REFINITIV

DELTA REPORT

10-Q

BFST - BUSINESS FIRST BANCSHARES

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

The following comparison report has been automatically generated

TOTAL DELTAS	1883
CHANGES	315
DELETIONS	912
ADDITIONS	656

REFINITIV

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2023

March 31, 2024

or

o ☐ **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: 001-38447

BUSINESS FIRST BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Louisiana	**20-5340628**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
500 Laurel Street, Suite 101 **Baton Rouge, Louisiana**	**70801**
(Address of principal executive offices)	**(Zip Code)**

(225)248-7600

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $1.00 per share	BFST	NASDAQ Global Select 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 ☒x No ☐

o

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 ☒x No ☐

o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	☐ o	Accelerated filer	☒ x
Non-accelerated filer	☐ o	Smaller reporting company	☐ o
		Emerging growth company	☐ o

If an emerging growth company, indicate by a 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. ☐

o

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

o

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b)[]. ☐

o

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

x

As of October 27, 2023 April 26, 2024, the issuer has outstanding 25,344,168 25,485,273 shares of common stock, par value $1.00 per share.

BUSINESS FIRST BANCSHARES, INC.

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PART I – FINANCIAL INFORMATION

Item1.Financial Statements

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share data)

	September 30, 2023 (Unaudited)	December 31, 2022	March 31, 2024 (Unaudited)	December 31, 2023
ASSETS	**ASSETS**		**ASSETS**	
Cash and Due from Banks	$ 191,461	$ 152,740		
Federal Funds Sold	196,616	15,606		
Securities Available for Sale, at Fair Values (Amortized Cost of $968,498 at September 30, 2023 and $985,599 at December 31, 2022)	849,704	890,751		
Securities Available for Sale, at Fair Values (Amortized Cost of $963,726 at March 31, 2024 and $963,978 at December 31, 2023)				
Mortgage Loans Held for Sale	652	304		
Loans and Lease Receivable, Net of Allowance for Loan Losses of $41,129 at September 30, 2023 and $38,178 at December 31, 2022	4,879,144	4,567,998		
Loans and Lease Receivable, Net of Allowance for Loan Losses of $41,165 at March 31, 2024 and $40,414 at December 31, 2023				
Premises and Equipment, Net	64,674	63,177		
Accrued Interest Receivable	28,060	25,666		
Other Equity Securities	32,591	37,467		
Other Real Estate Owned	1,558	1,372		
Cash Value of Life Insurance	95,906	91,958		
Deferred Taxes	34,660	31,194		
Goodwill	88,391	88,543		

Core Deposit and Customer Intangible	12,418	14,042	
Other Assets	12,946	9,642	
Total Assets	$ 6,488,781	$ 5,990,460	
LIABILITIES	**LIABILITIES**		**LIABILITIES**
Deposits:			Deposits:
Noninterest Bearing	$ 1,412,406	$ 1,549,381	
Interest Bearing	3,778,317	3,270,964	
Total Deposits	5,190,723	4,820,345	
Federal Funds Purchased	-	14,057	
Securities Sold Under Agreements to Repurchase	23,245	20,208	
Short Term Borrowings	9	9	
Securities Sold Under Agreements to Repurchase			
Securities Sold Under Agreements to Repurchase			
Bank Term Funding Program			
Bank Term Funding Program			
Bank Term Funding Program	300,000	-	
Federal Home Loan Bank Borrowings	214,184	410,100	
Subordinated Debt	100,048	110,749	
Subordinated Debt - Trust Preferred Securities	5,000	5,000	
Accrued Interest Payable	11,188	2,092	
Other Liabilities	40,018	27,419	
Total Liabilities	5,884,415	5,409,979	
Commitments and Contingencies (See Note 11)			
Commitments and Contingencies (See Note 11)			
Commitments and Contingencies (See Note 11)			
SHAREHOLDERS' EQUITY	**SHAREHOLDERS' EQUITY**		**SHAREHOLDERS' EQUITY**
Preferred Stock, No Par Value; 5,000,000 Shares Authorized; 72,010 Shares ($1,000 Liquidation Preference) Issued at both September 30, 2023 and December 31, 2022, respectively	71,930	71,930	
Common Stock, $1 Par Value; 50,000,000 Shares Authorized; 25,344,168 and 25,110,313 Shares Issued and Outstanding at September 30, 2023 and December 31, 2022, respectively	25,344	25,110	
Preferred Stock, No Par Value; 5,000,000 Shares Authorized; 72,010 Shares ($1,000 Liquidation Preference) Issued at both March 31, 2024 and December 31, 2023, respectively			
Common Stock, $1 Par Value; 50,000,000 Shares Authorized; 25,485,383 and 25,351,809 Shares Issued and Outstanding at March 31, 2024 and December 31, 2023, respectively			
Additional Paid-in Capital	396,121	393,690	
Retained Earnings	205,207	163,955	
Accumulated Other Comprehensive Loss	(94,236)	(74,204)	
Total Shareholders' Equity	604,366	580,481	
Total Liabilities and Shareholders' Equity	$ 6,488,781	$ 5,990,460	

The accompanying notes are an integral part of these financial statements.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except per share data)

	For the Three Months Ended September 30, 2023	For the Three Months Ended September 30, 2022	For the Nine Months Ended September 30, 2023	For the Nine Months Ended September 30, 2022
Interest Income:				
Interest Income:				
Interest Income:				
Interest and Fees on Loans				
Interest and Fees on Loans				
Interest and Fees on Loans	$ 84,575	$ 58,846	$ 237,566	$ 148,668
Interest and Dividends on Non-taxable Securities	1,099	1,014	3,265	3,138
Interest and Dividends on Non-taxable Securities				
Interest and Dividends on Non-taxable Securities				
Interest and Dividends on Taxable Securities				
Interest and Dividends on Taxable Securities				
Interest and Dividends on Taxable Securities	3,954	3,186	11,667	9,049
Interest on Federal Funds Sold and Due From Banks	3,694	427	6,164	754
Interest on Federal Funds Sold and Due From Banks				
Interest on Federal Funds Sold and Due From Banks				
Total Interest Income				
Total Interest Income				
Total Interest Income	93,322	63,473	258,662	161,609
Interest Expense:				
Interest Expense:				
Interest Expense:				
Interest on Deposits				
Interest on Deposits				
Interest on Deposits	30,110	6,286	72,718	11,106
Interest on Borrowings	7,918	3,707	24,575	6,986
Interest on Borrowings				
Interest on Borrowings				
Total Interest Expense				
Total Interest Expense				
Total Interest Expense	38,028	9,993	97,293	18,092
Net Interest Income	55,294	53,480	161,369	143,517
Net Interest Income				
Net Interest Income				
Provision for Credit Losses				
Provision for Credit Losses				
Provision for Credit Losses	604	3,273	4,364	7,835
Net Interest Income after Provision for Credit Losses	54,690	50,207	157,005	135,682
Net Interest Income after Provision for Credit Losses				

Net Interest Income after Provision for Credit Losses				
Other Income:				
Other Income:				
Other Income:				
Service Charges on Deposit Accounts	2,540	2,116	7,234	6,007
Service Charges on Deposit Accounts				
Service Charges on Deposit Accounts				
Loss on Sales of Securities				
Loss on Sales of Securities				
Loss on Sales of Securities	-	(7)	(62)	(46)
Gain on Sales of Loans	321	264	1,426	515
Gain on Sales of Loans				
Gain on Sales of Loans				
Other Income				
Other Income				
Other Income	7,022	5,742	21,631	14,556
Total Other Income	9,883	8,115	30,229	21,032
Total Other Income				
Total Other Income				
Other Expenses:				
Other Expenses:				
Other Expenses:				
Salaries and Employee Benefits	22,487	21,906	68,002	63,017
Salaries and Employee Benefits				
Salaries and Employee Benefits				
Occupancy and Equipment Expense				
Occupancy and Equipment Expense				
Occupancy and Equipment Expense	5,445	5,122	15,558	14,449
Other Expenses	10,675	13,918	33,428	33,597
Other Expenses				
Other Expenses				
Total Other Expenses				
Total Other Expenses				
Total Other Expenses	38,607	40,946	116,988	111,063
Income Before Income Taxes	25,966	17,376	70,246	45,651
Income Before Income Taxes				
Income Before Income Taxes				
Provision for Income Taxes				
Provision for Income Taxes				
Provision for Income Taxes	5,511	3,576	15,027	9,363
Net Income	20,455	13,800	55,219	36,288
Net Income				
Net Income				
Preferred Stock Dividends				
Preferred Stock Dividends				
Preferred Stock Dividends	1,351	-	4,051	-

	2023 Three Months	2022 Three Months	2023 Nine Months	2022 Nine Months
Net Income Available to Common Shareholders	$ 19,104	$ 13,800	$ 51,168	$ 36,288
Net Income Available to Common Shareholders				
Net Income Available to Common Shareholders				
Earnings Per Common Share:				
Earnings Per Common Share:				
Earnings Per Common Share:				
Basic	$ 0.76	$ 0.61	$ 2.04	$ 1.65
Basic				
Basic				
Diluted	$ 0.76	$ 0.61	$ 2.02	$ 1.64
Diluted				
Diluted				

The accompanying notes are an integral part of these financial statements.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in thousands)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Consolidated Net Income	$ 20,455	$ 13,800	$ 55,219	$ 36,288
Consolidated Net Income				
Consolidated Net Income				
Other Comprehensive Income (Loss):				
Unrealized Loss on Investment Securities	(16,398)	(27,588)	(24,009)	(106,774)
Other Comprehensive Income (Loss):				
Other Comprehensive Income (Loss):				
Unrealized Gain (Loss) on Investment Securities				
Unrealized Gain (Loss) on Investment Securities				
Unrealized Gain (Loss) on Investment Securities				
Unrealized Gain (Loss) on Share of Other Equity Investments				
Unrealized Gain (Loss) on Share of Other Equity Investments				
Unrealized Gain (Loss) on Share of Other Equity Investments	(8)	(38)	(1,451)	1,041
Reclassification Adjustment for Losses on Sale of AFS Investment Securities Included in Net Income	-	7	62	46
Reclassification Adjustment for Losses on Sale of AFS Investment Securities Included in Net Income				
Reclassification Adjustment for Losses on Sale of AFS Investment Securities Included in Net Income				
Income Tax Effect	3,466	5,683	5,366	22,194

Other Comprehensive Loss	(12,940)	(21,936)	(20,032)	(83,493)
Consolidated Comprehensive Income (Loss)	$ 7,515	$ (8,136)	$ 35,187	$ (47,205)
Income Tax Effect				
Income Tax Effect				
Other Comprehensive Income (Loss)				
Other Comprehensive Income (Loss)				
Other Comprehensive Income (Loss)				
Consolidated Comprehensive Income				
Consolidated Comprehensive Income				
Consolidated Comprehensive Income				

The accompanying notes are an integral part of these financial statements.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE THREE MONTHS ENDED SEPTEMBER 30, MARCH 31, 2024 AND 2023 AND 2022

(Dollars in thousands, except per share data)

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balances at June 30, 2022	$ -	$ 22,579	$ 346,382	$ 139,232	$ (62,734)	$ 445,459
Balances at December 31, 2022						
Cumulative Effect of Change in Accounting Principle for Credit Losses						
Comprehensive Income:						
Net Income	-	-	-	13,800	-	13,800
Other Comprehensive Loss	-	-	-	-	(21,936)	(21,936)
Cash Dividends Declared on Common Stock, $0.12 Per Share	-	-	-	(2,696)	-	(2,696)
Preferred Stock Issuance	72,010	-	-	-	-	72,010

Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity

Stock Issuance	-	15	209	-	-	224
Surrendered Shares of Options Exercised	-	(8)	(179)	-	-	(187)
Net Income						
Net Income						
Other Comprehensive Income						
Cash Dividends Declared on Preferred Stock, $18.75 Per Share						
Cash Dividends Declared on Common Stock, $0.12 Per Share						
Stock Based Compensation Cost	-	19	1,309	-	-	1,328
Balances at September 30, 2022	$ 72,010	$ 22,605	$ 347,721	$ 150,336	$ (84,670)	$ 508,002
Balances at March 31, 2023						
Balances at June 30, 2023	$ 71,930	$ 25,344	$ 395,875	$ 189,115	$ (81,296)	$ 600,968
Balances at December 31, 2023						
Balances at December 31, 2023						
Balances at December 31, 2023						
Comprehensive Income:						
Net Income	-	-	-	20,455	-	20,455
Net Income						
Net Income						
Other Comprehensive Loss	-	-	-	-	(12,940)	(12,940)
Cash Dividends Declared on Preferred Stock, $18.75 Per Share	-	-	-	(1,351)	-	(1,351)
Cash Dividends Declared on Common Stock, $0.12 Per Share	-	-	-	(3,012)	-	(3,012)
Cash Dividends Declared on Preferred Stock, $18.75 Per Share						

Cash Dividends Declared on Common Stock, $0.14 Per Share						
Stock Based Compensation Cost	-	-	246	-	-	246
Balances at September 30, 2023	$ 71,930	$ 25,344	$ 396,121	$ 205,207	$ (94,236)	$ 604,366
Balances at March 31, 2024						

The accompanying notes are an integral part of these financial statements.

statements

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Dollars in thousands, except per share data)

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balances at December 31, 2021	$ -	$ 20,400	$ 292,271	$ 121,874	$ (1,177)	$ 433,368
Comprehensive Income:						
Net Income	-	-	-	36,288	-	36,288
Other Comprehensive Loss	-	-	-	-	(83,493)	(83,493)
Cash Dividends Declared on Common Stock, $0.36 Per Share	-	-	-	(7,826)	-	(7,826)
Preferred Stock Issuance	72,010	-	-	-	-	72,010
Stock Issuance	-	2,094	53,376	-	-	55,470
Surrendered Shares of Options Exercised	-	(8)	(179)	-	-	(187)
Stock Based Compensation Cost	-	119	2,253	-	-	2,372
Balances at September 30, 2022	$ 72,010	$ 22,605	$ 347,721	$ 150,336	$ (84,670)	$ 508,002
Balances at December 31, 2022	$ 71,930	$ 25,110	$ 393,690	$ 163,955	$ (74,204)	$ 580,481
Cumulative Effect of Change in Accounting Principle for Credit Losses	-	-	-	(827)	-	(827)
Comprehensive Income:						
Net Income	-	-	-	55,219	-	55,219
Other Comprehensive Loss	-	-	-	-	(20,032)	(20,032)
Cash Dividends Declared on Preferred Stock, $56.25 Per Share	-	-	-	(4,051)	-	(4,051)
Cash Dividends Declared on Common Stock, $0.36 Per Share	-	-	-	(9,089)	-	(9,089)

Stock Based Compensation Cost	-	234	2,431	-	-	2,665
Balances at September 30, 2023	$ 71,930	$ 25,344	$ 396,121	$ 205,207	$ (94,236)	$ 604,366

The accompanying notes are an integral part of these financial statements.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

	For the Nine Months Ended September 30,		For the Three Months Ended March 31,	
	2023	2022	2024	2023
Cash Flows From Operating Activities:				
Consolidated Net Income	$ 55,219	$ 36,288		
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:				
Provision for Credit Losses	4,364	7,835		
Depreciation and Amortization	3,546	3,642		
Net Accretion of Purchase Accounting Adjustments	(6,159)	(4,109)		
Stock Based Compensation Cost	2,665	2,372		
Net Amortization of Securities	3,241	4,632		
Loss on Sales of Securities	62	46		
Gain on Sale of Loans	(375)	(347)		
Income on Other Equity Securities	(3,826)	(792)		
(Gain) Loss on Sale of Other Real Estate Owned, Net of Writedowns	(308)	95		
Gain on Sale of Other Real Estate Owned, Net of Writedowns				
Increase in Cash Value of Life Insurance	(1,675)	(1,405)		
Deferred Income Tax Expense (Benefit)	2,121	(2,651)		
Gain on Sale of Branch	(932)	-		
Deferred Income Tax Expense				
Changes in Assets and Liabilities:				
Increase in Accrued Interest Receivable	(2,394)	(254)		
(Increase) Decrease in Other Assets	(3,313)	6,446		
Changes in Assets and Liabilities:				
Changes in Assets and Liabilities:				
Decrease in Accrued Interest Receivable				
Decrease in Other Assets				
Increase (Decrease) in Accrued Interest Payable	9,096	(550)		

Increase in Other Liabilities	**9,816**	**6,949**
Decrease in Other Liabilities		
Net Cash Provided by Operating Activities	**71,148**	**58,197**
Cash Flows From Investing Activities:		
Purchases of Securities Available for Sale	**(46,211)**	**(82,380)**
Proceeds from Maturities / Sales of Securities Available for Sale	**17,320**	**35,197**
Proceeds from Paydowns of Securities Available for Sale	**42,688**	**72,248**
Net Cash Received in Acquisition	**-**	**163,460**
Net Cash Paid in Sale of Branch	**(14,506)**	**-**
Net Cash Paid in Acquisition		
Purchases of Other Equity Securities		
Purchases of Other Equity Securities		
Purchases of Other Equity Securities	**(13,961)**	**(18,076)**
Redemption of Other Equity Securities	**21,212**	**3,215**
Purchase of Life Insurance	**(2,273)**	**(15,000)**
Proceeds from Death Benefit of Cash Value of Life Insurance	**-**	**188**
Net Increase in Loans		
Net Increase in Loans		
Net Increase in Loans	**(307,487)**	**(897,943)**
Net Purchases of Premises and Equipment	**(5,718)**	**(7,193)**
Loss on Disposal of Premises and Equipment	**-**	**717**
Proceeds from Sales of Other Real Estate	**1,240**	**646**
Net (Increase) Decrease in Federal Funds Sold	**(181,010)**	**215,907**
Proceeds from Sales of Other Real Estate		
Proceeds from Sales of Other Real Estate		
Net Increase in Federal Funds Sold		
Net Cash Used in Investing Activities	**(488,706)**	**(529,014)**

Cash Flows From Investing Activities:

(CONTINUED)

	For the Three Months Ended March 31,	
	2024	2023
Cash Flows From Financing Activities:		
Net Increase (Decrease) in Deposits	323,960	(14,167)
Net Decrease in Securities Sold Under Agreements to Repurchase	(1,678)	(3,539)
Net Increase in Federal Funds Purchased	-	565
Net Advances (Repayments) on Federal Home Loan Bank Borrowings	97,008	(14,966)
Net Proceeds (Repayments) on Bank Term Funding Program	(300,000)	310,000
Payment of Dividends on Preferred Stock	(1,350)	(1,350)
Payment of Dividends on Common Stock	(3,593)	(3,042)

Net Cash Provided by Financing Activities	114,347	273,501
Net Increase (Decrease) in Cash and Cash Equivalents	(40,204)	7,027
Cash and Cash Equivalents at Beginning of Period	226,110	152,740
Cash and Cash Equivalents at End of Period	$ 185,906	$ 159,767
Supplemental Disclosures for Cash Flow Information:		
Cash Payments for:		
Interest on Deposits	$ 38,852	$ 18,015
Interest on Borrowings	$ 16,539	$ 7,307
Income Tax Payments	$ -	$ -
Supplemental Schedule for Noncash Investing and Financing Activities:		
Change in the Unrealized Gain (Loss) on Securities Available for Sale	$ (6,416)	$ 8,002
Change in the Unrealized Gain (Loss) on Equity Securities	$ 14	$ (134)
Change in Deferred Tax Effect on the Unrealized (Gain) Loss on Securities Available for Sale	$ 1,353	$ (1,662)
Transfer of Loans to Other Real Estate	$ -	$ 810

	For the Nine Months Ended September 30,	
	2023	2022
Cash Flows From Financing Activities:		
Net Increase in Deposits	386,713	31,587
Net Increase in Securities Sold Under Agreements to Repurchase	3,037	2,951
Net Decrease in Federal Funds Purchased	(14,057)	-
Net Advances (Repayments) on Federal Home Loan Bank Borrowings	(195,916)	451,162
Net Proceeds on Bank Term Funding Program	300,000	-
Issuance of Short Term Borrowings	-	4,989
Repayment of Subordinated Debt	(8,900)	-
Gain on Extinguishment of Debt	(1,458)	-
Proceeds from Issuance of Preferred Stock	-	72,010
Proceeds from Issuance of Common Stock	-	427
Surrendered Shares of Options Exercised	-	(187)
Payment of Dividends on Preferred Stock	(4,051)	-
Payment of Dividends on Common Stock	(9,089)	(7,826)
Net Cash Provided by Financing Activities	456,279	555,113
Net Increase in Cash and Cash Equivalents	38,721	84,296
Cash and Cash Equivalents at Beginning of Period	152,740	68,375
Cash and Cash Equivalents at End of Period	$ 191,461	$ 152,671
Supplemental Disclosures for Cash Flow Information:		
Cash Payments for:		
Interest on Deposits	$ 71,039	$ 11,558
Interest on Borrowings	$ 17,158	$ 6,865
Income Tax Payments	$ 9,489	$ 8,065

Supplemental Schedule for Noncash Investing and Financing Activities:				
Change in the Unrealized Loss on Securities Available for Sale	$	(23,947)	$	(106,728)
Change in the Unrealized Gain (Loss) on Equity Securities	$	(1,451)	$	1,041
Change in Deferred Tax Effect on the Unrealized Loss on Securities Available for Sale	$	5,366	$	22,194
Transfer of Loans to Other Real Estate	$	1,118	$	154
Acquisitions:				
Fair Value of Tangible Assets Acquired	$	-	$	531,510
Other Intangible Assets Acquired		-		3,875
Liabilities Assumed		-		508,991
Net Identifiable Assets Acquired Over Liabilities Assumed	$	-	$	26,394

The accompanying notes are an integral part of these financial statements.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1– Basis of Presentation –

The unaudited consolidated financial statements include the accounts of Business First Bancshares, Inc. (the "Company") and its two direct, wholly-owned subsidiaries, b1BANK (the "Bank"), and Coastal Commerce Statutory Trust I; and the Bank's wholly-owned subsidiaries, Business First Insurance, LLC, and Smith Shellnut Wilson, LLC. LLC, and Waterstone LSP, LLC ("Waterstone"). The Bank operates out of full-service banking centers and loan production offices in markets across Louisiana, the Dallas/Fort Worth metroplex and Houston, Texas. As a state bank, it is subject to regulation by the Office of Financial Institutions ("OFI"), State of Louisiana, and the Federal Deposit Insurance Corporation ("FDIC") and undergoes periodic examinations by these agencies. The Company is also regulated by the Federal Reserve and is subject to periodic examinations.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the financial results for the periods presented, and all such adjustments are of a normal recurring nature. All material intercompany transactions are eliminated. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the entire year.

These interim consolidated financial statements have been prepared according to the rules and regulations of the Securities and Exchange Commission and, therefore, certain information and footnote disclosures normally presented in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") have been omitted or abbreviated. These interim financial statements should be read in conjunction with the audited consolidated financial statements and footnote disclosures for the Company's previously filed Form 10-K 10-K for the year ended December 31,2022.

December 31, 2023.

Preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying disclosures. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Critical accounting estimates that are particularly susceptible to significant change for the Company include the determination of the acquired loans and allowance for credit losses and purchase accounting adjustments (other than loans). Other estimates include goodwill, fair value of financial instruments, investment securities and the assessment of income taxes. Management does not anticipate any material changes to estimates in the near term. Factors that may cause sensitivity to the aforementioned estimates include but are not limited to: external market factors such as market interest rates and employment rates, changes to operating policies and procedures, economic conditions in the Company's markets, and changes in applicable banking regulations. Actual results may ultimately differ from estimates.

Accounting Standards Adopted in Current Period

Effective January 1, 2023, the Company adopted

None

Accounting Standards Not Yet Adopted

ASU 2016-13,Financial Instrument – Credit Losses No. 2023-09, "Income Taxes (Topic 326), Measurement of Credit Losses on Financial Instruments related 740): Improvements to Income Tax Disclosures." ASU 2023-09 requires public business entities to disclose additional information in specified categories with respect to the impairment rate reconciliation for federal, state and foreign income taxes. In addition, the updates also require more details about reconciling items in the rate reconciliation in some categories if items meet a quantitative threshold. ASU 2023-09 also requires all entities to disclose income taxes paid, net of financial instruments. This guidance, commonly referred refunds, disaggregated by federal, state and foreign taxes for annual periods and to as Current Expected Credit Loss ("CECL"), changes impairment recognition to a model that is disaggregate the information by jurisdiction based on expected losses rather than incurred losses. The allowance for credit losses a quantitative threshold. ASU 2023-09 is established for current expected credit losses on the Company's loan portfolio, including unfunded credit commitments. Prior to January 1, 2023, the allowance for credit losses was established based on an incurred loss model. Upon the adoption of CECL, certain loan classification and segmentation categories were changed to align with the requirements of the standard and more effectively model the CECL estimate. The updated CECL segmentation is reflected in the disclosures beginning January 1, 2023, and prior period classifications have been adjusted to reflect CECL segmentations. Results from periods prior to January 1, 2023, are presented using the previously applicable GAAP.

Upon adoption of the guidance on January 1, 2023, the Company recognized an $827,000 reduction to retained earnings, after recording the related deferred tax asset adjustment at our effective tax rate. The Company and b1BANK are subject to various regulatory capital requirements. Although the federal banking regulatory agencies have provided relief for an initial capital decrease at adoption of the CECL standard, the Company does not intend to opt into the relief as the impact of adoption was not significant to the Company's regulatory capital.

The adoption of this guidance did not have a material impact on the Company's available-for-sale securities as most of this portfolio consists of U.S. treasury and agency securities as well as highly rated residential agency mortgage-backed, corporate, and municipal securities. However, any subsequent estimated credit losses are required to be recognized through an allowance for credit losses associated with the applicable securities.

The Company also adopted ASU 2022-02,*Financial Instruments – Credit Losses (Topic 326),Troubled Debt Restructurings and Vintage Disclosures* on January 1, 2023. The standard modifies the criteria for identification of troubled debt restructurings as well as enhancing disclosure requirements. Additionally, the guidance requires vintage table disclosures and presentation of gross write-offs during the current period by year of origination for financing receivables within scope of the standard. The implementation of the standard did not have a material impact of the identification of troubled debt restructurings and the vintage and charge-off disclosures have been presented in the footnotes below.

Allowance for Credit Losses

The Company calculates its allowance for credit losses utilizing a CECL methodology. CECL requires management's estimate of credit losses over the full remaining expected life of loans and other financial instruments and for the Company CECL applies starting January 1, 2025, though early adoption is permitted. ASU 2023-09 is not expected to loans, unfunded commitments, and available for sale securities. The allowance for credit losses is increased through provisions charged to earnings and reduced by net charge-offs, inclusive of recoveries. Management evaluates the appropriateness of the allowance for credit losses on a quarterly basis. The allowance considers expected losses for the remaining lives of the applicable assets. Forecasted economic scenarios are considered over a reasonable and supportable forecast period, currently one year, which incorporates Company and peer historical losses. After the forecast period, the Company reverts to long-term historical loss experience on a straight-line basis over a one-year period, adjusted for the composition of the current loan portfolio, to estimate losses over the remaining lives of the portfolio. The economic scenarios are updated at least quarterly and are designed to provide estimates that take into consideration the customer base of our loan portfolio. Loss estimates also consider factors affecting credit losses not reflected in the model, including trends in the portfolio, credit management and underwriting practices and economic conditions affecting our operating footprint.

The allowance recorded for loan losses utilizes forward-looking expected loss models to consider a variety of factors affecting lifetime credit losses. These factors include loan and borrower characteristics, such as internal risk ratings, delinquency status, collateral type and available valuation information, and the remaining term of the loan, adjusted for expected prepayments. Where loans do not exhibit similar risk characteristics, an individual analysis is performed to consider expected credit losses. For each loan portfolio, model estimates are adjusted as necessary to consider any relevant changes in portfolio composition, lending policies, underwriting standards, risk management practices or economic conditions that would affect the accuracy of the model. The results of the analysis are evaluated quarterly to confirm the estimates are appropriate for each loan portfolio. Expected loan loss estimates also include consideration of expected cash recoveries on loans previously charged-off, or expected recoveries on collateral dependent loans where recovery is expected through sale of the collateral. The allowance recorded for individually evaluated loans is based on an analysis utilizing expected cash flows discounted using the original effective interest rate, the observable market price of the loan, or when repayment is expected through the sale of collateral, the fair value of the collateral, less selling costs, for collateral-dependent loans.

The Company has elected to exclude accrued interest receivable from the amortized cost basis on its loan portfolio. The Company has also elected to not measure an allowance for credit losses on accrued interest for loans held-for-investment based on its policy to write off uncollectible interest in a timely manner, which occurs when a loan is placed on nonaccrual status. Generally, such elections are made no later than 90 days after a loan has become past due, although certain loans accrue interest after 90 days based on management's evaluation of the borrower's ability to continue making contractual payments. Such write-offs are recognized as a reduction of interest income. Accrued interest receivable for the loan portfolio is included within accrued interest receivable in the consolidated balance sheets.

Purchased Loans

Beginning January 1,2023, when a loan portfolio is purchased, an allowance is established for those loans considered purchased with more-than-insignificant credit deterioration ("PCD"), and those not considered purchased with more-than-insignificant credit deterioration ("non-PCD"). The allowance established utilizes the same risk factors discussed above for our non-acquired allowance. The allowance established for non-PCD loans is recognized through provision expense upon acquisition, whereas the allowance established for loans considered PCD at acquisition is offset by an increase in the basis of the acquired loans. Any subsequent increases and decreases in the allowance related to acquired loans are recognized through provision expense, with future charge-offs recorded to the allowance.

