

REFINITIV

DELTA REPORT


10-K

SFBS - SERVISFIRST BANCSHARES, I
10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	2601
CHANGES	590
DELETIONS	944
ADDITIONS	1067

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

FORM 10-K
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(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 001-36452

SERVISFIRST BANCSHARES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

26-0734029
(I.R.S. Employer
Identification No.)

2500 Woodcrest Place, Birmingham, Alabama
(Address (Address of Principal Executive Offices))

35209
(Zip Code)

(205) 949-0302
(Registrant's Telephone Number, Including Area Code)

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

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of exchange on which registered</u>
Common stock, par value \$.001 per share	SFBS	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or Section 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

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

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. ☐

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). ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act by the registered public accounting firm that prepared or issued its audit report. Yes ☒ No ☐

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

As of June 30, 2022 June 30, 2023, the aggregate market value of the voting common stock held by non-affiliates of the registrant, based on a stock price of \$78.92 \$40.92 per share of Common Stock, was \$3,929,891,000. \$2,062,850,000.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of February 22, 2023 February 27, 2024
Common stock, \$.001 par value	54,398,249 54,489,090

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission in connection with its 2023 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this annual report on Form 10-K.

SERVISFIRST BANCSHARES, INC.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K "Form 10-K" and other publicly available documents, including the documents incorporated by reference herein, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These "forward-looking statements" reflect our current views with respect to, among other things, future events and our financial performance. The words "may," "plan," "contemplate," "anticipate," "believe," "intend," "continue," "expect," "project," "predict," "estimate," "could," "should," "would," "will," and similar expressions are intended to identify such forward-looking statements, but other statements not based on historical information may also be considered forward-looking. All forward-looking statements are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements to differ materially from any results expressed or implied by such forward-looking statements. These statements should be considered subject to various risks and uncertainties, and are made based upon management's belief as well as assumptions made by, and information currently available to, management pursuant to "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such risks include, without limitation:

- the global health and economic crisis precipitated by the COVID-19 outbreak;
- the effects of the COVID-19 pandemic on business practices including, without limitation, work from home and similar initiatives that may result in changes in the usage of commercial real estate;
- the effects of adverse changes in the economy or business conditions, including inflation, recession, interest rate volatility, pandemic or other changes in economic conditions, either nationally or in our market areas;
- credit risks, including the deterioration of the credit quality of our loan portfolio, increased default rates and loan losses or adverse changes in our portfolio or in specific industry concentrations of our loan portfolio;
- the effects of governmental monetary and fiscal policies and legislative, regulatory and accounting changes applicable to banks and other financial service providers, including the impact on us and our customers;
- the economic crisis and associated credit issues in industries most impacted by the COVID-19 outbreak;
- the effects of hazardous weather in our markets;
- the effects of competition from other financial institutions and financial service providers;
- our ability to keep pace with technology changes, including with respect to cyber-security and preventing breaches of our and third-party security systems involving our customers and other sensitive and confidential data;
- our ability to attract new or retain existing deposits, or to initiate new or retain current loans;
- the effect of any merger, acquisition or other transaction to which we or any of our subsidiaries may from time to time be a party, including our ability to successfully integrate any business that we acquire;
- the effect of changes in interest rates on the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;
- the effects of terrorism and efforts to combat it;
- the effects of force majeure events, including war, natural disasters, pandemics or other widespread disease outbreaks and other national or international crises;
- an increase in the incidence or severity of fraud, illegal payments, security breaches or other illegal acts impacting our customers;
- the increased regulatory and compliance burdens associated with our Bank bank exceeding \$10 billion in assets;
- the results of regulatory examinations;
- the effect of inaccuracies in our assumptions underlying the establishment of our loan loss reserves; and
- other factors that are discussed in the section titled "Risk Factors" in Item 1A, 1A of this Form 10-K, as well as in our subsequent Quarterly Reports on Form 10-Q and other reports and documents we file from time to time with the 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 annual report on Form 10-K. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which what 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.

PART I

Unless this Form 10-K indicates otherwise, the terms “we,” “our,” “us,” “the Company,” “ServisFirst Bancshares” and “ServisFirst” as used herein refer to ServisFirst Bancshares, Inc., and its subsidiaries, including ServisFirst Bank, which sometimes is referred to as “our bank subsidiary,” “our bank” or “the Bank,” and its other subsidiaries. References herein to the fiscal years 2020, 2021, 2022 and 2022 2023 mean our fiscal years ended December 31, 2020 December 31, 2021, 2021 2022 and 2022, 2023, respectively.

ITEM 1. BUSINESS

Overview

We are a bank holding company within the meaning of the Bank Holding Company Act of 1956 and are headquartered in Birmingham, Alabama. Through our wholly-owned subsidiary bank, we operate 26 30 full-service banking offices located in Alabama, Florida, Georgia, North Carolina, South Carolina, Tennessee, and Tennessee, Virginia. We also operate loan production offices in Florida. Through our bank, we originate commercial, consumer and other loans and accept deposits, provide electronic banking services, such as online and mobile banking, including remote deposit capture, deliver treasury and cash management services and provide correspondent banking services to other financial institutions. As of December 31, 2022 December 31, 2023, we had total assets of approximately \$14.6 billion \$16.13 billion, total loans of approximately \$11.7 billion \$11.66 billion, total deposits of approximately \$11.5 billion \$13.27 billion, and total stockholders' equity of approximately \$1.3 billion \$1.44 billion.

We operate our bank using a simple business model based on organic loan and deposit growth, generated through high quality customer service, delivered by a team of experienced bankers focused on developing and maintaining long-term banking relationships with our target customers. We utilize a uniform, centralized back office risk and credit platform to support a decentralized decision-making process executed locally by our regional chief executive officers. This decentralized decision-making process allows individual lending officers varying levels of lending authority, based on the experience of the individual officer. When the total amount of loans to a borrower exceeds an officer's lending authority, further approval must be obtained by the applicable regional chief executive officer and/or our senior management team. Rather than relying on a more traditional retail bank strategy of operating a broad base of multiple brick and mortar branch locations in each market, our strategy focuses on operating a limited and efficient branch network with sizable aggregate balances of total loans and deposits housed in each branch office. We believe that this approach more appropriately addresses our customers' banking needs and reflects a best-of-class delivery strategy for commercial banking services.

Our principal business is to accept deposits from the public and to make loans and other investments. Our principal sources of funds for loans and investments are demand, time, savings and other deposits and the amortization and prepayment of loans and borrowings. Our principal sources of income are interest and fees collected on loans, interest and dividends collected on other investments, and service charges. Our principal expenses are interest paid on savings and other deposits, interest paid on our other borrowings, employee compensation, office expenses and other overhead expenses.

Certain of our subsidiaries hold and manage participations in residential mortgages and commercial real estate loans originated by our bank in Alabama, Florida, Georgia and Tennessee, respectively, and have elected to be treated as a real estate investment trust, or REIT, for U.S. income tax purposes. Each of these entities is consolidated into the Company.

As a bank holding company, we are subject to regulation by the Board of Governors of the Federal Reserve System (the “Federal Reserve”). We are required to file reports with the Federal Reserve and are subject to regular examinations by that agency.

Business Strategy

We are a full service commercial bank focused on providing competitive products, state of the art technology and quality service. Our business philosophy is to operate as a metropolitan community bank emphasizing prompt, personalized customer service to the individuals and businesses located in our primary markets. We aggressively market to our target customers, which include privately held businesses generally with \$2 million to \$250 million in annual sales, professionals and affluent consumers whom we believe are underserved by the larger regional banks operating in our markets. We also seek to capitalize on the extensive relationships that our management, directors, advisory directors and stockholders have with the businesses and professionals in our markets.

Focus on Core Banking Business. We deliver a broad array of core banking products to our customers. While many large regional competitors and national banks have chosen to develop non-traditional business lines to supplement their net interest income, we believe our focus on traditional commercial banking products driven by a high margin delivery system is a superior method to deliver returns to our stockholders. We emphasize an internal culture of keeping our operating costs as low as practical, which we believe leads to greater operational efficiency. Additionally, our centralized technology and process infrastructure contribute to our low operating costs. We believe this combination of products, operating efficiency and technology make us attractive to customers in our markets. In addition, we provide correspondent banking services to more than 350 370 community banks located in 27 30 states throughout the United States. We provide a source of clearing and liquidity to our correspondent bank customers, as well as a wide array of account, credit, settlement and international services.

Commercial Bank Emphasis. We have historically focused on people as opposed to places. This strategy translates into a smaller number of brick and mortar branch locations relative to our size, but larger overall branch sizes in terms of total deposits. As a result, as of December 31, 2022 December 31, 2023, our branches averaged approximately \$444.1

million \$442.5 million in total deposits. In the more typical retail banking model, branch banks continue to lose traffic to other banking channels which may prove to be an impediment to earnings growth for those banks that have invested in large branch networks. In addition, unlike many traditional community banks, we place a strong emphasis on originating commercial and industrial loans, which comprised approximately 26.9% 24.2% of our total loan portfolio as of December 31, 2022 December 31, 2023.

