings association under the Home Owners' Loan Act ("HOLA") became effective, allowing us to operate as a commercial bank without being subject to the QTL test. Historically, our largest asset class has been residential mortgage loans. This was consistent with the

Bank's thrift charter and the requirement that a savings institution maintain at least 65% of its portfolio assets in certain qualified thrift investments (primarily residential mortgages and related investments, including certain mortgage-backed and related securities) in at least nine months out of each 12-month period as required by the QTL test under HOLA. The Bank currently originates originate commercial real estate loans and commercial and industrial loans, and provides provide deposit products, consisting primarily of checking, savings and term certificate accounts. The Bank also engages in mortgage banking activities and, as such, acquires, sells and services residential mortgage loans. The Bank operates through a network of 2827 branches of which 2625 branches are located in the San Francisco and Los Angeles, California metropolitan areas with the remaining branches located in New York, New York and Southfield, Michigan.

In the past twelve months, we suspended the origination of residential mortgage loans when our third-party vendor to whom we outsourced our mortgage origination function exited the business. As previously disclosed, we have engaged a consulting firm to help us develop a comprehensive strategic plan that we expect will include the incorporation of new banking products and services in light of our new status as a covered savings association. We have not yet established fixed timelines or milestones for the completion of this process and we expect that any repositioning of the Bank pursuant to the resulting plan will take significant time and expense.

As part of the board of directors' strategic planning process, the Company has also engaged Keefe, Bruyette & Woods as a financial advisor to assist the board of directors to explore and evaluate potential strategic alternatives. Some of the possible strategic alternatives the board may consider are a sale of the Company, a merger or other business combination, a sale of all or a material portion of the Company's assets and a recapitalization.

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#### Overview of Quarterly Performance

During the three months ended September 30, 2023, we passed a number of key milestones on our road to reposition the Company. Most importantly, as previously disclosed, the court approved our Plea Agreement with the DOJ. This completes all direct government investigations into the Company regarding the former Advantage Loan Program and is already resulting in a significant reduction in our legal costs, despite an increase in our advancement of legal costs of third parties related to their participation in the government investigations. In connection with the sentencing of the Company consistent with the Plea Agreement, we have paid \$27.2 million in restitution, which amount will now be independently administered by a special master appointed by the court. We also completed our previously announced redemption of all \$65.0 million of the outstanding Subordinated Notes. Further, during the quarter, our election to be a covered savings association became effective, as described above.

Net income was \$0.3 million Financial results for the three months ended September 30, 2023 compared March 31, 2024 are essentially break-even and are consistent with our plan to \$1.2 million protect both book value and liquidity during this period of financial uncertainty. We believe our credit quality, liquidity and capital levels are robust. However, market interest rate movements continue to exert pressure on our net interest margin, as deposit costs have increased faster than the yields of our interest-earning assets, further inhibiting meaningful profitability. Our net loss was \$(0.2) million for the three months ended September 30, 2022 March 31, 2024 compared to \$(0.5) million for the three months ended March 31, 2023. This decrease was primarily due to The net loss for the three months ended March 31, 2024 reflects a decline in net interest income as we continued to experience margin compression in from \$17.7 million during the three months ended September 30, 2023 March 31, 2023 to \$14.9 million during the three months ended March 31, 2024. The decline in our net interest income primarily reflects a significant increase in our deposit costs in the higher interest rate environment, which outpaced the increase in the yields we earned on our interest-earning assets.

The decrease in net interest income was partially offset by the decrease in total non-interest expense from \$17.8 million for the three months ended March 31, 2023 to \$15.4 million for the three months ended March 31, 2024. Such decrease was primarily driven by salaries and employee benefits expense and professional fees, each of which decreased \$1.0 million compared to the three months ended September 30, 2022 March 31, 2023. While the governmental investigations into the Company and the Bank are now resolved, we continued to incur significant professional fees, primarily due to the impactexhaustion of our directors and officers insurance, in connection with the substantial rise in interest rates. This decrease also reflects a decrease in ongoing investigations into certain individuals involved with the former Advantage Loan Program.

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In addition, our recovery credit quality remained strong overall. Our nonperforming assets were \$9.3 million, or 0.39% of total assets, at March 31, 2024 compared to \$9.0 million, or 0.37% of total assets, at December 31, 2023. In addition, our provision for credit losses during the three months ended September 30, 2023. Our results for the three months ended September 30, 2023 also includes improvement in non-interest expense with decreases in salaries and employee benefits expense and other expenses compared to the three months ended September 30, 2022. Professional fees continued to include our advancement of third party legal expenses incurred in connection with government investigations into individuals for which we continued to make corresponding claims to our insurance carriers. However, we were recently advised that our D&O Insurance for matters related to the ongoing government investigations against selected individuals was exhausted based on invoices submitted prior to and March 31, 2024 decreased \$0.6 million from \$0.7 million during the three months ended September 30, 2023, subject to the receipt of our final payment which is expected in the three months ended December 31, 2023 March 31, 2023. We understand that the government investigations into certain individuals are continuing, including calling individuals as witnesses. Therefore, we expect to continue to receive claims for advancement or reimbursement of legal fees and any future costs we incur will not be reimbursed by our insurance carriers. See "Part II, Item 1A — Risk Factors" for further information regarding the exhaustion of our D&O Insurance and the potential future costs from such ongoing government investigations.

Our credit quality remained strong overall, though nonperforming loans and delinquent loans each increased during the three months ended September 30, 2023. Our recovery of credit losses decreased to \$1.9 million during the three months ended September 30, 2023, reflecting the decline in our loan portfolio during the quarter as well as the moderation of the severe economic forecast component of our economic outlook.

At September 30, 2023 March 31, 2024, the Tier 1 leverage capital ratios of both the Company and the Bank remained above the capital ratio requirements to be considered "well capitalized" well capitalized under applicable prompt corrective action requirements.

#### Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with U.S. GAAP and with general practices within the financial services industry. Application of these principles requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under current circumstances. These assumptions form the basis for our judgments about the carrying values of assets and liabilities that are not readily available from independent, objective sources. We evaluate our estimates on an ongoing basis. Use of alternative assumptions may have resulted in significantly different estimates. Actual results may differ from these estimates.

During the nine three months ended September 30, 2023 March 31, 2024, there were no significant changes to our accounting policies that we believe are critical to an understanding of our financial condition and results of operations, which critical accounting policies are disclosed in our "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's 2022 2023 Form 10-K, except we have updated our discussion of our accounting policy that we consider as critical for the allowance for credit losses below as a result of our adoption of ASU 2016-13, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," on January 1, 2023.

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#### Allowance for Credit Losses

The allowance for credit losses is based on the accuracy of credit risk ratings on individual borrowers, the use of estimates and significant judgment as to the amount and timing of expected future cash flows on nonaccrual loans, significant reliance on estimated loss rates on portfolios and consideration of our evaluation of macro-economic factors and trends. While our methodology in establishing the allowance for credit losses

attributes portions of the allowance for credit losses to the residential and commercial real estate, and other consumer portfolio segments, the entire allowance for credit losses is available to absorb credit losses in the total loan portfolio.

The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of held for investment loans to present the net amount expected to be collected from the loans. The allowance for credit losses is adjusted through a charge (recovery) to provision for (recovery of) credit losses. Changes in the allowance for credit losses and, therefore, in the related provision can materially affect net income. In applying the judgment and review required to determine the allowance for credit losses, management considers changes in economic conditions, customer behavior, and collateral value, among other factors. From time to time, economic factors or business decisions may affect the composition and mix of the loan portfolio, causing management to increase or decrease the allowance for credit losses. When the Company determines that all or a portion of a loan is uncollectible, the appropriate amount is written off, and the allowance for credit losses is reduced by the same amount. The Company applies judgment to determine when a loan is deemed uncollectible; however, generally a loan will be considered uncollectible no later than when all efforts at collection have been exhausted. Subsequent recoveries, if any, are credited to the allowance for credit losses when received.

The Company estimates the allowance for credit losses in accordance with the CECL methodology for loans measured at amortized cost. The allowance for credit losses is established based upon the Company's current estimate of expected lifetime credit losses. Arriving at an appropriate amount of allowance for credit losses involves a high degree of judgment. The Company estimates credit losses on a collective basis for loans sharing similar risk characteristics using a quantitative model combined with an assessment of certain qualitative factors designed to address forecast risk and model risk inherent in the quantitative model output. Management's judgment is required for the selection and application of these factors which are derived from historical loss experience as well as assumptions surrounding expected future losses and economic forecasts. Loans that no longer share similar risk characteristics with any portfolio segment are subject to individual assessment and are removed from the collectively assessed segments. Management performs periodic sensitivity and stress testing using available economic forecasts in order to evaluate the adequacy of the allowance for credit losses under varying scenarios.

The Company's methodologies for estimating the allowance for credit losses considers available relevant information about the collectability of cash flows, including past events, current conditions, and reasonable and supportable forecasts. For additional discussion of the Company's methodology in determining the allowance for credit losses, see Note 3 – Summary of Significant Accounting Policies, Allowance for Credit Losses - Loans to our condensed consolidated financial statements included in "Item 1. Financial Statements."

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Balance Sheet and Capital Analysis

*Loan Portfolio Composition.* The following table sets forth the composition of our loan portfolio by type of loan at the dates indicated.

	At September 30, 2023		At December 31, 2022		At March 31, 2024		At December 31, 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Real estate:								
			(Dollars in thousands)				(Dollars in thousands)	

Residential real estate	\$ 1,139,205	80 %	\$ 1,391,276	84 %	\$ 1,040,464	80 %	\$ 1,085,776	80 %
Commercial real estate	237,812	17 %	221,669	13 %	244,546	19 %	236,982	18 %
Construction	22,292	2 %	44,503	3 %	4,915	— %	10,381	1 %
Total real estate	1,399,309	99 %	1,657,448	100 %	1,289,925	99 %	1,333,139	99 %
Commercial and industrial	17,809	1 %	1,396	— %	13,348	1 %	15,832	1 %
Other consumer	9	— %	5	— %	6	— %	1	— %
Total loans	1,417,127	100 %	1,658,849	100 %	1,303,279	100 %	1,348,972	100 %
Less: allowance for credit losses	(34,267)		(45,464)		(29,257)		(29,404)	
Loans, net	\$ 1,382,860		\$ 1,613,385		\$ 1,274,022		\$ 1,319,568	

Our loan portfolio consists primarily of residential real estate loans. At September 30, 2023 and December 31, 2022, residential real estate loans accounted for 80% and 84%, respectively, of total gross loans held for investment. Most of these our residential loans and other commercial loans have been made to individuals and businesses in the state of California, specifically in the San Francisco and Los Angeles metropolitan areas. As of September 30, 2023 March 31, 2024, approximately 80% 79% of our loan portfolio was based in California with 55% and 25% 24% in the San Francisco and Los Angeles metropolitan areas, respectively. The Advantage Loan Program loans that had been repurchased and included in the

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**Residential Loans.** Our loan portfolio have an outstanding principal balance consists primarily of \$142,766 and \$179,828 at September 30, 2023 and December 31, 2022 residential real estate loans. At March 31, 2024, respectively.

Total residential real estate loans accounted for 80% of total gross loans held for investmentinvestment. Our residential loans totaled \$1.0 billion at March 31, 2024, a decrease of \$1.4 billion at September 30, 2023 declined \$241.7 million \$45.3 million, or 15% 4%, from \$1.7 billion \$1.1 billion at December 31, 2022 December 31, 2023. The decline in our loan portfolio from December 31, 2022 was primarily attributable to repayments on loans, which continued to outpace our loan production. In addition, the prevailing rising interest rate environment has adversely impacted the supply of residential mortgage loans in the secondary market for purchase at attractive prices. Also, contributing to the decline in loans held for investment, during the nine months ended September 30, 2023, loans with an amortized cost of \$41.1 million were transferred from loans held for investment to loans held for sale and sold in May 2023. On the transfer, the Company recorded a \$6.5 million charge off applied against the allowance for credit losses to reflect these loans at their estimated fair value. Also, during the same period, No new residential real estate loans with an amortized cost were added during the three months ended March 31, 2024.

**Commercial Loans.** We offer a variety of \$3.9 million were transferred from commercial loan products, consisting of commercial real estate loans, held for sale to loans held for investment.

Our overall decline in loan production reflects a number of factors, including our decision to stop originating construction loans and commercial and industrial loans. These categories of commercial loans totaled \$262.8 million at March 31, 2024, a decrease of \$0.4 million from December 31, 2023. During the prevailing rising three months ended March 31, 2024, we originated commercial loans with an aggregate principal balance of \$30.0 million at the time of origination. Our construction loans decreased to \$4.9 million from \$10.4 million at December 31, 2023 due to maturing construction loans that were paid in full in the three months ended March 31, 2024. The majority of our commercial loans are secured by real estate or other business assets. Our commercial loans are almost exclusively recourse loans, as we generally obtain personal guarantees on each loan.

Commercial real estate loans totaled \$244.5 million at March 31, 2024, of which the largest portion of these loans, or 42%, are secured by multifamily properties. The repayment of commercial real estate loans is often more sensitive than other types of loans to adverse conditions in the real estate market or the general business climate and economy because it is dependent on the successful operation or development of the property or business involved. In addition, the collateral for commercial real estate loans is generally less readily marketable than for residential real estate loans, and its value may be more difficult to determine. A primary repayment risk for commercial real estate loans is the interruption or discontinuation of operating cash flows from the properties or businesses involved, which may be influenced by economic events, changes in governmental regulations, vacancies or other events not under the control of the borrower. Additionally, with the higher interest rate environment

and inflationary environment slowed transaction market, the commercial real estate sector faces increased risk of 2022 economic distress. The table below summarizes the commercial real estate loan portfolio, by property type, as of March 31, 2024:

	At March 31, 2024	
	Percent of	
	Amount	Total
(Dollars in thousands)		
<b>Commercial real estate:</b>		
Retail	\$ 37,936	16 %
Multifamily	102,332	42 %
Office	39,113	16 %
Hotels/Single-room occupancy hotels	3,551	1 %
Industrial	29,586	12 %
Mixed-use	9,314	4 %
Other	22,714	9 %
<b>Total</b>	<b>\$ 244,546</b>	<b>100 %</b>

*Commercial and continuing in 2023, which practically limited the opportunities we had for meaningful loan production. Also, in May 2022, we outsourced our residential loan origination function to Industrial loans. Our commercial and industrial loans totaled \$13.3 million at March 31, 2024, a third-party vendor. In November 2022, we were notified decrease of our residential loan originator's plans to exit the business, which caused us to effectively suspend new residential loan originations. We used commercially reasonable efforts to evaluate and originate pending loan applications through February 28, 2023. We are currently performing an evaluation of our alternatives for the development of new loan products as part of a larger strategic planning process. In the meantime, we may purchase residential loans \$2.5 million, or 16%, from the secondary market. December 31, 2023.*

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**Maturities and Sensitivities of Loans to Changes in Interest Rates.** The Company's loan portfolio includes adjustable-rate loans, primarily tied to Prime, U.S. Treasuries and Secured Overnight Financing Rate ("SOFR" the secured overnight financing rate ("SOFR"), and fixed-rate loans, for which the interest rate does not change through the life of the loan. The following table sets forth the recorded investment by interest rate type in our loan portfolio at **September 30, 2023** **March 31, 2024**:

	Adjustable Rate					
	Prime	Treasury	SOFR	Total	Fixed Rate	Total
	(In thousands)					
Residential real estate	\$ 8,669	\$ 313,842	\$ 798,558	\$ 1,121,069	\$ 18,136	\$ 1,139,205
Commercial real estate	—	120,065	21,490	141,555	96,257	237,812
Construction	22,292	—	—	22,292	—	22,292
Commercial and industrial	16,534	96	—	16,630	1,179	17,809
Other consumer	—	—	—	—	9	9
<b>Total</b>	<b>\$ 47,495</b>	<b>\$ 434,003</b>	<b>\$ 820,048</b>	<b>\$ 1,301,546</b>	<b>\$ 115,581</b>	<b>\$ 1,417,127</b>
<b>% by rate type at September 30, 2023</b>	<b>3 %</b>	<b>31 %</b>	<b>58 %</b>	<b>92 %</b>	<b>8 %</b>	<b>100 %</b>

March 31, 2024	Adjustable Rate					
	Prime	Treasury	SOFR	Total	Fixed Rate	Total
	( Dollars in thousands)					
Residential real estate	\$ 8,040	\$ 302,732	\$ 712,751	\$ 1,023,523	\$ 16,941	\$ 1,040,464
Commercial real estate	—	135,394	21,491	156,885	87,661	244,546

Construction	4,903	—	—	4,903	12	4,915
Commercial and industrial	9,005	211	2,461	11,677	1,671	13,348
Other consumer	—	—	—	—	6	6
<b>Total</b>	<b>\$ 21,948</b>	<b>\$ 438,337</b>	<b>\$ 736,703</b>	<b>\$ 1,196,988</b>	<b>\$ 106,291</b>	<b>\$ 1,303,279</b>
<b>% by rate type at March 31, 2024</b>	<b>2 %</b>	<b>34 %</b>	<b>56 %</b>	<b>92 %</b>	<b>8 %</b>	<b>100 %</b>

Across our loan portfolio, our adjustable-rate loans are typically based on a 30-year amortization schedule and generally interest rates and payments adjust annually after a one-, three-, five- or seven-year initial fixed period. Our prime-based loans, which typically are commercial and industrial loans, construction loans and home equity loans, adjust to an interest rate equal to 25 Prime or up to 238 basis points above Prime and have maturities of up to 36 months. Our Treasury-based residential loans adjust to a rate based on the U.S. Treasury one- and five-year constant maturity treasury rates. Prime. Our commercial real estate loans predominately adjust based on the U.S. Treasury five-year constant maturity Treasury rate. Interest rates on our adjustable-rate SOFR-based loans adjust to an interest rate typically equal to 350 to 450 basis points above the one-year SOFR. Our Treasury-based residential loans adjust to an interest rate based on the U.S. Treasury one- and five-year constant maturity Treasury rates.

The following table sets forth the contractual maturities of our loan portfolio and sensitivities of those loans to changes in interest rates at March 31, 2024. Overdraft loans are reported as being due in one year or less. The table does not include any estimate of prepayments that could significantly shorten the average life of all loans and may cause our actual repayment experience to differ from that shown below.

March 31, 2024	Due in One		Due After One		Due After Five		Due After		(In thousands)
	Year or Less	To Five Years	To Fifteen Years	To Fifteen Years	Fifteen Years	Total			
Residential real estate	\$ 4	\$ 438	\$ 11,966	\$ 1,028,056	\$ 1,040,464				
Commercial real estate	37,129	64,625	142,792	—	—	244,546			
Construction	4,903	12	—	—	—	4,915			
Commercial and industrial	1,326	12,022	—	—	—	13,348			
Other consumer	6	—	—	—	—	6			
<b>Total</b>	<b>\$ 43,368</b>	<b>\$ 77,097</b>	<b>\$ 154,758</b>	<b>\$ 1,028,056</b>	<b>\$ 1,303,279</b>				
<b>Total loans with:</b>									
Adjustable interest rates	\$ 5,169	\$ 35,519	\$ 139,592	\$ 1,016,708	\$ 1,196,988				
Fixed interest rates	38,199	41,578	15,166	11,348	106,291				
<b>Total loans</b>	<b>\$ 43,368</b>	<b>\$ 77,097</b>	<b>\$ 154,758</b>	<b>\$ 1,028,056</b>	<b>\$ 1,303,279</b>				

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The table set forth below contains the repricing dates of adjustable-rate loans included within our loan portfolio as of **September 30, 2023** **March 31, 2024**:

	Residential	Commercial		Commercial		Other		(In thousands)
	Real Estate	Real Estate	Construction	and Industrial	Consumer	Total		
<b>Amounts to adjust in:</b>								
6 months or less	\$ 348,234	\$ 22,463	\$ 22,292	\$ 16,630	\$ —	\$ 409,619		
After 6 months through 12 months	380,983	1,085	—	—	—	382,068		
After 12 months through 24 months	104,543	52,047	—	—	—	156,590		
After 24 months through 36 months	115,088	2,896	—	—	—	117,984		

After 36 months through 60 months	89,918	63,064	—	—	—	152,982
After 60 months	82,303	—	—	—	—	82,303
Fixed to maturity	18,136	96,257	—	1,179	9	115,581
<b>Total</b>	<b>\$ 1,139,205</b>	<b>\$ 237,812</b>	<b>\$ 22,292</b>	<b>\$ 17,809</b>	<b>\$ 9</b>	<b>\$ 1,417,127</b>

March 31, 2024	Residential	Commercial	Commercial		Other	Total
	Real Estate	Real Estate	Construction	and Industrial	Consumer	
(In thousands)						
<b>Amounts to adjust in:</b>						
6 months or less	\$ 349,759	\$ 22,562	\$ 4,903	\$ 11,677	\$ —	\$ 388,901
After 6 months through 12 months	336,438	47,044	—	—	—	383,482
After 12 months through 24 months	102,922	4,354	—	—	—	107,276
After 24 months through 36 months	95,770	26,963	—	—	—	122,733
After 36 months through 60 months	76,938	55,962	—	—	—	132,900
After 60 months	61,696	—	—	—	—	61,696
Fixed to maturity	16,941	87,661	12	1,671	6	106,291
<b>Total</b>	<b>\$ 1,040,464</b>	<b>\$ 244,546</b>	<b>\$ 4,915</b>	<b>\$ 13,348</b>	<b>\$ 6</b>	<b>\$ 1,303,279</b>

At September 30, 2023 March 31, 2024, \$119.8 million \$117.9 million, or 9% 10%, of our adjustable interest rate loans were at their interest rate floor.

#### Asset Quality

**Nonperforming Assets.** Nonperforming assets include nonaccrual loans and loans that are past due 90 days or more and still accruing interest. Restructuring of loans to borrowers who are experiencing financial difficulty are accounted for as a modification and nonaccrual loans held for sale further evaluated as to classification of a performing or nonperforming asset.

We generally place in addition, a loan may be placed on nonaccrual status when at any other time management believes that collection has serious doubts about further collectability of principal or interest has become doubtful according to the contractual terms, even though the loan is currently performing or when a loan becomes 90 days past due as to principal or interest. For nonaccrual loans, interest previously accrued but not collected is reversed and charged against income at the time a loan is placed on nonaccrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

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The following table sets forth information regarding our nonperforming assets at the dates indicated.

	At September 30,		At December 31,		(Dollars in thousands)	
	2023		2022			
<b>Nonaccrual loans<sup>(1)(2)</sup>:</b>						
Residential real estate	\$ 5,035	\$ 33,690				
Loans past due 90 days or more and still accruing interest	1,147	35				
Other troubled debt restructurings <sup>(3)</sup>	—	2,637				
Nonaccrual loans held for sale	—	1,942				
<b>Total nonperforming assets</b>	<b>\$ 6,182</b>	<b>\$ 38,304</b>				
<b>Total loans<sup>(1)</sup></b>	<b>\$ 1,417,127</b>	<b>\$ 1,658,849</b>				
<b>Total assets</b>	<b>\$ 2,446,673</b>	<b>\$ 2,444,735</b>				
<b>Total nonaccrual loans to total loans<sup>(2)</sup></b>		0.36 %		2.03 %		
<b>Total nonperforming assets to total assets</b>		0.25 %		1.57 %		

	At March 31,		At December 31,		
	2024		2023		
	(Dollars in thousands)				
<b>Nonaccrual loans(1):</b>					
Residential real estate	\$ 9,318	\$ 8,942			
Loans past due 90 days or more and still accruing interest	30	31			
Total nonperforming assets	\$ 9,348	\$ 8,973			
<b>Total loans(1)</b>	<b>\$ 1,303,279</b>	<b>\$ 1,348,972</b>			
<b>Total assets</b>	<b>\$ 2,414,555</b>	<b>\$ 2,416,003</b>			
<b>Total nonaccrual loans to total loans</b>	<b>0.71 %</b>	<b>0.66 %</b>			
<b>Total nonperforming assets to total assets</b>	<b>0.39 %</b>	<b>0.37 %</b>			

(1) Loans are classified as held for investment and are presented before the allowance for credit losses.

(2) Total nonaccrual loans exclude nonaccrual loans held for sale. If nonaccrual loans held for sale are included, the ratio of total nonaccrual loans to total gross loans would be 2.14% at December 31, 2022.

(3) Other troubled debt restructurings at December 31, 2022 exclude those loans presented above as nonaccrual or past due 90 days or more and still accruing interest. Effective January 1, 2023, loan modifications involving borrowers experiencing financial difficulty are evaluated under the new credit loss model. There were no such loan modifications during the nine months ended September 30, 2023.

**At September 30, 2023 As of March 31, 2024, nonperforming assets, comprised primarily of nonaccrual residential real estate loans, totaled \$6.2 million \$9.3 million, a decrease in increase of \$32.1 million \$0.4 million from \$38.3 million at December 31, 2022 December 31, 2023. This decrease in nonperforming assets from December 31, 2022 increase is primarily due to the addition of \$1.5 million of residential loans to nonaccrual status which was partially offset by loans of \$28.6 million that were transferred to held for sale in March 2023 and subsequently sold in May 2023. On the transfer, a charge off on these nonaccrual loans of \$4.2 million was recorded to the allowance for credit losses. The remainder of the decrease in nonaccrual loans is primarily due to loans of \$4.2 million that were paid in full and loans of \$5.5 million totaling \$0.9 million that were returned to accrual status. Partially offsetting these decreases, loans status and payments of \$9.9 million loan principal totaling \$0.2 million that were added to nonaccrual status, received.**

**As a portion result of which were transferred to held for sale and sold the increase in May 2023. When including nonaccrual loans, held for sale, the ratio of nonaccrual loans to total gross loans decreased held for investment increased to 0.71% at March 31, 2024 from 2.14% 0.66% at December 31, 2022 to 0.36% at September 30, 2023 December 31, 2023. During the three months ended September 30, 2023, Also, our ratio of nonperforming assets to total assets increased primarily due to an increase 0.39% at March 31, 2024 from 0.37% at December 31, 2023.**

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[Table of \\$3.0 million in nonaccrual residential real estate loans and a \\$1.1 million matured construction loan, which was extended subsequent to September 30, 2023.](#) [Contents](#)

**During the three months ended September 30, 2023 and 2022, the The total amount of additional interest income on nonaccrual loans that would have been recorded if the nonaccrual interest on all such loans had been current in accordance with their recorded based upon the original terms was \$0.1 million and \$0.6 million, respectively, and \$0.2 million and \$1.5 million \$0.5 million for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively. The Company does not record interest income on nonaccrual loans.**

**Delinquent Loans.** The following tables set forth our loan delinquencies, including nonaccrual loans, by type and amount at the dates indicated.

	September 30, 2023			December 31, 2022		
	30 - 59	60 - 89	90 Days	30 - 59	60 - 89	90 Days
	Days	Days	or More	Days	Days	or More
	Past Due	Past Due	Past Due	Past Due	Past Due	Past Due
(In thousands)						
Residential real estate	\$ 19,424	\$ 2,991	\$ 5,067	\$ 17,980	\$ 5,337	\$ 33,725

Commercial real estate	—	—	1,115	—	—	—
Total	\$ 19,424	\$ 2,991	\$ 6,182	\$ 17,980	\$ 5,337	\$ 33,725

	March 31, 2024			December 31, 2023		
	30 - 59	60 - 89	90 Days or More	30 - 59	60 - 89	90 Days or More
	Days	Days	Past Due	Days	Days	Past Due
	Past Due	Past Due	Past Due	Past Due	Past Due	Past Due
(In thousands)						
Residential real estate	\$ 10,316	\$ 2,708	\$ 9,348	\$ 16,634	\$ 2,305	\$ 8,973

Total loans past due declined \$5.5 million, or 20%, from \$27.9 million at December 31, 2023 to \$22.4 million at March 31, 2024. This decline is primarily due to a \$6.3 million decrease, or 38%, of loans 30 – 59 days past due from \$16.6 million at December 31, 2023. This decline is partially offset by an increase of loans 90 days or more past due, decreased including nonaccrual loans, of \$0.4 million, or 4%, from \$33.7 million \$9.0 million at December 31, 2022 to \$6.2 million at September 30, 2023. This decrease December 31, 2023, which was primarily attributable to the change in nonaccrual loans discussed in “—Nonperforming Assets” above. During the three months ended September 30, 2023, total delinquent loans increased \$11.5 million to \$28.6 million.

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**Classified Loans.** We categorize loans into risk categories based on relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis includes homogeneous loans, such as residential real estate and other consumer loans, and non-homogeneous loans, such as commercial and industrial, construction and commercial real estate loans. This analysis is performed at least quarterly. The four risk categories utilized are Pass, Special Mention, Substandard and Doubtful. Loans in the Pass category are considered to be of satisfactory quality, while the remaining three categories indicate varying levels of increasing credit risk.

Although total loans classified as Special Mention and Substandard decreased \$29.0 million from \$84.8 million at December 31, 2022, to \$55.8 million at September 30, 2023, commercial real estate loans classified in the Substandard category increased \$17.2 million during the nine months ended September 30, 2023. The commercial real estate loans downgraded to Substandard are performing in accordance with their terms, but for which there are concerns primarily regarding the underlying properties' debt service coverage ratios and the cash flows of the personal guarantors for the loans. Notwithstanding, we do not currently believe these loans meet the criteria to be collateral-dependent loans. See Note 5—Loans—Credit Quality to our condensed consolidated financial statements included in “Item 1. Financial Statements” for additional information about our risk categories.

Loans classified as Special Mention, Substandard and Doubtful were as follows at the dates indicated:

	September 30, 2023			December 31, 2022			March 31, 2024	December 31, 2023
	Loans Held for Investment	Loans Held for Sale	Total	Loans Held for Investment	Loans Held for Sale	Total		
	(Dollars in thousands)							

									(Dollars in thousands)	
Special Mention:										
Commercial real estate									\$ 15,844	\$ 21,516
Construction									4,650	4,650
Total Special Mention									21,795	37,560
Substandard:									1,544	39,104
Residential real estate									5,067	33,725
Commercial real estate									18,716	1,539
Construction									10,257	8,484
Total Substandard									34,040	43,748
Total									\$ 55,835	\$ 81,308
Total <sup>(1)</sup>										\$ 48,740
Total Loans									\$ 1,417,127	\$ 1,658,849
Total loans										\$ 1,303,279
Classified assets to total loans									4 %	45 %
									—	5 %
										4 %
										4 %

<sup>(1)</sup> We did not have any loans classified as Doubtful at March 31, 2024 and December 31, 2023.

**Total Special Mention and Substandard loans were \$48.7 million, or 4% of total gross loans, at March 31, 2024, compared to \$57.9 million, or 4% of total gross loans, at December 31, 2023.**

**Allowance for Credit Losses** The decrease of \$5.7 million in Special Mention loans was primarily attributable to loans that were upgraded from Special Mention to Pass totaling \$5.6 million, as a result of two commercial loans where the borrowers took actions to improve the debt service coverage ratios of their loans.