Allowance for Credit Losses on Off-Balance Sheet Credit Exposures

The Company also assesses the credit risk associated with off-balance sheet loan commitments and letters of credit. The liability for off-balance sheet credit exposure related to loan commitments and other credit guarantees is included in other liabilities. Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments.

The adoption of this guidance did not have a material significant impact on the Company's available-for-sale securities as most of this portfolio consists of U.S. treasury and agency securities as well as highly rated residential agency mortgage-backed, corporate and municipal securities. However, any subsequent estimated credit losses are required to be recognized through an allowance for credit losses associated with the applicable securities.

Allowance for Credit Losses on Securities

In conjunction with the adoption of CECL, the Company also evaluates its securities portfolio for credit losses, as the CECL update modifies the debt security credit impairment model to recognize an allowance for estimated credit losses. Similar to the election on the loan portfolio, the Company has elected to exclude accrued interest receivable from the amortized cost basis of its investment portfolio analysis. Based on our assessments, expected credit losses were negligible and therefore, no allowance for credit losses was recorded.

Beginning January 1, 2023, the Company evaluates its available for sale securities portfolio on a quarterly basis for potential credit-related impairment. The Company assesses potential credit impairment by comparing the fair value of a debt security to its amortized cost basis. If the fair value of a debt security is greater than the amortized cost basis, no impairment is recognized. If the fair value is less than the amortized costs basis, the Company reviews the factors to determine if the impairment is credit-related or noncredit-related. For debt securities the Company intends to sell or is more likely than not required to sell, before the recovery of their amortized cost basis, the difference between fair value and amortized cost is impaired and is recognized through earnings. For debt securities the Company does not intend to sell or is not more likely than not required to sell, prior to expected recovery of amortized cost basis, the credit portion of the impairment is recognized through earnings, with a corresponding entry to an allowance for credit losses, and the noncredit portion is recognized through accumulated other comprehensive income.

financial statements.

Accounting Standards Not Yet Adopted

None

Note 2– Reclassifications –

Certain reclassifications may have been made to conform to the classifications adopted for reporting in 2023.2024. These reclassifications have no material effect on previously reported shareholders' equity or net income.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 3– Mergers and Acquisitions –

Waterstone, LSP, LLP

Texas Citizens Bancorp, Inc.

On March 1, 2022, January 31, 2024, the Company consummated the merger acquisition, through b1BANK, of Texas Citizens Bancorp, Inc. Waterstone LSP, LLC ("TCBI" Waterstone"), headquartered in Pasadena, Texas, with and into the Company, pursuant to the terms of that certain Agreement and Plan of Reorganization (the "Reorganization Agreement"), dated as of October 20, 2021, by and between the Company and TCBI (the "Merger"). Also on March 1, 2022, TCBI's wholly-owned banking subsidiary, Texas Citizens Bank, National Association, was merged with and into b1BANK. Pursuant to the terms of the Reorganization Agreement, upon Katy, Texas.Upon consummation of the Merger, acquisition, the Company issued 2,069,532 shares of its common stock paid $3.3 million in cash to the former shareholders owners of TCBI. At February 28, 2022, TCBI reported $534.2 million Waterstone.As part of the acquisition, the Company recorded $3.1 million in total assets, $349.5 million in loans and $477.2 million in deposits.

The following table reflects the consideration paid for TCBI's net assets and the identifiable assets purchased and liabilities assumed at their fair values as of March 1, 2022.

Cost and Allocation of Purchase Price for Texas Citizens Bancorp, Inc. (TCBI):

(Dollars in thousands, except per share data)

Purchase Price:		
Shares Issued to TCBI's Shareholders on March 1, 2022		2,069,532
Closing Stock Price on February 28, 2022	$	26.19
Total Stock Issued	$	54,201
Other Consideration, Including Equity Awards		842
Total Purchase Price	$	55,043
Net Assets Acquired:		
Cash and Cash Equivalents	$	163,460
Securities Available for Sale		370
Loans and Leases Receivable		338,027
Premises and Equipment, Net		2,776
Cash Value of Life Insurance		12,146
Core Deposit Intangible		3,875
Other Assets		14,731
Total Assets		535,385
Deposits		477,277
Borrowings		30,708
Other Liabilities		1,006
Total Liabilities		508,991
Net Assets Acquired		26,394
Goodwill Resulting from Merger	$	28,649

goodwill.

The Company has recorded approximately $173,000 $715,000 and $5.2 million $236,000 of acquisition-related costs within merger and conversion-related expenses and salaries and benefits for the nine three months ended September 30, 2023, March 31, 2024, and year ended December 31, 2022.

December 31, 2023, respectively.

The following is a description of the methods used to determine the fair values of significant assets acquired and liabilities assumed presented above.

Cash and Cash Equivalents: The carrying amount of these assets was a reasonable estimate of fair value based on the short-term nature of these assets.

Securities Available for Sale: Fair values for securities were based on quoted market prices, where available. If quoted market prices were not available, fair value estimates were based on observable inputs including quoted market prices for similar instruments, quoted market prices that were not in an active market or other inputs that were observable in the market. In the absence of observable inputs, fair value was estimated based on pricing models/estimations.

Loans and Leases Receivable: Fair values for loans were based on a discounted cash flow methodology that considered factors including, but not limited to, loan type, classification status, remaining term, prepayment speed, and current discount rates. The discount rates used for loans were based on current market rates for new originations of comparable loans and included adjustments for any liquidity concerns. The discount rate did not include an explicit factor for credit losses, as that was included within the estimated cash flows.

Core Deposit Intangible ("CDI"): The fair value for core deposit intangible assets was estimated based on a discounted cash flow methodology that gave appropriate consideration to expected customer attrition rates, net maintenance cost of the deposit base, including interest cost, and alternative cost of funds. The CDI is being amortized over 10 years based upon the period over which estimated economic benefits are estimated to be received.

Deposits: The fair values used for the demand and savings deposits, by definition, equal the amount payable on demand at the acquisition date. Fair values for time deposits were estimated using a discounted cash flow analysis, that applied interest rates currently being offered to the contractual interest rates on such time deposits.

Borrowings: Fair values for borrowings were based on estimated market rates over the remaining terms of the subordinated debt issuances.

Pro forma tables for TCBI were impractical to include due to the cost versus benefit of including such disclosures.

Note 4– Earnings per Common Share –

Basic earnings per share ("EPS") represents income available to common shareholders divided by the weighted average number of common shares outstanding; no dilution for any potentially convertible shares is included in the calculation. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. The potential common shares that may be issued by the Company relate to outstanding stock options and unvested restricted stock awards ("RSAs"), excluding any that were antidilutive. In addition, nonvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities and are included in the computation of EPS pursuant to the two-class two-class method.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in thousands, except per share data)			
Numerator:				
Net Income	$ 20,455	$ 13,800	$ 55,219	$ 36,288
Less: Preferred Stock Dividends	1,351	-	4,051	-
Net Income Available to Common Shares	$ 19,104	$ 13,800	$ 51,168	$ 36,288
Denominator:				
Weighted Average Common Shares Outstanding	25,111,548	22,468,939	25,064,856	21,990,273
Dilutive Effect of Stock Options and RSAs	177,112	181,701	217,052	173,679
Weighted Average Dilutive Common Shares	25,288,660	22,650,640	25,281,908	22,163,952

Basic Earnings Per Common Share From Net Income Available to Common Shares	$ 0.76	$ 0.61	$ 2.04	$ 1.65
Diluted Earnings Per Common Share From Net Income Available to Common Shares	$ 0.76	$ 0.61	$ 2.02	$ 1.64

	For the Three Months Ended March 31,	
	2024	2023
	(Dollars in thousands, except per share data)	
Numerator:		
Net Income	$ 13,570	$ 15,025
Less: Preferred Stock Dividends	1,350	1,350
Net Income Available to Common Shares	$ 12,220	$ 13,675
Denominator:		
Weighted Average Common Shares Outstanding	25,127,187	24,979,955
Dilutive Effect of Stock Options and RSAs	302,007	242,353
Weighted Average Dilutive Common Shares	25,429,194	25,222,308
Basic Earnings Per Common Share From Net Income Available to Common Shares	$ 0.49	$ 0.55
Diluted Earnings Per Common Share From Net Income Available to Common Shares	$ 0.48	$ 0.54

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 5– Securities –

The amortized cost and fair values of securities available for sale as of September 30, 2023, March 31, 2024, and December 31, 2022 December 31, 2023 are summarized as follows:

	September 30, 2023			
	(Dollars in thousands)			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury Securities	$ 32,704	$ -	$ 2,531	$ 30,173
U.S. Government Agencies	50,237	-	2,762	47,475
Corporate Securities	49,405	-	6,831	42,574
Mortgage-Backed Securities	497,388	-	65,676	431,712
Municipal Securities	338,764	1	40,995	297,770
Total Securities Available for Sale	$ 968,498	$ 1	$ 118,795	$ 849,704

	December 31, 2022 (Dollars in thousands)			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury Securities	$ 32,783	$ -	$ 2,668	$ 30,115
U.S. Government Agencies	50,288	-	2,916	47,372
Corporate Securities	48,475	25	2,496	46,004
Mortgage-Backed Securities	506,671	267	55,213	451,725
Municipal Securities	347,382	11	31,858	315,535
Total Securities Available for Sale	$ 985,599	$ 303	$ 95,151	$ 890,751

	March 31, 2024 (Dollars in thousands)			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury Securities	$ 17,676	$ -	$ 1,460	$ 16,216
U.S. Government Agencies	10,235	-	858	9,377
Corporate Securities	49,453	12	5,292	44,173
Mortgage-Backed Securities	563,406	446	52,235	511,617
Municipal Securities	322,956	62	31,498	291,520
Total Securities Available for Sale	$ 963,726	$ 520	$ 91,343	$ 872,903

	December 31, 2023 (Dollars in thousands)			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury Securities	$ 17,690	$ -	$ 1,451	$ 16,239
U.S. Government Agencies	10,258	-	848	9,410
Corporate Securities	49,609	-	5,770	43,839
Mortgage-Backed Securities	555,148	976	49,814	506,310
Municipal Securities	331,273	298	27,798	303,773
Total Securities Available for Sale	$ 963,978	$ 1,274	$ 85,681	$ 879,571

The following tables present a summary of securities with gross unrealized losses and fair values at September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, aggregated by investment category and length of time in a continued unrealized loss position.

	September 30, 2023 (Dollars in thousands)					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Treasury Securities	$ -	$ -	$ 30,173	$ 2,531	$ 30,173	$ 2,531

U.S. Government Agencies	-	-	47,475	2,762	47,475	2,762
Corporate Securities	18,896	3,012	23,678	3,819	42,574	6,831
Mortgage-Backed Securities	33,496	2,461	388,178	63,215	421,674	65,676
Municipal Securities	49,404	4,980	246,136	36,015	295,540	40,995
Total Securities Available for Sale	$ 101,796	$ 10,453	$ 735,640	$ 108,342	$ 837,436	$ 118,795

	December 31, 2022					
	Less Than 12 Months		12 Months or Greater		Total	
	(Dollars in thousands)					
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Treasury Securities	$ 9,702	$ 374	$ 20,413	$ 2,294	$ 30,115	$ 2,668
U.S. Government Agencies	24,405	595	22,967	2,321	47,372	2,916
Corporate Securities	19,564	1,359	6,385	1,137	25,949	2,496
Mortgage-Backed Securities	115,692	7,473	324,043	47,740	439,735	55,213
Municipal Securities	143,035	10,206	131,944	21,652	274,979	31,858
Total Securities Available for Sale	$ 312,398	$ 20,007	$ 505,752	$ 75,144	$ 818,150	$ 95,151

Due to the nature of these investments and current prevailing market prices, these unrealized losses are considered non-credit related.

	March 31, 2024					
	Less Than 12 Months		12 Months or Greater		Total	
	(Dollars in thousands)					
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Treasury Securities	$ -	$ -	$ 16,216	$ 1,460	$ 16,216	$ 1,460
U.S. Government Agencies	-	-	9,377	858	9,377	858
Corporate Securities	7,675	218	35,458	5,074	43,133	5,292
Mortgage-Backed Securities	112,492	1,025	375,877	51,210	488,369	52,235
Municipal Securities	19,761	193	261,986	31,305	281,747	31,498
Total Securities Available for Sale	$ 139,928	$ 1,436	$ 698,914	$ 89,907	$ 838,842	$ 91,343

	December 31, 2023					
	Less Than 12 Months		12 Months or Greater		Total	
	(Dollars in thousands)					
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. Treasury Securities	$ -	$ -	$ 16,239	$ 1,451	$ 16,239	$ 1,451
U.S. Government Agencies	-	-	9,410	848	9,410	848

Corporate Securities		7,529		362		36,106		5,408		43,635		5,770
Mortgage-Backed Securities		21,436		895		375,891		48,919		397,327		49,814
Municipal Securities		8,013		63		270,467		27,735		278,480		27,798
Total Securities Available for Sale	$	36,978	$	1,320	$	708,113	$	84,361	$	745,091	$	85,681

As of September 30,2023,March 31, 2024, and December 31, 2023, respectively, no allowance for credit losses was recognized on available for sale securities in an unrealized loss position as management does not believe any of the securities are impaired due to credit quality. This determination is based on the Company's analysis of the underlying risk characteristics including credit ratings, historical loss experience, and other qualitative factors. Further, the securities continue to make principal and interest payments under their contractual terms and management does not have the intent to sell any of the securities and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of amortized cost basis. Therefore, the Company has determined the unrealized losses are due to changes in market interest rates compared to rates when the securities were acquired.

For the period ended December 31, 2022, management evaluated securities for other than temporary impairment. Consideration was given to the extent and length of time the fair value had been below cost, the reasons for the decline in value, and the Company's intent to sell a security or whether it was more likely than not that the Company would be required to sell the security before the recovery of its amortized cost. The Company utilized a process to identify securities that could potentially have a credit impairment that was other than temporary. The process involved evaluating each security for impairment by monitoring credit performance, collateral type, collateral geography, loan-to-value ratios, credit scores, loss severity levels, pricing levels, downgrades by rating agencies, cash flow projections and other factors as indicators of potential credit issues. The Company determined no other than temporary impairment existed at December 31, 2022.

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BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The amortized cost and fair values of securities available for sale as of September 30, 2023, March 31, 2024, by contractual maturity are shown below. Actual maturities may differ from contractual maturities in mortgage-backed securities because the mortgages underlying the securities may be called or repaid without any penalties.

		Amortized Cost		Fair Value
		(Dollars in thousands)		
Less Than One Year	$	30,310	$	29,775
One to Five Years		238,059		219,241
Over Five to Ten Years		354,881		308,571
Over Ten Years		345,248		292,117
Total Securities Available for Sale	$	968,498	$	849,704

At September 30, 2023, the Company had pledged securities

		Amortized Cost		Fair Value
		(Dollars in thousands)		
Less Than One Year	$	24,719	$	24,324
One to Five Years		181,104		168,917
Over Five to Ten Years		377,532		341,398
Over Ten Years		380,371		338,264
Total Securities Available for Sale	$	963,726	$	872,903

Securities available for sale with a fair value of $368.1 million against our $612.2 million and $629.7 million, were pledged as collateral on public deposit deposits and repurchase agreements, for other purposes as required or permitted by law as of March 31, 2024, and $375.6 million against our Bank Term Funding Program facility.

December 31, 2023, respectively.

At September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, accrued interest receivable on securities was $3.8 million $3.7 million and $4.4 million $4.7 million, respectively, and included within accrued interest receivable on the consolidated balance sheets.

Note 6– Loans and the Allowance for Loan Losses –

Loans receivable at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 are summarized as follows:

	September 30, 2023	December 31, 2022
	(Dollars in thousands)	
Real Estate Loans:		
Commercial	$ 2,128,855	$ 2,020,406
Construction	708,835	722,074
Residential	686,921	656,378
Total Real Estate Loans	3,524,611	3,398,858
Commercial	1,332,384	1,153,873
Consumer and Other	63,278	53,445
Total Loans Held for Investment	4,920,273	4,606,176
Less:		
Allowance for Loan Losses	(41,129)	(38,178
Net Loans	$ 4,879,144	$ 4,567,998

	March 31, 2024	December 31, 2023
	(Dollars in thousands)	
Real Estate Loans:		
Commercial	$ 2,215,889	$ 2,217,928
Construction	662,013	669,798
Residential	717,007	682,394
Total Real Estate Loans	3,594,909	3,570,120
Commercial	1,426,957	1,358,838
Consumer and Other	66,973	63,827
Total Loans Held for Investment	5,088,839	4,992,785
Less:		
Allowance for Loan Losses	(41,165)	(40,414)
Net Loans	$ 5,047,674	$ 4,952,371

The performing 1-41-4 family residential, multi-family residential, and commercial real estate, and commercial loans, are pledged, under a blanket lien, as collateral securing advances from the FHLB at September 30, 2023 March 31, 2024 and December 31, 2022. December 31, 2023. Commercial and agricultural loans are pledged against the Federal Reserve Banks' ("FRB") discount window as of September 30, 2023.

March 31, 2024, and December 31, 2023.

Net deferred loan origination fees were $12.8 million and $13.1 million $12.6 million at September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, respectively, and are netted in their respective loan categories above. In addition to loans issued in the normal course of business, the Company considers overdrafts on customer deposit accounts to be loans and reclassifies overdrafts as loans in its consolidated balance sheets. At September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, overdrafts of $1.2 million $4.5 million and $2.0 million $2.2 million, respectively, have been reclassified to loans.

The Bank is the lead lender on participations sold, without recourse, to other financial institutions which amounts are not included in the consolidated balance sheets. The unpaid principal balances of mortgages and other loans serviced for others were approximately $727.4 million $693.0 million and $683.3 million $723.5 million at September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, respectively. The Company had servicing rights of $1.3 million $928,000 and $1.7 million $1.1 million recorded as of September 30, 2023, March 31, 2024, and December 31, 2022, December 31, 2023, respectively, and is recorded within other assets.

The Bank grants loans and extensions of credit to individuals and a variety of businesses and corporations located in its general market areas throughout Louisiana and Texas. Management segregates the loan portfolio into portfolio segments which is defined as the level at which the Bank develops and documents a systematic method for determining its allowance for credit losses. The portfolio segments are segregated based on loan types and the underlying risk factors present in each loan type. Such risk factors are periodically reviewed by management and revised as deemed appropriate.

Portfolio Segments and Risk Factors

The loan portfolio is disaggregated into portfolio segments and then further disaggregated into classes for certain disclosures. GAAP defines a portfolio segment as the level at which an entity develops and documents a systematic method for determining its allowance for credit losses. A class is generally a disaggregation of a portfolio segment. The Company's loan portfolio segments are Real Estate, Commercial, and Consumer and Other. The classes and risk characteristics of each segment are discussed in more detail below. The segmentation and disaggregation of the portfolio is part of the ongoing credit monitoring process.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Real Estate Portfolio Segment

Real Estate: Commercial loans are extensions of credit secured by owner-occupied and non-owner-occupied collateral. Repayment is generally dependent on the successful operations of the property. General economic conditions may impact the performance of these types of loans, including fluctuations in the value of real estate, vacancy rates, and unemployment trends. Real estate commercial loans also include farmland loans that can be, or are, used for agricultural purposes. These loans are usually repaid through permanent financing, refinancing, cash flow from the borrower's ongoing operations, development of the property, or sale of the property.

Real Estate: Construction loans include loans to small-to-midsized businesses to construct owner-occupied properties, loans to developers of commercial real estate investment properties and residential developments and, to a lesser extent, loans to individual clients for construction of single-family homes in the Company's market areas. Risks associated with these loans include fluctuations in the value of real estate, project completion risk and changes in market trends. The Company is also exposed to risk based on the ability of the construction loan borrower to finance the loan or sell the property upon completion of the project, which may be affected by changes in secondary market terms and criteria for permanent financing since the time that the Company funded the loan.

Real Estate: Residential loans include first and second lien 1-41-4 family mortgage loans, as well as home equity lines of credit, in each case primarily on owner-occupied primary residences. The Company is exposed to risk based on fluctuations in the value of the real estate collateral securing the loan, as well as changes in the borrower's financial condition, which could be affected by numerous factors, including divorce, job loss, illness, or other personal hardship. Real estate residential loans also include multi-family residential loans originated to provide permanent financing for multi-family residential income producing properties. Repayment of these loans primarily relies on successful rental and management of the property.

Commercial Portfolio Segment

Commercial

Commercial loans include general commercial and industrial, or C&I, loans, including commercial lines of credit, working capital loans, term loans, equipment financing, asset acquisition, expansion, and development loans, borrowing base loans, letters of credit and other loan products, primarily in the Company's target markets that are underwritten based on the borrower's ability to service the debt from income. Commercial loan risk is derived from the expectation that such loans generally are serviced principally from the operations of the business, and those operations may not be successful. Any interruption or discontinuance of operating cash flows from the business, which may be influenced by events not under the control of the borrower such as economic events and changes in governmental regulations, could materially affect the ability of the borrower to repay the loan.

Consumer and Other Portfolio Segment

Consumer and other loans include a variety of loans to individuals for personal, family and household purposes, including secured and unsecured installment and term loans. The risk is based on changes in the borrower's financial condition, which could be affected by numerous factors, including divorce, job loss, illness or other personal hardship, and fluctuations in the value of the real estate or personal property securing the consumer loan, if any.

The following table sets forth, as of September 30, 2023, March 31, 2024, and December 31, 2023, the balance of the allowance for credit losses by loan portfolio segment. The allowance for credit losses allocated to each portfolio segment is not necessarily indicative of future losses in any particular portfolio segment and does not restrict the use of the allowance to absorb losses in other portfolio segments.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Allowance for Credit Losses and Recorded Investment in Loans Receivable

	September 30, 2023					
	(Dollars in thousands)					
	Real Estate: Commercial	Real Estate: Construction	Real Estate: Residential	Commercial	Consumer and Other	Total
Allowance for Loan Losses:						
Beginning Balance	$ 14,702	$ 5,768	$ 5,354	$ 11,721	$ 633	$ 38,178
Adoption of ASU 2016-13	4,823	933	(365)	(2,483)	(248)	2,660
Beginning Balance After Adoption	19,525	6,701	4,989	9,238	385	40,838
Charge-offs	(1,827)	(1)	(42)	(2,407)	(1,113)	(5,390
Recoveries	21	1	9	655	206	892
Provision	770	1,474	441	1,170	934	4,789
Ending Balance	$ 18,489	$ 8,175	$ 5,397	$ 8,656	$ 412	$ 41,129
Reserve for Unfunded Loan Commitments:						
Beginning Balance	$ 220	$ 137	$ 13	$ 229	$ 6	$ 605
Adoption of ASU 2016-13	116	2,113	190	657	121	3,197
Beginning Balance After Adoption	336	2,250	203	886	127	3,802
Provision	7	(556)	32	195	(103)	(425

Ending Balance	$ 343	$ 1,694	$ 235	$ 1,081	$ 24	$ 3,377
Total Allowance for Credit Losses	$ 18,832	$ 9,869	$ 5,632	$ 9,737	$ 436	$ 44,506

	March 31, 2024 (Dollars in thousands)					
	Real Estate: Commercial	Real Estate: Construction	Real Estate: Residential	Commercial	Consumer and Other	Total
Allowance for Loan Losses:						
Beginning Balance	$ 17,676	$ 6,596	$ 5,485	$ 10,424	$ 233	$ 40,414
Charge-offs	16	(49)	(71)	1	(430)	(533)
Recoveries	5	-	3	40	93	141
Provision (Recovery)	83	(58)	616	(98)	600	1,143
Ending Balance	$ 17,780	$ 6,489	$ 6,033	$ 10,367	$ 496	$ 41,165
Reserve for Unfunded Loan Commitments:						
Beginning Balance	$ 206	$ 1,546	$ 177	$ 1,372	$ 23	$ 3,324
Provision (Recovery)	57	(213)	(24)	209	14	43
Ending Balance	$ 263	$ 1,333	$ 153	$ 1,581	$ 37	$ 3,367
Total Allowance for Credit Losses	$ 18,043	$ 7,822	$ 6,186	$ 11,948	$ 533	$ 44,532

	December 31, 2023 (Dollars in thousands)					
	Real Estate: Commercial	Real Estate: Construction	Real Estate: Residential	Commercial	Consumer and Other	Total
Allowance for Loan Losses:						
Beginning Balance	$ 14,702	$ 5,768	$ 5,354	$ 11,721	$ 633	$ 38,178
Adoption of ASU 2016-13	4,823	933	(365)	(2,483)	(248)	2,660
Beginning Balance After Adoption	19,525	6,701	4,989	9,238	385	40,838
Charge-offs	(2,049)	(36)	(42)	(2,813)	(1,489)	(6,429)
Recoveries	26	1	18	672	327	1,044
Provision (Recovery)	174	(70)	520	3,327	1,010	4,961
Ending Balance	$ 17,676	$ 6,596	$ 5,485	$ 10,424	$ 233	$ 40,414
Reserve for Unfunded Loan Commitments:						
Beginning Balance	$ 220	$ 137	$ 13	$ 229	$ 6	$ 605
Adoption of ASU 2016-13	116	2,113	190	657	121	3,197
Beginning Balance After Adoption	336	2,250	203	886	127	3,802
Provision (Recovery)	(130)	(704)	(26)	486	(104)	(478)

Ending Balance	$ 206	$ 1,546	$ 177	$ 1,372	$ 23	$ 3,324
Total Allowance for Credit Losses	$ 17,882	$ 8,142	$ 5,662	$ 11,796	$ 256	$ 43,738

Included within the above allowance, in the tables above, are loans which management has individually evaluated to determine an allowance for credit losses. The following table summarizes, by segment, the loan balance and specific allowance allocation for those loans which have been individually evaluated.

	September 30, 2023		January 1, 2023	
	Loan Balance	Specific Allocations	Loan Balance	Specific Allocations
	(Dollars in thousands)			
Real Estate Loans:				
Commercial	$ 4,877	$ -	$ 3,008	$ 1,915
Construction	2,350	528	1,424	513
Residential	1,567	-	1,558	3
Total Real Estate Loans	8,794	528	5,990	2,431
Commercial	-	-	6,096	1,779
Consumer and Other	-	-	-	-
Total	$ 8,794	$ 528	$ 12,086	$ 4,210

	March 31, 2024		December 31, 2023	
	Loan Balance	Specific Allocations	Loan Balance	Specific Allocations
	(Dollars in thousands)			
Real Estate Loans:				
Commercial	$ 1,719	$ 38	$ 883	$ -
Construction	5,345	569	2,334	513
Residential	1,500	-	1,533	-
Total Real Estate Loans	8,564	607	4,750	513
Commercial	-	-	-	-
Consumer and Other	-	-	-	-
Total	$ 8,564	$ 607	$ 4,750	$ 513

The following table sets forth, as of December 31, 2022 (prior to the adoption of ASU 2016-13), the balance of the allowance for credit losses by portfolio segment, disaggregated by impairment methodology, which is then further segregated by amounts evaluated for impairment collectively and individually. The allowance for credit losses allocated to each portfolio segment is not necessarily indicative of future losses in any particular portfolio segment and does not restrict the use of the allowance to absorb losses in other portfolio segments.

	December 31, 2022
	(Dollars in thousands)

	Real Estate: Commercial	Real Estate: Construction	Real Estate: Residential	Commercial	Consumer and Other	Total
Allowance for Loan Losses:						
Beginning Balance	$ 10,515	$ 4,498	$ 4,565	$ 9,016	$ 518	$ 29,112
Charge-offs	(51)	(16)	(191)	(2,139)	(424)	(2,821
Recoveries	50	25	20	739	167	1,001
Provision	4,188	1,261	960	4,105	372	10,886
Ending Balance	$ 14,702	$ 5,768	$ 5,354	$ 11,721	$ 633	$ 38,178
Ending Balance:						
Individually Evaluated for Impairment	$ 59	$ 21	$ 99	$ 2,020	$ 15	$ 2,214
Collectively Evaluated for Impairment	$ 14,643	$ 5,747	$ 5,255	$ 9,701	$ 618	$ 35,964
Purchased Credit Impaired	$ -	$ -	$ -	$ -	$ -	$ -
Loans Receivable:						
Ending Balance	$ 2,020,406	$ 722,074	$ 656,378	$ 1,153,873	$ 53,445	$ 4,606,176
Ending Balance:						
Individually Evaluated for Impairment	$ 3,053	$ 992	$ 4,028	$ 6,442	$ 192	$ 14,707
Collectively Evaluated for Impairment	$ 1,989,831	$ 720,129	$ 637,195	$ 1,141,957	$ 52,570	$ 4,541,682
Purchased Credit Impaired	$ 27,522	$ 953	$ 15,155	$ 5,474	$ 683	$ 49,787

Credit Quality Indicators

We utilize a risk grading matrix to assign a risk grade to each of our commercial loans. Loans are graded on a scale of 10 to 80. Individual loan officers review updated financial information for all pass grade loans to reassess the risk grade, generally on at least an annual basis. When a loan has a risk grade of 60, it is still considered a pass grade loan; however, it is considered to be on management's "watch list," and subject to additional and more frequent monitoring by both the loan officer and senior credit and risk personnel. When a loan has a risk grade of 70 or higher, a special assets officer monitors the loan on an on-going basis.