Scalable, Decentralized Business Model. We emphasize local decision-making by experienced bankers supported by centralized risk and credit oversight. We believe that the delivery by our bankers of in-market customer decisions, coupled with risk and credit support from our corporate headquarters, allows us to serve our borrowers and depositors directly and in person, while managing risk centrally and on a uniform basis. We intend to continue our growth by repeating this scalable model in each market in which where we are able to identify a strong banking team. Our goal in each market is to employ the highest quality bankers in that market. We then empower those bankers to implement our operating strategy, grow our customer base and provide the highest level of customer service possible. We focus on a geographic model of organizational structure as opposed to a line of business model employed by most regional banks. This structure assigns significant responsibility and accountability to our regional chief executive officers, who we believe will drive our growth and success. We have developed a business culture whereby our management team, from the top down, is actively involved in sales, which we believe is a key differentiator from our competition.

Local decision making In our operations, local decision-making has impacted how we managed our business during the COVID-19 pandemic. been pivotal in navigating challenges that could be posed by global health crises, such as pandemics. Our ability to strategic use technology-based of technology-enabled delivery channels has been essential in offering services to service our customers in within a low-contact environment played an integral part in maintaining social distancing framework, which helps to help prevent the spread of COVID-19. disease while allowing continued customer service.

Identify Opportunities in Vibrant Markets. Since opening our original banking facility in Birmingham in 2005, we have expanded into ten additional markets as of December 31, 2022 December 31, 2023. Our focus has been to expand opportunistically when we identify a strong banking team in a market with attractive economic characteristics and market demographics where we believe we can achieve a minimum of \$300 million in deposits within five years of market entry. There are two primary factors we consider when determining whether to enter a new market:

- the availability of successful, experienced bankers with strong reputations in the market; and
- the economic attributes of the market necessary to drive quality lending opportunities coupled with deposit-related characteristics of the potential market.

Prior to entering a new market, historically we have historically identified and built a team of experienced, successful bankers with market-specific knowledge to lead the Bank's operations in that market, including a regional chief executive officer. Generally, we or members of our senior management team are familiar with these individuals based on prior work experience and reputation, and strongly believe in the ability of such individuals to successfully execute our business model. We also often assemble a non-voting advisory board of directors in our markets, comprised of members representing a broad spectrum of business experience and community involvement in the market. We currently have advisory boards in each of the Huntsville, Montgomery, Dothan, Mobile, Pensacola, Nashville, Atlanta and Charleston markets.

In addition to organic expansion, we may seek to expand through targeted acquisitions.

Markets and Competition

Our primary markets are broadly defined as in the MSAs of Birmingham-Hoover, Huntsville, Montgomery, Dothan, Daphne-Fairhope-Foley and Mobile, Alabama, Crestview-Fort Walton Beach-Destin, Pensacola-Ferry Pass-Brent, North Port-Sarasota-Bradenton, Tallahassee, and Tampa-St. Petersburg-Clearwater, Florida, Atlanta-Sandy Springs-Alpharetta and Columbus, Georgia, Asheville and Charlotte-Concord-Gastonia, North Carolina, Charleston-North Charleston, South Carolina and Nashville-Davidson-Murfreesboro, Tennessee. tables below. We draw most of our deposits from, and conduct most of our lending transactions in, these markets.

According to Federal Deposit Insurance Corporation ("FDIC") reports, total deposits in each of our primary market areas have expanded from 2012 2013 to 2022 2023 (deposit data reflects totals as reported by financial institutions as of June 30th of each year) as follows:

	20222012Compound Annual Growth Rate			20232013Compound Annual Growth Rate		
	(Dollars in Billions)			(Dollars in Billions)		
Alabama:						
Jefferson/Shelby County, Alabama	\$ 47.2	\$ 26.5	5.94 %	\$ 44.03	\$ 27.3	4.9 %

Mobile County, Alabama	10.7	6.0	5.96%	9.7	6.0	5.0%
Madison County, Alabama	10.6	5.9	6.03%	10.0	6.1	5.0%
Montgomery County, Alabama	7.5	6.6	1.29%	7.8	6.5	1.9%
Baldwin County, Alabama	6.9	3.2	7.99%	6.8	3.4	7.2%
Houston County, Alabama	3.4	2.1	4.94%	3.4	2.2	4.5%
<u>Florida:</u>						
Orange County, Florida	50.4	22.5	8.40%	47.4	24.3	6.9%
Hillsborough County, Florida	46.2	23.5	6.99%	41.7	25.7	5.0%
Sarasota County, Florida	20.9	11.4	6.25%	19.3	11.7	5.2%
Leon County, Florida	9.2	4.8	6.72%	8.3	4.8	5.6%
Escambia County, Florida	6.6	3.5	6.55%	7.4	3.5	7.8%
Okaloosa County, Florida	6.1	3.5	5.71%	5.3	3.5	4.3%
Bay County, Florida				4.7	2.5	6.5%
<u>Georgia:</u>						
Cobb County, Georgia	27.0	10.1	10.33%	29.7	10.3	11.2%
Muscogee County, Georgia	7.0	6.3	1.06%	7.4	5.5	3.0%
Douglas County, Georgia	2.6	1.2	8.04%	2.5	1.2	7.4%
<u>North Carolina:</u>						
Mecklenburg County, North Carolina	310.4	193.0	4.87%	357.0	199.0	6.0%
Buncombe County, North Carolina	7.7	4.3	6.00%			
<u>South Carolina:</u>						
Charleston County, South Carolina	18.3	7.6	9.19%	16.4	8.0	7.5%
Dorchester County, South Carolina	2.3	1.1	7.65%	2.4	1.1	8.2%
<u>Tennessee:</u>						
Davidson County, Tennessee	54.9	23.1	9.04%	55.9	23.3	9.2%
<u>Virginia:</u>						
Virginia Beach (City), Virginia				8.4	5.6	4.2%

Our bank is subject to intense competition from various financial institutions and other financial service providers. Our bank competes for deposits with other commercial banks, savings and loan associations, credit unions and issuers of commercial paper and other securities, such as money-market and mutual funds. In making loans, our bank competes with other commercial banks, savings and loan associations, consumer finance companies, credit unions, leasing companies, interest-based lenders and other lenders.

The following table illustrates our market share, by insured deposits, in our primary service areas at **June 30, 2022** **June 30, 2023** as most recently reported by the FDIC:

Market		Number of Branches	Our Market Deposits	Total Market Deposits	Ranking	Market Share Percentage	Number of Branches	Our Market Deposits	Total Market Deposits	Ranking	Market Share Percentage
		(Dollars in Millions)				(Dollars in Millions)					
Alabama:											
Birmingham-Hoover MSA		3	\$ 5,230.3	\$ 50,115.4	3	8.86%	3	\$ 4,094.4	\$ 47,048.6	3	8.70%
Huntsville MSA		2	1,237.0	11,726.9	2	9.88%	2	1,661.6	10,269.5	2	16.18%
Montgomery MSA		2	1,150.8	9,548.6	2	10.70%	2	1,185.7	11,127.2	2	10.66%
Dothan MSA		2	863.9	4,358.7	1	17.03%	2	896.7	4,229.7	1	21.20%
Mobile MSA		2	526.5	10,903.6	6	4.18%	2	548.0	9,938.3	6	5.51%
Daphne-Fairhope-Foley MSA		1	90.6	6,900.4	18	0.77%	1	99.4	6,793.1	17	1.46%
Florida:											
Pensacola-Ferry Pass-Brent MSA		2	602.1	8,609.0	7	6.39%	2	592.7	9,368.2	7	6.33%
North Port-Sarasota-Bradenton MSA							1	577.7	29,873.6	13	1.93%
Tampa-St. Petersburg-Clearwater MSA		1	308.3	130,750.0	30	0.34%	1	364.7	123,859.1	28	0.29%

North Port-Sarasota-Bradenton MSA	1	233.1	31,681.4	22	0.45 %						
Panama City MSA						1	112.5	4,655.8	12	2.42 %	
Crestview-Fort Walton Beach-Destin MSA	1	82.1	8,749.3	20	0.73 %	1	86.4	7,770.3	15	1.11 %	
Tallahassee MSA						1	56.7	9,473.1	15	0.60 %	
Orlando-Kissimmee-Sanford MSA						1	35.0	72,941.6	42	0.05 %	
<u>Georgia:</u>											
Atlanta-Sandy Springs-Alpharetta MSA	2	686.1	244,180.9	25	0.27 %	2	872.2	237,133.6	23	0.37 %	
Columbus, GA-AL	1	15.4	8,406.1	14	0.18 %						
Columbus, GA-AL MSA						1	24.2	8,755.6	14	0.28 %	
<u>North Carolina:</u>											
Charlotte-Concord-Gastonia, NC-SC MSA						1	69.8	382,301.8	37	0.02 %	
<u>South Carolina:</u>											
Charleston-North Charleston MSA	2	344.0	22,657.0	13	1.5 %	2	344.0	22,657.0	14	1.46 %	
<u>Tennessee:</u>											
Nashville-Davidson-Murfreesboro MSA	1	416.2	92,625.5	27	0.7 %	1	416.2	92,625.5	23	0.67 %	
<u>Virginia:</u>											
Virginia Beach-Norfolk-Newport News, VA-NC						1	2.3	33,275.8	21	0.01 %	

The following table illustrates the combined total deposits for all financial institutions in the counties in which we operate as a percent of the total of all deposits in each state at **June 30, 2022** **June 30, 2023**, as reported by the FDIC:

Alabama			61.6	60.5 %
Florida			15.9	16.1 %
Georgia			10.4	11.6 %
North Carolina			58.3	58.9 %
South Carolina			16.1	15.1 %
Tennessee			24.7	25.2 %
Virginia				2.8 %

Our retail and commercial divisions operate in highly competitive markets. We compete directly in retail and commercial banking markets with other commercial banks, savings and loan associations, credit unions, mortgage brokers and mortgage companies, mutual funds, securities brokers, consumer finance companies, other lenders and insurance companies, locally, regionally and nationally. Many of our competitors compete by using offerings by mail, telephone, computer and/or the Internet. Interest rates, both on loans and deposits, and prices of services are significant competitive factors among financial institutions generally. Providing convenient locations, desired financial products and services, convenient office hours, quality customer service, quick local decision making, a strong community reputation and long-term personal relationships are all important competitive factors that we emphasize.