We adopted ASU 2016-13 on January 1, 2023 on a modified retrospective basis. This guidance changes the accounting for credit losses. The decrease of \$3.5 million in Substandard loans was primarily attributable to loans that were paid in full totaling \$4.0 million, and loans that were upgraded from an incurred loss model, which estimates a loss allowance based on current known and inherent losses within the loan portfolio. Substandard to an expected loss model, which estimates a credit loss based on losses expected to be recorded over the lifetime of the loan portfolio. We recorded a pre-tax cumulative effect adjustment to decrease the allowance for credit losses by \$1.7 million and we established a liability for unfunded commitments of \$0.6 million Pass totaling \$0.9 million. The decrease in the allowance for credit losses was primarily due to our construction portfolio which has short contractual maturities and Substandard loans was partially offset by an increase in the allowance for credit losses in both our residential real estate and commercial real estate portfolios which have longer contractual maturities.

Based on our evaluation of our available for sale debt securities, we did not record an allowance for credit losses on these securities, upon adoption. See Note 4 loans downgraded to our condensed consolidated financial statements included in "Item 1. Financial Statements."

See "Critical Accounting Policies and Estimates – Allowance for Credit Losses" for additional discussion of our allowance for credit losses accounting policy.

Substandard totaling \$1.5 million.

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#### Prior Allowance for Credit Losses

The allowance for credit losses is a valuation allowance estimated at each balance sheet date in accordance with U.S. GAAP that is deducted from the loans' amortized cost basis to present the adoption net amount expected to be collected on the loans. When the Company deems all or a portion of CECL, a loan to be uncollectible the appropriate amount is written off and the allowance for credit losses is reduced by the same amount. Subsequent recoveries, if any, are credited to the allowance for credit losses when received.

The Company estimates the allowance for credit losses on loans using a Probability of Default/Probability of Attrition model which incorporates probability of default, loss given default, exposure to default and probability of attrition attributes. The model considers relevant available information at both the portfolio and loan level from internal data that is supplemented by information sourced from a third party. The model also incorporates reasonable and supportable forecasts over an 8-quarter forecast period. We continued to consider the impact of inflation and the risk of a recession in our process for estimating expected credit losses was maintained at levels considered adequate by management along with the uncertainty related to provide the severity and duration of the economic consequences resulting from such events. Our methodology and framework include a 8-quarter forecast period and 2-quarter reversion period, which is the period where the macroeconomic variables are relaxed and revert to the average historical loss rates.

Also included in the allowance for probable loan credit losses on loans are qualitative amounts to cover risks that, in the Company's assessment, may not be adequately reflected in the quantitative analysis. Factors that the Company considers include, among other things, adjustments for imprecision inherent in the loan forecasts of macroeconomic variables, levels of criticized and classified loans and collection strategies management may employ to reduce these levels, portfolio as dispersion and the unique characteristics of the condensed consolidated balance sheet reporting dates. The allowance for loan our Advantage Loan Program loans which could result in behavior different than our historic losses was based on management's assessment of various quantitative and qualitative factors affecting the loan portfolio, including portfolio composition, net charge-offs, delinquent and nonaccrual loans, foreclosures, Bank-specific factors (e.g., staff experience, underwriting guidelines etc.), national and local business conditions, historical loss experience, an overall evaluation of the quality of the underlying collateral and other external factors. Certain qualitative components within our allowance for loan losses methodology took on increased significance in prior periods, and to a lesser extent in the most recent period, as a result of the downside economic impact of the COVID-19 pandemic. These qualitative components included unemployment, commercial property vacancy rates, uncertainty in property values and deterioration in the overall macro-economic environment cycle.

The following table presents the activity in the allowance for credit losses by portfolio segment for the three and nine months ended September 30, 2023; March 31, 2024 and 2023:

Three Months Ended September 30, 2023	Residential		Commercial		Commercial		Other		Total
	Real Estate	Real Estate	Real Estate	Construction	and Industrial	Consumer			
(In thousands)									
<b>Allowance for credit losses:</b>									
Balance at the beginning of the period	\$ 16,909	\$ 16,728	\$ 2,475	\$ 41	\$ —	\$ 36,153			
Provision for (recovery of) for credit losses	1,307	(2,482)	(752)	40	—	(1,887)			
Charge offs	—	—	—	—	—	—			
Recoveries	—	—	1	—	—	—			1
Total ending balance	\$ 18,216	\$ 14,246	\$ 1,724	\$ 81	\$ —	\$ 34,267			
Average gross loans during period	\$ 1,174,075	\$ 228,939	\$ 29,337	\$ 17,796	\$ —	\$ 1,450,147			
Net charge offs (recoveries) to average gross loans during period	— %	— %	— %	— %	— %	— %			— %

Nine Months Ended September 30, 2023	Residential					Commercial				
	Real Estate	Real Estate	Construction	Commercial and Industrial	Other Consumer	Total	Real Estate	Real Estate	Construction	Commercial and Industrial
<b>Three Months Ended March 31, 2024</b>										

(In thousands)										(Dollars in thousands)					
<b>Allowance for credit losses:</b>															
Balance at the beginning of the period										\$ 27,951	\$ 11,694	\$ 5,781	\$ 38	\$ 45,464	
Adoption of ASU 2016-13										865	1,151	(3,633)	(34)	(1,651)	
Adoption of ASU 2022-02										(11)	—	391	—	380	
Provision for (recovery of) for credit losses										(4,477)	1,301	(818)	77	(3,917)	
Net (charge offs) recoveries										Charge offs	—	—	—	(6,478)	
										Recoveries	366	100	3	—	469
Total net (charge offs) recoveries										Total ending balance	\$ 18,216	\$ 14,246	\$ 1,724	\$ 81	\$ 34,267
Average gross loans during period										\$ 1,261,986	\$ 224,984	\$ 34,153	\$ 7,204	\$ 47	\$ 1,528,374
Net charge offs (recoveries) to average gross loans during period										0.48 %	(0.04)%	(0.01)%	— %	0.39 %	
Net (charge offs) recoveries to average gross loans during period										—	—	—	—	—	

Three Months Ended March 31, 2023	Residential		Commercial		Commercial		Other		Total				
	Real Estate	Real Estate	Construction	and Industrial	Consumer	Total							
(Dollars in thousands)													
<b>Allowance for credit losses:</b>													
Balance at the beginning of the period	\$ 27,951	\$ 11,694	\$ 5,781	\$ 38	\$ 45,464								
Adoption of ASU 2016-13	865	1,151	(3,633)	(34)	(1,651)								
Adoption of ASU 2022-02	(11)	—	391	—	380								
Provision for (recovery of) for credit losses	(1,889)	3,217	(546)	2	—					784			
Net (charge offs) recoveries													
Charge offs	(6,478)	—	—	—	—					(6,478)			
Recoveries	60	5	1	—	—					66			
Total net (charge offs) recoveries	(6,418)	5	1	—	—					(6,412)			
Total ending balance	\$ 20,498	\$ 16,067	\$ 1,994	\$ 6	\$ —					\$ 38,565			
Average gross loans during period	\$ 1,366,840	\$ 223,929	\$ 41,436	\$ 1,382	\$ 32					\$ 1,633,619			
Net (charge offs) recoveries to average gross loans during period		(0.47)%	—	—	—					(0.39)%			

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The following table presents the activity in the allowance for credit losses for the three and nine months ended September 30, 2022, as determined in accordance with ASC 310, *Receivables*, prior to the adoption of ASU 2016-13.

Three Months Ended September 30, 2022	Commercial						Total	
	Residential	Commercial	Construction	Lines of Credit	Other Consumer			
Real Estate	Real Estate	Real Estate	Construction	Credit	Consumer			
<b>Allowance for loan losses:</b>								
Beginning balance	\$ 29,982	\$ 15,035	\$ 6,708	\$ 36	\$ 5	\$ 51,766		
Provision for (recovery of) loan losses	(1,841)	(209)	(2,304)	2	(5)	(4,357)		
Charge offs	—	(4,064)	—	—	—	(4,064)		
Recoveries	46	5	1,966	—	—	2,017		
Total ending balance	\$ 28,187	\$ 10,767	\$ 6,370	\$ 38	\$ —	\$ 45,362		
Average gross loans during period	\$ 1,449,854	\$ 212,803	\$ 52,843	\$ 1,404	\$ 23	\$ 1,716,927		
Net charge offs (recoveries) to average gross loans during period	— %	1.91 %	(3.72)%	— %	— %	0.12 %		

Nine Months Ended September 30, 2022	Commercial						Total	
	Residential	Commercial	Construction	Lines of Credit	Other Consumer			
Real Estate	Real Estate	Real Estate	Construction	Credit	Consumer			
<b>Allowance for loan losses:</b>								
Beginning balance	\$ 32,202	\$ 12,608	\$ 11,730	\$ 8	\$ —	\$ 56,548		
Provision for (recovery of) loan losses	(4,594)	2,138	(7,329)	30	—	(9,755)		
Charge offs	(197)	(4,064)	—	—	—	(4,261)		
Recoveries	776	85	1,969	—	—	2,830		
Total ending balance	\$ 28,187	\$ 10,767	\$ 6,370	\$ 38	\$ —	\$ 45,362		
Average gross loans during period	\$ 1,547,432	\$ 214,827	\$ 70,027	\$ 707	\$ 40	\$ 1,833,033		
Net charge offs (recoveries) to average gross loans during period	(0.04)%	1.85 %	(2.81)%	— %	— %	0.08 %		

Our allowance for credit losses at **September 30, 2023** **March 31, 2024** was **\$34.3 million** **\$29.3 million**, or **2.42%** **2.24%** of total loans held for investment, compared to **\$44.2 million** **\$29.4 million**, or **2.66%** (after the adoption of ASU 2016-13), **2.18%** of total loans held for investment, at **January 1, 2023** **December 31, 2023**. The Our allowance for credit losses decreased from **\$44.2 million** primarily as a percentage of total gross loans increased due in part to the transfer of nonaccrual and delinquent changes in economic forecasts used in our quantitative model assumptions for our residential real estate loans to held for sale, which resulted in a charge off of **\$6.5 million**. The decrease in the portfolio. In addition, our allowance for credit losses also includes a recovery of loan losses of **\$4.2 million** as a result percentage of the substantial improvement in credit quality nonaccrual loans was **314%** and the overall decline in the residential real estate portfolio. See **"Results 329% as of Operations—Provision for (Recovery of) for Credit Losses"** for additional information about our provision for (recovery of) for credit losses. **March 31, 2024** and **December 31, 2023**, respectively.

**Net recoveries** No charge offs were recorded during the three months ended **September 30, 2023** were **\$1 thousand** and net **March 31, 2024** compared to **\$6.5 million** for the comparable period in 2023. Net charge offs during in the three months ended **September 30, 2022** were **\$2.0 million**. Net charge offs during the nine months ended **September 30, 2023** were **\$6.0 million** compared to net charge offs of **\$1.4 million** for the nine months ended **September 30, 2022**. Net charge offs during the nine months ended **September 30, 2023** **March 31, 2023** primarily reflects reflected the **\$6.5 million** in charge offs of our recorded investment of those on residential loans transferred to held for sale.

The following table sets forth the allowance for credit losses allocated by loan category at the dates indicated. The allowance for credit losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance for credit losses to absorb losses in other categories.

	At September 30, 2023	At December 31, 2022
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	Percent of		Percent of	
	Allowance	Loans in Each	Allowance	Loans in Each
	for Credit	Category to	for Credit	Category to
		Losses	Total Loans	Losses
(Dollars in thousands)				
Residential real estate	\$ 18,216	80 %	\$ 27,951	84 %
Commercial real estate	14,246	17 %	11,694	13 %
Construction	1,724	2 %	5,781	3 %
Commercial and industrial	81	1 %	38	— %
Other consumer	—	— %	—	— %
<b>Total</b>	<b>\$ 34,267</b>	<b>100 %</b>	<b>\$ 45,464</b>	<b>100 %</b>
Nonaccrual loans <sup>(1)</sup>	\$ 5,035		\$ 33,690	
Nonperforming loans and troubled debt restructurings <sup>(2)(3)</sup>	\$ 6,182		\$ 36,362	
<b>Total loans</b>	<b>\$ 1,417,127</b>		<b>\$ 1,658,849</b>	
Allowance for credit losses to nonaccrual loans <sup>(1)</sup>		681 %		135 %
Allowance for credit losses to total loans		2.42 %		2.74 %

	At March 31,			At December 31,		
	2024		2023			
	Percent of	Percent of	Percent of	Percent of	Loans in	Loans in
	Allowance	Credit Losses	Each	Allowance	Credit Losses	Each
	for Credit	to Category	Category to	for Credit	to Category	Category to
	Losses	of Loans	Total Loans	Losses	of Loans	Total Loans
(Dollars in thousands)						
Residential real estate	\$ 15,234	1.46 %	80 %	\$ 14,322	1.32 %	80 %
Commercial real estate	13,155	5.38 %	19 %	13,550	5.72 %	18 %
Construction	770	15.67 %	— %	1,386	13.35 %	1 %
Commercial and industrial	98	0.73 %	1 %	146	0.92 %	1 %
<b>Total</b>	<b>\$ 29,257</b>	<b>2.24 %</b>	<b>100 %</b>	<b>\$ 29,404</b>	<b>2.18 %</b>	<b>100 %</b>
Nonaccrual loans	\$ 9,318			\$ 8,942		
Nonperforming loans (1)	\$ 9,348			\$ 8,973		
<b>Total loans</b>	<b>\$ 1,303,279</b>			<b>\$ 1,348,972</b>		
Allowance for credit losses to nonaccrual loans		314 %			329 %	
Allowance for credit losses to total loans		2.24 %			2.18 %	

(1) Nonaccrual loans exclude nonaccrual loans held for sale.

(2) Nonperforming loans and troubled debt restructurings exclude nonaccrual loans and troubled debt restructurings in loans held for sale.

(3) Nonperforming loans include loans 90 days or more past due and still accruing interest.

Although we believe that we use the best information available to establish the allowance for credit losses, future adjustments to the allowance for credit losses may be necessary and our results of operations could be adversely affected if circumstances differ substantially from the assumptions used in determining the allowance for credit losses. Furthermore, while we believe we have established our allowance for credit losses in conformity with U.S. GAAP, there can be no assurance that regulators, in reviewing our loan portfolio, will not require us to increase our allowance for credit losses. In addition, because future events affecting borrowers and collateral cannot be predicted with certainty, there can be no assurance that the existing allowance for credit losses is adequate or that increases will not be necessary should the quality of any loans deteriorate. Any material increase in the allowance for credit losses may adversely affect our financial condition and results of operations.

#### Collateral-Dependent Loans

A loan is considered collateral-dependent when Collateral-dependent loans are those for which repayment (on the borrower is experiencing financial difficulty and repayment basis of the Company's assessment as of the reporting date) is expected to be provided substantially through the operation or sale of the collateral. At September 30, 2023 collateral and the borrower is experiencing financial difficulty. As of March 31, 2024, the Company did not have any amortized cost basis of collateral-dependent loans was \$2.0 million. These loans were collateralized by residential real estate property and the fair value of collateral dependent on substantially all collateral-dependent loans were significantly in excess of their amortized cost basis loans.

#### Modifications to Borrowers Experiencing Financial Difficulty

In January 2023, the Company adopted ASU 2022-02, Financial Instruments – Credit Losses (ASC 326) Troubled Debt Restructurings and Vintage Disclosures (“ASU 2022-02”) which eliminated the accounting guidance for troubled debt restructurings while enhancing disclosures requirements for certain loan refinancing and restructurings by creditors when a borrower is experiencing financial difficulty. The Company adopted the provisions of ASU 2022-02 on January 1, 2023, along with its adoption of ASU 2016-13, Financial Instruments—Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments (“2016-13”) and was applied using the modified retrospective method. On the date of adoption, the Company increased its allowance for credit losses by \$0.4 million, recorded a deferred income tax impact of \$0.1 million and recorded a cumulative effect adjustment of \$0.3 million, net of the income tax impact of \$0.1 million, to decrease the opening balance of retained earnings as of January 1, 2023, for the initial application of ASU 2022-02. The cumulative effect adjustment represents the difference between the allowance previously determined under the troubled debt restructuring model and the allowance determined under the new credit loss accounting model for existing troubled debt restructuring loans on the adoption date.

Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral. Historically, the Company has provided loan forbearances to residential borrowers when mandated and modified construction loans by providing term extensions. The Company did not have any loans held for investment made to borrowers

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experiencing financial difficulty that were modified during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**. The Company did not have any loans held for investment made to borrowers experiencing financial difficulty that were previously modified that subsequently defaulted during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**.

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#### Investment Securities Portfolio

The following table sets forth the amortized cost and estimated fair value of our available for sale debt securities portfolio at the dates indicated.

	At September 30,		At December 31,	
	2023		2022	
	Amortized	Fair	Amortized	Fair
	Cost	Value	Cost	Value
(In thousands)				
U.S. Treasury and Agency securities	\$250,763	\$244,384	\$175,878	\$168,437
Mortgage-backed securities	37,161	32,046	41,388	36,733
Collateralized mortgage obligations	139,196	121,730	153,066	138,241
Collateralized debt obligations	152	142	157	147
<b>Total</b>	<b>\$427,272</b>	<b>\$398,302</b>	<b>\$370,489</b>	<b>\$343,558</b>

	At March 31,		At December 31,	
	2024		2023	
	Amortized	Fair	Amortized	Fair

	Cost	Value	Cost	Value
	(In thousands)			
U.S. Treasury and Agency securities	\$154,007	\$149,869	\$253,107	\$248,988
Mortgage-backed securities	34,629	30,609	35,757	31,927
Collateralized mortgage obligations	228,131	214,231	151,196	138,157
Collateralized debt obligations	150	143	151	141
<b>Total</b>	<b>\$416,917</b>	<b>\$394,852</b>	<b>\$440,211</b>	<b>\$419,213</b>

We increased the size of our available for sale debt securities portfolio (on an amortized-cost basis) decreased by \$56.8 million \$23.3 million, or 15% 5%, from December 31, 2022 to \$427.3 million \$416.9 million at September 30, 2023 March 31, 2024. The increase in our debt securities (on an amortized cost basis) during the nine months ended September 30, 2023 was primarily due to the purchase of two U.S. Treasury notes, each with a principal amount of \$50.0 million, partially offset by principal receipts from our collateralized mortgage obligations and mortgage-backed securities, and a \$25 million U.S. Treasury note that matured. We continually evaluate our investment securities portfolio in response to established asset/liability management objectives and changing market conditions that could affect profitability and the level of interest rate risk to which we are exposed. These evaluations may cause us to change the level of funds we deploy into investment securities and change the composition of our investment securities portfolio.

For available for sale debt securities in an unrealized loss position, we first assess whether we intend to sell, or it is more likely than not that we will be required to sell the security before recovery of its amortized cost. If either of the criteria regarding intent or requirement to sell is met, the security's amortized cost basis is written down to fair value through income. For available for sale debt securities that do not meet the aforementioned criteria, we evaluate at the individual security level whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the 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 security are compared to the amortized cost basis of the 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 that the fair value is less than the amortized cost basis. Any impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive income (loss), net of income taxes.

We review the debt securities portfolio on a quarterly basis to determine the cause and magnitude of declines in the fair value of each security. At September 30, 2023 March 31, 2024, gross unrealized losses on debt securities totaled \$29.0 million \$22.1 million. Our debt, U.S. Treasury and Agency securities, mortgage-backed securities and the majority of the collateralized mortgage obligations are issued or guaranteed by the U.S. government, its agencies and government-sponsored enterprises. The Company has a long history with no credit losses from issuers of U.S. government, its agencies and government-sponsored enterprises. Also, our available for sale debt securities are explicitly or implicitly fully guaranteed by the U.S. government. As a result, management does not expect any credit losses on its available for sale debt securities. Accordingly, we have not recorded an allowance for credit losses for our available for sale debt securities at September 30, 2023 March 31, 2024.

Our equity securities consist of an investment in a qualified community reinvestment act investment fund, which is a publicly-traded mutual fund, and an investment in the common equity of Pacific Coast Banker's Bank, a thinly traded restricted stock. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, our equity securities totaled \$4.5 million and \$4.6 million, respectively. \$4.7 million.

We are required to hold non-marketable equity securities, comprised of FHLB stock, as a condition of our membership in the FHLB system. Our FHLB stock is accounted for at cost, which equals par or its redemption value. During the third quarter of 2023, the FHLB redeemed shares of its stock, at par value. We received proceeds from the redemption of \$1.4 million. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, we held \$18.9 million in FHLB stock of \$18.9 million and \$20.3 million, respectively.

During the third quarter of 2023, we purchased We are also required to hold FRB stock as a condition of our membership in the FRB system, Federal Reserve, which is required of us as a covered savings association. Our FRB stock is considered a non-marketable equity security

that is accounted for at cost, which equals its par or redemption value. At September 30, 2023 March 31, 2024 and December 31, 2023, we held \$9.1 million and \$9.0 million, respectively, in FRB stock.

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**Deposits**

Deposits are the primary source of funding for the Company. We regularly review the need to adjust our deposit offering rates on various deposit products in order to maintain a stable liquidity profile and a competitive cost of funds. We obtain funds from depositors by offering a range of deposit types, including demand, savings money market and time. The following table sets forth the composition of our deposits by account type at the dates indicated.

	At September 30,		At December 31,	
	2023		2022	
	(In thousands)			
Noninterest-bearing deposits	\$ 40,780		\$ 53,041	
Money market, savings and NOW	1,127,735		1,039,263	
Time deposits	872,143		861,733	
<b>Total deposits</b>	<b>\$ 2,040,658</b>		<b>\$ 1,954,037</b>	

	At March 31,		At December 31,	
	2024		2023	
	(In thousands)			
Noninterest-bearing deposits	\$ 32,680		\$ 35,245	
Money market, savings and NOW	1,072,179		1,095,521	
Time deposits	900,996		873,220	
<b>Total deposits</b>	<b>\$ 2,005,855</b>		<b>\$ 2,003,986</b>	

Total deposits were \$2.0 billion as of September 30, 2023 March 31, 2024, an increase of \$86.6 million \$1.9 million from December 31, 2023. Our time deposits increased by \$27.8 million, or 4%, compared to December 31, 2022 3%. Our money market, savings and NOW deposits increased decreased by \$88.5 million \$23.3 million, or 9% 2%, and our time deposits increased by \$10.4 million, or 1%. Our noninterest-bearing demand deposits decreased \$12.3 million \$2.6 million, or 23% 7%, from December 31, 2022 December 31, 2023. During the three months ended September 30, 2023, due to an increasing amount of maturing certificates of deposits, the Company offered these customers the ability to move their maturing deposits to our highest interest earning money market account. We believe due to this program, we experienced our existing customers shifting their deposits from time deposits to money market, savings and NOW accounts. We had no did not have any brokered deposits at September 30, 2023 or December 31, 2022 March 31, 2024 and December 31, 2023.

We continue have continued our current strategy of offering competitive interest rates on our deposit products to focus on core deposits, which we define as all deposits except for time deposits greater than \$250,000 maintain our existing customer deposit base and brokered deposits. Core deposits totaled \$1.8 billion, or 88% of total deposits, at September 30, 2023 compared to \$1.7 billion, or 88% of total deposits, at December 31, 2022, help manage our liquidity.

Our estimated uninsured deposits were \$438.8 million \$430.1 million, or 21% approximately 22% of total deposits, and \$434.4 million, or 22% of total deposits, at September 30, 2023, March 31, 2024 and December 31, 2023, respectively. The insured deposit data does not reflect an evaluation of all of the account styling distinctions that would determine the availability of deposit insurance to individual accounts uninsured amounts are estimated based on FDIC regulations, methodologies and assumptions used for the Bank's regulatory reporting requirements.

The portion of U.S. time deposits, by account, that exceed the FDIC insurance limit of \$250,000 was \$88.2 million \$94.9 million at September 30, 2023 March 31, 2024.

**Borrowings**

In addition to deposits, we use short-term borrowings, such as FHLB advances and drawdowns on an overdraft credit line with the FHLB, as sources of funds to meet the daily liquidity needs of our customers. Our short-term advances with the FHLB consist primarily of advances of funds for one- or two-week periods.

At September 30, 2023 and December 31, 2022 March 31, 2024, our outstanding FHLB borrowings totaled \$50.0 million. Our FHLB borrowings consisted of a long-term fixed rate advance of \$50.0 million with a fixed interest rate of 1.96% with a maturity date of May 2029, although the advance is callable by the FHLB in May 2024.

on May 15, 2024. We had outstanding Subordinated Notes in a principal amount of \$65 million, which had a variable interest rate equal to the three-month LIBOR rate plus a margin of 5.82%. In July 2023, the Company redeemed the Subordinated Notes at a redemption price equal to the principal amount plus accrued interest for a total cash payment of \$66.8 million. We expect to replace it with another borrowing.

At September 30, 2023 March 31, 2024, we had the ability to borrow an additional \$341.6 million \$370.5 million from the FHLB, which included an available line of credit of \$20.0 million. In addition, we have standby letters of credit, totaling \$2.0 million, which provide credit support for certain of our obligations related to our commitments to repurchase certain pools of Advantage Loan Program loans. We also had available credit lines with other banks totaling \$80.0 million \$60.0 million. There were no borrowings outstanding on the lines of credit with other banks.

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The Company can also participate in the FRB's Bank Term Funding Program which provides an additional source of liquidity against high-quality securities. At September 30, 2023, the Company pledged certain eligible investments with a fair value of \$63.2 million. Based on the par value of these investments as collateral, the Company has an unused borrowing capacity of \$65.0 million. The Company had no advances outstanding under this program. This program expires on March 11, 2024.

Shareholders' Equity

Total shareholders' equity was \$316.1 million \$327.3 million at September 30, 2023 March 31, 2024, compared to \$312.6 million \$327.7 million at December 31, 2022. The increase in shareholders' equity is primarily attributable to net income of \$2.4 million, issuance of shares of common stock valued at \$1.0 million to the Sterling Bank & Trust 401(k) Plan for the Company's matching contribution and stock-based compensation of \$1.3 million, which was partially offset by unrealized losses of \$1.5 million on our investment securities portfolio reflected in accumulated other comprehensive loss from December 31, 2022 December 31, 2023.

Analysis of Results of Operations

General. The Company had a net income loss of \$0.3 million \$(0.2) million for the three months ended September 30, 2023 March 31, 2024 compared to a net income loss of \$1.2 million \$(0.5) million for the three months ended September 30, 2022. Net income was \$2.4 million for the nine months ended September 30, 2023, compared to net income of \$4.2 million for the nine months ended September 30, 2022 March 31, 2023.

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**Average Balance Sheet and Related Yields and Rates.** The following table presents sets forth the average balance sheet, information, interest income or interest expense, and the corresponding average yields earned and rates paid for the three each category of interest-earning assets and nine months ended September 30, 2023 interest-bearing liabilities, net interest spread and 2022 net interest margin on average interest-earning

**assets.** The average balances are daily averages and, for loans, include both performing and nonperforming balances. Interest income on loans includes the effects of discount accretion and net deferred loan origination costs accounted for as yield adjustments.

	As of and for the						As of and for the					
	Three Months Ended September 30,						Nine Months Ended September 30,					
	2023		2022		2023		2022		2023		2022	
	Average		Average		Average		Average		Average		Average	
	Balance	Interest	Rate	Balance	Interest	Rate	Balance	Interest	Rate	Balance	Interest	Rate
	(Dollars in thousands)						(Dollars in thousands)					
<b>Interest-earning assets</b>												
Loans <sup>(1)</sup>												
Residential real estate and other consumer	\$ 1,174,075	\$ 17,546	5.98 %	\$ 1,457,171	\$ 17,310	4.75 %	\$ 1,272,056	\$ 54,310	5.69 %	\$ 1,556,569	\$ 52,898	4.53 %
Commercial real estate	228,939	2,953	5.16 %	214,453	2,458	4.58 %	225,919	8,336	4.92 %	227,524	8,441	4.95 %
Construction	29,337	786	10.72 %	52,843	1,190	9.01 %	34,153	2,640	10.31 %	70,027	4,222	8.04 %
Commercial and industrial	17,796	378	8.50 %	1,404	17	4.84 %	7,204	429	7.94 %	707	28	5.28 %
<b>Total loans</b>	<b>1,450,147</b>	<b>21,663</b>	<b>5.98 %</b>	<b>1,725,871</b>	<b>20,975</b>	<b>4.86 %</b>	<b>1,539,332</b>	<b>65,715</b>	<b>5.69 %</b>	<b>1,854,827</b>	<b>65,589</b>	<b>4.71 %</b>
Securities, includes restricted stock <sup>(2)</sup>	400,838	3,134	3.13 %	394,503	1,945	1.97 %	380,886	8,256	2.89 %	380,485	4,133	1.45 %
Other interest-earning assets	589,267	8,081	5.49 %	328,177	1,925	2.35 %	514,957	19,890	5.15 %	395,400	2,931	0.99 %
<b>Total interest-earning assets</b>	<b>2,440,252</b>	<b>32,878</b>	<b>5.39 %</b>	<b>2,448,551</b>	<b>24,845</b>	<b>4.06 %</b>	<b>2,435,175</b>	<b>93,861</b>	<b>5.14 %</b>	<b>2,630,712</b>	<b>72,653</b>	<b>3.68 %</b>
<b>Noninterest-earning assets</b>												
Cash and due from banks	4,780			4,083			4,497			3,848		
Other assets	29,535			20,238			28,085			35,269		
<b>Total assets</b>	<b>\$ 2,474,567</b>			<b>\$ 2,472,872</b>			<b>\$ 2,467,757</b>			<b>\$ 2,669,829</b>		
<b>Interest-bearing liabilities</b>												
Money market, savings and NOW	\$ 1,099,070	\$ 8,930	3.22 %	\$ 1,184,601	\$ 2,053	0.69 %	\$ 1,027,336	\$ 19,814	2.58 %	\$ 1,260,953	\$ 3,516	0.37 %
Time deposits	907,466	7,461	3.26 %	711,184	1,671	0.93 %	926,122	19,723	2.85 %	777,110	4,554	0.78 %
<b>Total interest-bearing deposits</b>	<b>2,006,536</b>	<b>16,391</b>	<b>3.24 %</b>	<b>1,895,785</b>	<b>3,724</b>	<b>0.78 %</b>	<b>1,953,458</b>	<b>39,537</b>	<b>2.71 %</b>	<b>2,038,063</b>	<b>8,070</b>	<b>0.53 %</b>
FHLB borrowings	50,000	250	1.96 %	50,380	253	1.97 %	50,000	743	1.99 %	103,242	919	1.19 %
Subordinated notes, net	9,218	243	10.32 %	65,301	1,329	7.96 %	46,370	3,727	10.60 %	65,319	3,383	6.83 %
<b>Total borrowings</b>	<b>59,218</b>	<b>493</b>	<b>3.26 %</b>	<b>115,681</b>	<b>1,582</b>	<b>5.35 %</b>	<b>96,370</b>	<b>4,470</b>	<b>6.12 %</b>	<b>168,561</b>	<b>4,302</b>	<b>3.37 %</b>
<b>Total interest-bearing liabilities</b>	<b>2,065,754</b>	<b>16,884</b>	<b>3.24 %</b>	<b>2,011,466</b>	<b>5,306</b>	<b>1.05 %</b>	<b>2,049,828</b>	<b>44,007</b>	<b>2.87 %</b>	<b>2,206,624</b>	<b>12,372</b>	<b>0.75 %</b>
<b>Noninterest-bearing liabilities</b>												
Demand deposits	42,355			74,550			45,519			70,427		
Other liabilities	48,640			50,476			57,426			51,314		
Shareholders' equity	317,818			336,380			314,983			341,464		
<b>Total liabilities and shareholders' equity</b>	<b>\$ 2,474,567</b>			<b>\$ 2,472,872</b>			<b>\$ 2,467,756</b>			<b>\$ 2,669,829</b>		
<b>Net interest income and spread<sup>(2)</sup></b>	<b>\$ 15,994</b>	<b>2.15 %</b>		<b>\$ 19,539</b>	<b>3.01 %</b>		<b>\$ 49,854</b>	<b>2.27 %</b>		<b>\$ 60,281</b>	<b>2.93 %</b>	
<b>Net interest margin<sup>(2)</sup></b>		<b>2.62 %</b>			<b>3.19 %</b>			<b>2.73 %</b>			<b>3.06 %</b>	