The following table sets tables set forth the credit quality indicators, disaggregated by loan segment, as of September 30, 2023:

	September 30, 2023						
		Criticized					
	Pass (Risk Grade 10-45)	Special Mention (Risk Grade 50)	Substandard (Risk Grade 60)	Doubtful (Risk Grade 70)	Loss (Risk Grade 80)	Total	Current Period Charge-offs
	(Dollars in thousands)						
Real Estate: Commercial							
Originated in 2023	$ 165,134	$ -	$ 86	$ -	$ -	$ 165,220	$
Originated in 2022	733,458	1,699	-	-	-	735,157	
Originated in 2021	423,682	6,150	71	-	-	429,903	357
Originated in 2020	154,433	3,573	10	-	-	158,016	

Originated in 2019	148,044	9,774	382	937	-	159,137	1,447
Originated Prior to 2019	382,109	8,138	10,187	472	-	400,906	23
Revolving	80,333	-	183	-	-	80,516	-
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Real Estate: Commercial	$ 2,087,193	$ 29,334	$ 10,919	$ 1,409	$ -	$ 2,128,855	$ 1,827
Real Estate: Construction							
Originated in 2023	$ 105,036	$ -	$ -	$ -	$ -	$ 105,036	$ -
Originated in 2022	360,157	-	214	-	-	360,371	-
Originated in 2021	105,193	-	1,270	-	-	106,463	-
Originated in 2020	35,309	31	-	-	-	35,340	-
Originated in 2019	20,796	-	1,718	-	-	22,514	1
Originated Prior to 2019	21,460	421	351	345	-	22,577	-
Revolving	56,534	-	-	-	-	56,534	-
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Real Estate: Construction	$ 704,485	$ 452	$ 3,553	$ 345	$ -	$ 708,835	$ 1
Real Estate: Residential							
Originated in 2023	$ 52,118	$ 33	$ -	$ -	$ -	$ 52,151	$ -
Originated in 2022	173,486	435	275	15	-	174,211	-
Originated in 2021	108,118	-	715	-	-	108,833	11
Originated in 2020	70,187	386	652	63	-	71,288	1
Originated in 2019	60,872	124	944	123	-	62,063	22
Originated Prior to 2019	103,755	1,248	5,811	325	-	111,139	7
Revolving	106,827	-	389	-	-	107,216	1
Revolving Loans Converted to Term	20	-	-	-	-	20	-
Total Real Estate: Residential	$ 675,383	$ 2,226	$ 8,786	$ 526	$ -	$ 686,921	$ 42
Commercial							
Originated in 2023	$ 232,137	$ 278	$ 9	$ -	$ -	$ 232,424	$ -
Originated in 2022	282,674	272	897	-	-	283,843	97
Originated in 2021	148,156	5,599	913	16	-	154,684	15
Originated in 2020	57,448	4,064	1,004	44	-	62,560	27
Originated in 2019	34,623	544	707	250	-	36,124	1,453
Originated Prior to 2019	62,637	4,029	3,318	269	-	70,253	613
Revolving	489,138	2,953	377	28	-	492,496	202
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Commercial	$ 1,306,813	$ 17,739	$ 7,225	$ 607	$ -	$ 1,332,384	$ 2,407
Consumer and Other							
Originated in 2023	$ 9,230	$ -	$ -	$ -	$ -	$ 9,230	$ 8
Originated in 2022	8,157	-	46	-	-	8,203	28
Originated in 2021	4,241	-	54	-	-	4,295	25
Originated in 2020	2,199	-	94	-	-	2,293	11

Originated in 2019	2,525	-	46	-	-	2,571	18
Originated Prior to 2019	2,968	-	101	-	-	3,069	58
Revolving	33,331	-	162	-	-	33,493	965
Revolving Loans Converted to Term	124	-	-	-	-	124	
Total Consumer and Other	$ 62,775	$ -	$ 503	$ -	$ -	$ 63,278	$ 1,113
Total Loans	$ 4,836,649	$ 49,751	$ 30,986	$ 2,887	$ -	$ 4,920,273	$ 5,390

March 31, 2024, and December 31, 2023:

	March 31, 2024						
		Criticized					
	Pass (Risk Grade 10-45)	Special Mention (Risk Grade 50)	Substandard (Risk Grade 60)	Doubtful (Risk Grade 70)	Loss (Risk Grade 80)	Total	Current Period Charge-offs
	(Dollars in thousands)						
Real Estate: Commercial							
Originated in 2024	$ 59,026	$ -	$ -	$ -	$ -	$ 59,026	$ -
Originated in 2023	231,816	-	82	-	-	231,898	-
Originated in 2022	741,590	17,577	-	-	-	759,167	-
Originated in 2021	406,928	14,704	490	-	-	422,122	-
Originated in 2020	131,068	3,514	189	-	-	134,771	3
Originated Prior to 2020	513,710	10,803	2,591	1,235	-	528,339	(19)
Revolving	79,679	644	243	-	-	80,566	-
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Real Estate: Commercial	$ 2,163,817	$ 47,242	$ 3,595	$ 1,235	$ -	$ 2,215,889	$ (16)
Real Estate: Construction							
Originated in 2024	$ 34,427	$ -	$ -	$ -	$ -	$ 34,427	$ -
Originated in 2023	138,845	241	419	-	-	139,505	7
Originated in 2022	272,528	-	706	-	-	273,234	9
Originated in 2021	77,592	-	3,594	-	-	81,186	33
Originated in 2020	37,257	-	16	-	-	37,273	-
Originated Prior to 2020	32,672	444	2,284	345	-	35,745	-
Revolving	60,247	396	-	-	-	60,643	-
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Real Estate: Construction	$ 653,568	$ 1,081	$ 7,019	$ 345	$ -	$ 662,013	$ 49
Real Estate: Residential							
Originated in 2024	$ 19,660	$ -	$ 197	$ -	$ -	$ 19,857	$ -
Originated in 2023	72,599	-	25	-	-	72,624	-
Originated in 2022	196,817	338	403	13	-	197,571	-
Originated in 2021	96,888	-	729	-	-	97,617	-

Originated in 2020	67,233	386	501	52	-	68,172	2
Originated Prior to 2020	143,811	2,223	7,490	328	-	153,852	62
Revolving	106,580	-	444	-	-	107,024	7
Revolving Loans Converted to Term	290	-	-	-	-	290	-
Total Real Estate: Residential	$ 703,878	$ 2,947	$ 9,789	$ 393	$ -	$ 717,007	$ 71
Commercial							
Originated in 2024	$ 92,339	$ 203	$ 37	$ -	$ -	$ 92,579	$ -
Originated in 2023	284,207	1,675	49	-	-	285,931	3
Originated in 2022	258,119	1,043	1,476	-	-	260,638	-
Originated in 2021	124,903	2,297	4,261	16	-	131,477	16
Originated in 2020	46,538	224	901	-	-	47,663	39
Originated Prior to 2020	74,052	3,739	1,718	451	-	79,960	(59)
Revolving	524,442	2,724	1,515	28	-	528,709	-
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Commercial	$ 1,404,600	$ 11,905	$ 9,957	$ 495	$ -	$ 1,426,957	$ (1)
Consumer and Other							
Originated in 2024	$ 2,916	$ -	$ -	$ -	$ -	$ 2,916	$ -
Originated in 2023	8,931	-	56	-	-	8,987	1
Originated in 2022	6,465	-	17	-	-	6,482	13
Originated in 2021	2,852	-	52	-	-	2,904	4
Originated in 2020	1,533	-	79	-	-	1,612	29
Originated Prior to 2020	24,854	-	123	-	-	24,977	-
Revolving	18,835	-	260	-	-	19,095	383
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Consumer and Other	$ 66,386	$ -	$ 587	$ -	$ -	$ 66,973	$ 430
Total Loans	$ 4,992,249	$ 63,175	$ 30,947	$ 2,468	$ -	$ 5,088,839	$ 533

The following table sets forth the credit quality indicators, disaggregated by loan segment, as of December 31, 2022 (prior to the adoption of ASU 2016-13):

	December 31, 2022				
	Pass (Risk Grade 10-45)	Special Mention (Risk Grade 50)	Substandard (Risk Grade 60)	Doubtful (Risk Grade 70)	Total
			(Dollars in thousands)		
Real Estate Loans:					
Commercial	$ 1,972,611	$ 35,054	$ 10,478	$ 2,263	$ 2,020,406
Construction	716,071	3,496	2,157	350	722,074
Residential	643,763	3,780	7,925	910	656,378
Total Real Estate Loans	3,332,445	42,330	20,560	3,523	3,398,858
Commercial	1,137,555	6,646	6,960	2,712	1,153,873
Consumer and Other	53,041	-	404	-	53,445
Total	$ 4,523,041	$ 48,976	$ 27,924	$ 6,235	$ 4,606,176

	December 31, 2023						
		Criticized					
	Pass (Risk Grade 10-45)	Special Mention (Risk Grade 50)	Substandard (Risk Grade 60)	Doubtful (Risk Grade 70)	Loss (Risk Grade 80)	Total	Current Period Charge-offs
	(Dollars in thousands)						
Real Estate: Commercial							
Originated in 2023	$ 228,902	$ -	$ 84	$ -	$ -	$ 228,986	$ -
Originated in 2022	751,649	1,909	-	-	-	753,558	-
Originated in 2021	427,269	6,103	492	-	-	433,864	357
Originated in 2020	151,848	3,551	8	-	-	155,407	-
Originated in 2019	149,946	5,556	372	932	-	156,806	1,447
Originated Prior to 2019	379,503	1,313	7,970	335	-	389,121	245
Revolving	99,723	226	237	-	-	100,186	-
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Real Estate: Commercial	$ 2,188,840	$ 18,658	$ 9,163	$ 1,267	$ -	$ 2,217,928	$ 2,049
Real Estate: Construction							
Originated in 2023	$ 131,617	$ -	$ -	$ -	$ -	$ 131,617	$ -
Originated in 2023	322,032	647	62	-	-	322,741	-
Originated in 2021	85,438	2,601	1,229	-	-	89,268	-
Originated in 2020	22,515	31	16	-	-	22,562	-
Originated in 2019	19,402	-	1,675	-	-	21,077	1
Originated Prior to 2019	20,180	413	588	345	-	21,526	35
Revolving	60,612	395	-	-	-	61,007	-
Revolving Loans Converted to Term	-	-	-	-	-	-	-
Total Real Estate: Construction	$ 661,796	$ 4,087	$ 3,570	$ 345	$ -	$ 669,798	$ 36
Real Estate: Residential							
Originated in 2023	$ 76,662	$ -	$ -	$ -	$ -	$ 76,662	$ -
Originated in 2022	170,229	433	410	14	-	171,086	-
Originated in 2021	98,329	-	708	-	-	99,037	11
Originated in 2020	68,281	386	520	57	-	69,244	1
Originated in 2019	54,902	1,112	1,061	119	-	57,194	22
Originated Prior to 2019	97,716	1,230	6,000	299	-	105,245	7
Revolving	103,252	-	654	-	-	103,906	1
Revolving Loans Converted to Term	20	-	-	-	-	20	-
Total Real Estate: Residential	$ 669,391	$ 3,161	$ 9,353	$ 489	$ -	$ 682,394	$ 42
Commercial							
Originated in 2023	$ 303,160	$ 1,439	$ 709	$ -	$ -	$ 305,308	$ -
Originated in 2022	267,678	698	1,196	-	-	269,572	247
Originated in 2021	136,291	5,483	928	16	-	142,718	25
Originated in 2020	48,990	448	921	42	-	50,401	49
Originated in 2019	21,137	584	640	231	-	22,592	1,632
Originated Prior to 2019	61,166	3,843	341	251	-	65,601	658
Revolving	499,642	2,128	573	28	-	502,371	202
Revolving Loans Converted to Term	275	-	-	-	-	275	-

Total Commercial	$ 1,338,339	$ 14,623	$ 5,308	$ 568	$ -	$ 1,358,838	$ 2,813
Consumer and Other							
Originated in 2023	$ 11,245	$ -	$ -	$ -	$ -	$ 11,245	$ 8
Originated in 2022	7,219	-	27	-	-	7,246	78
Originated in 2021	3,372	-	55	-	-	3,427	29
Originated in 2020	1,850	-	88	-	-	1,938	11
Originated in 2019	2,359	-	40	-	-	2,399	18
Originated Prior to 2019	18,280	-	92	-	-	18,372	61
Revolving	18,814	100	160	-	-	19,074	1,284
Revolving Loans Converted to Term	126	-	-	-	-	126	-
Total Consumer and Other	$ 63,265	$ 100	$ 462	$ -	$ -	$ 63,827	$ 1,489
Total Loans	$ 4,921,631	$ 40,629	$ 27,856	$ 2,669	$ -	$ 4,992,785	$ 6,429

The above classifications follow regulatory guidelines and can generally be described as follows:

- Pass loans are of satisfactory quality.
- Special mention loans have an existing weakness that could cause future impairment, including the deterioration of financial ratios, past due status, questionable management capabilities and possible reduction in the collateral values.
- Substandard loans have an existing specific and well-defined weakness that may include poor liquidity and deterioration of financial ratios. The loan may be past due and related deposit accounts experiencing overdrafts. Immediate corrective action is necessary.
- Doubtful loans have specific weaknesses that are severe enough to make collection or liquidation in full highly questionable and improbable.

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- Doubtful loans have specific weaknesses that are severe enough to make collection or liquidation in full highly questionable and improbable.

As of September 30, 2023, March 31, 2024, and December 31, 2022, December 31, 2023, loan balances outstanding more than 90 days past due and still accruing interest amounted to $247,000 $855,000 and $335,000, $127,000, respectively. As of September 30, 2023, March 31, 2024, and December 31, 2022, December 31, 2023, loan balances outstanding on nonaccrual status amounted to $16.0 million $20.8 million and $11.1 million $16.9 million, respectively. The Bank considers all loans more than 90 days past due as nonperforming loans.

The following tables provide an analysis of the aging of loans and leases as of September 30, 2023, March 31, 2024, and December 31,2022. For the year ended December 31, 2022, past due and nonaccrual loan amounts exclude acquired impaired loans, even if contractually past due or if the Company does not expect to receive payment in full, as prior to the adoption of CECL, the Company accreted interest income over the expected life of the loans. With the adoption of CECL and deconstruction of acquired impaired accounting, those amounts are no longer excluded for the period ended September 30, 2023. December 31, 2023. All loans greater than 90 days past due are generally placed on nonaccrual status.

Aged Analysis of Past Due Loans Receivable

	March 31, 2024
	(Dollars in thousands)

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans Receivable	Recorded Investment Over 90 Days Past Due and Still Accruing
Real Estate Loans:							
Commercial	$ 1,071	$ 10,932	$ 2,901	$ 14,904	$ 2,200,985	$ 2,215,889	$ 662
Construction	12	594	5,811	6,417	655,596	662,013	-
Residential	1,724	946	4,556	7,226	709,781	717,007	123
Total Real Estate Loans	2,807	12,472	13,268	28,547	3,566,362	3,594,909	785
Commercial	2,239	909	3,277	6,425	1,420,532	1,426,957	70
Consumer and Other	247	34	470	751	66,222	66,973	-
Total	$ 5,293	$ 13,415	$ 17,015	$ 35,723	$ 5,053,116	$ 5,088,839	$ 855

Aged Analysis of Past Due Loans Receivable

	September 30, 2023 (Dollars in thousands)						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans Receivable	Recorded Investment Over 90 Days Past Due and Still Accruing
Real Estate Loans:							
Commercial	$ 468	$ 1,995	$ 3,739	$ 6,202	$ 2,122,653	$ 2,128,855	$ 127
Construction	365	624	2,993	3,982	704,853	708,835	117
Residential	2,237	324	4,115	6,676	680,245	686,921	-
Total Real Estate Loans	3,070	2,943	10,847	16,860	3,507,751	3,524,611	244
Commercial	4,678	420	1,241	6,339	1,326,045	1,332,384	-
Consumer and Other	276	59	210	545	62,733	63,278	3
Total	$ 8,024	$ 3,422	$ 12,298	$ 23,744	$ 4,896,529	$ 4,920,273	$ 247

	December 31, 2022 (Dollars in thousands)						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans Receivable	Recorded Investment Over 90 Days Past Due and Still Accruing
Real Estate Loans:							
Commercial	$ 1,491	$ 210	$ 1,681	$ 3,382	$ 2,017,024	$ 2,020,406	$ 98
Construction	320	41	638	999	721,075	722,074	-
Residential	1,590	423	1,781	3,794	652,584	656,378	-

Total Real Estate Loans	3,401	674	4,100	8,175	3,390,683	3,398,858	98
Commercial	1,183	1,934	2,186	5,303	1,148,570	1,153,873	222
Consumer and Other	295	28	182	505	52,940	53,445	15
Total	$ 4,879	$ 2,636	$ 6,468	$ 13,983	$ 4,592,193	$ 4,606,176	$ 335

	December 31, 2023 (Dollars in thousands)						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans Receivable	Recorded Investment Over 90 Days Past Due and Still Accruing
Real Estate Loans:							
Commercial	$ 240	$ 536	$ 2,954	$ 3,730	$ 2,214,198	$ 2,217,928	$ 44
Construction	279	1,320	3,198	4,797	665,001	669,798	-
Residential	1,792	1,207	4,058	7,057	675,337	682,394	20
Total Real Estate Loans	2,311	3,063	10,210	15,584	3,554,536	3,570,120	64
Commercial	1,101	71	1,622	2,794	1,356,044	1,358,838	52
Consumer and Other	280	252	188	720	63,107	63,827	11
Total	$ 3,692	$ 3,386	$ 12,020	$ 19,098	$ 4,973,687	$ 4,992,785	$ 127

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Upon adoption of ASU 2016-13, the Company eliminated the pooling of purchased impaired credit loans. As a result, $7.0 million of purchased credit deterioration loans were recognized as non-accrual loans as of January 1, 2023. The following table presents non-accrual loans by segment as of September 30, 2023, January 1, 2023, March 31, 2024, and December 31, 2022, December 31, 2023, respectively.

	September 30, 2023	January 1, 2023	December 31, 2022
		(Dollars in thousands)	
Real Estate Loans:			
Commercial	$ 4,009	$ 5,847	$ 2,644
Construction	3,161	2,421	992
Residential	7,277	6,518	4,080
Total Real Estate Loans	14,447	14,786	7,716
Commercial	1,338	3,045	3,150
Consumer and Other	244	257	188
Total	$ 16,029	$ 18,088	$ 11,054

	March 31, 2024	December 31, 2023
	(Dollars in thousands)	
Real Estate Loans:		
Commercial	$ 2,523	$ 3,280
Construction	6,790	3,543
Residential	7,653	7,352
Total Real Estate Loans	16,966	14,175

Commercial		3,297		2,395
Consumer and Other		515		373
Total	$	20,778	$	16,943

The Bank seeks to assist customers that are experiencing financial difficulty by renegotiating loans within lending regulations and guidelines.The Bank makes loan modifications, primarily utilizing internal renegotiation programs via direct customer contact, that manage customers' debt exposures held only by the Bank.Additionally, the Bank makes loan modifications with customers who have elected to work with external renegotiation agencies and these modifications provide solutions to customers' entire unsecured debt structures.During the periods ended March 31, 2024, and December 31, 2023, the concessions granted to certain borrowers included extending the payment due dates and offering below market contractual interest rates, and were not significant to the consolidated financial statement

Accrued interest receivable of $4.5 million $3.9 million and $5.4 million $4.2 million was outstanding as of September 30, 2023, March 31, 2024, and December 31, 2022, December 31, 2023, respectively, for all loan deferrals, primarily attributable to the COVID-19COVID-19 pandemic and, to a much lesser extent, hurricanes which occurred in 2020 and 2021. These loans are no longer within their deferral periods. The accrued interest on the loans is due at their maturity.

At September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, accrued interest receivable on loans was $24.3 million $25.6 million and $21.2 million $25.2 million, respectively, and included within accrued interest receivable on the consolidated balance sheets.

Note 7– Long Term Debt –

On March 1, 2022, March 1, 2022, the Company assumed, in connection with the TCBI acquisition, three tranches of subordinated debt with an aggregate principal balance outstanding of $26.4 million. One tranche in the amount of $10.0 million bears an adjustable interest rate, based on a benchmark rate plus 350 basis points, until maturity on April 11, 2028. April 11, 2028. This tranche is currently redeemable at the Company's option. Another tranche in the amount of $7.5 million bears a fixed rate 6.38% until December 13, 2023, at which point the notes become redeemable at the Company's option, then will reset to a floating an adjustable interest rate, based on a benchmark rate plus 350 basis points, adjusting quarterly, until maturity on December 13, 2028. December 13, 2028. This tranche is currently redeemable at the Company's option. The third tranche in the amount of $8.9 million had an adjustable interest rate plus 595 basis points, based on a benchmark rate, until maturity on March 24, 2027. March 24, 2027. The $8.9 million tranche was called on May 1, 2023 May 1, 2023, by the Company and has been fully extinguished. The Company recognized a $1.5 million gain on the extinguishment of this debt during 2023. These notes carry carried an aggregate $1.0 million and $1.1 million fair value adjustment as of September 30, 2023.

March 31, 2024, and December 31, 2023, respectively.

Note 8– Bank Term Funding Program ("BTFP") –

On March 12, 2023, March 12, 2023, the Federal Reserve Board developed the BTFP, which offers offered loans to banks with a term of up to one year. The loans are were secured by pledging the banks' U.S. treasuries, agency securities, agency mortgage-backed securities, and any other qualifying assets. These pledged securities will be were valued at par for collateral purposes. The Bank participated in the BTFP and had outstanding debt of $300.0 million at December 31, 2023. These loans bore a fixed rate of 4.38% and pledged securities totaling a fair value of $375.6 million matured on March 22, 2024, at September 30, 2023. The securities pledged had a collateral value of $413.2 million which time the Bank repaid them in full..

Note 9– Federal Home Loan Bank ("FHLB") Borrowings –

The Company had outstanding advances from the FHLB of $214.2 million $308.2 million and $410.1 million $211.2 million as of September 30, 2023, March 31, 2024, and December 31, 2022, December 31, 2023, respectively, consisting of:

One fixed rate loan with an original principal balance of $60.0 million. The loan was made in 2021 and the balance at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 was $38.3 million $32.3 million and $47.2 million $35.3 million, respectively, with interest at 0.89%. Principal and interest payments are due monthly and the loan matures in November 2026.

One fixed rate loan of $875,000 at both September 30, 2023, March 31, 2024, and December 31, 2022, December 31, 2023, that was acquired during the TCBI acquisition, with interest at 4.88% paid monthly. Principal is due at maturity in April 2025.

One fixed rate loan of $100.0 million at both September 30, 2023, and December 31, 2022, with interest at 3.53% paid monthly. Principal is due at maturity in October 2027. This advance has put options beginning in October 2023.

One fixed rate loan of $25.0 million at September 30, 2023, both March 31, 2024, and December 31, 2023, with interest at 4.89% paid monthly. Principal is due at maturity in July 2025.

One fixed rate loan of $25.0 million at September 30, 2023, both March 31, 2024, and December 31, 2023, with interest at 4.65% paid monthly. Principal is due at maturity in January 2026.

One fixed rate loan of $25.0 million at September 30, 2023, both March 31, 2024, and December 31, 2023, with interest at 4.56% paid monthly. Principal is due at maturity in July 2026.

One short term, seven-day, fixed rate loan of $262.0 million $25.0 million at December 31, 2022, both March 31, 2024, and December 31, 2023, with interest at 4.55%. 4.13% paid monthly. Principal and interest was is due paid and renewed, at maturity in January 2023. October 2028. This loan was rolled into the $230.0 million short term, overnight, advance has put options beginning in October 2024.

One fixed rate loan outstanding of $25.0 million at both March 31, 2024, and December 31, 2023, with interest at 3.92% paid monthly. Principal is due at maturity in October 2030. This advance has put options beginning in October 2024.

One fixed rate loan of $25.0 million at both March 31, 2024, and December 31, 2023, with interest at 3.72%paid monthly. Principal is due at maturity in October 2033. This advance has put options beginning in October 2024.

One fixed rate loan of $25.0 million at both March 31, 2024, and December 31, 2023, with interest at 3.57% paid monthly. Principal is due at maturity in October 2033. This advance has put options beginning in October 2024.

One fixed rate loan of $25.0 million at March 31, 2024, with interest at 4.84% paid monthly. Principal is due at maturity in December 2026.

One fixed rate loan of $25.0 million at March 31, 2024, with interest at 4.78% paid monthly. Principal is due at maturity in September 2027.

One fixed rate loan of $25.0 million at March 31, 2024, with interest at 4.73% paid monthly. Principal is due at maturity in March 31, 2023, which was 2028.

One fixed rate loan of $25.0 million at March 31, 2024, with interest at 4.69% paid off during the second quarter of 2023.

monthly. Principal is due at maturity in September 2028.

The Company had an additional $1.6 billion $1.2 billion remaining on the FHLB line availability at September 30, 2023.

27March 31, 2024.

BUSINESS FIRST BANCSHARES, INC. AND SUBSIDIARIES

Note 10– Leases –

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 10– Leases –

The Bank leases certain branch offices through non-cancelable operating leases with terms that range from one to ten years and contain various renewal options for certain of the leases. Certain leases provide for increases in minimum monthly rental payments as defined by the lease agreement. Rental expense under these agreements was $4.2 million $1.5 million and $3.6 million $1.4 million for the ninethree months ended September 30, March 31, 2024, and 2023,and 2022, respectively. At September 30, 2023, March 31, 2024, the Company had a weighted average lease term of 6.0 6.3 years and a weighted average discount rate of 2.94% 3.28%.

<u>Future minimum lease payments under these leases are as follows:</u>

		(Dollars in thousan
October 1, 2023 through September 30, 2024	$	3
October 1, 2024 through September 30, 2025		3
October 1, 2025 through September 30, 2026		2
October 1, 2026 through September 30, 2027		2
October 1, 2027 through September 30, 2028		2
October 1, 2028 and Thereafter		4
Total Future Minimum Lease Payments		18
Less Imputed Interest		(1
Present Value of Lease Liabilities	$	16

		(Dollars in thousands)
April 1, 2024 through December 31, 2024	$	3,432
January 1, 2025 through December 31, 2025		3,777
January 1, 2026 through December 31, 2026		3,558
January 1, 2027 through December 31, 2027		3,449
January 1, 2028 through December 31, 2028		3,153
January 1, 2029 and Thereafter		5,624
Total Future Minimum Lease Payments		22,993
Less Imputed Interest		(2,350)
Present Value of Lease Liabilities	$	20,643

Note 11– Commitments and Contingencies –

In the normal course of business, the Bank is a party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby and commercial letters of credit which are not included in the accompanying financial statements. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet.

The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby and commercial letters of credit is represented by the contractual amount of those instruments. The Bank's policy for obtaining collateral, and the nature of such collateral, is essentially the same as that involved in making commitments to extend credit. The Bank uses the same credit policies in making such commitments and conditional obligations as it does for instruments that are included in the balance sheet. In the normal course of business, the Bank has made commitments to extend credit of approximately $1.2 billion at both March 31, 2024, and $1.3 billion December 31, 2023, and standby and commercial letters of credit of approximately $46.5 million $48.9 million and $45.6 million $45.2 million at September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, respectively. As discussed in Note 6, we have a reserve for unfunded loan commitments of $3.4 million and $605,000 $3.3 million at September 30, 2023 March 31, 2024 and December 31, 2022, December 31, 2023, respectively.

In the normal course of business, the Bank is involved in various legal proceedings. In the opinion of management and counsel, the disposition or ultimate resolution of such proceedings would not have a material adverse effect on the Bank's financial statements.

Note 12– Preferred Stock –

On September 1, 2022, the Company entered into a securities purchase agreement with certain investors pursuant to which the Company offered and sold shares of its 7.50% fixed-to-floating rate non-cumulative perpetual preferred stock, with no par value, for an aggregate purchase price of $72.0 million.

Holders of the preferred stock will be entitled to receive, if, when, and as declared by the Company’s board of directors, non-cumulative cash dividends at a rate of 7.50% per share for the firstfive years following issuance and thereafter at a variable rate equal to the then current 3-month secured overnight financing rate (“SOFR”), reset quarterly, plus 470 basis points. The preferred stock has a perpetual term and may not be redeemed, except under certain circumstances, under the firstfive years of issuance. The preferred stock is non-convertible and dividends equivalent to $56.25 per share and $18.75 per share were paid during the nine months ended September 30, 2023, and the year ended December 31, 2022, respectively.

Note 13–12– Fair Value of Financial Instruments –

Fair Value Disclosures

The Company groups its financial assets and liabilities measured at fair value in three levels. Fair value should be based on the assumptions market participants would use when pricing the asset or liability and establishes a fair value hierarchy that prioritizes the inputs used to develop those assumptions and measure fair value. The hierarchy requires companies to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 – Includes the most reliable sources and includes quoted prices in active markets for identical assets or liabilities.
- Level 2 – Includes observable inputs. Observable inputs include inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates) as well as inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).
- Level 3 – Includes unobservable inputs and should be used only when observable inputs are unavailable.

- Level 1 – Includes the most reliable sources and includes quoted prices in active markets for identical assets or liabilities.
- Level 2 – Includes observable inputs. Observable inputs include inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates) as well as inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).
- Level 3 – Includes unobservable inputs and should be used only when observable inputs are unavailable.

Recurring Basis

Fair values of investment securities available for sale were primarily measured using information from a third-party third-party pricing service. This pricing service provides information by utilizing evaluated pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers, and reference data from market research publications.

The fair values of mortgage loans held for sale are based on commitments on hand from investors within the secondary market for loans with similar characteristics.

The following tables present the balance of assets and liabilities measured on a recurring basis as of September 30, 2023, March 31, 2024, and December 31, 2022. December 31, 2023. The Company did not record any liabilities at fair value for which measurement of the fair value was made on a recurring basis.