In our markets, our five largest competitors are Regions **Bank, Financial Corporation**, Wells Fargo **Bank, & Company**, PNC **Financial Services Group, Inc.**, Truist **Financial Corporation**, and Synovus **Bank, Financial Corp.** These institutions, as well as other competitors of ours, **may** have greater resources, serve broader geographic markets, have higher lending limits, offer various services that we do not offer and **can may** better afford, and make broader use of, media advertising, support services, and electronic technology than **we can, us**. To offset these competitive disadvantages, we depend on our reputation for greater personal service, consistency, flexibility and the ability to make credit and other business decisions quickly.

Lending Services

Commercial Loans

Our commercial lending activity is directed principally toward businesses and professional service firms whose demand for funds falls within our legal lending limits. We make loans to small- limits, and medium-sized businesses in our markets for the purpose of upgrading plant and equipment, buying inventory and for general working capital. Typically, targeted business borrowers have annual sales generally between \$2 million and \$250 million. This category of loans includes loans made to individual, partnership and corporate borrowers, and such loans are obtained for a variety of business purposes. We we offer a variety of commercial lending products to meet the needs of business and professional service firms in our service areas. These commercial lending products include We make seasonal loans, bridge loans, and term loans to small- and medium-sized businesses in our markets for working capital, expansion a variety of the business or acquisition of purposes, including, but not limited to, expanding business, acquiring property, upgrading plant and equipment. equipment, buying inventory and for general working capital. Typically, targeted business borrowers have annual sales between \$2 million and \$250 million. This category of loans includes loans made to individual, partnership and corporate borrowers. We also offer commercial lines of credit. The repayment terms of our commercial loans will vary according to the needs of each customer.

Our commercial loans usually are collateralized. Generally, collateral consists of business assets, including accounts receivable, inventory, equipment, and/or real estate. Collateral is subject to the risk that we may have difficulty converting it to a liquid asset if necessary, as well as risks associated with degree of specialization, mobility and general collectability in a default situation. To mitigate this risk, we underwrite have strict collateral to strict underwriting standards, including valuations and general acceptability based on our ability to monitor its ongoing condition and value.

We underwrite our commercial loans primarily on the basis of the borrower's cash flow, ability to service debt, and degree of management expertise. As a general practice, we take as collateral a security interest in any available real estate, equipment or personal property. Under limited circumstances, we may make commercial loans on an unsecured basis. Commercial loans may be subject to many different types of risks, including fraud, bankruptcy, economic downturn, deteriorated or non-existent collateral, and changes in interest rates. Perceived and actual risks may differ depending on the particular industry in which a borrower operates. General risks to an industry, such as an economic downturn or instability in the capital markets, or to a particular segment of an industry are monitored by senior management on an ongoing basis. When warranted, loans to individual borrowers who may be at risk due to an industry condition may be more closely analyzed and reviewed by the credit review committee or board of directors. Commercial and industrial borrowers are required to submit financial statements to us on a regular basis. We analyze these statements, looking for weaknesses and trends, and will assign the loan a risk grade accordingly. Based on this risk grade, the loan may receive an increased degree of scrutiny by management.

Real Estate Loans

We make commercial real estate loans, construction and development loans and residential real estate loans.

Commercial Real Estate. Commercial real estate loans are generally limited to terms of five years or less, although payments are usually structured on the basis of a longer amortization. Interest rates may be fixed or adjustable, although rates generally will not be fixed for a period exceeding five years. In addition, we generally will require personal guarantees from the principal owners of the property supported by a review by our management of the principal owners' personal financial statements.

Commercial real estate lending presents risks not found in traditional residential real estate lending. Repayment is dependent upon successful management and marketing of properties and on the level of expense necessary to maintain the property. Repayment of these loans may be adversely affected by conditions in the real estate market or the general economy. Also, commercial real estate loans typically involve relatively large loan balances to a single borrower. To mitigate these risks, we closely monitor our borrower concentration. These loans generally have shorter maturities than other loans, giving us an opportunity to reprice, restructure or decline renewal. As with other loans, all commercial real estate loans are graded depending upon strength of credit and performance. A higher risk grade will bring increased scrutiny by our management, the credit review committee and the board of directors.

Construction and Development Loans. We make construction and development loans both on a pre-sold and speculative basis. If the borrower has entered into an agreement to sell the property prior to beginning construction, then the loan is considered to be on a pre-sold basis. If the borrower has not entered into an agreement to sell the property prior to beginning construction, then the loan is considered to be on a speculative basis. Construction and development loans are generally made with a term of 12 to 36 months, with interest payable monthly. The ratio of the loan principal to the value of the collateral as established by independent appraisal typically will not exceed 80% of residential construction loans. Speculative construction loans will be based on the borrower's financial strength and cash flow position. Development loans are generally limited to 75% of appraised value. Loan proceeds will be disbursed based on the percentage of completion and only after the project has been inspected by an experienced construction lender or third-party inspector. During times of economic stress, construction and development loans typically have a greater degree of risk than other loan types.

To mitigate the risk of construction loan defaults in our portfolio, the board of directors and management tracks and monitors these loans closely. Total construction loans increased \$429.2 million decreased \$12.8 million, or 0.8%, at December 31, 2023, compared to \$1.53 billion at December 31, 2022. There were \$105,000 in net charge-offs on construction loans during 2023 and no charge-offs on construction loans during 2022 and a net recovery of \$38,000 in charge-offs during 2021. 2022. There were \$1.2 million \$1.1 million in construction loans rated as substandard at December 31, 2022 December 31, 2023 and were no \$1.2 million construction loans rated as substandard at December 31, 2021 December 31, 2022.

Residential Real Estate Loans. Our residential real estate loans consist primarily of residential second mortgage loans, residential construction loans and traditional mortgage lending for one-to-four family residences. We will originate fixed-rate mortgages with long-term maturities. The majority of our fixed-rate loans are sold in the secondary mortgage market. All loans are made in accordance with our appraisal policy, with the ratio of the loan principal to the value of collateral as established by independent appraisal generally not exceeding 85%. Risks associated with these loans are generally less significant than those of other **loans and loans**. **Those risks** involve bankruptcies, economic downturn, customer financial problems and fluctuations in the value of real estate, and **the risk that** homes in our primary service areas may experience significant price declines in the future. We have not made and do not expect to make any "Alt-A" or subprime loans.

Consumer Loans

We offer a variety of loans to retail customers in the communities we serve. Consumer loans in general carry a moderate degree of risk compared to other loans. They are generally more risky than traditional residential real estate loans but less risky than commercial loans. Risk of default is usually determined by the well-being of the local economies. During times of economic stress, there is usually some level of job loss both nationally and locally, which directly affects the ability of the consumer to repay debt. Risk on consumer-type loans is generally managed through policy limitations on debt levels consumer borrowers may carry and limitations on loan terms and amounts depending upon collateral type.

Our consumer loans include home equity loans (open and closed-end), vehicle financing, loans secured by deposits, and secured and unsecured personal loans. These **various** types of consumer loans all carry varying degrees of risk.

Commitments and Contingencies

As of **December 31, 2022** **December 31, 2023**, we had commitments to extend credit beyond current amounts funded of **\$4.2 billion** **\$3.4 billion**, had issued standby letters of credit in the amount of **\$67.3 million** **\$86.1 million**, and had commitments for credit card arrangements of **\$368.7 million** **\$381.5 million**.

Investments

In addition to loans, we purchase investments in securities, primarily in mortgage-backed securities and state and municipal securities. No investment in any of those instruments will exceed any applicable limitation imposed by law or regulation. Our board of directors reviews the investment portfolio on an ongoing basis in order to ensure that the investments conform to the policy as set by the board of directors. Our investment policy provides that no more than 30% of our total investment portfolio may be composed of municipal securities. All securities held are traded in liquid markets, and we have no auction-rate securities. We had no investments in any one security, restricted or liquid, in excess of 10% of our stockholders' equity at **December 31, 2022** **December 31, 2023**.