	Three Months Ended March 31,					
	2024					
	2024			2023		
	Average			Average		
	Balance	Interest	Rate	Balance	Interest	Rate
	(Dollars in thousands)					
<b>Interest-earning assets</b>						
Loans <sup>(1)</sup>						
Residential real estate and other consumer	\$ 1,064,200	\$ 17,197	6.46 %	\$ 1,366,872	\$ 18,514	5.42 %
Commercial real estate	246,423	3,213	5.22 %	223,929	2,596	4.64 %

<b>Construction</b>	<b>7,246</b>	<b>242</b>	<b>13.36 %</b>	<b>41,436</b>	<b>1,034</b>	<b>9.98 %</b>
<b>Commercial and industrial</b>	<b>15,087</b>	<b>317</b>	<b>8.40 %</b>	<b>1,382</b>	<b>16</b>	<b>4.63 %</b>
<b>Total loans</b>	<b>1,332,956</b>	<b>20,969</b>	<b>6.29 %</b>	<b>1,633,619</b>	<b>22,160</b>	<b>5.43 %</b>
<b>Securities, includes restricted stock<sup>(2)</sup></b>	<b>437,712</b>	<b>4,018</b>	<b>3.67 %</b>	<b>366,346</b>	<b>2,456</b>	<b>2.68 %</b>
<b>Other interest-earning assets</b>	<b>601,791</b>	<b>8,295</b>	<b>5.51 %</b>	<b>411,766</b>	<b>4,807</b>	<b>4.67 %</b>
<b>Total interest-earning assets</b>	<b>2,372,459</b>	<b>33,282</b>	<b>5.61 %</b>	<b>2,411,731</b>	<b>29,423</b>	<b>4.88 %</b>
<b>Noninterest-earning assets</b>						
<b>Cash and due from banks</b>	<b>4,643</b>			<b>4,475</b>	<b>—</b>	<b>—</b>
<b>Other assets</b>	<b>29,521</b>			<b>28,398</b>	<b>—</b>	<b>—</b>
<b>Total assets</b>	<b>\$ 2,406,623</b>			<b>\$ 2,444,604</b>	<b>—</b>	<b>—</b>
<b>Interest-bearing liabilities</b>						
<b>Money market, savings and NOW</b>	<b>\$ 1,074,937</b>	<b>\$ 9,655</b>	<b>3.60 %</b>	<b>\$ 1,001,505</b>	<b>\$ 4,614</b>	<b>1.87 %</b>
<b>Time deposits</b>	<b>884,115</b>	<b>8,445</b>	<b>3.83 %</b>	<b>900,890</b>	<b>5,195</b>	<b>2.34 %</b>
<b>Total interest-bearing deposits</b>	<b>1,959,052</b>	<b>18,100</b>	<b>3.71 %</b>	<b>1,902,395</b>	<b>9,809</b>	<b>2.09 %</b>
<b>FHLB borrowings</b>	<b>50,000</b>	<b>248</b>	<b>1.96 %</b>	<b>50,000</b>	<b>245</b>	<b>1.96 %</b>
<b>Subordinated Notes, net</b>	<b>—</b>	<b>—</b>	<b>0.00 %</b>	<b>65,264</b>	<b>1,693</b>	<b>10.38 %</b>
<b>Total borrowings</b>	<b>50,000</b>	<b>248</b>	<b>1.96 %</b>	<b>115,264</b>	<b>1,938</b>	<b>6.73 %</b>
<b>Total interest-bearing liabilities</b>	<b>2,009,052</b>	<b>18,348</b>	<b>3.66 %</b>	<b>2,017,659</b>	<b>11,747</b>	<b>2.36 %</b>
<b>Noninterest-bearing liabilities</b>						
<b>Demand deposits</b>	<b>35,348</b>			<b>50,284</b>		
<b>Other liabilities</b>	<b>34,924</b>			<b>63,308</b>		
<b>Shareholders' equity</b>	<b>327,299</b>			<b>313,353</b>		
<b>Total liabilities and shareholders' equity</b>	<b>\$ 2,406,623</b>			<b>\$ 2,444,604</b>		
<b>Net interest income and spread<sup>(2)</sup></b>	<b>\$ 14,934</b>		<b>1.95 %</b>	<b>\$ 17,676</b>		<b>2.52 %</b>
<b>Net interest margin<sup>(2)</sup></b>			<b>2.52 %</b>			<b>2.93 %</b>

<sup>(1)</sup> Nonaccrual loans are included in the respective average loan balances. Income, if any, on such loans is recognized on a cash basis.

<sup>(2)</sup> Interest income does not include taxable equivalence adjustments.

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The following table presents the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities for the periods indicated. The table distinguishes between: (1) changes attributable to volume (changes in volume multiplied by the prior period's rate), (2) changes attributable to rate (change in rate multiplied by the prior period's volume) and (3) total increase (decrease) (the sum of the previous columns). Changes attributable to both volume and rate are allocated ratably between the volume and rate categories.

Three Months Ended			Nine Months Ended			Three Months Ended		
September 30, 2023 vs. 2022			September 30, 2023 vs. 2022			March 31, 2024 vs. 2023		
Increase (Decrease) due to		Net	Increase (Decrease) due to		Net	Increase (Decrease) due to		Net
Volume	Rate	(Decrease)	Volume	Rate	(Decrease)	Volume	Rate	(Decrease)

	(In thousands)							(In thousands)		
<b>Change in interest income:</b>										
Loans										
Residential real estate and other consumer	\$ (3,741)	\$ 3,977	\$ 236	\$ (10,692)	\$ 12,104	\$ 1,412	\$ (4,514)	\$ 3,197	\$ (1,317)	
Commercial real estate	172	323	495	(57)	(48)	(105)	275	342	617	
Construction	(600)	196	(404)	(2,557)	975	(1,582)	(1,058)	266	(792)	
Commercial and industrial	339	22	361	380	21	401	278	23	301	
Total loans	(3,830)	4,518	688	(12,926)	13,052	126	(5,019)	3,828	(1,191)	
Securities, includes restricted stock	31	1,158	1,189	4	4,119	4,123	539	1,023	1,562	
Other interest-earning assets	2,298	3,858	6,156	1,139	15,820	16,959	2,510	978	3,488	
Total change in interest income	(1,501)	9,534	8,033	(11,783)	32,991	21,208	(1,970)	5,829	3,859	
<b>Change in interest expense:</b>										
Money markets, savings and NOW	(157)	7,034	6,877	(767)	17,065	16,298				
Money market, savings and NOW							370	4,671	5,041	
Time deposits	574	5,216	5,790	1,022	14,147	15,169	(98)	3,348	3,250	
Total interest-bearing deposits	417	12,250	12,667	255	31,212	31,467	272	8,019	8,291	
FHLB borrowings	(2)	(1)	(3)	(614)	438	(176)	2	1	3	
Subordinated notes, net	(1,380)	294	(1,086)	(1,154)	1,498	344				
Subordinated Notes, net							(1,693)	—	(1,693)	
Total change in interest expense	(965)	12,543	11,578	(1,513)	33,148	31,635	(1,419)	8,020	6,601	
Change in net interest income	\$ (536)	\$ (3,009)	\$ (3,545)	\$ (10,270)	\$ (157)	\$ (10,427)	\$ (551)	\$ (2,191)	\$ (2,742)	

**Net Interest Income.** Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends primarily upon the volume of interest-earning assets and interest-bearing liabilities and the corresponding interest rates earned or paid. Our net interest income is significantly impacted by changes in interest rates and market yield curves and their related impact on cash flows.

#### ***Three Months Ended September 30, 2023 Compared to the Three Months Ended September 30, 2022***

Net interest income was \$16.0 million \$14.9 million for the three months ended September 30, 2023 March 31, 2024, a decrease of \$3.5 million \$2.7 million, or 18% 16%, from \$19.5 million \$17.7 million for the three months ended September 30, 2022 March 31, 2023. The decrease in net interest income primarily reflects the impact of interest expense, principally primarily on interest-bearing deposits, increasing more than interest income on interest-earning assets during the rising higher rate environment of the past eighteen months environment. The rising higher rate environment reflects the Federal Open Market Committee increasing the target range for the federal funds rate by a total of 225 525 basis points from the end of the third first quarter of 2022 to the end of the third quarter of July 2023. The prevailing market rate environment combined with significant competition for deposits resulted in significant disparity in between the impact on interest expense compared to interest income. In addition, the decline in net interest income partially reflects the continued reduction of our residential mortgage loan portfolio.

Interest income was \$32.9 million for the three months ended September 30, 2023, an increase of \$8.0 million, or 32%, from the three months ended September 30, 2022. The increase in interest income was primarily due to interest income earned on the average balances of our other interest-earning assets and investments securities. Other interest-earning assets, which are comprised primarily of interest-bearing cash deposits, had an average yield of 5.49% for the three months ended September 30, 2023 compared to 2.35% for the three months ended September 30, 2022. These assets benefitted the most from the rising rate environment as correspondent banks and the Federal Reserve substantially increased their deposit rates and overnight funding rates over the past 12 months.

Although the average balance of our investment securities increased only by 2%, these assets had an average yield of 3.13% for the three months ended September 30, 2023 compared to 1.97% for the three months ended September 30, 2022. The average balance of our investment securities was \$400.8 million for the three months ended September 30, 2023 compared to \$394.5 million for the three months ended September 30, 2022.

Also slightly contributing to the increase in interest income was an increase of \$0.7 million in interest income earned on our loan portfolio. Interest income on our adjustable-rate residential real estate mortgages was favorably impacted as the average yield increased 123 basis points from the three months ended September 30, 2022 as these mortgages repriced at higher rates due to rising interest rates. Such increase was partially offset by the decline in the average balance of our loan portfolio. The average balance of our loan portfolio declined \$275.7 million, or 16%, from \$1.7 billion for the three months ended September 30, 2022. The decrease in our average balance of loans is primarily attributable to repayments on loans and the sale of loans held for sale during 2023, coupled with the suspension of our origination of residential real estate loans as we explore alternatives to reposition the Bank.

Interest expense was \$16.9 million for the three months ended September 30, 2023 compared to \$5.3 million for the three months ended September 30, 2022. The increase in interest expense was primarily due to an increase in the average rate paid on our interest-bearing deposits of 246 basis points from the three months ended September 30, 2022. Specifically, the average rate paid on money market, savings and NOW accounts, and time deposits increased 253 basis points and 233 basis points, respectively, compared to the three months ended September 30, 2022, as we continued to competitively price our deposits as rates continued to rise and as competition for deposits has significantly increased throughout 2023. Interest expense related to interest on deposits comprised 97% of total interest expense for the three months ended September 30, 2023 compared to 70% of total interest expense for the three months ended September 30, 2022.

In addition, interest expense on our Subordinated Notes was \$0.2 million for the three months ended September 30, 2023 compared to \$1.3 million for the three months ended September 30, 2022. In July 2023, we redeemed the Subordinated Notes at a redemption price of 100% of the outstanding principal balance plus accrued interest.

Net interest margin was 2.62% for the three months ended September 30, 2023, down 57 basis points from 3.19% for the three months ended September 30, 2022. The interest rate spread was 2.15% for the three months ended September 30, 2023, down 86 basis points from 3.01% for the three months ended September 30, 2022.

#### **Nine Months Ended September 30, 2023 Compared to the Nine Months Ended September 30, 2022**

Net interest income was \$49.9 million for the nine months ended September 30, 2023, a decrease of \$10.4 million, or 17%, from the nine months ended September 30, 2022. The decrease in net interest income primarily reflects interest expense, principally on deposits, increasing more than interest income during the rising rate environment of the past eighteen months. The rising rate environment reflects the Federal Open Market Committee increasing the target range for the federal funds rate by a total of 225 basis points from the end of the third quarter of 2022 to the end of the third quarter of 2023. The prevailing market rate environment combined with significant competition for deposits resulted in significant disparity in the impact on interest expense compared to interest income. In addition, the decline in net interest income reflects the continued reduction of our loan portfolio.

Interest income was \$93.9 million for the nine months ended September 30, 2023, an increase of \$21.2 million, or 29%, from \$72.7 million for the nine months ended September 30, 2022. The increase in interest income was primarily due to interest income earned on the average balances of our other interest-earning assets and investment securities. Other interest-earning assets, which are comprised primarily of interest-bearing cash deposits, had an average yield of 5.15% for the nine months ended September 30, 2023 compared to 0.99% for the nine months ended September 30, 2022. These assets benefitted the most from the rising rate environment as correspondent banks and the Federal Reserve substantially increased their deposit rates and overnight funding rates over the past 12 months.

Although the average balance of our investment securities was relatively unchanged, these assets had an average yield of 2.89% for the nine months ended September 30, 2023 compared to 1.45% for the nine months ended September 30, 2022.

Interest income on our adjustable-rate residential real estate mortgages was favorably impacted as \$33.3 million for the average yield increased 116 basis points three months ended March 31, 2024, an increase of \$3.9 million, or 13%, from the nine three months ended September 30, 2022 as these mortgages repriced at higher rates March 31, 2023. The increase in interest income was primarily due to rising interest rates. The impact of the higher average yield was partially offset by the decline in earned on the average balance of our loan portfolio of \$315.5 million, or 17%, from \$1.9 billion for interest-earning assets as these portfolios repriced higher in the nine months ended September 30, 2022, higher interest rate environment. The decrease in our yield on the average balance of our loans, securities and other interest-earning assets increased 86 basis points, 99 basis points and 84 basis points, respectively, for the three months ended March 31, 2024 as compared to the three months ended March 31, 2023. The increase in the yield on the average balance of our loans was primarily attributable due to repayments residential mortgage rates resetting in the higher interest rate environment. The increase in the yield on loans the average balance of our securities was primarily due to the yield on our recently purchased securities being higher than the yield on the average balance of our securities for the three months ended March 31, 2023. The yield on the average balance of our other interest-earning assets, which are comprised primarily of cash and due from banks, benefitted from the higher rate environment as correspondent banks and the sale of loans held for sale during 2023, coupled with Federal Reserve increased their deposit rates and overnight funding rates. Also contributing to the suspension increase in interest income, the average balance of our origination other interest-earning assets of residential real estate \$601.8 million for the three months ended March 31, 2024 increased \$190.0 million, or 46%, compared to the three months ended March 31, 2023, and the average balance of our securities portfolio of \$437.7 million for the three months ended March 31, 2024 increased \$71.4 million, or 19%, compared to the three months ended March 31, 2023. Partially offsetting the increase in interest income was the decline in interest income earned on our loans as we explore alternatives to reposition since the Bank average balance of our loans decreased \$300.7 million, or 18%.