	Fair Value	Level 1	Level 2	Level 3
		(Dollars in thousands)		
March 31, 2024				
Available for Sale:				

U.S. Treasury Securities	$ 16,216	$ -	$ 16,216	$ -
U.S. Government Agency Securities	9,377	-	9,377	-
Corporate Securities	44,173	-	36,186	7,987
Mortgage-Backed Securities	511,617	-	511,617	-
Municipal Securities	291,520	-	265,213	26,307
Loans Held for Sale	77	-	77	-
Total	$ 872,980	$ -	$ 838,686	$ 34,294
December 31, 2023				
Available for Sale:				
U.S. Treasury Securities	$ 16,239	$ -	$ 16,239	$ -
U.S. Government Agency Securities	9,410	-	9,410	-
Corporate Securities	43,839	-	35,871	7,968
Mortgage-Backed Securities	506,310	-	506,310	-
Municipal Securities	303,773	-	282,926	20,847
Loans Held for Sale	835	-	835	-
Total	$ 880,406	$ -	$ 851,591	$ 28,815

The Company transferred $29.9 million of securities from Level 3 to Level 2reviews fair value measurement designation hierarchy classifications on a quarterly basis. Changes in the Company's ability to observe inputs to the valuation may cause reclassification of certain assets or liabilities within the fair value hierarchy.

The table below provides a reconciliation for the quarter ended September 30, 2023. Prior to 2023, the securities were not valued assets measured at fair value on a recurring basis using observable market data.

	Fair Value	Level 1	Level 2	Level 3
		(Dollars in thousands)		
September 30, 2023				
Available for Sale:				
U.S. Treasury Securities	$ 30,173	$ -	$ 30,173	$ -
U.S. Government Agency Securities	47,475	-	47,475	-
Corporate Securities	42,574	-	42,574	-
Mortgage-Backed Securities	431,712	-	431,712	-
Municipal Securities	297,770	-	297,770	-
Loans Held for Sale	652	-	652	-
Total	$ 850,356	$ -	$ 850,356	$ -
December 31, 2022				
Available for Sale:				
U.S. Treasury Securities	$ 30,115	$ -	$ 30,115	$ -

U.S. Government Agency Securities	47,372	-	47,372	-
Corporate Securities	46,004	-	27,004	19,000
Mortgage-Backed Securities	451,725	-	451,725	-
Municipal Securities	315,535	-	280,767	34,768
Loans Held for Sale	304	-	304	-
Total	$ 891,055	$ -	$ 837,287	$ 53,768

significant unobservable inputs, or Level 3 inputs, as of March 31, 2024, and December 31, 2023.

	Corporate Bonds	Municipal Securities
	(Dollars in thousands)	
Balance at December 31, 2022	$ 19,000	$ 34,768
Realized Gains (Losses) Included in Net Income	-	-
Unrealized Losses Included in Other Comprehensive Loss	(1,532)	(2,228)
Purchases	-	-
Sales	-	-
Maturities, Prepayments, and Calls	-	(1,798)
Transfers Into Level 3	-	-
Transfers Out of Level 3	(9,500)	(9,895)
Balance at December 31, 2023	7,968	20,847
Realized Gains (Losses) Included in Net Income	-	-
Unrealized Gains (Losses) Included in Other Comprehensive Loss	19	(3,398)
Purchases	-	9,938
Sales	-	-
Maturities, Prepayments, and Calls	-	(1,080)
Transfers Into Level 3	-	-
Transfers Out of Level 3	-	-
Balance at March 31, 2024	$ 7,987	$ 26,307

The following table provides quantitative information about significant unobservable inputs used in fair value measurements of Level 3 assets measured at fair value on a recurring basis at March 31, 2024.

	Estimated Fair Value	Valuation Technique	Unobservable Inputs	Range of Discounts
	(Dollars in thousands)			
March 31, 2024				
Corporate Securities	$ 7,987	Present Value of Expected Future Cash Flow Model	Liquidity Premium	2 %
Municipal Securities	26,307	Present Value of Expected Future Cash Flow Model	Liquidity Premium	1 %

Nonrecurring Basis

The Company has segregated all financial assets and liabilities that are measured at fair value on a nonrecurring basis into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date in the table below. The Company did not record any liabilities at fair value for which measurement of the fair value was made on a nonrecurring basis.

The fair value of the impaired individually evaluated loans is measured at the fair value of the collateral for collateral-dependent loans. Impaired Individually evaluated loans are Level 3 assets measured using appraisals from external parties of the collateral less any prior liens and adjusted for estimated selling costs. Adjustments may be made by management based on a customized internally developed discounting matrix. Repossessed assets are initially recorded at fair value less

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estimated cost to sell, which is generally 10%. The fair value of repossessed assets is based on property appraisals and an analysis of similar properties available. As such, the Bank records repossessed assets as Level 3.

	Fair Value	Level 1	Level 2	Level 3
	(Dollars in thousands)			
September 30, 2023				
Assets:				
Impaired Loans	$ 8,794	$ -	$ -	$ 8,794
Servicing Rights	2,216	-	2,216	-
Other Nonperforming Assets	1,558	-	-	1,558
Total	$ 12,568	$ -	$ 2,216	$ 10,352
December 31, 2022				
Assets:				
Impaired Loans	$ 16,816	$ -	$ -	$ 16,816
Servicing Rights	2,327	-	2,327	-
Other Nonperforming Assets	1,434	-	-	1,434
Total	$ 20,577	$ -	$ 2,327	$ 18,250

	Fair Value	Level 1	Level 2	Level 3
	(Dollars in thousands)			
March 31, 2024				
Assets:				
Individually Evaluated Loans	$ 8,564	$ -	$ -	$ 8,564
Other Nonperforming Assets	1,339	-	-	1,339
Total	$ 9,903	$ -	$ -	$ 9,903
December 31, 2023				
Assets:				
Individually Evaluated Loans	$ 4,750	$ -	$ -	$ 4,750
Other Nonperforming Assets	1,685	-	-	1,685
Total	$ 6,435	$ -	$ -	$ 6,435

Fair Value Financial Instruments

The fair value of a financial instrument instruments is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. In accordance with GAAP, certain financial instruments and all non-financial instruments are excluded from these disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and Short-Term Investments – For those short-term instruments, the carrying amount is a reasonable estimate of fair value.

Securities – Fair value of securities is based on quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans – The fair value for loans is estimated using discounted cash flow analyses, with interest rates currently being offered for similar loans to borrowers with similar credit rates. Loans with similar classifications are aggregated for purposes of the calculations. The allowance for credit loan losses, which was used to measure the credit risk, is subtracted from loans.

Cash Value of Bank-Owned Life Insurance ("BOLI") – The carrying amount approximates its fair value.

Other Equity Securities – The carrying amount approximates its fair value.

Deposits – The fair value of demand deposits and certain money market deposits is the amount payable at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using discounted cash flow analyses, with interest rates currently offered for deposits of similar remaining maturities.

Borrowings – The fair value of FHLB advances and other long-term borrowings is estimated using the rates currently offered for advances of similar maturities. The carrying amount of short-term borrowings maturing within ninety days approximates the fair value.

Commitments to Extend Credit and Standby and Commercial Letters of Credit – The fair values of commitments to extend credit and standby and commercial letters of credit do not differ significantly from the commitment amount and are therefore omitted from this disclosure.

The estimated approximate fair values of the Bank's financial instruments as of September 30, 2023, March 31, 2024, and December 31, 2022 December 31, 2023 are as follows:

	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
			(Dollars in thousands)		
September 30, 2023					
Financial Assets:					
Cash and Short-Term Investments	$ 388,077	$ 388,077	$ 388,077	$ -	$ -
Securities	849,704	849,704	-	849,704	-
Loans Held for Sale	652	652	-	652	-
Loans - Net	4,879,144	4,737,488	-	-	4,737,488
Servicing Rights	1,267	2,216	-	2,216	-
Cash Value of BOLI	95,906	95,906	-	95,906	-
Other Equity Securities	32,591	32,591	-	-	32,591
Total	$ 6,247,341	$ 6,106,634	$ 388,077	$ 948,478	$ 4,770,079

Financial Liabilities:					
Deposits	$ 5,190,723	$ 5,182,806	$ -	$ -	$ 5,182,806
Borrowings	642,486	615,349	-	615,349	-
Total	$ 5,833,209	$ 5,798,155	$ -	$ 615,349	$ 5,182,806
	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
			(Dollars in thousands)		
December 31, 2022					
Financial Assets:					
Cash and Short-Term Investments	$ 168,346	$ 168,346	$ 168,346	$ -	$ -
Securities	890,751	890,751	-	836,983	53,768
Loans Held for Sale	304	304	-	304	-
Loans - Net	4,567,998	4,443,577	-	-	4,443,577
Servicing Rights	1,712	2,327	-	2,327	-
Cash Value of BOLI	91,958	91,958	-	91,958	-
Other Equity Securities	37,467	37,467	-	-	37,467
Total	$ 5,758,536	$ 5,634,730	$ 168,346	$ 931,572	$ 4,534,812
Financial Liabilities:					
Deposits	$ 4,820,345	$ 4,810,263	$ -	$ -	$ 4,810,263
Borrowings	560,123	544,564	-	544,564	-
Total	$ 5,380,468	$ 5,354,827	$ -	$ 544,564	$ 4,810,263

	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
			(Dollars in thousands)		
March 31, 2024					
Financial Assets:					
Cash and Short-Term Investments	$ 397,198	$ 397,198	$ 397,198	$ -	$ -
Securities	872,903	872,903	-	838,609	34,294
Loans Held for Sale	77	77	-	77	-
Loans - Net	5,047,674	4,933,670	-	-	4,933,670
Cash Value of BOLI	100,056	100,056	-	100,056	-
Other Equity Securities	34,940	34,940	-	-	34,940
Total	$ 6,452,848	$ 6,338,844	$ 397,198	$ 938,742	$ 5,002,904
Financial Liabilities:					
Deposits	$ 5,572,750	$ 5,567,623	$ -	$ -	$ 5,567,623
Borrowings	430,346	408,524	-	408,524	-
Total	$ 6,003,096	$ 5,976,147	$ -	$ 408,524	$ 5,567,623

	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
			(Dollars in thousands)		
December 31, 2023					
Financial Assets:					
Cash and Short-Term Investments	$ 377,244	$ 377,244	$ 377,244	$ -	$ -
Securities	879,571	879,571	-	850,756	28,815
Loans Held for Sale	835	835	-	835	-
Loans - Net	4,952,371	4,849,503	-	-	4,849,503
Cash Value of BOLI	96,478	96,478	-	96,478	-
Other Equity Securities	33,942	33,942	-	-	33,942
Total	$ 6,340,441	$ 6,237,573	$ 377,244	$ 948,069	$ 4,912,260
Financial Liabilities:					
Deposits	$ 5,248,790	$ 5,243,326	$ -	$ -	$ 5,243,326
Borrowings	635,073	613,464	-	613,464	-
Total	$ 5,883,863	$ 5,856,790	$ -	$ 613,464	$ 5,243,326

Note 13– Subsequent Events –

On April 25, 2024, the Company and Oakwood Bancshares, Inc., a Texas corporation ("Oakwood"), entered into an Agreement and Plan of Reorganization, providing for the acquisition by the Company of Oakwood. Oakwood had approximately $843.0 million of total assets, including $732.0 million of deposits and $654.0 million of loans, as of December 31, 2023.

Item2.Management's Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

When we refer in this Form 10-Q to "we," "our," "us," the "Company" and "Business First," we are referring to Business First Bancshares, Inc. and its consolidated subsidiaries, including b1BANK, which we sometimes refer to as "the Bank," unless the context indicates otherwise.

The information contained in this Form 10-Q is accurate only as of the date of this form and the dates specified herein.

All statements other than statements of historical fact contained in this Quarterly Report on Form 10-Q (this "Report") and other periodic reports filed by the Company, and other written or oral statements made by us or on our behalf, are "forward-looking statements," as defined by (and subject to the "safe harbor" protections under) the federal securities laws. These forward-looking statements include statements that reflect the current views of our senior management with respect to our financial performance and future events with respect to our business and the banking industry in general. These statements are often, but not always, made through the use of words or phrases such as "may," "should," "could," "predict," "potential," "believe," "will likely result," "expect," "will continue," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would" and "outlook," and similar expressions of a future or forward-looking nature. These statements involve estimates, assumptions, and risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements.

We believe these factors include, but are not limited to, the following:

- risks related to the integration of any other acquired businesses, including exposure to potential asset quality and credit quality risks and unknown or contingent liabilities, risks related to entering a new geographic market, the time and costs associated with integrating systems, technology platforms, procedures and personnel, the ability to retain key employees and maintain relationships with significant customers, the need for additional capital to finance such transactions, and possible failures in realizing the anticipated benefits from acquisitions;

- changes in the strength of the United States ("U.S.") economy in general and the local economy in our local market areas adversely affecting our customers and their ability to transact profitable business with us, including the ability of our borrowers to repay their loans according to their terms or a change in the value of the related collateral;
- economic risks posed by our geographic concentration in Louisiana, the Dallas/Fort Worth metroplex and Houston;
- the ability to sustain and continue our organic loan and deposit growth, and manage that growth effectively;
- market declines in industries to which we have exposure, such as the volatility in oil prices and downturn in the energy industry that impact certain of our borrowers and investments that operate within, or are backed by collateral associated with, the energy industry;
- volatility and direction of interest rates and market prices, which could reduce our net interest margins, asset valuations and expense expectations;
- interest rate risk associated with our business;
- changes in the levels of loan prepayments and the resulting effects on the value of our loan portfolio;
- increased competition in the financial services industry, particularly from regional and national institutions and emerging non-bank competitors;
- increased credit risk in our assets and increased operating risk caused by a material change in commercial, consumer and/or real estate loans as a percentage of our total loan portfolio;
- changes in the value of collateral securing our loans;
- deteriorating asset quality and higher loan charge-offs, and the time and effort required to resolve problem assets;
- the failure of assumptions underlying the establishment of and provisions made to our allowance for credit losses;
- changes in the availability of funds resulting in increased costs or reduced liquidity;

- risks related to the integration of any other acquired businesses, including exposure to potential asset quality and credit quality risks and unknown or contingent liabilities, risks related to entering a new geographic market, the time and costs associated with integrating systems, technology platforms, procedures and personnel, the ability to retain key employees and maintain relationships with significant customers, the need for additional capital to finance such transactions, and possible failures in realizing the anticipated benefits from acquisitions;
- changes in the strength of the United States ("U.S.") economy in general and the local economy in our local market areas adversely affecting our customers and their ability to transact profitable business with us, including the ability of our borrowers to repay their loans according to their terms or a change in the value of the related collateral;
- economic risks posed by our geographic concentration in Louisiana, the Dallas/Fort Worth metroplex and Houston;
- the ability to sustain and continue our organic loan and deposit growth, and manage that growth effectively;
- market declines in industries to which we have exposure, such as the volatility in oil prices and downturn in the energy industry that impact certain of our borrowers and investments that operate within, or are backed by collateral associated with, the energy industry;
- volatility and direction of interest rates and market prices, which could reduce our net interest margins, asset valuations and expense expectations;
- interest rate risk associated with our business;
- changes in the levels of loan prepayments and the resulting effects on the value of our loan portfolio;
- increased competition in the financial services industry, particularly from regional and national institutions and emerging non-bank competitors;
- increased credit risk in our assets and increased operating risk caused by a material change in commercial, consumer and/or real estate loans as a percentage of our total loan portfolio;

- changes in the value of collateral securing our loans;

- deteriorating asset quality and higher loan charge-offs, and the time and effort required to resolve problem assets;
- the failure of assumptions underlying the establishment of and provisions made to our allowance for credit losses;
  - our ability to maintain important deposit customer relationships and our reputation;
  - a determination or downgrade in the credit quality and credit agency ratings of the securities in our securities portfolio;
  - increased asset levels and changes in the composition of assets and the resulting impact on our capital levels and regulatory capital ratios;
  - our ability to prudently manage our growth and execute our strategy;
  - risks associated with our acquisition and de novo branching strategy;
  - the loss of senior management or operating personnel and the potential inability to hire qualified personnel at reasonable compensation levels;
  - legislative or regulatory developments, including changes in the laws, regulations, interpretations or policies relating to financial institutions, accounting, tax, trade, monetary and fiscal matters;
  - government intervention in the U.S. financial system;
  - changes in statutes and government regulations or their interpretations applicable to us, including changes in tax requirements and tax rates;
  - natural disasters and adverse weather, acts of terrorism, an outbreak of hostilities or other international or domestic calamities, epidemics and pandemics such as coronavirus, and other matters beyond our control; and
  - other risks and uncertainties listed from time to time in our reports and documents filed with the U.S. Securities and Exchange Commission ("SEC").
- changes in the availability of funds resulting in increased costs or reduced liquidity;
- our ability to maintain important deposit customer relationships and our reputation;
- a determination or downgrade in the credit quality and credit agency ratings of the securities in our securities portfolio;
- increased asset levels and changes in the composition of assets and the resulting impact on our capital levels and regulatory capital ratios;
- our ability to prudently manage our growth and execute our strategy;
- risks associated with our acquisition and de novo branching strategy;
- the loss of senior management or operating personnel and the potential inability to hire qualified personnel at reasonable compensation levels;
- legislative or regulatory developments, including changes in the laws, regulations, interpretations or policies relating to financial institutions, accounting, tax, trade, monetary and fiscal matters;
- government intervention in the U.S. financial system;
- changes in statutes and government regulations or their interpretations applicable to us, including changes in tax requirements and tax rates;
- natural disasters and adverse weather, acts of terrorism, an outbreak of hostilities or other international or domestic calamities, epidemics and pandemics such as coronavirus, and other matters beyond our control; and
- other risks and uncertainties listed from time to time in our reports and documents filed with the U.S. Securities and Exchange Commission ("SEC").

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this Report. Additional information on these and other risk factors can be found in Item 1A. "Risk Factors" of this Report and in Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, filed with the SEC.

In the event that one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made and we do not undertake any obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

MANAGEMENT'S MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF BUSINESS FIRST

The following discussion and analysis focuses on significant changes in the financial condition of Business First and its subsidiaries from December31, 2022 December 31, 2023 to September 30, 2023 March 31, 2024, and its results of operations for the three and nine months ended September30, 2023. March 31, 2024. This discussion and analysis is intended to highlight and supplement information presented elsewhere in this report and should be read in conjunction with (i) the accompanying unaudited consolidated financial statements and the notes thereto (the "Notes""Notes") and (ii) our Annual Report on Form 10-K for the year ended December 31, 2022December 31, 2023, including the audited consolidated financial statements and notes thereto, management's management's discussion and analysis, and the risk factor disclosures contained therein. This discussion and analysis contains forward-looking statements that are subject to certain risks and uncertainties and are based on certain assumptions that Business First believes are reasonable but may prove to be inaccurate. Certain risks, uncertainties and other factors, including those set forth under "Forward-Looking "Forward-Looking Statements,""Risk Factors" "Risk Factors" and elsewhere in this report, may cause actual results to differ materially from those projected results discussed in the forward-looking statements appearing in this discussion and analysis. Business First assumes no obligation to update any of these forward-looking statements.

Overview

We are a registered financial holding company headquartered in Baton Rouge, Louisiana. Through our wholly-owned subsidiary, b1BANK, a Louisiana state chartered bank, we provide a broad range of financial services tailored to meet the needs of small-to-midsized businesses and professionals. Since our inception in 2006, our priority has been and continues to be creating shareholder value through the establishment of an attractive commercial banking franchise in Louisiana and across our region. We consider our primary market to include the State of Louisiana, the Dallas/Fort Worth metroplex, and Houston. We currently operate out of banking centers and loan production offices across Louisiana and Texas. As of September 30, 2023 March 31, 2024, we had total assets of $6.5 billion $6.7 billion, total loans of $4.9 billion $5.1 billion, total deposits of $5.2 billion $5.6 billion, and total shareholders' equity of $604.4 million $649.0 million.

As a financial holding company operating through one reportable operating segment, community banking, we generate most of our revenues from interest income on loans, customer service and loan fees, and interest income from securities. We incur interest expense on deposits and other borrowed funds and noninterest expense, such as salaries and employee benefits and occupancy expenses. We analyze our ability to maximize income generated from interest-earning assets and expense of our liabilities through our net interest margin. Net interest margin is a ratio calculated as net interest income divided by average interest-earning assets. Net interest income is the difference between interest income on interest-earning assets, such as loans and securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings, which are used to fund those assets.

Changes in the market interest rates and the interest rates we earn on interest-earning assets or pay on interest-bearing liabilities, as well as the volume and types of interest-earning assets, interest-bearing and noninterest-bearing liabilities and shareholders' equity, are usually the largest drivers of periodic changes in net interest spread, net interest margin and net interest income. Fluctuations in market interest rates are driven by many factors, including governmental monetary policies, inflation, deflation, macroeconomic developments, changes in unemployment, the money supply, political and international conditions, and conditions in domestic and foreign financial markets. Periodic changes in the volume and types of loans in our loan portfolio are affected by, among other factors, economic and competitive conditions in our markets and across our region, as well as developments affecting the real estate, technology, financial services, insurance, transportation, manufacturing and energy sectors within our markets.

Other Developments

Acquisition of Texas Citizens Bancorp, Inc. ("TCBI")

On October 20, 2021, we entered into a definitive agreement to acquire TCBI, the parent bank holding company for Texas Citizens Bank, National Association, headquartered in Pasadena, Texas. The acquisition was consummated on March 1, 2022. At February 28, 2022, TCBI reported $534.2 million in total assets, $349.5 million in loans and $477.2 million in total deposits.

Preferred Stock Issuance

On September 1, 2022, we entered into a securities purchase agreement with certain investors pursuant to which we offered and sold shares of our 7.50% fixed-to-floating rate non-cumulative perpetual preferred stock, with no par value, for an aggregate purchase price of $72.0 million. The preferred stock was structured to qualify as additional Tier 1 capital under applicable regulatory capital guidelines. Holders of the preferred stock will be entitled to receive, if, when, and as declared by our board of directors (the "Board"), non-cumulative cash dividends at a rate of 7.50% for the first

five years following issuance and thereafter at a variable rate equal to the then current 3-month secured overnight financing rate ("SOFR"), reset quarterly, plus 470 basis points. The preferred stock has a perpetual term and may not be redeemed, except under certain circumstances, under the first five years of issuance.

Public Offering

On October 12, 2022, we entered into an underwriting agreement with Stephens, Inc., a representative of several underwriters, to issue and sell 2,500,000 shares of our common stock, $1.00 par value per share, in an underwritten public offering and a public offering price of $20.00 per share. After deducting underwriting discounts, commissions and offering expenses, the net proceeds of the offering was $47.2 million.

Bank Term Funding Program ("BTFP")

On March 12, 2023, the Federal Reserve developed the BTFP, which offers offered loans to banks with a term of up to one year. The loans are secured by pledging the banks' U.S. treasuries, agency securities, agency mortgage-backed securities, and any other qualifying assets. These pledged securities are were valued at par for collateral purposes. The Bank participated in the BTFP and pledged securities with a remaining par value of $413.2 million as of September 30, 2023. The Bank had outstanding BTFP debt of $300.0 million at September 30, 2023 December 31, 2023.

The loans bore a fixed rate of 4.38% and matured on March 22,2024, at which time we repaid them in full.

Federal Reserve Bank's Discount Window

On April 11, 2023, the Bank opened two new lines of credit for additional contingent liquidity, totaling $726.2 million and $1.0 billion as of September 30, 2023 March 31, 2024, and December 31, 2023, respectively, through the Federal Reserve discount window. The Bank has not yet drawn on either of the lines of credit as of the date of this report.

Sale of Leesville Banking Center

On August 31, 2023, we sold the Leesville banking center, located in Leesville, Louisiana, to Merchants & Farmers Bank & Trust Company headquartered in Leesville, Louisiana, in accordance with the Branch Purchase and Assumption Agreement dated May 11, 2023. We maintained the loan portfolio and transferred those loans to other nearby banking centers. The sale included total deposits of $16.3 million and a pre-tax gain of $932,000.

Changes $945,000.

Acquisition of Waterstone LSP, LLC ("Waterstone")

On January 31, 2024, we consummated the acquisition, through b1BANK, of Waterstone, headquartered in Critical Accounting Policies Katy, Texas. Waterstone offers community banks and Critical Accounting Estimates

Effective January 1, 2023, small businesses a range of SBA lending services including planning, pre-qualification, packaging, closing and disbursements, servicing, and liquidations. Upon consummation of the Company adopted ASU 2016-13, *Financial Instrument – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments* related acquisition, we paid $3.3 million in cash to the impairment former owners of financial instruments. This guidance, commonly referred to Waterstone.

Acquisition of Oakwood Bancshares, Inc. ("Oakwood")

On April 25, 2024, we, and Oakwood Bancshares, Inc. a Texas corporation ("Oakwood"), entererd into an Agreement and Plan of Reorganization, providing for the acquisition by us, of Oakwood. Oakwood had $843.0 million of total assets, including $732.0 million of deposits and $654.0 million of loans, as Current Expected Credit Loss ("CECL"), changes impairment recognition to a model that is based on expected losses rather than incurred losses. The allowance for credit losses is considered a critical accounting policy and a critical accounting estimate. The allowance for credit losses is established for current expected credit losses on the Company's loan portfolio, including unfunded credit commitments. Prior to January 1, 2023, the allowance for credit losses was established based on an incurred loss model. Upon the adoption of CECL, certain loan classification and segmentation categories were changed to align with the requirements of the standard and more effectively model the CECL estimate. The updated CECL segmentation is reflected in the disclosures beginning January 1, 2023, and prior period classifications have been adjusted to reflect CECL segmentations. Results from periods prior to January 1, 2023, are presented using the previously applicable GAAP. For more information see Note 1 and Note 6 to the consolidated financial statements contained in this report.

December 31, 2023.

Financial Highlights

The financial highlights as of and for the three and nine months ended September 30, 2023 March 31, 2024, include:

- **Total assets** of $6.5 billion, a $498.3 million, or 8.3%, increase from December 31, 2022.
- **Total loans held for investment** of $4.9 billion, a $314.1 million, or 6.8%, increase from December 31, 2022.
- **Total deposits** of $5.2 billion, a $370.4 million, or 7.7%, decrease from December 31, 2022.
- **Net income available to common shareholders** of $51.2 million for the nine months ended September 30, 2023, a $14.9 million, or 41.1%, increase from the nine months ended September 30, 2022.
- **Net interest income** of $161.4 million for the nine months ended September 30, 2023, an increase of $17.9 million, or 12.4%, from the nine months ended September 30, 2022.
- **Allowance for loan losses** of 0.84% of total loans held for investment, compared to 0.83% as of December 31, 2022, and a ratio of nonperforming loans to total loans held for investment of 0.33%, compared to 0.25% as of December 31, 2022.

- **Total assets** of $6.7 billion, a $111.0 million, or 1.7%, increase from December 31, 2023.
- **Total loans held for investment** of $5.1 billion, a $96.1 million, or 1.9%, increase from December 31, 2023.
- **Total deposits** of $5.6 billion, a $324.0 million, or 6.2%, increase from December 31, 2023.
- **Net income available to common shareholders** of $12.2 million for the three months ended March 31, 2024, a $1.5 million, or 10.6%, decrease from the three months ended March 31, 2023.
- **Net interest income** of $51.5 million for the three months ended March 31, 2024, a decrease of $1.2 million, or 2.3%, from the three months ended March 31, 2023.
- **Allowance for credit losses** of 0.88% of total loans held for investment, compared to 0.88% as of December 31, 2023, and a ratio of nonperforming loans to total loans held for investment of 0.43%, compared to 0.34% as of December 31, 2023.
- **Earnings per common share** for the first three months of 2024 of $0.49 per basic common share and $0.48 per diluted common share, compared to $0.55 per basic common share and $0.54 per diluted common share for the first three months of 2023.
- **Return on average assets** of 0.74% over the first three months of 2024, compared to 0.91% for the first three months of 2023.
- **Return on average common equity** of 8.51% over the first three months of 2024, compared to 10.73% for the first three months of 2023.

- **Capital ratios** for Tier 1 Leverage, Common Equity Tier 1, Tier 1 Risk-based and Total Risk-based Capital of 9.38%, 9.14%, 10.42% and 12.78%, respectively, compared to 9.52%, 9.15%, 10.46% and 12.85% at December 31, 2023.
- **Book value per common share** of $22.64, an increase of 0.3% from $22.58 at December 31, 2023.
- **Earnings per common share** for the first nine months of 2023 of $2.04 per basic common share and $2.02 per diluted common share, compared to $1.65 per basic common share and $1.64 per diluted common share for the first nine months of 2022.
- **Return on average assets** of 1.09% over the first nine months of 2023, compared to 0.91% for the first nine months of 2022.
- **Return on average common equity** of 13.00% over the first nine months of 2023, compared to 10.87% for the first nine months of 2022.
- **Capital ratios** for Tier 1 Leverage, Common Equity Tier 1, Tier 1 Risk-based and Total Risk-based Capital of 9.31%, 8.97%, 10.28% and 12.71%, respectively, compared to 9.49%, 8.68%, 10.07% and 12.75% at December 31, 2022.
- **Book value per common share** of $21.01, an increase of 3.8% from $20.25 at December 31, 2022.