Deposit Services

We seek to establish solid core deposits, including checking accounts, money market accounts, savings accounts and a variety of certificates of deposit and IRA accounts. To attract deposits, we employ an aggressive marketing plan throughout our service areas that features a broad product line and competitive services. The primary sources of core deposits are residents of, and businesses and their employees located in, our market areas. We have obtained deposits primarily through personal solicitation by our officers and directors, through reinvestment in the community, and through our stockholders, who have been a substantial source of deposits and referrals. We make deposit services accessible to customers by offering traditional banking services, including direct deposit, wire transfer, night depository, banking-by-mail and remote capture for non-cash items. Our bank is a member of the FDIC, and thus our deposits (subject to applicable FDIC limits) are FDIC-insured.

Other Banking Services

Given client demand for increased convenience and account access, we offer a range of products and services, including 24-hour telephone banking, direct deposit, Internet banking, mobile banking, traveler's checks, safe deposit boxes, attorney trust accounts and automatic account transfers. We also participate in a shared network of automated teller machines and a debit card system that our customers are able to use, and, in certain accounts subject to certain conditions, we rebate to the customer the ATM fees automatically after each business day. Additionally, we offer Visa® credit cards.

Asset, Liability and Risk Management

We manage our assets and liabilities with the aim of providing an optimum and stable net interest margin, a profitable after-tax return on assets and return on equity, and adequate liquidity. These management **functions** **strategies** are conducted within the framework of written loan and investment policies. To monitor and manage the interest rate margin and related interest rate risk, we have established policies and procedures to monitor and report on interest rate risk, devise strategies to manage interest rate risk, monitor loan originations and deposit activity and approve all pricing strategies. We attempt to maintain a balanced position between rate-sensitive assets and rate-sensitive liabilities. Specifically, we chart assets and liabilities on a matrix by maturity, effective duration, and interest adjustment period, and endeavor to manage any gaps in maturity ranges.

Seasonality and Cycles

We do not consider our commercial banking business to be seasonal.

Supervision and Regulation

Both we and our bank are subject to extensive state and federal banking laws and regulations that impose restrictions on, and provide for general regulatory oversight of, our operations. These laws and regulations restrict our permissible activities and investments, impose conditions and requirements on the products and services we offer and the manner in which they are offered and sold, and require compliance with protections for loan, deposit, brokerage, fiduciary, and other customers, among other things. They also restrict our ability to repurchase stock or pay dividends, or to receive dividends from our bank subsidiary, and they impose capital adequacy and liquidity requirements. These laws and regulations generally are intended to protect customers (including depositors), the FDIC's Deposit Insurance Fund and the banking system as a whole, and generally are not intended for the protection of stockholders or other investors. The consequences of noncompliance with these, or other applicable laws or regulations, can include substantial monetary and nonmonetary sanctions.

In addition, we and the Bank are subject to comprehensive supervision and periodic examination by the Federal Reserve, the FDIC, the Alabama State Banking Department (the "Alabama Banking Department"), and the U.S. Consumer Financial Protection Bureau (the "CFPB"), among other regulatory bodies. Those agencies consider not only compliance with applicable laws, regulations and supervisory policies, but also capital levels, asset quality, risk management effectiveness, the ability and performance of management and the board of directors, the effectiveness of internal controls, earnings, liquidity and various other factors. Regarding the CFPB, we became subject to more comprehensive regulation by the CFPB in 2021. The CFPB's supervisory focus primarily involves an institution's compliance with federal consumer protection laws.

The results of examination activity by any of our federal or state bank regulators potentially can result in the imposition of significant limitations on our activities and growth. These regulatory agencies generally have broad discretion to impose restrictions and limitations on the operations of a regulated entity and take enforcement action, including the imposition of substantial monetary penalties and nonmonetary requirements, against a regulated entity where the relevant agency determines, among other things, that such operations fail to comply with applicable law or regulations or are conducted in an unsafe or unsound manner. This supervisory framework, including the examination reports and supervisory ratings (which are not publicly available) of the agencies, could materially impact the conduct, growth and profitability of our operations.

The following discussion describes select material elements of the regulatory framework that applies to us. The description is not intended to summarize all laws, regulations and supervisory policies applicable to us and is qualified in its entirety by reference to the full text of the statutes, regulations and supervisory policies described. Further, the following discussion addresses the select material elements of the regulatory framework as in effect as of the date of this **annual report on** Form 10-K. Legislation and regulatory action to revise federal and state banking laws and regulations, sometimes in a substantial manner, are continually under consideration by the U.S. Congress, state legislatures and federal and state regulatory agencies. Accordingly, the following discussion must be read in light of the enactment of any new federal or state banking laws or regulations or any amendment or repeal of existing laws or regulations, or any change in the policies of the regulatory agencies with jurisdiction over our operations, after the date of this **annual report on** Form 10-K.

Bank Holding Company Supervision and Regulation

Because we own all of the capital stock of the bank, we are a **Bank bank** holding company under the federal Bank Holding Company Act of 1956, as amended (the "BHC Act"). As a result, we are primarily subject to the supervision, examination and reporting requirements of the BHC Act and the regulations of the Federal Reserve.

Acquisition of Banks

The BHC Act requires every bank holding company to obtain the Federal Reserve's prior approval before:

- acquiring direct or indirect ownership or control of any voting shares of any bank if, after the acquisition, the bank holding company will, directly or indirectly, own or control more than 5% of the bank's voting shares;
- acquiring all or substantially all of the assets of any bank; or
- merging or consolidating with any other bank holding company.

In reviewing merger and other acquisition transactions, the Federal Reserve is required to consider the financial and managerial resources and future prospects of the bank holding companies and banks concerned and the convenience and needs of the community to be served. The Federal Reserve's consideration of financial resources generally focuses on capital adequacy, which is discussed in the section below titled "Supervision and Regulation—Bank Supervision and Regulation – Capital Adequacy." The consideration of convenience and needs of the community to be served includes the institution's performance under the Community Reinvestment Act (the "CRA").

Additionally, the BHC Act provides that the Federal Reserve may not approve a merger or other acquisition transaction if the transaction would result in or tend to create a monopoly or substantially lessen competition or otherwise function as a restraint of trade, unless the anti-competitive effects of the proposed transaction are clearly outweighed by the public interest in meeting the convenience and needs of the community to be served. In July 2021, President Biden issued an Executive Order on Promoting Competition in the American Economy. Among other initiatives, the Executive Order encouraged the federal banking agencies to review their current merger oversight practices under the BHC Act and the Bank Merger Act and adopt a plan for revitalization of such practices. There are many steps that must be taken by the agencies before any formal changes to the framework for evaluating bank mergers can be finalized, and the prospects for such action are uncertain at this time. However, the adoption of more expansive or prescriptive standards may have an impact on the merger and other acquisition activities of U.S. financial institutions like us.

Change in Bank Control

Subject to various exceptions, the BHC Act and the Change in Bank Control Act, together with related regulations, require Federal Reserve approval prior to any person's or company's acquiring "control" of a bank holding company. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank holding company would, under the circumstances set forth in the presumption, constitute acquisition of control of the bank holding company. In addition, any person or group of persons must obtain the approval of the Federal Reserve before acquiring 25% (5% in the case of an acquirer that is already a bank holding company) or more of the outstanding common stock of a bank holding company, or otherwise obtaining control or a "controlling influence" over the bank holding company.

Permissible Activities Under the BHC Act

Under the BHC Act, a bank holding company is generally permitted to engage in or acquire direct or indirect control of more than 5% of the voting shares of any company engaged in the following activities:

- banking or managing or controlling banks; and
- any activity that the Federal Reserve determines to be so closely related to banking as to be a proper incident to the business of banking.

Activities that the Federal Reserve has found to be so closely related to banking as to be a proper incident to the business of banking include: factoring accounts receivable; making, acquiring, brokering or servicing loans and usual related activities; leasing personal property; operating a non-bank depository institution, such as a savings association; trust company functions; financial and investment advisory activities; certain agency securities brokerage activities; underwriting and dealing in government obligations and money market instruments; providing specified management consulting and counseling activities; performing selected data processing services and support services; acting as an agent or broker in selling credit life insurance and other types of insurance in connection with credit transactions; and performing selected insurance underwriting activities. Despite prior approval, the Federal Reserve may order a bank holding company or its subsidiaries to terminate any of these activities or to terminate its ownership or control of any subsidiary when it has reasonable cause to believe that the bank holding company's continued ownership, activity or control constitutes a serious risk to the financial safety, soundness, or stability of it or any of its bank subsidiaries.