Interest expense was \$44.0 million \$18.3 million for the nine three months ended September 30, 2023 compared to \$12.4 million for March 31, 2024, an increase of \$6.6 million, or 56%, from the nine three months ended September 30, 2022 March 31, 2023. The Similar to our interest-earning assets, the increase in our interest expense was primarily driven by the change in interest rates and partially offset by the impact of a decline in the balance of our interest-bearing liabilities. rates. The increase in interest expense was primarily due to an increase in the average rate paid on our the average balance of interest-bearing deposits of 218 increased 162 basis points from the nine months ended September 30, 2022. Specifically, the average rate paid on money market, savings and NOW accounts, and time deposits increased 221 basis points and 207 basis points, respectively, compared to the nine months ended September 30, 2022, as we points. We continued to competitively price our deposits as rates continued to rise in 2023 and as competition for deposits has significantly increased throughout 2023. increased. Interest expense related to interest on deposits comprised 90% of total interest expense for the nine three months ended September 30, 2023 compared to 65% March 31, 2024 also reflected the elimination of total interest expense for the nine months ended September 30, 2022.

In addition, interest expense on from our Subordinated Notes, increased \$0.3 million as which were redeemed in the average rate paid increased to 10.60% third quarter of 2023, and totaled \$1.7 million for the nine three months ended September 30, 2023 compared to 6.83% for the nine months ended September 30, 2022, as the interest rate on the Subordinated Notes continued to reprice in the rising interest rate environment. In July 2023, we redeemed the Subordinated Notes at a redemption price of 100% of the outstanding principal balance plus accrued interest. March 31, 2023.

**Net Interest Margin and Interest Rate Spread.** Net interest margin was 2.73% 2.52% for the nine three months ended September 30, 2023 March 31, 2024, down 33.41 basis points from 3.06% 2.93% for the nine three months ended September 30, 2022 March 31, 2023. The interest rate spread was 2.27% 1.95% for the nine three months ended September 30, 2023 March 31, 2024, down 66.57 basis points from 2.93% 2.52% for the nine three months ended September 30, 2022 March 31, 2023. Our net interest margin and interest rate spread were negatively impacted during the three months ended March 31, 2024, primarily due to higher interest rates paid on our interest-bearing deposits than in the comparable period in 2023, which outpaced the increase in the average yield on our interest-earning assets over the same period.

**Provision for (Recovery of) Credit Losses.** Losses. The following table presents the components of our provision for (recovery of) credit losses:

Provision for (recovery of) credit losses:	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
(In thousands)				
Loans	\$ (1,887)	\$ (4,357)	\$ (3,917)	\$ (9,755)
Off-balance sheet credit exposures	(55)	—	(253)	—
<b>Total</b>	<b>\$ (1,942)</b>	<b>\$ (4,357)</b>	<b>\$ (4,170)</b>	<b>\$ (9,755)</b>

Three Months Ended		
March 31,		
2024	2023	

(in thousands)			
<b>Provision for (recovery of) credit losses:</b>			
Loans	\$ (147)	\$ 784	
Off-balance sheet credit exposures	188	(110)	
<b>Total</b>	<b>\$ 41</b>	<b>\$ 674</b>	

Our provision for credit losses was \$41 thousand for the three months ended March 31, 2024 compared \$0.7 million for the three months ended March 31, 2023. Included in the provision for (recovery of) credit losses related to loans, we have recorded a provision for credit losses on residential loans of \$0.9 million for the three months ended March 31, 2024 and a recovery of credit losses was on residential loans of \$(1.9) million for the three months ended **September 30, 2023 compared March 31, 2023**. The provision for credit losses attributable to loans for the three months ended March 31, 2024 was primarily due to changing economic forecasts used in model assumptions, partially offset by the decline in the residential loan portfolio during the three months ended March 31, 2024. The recovery of credit losses attributable to loans for the three months ended March 31, 2023 was primarily as a result of the transfer of nonaccrual and delinquent loans to held for sale and loan payoffs.

Additionally, the recovery for credit losses related to loans includes a recovery of loan losses commercial real estate loans of \$(4.4) \$(0.4) million for the three months ended **September 30, 2022 March 31, 2024** and was primarily a result of the decrease in special mention loans of \$5.7 million. Our recovery of A provision for credit losses of \$3.2 million was \$(4.2) million recorded for the **nine** three months ended **September 30, 2023** compared to a recovery for loan losses of \$(9.8) million for the nine months ended **September 30, 2022 March 31, 2023**.

The recovery provision for credit losses on loans the commercial real estate loan portfolio for each of the three and nine months ended September 30, 2023 primarily reflects the continued substantial decline of the residential loan portfolio. In addition, during the three months ended September 30, 2023, we moderated the severe economic forecast component of March 31, 2023 was primarily due to changes in our economic forecast.

These factors were offset in part by forecasts to reflect the increase in Substandard weakening commercial real estate loans during the nine months ended September 30, 2023, reflecting overall weakness in the commercial real estate market due to the substantial increase in market interest rates and the potential impact on these borrowers as these assets reprice or mature.

market. For additional information on our asset quality and changes to the allowance for credit losses, see "—Asset Quality" and "—Allowance for Credit Losses."

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In addition, the provision for credit losses related to off-balance sheet credit exposures increased by \$0.3 million to \$0.2 million during the three months ended March 31, 2024 compared to the three months ended March 31, 2023. This increase is primarily attributable to the Bank's origination of a commercial and industrial loan with an aggregate principal balance of \$15.0 million that also increased our unfunded commitments by \$11.8 million during the three months ended March 31, 2024 compared to a decrease of our unfunded commitments by \$3.1 million during the three months ended March 31, 2023.

**Non-interest Income.** The components of non-interest income were as follows:

	Three Months Ended				Change	
	March 31,					
	2024	2023	Amount	Percent		
(Dollars in thousands)						
Service charges and fees	\$ 87	\$ 94	(7)	(7)%		
Loss on sale of investment securities	—	(2)	2	100 %		
Loss on sale of loans held for sale	—	(25)	25	100 %		
Unrealized gain (loss) on equity securities	(47)	71	(118)	N/M		
Net servicing income	75	59	16	27 %		

Income earned on company-owned life insurance	83	80	3	4 %
Other	1	1	—	— %
<b>Total non-interest income</b>	<b>\$ 199</b>	<b>\$ 278</b>	<b>\$ (79)</b>	<b>(28)%</b>

N/M - not meaningful

**Non-interest income** was \$0.2 million for the three months ended March 31, 2024, a decrease of \$0.1 million from the three months ended March 31, 2023. Such decrease in non-interest income is primarily due to the decline in fair value of the equity securities during the three months ended March 31, 2024.

**Non-interest Expense.** The components of non-interest expense were as follows:

	Three Months Ended				Change			
	March 31,							
	2024	2023	Amount	Percent				
(Dollars in thousands)								
Salaries and employee benefits	\$ 8,460	\$ 9,410	\$ (950)	(10)%				
Occupancy and equipment	2,084	2,112	(28)	(1)%				
Professional fees	2,182	3,221	(1,039)	(32)%				
FDIC assessments	262	257	5	2 %				
Data processing	733	738	(5)	(1)%				
Other	1,671	2,099	(428)	(20)%				
<b>Total non-interest expense</b>	<b>\$ 15,392</b>	<b>\$ 17,837</b>	<b>\$ (2,445)</b>	<b>(14)%</b>				

Non-interest expense of \$15.4 million for the three months ended March 31, 2024, reflected a decrease of \$2.4 million compared to the three months ended March 31, 2023, primarily due to decreases in salaries and employee benefits and professional fees. Salaries and employee benefits expense decreased \$1.0 million for the three months ended March 31, 2024 compared to the same period in the prior year primarily due to continued staff reductions in various support functions and the reversal of a liability for deferred compensation that is no longer due to a former executive. Professional fees also decreased \$1.0 million from the comparable prior period. Partially offsetting this decrease were reimbursements received in the three months ended March 31, 2023 from an insurance carrier of \$2.2 million for previously incurred direct and third-party legal expenses related to the governmental investigations. The decrease in professional fees is due to lower legal fees incurred as the governmental investigations against the Company and Bank were resolved. As previously reported, our directors and officers insurance was exhausted in the fourth quarter of 2023. To the extent the governmental investigations with respect to individuals continue and involve the cooperation of individuals entitled to advancement and indemnification, we may continue to receive and pay such claims in accordance with our legal obligations but for which we no longer have insurance. Additionally, professional fees decreased due to replacing certain previously outsourced functions with internal resources.

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**Non-interest Income.** The components of non-interest income were as follows:

	Three Months Ended				Nine Months Ended			
	September 30,		Change		September 30,		Change	
	2023	2022	Amount	Percent	2023	2022	Amount	Percent
(Dollars in thousands)								
Service charges and fees	\$ 97	\$ 124	\$ (27)	(22)%	\$ 269	\$ 351	\$ (82)	(23)%
Loss on the sale of investment securities	—	—	—	N/M	(2)	—	(2)	N/M
Gain on sale of mortgage loans held for sale	—	—	—	N/M	1,695	200	1,495	N/M
Unrealized loss on equity securities	(137)	(184)	47	26 %	(137)	(590)	453	77 %

Net servicing income (loss)	107	(384)	491	N/M	268	(118)	386	N/M
Income earned on company-owned life insurance	83	87	(4)	(5)%	244	670	(426)	(64)%
Other	234	—	234	N/M	236	586	(350)	(60)%
<b>Total non-interest income</b>	<b>\$ 384</b>	<b>\$ (357)</b>	<b>\$ 741</b>	<b>N/M</b>	<b>\$ 2,573</b>	<b>\$ 1,099</b>	<b>\$ 1,474</b>	<b>N/M</b>

N/M - not meaningful

Non-interest income was \$0.4 million for the three months ended September 30, 2023 compared to \$(0.4) million for the three months ended September 30, 2022. The increase in non-interest income is primarily due to an increase in servicing income of \$0.5 million and a gain on the extinguishment of our Subordinated Notes of \$0.2 million which is recorded in other non-interest income in the three months ended September 30, 2023.

Non-interest income was \$2.6 million for the nine months ended September 30, 2023, an increase of \$1.5 million from the nine months ended September 30, 2022. The increase in non-interest income is primarily due to a \$1.5 million increase in the gain on sale of loans held for sale, a \$0.5 million decrease in unrealized loss on equity securities and \$0.4 million increase in servicing income compared to the nine months ended September 30, 2022. These items were partially offset by approximately \$0.4 million in recoveries of the loan valuation losses previously taken on certain commercial real estate loans held for sale, reflected in other non-interest income, that were sold in the first quarter of 2022. In addition, income earned on company-owned life insurance declined by \$0.4 million due to the surrender of certain policies in the second quarter of 2022.

**Non-interest Expense.** The components of non-interest expense were as follows:

	Three Months Ended				Nine Months Ended			
	September 30,		Change		September 30,		Change	
	2023	2022	Amount	Percent	2023	2022	Amount	Percent
(Dollars in thousands)								
Salaries and employee benefits	\$ 8,753	\$ 9,336	\$ (583)	(6)%	\$ 27,437	\$ 24,522	\$ 2,915	12 %
Occupancy and equipment	2,110	2,112	(2)	(0)%	6,273	6,441	(168)	(3)%
Professional fees	4,242	5,756	(1,514)	(26)%	10,984	17,979	(6,995)	(39)%
FDIC insurance	274	316	(42)	(13)%	794	1,031	(237)	(23)%
Data processing	745	725	20	3 %	2,237	2,292	(55)	(2)%
Net provision for (recovery of) mortgage repurchase liability	(80)	(145)	65	45 %	(19)	(670)	651	97 %
Other	1,658	3,521	(1,863)	(53)%	5,174	8,943	(3,769)	(42)%
<b>Total non-interest expense</b>	<b>\$ 17,702</b>	<b>\$ 21,621</b>	<b>\$ (3,919)</b>	<b>(18)%</b>	<b>\$ 52,880</b>	<b>\$ 60,538</b>	<b>\$ (7,658)</b>	<b>(13)%</b>

Non-interest expense was \$17.7 and \$21.6 million for the three months ended September 30, 2023 and 2022, respectively, and \$52.9 million and \$60.5 million for the nine months ended September 30, 2023 and 2022, respectively.

Salaries and employee benefits expense decreased for the three months ended September 30, 2023 compared to the same period in the prior year primarily due to revisions in compensation programs, including the restructuring of our chief executive officer's compensation that took effect during the three months ended September 30, 2023, as well as continued staff reductions in various support functions.

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Salaries and employee benefits expense increased for the nine months ended September 30, 2023 compared to the same period in the prior year. This increase is primarily attributable to the cancellation of certain deferred compensation and split dollar life insurance agreement with our controlling shareholder which resulted in the reversal of the related liabilities of \$4.5 million upon the surrender of a large split-dollar life program and certain company-owned life insurance policies during the second quarter of 2022.

Professional fees decreased for the three months ended September 30, 2023 compared to the same period in the prior year. This decrease in professional fees is primarily attributable to the conclusion of the OCC investigation with respect to the Bank in September 2022 and the resolution of the DOJ investigation with the entry into the Plea Agreement in March 2023 and the acceptance of the Plea Agreement by the court in July 2023.

Additionally, professional fees decreased for the nine months ended September 30, 2023 compared to the same period in the prior year. Professional fees for the nine months ended September 30, 2023 included \$2.2 million of reimbursements received from an insurance carrier in the first quarter of 2023 for previously incurred legal expenses, including advancement of legal expenses of third parties related to the government investigations whereas such reimbursements were \$0.1 million in the nine months ended September 30, 2022.

Professional fees incurred during the three months ended September 30, 2023 include costs related to ongoing government investigations against selected individuals and our decision to cover defense costs with respect to certain of these individuals. We were recently informed that our D&O Insurance for these matters was exhausted based on invoices submitted prior to and during the three months ended September 30, 2023. Therefore, any future costs will not be reimbursed by our insurance carriers. We expect to receive our final insurance reimbursement payment in the fourth quarter of 2023.

Other non-interest expense decreased for the three months ended September 30, 2023 compared to the same period in the prior year largely due to \$1.6 million fair value discounts on \$35.2 million of Advantage Loan Program loans repurchased in the three months ended September 30, 2022. No such loans were repurchased in the three months ended September 30, 2023. Additionally, other non-interest expense for the three months ended September 30, 2023 includes a gain on the extinguishment of the Subordinated Notes of \$0.2 million.

Other non-interest expense decreased for the nine months ended September 30, 2023 compared to the same period in the prior year includes \$2.3 million fair value discounts on \$65.6 million of Advantage Loan Program loans repurchased in the nine months ended September 30, 2022. No such loans were repurchased in the nine months ended September 30, 2023. Also, the nine months ended September 30, 2022 includes additional tax of \$1.3 million related to the surrender of certain company-owned life insurance policies in May 2022.

**Income Tax Expense. Benefit.** We recorded an income tax expense benefit of \$0.3 million, \$(103) thousand, or an effective tax rate of 49.2% 34.3%, for the three months ended September 30, 2023 March 31, 2024 compared to an income tax expense benefit of \$0.7 million, \$(54) thousand, or an effective tax rate of 38.7% 9.7%, for the three months ended September 30, 2022.

We recorded an income tax expense of \$1.4 million, or effective tax rate of 36.8%, for the nine months ended September 30, 2023 compared to an income tax expense of \$6.4 million, or an effective tax rate of 60.0%, for the nine months ended September 30, 2022. In May 2022, the Company surrendered a large split-dollar life program and a few smaller company-owned life insurance policies related to former executives and a controlling shareholder with a cash surrender value of \$24.9 million March 31, 2023. The increase of \$13.1 million in value of the policies over the duration of the ownership of these policies became taxable due to the surrender, resulting in an increase in income tax of expense of \$3.6 million for the months ended September 30, 2022. Our effective tax rate for the three and nine months ended September 30, 2023 varies rates vary from the our statutory tax rate primarily due to the impact low level of pretax earnings, the effect of non-deductible compensation costs and interest on U.S. Treasury obligations which is exempt from state income taxes.

#### Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations when they come due. We rely on our ability to generate deposits and effectively manage the repayment and maturity schedules of our loans to ensure we have adequate liquidity to fund our operations.

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During the first half of 2023, the banking industry experienced significant volatility with multiple high-profile bank failures and industry wide concerns related to liquidity, deposit outflows, unrealized securities losses and eroding consumer confidence in the banking system. Although we were not directly affected by these bank failures, this news caused depositors to withdraw or attempt to withdraw their funds from these and other financial institutions, including us. Our customer deposit balances have remained relatively stable following these bank failures. Should we be exposed to this type of contagion risk in the future, we may need to exit certain positions in investments at a pace and in a market environment that

may result in substantial losses. The risk of significant deposit withdrawals may be magnified based on the amount of uninsured deposits; concentrations of depositors in certain industries, geographies and corporate life cycle stages; and the availability of alternative deposit and investment opportunities for our customers.

Our primary sources of funds consist of cash flows from operations, deposits, and principal repayments on loans and sales of maturities and principal receipts on our investment available for sale debt securities. Additional liquidity is provided by our ability to borrow from the FHLB, our ability to sell portions of our loan portfolio and access to the discount window of the Federal Reserve and brokered deposits. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition.

Our most liquid assets are cash and due from banks and interest-bearing time deposits with other banks. These funds offer substantial resources to meet either new loan demand or to help offset reductions in our deposit funding base. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, cash and due from banks totaled \$563.6 million \$646.2 million and \$379.8 million \$578.0 million, respectively; interest-bearing respectively. Interest-bearing time deposits with other banks totaled \$1.2 million \$5.2 million at March 31, 2024 and \$0.9 million, respectively. December 31, 2023.

Our liquidity is further enhanced by our ability to pledge loans and investment securities to access secured borrowings from the FHLB.

Our debt securities available for sale debt securities totaled \$398.3 million \$394.9 million and \$343.6 million \$419.2 million at March 31, 2024 and December 31, 2023, respectively. During the nine months ended September 30, 2023, we purchased investment securities of \$101.3 million and had maturing investments or principal receipts of \$43.2 million. Additionally, we purchased short-term Treasury bills in an aggregate amount of \$50 million that were invested for two-to-three-week periods to earn funds at the higher rate of interest that was being offered. We regularly review the need to adjust our investments in liquid assets based upon our assessment of: (1) expected loan demand, (2) expected deposit flows, (3) yields available on interest earning deposits and securities and (4) the objectives of our asset/liability management program. The Company's Asset Liability Management Committee monitors sources and uses of funds and modifies asset and liability positions as liquidity requirements change. Excess liquid assets are generally invested in interest-earning deposits and short-term securities.

At September 30, 2023 March 31, 2024, we have a long-term fixed rate FHLB advance outstanding of \$50.0 million with a maturity date of May 2029. The FHLB advance accrues interest at 1.96%. The advance is callable by the FHLB on May 15, 2024. On May 7, 2024, we received notification from the FHLB that the FHLB will exercise their call right. We expect to repay the FHLB advance with existing cash funds and December 31, 2022, outstanding FHLB advances totaled \$50.0 million. There were no amounts outstanding on lines of credit do not currently intend to replace it with other banks during the nine months ended September 30, 2023, another borrowing. Based on our collateral, consisting of certain residential mortgage loans and investment securities, and holdings of FHLB stock, the Company had additional borrowing capacity with the FHLB of \$341.6 million \$370.5 million at March 31, 2024. We also had available credit lines with other banks totaling \$80.0 million \$60.0 million.

Cash flows from investing activities are primarily impacted by our loan and investment securities activity, as discussed above. The Company's goal is to obtain as much of its funding for loans held for investment and other earning assets as possible from customer deposits. During the three months ended March 31, 2024 and 2023, we originated \$30.0 million and \$6.2 million of loans, respectively. Cash flows provided by loan payoffs totaled \$40.7 million and \$53.2 million during the three months ended March 31, 2024 and 2023, respectively. From time to time, we also sell residential mortgage loans in the secondary market primarily to third party investors. Often, the agreements under which we sell residential mortgage loans may contain provisions that include various representations and warranties regarding origination and characteristics of the residential mortgage loans. The Company has outstanding commitments to repurchase pools of Advantage Loan Program loans sold with an unpaid principal balance of \$15.5 million at March 31, 2024. These commitments expire in July 2025. We also have outstanding \$14.5 million of Advantage Loan Program loans that could be subject to repurchase at the demand of the investors. In addition, the FRB has made available unpaid principal balance of residential real estate loans, other than Advantage Loan Program loans, sold in the secondary market that were subject to banks potential repurchase obligations in the Bank Term Funding Program, against which we can borrow with qualifying collateral, including event of breach of representations and warranties totaled \$10.0 million at March 31, 2024. Should additional secondary market investors require us to repurchase a substantial portion of such outstanding loans subject to potential purchase, the bulk cash required to fund these purchases will reduce our liquidity.

Cash flows from financing activities are primarily impacted by our deposits. Our total deposits were \$2.0 billion at **September 30, 2023** **March 31, 2024**, an increase of **\$86.6 million** **\$1.9 million, or 4%** from **December 31, 2022** **December 31, 2023**. We generate deposits from local businesses and individuals through customer referrals and other relationships and through our retail presence. We obtain funds from depositors by offering a range of deposit types, including demand, savings, money market and time. We utilize borrowings and brokered deposits to supplement funding needs and manage our liquidity position. **position though we have not used brokered deposits during the past two years.** At **September 30, 2023** **March 31, 2024**, time deposits due within one year were **\$744.5 million** **\$796.0 million, or 36%** 40% of total deposits. At **December 31, 2022** **December 31, 2023**, time deposits due within one year were **\$444.9 million** **\$761.7 million, or 23%** 38% of total deposits. In addition, we estimated our total uninsured deposits were approximately **21%** **22%** of total deposits at **September 30, 2023** **March 31, 2024**.

Cash flows from investing activities are primarily impacted by our loan and investment securities activity, as discussed above. The Company's goal is to obtain as much of its funding for loans held for investment and other earning assets as possible from customer deposits. During the nine months ended September 30, 2023 and 2022, we originated \$44.4 million and \$109.6 million, respectively, of loans. Cash flows provided by loan payoffs totaled \$186.9 million and \$442.9 million during the nine months ended September 30, 2023 and 2022, respectively. From time to time, we also sell residential mortgage loans in the secondary market primarily to third party investors. During the nine months ended September 30, 2023, the Company received net proceeds of \$37.9 million from the sale of loans, consisting of residential mortgage loans and one commercial real estate loan. Often, the agreements under which we sell residential mortgage loans may contain provisions that include various representations and warranties regarding origination and characteristics of the residential mortgage loans. The Company has outstanding commitments to repurchase pools of Advantage Loan Program loans sold with a total outstanding principal balance of \$17.2 million at September 30, 2023. These commitments expire in July 2025. In addition, the unpaid principal balance of the sold Advantage Loan Program loans that would be subject to repurchase by us if 100% of our original offers to repurchase such loans were accepted totaled \$36.3 million, which includes loans that we have committed to repurchase.

We are a party to financial instruments in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to make loans and standby letters of credit that are not reflected in our condensed consolidated balance sheets, as well as commitments on unused lines of credit that involve elements of credit and interest rate risk in excess of the amount recorded in the condensed consolidated balance sheets. Our exposure to credit loss is represented by the contractual amount of these instruments. At **September 30, 2023** **March 31, 2024**, we had unfunded commitments on lines of credit totaling **\$15.1 million** **\$30.4 million** and standby letters of credit outstanding of \$24 thousand. The Company is required to estimate the expected credit losses for off-balance sheet credit exposures, including unfunded loan commitments and letters of credit, which are not unconditionally cancellable. At September 30, 2023, the Company has recorded a liability for unfunded commitments of \$0.3 million.

The Company is a separate and distinct legal entity from the Bank, and, on a parent company-only basis, the Company's primary source of funding is dividends received from the Bank. Federal banking regulations limit the dividends that may be paid by the Bank. Regulatory approval is required if the Bank's total capital distributions for the applicable calendar year exceed the sum of the Bank's net income for that year to date plus the Bank's retained net income for the preceding two years, or the Bank would not be at least "adequately capitalized" under applicable regulations following the distribution. Federal banking regulations also limit the ability of the Bank to pay dividends under other circumstances. Even if an application is not otherwise required, every savings bank that is a subsidiary of a unitary thrift holding company, such as the Bank, must still file a notice with the FRB at least 30 days before its board of directors declares a dividend or approves a capital distribution. The Company has the legal ability to access the debt and equity capital markets for funding, although the Company currently is required to obtain the prior approval of the FRB in order to issue debt.

In recent years, the Company's primary funding needs on a parent company-only basis have consisted of interest expense on subordinated notes and expenses attributable to public company operations. The Company suspended cash dividends to shareholders and its share repurchase program early in 2020. In July 2023, the Subordinated Notes were redeemed at a redemption price equal to 100% of the outstanding principal amount plus accrued interest for a total cash payment of \$66.8 million. The Bank declared and paid a \$65.0 million dividend to the Company in June 2023 to fund the bulk of the redemption.

On July 19, 2023, the United States District Court for the Eastern District of Michigan approved the Plea Agreement, and the restitution payment required by the Plea Agreement was paid in the third quarter of 2023. The restitution amount will be administered by a special master appointed by the court. The Bank declared and paid a \$25 million dividend to the Company in May 2023 to fund most of the restitution payment.

The Company's ability to pay cash dividends is restricted by the terms of the applicable provisions of Michigan law and the rules and regulations of the OCC and the FRB. In addition, under Michigan law, the Company is prohibited from paying cash dividends if, after giving effect to the dividend, (i) it would not be able to pay its debts as they become due in the usual course of business or (ii) its total assets would be less than the sum of its total liabilities plus the preferential rights upon dissolution of shareholders with preferential rights on dissolution that are superior to those receiving the dividend, and we are currently required to obtain the prior approval of the FRB in order to pay any dividends to our shareholders.

The Company and the Bank are subject to minimum capital adequacy requirements administered by the Federal Reserve and the OCC, respectively. We manage our capital to comply with our internal planning targets and regulatory capital standards administered by the Federal Reserve and the OCC. We review capital levels on a quarterly basis including our needs for additional capital and ability to pay cash dividends.

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basis. At December 31, 2022 March 31, 2024, the Company and the Bank met all regulatory capital requirements to which they were subject. Effective as of January 1, 2023, the Company and the Bank have each elected to use the CBLR framework for compliance with regulatory capital requirements. At September 30, 2023, the The Company and Bank satisfied the requirements of the CBLR framework with leveraged capital ratios of 14.10% and 13.58%, respectively, compared to the requirement for these ratios to be greater than 9%, and therefore are considered to have met the minimum capital requirements to be "well capitalized" under applicable prompt corrective action requirements. Had we been subject to the CBLR framework at December 31, 2022, we would have been in compliance with the CBLR requirements and, as a result, we would have been deemed to be "well capitalized" and in compliance with any other generally applicable capital requirements. For further information regarding our regulatory capital requirements, see refer to Note 1210—Regulatory Capital Requirements to our condensed consolidated financial statements included in "Item 1. Financial Statements."

As observed in the wake of the recent bank failures, The compliance with regulatory minimum capital requirements is a tool used in assessing the Company's capital adequacy, but is not necessarily determinative of how the Company would fare under extreme stress. Factors that may affect the adequacy of the Company's capital include the inherent limitations of fair value estimates and the assumptions thereof, the inherent limitations of accounting classifications of certain investments and the effect on their measurement, external macroeconomic conditions and their effects on capital and the Company's ability to raise capital or refinance capital commitments, and extent of steps taken by state or federal governmental authorities in periods of extreme stress.

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As a result of the Company's guilty plea and criminal conviction in July 2023 pursuant to our Plea Agreement with the DOJ, U.S. Department of Justice, we fall within the "bad actor" disqualification provisions of Regulation A and Regulation D under the Securities Act. These provisions prohibit an issuer from offering or selling securities in a private placement in reliance on Regulation A for certain small offerings and Regulation D for certain private placement transactions for a period of up to five years under certain circumstances. The SEC may waive such disqualification upon a showing of good cause that disqualification is not necessary under the circumstances for which the safe harbor exemptions are being denied. Absent a waiver, we will be restricted in our ability to raise capital in a private placement in reliance on the safe harbors provided by Regulation A or Regulation D. We have submitted to the SEC a waiver request from the "bad actor" disqualifications. If the SEC were to deny our waiver request, we will be limited in our ability to raise capital through a private placement under Regulation A or Regulation D, although we would remain eligible as an SEC registrant to access the equity capital markets through an SEC-registered offering or through another exemption from the registration requirements.

#### ***Recently Issued Accounting Guidance***

See Note 2 – Summary of Significant Accounting Policies to our condensed consolidated financial statements included in "Item 1. Financial Statements" for a discussion of recently issued accounting guidance and related impact on our financial condition and results of operations.

#### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**General.** The principal objective of our asset and liability management function is to evaluate the interest rate risk within the balance sheet and pursue a controlled assumption of interest rate risk while maximizing net income and preserving adequate levels of liquidity and capital. The Asset Liability Committee of our board of directors serves as oversight of our asset and liability management function, which is implemented and managed by our Management Asset Liability Committee. Our Management Asset Liability Committee meets regularly to review, among other things, the sensitivity of our assets and liabilities to product offering rate changes, local and national market conditions and market interest rates. That group also reviews our liquidity, capital, deposit mix, loan mix and investment positions.

We manage our exposure to interest rates primarily by structuring our balance sheet in the ordinary course of business based on a risk management infrastructure approved by our board of directors that outlines reporting and measurement requirements. In particular, this infrastructure sets limits, calculated quarterly, for various interest rate-related metrics, our economic value of equity ("EVE") and net interest income simulations involving parallel shifts in interest rate curves. Steepening and flattening yield curves and various prepayment and deposit duration assumptions are prepared at least annually. Our interest rate management policies also require periodic review and documentation of all key assumptions used, such as identifying appropriate interest rate scenarios, setting loan prepayment rates and deposit durations based on historical analysis.

We do not typically enter into derivative contracts for the purpose of managing interest rate risk, but we may do so in the future. Based upon the nature of our operations, we are not subject to foreign exchange or commodity price risk. We do not own any trading assets.

**Net Interest Income Simulation.** We use an interest rate risk simulation model to test the interest rate sensitivity of net interest income and the balance sheet. Instantaneous parallel rate shift scenarios are modeled and utilized to evaluate risk and establish exposure limits for acceptable changes in net interest income. These scenarios, known as rate shocks, simulate an instantaneous change in interest rates on a static balance sheet and use various assumptions, including, but not limited to, prepayments on loans and securities, deposit decay rates and pricing decisions on loans and deposits.

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Because these scenarios simulate instantaneous changes in interest rates on a static balance sheet that are subject to various assumptions, the scenarios below may not fully reflect our exposure to interest rate risk. For example, in the event of a significant decrease of the target federal funds rate by the Federal Open Market Committee we may not be able to lower our deposit rates at a similar pace in order to avoid significant deposit withdrawals as customers seek the highest yield possible for their funds. A significant, rapid decrease in interest rates could affect (i) the demand of our deposit products; (ii) our liquidity position if our depositors were to withdraw and move their funds to competing financial

institutions; (iii) the expected yield of our loan portfolio and debt securities; (iv) the average duration of our loan portfolio and debt securities; (v) the fair value of our financial assets and financial liabilities; and (vi) our balance sheet mix and composition. In addition, the lack of robust loan originations will inhibit our ability to reinvest loan prepayments that occur as interest rates decline in interest earning assets at the higher end of the yield curve, thus either narrowing our interest rate spread and net interest margin or resulting in further significant decline in the size of our condensed consolidated balance sheet.