Results of Operations for the Three and Nine Months Ended September 30, 2023 March 31, 2024, and 2022

2023

Performance Summary

For the three months ended September 30, 2023 March 31, 2024, net income available to common shareholders was $19.1 million $12.2 million, or $0.76 $0.49 per basic common share and $0.48 per diluted common share, compared to net income of $13.8 million $13.7 million, or $0.61 $0.55 per basic common share and $0.54 per diluted common share, for the three months ended September 30, 2022 March 31, 2023. Return on average assets, on an annualized basis, increased decreased to 1.17% 0.74% for the three months ended September 30, 2023 March 31, 2024, from 0.96% 0.91% for the three months ended September 30, 2022 March 31, 2023. Return on average equity, on an annualized basis, increased decreased to 14.16% 8.51% for the three months ended September 30, 2023 March 31, 2024, as compared to 12.37% 10.73% for the three months ended September 30, 2022 March 31, 2023.

For the nine months ended September 30, 2023, net income available to common shareholders was $51.2 million, or $2.04 per basic common share and $2.02 per diluted common share, compared to net income of $36.3 million, or $1.65 per basic common share and $1.64 per diluted common share, for the nine months ended September 30, 2022. Return on average assets, on an annualized basis, increased to 1.09% for the nine months ended September 30, 2023, from 0.91% for the nine months ended September 30, 2022. Return on average equity, on an annualized basis, increased to 13.00% for the nine months ended September 30, 2023, as compared to 10.87% for the nine months ended September 30, 2022.

Net Interest Income

Our operating results depend primarily on our net interest income, calculated as the difference between interest income on interest-earning assets, such as loans and securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. Fluctuations in market interest rates impact the yield and rates paid on interest sensitive assets and liabilities. Changes in the amount and type of interest-earning assets and interest-bearing liabilities also impact net interest income. The variance driven by the changes in the amount and mix of interest-earning assets and interest-bearing liabilities is referred to as a “volume change.” Changes in yields earned on interest-earning assets and rates paid on interest-bearing deposits and other borrowed funds are referred to as a “rate change.”

To evaluate net interest income, we measure and monitor (1) yields on our loans and other interest-earning assets, (2) the costs of our deposits and other funding sources, (3) our net interest spread and (4) our net interest margin. Net interest spread is the difference between rates earned on interest-earning assets and rates paid on interest-bearing liabilities. Net interest margin is calculated as net interest income divided by average interest-earning assets. Because noninterest-bearing sources of funds, such as noninterest-bearing deposits and shareholders’ equity also fund interest-earning assets, net interest margin includes the benefit of these noninterest-bearing sources. We calculate average assets, liabilities, and equity using a monthly daily average, and average yield/rate utilizing an actual 365-day day count convention.

For the three months ended September 30, 2023 March 31, 2024, net interest income totaled $55.3 million $51.5 million, and net interest margin and net interest spread were 3.61% 3.32% and 2.68% 2.36%, respectively, compared to $53.5 million $52.7 million, 4.01% 3.75%, and 3.65% 2.96%, respectively, for the three months ended September 30, 2022 March 31, 2023. The average yield on the loan portfolio was 6.84% 6.88% for the three months ended September 30, 2023 March 31, 2024, compared to 5.45% 6.34% for the three months ended September 30, 2022 March 31, 2023, and the average yield on total interest-earning assets was 6.10% 6.18% for the three months ended September 30, 2023 March 31, 2024, compared to 4.76% 5.65% for the three months ended September 30, 2022 March 31, 2023. For the three months ended September 30, 2023 March 31, 2024, overall cost of funds (which includes noninterest-bearing deposits) increased 182 103 basis points compared to the three months ended September 30, 2022 March 31, 2023, primarily due to the federal reserve increasing rates during 2022 and 2023.

For the nine months ended September 30, 2023, net interest income totaled $161.4 million, and net interest margin and net interest spread were 3.66% and 2.79%, respectively, compared to $143.5 million, 3.87%, and 3.62%, respectively, for the nine months ended September 30, 2022. The average yield on the loan portfolio was 6.58% for the nine months ended September 30, 2023, compared to 5.16% for the nine months ended September 30, 2022, and the average yield on total interest-earning assets was 5.87% for the nine months ended September 30, 2023, compared to 4.36% for the nine months ended September 30, 2022. For the nine months ended September 30, 2023, overall cost of funds (which includes noninterest-bearing deposits) increased 180 basis points compared to the nine months ended September 30, 2022, primarily due to the federal reserve increasing rates during 2022 and 2023.

The following tables present, table presents, for the periods indicated, an analysis of net interest income by each major category of interest-earning assets and interest-bearing liabilities, the average amounts outstanding and the interest earned or paid on such amounts. The table also sets forth the average rate earned on interest-earning assets, the average rate paid on interest-bearing liabilities, and the net interest margin on average total interest-earning assets for the same periods. Interest earned on loans that are classified as nonaccrual is not recognized in income; however, the balances are reflected in average outstanding balances for the period. For the three and nine months ended September 30, 2023 March 31, 2024, and 2022, 2023, interest income not recognized on nonaccrual loans was not material. Any nonaccrual loans have been included in the table as loans carrying a zero yield. The average total loans reflected below are net of deferred loan fees and discounts. Acquired loans were recorded at fair value at acquisition and accrete/amortize discounts and premiums as an adjustment to yield. Prior to January 1, 2023, and the adoption of ASU 2016-13, acquired impaired loans accreted interest income based on their estimated expected cash flows. Averages presented in the table below, and throughout this report, are month-end averages.

	For the Three Months Ended September 30,					
	2023			2022		
	Average Outstanding Balance	Interest Earned/Interest Paid	Average Yield/Rate	Average Outstanding Balance	Interest Earned/Interest Paid	Average Yield/Rate
	(Dollars in thousands) (Unaudited)					
Assets						
Interest-earning assets:						
Total loans	$ 4,906,917	$ 84,575	6.84 %	$ 4,281,137	$ 58,846	5.45 %
Securities	885,792	5,053	2.26	951,479	4,200	1.75
Interest-bearing deposits in other banks	278,420	3,694	5.26	54,730	427	3.10
Total interest-earning assets	6,071,129	93,322	6.10	5,287,346	63,473	4.76
Allowance for loan losses	(42,120)			(33,215)		
Noninterest-earning assets	445,926			448,181		
Total assets	$ 6,474,935	$ 93,322		$ 5,702,312	$ 63,473	
Liabilities and Shareholders' Equity						
Interest-bearing liabilities:						
Interest-bearing deposits	$ 3,703,682	$ 30,110	3.23 %	$ 3,009,565	$ 6,286	0.83 %
Subordinated debt	100,400	1,363	5.39	110,953	1,332	4.76
Subordinated debt - trust preferred securities	5,000	111	8.81	5,000	68	5.40
Bank Term Funding Program	300,000	3,422	4.53	-	-	-
Advances from FHLB	284,930	2,875	4.00	396,267	2,194	2.20
First National Bankers Bank ("FNBB") Line of Credit	-	-	-	5,000	70	5.55
Other borrowings	23,542	147	2.48	22,381	43	0.76
Total interest-bearing liabilities	4,417,554	38,028	3.42	3,549,166	9,993	1.12
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	1,399,293			1,626,055		
Other liabilities	50,947			60,310		
Total noninterest-bearing liabilities	1,450,240			1,686,365		
Shareholders' equity:						
Common shareholders' equity	535,211			442,778		
Preferred equity	71,930			24,003		
Total shareholders' equity	607,141			466,781		
Total liabilities and shareholders' equity	$ 6,474,935			$ 5,702,312		
Net interest rate spread (1)			2.68 %			3.65 %
Net interest income		$ 55,294			$ 53,480	
Net interest margin (2)			3.61 %			4.01 %
Overall cost of funds			2.59 %			0.77 %

(1) Net interest spread is the average yield on interest-earning assets minus the average rate on interest-bearing liabilities.

(2) Net interest margin is equal to net interest income divided by average interest-earning assets.

	For the Three Months Ended March 31,					
	2024			2023		
	Average Outstanding Balance	Interest Earned/Interest Paid	Average Yield/Rate	Average Outstanding Balance	Interest Earned/Interest Paid	Average Yield/Rate
	(Dollars in thousands) (Unaudited)					
Assets						
Interest-earning assets:						
Total loans	$ 5,026,937	$ 85,947	6.88 %	$ 4,719,906	$ 73,768	6.34 %
Securities	888,933	5,599	2.53	927,491	4,782	2.09
Interest-bearing deposits in other banks	330,260	4,465	5.44	57,478	942	6.65
Total interest-earning assets	6,246,130	96,011	6.18	5,704,875	79,492	5.65
Allowance for loan losses	(40,526)			(41,533)		
Noninterest-earning assets	461,923			459,721		
Total assets	$ 6,667,527	$ 96,011		$ 6,123,063	$ 79,492	
Liabilities and Shareholders' Equity						
Interest-bearing liabilities:						
Interest-bearing deposits	$ 4,072,600	$ 38,029	3.76 %	$ 3,339,493	$ 18,928	2.30 %
Subordinated debt	99,972	1,356	5.46	110,647	1,389	5.09
Subordinated debt - trust preferred securities	5,000	113	9.09	5,000	98	7.95
Bank Term Funding Program	260,440	2,788	4.31	34,444	380	4.47
Advances from FHLB	223,501	2,094	3.77	517,934	5,842	4.57
Other borrowings	16,116	100	2.50	20,895	106	2.06
Total interest-bearing liabilities	4,677,629	44,480	3.82	4,028,413	26,743	2.69
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	1,282,815			1,473,186		
Other liabilities	57,510			32,875		
Total noninterest-bearing liabilities	1,340,325			1,506,061		
Shareholders' equity:						
Common shareholders' equity	577,643			516,659		
Preferred equity	71,930			71,930		
Total shareholders' equity	649,573			588,589		
Total liabilities and shareholders' equity	$ 6,667,527			$ 6,123,063		
Net interest rate spread (1)			2.36 %			2.96 %
Net interest income		$ 51,531			$ 52,749	
Net interest margin (2)			3.32 %			3.75 %
Overall cost of funds			3.00 %			1.97 %

(1) Net interest spread is the average yield on interest-earning assets minus the average rate on interest-bearing liabilities.

	For the Nine Months Ended September 30,	
	2023	2022

	Average Outstanding Balance	Interest Earned/Interest Paid	Average Yield/Rate	Average Outstanding Balance	Interest Earned/Interest Paid	Average Yield/Rate
	(Dollars in thousands) (Unaudited)					
Assets						
Interest-earning assets:						
Total loans	$ 4,829,537	$ 237,566	6.58 %	$ 3,854,023	$ 148,668	5.16 %
Securities	909,901	14,932	2.19	974,566	12,187	1.67
Interest-bearing deposits in other banks	150,995	6,164	5.46	132,685	754	0.76
Total interest-earning assets	5,890,433	258,662	5.87	4,961,274	161,609	4.36
Allowance for credit losses	(41,888)			(30,806)		
Noninterest-earning assets	442,341			400,884		
Total Assets	$ 6,290,886	$ 258,662		$ 5,331,352	$ 161,609	
Liabilities and Shareholders' Equity						
Interest-bearing liabilities:						
Interest-bearing deposits	$ 3,482,797	$ 72,718	2.79 %	$ 2,958,005	$ 11,106	0.50 %
Subordinated debt	106,555	4,003	5.02	104,471	3,746	4.79
Subordinated debt - trust preferred securities	5,000	317	8.48	5,000	163	4.36
Bank Term Funding Program	238,274	8,111	4.55	-	-	-
Advances from FHLB	368,542	11,755	4.26	215,955	2,923	1.81
FNBB Line of Credit	-	-	-	2,778	91	4.38
Other borrowings	22,177	389	2.35	22,325	63	0.38
Total interest-bearing liabilities	4,223,345	97,293	3.08	3,308,534	18,092	0.73
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	1,427,821			1,530,748		
Other liabilities	41,392			37,666		
Total noninterest-bearing liabilities	1,469,213			1,568,414		
Shareholders' equity:						
Common shareholders' equity	526,398			446,403		
Preferred equity	71,930			8,001		
Total shareholders' equity	598,328			454,404		
Total liabilities and shareholders' equity	$ 6,290,886			$ 5,331,352		
Net interest rate spread (1)			2.79 %			3.62 %
Net interest income		$ 161,369			$ 143,517	
Net interest margin (2)			3.66 %			3.87 %
Overall cost of funds			2.30 %			0.50 %

(1) Net interest spread is the average yield on interest-earning assets minus the average rate on interest-bearing liabilities.

(2) Net interest margin is equal to net interest income divided by average interest-earning assets.

(2) Net interest margin is equal to net interest income divided by average interest-earning assets.

The following tables present table presents information regarding the dollar amount of changes in interest income and interest expense for the periods indicated for each major component of interest-earning assets and interest-bearing liabilities and distinguishes between the changes attributable to changes in volume and changes attributable to changes in interest rates. For the purposes of this table, changes attributable to both rate and volume that cannot be segregated have been allocated to rate.

	For the Three Months Ended September 30, 2023 compared to the Three Months Ended September 30, 2022		
	Increase (Decrease) due to change in		
	Volume	Rate	Total
	(Dollars in thousands) (Unaudited)		
Interest-earning assets:			
Total loans	$ 10,786	$ 14,943	$ 25,729
Securities	(375)	1,228	853
Interest-bearing deposits in other banks	2,968	299	3,267
Total increase in interest income	$ 13,379	$ 16,470	$ 29,849
Interest-bearing liabilities:			
Interest-bearing deposits	$ 5,643	$ 18,181	$ 23,824
Subordinated debt	(143)	174	31
Subordinated debt - trust preferred securities	-	43	43
Bank Term Funding Program	3,422	-	3,422
Advances from FHLB	(1,123)	1,804	681
FNBB Line of Credit	-	(70)	(70)
Other borrowings	7	97	104
Total increase in interest expense	7,806	20,229	28,035
Increase (decrease) in net interest income	$ 5,573	$ (3,759)	$ 1,814
	For the Nine Months Ended September 30, 2023 compared to the Nine Months Ended September 30, 2022		
	Increase (Decrease) due to change in		
	Volume	Rate	Total
	(Dollars in thousands) (Unaudited)		
Interest-earning assets:			
Total loans	$ 47,986	$ 40,912	$ 88,898
Securities	(1,061)	3,806	2,745
Interest-bearing deposits in other banks	747	4,663	5,410
Total increase in interest income	$ 47,672	$ 49,381	$ 97,053
Interest-bearing liabilities:			
Interest-bearing deposits	$ 10,957	$ 50,655	$ 61,612
Subordinated debt	78	179	257
Subordinated debt - trust preferred securities	-	154	154
Bank Term Funding Program	8,111	-	8,111
Advances from FHLB	4,867	3,965	8,832
FNBB Line of Credit	-	(91)	(91)
Other borrowings	(3)	329	326

Total increase in interest expense	24,010	55,191	79,201
Increase (decrease) in net interest income	$ 23,662	$ (5,810)	$ 17,852

	For the Three Months Ended March 31, 2024 compared to the Three Months Ended March 31, 2023		
	Increase (Decrease) due to change in		
	Volume	*Rate*	*Total*
	(Dollars in thousands) (Unaudited)		
Interest-earning assets:			
Total loans	*$ 5,249*	*$ 6,930*	*$ 12,179*
Securities	*(243)*	*1,060*	*817*
Interest-bearing deposits in other banks	*3,688*	*(165)*	*3,523*
Total increase in interest income	*$ 8,694*	*$ 7,825*	*$ 16,519*
Interest-bearing liabilities:			
Interest-bearing deposits	*$ 6,846*	*$ 12,255*	*$ 19,101*
Subordinated debt	*(145)*	*112*	*(33)*
Subordinated debt - trust preferred securities	*-*	*15*	*15*
Bank Term Funding Program	*2,419*	*(11)*	*2,408*
Advances from FHLB	*(2,759)*	*(989)*	*(3,748)*
Other borrowings	*(30)*	*24*	*(6)*
Total increase in interest expense	*$ 6,331*	*$ 11,406*	*$ 17,737*
Increase (decrease) in net interest income	*$ 2,363*	*$ (3,581)*	*$ (1,218)*

Provision for Credit Losses

Our provision for credit losses is a charge to income in order to bring our allowance for credit losses to a level deemed appropriate by management. For a description of the factors taken into account by management in determining the allowance for credit losses see "—*Financial Condition—Condition—Allowance for Credit Losses.Losses.*" The provision for credit losses was $604,000 $1.2 million for the three months ended September 30, 2023 March 31, 2024, and $3.3 million $3.2 million for the same period in 2022. For the nine months ended September 30, 2023, and 2022, the provision for credit losses was $4.4 million and $7.8 million, respectively. 2023. The lower provision for the both the three and nine months ended September 30, 2023 March 31, 2024, compared to the same periods period in 2022 2023 relates primarily to lower higher loan growth in 2023.

2023 as well as the application of qualitative factors within the CECL model.

Noninterest Income ("Other Income")

Our primary sources of noninterest income are service charges on deposit accounts, debit card and automated teller machine ("ATM") fee income, income from bank-owned life insurance, fees and brokerage commissions and pass-through income from other investments (small business investment company ("SBIC") partnerships and fintech technology ("Fintech") funds). funds. The following tables present, table presents, for the periods indicated, the major categories of noninterest income:

	For the Three Months Ended September 30,		
	2023	**2022**	**Increase (Decrease)**
	(Dollars in thousands) (Unaudited)		
Noninterest income:			

Service charges on deposit accounts	$ 2,540	$ 2,116	$ 424
Debit card and ATM fee income	1,581	1,667	(86)
Bank-owned life insurance income	604	561	43
Gain on sales of loans	321	264	57
Loss on sales of investment securities	-	(7)	7
Fees and brokerage commissions	1,933	1,620	313
Mortgage origination income	108	57	51
Correspondent bank income	137	38	99
Gain on sales of other real estate owned	85	12	73
Gain on sale of branch	932	-	932
Gain on extinguishment of debt	517	-	517
Pass-through income (loss) from other investments	(11)	572	(583)
Other	1,136	1,215	(79)
Total noninterest income	$ 9,883	$ 8,115	$ 1,768

	For the Nine Months Ended September 30,		
	2023	2022	Increase (Decrease)
	(Dollars in thousands) (Unaudited)		
Noninterest income:			
Service charges on deposit accounts	$ 7,234	$ 6,007	$ 1,227
Debit card and ATM fee income	4,797	4,825	(28)
Bank-owned life insurance income	1,675	1,405	270
Gain on sales of loans	1,426	515	911
Loss on sales of investment securities	(62)	(46)	(16)
Fees and brokerage commissions	5,537	5,204	333
Mortgage origination income	238	427	(189)
Correspondent bank income	268	52	216
Gain on sales of other real estate owned	308	30	278
Loss on sales of other assets	(14)	(716)	702
Gain on sale of branch	932	-	932
Gain on extinguishment of debt	1,458	-	1,458
Pass-through income from other investments	2,974	739	2,235
Other	3,458	2,590	868
Total noninterest income	$ 30,229	$ 21,032	$ 9,197

	For the Three Months Ended March 31,		
	2024	2023	Increase (Decrease)
	(Dollars in thousands) (Unaudited)		
Noninterest income:			
Service charges on deposit accounts	$ 2,439	$ 2,281	$ 158
Debit card and ATM fee income	1,776	1,570	206
Bank-owned life insurance income	579	524	55

Gain on sales of loans	139	611	(472)
Loss on sales of investment securities	(1)	(1)	-
Fees and brokerage commissions	1,937	1,813	124
Mortgage origination income	69	74	(5)
Correspondent bank income	196	37	159
Gain on sales of other real estate owned	63	209	(146)
Swap fee income	229	6	223
Pass-through income from other investments	294	173	121
Other	1,666	1,091	575
Total noninterest income	$ 9,386	$ 8,388	$ 998

Total noninterest income increased $1.8 million $1.0 million, or 21.8% 11.9%, from the three months ended September 30, 2022 March 31, 2023. The increase was primarily due to the increase in service charges of $424,000, or 20.0%, the increase in fees and brokerage commissions of $313,000, or 19.3%, a gain of $932,000 from the sale of our Leesville, Louisiana banking center, the gain on extinguishment of debt of $517,000 related to the redemption of subordinated debt, offset with a small quarterly loss in pass-through income from other equity investments, a decrease of $583,000 from the prior year quarter.

Total noninterest income increased $9.2 million, or 43.4%, from the nine months ended September 30, 2022. The increase was primarily due to the increase in service charges of $1.2 million, or 20.4%, the increase in the gain on sales of loans of $911,000, or 176.9%, primarily due to the sale of small business administration ("SBA") loans, a gain of $932,000 from the sale of our Leesville, Louisiana banking center, the gain on extinguishment of debt of $1.5 million related to the redemption of subordinated debt, and the increase in pass-through income from other equity investments of $2.2 million, offset by the reduction of $716,000 relating to the disposal of former branch equipment in 2022.

Noninterest Expense ("Other Expense")

Generally, noninterest expense is composed of all employee expenses and costs associated with operating our facilities, obtaining and retaining customer relationships, and providing bank services. The largest component of noninterest expense is salaries and employee benefits. Noninterest expense also includes operational expenses, such as occupancy expenses, depreciation and amortization, professional and regulatory fees, including Federal Deposit Insurance Corporation ("FDIC") assessments, data processing expenses, and advertising and promotion expenses, among others.

The following tables present, table presents, for the periods indicated, the major categories of noninterest expense:

	For the Three Months Ended September 30,		
	2023	**2022**	**Increase (Decrease)**
	(Dollars in thousands) (Unaudited)		
Salaries and employee benefits	$ 22,487	$ 21,906	$ 581
Non-staff expenses:			
Occupancy of bank premises	2,428	2,485	(57)
Depreciation and amortization	1,690	1,850	(160)
Data processing	2,024	2,155	(131)
FDIC assessment fees	779	839	(60)
Legal and professional fees	766	619	147
Advertising and promotions	1,202	1,144	58
Utilities and communications	758	833	(75)

Ad valorem shares tax	965	813	152
Directors' fees	278	288	(10)
Other real estate owned expenses and write-downs	14	133	(119)
Merger and conversion related expenses	2	3,244	(3,242)
Other	5,214	4,637	577
Total noninterest expense	$ 38,607	$ 40,946	$ (2,339)

	For the Nine Months Ended September 30,		
	2023	2022	Increase (Decrease)
	(Dollars in thousands) (Unaudited)		
Salaries and employee benefits	$ 68,002	$ 63,017	$ 4,985
Non-staff expenses:			
Occupancy of bank premises	7,131	6,959	172
Depreciation and amortization	5,120	5,153	(33)
Data processing	6,544	6,157	387
FDIC assessment fees	2,804	2,243	561
Legal and professional fees	2,340	1,897	443
Advertising and promotions	3,576	2,378	1,198
Utilities and communications	2,199	2,434	(235)
Ad valorem shares tax	2,895	2,438	457
Directors' fees	817	702	115
Other real estate owned expenses and write-downs	183	182	1
Merger and conversion related expenses	173	4,670	(4,497)
Other	15,204	12,833	2,371
Total noninterest expense	$ 116,988	$ 111,063	$ 5,925

	For the Three Months Ended March 31,		
	2024	2023	Increase (Decrease)
	(Dollars in thousands) (Unaudited)		
Salaries and employee benefits	$ 25,416	$ 23,176	$ 2,240
Non-staff expenses:			
Occupancy of bank premises	2,514	2,297	217
Depreciation and amortization	1,676	1,710	(34)
Data processing	2,579	1,485	1,094
FDIC assessment fees	828	933	(105)
Legal and professional fees	866	613	253
Advertising and promotions	1,145	1,148	(3)
Utilities and communications	674	721	(47)
Ad valorem shares tax	900	965	(65)
Directors' fees	282	269	13
Other real estate owned expenses and write-downs	37	130	(93)
Merger and conversion related expenses	340	103	237
Other	5,265	5,129	136

Total noninterest expense	$ 42,522	$ 38,679	$ 3,843

Total noninterest expense decreased $2.3 million increased $3.8 million, or 5.7% 9.9%, from the three months ended September 30, 2022 March 31, 2023, primarily attributed to the reduction of merger and conversion related expenses of $3.2 million, offset by a $581,000, or 2.7%, increase in salaries and employee benefits.

Total noninterest expense increased $5.9 million, or 5.3%, from the nine months ended September 30, 2022, primarily attributed to a $5.0 million, or 7.9%, increase in salaries and employee benefits a $1.2 million of $2.2 million, or 50.4% 9.7%, and an increase in advertising and promotions, and partially offset by the reduction data processing of $4.5 million $1.1 million, or 96.3%, in merger and conversion related expenses.

73.7%. Data processing for the three months ended March 31, 2023 was impacted by an accrual adjustment.

Income Tax Expense

The amount of income tax expense is influenced by the amounts of our pre-tax income, tax-exempt income and other nondeductible expenses. Deferred tax assets and liabilities are reflected at currently enacted income tax rates in effect for the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

For the three months ended September 30, 2023 March 31, 2024, income tax expense totaled $5.5 million $3.6 million, an increase a decrease of $1.9 million, $572,000, or 54.1% 13.6%, compared to $3.6 million $4.2 million for the same period in 2022. For the nine months ended September 30, 2023, income tax expense totaled $15.0 million, an increase of $5.7 million, or 60.5%, compared to $9.4 million for the same period in 2022. 2023. Our effective tax rates for the three months ended September 30, 2023 March 31, 2024, and 2022 2023 were 21.2% 21.1% and 20.6% 21.9%, respectively. For the nine months ended September 30, 2023, and 2022, our effective tax rates were 21.4% and 20.5%, respectively.

Financial Condition

Our total assets increased $498.3 million $111.0 million, or 8.3% 1.7%, from December 31, 2022 December 31, 2023, to September 30, 2023 March 31, 2024, due primarily from the increase in our loan portfolio, as well as our cash and cash equivalents due to our increase in deposits.

portfolio.

Loan Portfolio

Our primary source of income is interest on loans to individuals, professionals and small-to-midsized businesses located in our markets. Our loan portfolio consists primarily of commercial loans and real estate loans secured by commercial real estate properties located in our primary market areas. Our loan portfolio represents the highest yielding component of our earning asset base.

As of September 30, 2023 March 31, 2024, total loans, excluding mortgage loans held for sale, were $4.9 billion $5.1 billion, an increase of $314.1 million $96.1 million, or 6.8% 1.9%, compared to $4.6 billion $5.0 billion as of December 31, 2022 December 31, 2023. Additionally, $652,000, $77,000, and $304,000 $835,000 in loans were classified as loans held for sale as of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, respectively.

Total loans held for investment as a percentage of total deposits were 94.8% 91.3% and 95.6% 95.1% as of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, respectively. Total loans held for investment as a percentage of total assets were 75.8% 76.0% and 76.9% 75.8% as of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, respectively.

The following table summarizes our loan portfolio by type of loan as of the dates indicated:

	As of September 30, 2023 (Unaudited)		As of December 31, 2022	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Real Estate Loans:				
Commercial	$ 2,128,855	43.3 %	$ 2,020,406	43.9 %

Construction	708,835	14.4	722,074	15.7
Residential	686,921	13.9	656,378	14.2
Total Real Estate Loans	3,524,611	71.6	3,398,858	73.8
Commercial	1,332,384	27.1	1,153,873	25.0
Consumer and Other	63,278	1.3	53,445	1.2
Total loans held for investment	$ 4,920,273	100.0 %	$ 4,606,176	100.0 %

SBA Paycheck Protection Program ("PPP") loans accounted for $1.3 million and $2.8 million of the commercial portfolio as of September 30, 2023, and December 31, 2022, respectively.

	As of March 31, 2024 (Unaudited)		*As of December 31, 2023*	
	Amount	***Percent***	***Amount***	***Percent***
		(Dollars in thousands)		
Real Estate Loans:				
Commercial	*$ 2,215,889*	*43.6 %*	*$ 2,217,928*	*44.4 %*
Construction	*662,013*	*13.0*	*669,798*	*13.4*
Residential	*717,007*	*14.1*	*682,394*	*13.7*
Total Real Estate Loans	*3,594,909*	*70.7*	*3,570,120*	*71.5*
Commercial	*1,426,957*	*28.0*	*1,358,838*	*27.2*
Consumer and Other	*66,973*	*1.3*	*63,827*	*1.3*
Total loans held for investment	*$ 5,088,839*	*100.0 %*	*$ 4,992,785*	*100.0 %*

Real Estate: Commercial loans are extensions of credit secured by owner-occupied and non-owner-occupied collateral. Repayment is generally dependent on the successful operations of the property. General economic conditions may impact the performance of these types of loans, including fluctuations in the value of real estate, vacancy rates, and unemployment trends. Real estate commercial loans also include farmland loans that can be, or are, used for agricultural purposes. These loans are usually repaid through permanent financing, refinancing, cash flow from the borrower's ongoing operations, development of the property, or sale of the property.

Real Estate: Commercial loans increased $108.4 million decreased slightly, by $2.0 million or 0.1%, or 5.4%, to $2.1 billion remaining at $2.2 billion as of September 30, 2023, from $2.0 billion as of December 31, 2022 March 31, 2024.

Real Estate: Construction loans include loans to small-to-midsized businesses to construct owner-occupied properties, loans to developers of commercial real estate investment properties and residential developments and, to a lesser extent, loans to individual clients for construction of single-family homes in our market areas. Risks associated with these loans include fluctuations in the value of real estate, project completion risk and changes in market trends. We are also exposed to risk based on the ability of the construction loan borrower to finance the loan or sell the property upon completion of the project, which may be affected by changes in secondary market terms and criteria for permanent financing since the time we funded the loan.

Real Estate: Construction loans decreased $13.2 million $7.8 million, or 1.8% 1.2%, to $708.8 million $662.0 million as of September 30, 2023 March 31, 2024, from $722.1 million $669.8 million as of December 31, 2022 December 31, 2023.