In addition to the permissible bank holding company activities listed above, a bank holding company may qualify and elect to become a financial holding company, permitting the bank holding company to engage in activities that are financial in nature or incidental or complementary to financial activity without posing a substantial risk to the safety and soundness of a depository institution or to the financial system generally. The BHC Act expressly lists the following activities as financial in nature: lending, trust and other banking activities; insuring, guaranteeing, or indemnifying against loss or harm, or providing and issuing annuities, and acting as principal, agent, or broker for these purposes, in any state; providing financial, investment, or advisory services; issuing or selling instruments representing interests in pools of assets permissible for a bank to hold directly; underwriting, dealing in or making a market in securities; other activities that the Federal Reserve may determine to be so closely related to banking or managing or controlling banks as to be a proper incident to managing or controlling banks; activities permitted outside of the United States if the Federal Reserve has determined them to be usual in connection with banking operations abroad; merchant banking through securities or insurance affiliates; and insurance company portfolio investments. For us to qualify to become a financial holding company, the bank and any other depository institution subsidiary of ours must be well-capitalized and well-managed and must have a CRA rating of at least "satisfactory". Additionally, we must file an election with the Federal Reserve to become a financial holding company and must provide the Federal Reserve with 30 days written notice prior to engaging in a permitted financial activity. We have not elected to become a financial holding company at this time.

Support of Subsidiary Institutions

The Federal Deposit Insurance Act and Federal Reserve policy require a bank holding company to act as a source of financial and managerial strength to its bank subsidiaries. Under these requirements, a bank holding company is expected to commit financial resources and take other measures to support its bank subsidiaries even at times when the holding company may not be in a financial position to provide such resources or when the holding company may not be inclined to provide them. In addition, where a bank holding company has more than one bank or thrift subsidiary, each of the bank holding company's subsidiary depository institutions is responsible for any losses to the FDIC as a result of an affiliated depository institution's failure. As a result of these requirements, a bank holding company may, among other things, be compelled to loan money to a bank subsidiary in

the form of subordinate capital notes or other instruments which that qualify as capital under bank regulatory rules. Any loans from the holding company to such subsidiary banks likely would be unsecured and subordinated to such bank's depositors and perhaps to other creditors of the bank.

Repurchase or Redemption of Securities

A bank holding company is generally required to give the Federal Reserve prior written notice of any purchase or redemption of its own then-outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the company's consolidated net worth. The Federal Reserve may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe and unsound practice, or would violate any law, regulation, Federal Reserve order or directive, or any condition imposed by, or written agreement with, the Federal Reserve. The Federal Reserve has adopted an exception to this approval requirement for well-capitalized bank holding companies that meet certain conditions.

Bank Supervision and Regulation

Generally

The Bank is an Alabama state-chartered bank and, as such, is subject to examination and regulation by the Alabama Banking Department. The Bank is not a member of the Federal Reserve System but is subject to various regulations and requirements promulgated by the Federal Reserve, the CFPB, the Federal Trade Commission, the Financial Crimes Enforcement Network, the Office of Foreign Assets Control ("OFAC"), and other federal regulatory agencies. State non-member banks are, in addition to regulation by the applicable state regulatory authority, subject to supervision and regular examination by the FDIC. The FDIC and the Alabama Banking Department regularly examine the Bank's operations and have the authority to approve or disapprove mergers, the establishment of branches and similar corporate actions. Both regulatory agencies have the power to prevent the development or continuance of unsafe or unsound banking practices or other violations of law. Additionally, the Bank's deposits are insured by the FDIC to the maximum extent provided by law. The extensive state and federal banking laws and regulations to which the Bank is subject are generally intended to protect the Bank's customers (including depositors), the FDIC's Deposit Insurance Fund and the banking system as a whole, and generally is not intended for the protection of stockholders or other investors. The following discussion describes the material elements of the regulatory framework that applies to the Bank.

FDIC Insurance Assessments

The Bank's deposits are insured by the FDIC to the full extent provided in the Federal Deposit Insurance Act, and the Bank pays assessments to the FDIC for that coverage. Under the FDIC's risk-based deposit insurance assessment system, an insured institution's deposit insurance premium is computed by multiplying the institution's assessment base by the institution's assessment rate. An institution's assessment base and assessment rate are determined each quarter.

An institution's assessment base equals the institution's average consolidated total assets during a particular assessment period, minus the institution's average tangible equity capital (that is, Tier 1 capital) during such period. The method for determining an institution's risk-based assessment rate differs for small banks and large banks. Small banks (generally, those with less than \$10 billion in assets over four consecutive quarters) are assigned an individual rate based on a formula using financial data and ratings on capital adequacy, asset quality, management, earnings, liquidity and sensitivity to market risks, or so-called "CAMELS" ratings. Large banks (generally, those with \$10 billion or more in assets) are assigned an individual rate based on a scorecard. The scorecard combines the following measures to produce a score that is converted to an assessment rate: CAMELS component ratings, financial measures used to measure a bank's ability to withstand asset-related and funding-related stress, and a measure of loss severity that estimates the relative magnitude of potential losses to the FDIC in the event of the bank's failure. Assessment rates for both large and small banks are subject to adjustment. Assessment rates: (1) decrease for issuance of long-term unsecured debt, including senior unsecured debt and subordinated debt; (2) increase for holdings of long-term unsecured or subordinated debt issued by other insured banks (the Depository Institution Debt Adjustment or DIDA); and (3) for large banks that are not well-rated or not well-capitalized, increase for significant holdings of brokered deposits. The Bank became subject to the large bank scorecard methodology in the second quarter of 2021.

In November 2023, the FDIC issued a final rule implementing a special assessment to recover the loss to the Deposit Insurance Fund associated with protecting uninsured depositors following the closures of Silicon Valley Bank and Signature Bank. The assessment base for the special assessment equals an insured depository institution's estimated uninsured deposits reported as of December 31, 2022, adjusted to exclude the first \$5 billion. The special assessment will be collected at an annual rate of approximately 13.4 basis points for an anticipated total of eight quarterly assessment periods. The amount the Bank pays to the FDIC in assessments is affected not only by the risk the Bank poses to the Deposit Insurance Fund, but also by the adequacy of the fund to cover the risk posed by all insured institutions. From 2008 to 2013, the United States experienced an unusually high number of bank failures, resulting in significant losses to the Deposit Insurance Fund. Moreover, the Dodd-Frank Act permanently increased the standard maximum deposit insurance amount from \$100,000 to \$250,000, and raised the minimum required Deposit Insurance Fund reserve ratio (i.e., the ratio of the amount on reserve in the Deposit Insurance Fund to the total estimated insured deposits) from 1.15% to 1.35%. To support the Deposit Insurance Fund in response to those circumstances, the FDIC took several extraordinary actions, including imposing a one-time special assessment on insured institutions and requiring institutions to prepay quarterly assessments attributable to a three-year period. The FDIC also has established a higher long-term target Deposit Insurance Fund ratio of 2%. We cannot predict whether, as a result of an adverse change in economic conditions or other reasons, the FDIC will take similar extraordinary actions or otherwise increase deposit insurance assessment levels in the future. Any future increases could have a negative impact on our bank's earnings.

Termination of Deposit Insurance

The FDIC may terminate its insurance of deposits of a bank if it finds that the bank has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

Liability of Commonly Controlled Depository Institutions

Under the Federal Deposit Insurance Act, an FDIC-insured depository institution can be held liable for any loss incurred by, or reasonably expected to be incurred by, the FDIC in connection with (i) the default of a commonly controlled FDIC-insured depository institution or (ii) any assistance provided by the FDIC to any commonly controlled FDIC-insured depository institution in danger of default. "Default" is defined generally as the appointment of a conservator or receiver, and "in danger of default" is defined generally as the existence of certain conditions indicating that a default is likely to occur in the absence of regulatory assistance. The FDIC's claim for damage is superior to claims of stockholders of the insured depository institution but is subordinate to claims of depositors, secured creditors, other general and senior creditors, and holders of subordinated debt (other than affiliates) of the institution.

Community Reinvestment Act

The CRA requires that, in connection with examinations of financial institutions within their respective jurisdictions, the Federal Reserve or the FDIC will evaluate the record of each financial institution in meeting the needs of its local community, including low and moderate-income neighborhoods. These factors are also considered in evaluating mergers, acquisitions, and applications to open an office or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on the Bank. Additionally, we must publicly disclose the terms of various CRA-related agreements.

In recent years, On October 24, 2023, the federal banking agencies have indicated an intent, including through notices of proposed rulemaking, adopted a final rule to modernize or otherwise modify their implementation the CRA regulations. Under the final rule, (1) the federal banking agencies will evaluate bank performance across the varied activities they conduct and communities in which they operate in order to encourage banks to expand access to credit, investment, and banking services in low- and moderate-income communities, (2) the CRA regulations are updated to evaluate lending outside traditional assessment areas generated by the growth of non-branch delivery systems, such as online and mobile banking, branchless banking, and hybrid models, (3) a new metrics-based approach was adopted to evaluate bank retail lending and community development financing, using benchmarks based on peer and demographic data and (4) CRA evaluations and data collection are tailored according to bank size and type. In addition, the final rule also exempts small and intermediate banks from new data requirements that apply to banks with assets of at least \$2 billion and limits certain new data requirements to large banks with assets greater than \$10 billion. Most of the CRA rule's requirements will be applicable beginning January 1, 2026. The effects of any potential changes to remaining requirements, including the agencies' CRA rules data reporting requirements, will depend be applicable on the final form of any federal rulemaking and cannot be predicted at this time. Management will January 1, 2027. We continue to evaluate any changes to the CRA's regulations new rule and the impact they may have its effects on us or the Bank, our operations going forward.