The following table presents the estimated changes in net interest income of the Bank, calculated on a bank-only basis, which would result from changes in market interest rates over a 12-month period beginning **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**. The base net interest income decreased from December 31, 2022 due to a combination of market interest rates and balance sheet size and mix changes. The table below demonstrates that we are liability sensitive to rising rates at September 30, 2023 compared to asset sensitive to rising rates at December 31, 2022. Asset **March 31, 2024** and December 31, 2023, with the asset sensitivity of our balance sheet increasing from December 31, 2023 primarily from higher cash balances and shifting balances from money market accounts into time deposits. Quarter-over-quarter, the base net interest income decreased in the negative rate shocks from December 31, 2022. These changes in sensitivity are the result of balance sheet mix changes, updated beta assumptions primarily due to increased interest expense on our non-maturity deposits and increased deposit offering rates during the nine months ended September 30, 2023, time deposits.

Change in Interest Rates (Basis Points)	At September 30, 2023		At December 31, 2022		At March 31, 2024		At December 31, 2023	
	Estimated 12-Months		Estimated 12-Months		Estimated 12-Months		Estimated 12-Months	
	Net Interest Income		Net Interest Income		Net Interest Income		Net Interest Income	
	Income	Change	Income	Change	Income	Change	Income	Change
(Dollars in thousands)								
200	\$ 66,303	(2)%	\$ 83,587	4 %	\$ 62,322	3 %	\$ 62,356	1 %
100	67,361	(1)%	82,016	2 %	62,001	3 %	62,560	1 %
0	67,697		80,074		60,412	—	61,652	—
-100	67,614	(0)%	75,959	(5)%	57,556	(5)%	60,057	(3)%
-200	66,064	(2)%	70,881	(12)%	54,428	(10)%	57,636	(7)%

**Economic Value of Equity Simulation.** We also analyze our sensitivity to changes in interest rates through an EVE model. EVE represents the present value of the expected cash flows from our assets less the present value of the expected cash flows arising from our liabilities. EVE attempts to quantify our economic value using a discounted cash flow methodology. We estimate what our EVE would be as of a specific date. We then calculate what EVE would be as of the same date throughout a series of interest rate scenarios representing immediate and permanent parallel shifts in the yield curves.

As described above, due to the nature of the EVE model and its underlying assumptions, the scenarios below may not fully reflect our exposure to interest rate risk. See “—Net Interest Income Simulation” above for further discussion regarding how our exposure to interest rate risk may change, particularly upon a significant, rapid decrease in interest rates.

The following table presents, at September 30, 2023 as of March 31, 2024 and December 31, 2022 December 31, 2023, respectively, the impacts of immediate and permanent parallel hypothetical changes in market interest rates on EVE of the Bank, calculated on a bank-only basis. The base EVE decreased increased from December 31, 2022 primarily due December 31, 2023 partially from higher market interest rates combined with changes to \$90.0 million of dividends paid by the Bank to the Company, interest rate and balance sheet mix changes and the implementation of updated non-maturity deposit beta and our decay rates speed assumptions which improved our money market account values. The sensitivity of our balance sheet worsened slightly from December 31, 2022 December 31, 2023 in the raising-rate scenarios and improved in the declining-rate rising rate scenarios primarily as a result of the aforementioned updated slower loan prepayments and faster decay speed assumptions and deposit and other balance sheet mix changes in our key money market product. Since EVE is a long-term measurement of value, the change in EVE is not indicative of the short term (12-months) effects on earnings.

Change in Interest Rates (Basis Points)	At September 30, 2023		At December 31, 2022		At March 31, 2024		At December 31, 2023	
	Economic Value of Equity		Economic Value of Equity		Economic Value of Equity		Economic Value of Equity	
	Change		Change		Change		Change	
(Dollars in thousands)								
200	\$ 253,150	(18)%	\$ 489,907	(10)%	\$ 270,543	(17)%	\$ 261,202	(17)%
100	286,296	(7)%	521,450	(4)%	304,806	(7)%	293,190	(6)%
0	308,640		542,625		327,428	—	313,220	—
-100	326,670	6 %	537,092	(1)%	335,266	2 %	322,399	3 %
-200	335,047	9 %	522,085	(4)%	339,241	4 %	326,171	4 %

As with any method of measuring interest rate risk, certain shortcomings are inherent in the method of analysis presented in the foregoing tables. Many assumptions are used to calculate the impact of interest rate fluctuations. Actual results may be significantly different than our projections due to several factors, including the timing and frequency of rate changes, market conditions and the shape of the yield curve. The computations of interest rate risk shown above do not include actions that our management may undertake to manage the risks in response to anticipated changes in interest rates, and actual results may also differ due to any actions taken in response to the changing rates. Accordingly, the data presented in the tables in this section should not be relied upon as indicative of actual results in the event of changes in interest rates and the resulting EVE and net interest income estimates are not intended to represent and should not be construed to represent our estimate of the underlying EVE or forecast of net interest income. Furthermore, the EVE presented in the foregoing table is not intended to present the fair market value of the Company, nor does it represent amounts that would be available for distribution to shareholders in the event of the liquidation of the Company.

#### Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in the Company's reports that it files or submits under the **Securities Exchange Act of 1934** (the "Exchange Act") is recorded, processed, summarized and reported within the specified time periods in the rules and forms of the SEC, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Our management, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) promulgated under the Exchange Act) as of **September 30, 2023** **March 31, 2024**. Based on these evaluations, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of **September 30, 2023** **March 31, 2024**.

#### Changes in Internal Control Over Financial Reporting

Our management is required to evaluate, with the participation of our Chief Executive Officer and our Chief Financial Officer, any changes in internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during each quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. There were no changes in our internal control over financial reporting during the three months ended **September 30, 2023** **March 31, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

Except as described below, we **We** are not aware of any material developments to our pending legal proceedings as disclosed in the Company's **2022** **2023** Form 10-K, and Forms 10-Q for each of the three months ended **March 31, 2023** and **June 30, 2023**, nor are we involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. We believe that such routine legal proceedings, in the aggregate, are **immaterial** not material to our financial condition and results of operations.

#### ***Sterling Bank and Trust, F.S.B. and Sterling Bancorp, Inc. vs. Scott Seligman, et al.***

On October 7, 2022, the Company and the Bank commenced an action against the Bank's founder and controlling shareholder, and other nominal defendants, in the United States District Court for the Eastern District of Michigan styled **Sterling Bank and Trust, F.S.B. and Sterling Bancorp, Inc. vs. Scott Seligman, et al.**, No. 2:22-cv-12398-SFC-DRG (E.D. Mich.). The complaint alleges that Mr. Seligman breached his fiduciary duties to the Company and the Bank by, among other actions and inactions, using his controlling position to develop and direct the Bank's now-discontinued Advantage Loan Program to advance his own interests and unjustly enrich himself at the expense of the Company, the Bank and the Company's minority shareholders. The complaint seeks to recover compensatory and other damages, disgorgement of certain monies and injunctive relief. On January 30, 2023, Mr. Seligman and the nominal defendants moved to dismiss the case. The Company and the Bank filed their opposition motions on March 13, 2023, and Mr. Seligman and the nominal defendants filed a reply brief on April 13, 2023. The court held a hearing to consider the plaintiff's motion to dismiss on October 30, 2023, the outcome of which is pending. There is no assurance that we will be successful in any final adjudication of this case, that any remedy would be adequate in the event we are successful in the adjudication or that we would achieve an acceptable settlement.

### ITEM 1A. RISK FACTORS

Except as described below, there **There** are no material changes from the risk factors as disclosed in the Company's **2022** **2023** Form 10-K and Forms 10-Q for each of the three months ended **March 31, 2023** and **June 30, 2023**, **10-K**.

We and various individuals have been subject to several governmental investigations arising from the Advantage Loan Program and related matters, and over the past three years, we have received claims from current and former directors, officers and employees for the advancement or reimbursement of legal fees under applicable provisions of the Company's and the Bank's respective charters and bylaws, as well as pursuant to applicable law. During the three months ended September 30, 2023, we were advised that our D&O Insurance was exhausted, subject to the receipt of our final payment which is expected in the three months ended December 31, 2023. We understand that the government investigations into certain individuals are continuing, including calling individuals as witnesses. As a result, we continue to receive claims for advancement and reimbursement for such individuals' legal expenses for which we no longer have insurance. However, to the extent we deny claims for advancement or reimbursement in accordance with applicable law, individuals may be able to directly access additional insurance policies available only to the individuals and not the Company. We cannot predict how long these government investigations may continue or project the amount of claims for advancement or reimbursement of legal fees we may receive. Because our D&O Insurance is now exhausted, to the extent we are not permitted to deny advancement or reimbursement or otherwise elect to advance or reimburse individuals, we must pay these expenses as they are incurred. Thus, the prolonged continuation of governmental investigations into certain individuals is expected to have a material adverse impact on our financial condition and results of operations.

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**The armed conflict in the Middle East resulting from the recent attacks on Israel has added geopolitical instability and economic uncertainty to that region and other countries around the globe, which could have a negative impact on our business, financial condition and results of operations.**

We may experience negative impacts to our business and results of operations as a result of macroeconomic and geopolitical challenges, uncertainties and volatility occurring across the globe. The recent attacks on Israel, Israel's response and the ensuing armed conflict in the Middle East have caused volatility in commodity prices, especially oil, which is likely to impact the overall economy in the United States. In particular, oil prices have become increasingly volatile in the aftermath of the attacks on Israel, placing additional upward pressure on fuel and energy prices, which already were rising based on other factors including a return to pre-pandemic levels of consumption, insufficient global production to match increasing demand and the global response to Russia's invasion of Ukraine. The escalation of armed conflict in the Middle East has amplified existing economic uncertainty experienced across the globe and could continue to have negative impacts on global and regional financial markets and economic conditions. Accordingly, the events in the Middle East could adversely affect our business, financial condition and results of operations.

#### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

##### *Purchases of Equity Securities by the Issuer*

##### *Withholding of Vested Restricted Stock Awards*

During the three months ended **September 30, 2023** **March 31, 2024**, the Company withheld shares of common stock representing a portion of the restricted stock awards that vested during the period under our employee stock benefit plans in order to pay employee tax liabilities associated with such vesting. These withheld shares are treated the same as repurchased shares for accounting purposes.

The following table provides certain information with respect to our purchases of shares of the Company's common stock, as of the settlement date, during the three months ended **September 30, 2023** **March 31, 2024**, all of which represent tax withholding of restricted stock awards:

Issuer Purchases of Equity Securities		Issuer Purchases of Equity Securities	
Total Number of Shares Purchased as	Approximate Dollar Value of Shares that	Total Number of Shares Purchased as	Approximate Dollar Value of Shares that

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Part of Publicly Announced Plans or Programs	May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Part of Publicly Announced Plans or Programs	May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
July 1 - 31, 2023	—	\$ —	—	\$ 19,568,117				
August 1 - 31, 2023	—	—	—	19,568,117				
September 1 - 30, 2023	1,031	5.84	—	19,568,117				
January 1 - 31, 2024				38,033 \$ 5.67	—	\$ 19,568,117		
February 1 - 29, 2024				—	—	—	—	19,568,117
March 1 - 31, 2024				—	—	—	—	19,568,117
<b>Total</b>	<b>1,031</b>	<b>\$ 5.84</b>	<b>—</b>	<b>38,033</b>	<b>\$ 5.67</b>	<b>—</b>	<b>—</b>	<b>—</b>

(1) These shares were acquired from employees to satisfy income tax withholding requirements in connection with vesting share awards during the three months ended **September 30, 2023** **March 31, 2024**.

(2) In 2018, the Company announced a stock repurchase program for up to \$50 million of its outstanding stock. At **September 30, 2023** **March 31, 2024**, \$19.6 million remains of the \$50 million authorized repurchase amount. In March 2020, the Company suspended the stock repurchase program. **We are currently required to obtain approval of the FRB prior to engaging in a repurchase of our common stock other than a purchase of shares to satisfy income tax withholding requirements.**

#### ITEM 5. OTHER INFORMATION

None.

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#### ITEM 6. EXHIBITS

A list of exhibits to this Form 10-Q is set forth in the Exhibit Index below.

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Filed /Furnished Herewith	Form	Period Ending	Exhibit / Appendix Number
31.1	<a href="#">Section 302 Certification — Chief Executive Officer</a>	X			
31.2	<a href="#">Section 302 Certification — Chief Financial Officer</a>	X			
32.1*	<a href="#">Section 906 Certification — Chief Executive Officer</a>	X			
32.2*	<a href="#">Section 906 Certification — Chief Financial Officer</a>	X			
101.INS**	<a href="#">Inline XBRL Instance Document</a>	X			
101.SCH	<a href="#">Inline XBRL Taxonomy Extension Schema Document</a>	X			
101.CAL	<a href="#">Inline XBRL Taxonomy Extension Calculation Linkbase Document</a>	X			

101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)	X

\* This document is being furnished with this Quarterly Report on Form 10-Q. This certification is deemed not filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, or the Exchange Act.

\*\* The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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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.

Date: **November 9, 2023** **May 9, 2024**

STERLING BANCORP, INC.  
(Registrant)

By: /s/ THOMAS M. O'BRIEN

Thomas M. O'Brien  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ KAREN KNOTT

Karen Knott  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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Exhibit 31.1

Certification of Chief Executive Officer Pursuant to

**Rule 13a-14(a) of the Securities Exchange Act of 1934, as Amended,  
Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

**I, Thomas M. O'Brien, certify that:**

1. I have reviewed this quarterly report on Form 10-Q of Sterling Bancorp, 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 15(d)-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 subsidiaries, 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;
  - 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 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:
  - 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: **November 9, 2023** May 9, 2024

**/s/ THOMAS M. O'BRIEN**

Thomas M. O'Brien  
*Chief Executive Officer*  
(*principal executive officer*)

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**Exhibit 31.2**

**Certification of Chief Financial Officer Pursuant to  
Rule 13a-14(a) of the Securities Exchange Act of 1934, as Amended,  
Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

**I, Karen Knott, certify that:**

1. I have reviewed this quarterly report on Form 10-Q of Sterling Bancorp, 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 15(d)-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 subsidiaries, 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;
  - 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 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:
  - 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: November 9, 2023 May 9, 2024

/s/ KAREN KNOTT

Karen Knott  
Chief Financial Officer  
(*principal financial officer*)

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**Exhibit 32.1**

**Certification of Chief Executive Officer**  
**Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to**  
**Section 906 of the Sarbanes-Oxley Act of 2002**

I hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Quarterly Report on Form 10-Q of Sterling Bancorp, Inc. (the "Company") for the quarter ended September 30, 2023 March 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **November 9, 2023** **May 9, 2024**

/s/ THOMAS M. O'BRIEN

Thomas M. O'Brien  
*Chief Executive Officer*  
*(principal executive officer)*

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**Exhibit 32.2**

**Certification of Chief Financial Officer**  
**Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to**  
**Section 906 of the Sarbanes-Oxley Act of 2002**

I hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Quarterly Report on Form 10-Q of Sterling Bancorp, Inc. (the "Company") for the quarter ended **September 30, 2023** **March 31, 2024** (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **November 9, 2023** **May 9, 2024**

/s/ KAREN KNOTT

Karen Knott  
*Chief Financial Officer*  
*(principal financial officer)*

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