Real Estate: Residential loans include first and second lien 1-4 family mortgage loans, as well as home equity lines of credit, in each case primarily on owner-occupied primary residences. The Company is exposed to risk based on fluctuations in the value of the real estate collateral securing the loan, as well as changes in the borrower's financial condition, which could be affected by numerous factors, including divorce, job loss, illness, or other personal hardship. Real estate residential loans also include multi-family residential loans originated to provide permanent financing for multi-family residential income producing properties. Repayment of these loans primarily relies on successful rental and management of the property.

Real Estate: Residential loans increased $30.5 million $34.6 million, or 4.7% 5.1%, to $686.9 million $717.0 million as of September 30, 2023 March 31, 2024, from $656.4 million $682.4 million as of December 31, 2022 December 31, 2023.

Commercial loans include general commercial and industrial, or C&I, loans, including commercial lines of credit, working capital loans, term loans, equipment financing, asset acquisition, expansion, and development loans, borrowing base loans, letters of credit and other loan products, primarily in the Company's target markets that are underwritten based on the borrower's ability to service the debt from income. Commercial loan risk is derived from the expectation that such loans generally are serviced principally from the operations of the business, and those operations may not be successful. Any interruption or discontinuance of operating cash flows from the business, which may be influenced by events not under the control of the borrower such as economic events and changes in governmental regulations, could materially affect the ability of the borrower to repay the loan.

Commercial loans increased $178.5 million $68.1 million, or 15.5% 5.0%, to $1.3 billion $1.4 billion as of September 30, 2023 March 31, 2024, from $1.2 billion $1.4 billion as of December 31, 2022 December 31, 2023.

Consumer and other loans include a variety of loans to individuals for personal, family and household purposes, including secured and unsecured installment and term loans. The risk is based on changes in the borrower's financial condition, which could be affected by numerous factors, including divorce, job loss, illness or other personal hardship, and fluctuations in the value of the real estate or personal property securing the consumer loan, if any.

Consumer and other loans increased $9.8 million $3.1 million, or 18.4% 4.9%, to $63.3 million $67.0 million as of September 30, 2023 March 31, 2024, from $53.4 million $63.8 million as of December 31, 2022 December 31, 2023.

The contractual maturity ranges of loans in our loan portfolio and the amount of such loans with fixed and floating interest rates in each maturity range as of the date indicated are summarized in the following tables:

	As of September 30, 2023				
	One Year or Less	One Through Five Years	Five Through Fifteen Years	After Fifteen Years	Total
			(Dollars in thousands)		
Real Estate Loans:					
Commercial	$ 256,065	$ 1,147,456	$ 637,632	$ 87,702	$ 2,128,855
Construction	316,089	324,240	53,659	14,847	708,835
Residential	76,408	399,538	148,430	62,545	686,921
Total Real Estate Loans	648,562	1,871,234	839,721	165,094	3,524,611
Commercial	540,837	537,587	253,195	765	1,332,384
Consumer and Other	33,611	25,341	4,122	204	63,278
Total loans held for investment	$ 1,223,010	$ 2,434,162	$ 1,097,038	$ 166,063	$ 4,920,273
Fixed rate loans:					
Real Estate Loans:					
Commercial	$ 168,273	$ 986,570	$ 495,168	$ 12,287	$ 1,662,298
Construction	115,678	198,837	26,115	9,030	349,660
Residential	46,054	338,993	90,226	13,354	488,627
Total Real Estate Loans	330,005	1,524,400	611,509	34,671	2,500,585
Commercial	145,070	313,268	154,736	-	613,074
Consumer and Other	24,168	19,054	3,225	161	46,608
Total fixed rate loans	$ 499,243	$ 1,856,722	$ 769,470	$ 34,832	$ 3,160,267
Floating rate loans:					
Real Estate Loans:					

	One Year or Less	One Through Five Years	Five Through Fifteen Years	After Fifteen Years	Total
Commercial	$ 87,792	$ 160,886	$ 142,464	$ 75,415	$ 466,557
Construction	200,411	125,403	27,544	5,817	359,175
Residential	30,354	60,545	58,204	49,191	198,294
Total Real Estate Loans	318,557	346,834	228,212	130,423	1,024,026
Commercial	395,767	224,319	98,459	765	719,310
Consumer and Other	9,443	6,287	897	43	16,670
Total floating rate loans	$ 723,767	$ 577,440	$ 327,568	$ 131,231	$ 1,760,006

	As of March 31, 2024				
	One Year or Less	One Through Five Years	Five Through Fifteen Years	After Fifteen Years	Total
	(Dollars in thousands) (Unaudited)				
Real Estate Loans:					
Commercial	$ 248,113	$ 1,267,115	$ 611,851	$ 88,810	$ 2,215,889
Construction	307,233	297,492	39,262	18,026	662,013
Residential	84,213	424,153	143,239	65,402	717,007
Total Real Estate Loans	639,559	1,988,760	794,352	172,238	3,594,909
Commercial	531,449	647,218	247,416	874	1,426,957
Consumer and Other	39,460	23,024	4,312	177	66,973
Total loans held for investment	$ 1,210,468	$ 2,659,002	$ 1,046,080	$ 173,289	$ 5,088,839
Fixed rate loans:					
Real Estate Loans:					
Commercial	$ 156,987	$ 1,081,841	$ 436,631	$ 14,936	$ 1,690,395
Construction	87,092	186,630	20,615	12,268	306,605
Residential	51,447	362,689	92,303	17,335	523,774
Total Real Estate Loans	295,526	1,631,160	549,549	44,539	2,520,774
Commercial	140,266	355,519	140,092	-	635,877
Consumer and Other	30,761	17,311	3,468	158	51,698
Total fixed rate loans	$ 466,553	$ 2,003,990	$ 693,109	$ 44,697	$ 3,208,349
Floating rate loans:					
Real Estate Loans:					
Commercial	$ 91,126	$ 185,274	$ 175,220	$ 73,874	$ 525,494
Construction	220,141	110,862	18,647	5,758	355,408
Residential	32,766	61,464	50,936	48,067	193,233
Total Real Estate Loans	344,033	357,600	244,803	127,699	1,074,135
Commercial	391,183	291,699	107,324	874	791,080
Consumer and Other	8,699	5,713	844	19	15,275
Total floating rate loans	$ 743,915	$ 655,012	$ 352,971	$ 128,592	$ 1,880,490

	As of December 31, 2023				
	One Year or Less	One Through Five Years	Five Through Fifteen Years	After Fifteen Years	Total
	(Dollars in thousands)				
Real Estate Loans:					
Commercial	$ 251,365	$ 1,256,655	$ 620,029	$ 89,879	$ 2,217,928
Construction	325,883	278,039	45,910	19,966	669,798
Residential	79,357	401,852	137,283	63,902	682,394
Total Real Estate Loans	656,605	1,936,546	803,222	173,747	3,570,120
Commercial	520,058	594,274	243,744	762	1,358,838
Consumer and Other	35,971	23,520	4,134	202	63,827
Total loans held for investment	$ 1,212,634	$ 2,554,340	$ 1,051,100	$ 174,711	$ 4,992,785
Fixed rate loans:					
Real Estate Loans:					
Commercial	$ 156,227	$ 1,067,124	$ 450,884	$ 17,470	$ 1,691,705
Construction	96,020	187,970	16,388	13,866	314,244
Residential	49,434	344,549	85,731	14,952	494,666
Total Real Estate Loans	301,681	1,599,643	553,003	46,288	2,500,615
Commercial	134,242	331,029	147,388	-	612,659
Consumer and Other	26,867	17,373	3,260	159	47,659
Total fixed rate loans	$ 462,790	$ 1,948,045	$ 703,651	$ 46,447	$ 3,160,933
Floating rate loans:					
Real Estate Loans:					
Commercial	$ 95,138	$ 189,531	$ 169,145	$ 72,409	$ 526,223
Construction	229,863	90,069	29,522	6,100	355,554
Residential	29,923	57,303	51,552	48,950	187,728
Total Real Estate Loans	354,924	336,903	250,219	127,459	1,069,505
Commercial	385,816	263,245	96,356	762	746,179
Consumer and Other	9,104	6,147	874	43	16,168
Total floating rate loans	$ 749,844	$ 606,295	$ 347,449	$ 128,264	$ 1,831,852

	As of December 31, 2022				
	One Year or Less	One Through Five Years	Five Through Fifteen Years	After Fifteen Years	Total
	(Dollars in thousands)				
Real Estate Loans:					
Commercial	$ 229,679	$ 1,024,273	$ 645,257	$ 121,197	$ 2,020,406
Construction	274,027	381,218	59,813	7,016	722,074
Residential	69,444	370,483	157,849	58,602	656,378
Total Real Estate Loans	573,150	1,775,974	862,919	186,815	3,398,858
Commercial	455,809	462,414	235,333	317	1,153,873

Consumer and Other	23,391	24,823	5,021	210	53,445
Total loans held for investment	$ 1,052,350	$ 2,263,211	$ 1,103,273	$ 187,342	$ 4,606,176
Fixed rate loans:					
Real Estate Loans:					
Commercial	$ 124,261	$ 885,532	$ 508,455	$ 9,339	$ 1,527,587
Construction	95,358	242,554	35,137	3,674	376,723
Residential	41,512	321,796	96,648	12,341	472,297
Total Real Estate Loans	261,131	1,449,882	640,240	25,354	2,376,607
Commercial	146,321	286,908	164,383	-	597,612
Consumer and Other	15,113	19,147	3,884	164	38,308
Total fixed rate loans	$ 422,565	$ 1,755,937	$ 808,507	$ 25,518	$ 3,012,527
Floating rate loans:					
Real Estate Loans:					
Commercial	$ 105,418	$ 138,741	$ 136,802	$ 111,858	$ 492,819
Construction	178,669	138,664	24,676	3,342	345,351
Residential	27,932	48,687	61,201	46,261	184,081
Total Real Estate Loans	312,019	326,092	222,679	161,461	1,022,251
Commercial	309,488	175,506	70,950	317	556,261
Consumer and Other	8,278	5,676	1,137	46	15,137
Total floating rate loans	$ 629,785	$ 507,274	$ 294,766	$ 161,824	$ 1,593,649

Nonperforming Assets

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on nonaccrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is generally reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due, or interest may be recognized on a cash basis as long as the remaining book balance of the loan is deemed collectible. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

We have several procedures in place to assist in maintaining the overall quality of our loan portfolio. We have established underwriting guidelines to be followed by our bankers, and we also monitor our delinquency levels for any negative or adverse trends. There can be no assurance, however, that our loan portfolio will not become subject to increasing pressures from deteriorating borrower credit due to general economic conditions.

We believe our conservative lending approach and focused management of nonperforming assets has resulted in sound asset quality and the timely resolution of problem assets. We had $17.8 million and $12.8 million$23.0 million and$18.8 million in nonperforming assets as of September 30, 2023March 31, 2024, and December 31, 2022December 31, 2023, respectively. We had $16.3 million$21.6 million in nonperforming loans as of September 30, 2023March 31, 2024, compared to $11.4 million$17.1 million as of December 31, 2022December 31, 2023. The increase in nonperforming assets from December 31, 2022December 31, 2023, to September 30, 2023March 31, 2024, is primarily due to the adoption of CECL and the elimination of ASC 310-30 which excluded purchased impaired loans accreting interest income.

two lending relationships secured by residential real estate.

The following tables present information regarding nonperforming assets at the dates indicated:

	As of September 30, 2023 (Unaudited)	As of December 31, 2022
	(Dollars in thousands)	
Nonaccrual loans	$ 16,029	$ 11,054
Accruing loans 90 or more days past due	247	335
Total nonperforming loans	16,276	11,389
Other nonperforming assets	-	62
Other real estate owned:		
Commercial real estate, construction, land and land development	1,199	1,199
Residential real estate	359	173
Total other real estate owned	1,558	1,372
Total nonperforming assets	$ 17,834	$ 12,823
Ratio of nonperforming loans to total loans held for investment	0.33 %	0.25 %
Ratio of nonperforming assets to total assets	0.27	0.21
Ratio of nonaccrual loans to total loans held for investment	0.33	0.24

	As of September 30, 2023 (Unaudited)	As of December 31, 2022
	(Dollars in thousands)	
Nonaccrual loans by category:		
Real Estate Loans:		
Commercial	$ 4,009	$ 2,644
Construction	3,161	992
Residential	7,277	4,080
Total Real Estate Loans	14,447	7,716
Commercial	1,338	3,150
Consumer and Other	244	188
Total	$ 16,029	$ 11,054

	As of March 31, 2024 (Unaudited)	*As of December 31, 2023*
	(Dollars in thousands)	
Nonaccrual loans	*$ 20,778*	*$ 16,943*
Accruing loans 90 or more days past due	*855*	*127*
Total nonperforming loans	*21,633*	*17,070*
Other nonperforming assets	*-*	*-*
Other real estate owned:		
Commercial real estate, construction, land and land development	*1,047*	*1,326*
Residential real estate	*292*	*359*
Total other real estate owned	*1,339*	*1,685*
Total nonperforming assets	*$ 22,972*	*$ 18,755*
Ratio of nonperforming loans to total loans held for investment	*0.43 %*	*0.34 %*
Ratio of nonperforming assets to total assets	*0.34*	*0.28*

Ratio of nonaccrual loans to total loans held for investment	*0.41*	*0.34*

	As of March 31, 2024 (Unaudited)	*As of December 31, 2023*
	(Dollars in thousands)	
Nonaccrual loans by category:		
Real Estate Loans:		
Commercial	*$ 2,523*	*$ 3,280*
Construction	*6,790*	*3,543*
Residential	*7,653*	*7,352*
Total Real Estate Loans	*16,966*	*14,175*
Commercial	*3,297*	*2,395*
Consumer and Other	*515*	*373*
Total	*$ 20,778*	*$ 16,943*

Potential Problem Loans

From a credit risk standpoint, we classify loans in one of four categories: pass, special mention, substandard or doubtful. Loans classified as loss are charged-off. The classifications of loans reflect a judgment about the risks of default and loss associated with the loan. Ratings are adjusted to reflect the degree of risk and loss that is believed to be inherent in each credit. Our methodology is structured so that specific allocations are increased in accordance with deterioration in credit quality (and a corresponding increase in risk of loss) or decreased in accordance with improvement in credit quality (and a corresponding decrease in risk of loss).

Credits rated special mention show clear signs of financial weaknesses or deterioration in credit worthiness; however, such concerns are not so pronounced that we generally expect to experience significant loss within the short-term.

Such credits typically maintain the ability to perform within standard credit terms and credit exposure is not as prominent as credits with a lower rating.

Credits rated substandard are those in which the normal repayment of principal and interest may be, or has been, jeopardized by reason of adverse trends or developments of a financial, managerial, economic or political nature, or important weaknesses which exist in collateral. A protracted workout on these credits is a distinct possibility. Prompt corrective action is therefore required to reduce exposure and to assure that adequate remedial measures are taken by the borrower. Credit exposure becomes more likely in such credits and a serious evaluation of the secondary support to the credit is performed.

Credits rated doubtful have all the weaknesses inherent in those rated substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

The following tables summarize our internal ratings of loans held for investment as of the dates indicated. See Note 6 of the consolidated financial statements for the presentation of loans in their credit quality categories that is in compliance with the CECL standard.

	As of September 30, 2023				
	Pass	**Special Mention**	**Substandard**	**Doubtful**	**Total**
	(Dollars in thousands) (Unaudited)				
Real Estate Loans:					
Commercial	$ 2,087,193	$ 29,334	$ 10,919	$ 1,409	$ 2,128,855
Construction	704,485	452	3,553	345	708,835
Residential	675,383	2,226	8,786	526	686,921
Total Real Estate Loans	3,467,061	32,012	23,258	2,280	3,524,611

	Pass	Special Mention	Substandard	Doubtful	Total
Commercial	1,306,813	17,739	7,225	607	1,332,384
Consumer and Other	62,775	-	503	-	63,278
Total	$ 4,836,649	$ 49,751	$ 30,986	$ 2,887	$ 4,920,273

	As of December 31, 2022				
	Pass	Special Mention	Substandard	Doubtful	Total
	(Dollars in thousands)				
Real Estate Loans:					
Commercial	$ 1,972,611	$ 35,054	$ 10,478	$ 2,263	$ 2,020,406
Construction	716,071	3,496	2,157	350	722,074
Residential	643,763	3,780	7,925	910	656,378
Total Real Estate Loans	3,332,445	42,330	20,560	3,523	3,398,858
Commercial	1,137,555	6,646	6,960	2,712	1,153,873
Consumer and Other	53,041	-	404	-	53,445
Total	$ 4,523,041	$ 48,976	$ 27,924	$ 6,235	$ 4,606,176

	As of March 31, 2024				
	Pass	*Special Mention*	*Substandard*	*Doubtful*	*Total*
	(Dollars in thousands) (Unaudited)				
Real Estate Loans:					
Commercial	*$ 2,163,817*	*$ 47,242*	*$ 3,595*	*$ 1,235*	*$ 2,215,889*
Construction	*653,568*	*1,081*	*7,019*	*345*	*662,013*
Residential	*703,878*	*2,947*	*9,789*	*393*	*717,007*
Total Real Estate Loans	*3,521,263*	*51,270*	*20,403*	*1,973*	*3,594,909*
Commercial	*1,404,600*	*11,905*	*9,957*	*495*	*1,426,957*
Consumer and Other	*66,386*	*-*	*587*	*-*	*66,973*
Total	*$ 4,992,249*	*$ 63,175*	*$ 30,947*	*$ 2,468*	*$ 5,088,839*

	As of December 31, 2023				
	Pass	*Special Mention*	*Substandard*	*Doubtful*	*Total*
	(Dollars in thousands)				
Real Estate Loans:					
Commercial	*$ 2,188,840*	*$ 18,658*	*$ 9,163*	*$ 1,267*	*$ 2,217,928*
Construction	*661,796*	*4,087*	*3,570*	*345*	*669,798*
Residential	*669,391*	*3,161*	*9,353*	*489*	*682,394*
Total Real Estate Loans	*3,520,027*	*25,906*	*22,086*	*2,101*	*3,570,120*
Commercial	*1,338,339*	*14,623*	*5,308*	*568*	*1,358,838*
Consumer and Other	*63,265*	*100*	*462*	*-*	*63,827*
Total	*$ 4,921,631*	*$ 40,629*	*$ 27,856*	*$ 2,669*	*$ 4,992,785*

Allowance for Credit Losses

We maintain an allowance for credit losses, which includes both our allowance for loan losses and reserves for unfunded commitments, that represents management's best estimate of the credit losses and risks inherent in the loan portfolio. In determining the allowance for credit losses, we estimate losses on specific loans, or groups of loans, where the probable loss can be identified and reasonably determined. The balance of the allowance for credit losses is based on internally assigned risk classifications of loans, changes in the nature of the loan portfolio, overall portfolio quality, industry concentrations, delinquency trends, current economic factors and the estimated impact of current economic conditions on certain historical credit loss rates. For additional information, see Note 6 to the consolidated financial statements.

In connection with our review of the loan portfolio, we consider risk elements attributable to particular loan types or categories in assessing the quality of individual loans. Some of the risk elements we consider include:

- for Real Estate: Commercial loans, the debt service coverage ratio (income from the property in excess of operating expenses compared to loan payment requirements), operating results of the owner in the case of owner-occupied properties, the loan to value ratio, the age and condition of the collateral, and the volatility of income, property value and future operating results typical for properties of that type;
- for Real Estate: Construction loans, the perceived feasibility of the project including the ability to sell developed lots or improvements constructed for resale or the ability to lease property constructed for lease, the quality and nature of contracts for presale or prelease, if any, the experience and ability of the developer, and the loan to value ratio;
- for Real Estate: Residential real estate loans, the borrower's ability to repay the loan, including a consideration of the debt to income ratio and employment and income stability, the loan to value ratio, and the age, condition and marketability of the collateral; and
- for Commercial loans, the operating results of the commercial, industrial or professional enterprise, the borrower's business, professional and financial ability and expertise, the specific risks and volatility of income and operating results typical for businesses in that category, and the value, nature and marketability of collateral;

- for Real Estate: Commercial loans, the debt service coverage ratio (income from the property in excess of operating expenses compared to loan payment requirements), operating results of the owner in the case of owner-occupied properties, the loan to value ratio, the age and condition of the collateral, and the volatility of income, property value and future operating results typical for properties of that type;
- for Real Estate: Construction loans, the perceived feasibility of the project including the ability to sell developed lots or improvements constructed for resale or the ability to lease property constructed for lease, the quality and nature of contracts for presale or prelease, if any, the experience and ability of the developer, and the loan to value ratio;
- for Real Estate: Residential real estate loans, the borrower's ability to repay the loan, including a consideration of the debt to income ratio and employment and income stability, the loan to value ratio, and the age, condition and marketability of the collateral; and
- for Commercial loans, the operating results of the commercial, industrial or professional enterprise, the borrower's business, professional and financial ability and expertise, the specific risks and volatility of income and operating results typical for businesses in that category, and the value, nature and marketability of collateral;

As of September 30, 2023 March 31, 2024, the allowance for credit losses totaled $44.5 million, or 0.90% 0.88%, of total loans held for investment. As of December 31, 2022 December 31, 2023, the allowance for credit losses totaled $38.8 million $43.7 million, or 0.84% 0.88%, of total loans held for investment.

The following tables present, as of and for the periods indicated, an analysis of the allowance for credit losses and other related data:

	As of and For the Nine Months Ended September 30, 2023 (Unaudited)	As of and For the Year Ended December 31, 2022
	(Dollars in thousands)	
Average loans outstanding (1)	$ 4,829,537	$ 4,020,436
Gross loans held for investment outstanding end of period	$ 4,920,273	$ 4,606,176
Allowance for credit losses at beginning of period	$ 38,783	$ 29,936
Adoption of ASU 2016-13	5,857	-
Provision for credit losses	4,364	10,667
Charge-offs:		
Real Estate:		

Commercial	1,827	51
Construction	1	16
Residential	42	191
Total Real Estate	1,870	258
Commercial	2,407	2,139
Consumer and other	1,113	424
Total charge-offs	5,390	2,821
Recoveries:		
Real Estate:		
Commercial	21	50
Construction	1	25
Residential	9	20
Total Real Estate	31	95
Commercial	655	739
Consumer and other	206	167
Total recoveries	892	1,001
Net charge-offs	4,498	1,820
Allowance for credit losses at end of period	$ 44,506	$ 38,783
Ratio of allowance for credit losses to end of period loans held for investment	0.90 %	0.84 %
Ratio of net charge-offs to average loans	0.09	0.05
Ratio of allowance for credit losses to nonaccrual loans	277.66	350.85

(1) Excluding loans held for sale

	As of and For the Nine Months Ended September 30, 2023 (Unaudited)		As of and For the Year Ended December 31, 2022		As of and For the Nine Months Ended September 30, 2022 (Unaudited)	
	Net Charge-offs (Recoveries)	Percent of Average Loans	Net Charge-offs (Recoveries)	Percent of Average Loans	Net Charge-offs (Recoveries)	Percent of Average Loans
	(Dollars in thousands)					
Real estate:						
Commercial	$ 1,806	0.04 %	$ 1	0.00 %	$ 6	0.00 %
Construction	-	0.00 %	(9)	0.00 %	(19)	0.00 %
Residential	33	0.00 %	171	0.00 %	(15)	0.00 %
Total Real Estate Loans	1,839	0.04 %	163	0.00 %	(28)	0.00 %
Commercial	1,752	0.03 %	1,400	0.04 %	1,528	0.03 %
Consumer and Other	907	0.02 %	257	0.01 %	246	0.01 %
Total net charge-offs (recoveries)	$ 4,498	0.09 %	$ 1,820	0.05 %	$ 1,746	0.04 %

	As of and For the Three Months Ended March 31, 2024 (Unaudited)	As of and For the Year Ended December 31, 2023
	(Dollars in thousands)	
Average loans outstanding	$ 5,026,937	$ 4,859,637
Gross loans held for investment outstanding end of period	$ 5,088,839	$ 4,992,785
Allowance for credit losses at beginning of period	$ 43,738	$ 38,783
Adoption of ASU 2016-13	-	5,857
Provision for credit losses	1,186	4,483
Charge-offs:		
Real Estate:		
Commercial	(16)	2,049
Construction	49	36
Residential	71	42
Total Real Estate	104	2,127
Commercial	(1)	2,813
Consumer and other	430	1,489
Total charge-offs	533	6,429
Recoveries:		
Real Estate:		
Commercial	5	26
Construction	-	1
Residential	3	18
Total Real Estate	8	45
Commercial	40	672
Consumer and other	93	327
Total recoveries	141	1,044
Net charge-offs	392	5,385
Allowance for credit losses at end of period	$ 44,532	$ 43,738
Ratio of allowance for credit losses to end of period loans held for investment	0.88 %	0.88 %
Ratio of net charge-offs to average loans	0.01	0.11
Ratio of allowance for credit losses to nonaccrual loans	214.32	258.15

	As of and For the Three Months Ended March 31, 2024 (Unaudited)		As of and For the Year Ended December 31, 2023		As of and For the Three Months Ended March 31, 2023 (Unaudited)	
	Net Charge-offs (Recoveries)	Percent of Average Loans	Net Charge-offs (Recoveries)	Percent of Average Loans	Net Charge-offs (Recoveries)	Percent of Average Loans
	(Dollars in thousands)					
Real estate:						
Commercial	$ (21)	0.00 %	$ 2,023	0.04 %	$ 1,797	0.04 %
Construction	49	0.00 %	35	0.00 %	1	0.00 %

Residential	68	0.00 %	24	0.00 %	4	0.00 %
Total Real Estate Loans	96	0.00 %	2,082	0.04 %	1,802	0.04 %
Commercial	(41)	0.00 %	2,141	0.05 %	201	0.01 %
Consumer and Other	337	0.01 %	1,162	0.02 %	172	0.00 %
Total net charge-offs (recoveries)	$ 392	0.01 %	$ 5,385	0.11 %	$ 2,175	0.05 %

Although we believe that we have established our allowance for loan credit losses in accordance with U.S. generally accepted accounting principles ("GAAP") and that the allowance for loan credit losses was adequate to provide for known and estimated losses in the portfolio at all times shown above, future provisions will be subject to ongoing evaluations of the risks in our loan portfolio. If we experience economic declines or if asset quality deteriorates, material additional provisions could be required.

The following table shows the allocation of the allowance for credit losses among loan categories and certain other information as of the dates indicated. The allocation of the allowance for credit losses as shown in the table should neither be interpreted as an indication of future charge-offs, nor as an indication that charge-offs in future periods will necessarily occur in these amounts or in the indicated proportions. The total allowance is available to absorb losses from any loan category.

	As of September 30, 2023 (Unaudited)		As of December 31, 2022		As of September 30, 2022 (Unaudited)	
	Amount	Percent to Total	Amount	Percent to Total	Amount	Percent to Total
			(Dollars in thousands)			
Real estate:						
Commercial	$ 18,832	42.3 %	$ 14,922	38.5 %	$ 15,056	42.0 %
Construction	9,869	22.2	5,905	15.2	5,098	14.2
Residential	5,632	12.6	5,367	13.8	5,368	15.0
Total real estate	34,333	77.1	26,194	67.5	25,522	71.2
Commercial	9,737	21.9	11,950	30.8	9,697	27.0
Consumer and Other	436	1.0	639	1.7	655	1.8
Total allowance for credit losses	$ 44,506	100.0 %	$ 38,783	100.0 %	$ 35,874	100.0 %

	As of March 31, 2024 (Unaudited)		*As of December 31, 2023*		*As of March 31, 2023 (Unaudited)*	
	Amount	*Percent to Total*	*Amount*	*Percent to Total*	*Amount*	*Percent to Total*
			(Dollars in thousands)			
Real estate:						
Commercial	*$ 18,043*	*40.5 %*	*$ 17,882*	*40.9 %*	*$ 18,485*	*40.5 %*
Construction	*7,822*	*17.6*	*8,142*	*18.6*	*10,608*	*23.2*
Residential	*6,186*	*13.9*	*5,662*	*12.9*	*5,235*	*11.4*
Total real estate	*32,051*	*72.0*	*31,686*	*72.4*	*34,328*	*75.1*
Commercial	*11,948*	*26.8*	*11,796*	*27.0*	*11,124*	*24.4*
Consumer and Other	*533*	*1.2*	*256*	*0.6*	*235*	*0.5*
Total allowance for credit losses	*$ 44,532*	*100.0 %*	*$ 43,738*	*100.0 %*	*$ 45,687*	*100.0 %*

Securities

We use our securities portfolio to provide a source of liquidity, an appropriate return on funds invested, manage interest rate risk, meet collateral requirements, and meet regulatory capital requirements. As of September 30, 2023 March 31, 2024, the carrying amount of investment securities totaled $849.7 million $872.9 million, a decrease of $41.0 million $6.7 million, or 4.6% 0.8%, compared to $890.8 million $879.6 million as of December 31, 2022 December 31, 2023. The decrease was primarily due to unrealized losses in the first nine three months of 2023. 2024. Securities represented 13.1% 13.0% and 14.9% 13.4% of total assets as of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, respectively.