Interest Rate Limitations

Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates.

Federal Laws Applicable to Consumer Credit and Deposit Transactions

The Bank's loan and deposit operations are subject to a number of federal consumer protection laws and regulations, including, among others:

- the Truth-In-Lending Act, as implemented by Regulation Z issued by the CFPB, governing, among other things, the disclosure of credit terms to consumers;
- the Real Estate Settlement Procedures Act, as implemented by Regulation X issued by the CFPB, prescribing, among other things, requirements in connection with residential mortgage loan applications, settlements, and servicing;
- the Home Mortgage Disclosure Act, as implemented by Regulation C issued by the CFPB, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- the Equal Credit Opportunity Act, as implemented by Regulation B issued by the CFPB, prohibiting discrimination on the basis of race, color, religion, national origin, sex, marital status, age, or certain other prohibited factors in all aspects of credit transactions, imposing certain requirements regarding credit applications, and prescribing certain disclosure obligations;

- the Fair Credit Reporting Act, as implemented in part by Regulation V issued by the CFPB, governing the use and provision of information to credit reporting agencies by imposing, among other things, requirements for financial institutions to develop policies and procedures to identify potential identity theft, requirements for entities that furnish information to consumer reporting agencies (which would include the Bank) to implement procedures and policies regarding the accuracy and integrity of the furnished information and respond to disputes from consumers regarding credit reporting issues, requirements for mortgage lenders to disclose credit scores to consumers, and limitations on the ability of a business that receives consumer information from an affiliate to use that information for marketing purposes;
- the Fair Debt Collection Practices Act, as implemented in part by Regulation F issued by the CFPB, governing the manner in which consumer debts may be collected by debt collectors;
- the Servicemembers' Civil Relief Act, governing the repayment terms of, and property rights underlying, secured obligations of persons in military service;
- the Right to Financial Privacy Act, which imposes imposing a duty to maintain the confidentiality of consumer financial records and prescribes prescribing procedures for complying with administrative subpoenas of financial records;
- the Electronic Funds Transfer Act, as implemented by Regulation E issued by the CFPB, governing automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services; and
- the Truth in Savings Act, as implemented by Regulation DD issued by the CFPB, governing, among other things, the disclosure of deposit terms to consumers; consumers;
- the Fair Housing Act, prohibiting discrimination in most housing-related activities, including financing, based on race, color, sex, national origin or religion; and
- the Equal Credit Opportunity Act, as implemented by Regulation B issued by the CFPB, prohibiting discrimination in any aspect of a credit transaction.

Additionally, the Dodd-Frank Act permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

Capital Adequacy

General Information. The federal banking agencies view capital levels as important indicators of an institution's financial soundness. In this regard, we and the Bank are required to comply with the capital adequacy standards established by the Federal Reserve (in our case) and the FDIC and the Alabama Banking Department (in the case of the Bank). Such standards are based on the December 2010 final capital framework for strengthening international capital standards, known as Basel III, of the Basel Committee on Banking Supervision (the "Basel Committee"). The implementation of Basel III for United States institutions began on January 1, 2015.

Current capital standards are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies, to account for off-balance-sheet exposure, and to minimize disincentives for holding liquid assets. Assets and off-balance-sheet items, such as letters of credit and unfunded loan commitments, are assigned to broad risk categories, each with appropriate risk weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance-sheet items.

Failure to meet capital guidelines could subject a bank or bank holding company to a variety of enforcement remedies, including issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on accepting brokered deposits, and certain other restrictions on its business. Significant additional restrictions can be imposed on FDIC-insured depository institutions that fail to meet applicable capital requirements.

United States Implementation of Basel III. In July 2013, the federal banking agencies published final rules (the "Basel III Capital Rules") to implement, in part, the Basel III framework issued by the Basel Committee and certain provisions of the Dodd-Frank Act. The Basel III Capital Rules apply to banking organizations, including us and the Bank.

Among other things, the Basel III Capital Rules: (i) emphasize common equity tier 1 capital, or "CET1," which is predominately made up of retained earnings and common stock instruments; (ii) specify that an institution's tier 1 capital consists of CET1 and additional financial instruments satisfying specified requirements that permit inclusion in tier 1 capital; (iii) define CET1 narrowly by requiring that most deductions or adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expand the scope of the deductions or adjustments from capital as compared to the previous regulations. The Basel III Capital Rules also provide a permanent exemption from a proposed phase out of existing trust preferred securities and cumulative perpetual preferred stock from regulatory capital for banking organizations with less than \$15 billion in total consolidated assets as of December 31, 2009.

The Basel III Capital Rules provide for the following minimum capital to risk-weighted assets ratios:

- 4.5% based upon CET1;
- 6.0% based upon tier 1 capital; and
- 8.0% based upon total regulatory capital.

A minimum leverage ratio (tier 1 capital as a percentage of total assets) of 4.0% is also required under the Basel III Capital Rules. The Basel III Capital Rules additionally require institutions to retain a capital conservation buffer of 2.5% above these required minimum capital ratio levels. The capital conservation buffer, which must consist of CET1, is designed to absorb losses during periods of economic stress. Banking organizations that fail to maintain the minimum 2.5% capital conservation buffer could face restrictions on capital distributions or discretionary bonus payments to executive officers.

The Basel III Capital Rules became effective as applied to us and the Bank on January 1, 2015, with a phase in period that generally extended from January 1, 2015 through January 1, 2019. We and the Bank are currently in compliance with Basel III Capital Rules.

Since the initial implementation of the Basel III Capital Rules, the U.S. federal banking agencies and other interested parties have proposed and, in certain cases, made changes to the rules based on a number of factors, including prevailing economic conditions and policy initiatives. For example, in September 2017 the U.S. federal banking agencies proposed revisions to the Basel III Capital Rules to simplify the capital treatment of certain types of assets, including certain types of mortgage servicing rights and tax deferred assets. Those revisions, with certain modifications, took effect in April 2020. Similarly, in December 2017, the Basel Committee published revisions to its regulatory framework that it described as the finalization of the Basel III post-crisis regulatory reforms. Among other things, these revisions were meant to strengthen credibility in the calculation of risk-weighted assets by enhancing the robustness and risk sensitivity of the standardized approaches for credit risk and operational risk and to add new capital requirements for certain “unconditional cancellable commitments,” such as credit card lines. Many of the December 2017 proposals are still under consideration by the U.S. federal banking agencies, and the impact of the proposals on us and the bank will depend on the manner in which they ultimately are implemented.

In December 2017, the Basel Committee published revisions to its regulatory framework that it described as the finalization of the Basel III post-crisis regulatory reforms. Among other things, these revisions are meant to strengthen credibility in the calculation of risk-weighted assets by enhancing the robustness and risk sensitivity of the standardized approaches for credit risk and operational risk and to add new capital requirements for certain “unconditional cancellable commitments,” such as credit card lines. These revisions were generally effective on January 1, 2022, with an aggregate output floor phasing in through January 1, 2027. Operational risk capital requirements and a capital floor only apply to advanced approaches institutions under current U.S. capital rules.

New proposals for changes to bank capital rules will continue to be made over time. We will monitor and adapt to changes to those rules as they occur.

Prompt Corrective Action. The Federal Deposit Insurance Corporation Improvement Act of 1991 established a system of “prompt corrective action” to resolve the problems of undercapitalized financial institutions. Under this system, which was modified by the Basel III Capital Rules, the federal banking agencies have established five capital categories (well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized) into which all institutions are placed. The federal banking agencies have also specified by regulation the relevant capital thresholds for each of those categories. At December 31, 2022 December 31, 2023, the Bank was well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, the Bank had to maintain minimum total risk-based, tier 1 risk-based, CET1 risk-based, and tier 1 leverage ratios of 10%, 8%, 6.5% and 5%, respectively.

Federal banking agencies are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized.

An institution that is categorized as undercapitalized, significantly undercapitalized, or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal banking agency. A bank holding company must guarantee that a subsidiary depository institution meets its capital restoration plan, subject to various limitations. The controlling holding company's obligation to fund a capital restoration plan is limited to the lesser of (i) 5% of an undercapitalized subsidiary's assets at the time it became undercapitalized and (ii) the amount required to meet regulatory capital requirements. An undercapitalized institution also is generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with FDIC approval. The regulations also establish procedures for downgrading an institution to a lower capital category based on supervisory factors other than capital. Banks that are not well capitalized may not accept or renew brokered deposits without a waiver from the FDIC.