Our investment portfolio consists entirely of securities classified as available for sale. As a result, the carrying values of our investment securities are adjusted for unrealized gain or loss, and any gain or loss is reported on an after-tax basis as a component of other comprehensive income in shareholders' equity. The following tables summarize the amortized cost and estimated fair value of investment securities as of the dates shown:

	As of September 30, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands) (Unaudited)			
U.S. treasury securities	$ 32,704	$ -	$ 2,531	$ 30,173
U.S. government agencies	50,237	-	2,762	47,475
Corporate bonds	49,405	-	6,831	42,574
Mortgage-backed securities	497,388	-	65,676	431,712
Municipal securities	338,764	1	40,995	297,770
Total	$ 968,498	$ 1	$ 118,795	$ 849,704

	As of December 31, 2022			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
U.S. treasury securities	$ 32,783	$ -	$ 2,668	$ 30,115
U.S. government agencies	50,288	-	2,916	47,372
Corporate bonds	48,475	25	2,496	46,004
Mortgage-backed securities	506,671	267	55,213	451,725
Municipal securities	347,382	11	31,858	315,535
Total	$ 985,599	$ 303	$ 95,151	$ 890,751

	As of March 31, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands) (Unaudited)			
U.S. treasury securities	$ 17,676	$ -	$ 1,460	$ 16,216
U.S. government agencies	10,235	-	858	9,377
Corporate bonds	49,453	12	5,292	44,173
Mortgage-backed securities	563,406	446	52,235	511,617
Municipal securities	322,956	62	31,498	291,520
Total	$ 963,726	$ 520	$ 91,343	$ 872,903

	As of December 31, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
U.S. treasury securities	$ 17,690	$ -	$ 1,451	$ 16,239
U.S. government agencies	10,258	-	848	9,410
Corporate bonds	49,609	-	5,770	43,839
Mortgage-backed securities	555,148	976	49,814	506,310
Municipal securities	331,273	298	27,798	303,773
Total	$ 963,978	$ 1,274	$ 85,681	$ 879,571

All of our mortgage-backed securities are agency securities. We do not hold any Fannie Mae or Freddie Mac preferred stock, corporate equity, collateralized debt obligations, collateralized loan obligations, structured investment vehicles, private label collateralized mortgage obligations, subprime, Alt-A, or second lien elements in our investment portfolio.

portfolio as of March 31, 2024.

We evaluate our available for sale securities portfolio on a quarterly basis for potential credit-related impairment. We assess potential credit impairment by comparing the fair value of a debt security to its amortized cost basis. If the fair value of a debt security is greater than the amortized cost basis, no impairment is recognized. If the fair value is less than the amortized cost basis, we review the factors to determine if the impairment is credit-related or noncredit-related. For debt securities we intend to sell or are more likely than not required to sell, before the recovery of their amortized cost basis, the difference between fair value and amortized cost is impaired and is recognized through earnings. For debt securities we do not intend to sell or are more likely than not required to sell, prior to expected recovery of amortized cost basis, the credit portion of the impairment is recognized through earnings, with a corresponding entry to an The allowance for credit losses encompasses potential expected credit losses related to the securities portfolio. In order to develop an estimate of credit losses expected for the current securities portfolio, we perform an assessment that includes reviewing historical loss data for both our portfolio and similar types of investment securities. Additionally, our review of the noncredit portion is recognized through accumulated securities portfolio for expected credit losses includes an evaluation of factors including the security issuer bond ratings, delinquency status, insurance or other comprehensive income.

available credit support, as well as our expectations of the forecasted economic outlook relevant to these securities. The results of the analysis are evaluated quarterly to confirm that credit loss estimates are appropriate for the securities portfolio. Based on our assessments, expected credit losses on the investment securities portfolio as of both March 31, 2024 and December 31, 2023, was negligible and therefore, no allowance for credit loss was recorded related to our investment securities.

The following tables set forth the fair value, maturities and approximated weighted average yield based on estimated annual income divided by the average amortized cost of the securities portfolio as of the dates indicated. The contractual maturity of a mortgage-backed security is the date at which the last underlying mortgage matures.

	As of September 30, 2023									
	Within One Year		After One Year but Within Five Years		After Five Years but Within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Total	Yield
	(Dollars in thousands) (Unaudited)									
U.S. treasury securities	$ 9,833	1.50 %	$ 20,340	0.77 %	$ -	- %	$ -	- %	$ 30,173	1.01 %
U.S. government agencies	-	- %	47,475	2.01 %	-	- %	-	- %	47,475	2.01 %
Corporate bonds	29	- %	1,011	3.98 %	41,534	4.61 %	-	- %	42,574	4.59 %
Mortgage-backed securities	2,585	1.21 %	55,107	1.90 %	152,422	2.16 %	221,598	2.28 %	431,712	2.18 %
Municipal securities	17,328	1.28 %	95,308	1.56 %	114,615	1.90 %	70,519	2.38 %	297,770	1.87 %
Total	$ 29,775	1.35 %	$ 219,241	1.68 %	$ 308,571	2.39 %	$ 292,117	2.30 %	$ 849,704	2.14 %

	As of December 31, 2022									
	Within One Year		After One Year but Within Five Years		After Five Years but Within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Total	Yield
	(Dollars in thousands)									
U.S. treasury securities	$ -	- %	$ 30,115	1.00 %	$ -	- %	$ -	- %	$ 30,115	1.00 %
U.S. government agencies	-	- %	47,372	1.63 %	-	- %	-	- %	47,372	1.63 %
Corporate bonds	151	- %	2,500	4.08 %	43,353	4.49 %	-	- %	46,004	4.45 %
Mortgage-backed securities	2,458	0.97 %	41,738	1.65 %	172,301	1.69 %	235,228	1.94 %	451,725	1.81 %

Municipal securities	15,299	1.76 %	97,064	1.44 %	120,905	1.79 %	82,267	2.13 %	315,535	1.77 %
Total	$ 17,908	1.64 %	$ 218,789	1.49 %	$ 336,559	2.08 %	$ 317,495	1.99 %	$ 890,751	1.90 %

	As of March 31, 2024									
	Within One Year		After One Year but Within Five Years		After Five Years but Within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Total	Yield
	(Dollars in thousands) (Unaudited)									
U.S. treasury securities	$ -	- %	$ 16,216	0.80 %	$ -	- %	$ -	- %	$ 16,216	0.80 %
U.S. government agencies	-	- %	9,377	0.92 %	-	- %	-	- %	9,377	0.92 %
Corporate bonds	35	- %	3,412	5.67 %	40,726	4.48 %	-	- %	44,173	4.57 %
Mortgage-backed securities	2,610	0.89 %	46,113	2.13 %	189,438	2.79 %	273,456	2.80 %	511,617	2.73 %
Municipal securities	21,679	1.40 %	93,799	1.61 %	111,234	1.97 %	64,808	2.35 %	291,520	1.90 %
Total	$ 24,324	1.34 %	$ 168,917	1.72 %	$ 341,398	2.72 %	$ 338,264	2.71 %	$ 872,903	2.49 %

	As of December 31, 2023									
	Within One Year		After One Year but Within Five Years		After Five Years but Within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Total	Yield
	(Dollars in thousands)									
U.S. treasury securities	$ -	- %	$ 16,239	0.80 %	$ -	- %	$ -	- %	$ 16,239	0.80 %
U.S. government agencies	-	- %	9,410	0.92 %	-	- %	-	- %	9,410	0.92 %
Corporate bonds	213	- %	2,390	4.78 %	41,236	4.61 %	-	- %	43,839	4.60 %
Mortgage-backed securities	147	1.28 %	46,339	2.06 %	191,332	2.68 %	268,492	2.73 %	506,310	2.65 %
Municipal securities	16,766	1.56 %	96,739	1.55 %	117,092	1.91 %	73,176	2.38 %	303,773	1.89 %
Total	$ 17,126	1.54 %	$ 171,117	1.63 %	$ 349,660	2.65 %	$ 341,668	2.66 %	$ 879,571	2.43 %

The contractual maturity of mortgage-backed securities, collateralized mortgage obligations and asset-backed securities is not a reliable indicator of their expected life because borrowers have the right to prepay their obligations at any time. Mortgage-backed securities and asset-backed securities are typically issued with stated principal amounts and are backed by pools of mortgage loans and other loans with varying maturities. The term of the underlying mortgages and loans may vary significantly due to the ability of a borrower to prepay. Monthly paydowns on mortgage-backed securities tend to cause the average life of the securities to be much different than the stated contractual maturity. During a period of increasing interest rates, fixed rate mortgage-backed securities do not tend to experience heavy prepayments of principal and, consequently, the average life of this security will be lengthened. If interest rates begin to fall, prepayments may increase, thereby shortening the estimated life of this security. The weighted average life of our investment portfolio was 4.52 4.53 years with an estimated effective duration of 3.75 3.71 years as of September 30, 2023 March 31, 2024.

As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, we did not own securities of any one issuer for which aggregate adjusted cost exceeded 10% of our consolidated shareholders' equity as of such respective dates.

As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, the Company held other equity securities of $32.6 million $34.9 million and $37.5 million $33.9 million, respectively, comprised mainly of FHLB stock, small business investment companies ("SBICs") and financial technology ("Fintech") fund investments.

Deposits

We offer a variety of deposit accounts having a wide range of interest rates and terms including demand, savings, money market and time accounts. We rely primarily on competitive pricing policies, convenient locations and personalized service to attract and retain these deposits.

Total deposits as of September 30, 2023 March 31, 2024, were $5.2 billion $5.6 billion, an increase of $370.4 million $324.0 million, or 7.7% 6.2%, compared to $4.8 billion $5.2 billion as of December 31, 2022 December 31, 2023. Total uninsured deposits were $2.0 billion $2.2 billion, or 38.6% 39.8%, of total deposits as of September 30, 2023 March 31, 2024 compared to $1.5 billion $2.0 billion, or 31.9% 38.9%, of total deposits as of December 31, 2022 December 31, 2023.

Since it is not reasonably practical to provide a precise measure of uninsured deposits, the amounts are estimated and are based on the same methodologies and assumptions that are used for regulatory reporting requirements for the call report.

Noninterest-bearing deposits as of September 30, 2023 March 31, 2024, were $1.4 billion $1.3 billion compared to $1.5 billion $1.3 billion as of December 31, 2022 December 31, 2023, a decrease of $137.0 million $4.0 million, or 8.8% 0.3%.

Average deposits for the nine three months ended September 30, 2023 March 31, 2024, were $4.9 billion $5.4 billion, an increase of $362.8 million $376.2 million, or 8.0% 7.6%, over the full year average for the year ended December 31, 2022 December 31, 2023, of $4.5 billion $5.0 billion. The average rate paid on total interest-bearing deposits increased over this period from 0.81% 3.00% for the year ended December 31, 2022 December 31, 2023, to 2.79% 3.76% for the nine three months ended September 30, 2023 March 31, 2024. The increase in average rates was driven by the federal reserve raising rates during the year ended December 31, 2022, and continuing in the nine months ended September 30, 2023 December 31, 2023. In addition, the stability of noninterest-bearing demand accounts served to reduce the cost of deposits to 1.98% 2.86% for the nine three months ended September 30, 2023 March 31, 2024, compared to 0.54% 2.15% for the year ended December 31, 2022 December 31, 2023.

The following table presents the daily average balances and weighted average rates paid on deposits for the periods indicated:

	For the Nine Months Ended September30, 2023 (Unaudited)		For the Year Ended December 31, 2022	
	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in thousands)			
Interest-bearing demand accounts	$ 489,746	3.39 %	$ 298,845	1.31 %
Negotiable order of withdrawal ("NOW") accounts	480,877	1.26 %	536,742	0.30 %
Limited access money market accounts and savings	1,417,294	2.52 %	1,483,763	0.81 %
Certificates and other time deposits > $250k	463,050	3.79 %	208,661	1.03 %
Certificates and other time deposits ≤ $250k	631,830	3.38 %	479,871	0.98 %
Total interest-bearing deposits	3,482,797	2.79 %	3,007,882	0.81 %
Noninterest-bearing demand accounts	1,427,821	- %	1,539,938	- %
Total deposits	$ 4,910,618	1.98 %	$ 4,547,820	0.54 %

	For the Three Months Ended March 31, 2024 (Unaudited)		For the Year Ended December 31, 2023	
	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in thousands)			
Interest-bearing demand accounts	$ 525,653	3.66 %	$ 507,782	3.40 %
Negotiable order of withdrawal ("NOW") accounts	476,872	1.92 %	468,094	1.33 %
Limited access money market accounts and savings	1,819,380	3.80 %	1,441,836	2.77 %
Certificates and other time deposits > $250k	608,368	4.55 %	498,054	4.01 %
Certificates and other time deposits ≤ $250k	642,327	4.31 %	650,450	3.61 %
Total interest-bearing deposits	4,072,600	3.76 %	3,566,216	3.00 %
Noninterest-bearing demand accounts	1,282,815	- %	1,412,979	- %
Total deposits	$ 5,355,415	2.86 %	$ 4,979,195	2.15 %

The ratio of average noninterest-bearing deposits to average total deposits for the nine three months ended September 30, 2023 March 31, 2024, and the year ended December 31, 2022 December 31, 2023, was 29.1% 24.0% and 33.9% 28.4%, respectively.

The following table sets forth the contractual maturities of certain certificates of deposit at September 30, 2023 March 31, 2024:

	Certificates of Deposit More Than $250,000	Certificates of Deposit of $100,000 Through $250,000

		(Dollars in thousands) (Unaudited)		
3 months or less	$	165,043	$	147,713
More than 3 months but less than 6 months		119,808		166,540
More than 6 months but less than 12 months		186,506		144,875
12 months or more		167,187		53,606
Total	$	638,544	$	512,734

	Certificates of Deposit More Than $250,000		Certificates of Deposit of $100,000 Through $250,000	
	(Dollars in thousands) (Unaudited)			
3 months or less	$	98,853	$	77,548
More than 3 months but less than 6 months		144,704		212,855
More than 6 months but less than 12 months		135,627		98,349
12 months or more		270,726		39,151
Total	$	649,910	$	427,903

Federal Funds Purchased Lines of Credit Relationships

We maintain Federal Funds Purchased Lines of Credit Relationships with the following correspondent banks and limits as of September 30, 2023 March 31, 2024:

	Fed Funds Purchase Limits	
	(Dollars in thousands)	
TIB National Association	$	45,000
PNC Bank		38,000
FNBB		35,000
First Horizon Bank		17,000
ServisFirst Bank		10,000
Total	$	145,000

	Fed Funds Purchase Limits	
	(Dollars in thousands)	
TIB National Association	$	45,000
PNC Bank		38,000
FNBB		35,000
First Horizon Bank		17,000
ServisFirst Bank		10,000
Total	$	145,000

We had $14.1 million in no outstanding balances on these lines at December 31, 2022 March 31, 2024 and no outstanding balance as of September 30, 2023 December 31, 2023.

Liquidity and Capital Resources

Liquidity

Liquidity involves our ability to utilize funds to support asset growth and acquisitions or reduce assets to meet deposit withdrawals and other payment obligations, to maintain reserve requirements and otherwise to operate on an ongoing basis and manage unexpected events. For the nine three months ended September 30, 2023 March 31, 2024, and the year ended December 31, 2022 December 31, 2023, liquidity needs were primarily met by core deposits, security and loan maturities, and amortizing investment and loan portfolios. In addition, we also utilize, or have available, brokered deposits, purchased funds from correspondent banks, bank term funding program, the Federal Reserve discount window, and overnight advances from the FHLB. As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, we maintained five federal funds purchased lines of credit with correspondent banks which provided for extensions of credit with an availability to borrow up to an aggregate of $145.0 million. There was $14.1 million were no funds drawn under these lines of credit at December 31, 2022 March 31, 2024, and none drawn at September 30, 2023 December 31, 2023. We had an additional $1.6 billion and $1.3 billion $1.2 billion of availability through the FHLB at September 30, 2023 both March 31, 2024, and December 31, 2022, respectively. December 31, 2023. As of September 30, 2023 March 31, 2024 and December 31, 2023, we had $726.2 million and $1.0 billion, respectively, of availability through the Federal Reserve Discount Window.

The following table illustrates, during the periods presented, the mix of our funding sources and the average assets in which those funds are invested as a percentage of average total assets for the periods indicated. Average total assets equaled $6.3 billion $6.7 billion and $5.5 billion $6.3 billion for the nine three months ended September 30, 2023 March 31, 2024, and the year ended December 31, 2022 December 31, 2023, respectively.

	For the Nine Months Ended September 30, 2023 (Unaudited)	For the Year Ended December 31, 2022
Source of Funds:		
Deposits:		
Noninterest-bearing	22.7 %	28.1 %
Interest-bearing	55.3	55.0
Subordinated debt (excluding trust preferred securities)	1.7	1.9
Advances from FHLB	5.9	4.9
Other borrowings	0.4	0.6
Bank Term Funding Program	3.8	-
Other liabilities	0.7	0.7
Shareholders' equity	9.5	8.8
Total	100.0 %	100.0 %
Uses of Funds:		
Loans, net of allowance for loan losses	76.1 %	72.9 %
Securities available for sale	14.5	17.5
Interest-bearing deposits in other banks	2.4	2.1
Other noninterest-earning assets	7.0	7.5
Total	100.0 %	100.0 %
Average noninterest-bearing deposits to average deposits	29.1 %	33.9 %
Average loans to average deposits	98.3	88.4

	For the Three Months Ended March 31, 2024 (Unaudited)	For the Year Ended December 31, 2023
Source of Funds:		
Deposits:		
Noninterest-bearing	19.2 %	22.3 %
Interest-bearing	61.1	56.2
Subordinated debt (excluding trust preferred securities)	1.5	1.7
Advances from FHLB	3.4	5.2
Other borrowings	0.3	0.4
Bank Term Funding Program	3.9	4.0
Other liabilities	0.9	0.7
Shareholders' equity	9.7	9.5
Total	100.0 %	100.0 %
Uses of Funds:		
Loans, net of allowance for loan losses	74.8 %	76.0 %
Securities available for sale	13.3	14.2
Interest-bearing deposits in other banks	5.0	2.8
Other noninterest-earning assets	6.9	7.0
Total	100.0 %	100.0 %
Average noninterest-bearing deposits to average deposits	24.0 %	28.4 %
Average loans to average deposits	93.9	97.6

Our primary source of funds is deposits, and our primary use of funds is loans. We do not expect a change in the primary source or use of our funds in the foreseeable future. Our average net loans increased 25.0% 8.9% for the nine three months ended September 30, 2023 March 31, 2024, compared to the same period in 2022. 2023. We predominantly invest excess deposits in overnight deposits with the Federal Reserve, securities, interest-bearing deposits at other banks or other short-term liquid investments until needed to fund loan growth. Our securities portfolio had a weighted average life of 4.52 4.53 years and an effective duration of 3.75 3.71 years as of September 30, 2023 March 31, 2024. As of December 31, 2022 December 31, 2023, our securities portfolio had a weighted average life of 4.88 4.57 years and an effective duration of 4.09 3.81 years.

As of September 30, 2023 March 31, 2024, we had outstanding $1.2 billion in commitments to extend credit and $46.5 million $48.9 million in commitments associated with outstanding standby and commercial letters of credit. As of December 31, 2022 December 31, 2023, we had outstanding $1.3 billion $1.2 billion in commitments to extend credit and $45.6 million $45.2 million in commitments associated with outstanding standby and commercial letters of credit. Because commitments associated with letters of credit and commitments to extend credit may expire unused, the total outstanding may not necessarily reflect the actual future cash funding requirements. See "*Off Balance Sheet Items*" below for additional information.

As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023 we had cash and cash equivalents, including federal funds sold, of $388.1 million $397.2 million and $168.3 million $377.2 million, respectively. We had no exposure to future cash requirements associated with known uncertainties or capital expenditures of a material nature for either period.

Capital Resources

Total shareholders' equity increased to $604.4 million $649.0 million as of September 30, 2023 March 31, 2024, compared to $580.5 million $644.3 million as of December 31, 2022 December 31, 2023, an increase of $23.9 million $4.8 million, or 4.1% 0.7%. This increase was primarily due to net income of $55.2 million $13.6 million offset with other comprehensive losses of $20.0 million $5.0 million resulting from the after-tax effect of unrealized losses in our investment securities portfolio, and dividends paid on preferred stock and common stock of $13.1 million $4.9 million.

On October 26, 2023 April 25, 2024, our Board declared a quarterly dividend in the amount of $18.75 per preferred share to the preferred shareholders of record as of November 15, 2023 May 15, 2024. The dividend is to be paid on November 30, 2023 May 31, 2024, or as soon as practicable thereafter.

On October 26, 2023 April 25, 2024, our Board declared a quarterly dividend based upon our financial performance for the three months ended September 30, 2023 March 31, 2024, in the amount of $0.14 per common share to the common shareholders of record as of November 15, 2023 May 15, 2024. The dividend is to be paid on November 30, 2023 May 31, 2024, or as soon as practicable thereafter.

The declaration and payment of dividends to our shareholders, as well as the amounts thereof, are subject to the discretion of the Board and depend upon our results of operations, financial condition, capital levels, cash requirements, future prospects and other factors deemed relevant by the Board. As a holding company, our ability to pay dividends is largely dependent upon the receipt of dividends from our subsidiary, b1BANK. There can be no assurance that we will declare and pay any dividends to our shareholders.

Capital management consists of providing equity to support current and future operations. Banking regulators view capital levels as important indicators of an institution's financial soundness. As a general matter, FDIC-insured depository institutions and their holding companies are required to maintain minimum capital relative to the amount and types of assets they hold. We are subject to regulatory capital requirements at the holding company and bank levels. As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, we and b1BANK were in compliance with all applicable regulatory capital requirements, and b1BANK was classified as "well-capitalized," for purposes of prompt corrective action regulations. As we employ our capital and continue to grow our operations, our regulatory capital levels may decrease depending on our level of earnings. However, we expect to monitor and control our growth in order to remain in compliance with all applicable regulatory capital standards applicable to us.

The following table presents the actual capital amounts and regulatory capital ratios for us and b1BANK as of the dates indicated.

	As of September 30, 2023 (Unaudited)		As of December 31, 2022	
	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)			
Business First				
Total capital (to risk weighted assets)	$ 743,966	12.71 %	$ 704,840	12.75 %
Tier 1 capital (to risk weighted assets)	602,032	10.28 %	557,088	10.07 %
Common Equity Tier 1 capital (to risk weighted assets)	525,102	8.97 %	480,158	8.68 %
Tier 1 Leverage capital (to average assets)	602,032	9.31 %	557,088	9.49 %
b1BANK				
Total capital (to risk weighted assets)	$ 724,873	12.39 %	$ 657,588	11.91 %
Tier 1 capital (to risk weighted assets)	680,367	11.63 %	618,805	11.20 %
Common Equity Tier 1 capital (to risk weighted assets)	680,367	11.63 %	618,805	11.20 %
Tier 1 Leverage capital (to average assets)	680,367	10.53 %	618,805	10.55 %

Preferred Stock

On September 1, 2022, we entered into a securities purchase agreement with certain investors pursuant to which we offered and sold shares of our 7.50% fixed-to-floating rate non-cumulative perpetual preferred stock, with no par value, for an aggregate purchase price of $72.0 million. The preferred stock was structured to qualify as additional Tier 1 capital under applicable regulatory capital guidelines. Holders of the preferred stock will be entitled to receive, if, when, and as declared by our Board, non-cumulative cash dividends at a rate of 7.50% for the first five years following issuance and thereafter at a variable rate equal to the then current 3-month secured overnight financing rate ("SOFR"), reset quarterly, plus 470 basis points. The preferred stock has a perpetual term and may not be redeemed, except under certain circumstances, under the first five years of issuance.

Long Term Debt

During the year ended December 31, 2022, as part of the acquisition of TCBI, we assumed $26.4 million in subordinated debt. As part of this debt, we recorded a fair value adjustment premium in the amount of $3.4 million, to accrete over five-to-seven years, with a remaining adjustment of $1.1 million as of September 30, 2023. We recognized $1.5 million in gains on the extinguishment of $8.9 million of debt during the nine months ended September 30, 2023.

	As of March 31, 2024 (Unaudited)		*As of December 31, 2023*	
	Amount	*Ratio*	*Amount*	*Ratio*

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	(Dollars in thousands)			
Business First				
Total capital (to risk weighted assets)	*$ 763,096*	*12.78 %*	*$ 754,990*	*12.85 %*
Tier 1 capital (to risk weighted assets)	*622,332*	*10.42 %*	*614,975*	*10.46 %*
Common Equity Tier 1 capital (to risk weighted assets)	*545,402*	*9.14 %*	*538,045*	*9.15 %*
Tier 1 Leverage capital (to average assets)	*622,332*	*9.38 %*	*614,975*	*9.52 %*
b1BANK				
Total capital (to risk weighted assets)	*$ 744,471*	*12.48 %*	*$ 730,117*	*12.43 %*
Tier 1 capital (to risk weighted assets)	*699,939*	*11.73 %*	*686,379*	*11.69 %*
Common Equity Tier 1 capital (to risk weighted assets)	*699,939*	*11.73 %*	*686,379*	*11.69 %*
Tier 1 Leverage capital (to average assets)	*699,939*	*10.56 %*	*686,379*	*10.63 %*

FHLB Advances

Advances from the FHLB totaled approximately $214.2 million $308.2 million and $410.1 million $211.2 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, the FHLB advances were collateralized by a blanket floating lien on certain securities and loans, had a weighted average stated rate of 3.47% 4.04% and 3.88% 3.65%, respectively, and mature within five ten years. At December 31, 2022, $262.0 million in advances were short term with a rate of 4.55%.

Bank Term Funding Program ("BTFP")

On March 12, 2023, the Federal Reserve launched the BTFP, which offers offered loans to banks with a term of up to one year. The loans are were secured by pledging the banks' U.S. treasuries, agency securities, agency mortgage-backed securities, and any other qualifying assets. These pledged securities will be were valued at par for collateral purposes. The Bank participated in the BTFP and had outstanding debt of $300.0 million at September 30, 2023 December 31, 2023.

The loans bore a fixed rate of 4.38% and matured on March 22, 2024, at which time we repaid them in full.

Contractual Obligations

The following tables summarize contractual obligations and other commitments to make future payments as of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023 (other than non-maturity deposit obligations), which consist of future cash payments associated with our contractual obligations pursuant to our FHLB advances, subordinated debt, revolving line of credit, and non-cancelable future operating leases. Payments related to leases are based on actual payments specified in underlying contracts. Advances from the FHLB totaled approximately $214.2 million $308.2 million and $410.1 million $211.2 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. As of September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, the FHLB advances were collateralized by a blanket floating lien on certain securities and loans, had a weighted average stated rate of 3.47% 4.04% and 3.88% 3.65%, respectively, and mature within five ten years. We participated in the BTFP in March 2023 and as of September 30, 2023 December 31, 2023, had outstanding debt of $300.0 million, at a fixed rate of 4.38% and set to mature on March 22, 2024. We paid this debt off in full at the time of maturity. The subordinated debt totaled $99.9 million and $100.0 million at March 31, 2024 and $110.7 million at September 30, 2023 and December 31, 2022 December 31, 2023, respectively, including premium. Of this subordinated debt, $25.0 million bears interest at a fixed rate of 6.75% through December 31, 2028 and a floating rate, based on a benchmark rate plus 369 basis points, thereafter through maturity in 2033, $52.5 million of this subordinated debt bears interest at a fixed rate of 4.25% through March 31, 2026 and a floating rate, based on a benchmark rate plus 354 basis points, thereafter through maturity in 2031, $3.9 million of this subordinated debt bears interest at a fixed rate of 4.75% through April 1, 2026 and a floating rate, based on a benchmark rate plus 442 basis points, thereafter through maturity in 2031. We acquired three separate notes as part of the TCBI acquisition totaling $26.4 million. Of those notes, $10.0 million bears an adjustable interest rate plus 350 basis points, based on a benchmark rate, adjusting quarterly until maturity on April 11, 2028, and callable beginning April 11, 2023, $7.5 million bears a fixed an adjustable interest rate of 6.38% until December 13, 2023, then will reset to a floating interest rate plus 350 basis points, based on a benchmark rate, plus 350 basis points, adjusting quarterly, until maturity on December 13, 2028, and callable beginning December 13, 2023, and $8.9 million, which was called on May 1, 2023 and ceased bearing interest as of such date. This $8.9 million note was fully extinguished during the nine months ended September 30, 2023. As part of valuing these three subordinated notes from TCBI, we incurred a fair value adjustment premium of $3.4 million that will accrete over five-to-seven years, with $1.1 million $1.0 million and $2.9 million $1.1 million remaining at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. We recognized $1.5 million in gains on the extinguishment of this debt during the nine months year ended September 30, 2023 December 31, 2023.