Liquidity

Financial institutions are subject to significant regulatory scrutiny regarding their liquidity positions. This scrutiny has increased over the last decade, as the economic downturn that began in the late 2000's negatively affected the liquidity of many financial institutions. Various bank regulatory publications, including FDIC Financial Institution Letter FIL-13-2010 (Funding and Liquidity Risk Management) and FDIC Financial Institution Letter FIL-84-2008 (Liquidity Risk Management), address the identification, measurement, monitoring and control of funding and liquidity risk by financial institutions. Regulatory scrutiny became even more enhanced during 2023 due to the failures of Silicon Valley Bank, Signature Bank

and First Republic Bank. In July 2023, the agencies issued updated guidance to remind depository institutions to maintain actionable contingency funding plans that take into account a range of possible stress scenarios.

Basel III also addresses liquidity management by proposing two new liquidity metrics for financial institutions. The first metric is the "Liquidity Coverage Ratio," and it aims to require a financial institution to maintain sufficient high quality liquid resources to survive an acute stress scenario that lasts for one month. The second metric is the "Net Stable Funding Ratio," and its objective is to require a financial institution to maintain a minimum amount of stable sources relative to the liquidity profiles of the institution's assets, as well as the potential for contingent liquidity needs arising from off-balance sheet commitments, over a one-year horizon.

In the Basel III Capital Rules, the federal banking agencies did not address either the Liquidity Coverage Ratio or the Net Stable Funding Ratio. However, in September 2014, the federal banking agencies adopted final rules implementing a Liquidity Coverage Ratio requirement in the United States for larger banking organizations. In February 2021, the federal banking agencies adopted final rules implementing a Net Stable Funding Ratio requirement, also for larger U.S. banking organizations. Neither we nor the Bank is subject to either set of rules.

While we are not subject to the Liquidity Coverage Ratio or the Net Stable Funding Ratio rules, increased liquidity requirements generally would be expected to cause the Bank to invest its assets more conservatively—and therefore at lower yields—than it otherwise might invest. Such lower-yield investments likely would reduce the Bank's revenue stream, and in turn its earnings potential.

Payment of Dividends

We are a legal entity separate and distinct from the Bank. Our principal source of cash flow, including cash flow to pay dividends to our stockholders, is dividends the Bank pays to us as the Bank's sole shareholder. Statutory and regulatory limitations apply to the Bank's payment of dividends to us as well as to our payment of dividends to our stockholders. The requirement that a bank holding company must serve as a source of strength to its subsidiary banks also results in the position of the Federal Reserve that a bank holding company should not maintain a level of cash dividends to its stockholders that places undue pressure on the capital of its bank subsidiaries or that can be funded only through additional borrowings or other arrangements that may undermine the bank holding company's ability to serve as such a source of strength. Our ability to pay dividends is also subject to the provisions of Delaware corporate law.

The Alabama Banking Department also regulates the Bank's dividend payments. Under Alabama law, a state-chartered bank may not pay a dividend in excess of 90% of its net earnings until the Bank's surplus is equal to at least 20% of its capital (our bank's surplus currently exceeds 20% of its capital). Moreover, our bank is also required by Alabama law to obtain the prior approval of the Superintendent of Banks ("Superintendent") for its payment of dividends if the total of all dividends declared by the bank in any calendar year will exceed the total of (i) the bank's net earnings (as defined by statute) for that year, plus (ii) its retained net earnings for the preceding two years, less any required transfers to surplus. Based on this, our bank would be limited to paying \$559.5 million \$573.9 million in dividends as of December 31, 2022 December 31, 2023, subject to maintaining certain required capital levels. In addition, no dividends, withdrawals or transfers may be made from the bank's surplus without the prior written approval of the Superintendent.

The bank's payment of dividends may also be affected or limited by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. The federal banking agencies have indicated that paying dividends that deplete a depository institution's capital base to an inadequate level would be an unsafe and unsound banking practice. Under the Federal Deposit Insurance Corporation Improvement Act of 1991, a depository institution may not pay any dividends if payment would cause it to become undercapitalized or if it already is undercapitalized. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings. If, in the opinion of the federal banking agencies, the bank were engaged in or about to engage in an unsafe or unsound practice, the federal banking agencies could require, after notice and a hearing, that the bank stop or refrain from engaging in the questioned practice.

Restrictions on Transactions with Affiliates and Insiders

We are subject to Section 23A of the Federal Reserve Act, which places limits on the amount of: a bank's loans or extensions of credit to affiliates; a bank's investment in affiliates; assets a bank may purchase from affiliates, except for real and personal property exempted by the Federal Reserve; loans or extensions of credit made by a bank to third parties collateralized by the securities or obligations of affiliates; a bank's guarantee, acceptance or letter of credit issued on behalf of an affiliate; a bank's transactions with an affiliate involving the borrowing or lending of securities to the extent they create credit exposure to the affiliate; and a bank's derivative transactions with an affiliate to the extent they create credit exposure to the affiliate. The total amount of the above transactions is limited in amount, as to any one affiliate, to 10% of a bank's capital and surplus and, as to all affiliates combined, to 20% of a bank's capital and surplus. In addition to the limitation on the amount of these transactions, certain of these transactions must also meet specified collateral requirements. The bank must also comply with other provisions designed to avoid the taking of low-quality assets. An affiliate for purposes of Sections 23A and 23B includes a bank's parent holding company and any subsidiary owned by the parent holding company.

We are also subject to Section 23B of the Federal Reserve Act, which, among other things, prohibits an institution from engaging in these transactions with affiliates unless the transactions are on terms substantially the same, or at least as favorable to the institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies.

The bank is also subject to restrictions on extensions of credit to its executive officers, directors, principal shareholders and their related interests. These extensions of credit (i) must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties and (ii) must not involve more than the normal risk of repayment or present other unfavorable features. There is also an aggregate limitation on all loans to insiders and their related interests. These loans cannot exceed the institution's total unimpaired capital and surplus, and the FDIC may determine that a lesser amount is appropriate. Insiders are subject to enforcement actions for knowingly accepting loans in violation of applicable restrictions. Alabama state banking laws also have similar provisions.

Lending Limits

Under Alabama law, the amount of loans which may be made by a bank in the aggregate to one person is limited. Alabama law provides that unsecured loans by a bank to one person may not exceed an amount equal to 10% of the capital and unimpaired surplus of the bank or 20% in the case of secured loans. For purposes of calculating these limits, loans to various business interests of **the a single** borrower, including companies in which a substantial portion of the stock is owned or partnerships in which a person is a partner, must be aggregated with those made to the borrower individually. Loans secured by certain readily marketable collateral are exempt from these limitations, as are loans secured by deposits and certain government securities.

Commercial Real Estate Concentration Limits

The Federal Reserve and other federal banking agencies promulgated guidance governing financial institutions with concentrations in commercial real estate lending entitled "Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices". The guidance describes the criteria the agencies will use as indicators to identify institutions potentially exposed to commercial real estate ("CRE") concentration risk. An institution that has (i) experienced rapid growth in CRE lending, (ii) notable exposure to a specific type of CRE, (iii) total reported loans for construction, land development, and other land representing 100% or more of the institution's capital, or (iv) total CRE loans representing 300% or more of the institution's capital, and the outstanding balance of the institution's CRE portfolio has increased by 50% or more in the prior 36 months, may be identified for further supervisory analysis of the level and nature of its CRE concentration risk. The U.S. bank regulatory agencies issued additional guidance **titled entitled** "Statement on Prudent Risk Management for Commercial Real Estate Lending" to remind financial institutions of existing guidance on prudent risk management practices for CRE lending activity. The agencies noted their belief that financial institutions had eased CRE underwriting standards in recent years and went on to identify actions that financial institutions should take to protect themselves from CRE-related credit losses during difficult economic cycles. The guidance also indicated that the agencies would pay special attention in the future to potential risks associated with CRE lending.

Privacy and Data Security

We are subject to a number of U.S. federal, state, local and foreign laws and regulations relating to consumer privacy and data protection. Under privacy protection provisions of the Gramm-Leach-Bliley Act of 1999 and its implementing regulations and guidance, we are limited in our ability to disclose certain non-public information about consumers to nonaffiliated third parties. Financial institutions, such as the **bank, Bank**, are required by statute and regulation to notify consumers of their privacy policies and practices and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a nonaffiliated third party. In addition, such financial institutions must appropriately safeguard their customers' nonpublic, personal information.

Federal law and regulations also establish certain information security guidelines that require each financial institution, under the supervision and ongoing oversight of its board of directors or an appropriate committee thereof, to develop, implement, and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, to protect against anticipated threats or hazards to the security or integrity of such information, and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer. Under federal guidance, banks have to provide notice to affected customers of a data breach under certain circumstances.