	As of September 30, 2023				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands) (Unaudited)				
Non-cancelable future operating leases	$ 3,985	$ 5,821	$ 4,490	$ 4,067	$ 18,363
Time deposits	1,114,789	221,000	40,575	21	1,376,385
Subordinated debt	-	-	10,000	88,927	98,927
Advances from FHLB	-	75,875	138,309	-	214,184
BTFP	300,000	-	-	-	300,000
Subordinated debt - trust preferred securities	-	-	-	5,000	5,000
Securities sold under agreements to repurchase	23,245	-	-	-	23,245
Standby and commercial letters of credit	45,122	1,178	141	25	46,466
Commitments to extend credit	695,341	280,353	126,544	106,478	1,208,716
Total	$ 2,182,482	$ 584,227	$ 320,059	$ 204,518	$ 3,291,286

	As of December 31, 2022				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands)				
Non-cancelable future operating leases	$ 4,135	$ 6,496	$ 4,247	$ 4,298	$ 19,176
Time deposits	601,980	145,606	38,971	20	786,577
Subordinated debt	-	-	8,900	98,927	107,827
Advances from FHLB	262,000	875	147,225	-	410,100
Subordinated debt - trust preferred securities	-	-	-	5,000	5,000
Securities sold under agreements to repurchase	20,208	-	-	-	20,208
Standby and commercial letters of credit	18,706	26,468	377	-	45,551
Commitments to extend credit	654,067	342,844	200,971	147,288	1,345,170
Total	$ 1,561,096	$ 522,289	$ 400,691	$ 255,533	$ 2,739,609

	As of March 31, 2024				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands) (Unaudited)				
Non-cancelable future operating leases	$ 4,385	$ 7,232	$ 6,433	$ 4,943	$ 22,993
Time deposits	925,174	300,852	43,689	27	1,269,742
Subordinated debt	-	-	17,500	81,427	98,927
Advances from FHLB	-	133,206	100,000	75,000	308,206
Subordinated debt - trust preferred securities	-	-	-	5,000	5,000
Securities sold under agreements to repurchase	17,207	-	-	-	17,207

Standby and commercial letters of credit	44,745	3,548	581	-	48,874
Commitments to extend credit	630,202	351,384	102,535	118,483	1,202,604
Total	$ 1,621,713	$ 796,222	$ 270,738	$ 284,880	$ 2,973,553

	As of December 31, 2023				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands)				
Non-cancelable future operating leases	$ 4,429	$ 7,166	$ 6,426	$ 5,617	$ 23,638
Time deposits	1,027,366	238,222	35,490	21	1,301,099
Subordinated debt	-	-	17,500	81,427	98,927
Advances from FHLB	-	111,198	25,000	75,000	211,198
BTFP	300,000	-	-	-	300,000
Subordinated debt - trust preferred securities	-	-	-	5,000	5,000
Securities sold under agreements to repurchase	18,885	-	-	-	18,885
Standby and commercial letters of credit	43,704	927	546	-	45,177
Commitments to extend credit	625,521	330,138	106,171	112,477	1,174,307
Total	$ 2,019,905	$ 687,651	$ 191,133	$ 279,542	$ 3,178,231

Off-Balance Sheet Items

In the normal course of business, we enter into various transactions which, in accordance with GAAP, are not included in our consolidated balance sheets. We enter into these transactions to meet the financing needs of our customers. These transactions include commitments to extend credit and standby and commercial letters of credit which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the consolidated balance sheets.

Our commitments associated with outstanding standby and commercial letters of credit and commitments to extend credit expiring by period as of the date indicated are summarized in the tables above. Because commitments associated with letters of credit and commitments to extend credit may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements.

Standby and commercial letters of credit are conditional commitments issued by us to guarantee the performance of a customer to a third party. In the event of nonperformance by the customer, we have rights to the underlying collateral, which can include commercial real estate, physical plant and property, inventory, receivables, cash and/or marketable securities. The credit risk to us in issuing letters of credit is essentially the same as that involved in extending loan facilities to our customers.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Because many of the commitments are expected to expire without being fully drawn upon, the total commitment amounts disclosed above do not necessarily represent future cash requirements. We evaluate each customer’s creditworthiness on a case-by-case basis. The amount of collateral obtained, if considered necessary by us, upon extension of credit, is based on management’s credit evaluation of the customer.

Interest Rate Sensitivity and Market Risk

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

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

amount of income without taking on unnecessary earning volatility.

We seek to manage our exposure to interest rates by structuring our balance sheet in the ordinary course of business. Other than back-to-back customer business; however, we may enter into derivative contracts to hedge interest rate swaps, we do not enter into instruments such as leveraged derivatives, interest rate swaps, financial options, financial futures contracts or forward delivery contracts for the purpose of reducing interest rate risk. risk if it is appropriate given our risk profile and policy guidelines. 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.

Our exposure to interest rate risk is reviewed managed by the asset-liability committee ("ALCO") of b1BANK, in accordance with policies approved by our board of directors. In determining the appropriate level of interest rate risk, the committee considers the impact on earnings and capital of the current outlook on interest rates, potential changes in interest rates, regional economies, liquidity, business strategies and other factors. The committee meets regularly to review, among other things, the sensitivity of assets and liabilities to interest rate changes, the book and market values of assets and liabilities, unrealized gains and losses, purchase and sale activities, commitments to originate loans and the maturities of investments and borrowings. Additionally, the committee reviews liquidity, cash flow flexibility, maturities of deposits and consumer and commercial deposit activity. Management employs methodologies to manage interest rate risk which include an analysis of relationships between interest-earning assets and interest-bearing liabilities, and an interest rate shock simulation model.

We use interest rate risk simulation models and shock analysis to test the interest rate sensitivity of net interest income and fair value of equity, and the impact of changes in interest rates on other financial metrics. Contractual maturities and re-pricing opportunities of loans are incorporated in the model as prepayment assumptions, maturity data and call options within the investment portfolio. Average lives of optionality. Deposit assumptions such as repricing betas and non-maturity deposit accounts are based on standard regulatory balance decay assumptions and rates are also incorporated into the model. Model assumptions are revised and updated on a regular basis as directed by policy, and more accurate information becomes available. frequently if conditions merit. The assumptions used are inherently uncertain and, as a result, the model cannot precisely measure future net interest income or precisely predict the impact of fluctuations in market interest rates on net interest income. Actual results will differ from the model's simulated results due to timing, magnitude, and frequency of interest rate changes, as well as changes in market conditions, customer behavior, and the application and timing of various management strategies.

On at least a quarterly basis, we run two simulation models including a static balance sheet and dynamic growth balance sheet. These models test the impact on to calculate potential impacts to net interest income and the fair value of equity from changes in market interest rates under various scenarios. Under the static and dynamic growth models, rates are shocked instantaneously based upon parallel and non-parallel yield curve shifts. Parallel shock scenarios assume instantaneous parallel movements in the yield curve compared to a flat yield curve scenario. Non-parallel simulation involves analysis of interest income and expense under various changes in the shape equity. Specific details of the yield curve. Internal simulations are reflected in policy regarding interest rate risk simulations currently specifies that for instantaneous parallel shifts of the yield curve, estimated net interest income at risk for the subsequent one-year period should not decline as directed by more than 5% for a 100 basis point shift, 10% for a 200 basis point shift, and 12.5% for a 300 basis point shift. Internal policy regarding interest rate simulations currently specifies that for instantaneous parallel shifts of the yield curve, estimated fair value of equity at risk for the subsequent one-year period should not decline by more than 10% for a 100 basis point shift, 15% for a 200 basis point shift, and 25% for a 300 basis point shift.

ALCO.

The following table summarizes the simulated change in net interest income and fair value of equity over a 12-month horizon as of the dates indicated:

	As of September 30, 2023		As of December 31, 2022	
Change in Interest Rates (Basis Points)	Percent Change in Net Interest Income	Percent Change in Fair Value of Equity	Percent Change in Net Interest Income	Percent Change in Fair Value of Equity
+300	(7.50 %)	(6.03 %)	(8.60 %)	(5.55 %)
+200	(5.70 %)	(3.88 %)	(5.90 %)	(3.65 %)
+100	(4.00 %)	(1.71 %)	(3.50 %)	(1.94 %)
Base	- %	- %	- %	- %
-100	(1.50 %)	1.89 %	(0.70 %)	1.76 %
-200	(2.10 %)	3.57 %	(2.30 %)	3.38 %

	As of March 31, 2024	As of December 31, 2023

Change in Interest Rates (Basis Points)	Percent Change in Net Interest Income	Percent Change in Fair Value of Equity	Percent Change in Net Interest Income	Percent Change in Fair Value of Equity
+300	(1.50 %)	(3.63 %)	(5.50 %)	(5.59 %)
+200	0.40 %	(2.19 %)	(3.20 %)	(3.47 %)
+100	2.00 %	(0.84 %)	(1.10 %)	(1.39 %)
Base	- %	- %	- %	- %
-100	2.60 %	0.83 %	0.30 %	1.40 %
-200	2.50 %	1.44 %	0.50 %	2.67 %

The results of the simulations are primarily due to driven by the contractual characteristics of all balance sheet mix instruments and behavior of demand, money market and savings deposits during such rate fluctuations. The model also assumes no management intervention. We have found that, historically, interest rates on these deposits change more slowly than changes in the discount and federal funds rates. This assumption is incorporated into the simulation model and is generally not fully reflected in a gap analysis. The assumptions incorporated into the model are inherently uncertain and, as a result, the model cannot precisely measure future net interest income or precisely predict the impact of fluctuations in market interest rates on net interest income. Actual results will differ from the model's simulated results due to timing, magnitude and frequency of interest rate changes, as well as changes in market conditions and the application and timing of various strategies.

customer behavior.

Impact of Inflation

Our consolidated financial statements and related notes included elsewhere in this statement have been prepared in accordance with GAAP. These require the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative value of money over time due to inflation or recession.

Unlike many industrial companies, substantially all of our assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on our performance than the effects of general levels of inflation. Interest rates may not necessarily move in the same direction or in the same magnitude as the prices of goods and services. However, other operating expenses do reflect general levels of inflation.

Non-GAAP Financial Measures

Our accounting and reporting policies conform to GAAP, and the prevailing practices in the banking industry. However, we also evaluate our performance based on certain additional non-GAAP financial measures. We classify a financial measure as being a non-GAAP financial measure if that financial measure excludes or includes amounts, or is subject to adjustments that have the effect of excluding or including amounts, that are included or excluded, as the case may be, in the most directly comparable measure calculated and presented in accordance with GAAP as in effect from time to time in the United States in our statements of income, balance sheets or statements of cash flows. Non-GAAP financial measures do not include operating and other statistical measures or ratios or statistical measures calculated using exclusively either financial measures calculated in accordance with GAAP, operating measures or other measures that are not non-GAAP financial measures or both.

This discussion and analysis section includes certain non-GAAP financial measures (e.g., referenced as "core" or "tangible") intended to supplement, not substitute for, comparable GAAP measures. These measures typically adjust income available to common shareholders for certain significant activities or transactions that in management's opinion can distort period-to-period comparisons of Business First's performance. Transactions that are typically excluded from non-GAAP measures include realized and unrealized gains/losses on former bank premises and equipment, gains/losses on sales of securities, and acquisition-related expenses (including, but not limited to, legal costs, system conversion costs, severance and retention payments, etc.). The measures also typically adjust goodwill and certain intangible assets from book value and shareholders' equity.

Management believes presentations of these non-GAAP financial measures provide useful supplemental information that is essential to a proper understanding of the operating results of the Company's core business. These non-GAAP disclosures are not necessarily comparable to non-GAAP measures that may be presented by other companies. You should understand how such other banking organizations calculate their financial metrics or with names similar to the non-GAAP financial measures we have discussed in this statement when comparing such non-GAAP financial measures.

Core Net Income. Income. Core net income available to common shareholders, which excludes certain income and expenses, for the three months ended September 30, 2023 March 31, 2024, was $18.0 million $12.8 million, or $0.71 $0.50 per diluted common share, compared to core net income available to common shareholders of $16.4 million $13.8 million, or $0.72 $0.55 per diluted common share, for the three months ended September 30, 2022 March 31, 2023. Notable noncore events impacting earnings for the three months ended September 30, 2023 March 31, 2024, included $932,000 $50,000 in a gain on the sale of our Leesville, Louisiana banking center, $517,000 in a gain on the extinguishment of debt due to the premium associated with the debt from the TCBI acquisition in 2022, which was attributed to the remaining $3.2 million of the $8.9 million subordinated debt redemption, compared to $3.5 million former bank premises and $715,000 in acquisition-related expenses, and $265,000 compared to $103,000 in income attributable to insurance reimbursements from storm acquisition-related expenses for the same period in 2022.

For the nine months ended September 30, 2023, core net income available to common shareholders was $49.5 million, or $1.96 per diluted common share, compared to core net income available to common shareholders 2023.

	For the Three Months Ended March 31,	
	2024	2023
	(Dollars in thousands, except per share data) (Unaudited)	
Interest Income:		
Interest income	$ 96,011	$ 79,492
Core interest income	96,011	79,492
Interest Expense:		
Interest expense	44,480	26,743
Core interest expense	44,480	26,743
Provision for Credit Losses:		
Provision for credit losses	1,186	3,222
Core provision expense	1,186	3,222
Other Income:		
Other income	9,386	8,388
Gains on former bank premises and equipment	(50)	-
Losses on sale of securities	1	1
Core other income	9,337	8,389
Other Expense:		
Other expense	42,522	38,679
Acquisition-related expenses (2)	(715)	(103)
Core other expense	41,807	38,576
Pre-Tax Income:		
Pre-tax income	17,209	19,236
Gains on former bank premises and equipment	(50)	-
Losses on sale of securities	1	1
Acquisition-related expenses (2)	715	103
Core pre-tax income	17,875	19,340
Provision for Income Taxes: (1)		
Provision for income taxes	3,639	4,211
Tax on gains on former bank premises and equipment	(11)	-

Tax on losses on sale of securities	-	-
Tax on acquisition-related expenses (2)	89	6
Core provision for income taxes	3,717	4,217
Preferred Dividends		
Preferred dividends	1,350	1,350
Core preferred dividends	1,350	1,350
Net Income Available to Common Shareholders:		
Net income available to common shareholders	12,220	13,675
Gains on former bank premises and equipment , net of tax	(39)	-
Losses on sale of securities, net of tax	1	1
Acquisition-related expenses (2), net of tax	626	97
Core net income available to common shareholders	$ 12,808	$ 13,773
Diluted Earnings Per Common Share:		
Diluted earnings per common share	$ 0.48	$ 0.54
Gains on former bank premises and equipment , net of tax	-	-
Losses on sale of securities, net of tax	-	-
Acquisition-related expenses (2), net of tax	0.02	0.01
Core diluted earnings per common share	$ 0.50	$ 0.55

(1) Tax rates, exclusive of $41.2 million, or $1.86 per diluted common share, for the nine months ended September 30, 2022. Notable noncore events impacting earnings for the nine months ended September 30, 2023, included $932,000 in a gain on the sale of our Leesville, Louisiana banking center, $1.5 million in a gain on the extinguishment of debt associated with the TCBI acquisition in 2022, which was attributed to the $8.9 million subordinated debt redemption and $173,000 in acquisition-related expenses, compared to the nine months ended September 30, 2022, included the incurrence of losses of $717,000 on disposals of former bank premises and equipment, and $265,000 in insurance reimbursements from storm repairs included in other income, $5.0 million in certain nondeductible acquisition-related expenses and $501,000 in expenses attributable to storm repairs (primarily related to storms in 2021) goodwill, utilized were 21.129% for both 2024 and 2023. These rates approximate the marginal tax rates for the same period in 2022.

applicable periods.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in thousands, except per share data) (Unaudited)			
Interest Income:				
Interest income	$ 93,322	$ 63,473	$ 258,662	$ 161,609
Core interest income	93,322	63,473	258,662	161,609
Interest Expense:				
Interest expense	38,028	9,993	97,293	18,092
Core interest expense	38,028	9,993	97,293	18,092
Provision for Credit Losses:				
Provision for credit losses	604	3,273	4,364	7,835
Core provision expense	604	3,273	4,364	7,835
Other Income:				
Other income	9,883	8,115	30,229	21,032
Losses on former bank premises and equipment	-	-	-	717

Losses on sale of securities	-	7	62	46
Insurance reimbursement of storm expenditures	-	(265)	-	(265)
Gain on sale of branch	(932)	-	(932)	-
Gain on extinguishment of debt	(517)	-	(1,458)	-
Core other income	8,434	7,857	27,901	21,530
Other Expense:				
Other expense	38,607	40,946	116,988	111,063
Acquisition-related expenses (2)	(2)	(3,521)	(173)	(5,040)
Occupancy and bank premises - storm repair	-	-	-	(501)
Core other expense	38,605	37,425	116,815	105,522
Pre-Tax Income:				
Pre-tax income	25,966	17,376	70,246	45,651
Losses on former bank premises and equipment	-	-	-	717
Losses on sale of securities	-	7	62	46
Insurance reimbursement of storm expenditures	-	(265)	-	(265)
Gain on sale of branch	(932)	-	(932)	-
Gain on extinguishment of debt	(517)	-	(1,458)	-
Acquisition-related expenses (2)	2	3,521	173	5,040
Occupancy and bank premises - storm repair	-	-	-	501
Core pre-tax income	24,519	20,639	68,091	51,690
Provision for Income Taxes: (1)				
Provision for income taxes	5,511	3,576	15,027	9,363
Tax on losses on former bank premises and equipment	-	-	-	151
Tax on losses on sale of securities	-	1	13	10
Tax on insurance reimbursement of storm expenditures	-	(55)	-	(55)
Tax on gain on sale of branch	(197)	-	(197)	-
Tax on gain on extinguishment of debt	(109)	-	(308)	-
Tax on acquisition-related expenses (2)	-	739	20	913
Tax on occupancy and bank premises - storm repair	-	-	-	106
Core provision for income taxes	5,205	4,261	14,555	10,488
Preferred Dividends				
Preferred dividends	1,351	-	4,051	-
Core preferred dividends	1,351	-	4,051	-
Net Income Available to Common Shareholders:				
Net income available to common shareholders	19,104	13,800	51,168	36,288
Losses on former bank premises and equipment , net of tax	-	-	-	566
Losses on sale of securities, net of tax	-	6	49	36
Insurance reimbursement of storm expenditures, net of tax	-	(210)	-	(210)
Gain on sale of branch, net of tax	(735)	-	(735)	-
Gain on extinguishment of debt, net of tax	(408)	-	(1,150)	-
Acquisition-related expenses (2), net of tax	2	2,782	153	4,127

Occupancy and bank premises - storm repair, net of tax	-	-	-	395
Core net income available to common shareholders	$ 17,963	$ 16,378	$ 49,485	$ 41,202
Diluted Earnings Per Common Share:				
Diluted earnings per common share	$ 0.76	$ 0.61	$ 2.02	$ 1.64
Losses on former bank premises and equipment , net of tax	-	-	-	0.02
Losses on sale of securities, net of tax	-	-	-	-
Insurance reimbursement of storm expenditures, net of tax	-	(0.01)	-	(0.01)
Gain on sale of branch, net of tax	(0.03)	-	(0.03)	-
Gain on extinguishment of debt, net of tax	(0.02)	-	(0.04)	-
Acquisition-related expenses (2), net of tax	-	0.12	0.01	0.19
Occupancy and bank premises - storm repair, net of tax	-	-	-	0.02
Core diluted earnings per common share	$ 0.71	$ 0.72	$ 1.96	$ 1.86

(1) Tax rates, exclusive of certain nondeductible acquisition-related expenses and goodwill, utilized were 21% for both 2023 and 2022. These rates approximate the marginal tax rates for the applicable periods.

(2) Includes merger and conversion-related expenses and salary and employee benefits.

(2) Includes merger and conversion-related expenses and salary and employee benefits.

Tangible Book Value Per Common Share. Tangible book value per common share is a non-GAAP measure generally used by financial analysts and investment bankers to evaluate financial institutions. We calculate (1) tangible common equity as shareholders' equity less preferred stock, goodwill, and core deposit and customer intangible assets, net of accumulated amortization, and (2) tangible book value per common share as tangible common equity divided by shares of common stock outstanding. The most directly comparable GAAP financial measure for tangible book value per common share is book value per common share.

The following table reconciles, as of the dates set forth below, total shareholders' equity to tangible common equity and presents tangible book value per common share compared to book value per common share:

	As of September 30, 2023	**As of December 31, 2022**
	(Dollars in thousands, except per share data) (Unaudited)	
Tangible Common Equity		
Total shareholders' equity	$ 604,366	$ 580,481
Preferred stock	(71,930)	(71,930)
Total common shareholders' equity	532,436	508,551
Adjustments:		
Goodwill	(88,391)	(88,543)
Core deposit and customer intangibles	(12,418)	(14,042)
Total tangible common equity	$ 431,627	$ 405,966

Common shares outstanding (1)		25,344,168		25,110,313
Book value per common shares (1)	$	21.01	$	20.25
Tangible book value per common shares (1)		17.03		16.17

(1) Excludes the dilutive effect, if any, of 217,051 and 184,015 shares of common stock issuable upon exercise of outstanding stock options and restricted stock awards as of September 30, 2023 and December 31, 2022, respectively.

		As of March 31, 2024		***As of December 31, 2023***
		(Dollars in thousands, except per share data) (Unaudited)		
Tangible Common Equity				
Total shareholders' equity	*$*	*649,034*	*$*	*644,259*
Preferred stock		*(71,930)*		*(71,930)*
Total common shareholders' equity		*577,104*		*572,329*
Adjustments:				
Goodwill		*(91,527)*		*(88,391)*
Core deposit and customer intangibles		*(11,372)*		*(11,895)*
Total tangible common equity	*$*	*474,205*	*$*	*472,043*
Common shares outstanding (1)		*25,485,383*		*25,351,809*
Book value per common shares (1)	*$*	*22.64*	*$*	*22.58*
Tangible book value per common shares (1)		*18.61*		*18.62*

(1) Excludes the dilutive effect, if any, of 302,007 and 217,094 shares of common stock issuable upon exercise of outstanding stock options and restricted stock awards as of March 31, 2024 and December 31, 2023, respectively.

Tangible Common Equity to Tangible Assets. Tangible common equity to tangible assets is a non-GAAP measure generally used by financial analysts and investment bankers to evaluate financial institutions. We calculate tangible common equity, as described above, and tangible assets as total assets less goodwill, core deposit and customer intangible assets, net of accumulated amortization. The most directly comparable GAAP financial measure for tangible common equity to tangible assets is total common shareholders' equity to total assets.

The following table reconciles, as of the dates set forth below, total shareholders' equity to tangible common equity and total assets to tangible assets:

		As of September 30, 2023		**As of December 31, 2022**
		(Dollars in thousands, except per share data) (Unaudited)		
Tangible Common Equity				
Total shareholders' equity	$	604,366	$	580,481
Preferred stock		(71,930)		(71,930)
Total common shareholders' equity		532,436		508,551
Adjustments:				
Goodwill		(88,391)		(88,543)
Core deposit and customer intangibles		(12,418)		(14,042)

Total tangible common equity	$ 431,627	$ 405,966
Tangible Assets		
Total Assets	$ 6,488,781	$ 5,990,460
Adjustments:		
Goodwill	(88,391)	(88,543)
Core deposit and customer intangibles	(12,418)	(14,042)
Total tangible assets	$ 6,387,972	$ 5,887,875
Common Equity to Total Assets	8.2 %	8.5 %
Tangible Common Equity to Tangible Assets	6.8	6.9

	As of March 31, 2024	As of December 31, 2023
	(Dollars in thousands, except per share data) (Unaudited)	
Tangible Common Equity		
Total shareholders' equity	$ 649,034	$ 644,259
Preferred stock	(71,930)	(71,930)
Total common shareholders' equity	577,104	572,329
Adjustments:		
Goodwill	(91,527)	(88,391)
Core deposit and customer intangibles	(11,372)	(11,895)
Total tangible common equity	$ 474,205	$ 472,043
Tangible Assets		
Total Assets	$ 6,695,558	$ 6,584,550
Adjustments:		
Goodwill	(91,527)	(88,391)
Core deposit and customer intangibles	(11,372)	(11,895)
Total tangible assets	$ 6,592,659	$ 6,484,264
Common Equity to Total Assets	8.6 %	8.7 %
Tangible Common Equity to Tangible Assets	7.2	7.3

Item3. Quantitative and Qualitative Disclosures about Market Risk

Risk identification and management are essential elements for the successful management of our business. In the normal course of business, we are subject to various types of risk, including interest rate, credit, and liquidity risk. We control and monitor these risks with policies, procedures, and various levels of managerial and board oversight. Our objective is to optimize profitability while managing and controlling risk within board approved policy limits. Interest rate risk is the sensitivity of net interest income and the market value of financial instruments to the magnitude, direction, and frequency of changes in interest rates. Interest rate risk results from various repricing frequencies and the maturity structure of assets and liabilities. We use our asset liability management policy to control and manage interest rate risk. See Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Interest Rate Sensibility and Market Risk” for additional discussion of interest rate risk.

Liquidity risk represents the inability to generate cash or otherwise obtain funds at reasonable rates to satisfy commitments to borrowers, as well as, the obligations to depositors. We use our asset liability management policy and contingency funding plan to control and manage liquidity risk.

Credit risk represents the possibility that a customer may not perform in accordance with contractual terms. Credit risk results from extending credit to customers, purchasing securities, and entering into certain off-balance sheet loan funding commitments. Our primary credit risk is directly related to our loan portfolio. We use our credit policy and disciplined approach to evaluate the adequacy of our allowance for credit losses to control and manage credit risk. Our investment policy limits the degree of the amount of credit risk that we may assume in our investment portfolio. Our principal financial market risks are liquidity risks and exposures to interest rate movements.

Item4.Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a – 15(e) and 15d – 15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Report. Based on such evaluation, our principal executive officer and principal financial officer concluded our disclosure controls and procedures were effective as of the end of the period covered by this Report to provide reasonable assurance that the information we are required to disclose in reports that are filed or furnished under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, including to ensure that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. The effectiveness of our, or any, system of disclosure controls and procedures is subject to certain limitations, including the exercise of judgment in designing, implementing and evaluating the controls and procedures, the assumptions used in identifying the likelihood of future events, and the inability to eliminate misconduct completely. As a result, we cannot assure you that our disclosure controls and procedures will detect all errors or fraud.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting during the period covered by this Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item1.Legal Proceedings

From time to time, we are a party to claims and legal proceedings arising in the ordinary course of business. Management evaluates our exposure to these claims and proceedings individually, and in the aggregate, and provides for potential losses on such litigation if the amount of the loss is estimable and the loss is probable. We are not currently involved in any pending legal proceedings other than routine, nonmaterial proceedings occurring in the ordinary course of business.

Item1A.Risk Factors

In addition to the other information set forth in this Report, we refer you to Item 1A. “Risk Factors” of our Annual Report on Form 10-K for December 31, 2022 December 31, 2023, filed with the SEC. Other than the risk factors set forth below, there have been no material changes in the risk factors disclosed in our Annual Report on Form 10-K for December 31, 2022 December 31, 2023.

Adverse developments affecting the financial services industry.

Recent bank failures involving Silicon Valley Bank and Signature Bank have resulted in negative market volatility, especially in the financial services sector, which could continue to negatively impact the market price of our stock in the foreseeable future. The failures have also adversely impacted customer confidence in the soundness of smaller community and regional banks. In response, customers may choose to maintain deposits with larger financial institutions or invest their excess cash elsewhere. Significant withdrawals of deposits could stress our liquidity, funding capacity, earnings, and capital. These factors could also limit our access to capital markets and/or significantly increase the pricing of such sources. In addition, these events may result in adverse changes in laws or regulations that govern our operations.

Item2.Unregistered Sales of Equity Securities and Use of Proceeds

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(a) Not applicable.

(b) Not applicable.

(c) *Not applicable.*

Item3.Defaults upon Senior Securities

Not applicable.

Item4.Mine Safety Disclosures

Not applicable.

Item5.Other Information

(a) ***Not applicable.***

(b) ***Not applicable.***

(c) ***During the three months ended September 30, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading agreement," as each term is defined in Item 408(a) of Regulation S-K.***

(a) Not applicable.

(b) Not applicable.

(c) During the three months ended March 31, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading agreement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Item6.Exhibits

Number	Description
2.1	Agreement and Plan of Reorganization, dated October 20, 2021, by and between Business First Bancshares, Inc., and Texas Citizens Bancorp, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Business First Bancshares, Inc. on October 21, 2021).
3.1	

3.1 Restated Articles of Incorporation of Business First Bancshares, Inc., adopted October 27, 2022 (incorporated by reference to Exhibit 3.1 of the Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed by Business First Bancshares, Inc. on November 3, 2022).

3.2	Amended and Restated Bylaws of Business First Bancshares, Inc., adopted April 23, 2020 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by Business First Bancshares, Inc. on April 28, 2020).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-4 filed by Business First Bancshares, Inc. on November 12, 2014).
4.2	Form of Series A Preferred Stock (incorporated by reference to Exhibit A to Exhibit 10.1 to the Current Report on Form 8-K filed by Business First Bancshares, Inc. on September 1, 2022).
31.1	Certification of Principal

	Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certifications of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	Inline XBRL Instance Document*
101.SCH	Inline XBRL Taxonomy Extension Schema Document*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase

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

* Filed herewith.

* Filed herewith.

SIGNATURES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant hereby duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

		BUSINESS FIRST BANCSHARES, INC.
NovemberMay 2, 2023 2024		/s/ David R. Melville, III
		David R. Melville, III President and Chief Executive Officer
NovemberMay 2, 2023 2024		/s/ Gregory Robertson
		Gregory Robertson Chief Financial Officer

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EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, David R. Melville, III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "Report") of Business First Bancshares, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and 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 controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

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

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

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

Date: May 2, 2024

1. I have reviewed this Quarterly Report on Form 10-Q (this “Report”) of Business First Bancshares, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and 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 controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

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

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

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

Date: November 2, 2023

/s/ David R. Melville, III

David R. Melville, III

President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Gregory Robertson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "Report") of Business First Bancshares, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and 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 controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

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

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

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

Date: May 2, 2024

1. I have reviewed this Quarterly Report on Form 10-Q (this "Report") of Business First Bancshares, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and 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 controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

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

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

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

Date: November 2, 2023

/s/ Gregory Robertson

Gregory Robertson

Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO RULE 13A-14(B) 18 U.S.C. SECTION 1350,

As adopted pursuant to

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Business First Bancshares, Inc. ("Business First") for the three month period ended September 30, 2023 March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, David R. Melville, III, as President and Chief Executive Officer of Business First, and Gregory Robertson, as Chief Financial Officer of Business First, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Business First, as of, and for the period covered by the Report.

Date:
November
2, 2023
Date: May 2, 2024

/s/ David R. Melville, III

David R. Melville, III

President and Chief Executive Officer

/s/ Gregory Robertson

Gregory Robertson

Chief Financial Officer

DISCLAIMER