In recent years, privacy laws have been a particular focus in the United States, Europe, and elsewhere. Many new privacy laws, including the California Consumer Privacy Act and the Virginia Consumer Data Protection Act, create new individual privacy rights and impose increased obligations on companies handling personal data. In addition, multiple other states, the U.S. Congress, and regulators in and outside the United States are considering similar laws or regulations which could create new individual privacy rights and impose increased obligations on companies handling personal data. For example, in November 2021, the U.S. federal banking agencies adopted a rule regarding notification requirements for banking organizations related to significant computer security incidents. Under the final rule, a banking organization must notify its primary federal regulator within 36 hours of incidents that have materially disrupted or degraded, or are reasonably likely to materially disrupt or degrade, the banking organization's ability to deliver services to a material portion of its customer base, jeopardize the viability of key operations of the banking organization, or impact the stability of the financial sector. **The rule became effective on April 1, 2022, with compliance required by May 1, 2022.**

From an operational standpoint, cyberattacks and similar attempts to gain access to confidential customer information maintained by banks and other financial institutions have prompted the federal banking agencies to issue extensive guidance on cybersecurity. Among other things, financial institutions are expected to design multiple layers of security controls to establish lines of defense and ensure that their risk management processes address the risks posed by compromised customer credentials, including security measures

to authenticate customers accessing internet-based services. A financial institution also should have a robust business continuity program to recover from a cyberattack and procedures for monitoring the security of third-party service providers that may have access to nonpublic data at the institution.

We take privacy and data security matters very seriously, and we work hard to protect confidential customer information. We will continue to monitor these areas, including applicable laws, rules, and regulatory guidance, very closely.

Anti-Terrorism and Money Laundering Legislation

Our bank is subject to federal laws that are designed to counter money laundering and terrorist financing, and transactions with persons, companies, or foreign governments sanctioned by the United States. These include the USA Patriot Act, the Bank Secrecy Act, the Money Laundering Control Act, and the requirements of the OFAC. These statutes and related rules and regulations impose requirements and limitations on specified financial transactions and account or other relationships, including obligations of a depository institution to verify customer identity, conduct customer due diligence, report on suspicious activity file reports of transactions in currency, and conduct enhanced due diligence on certain accounts. They also prohibit us from engaging in transactions with certain designated restricted countries and persons. We are required by our regulators to maintain policies and procedures to comply with the foregoing restrictions.

Failure to comply with these statutes, rules and regulations, or failure to maintain an adequate compliance program, could lead to monetary penalties and reputational damage to our bank. Our banking regulators evaluate the effectiveness of our policies and procedures when determining whether to approve certain proposed banking activities, activities, including branch application. We believe the policies and procedures implemented by our board of directors are sufficient to be compliant with these laws.

Effect of Governmental Monetary Policies

Our bank's earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve's monetary policies have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve affect the levels of bank loans, investments and deposits through its control over the issuance of United States government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which member banks are subject. We cannot predict, and have no control over, the nature or impact of future changes in monetary and fiscal policies.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act represents a comprehensive revision of laws affecting corporate governance, accounting obligations and corporate reporting. The Sarbanes-Oxley Act is applicable to all companies with equity securities registered, or that file reports, under the Exchange Act. In particular, the act established (i) requirements for audit committees, including independence, expertise and responsibilities; (ii) responsibilities regarding financial statements for the chief executive officer and chief financial officer of the reporting company and new requirements for them to certify the accuracy of periodic reports; (iii) standards for auditors and regulation of audits; (iv) disclosure and reporting obligations for the reporting company and its directors and executive officers; and (v) civil and criminal penalties for violations of the federal securities laws. The legislation also established a new accounting oversight board to enforce auditing standards and restrict the scope of services that accounting firms may provide to their public company audit clients.

Overdraft Fees

Regulation E imposes restrictions on banks' abilities to charge overdraft fees. The rule prohibits financial institutions from charging fees for paying overdrafts on ATM and one-time debit card transactions, unless a consumer consents, or opts in, to the overdraft service for those types of transactions.

In recent months, certain members of Congress and the leadership of certain There has been an enhanced focus by federal banking bank regulatory agencies have expressed a heightened interest in the with respect to industry practices relating to overdraft programs of U.S. banking organizations. In December 2021, the CFPB published a report providing data on banks' overdraft fees and non-sufficient funds fee revenues fees. For example, the Consumer Financial Protection Bureau issued a Request for Information in January 2022 seeking public input with respect to financial institution practices relating to, among other areas, credit card fees, overdraft fees and non-sufficient funds fees and stated its intent to reduce these types of fees through crafting rules, issuing industry guidance and focusing supervision and enforcement resources to achieve this goal. In October 2022, the Consumer Financial Protection Bureau issued guidance with respect to certain practices relating to overdraft fees and bounced check fees. The FDIC issued guidance in August 2022 with respect to bank practices involving charging multiple non-sufficient funds fees on the representation of items on a deposit account. In February 2023, the Consumer Financial Protection Bureau issued a proposed rule that would restrict certain practices relating to credit card late fees. On January 17, 2024, the Consumer Financial Protection Bureau issued a proposed rule that would require financial institutions with over \$10 billion in total assets to treat overdraft loans like credit cards and other loans as well as observations regarding consumer protection issues relating to participation provide clear disclosures and other protections. On January 24, 2024, the Consumer Financial Protection Bureau issued a proposed rule that would prohibit non-sufficient funds (NSF) fees on transactions that financial institutions decline in such programs. In addition, the U.S. Office real time. These types of the Comptroller of the Currency has identified potential options for reform of national bank overdraft protection practices, including providing a grace period

before the imposition of a fee, refraining from charging multiple fees in a single day transactions include declined debit card purchases and eliminating fees altogether. We continue to monitor developments in the rules and regulations that apply to overdraft fees charged by banking institutions. ATM withdrawals, as well as some declined peer-to-peer payments.

Interchange Fees

The Dodd-Frank Act, through a provision known as the Durbin Amendment, required the Federal Reserve to establish standards for interchange fees that are "reasonable and proportional" to the cost of processing a debit card transaction and imposes other requirements on card networks. In June 2011, the Federal Reserve implemented a rule, which includes a cap of 21 cents plus .05% of the transaction on the interchange fee for debit card issuers with \$10 billion or more in assets. The Bank exceeded \$10 billion in assets for the first time as of June 30, 2020, and the Durbin Amendment rules became effective for us on July 1, 2022. The Durbin Amendment rules did not have a material impact on our revenue. In October 2023, the Federal Reserve requested comment on a proposal to lower the maximum interchange fee that a large debit card issuer can receive for a debit card transaction. The proposal would also establish a regular process for updating the maximum amount every other year going forward.

Compensation Practices

Our compensation practices are subject to guidance provided by federal banking agencies. The federal banking agencies have issued comprehensive guidance on incentive compensation policies. This guidance is designed to ensure that a financial institution's incentive compensation arrangements at banking organizations take into account structure does not encourage imprudent risk taking, which may undermine the safety and are consistent soundness of the institution. The guidance, which applies to all employees that have the ability to materially affect an institution's risk profile, either individually or as part of a group, is based upon three primary principles: (i) balanced risk taking incentives; (ii) compatibility with safe and sound practices. Agency guidance is subject to change from time to time. For example, in 2016, several financial regulators jointly issued a proposed rule designed to prohibit incentive-based compensation arrangements that could encourage inappropriate risks by providing excessive compensation or that could lead to a material financial loss. The proposed rule would have required incentive-based compensation arrangements to adhere to three basic principles: (1) a balance between risk and reward, (2) effective risk management and controls and (3) effective risk management; and (iii) strong corporate governance. It also would require appropriate board of directors (or committee) oversight and recordkeeping and disclosures to the appropriate agency. The proposed rule, which would have applied to banking institutions on a tiered basis based on asset size, has not yet been finalized.

The scope and content of the U.S. banking agencies' policies on compensation may continue to evolve in the near future. It cannot be determined at this time whether compliance with such policies will adversely affect the company's or the bank's ability to hire, retain and motivate its key employees.

The Volcker Rule

In December 2013, five U.S. financial regulators, including the Federal Reserve and the FDIC, adopted a final rule implementing the so-called "Volcker Rule." The Volcker Rule was created by Section 619 of the Dodd-Frank Act and prohibits "banking entities" from engaging in "proprietary trading" and making investments and conducting certain other activities with "private equity funds and hedge funds." Although the final rule provides some tiering of compliance and reporting obligations based on size, the fundamental prohibitions of the Volcker Rule apply to banking entities of any size, including us and the bank. Bank.

Since the adoption of the final rule in 2013, U.S. financial regulators and other federal agencies have further adopted several changes to the final rule. On January 14, 2014, the agencies adopted an interim final rule permitting banking entities to retain interests in certain collateralized debt obligations backed primarily by trust preferred securities if certain qualifications are met. On July 9, 2019, the agencies adopted a final rule excluding community banks (i.e., those banks having \$10 billion or less in total consolidated assets and trading assets and liabilities of 5% or less of total consolidated assets) from the Volcker Rule. On October 8, 2019, the agencies finalized revisions to the Volcker rule that simplified and streamlined compliance requirements for banking entities that do not have significant trading activities, while banking entities with significant trading activity would become subject to more stringent compliance requirements. The revisions continue to prohibit proprietary trading, while providing greater clarity and certainty for activities allowed under the law. With the changes, the agencies expect that the universe of trades that are considered prohibited proprietary trading will remain generally the same as under the agencies' 2013 final rule. These revisions became effective on January 1, 2020, with a required compliance date of January 1, 2021.

To date, the prohibitions under the Volcker Rule and the final rule adopted thereunder have not had, and we do not currently expect them to have in the future, a material effect on our businesses or revenue, but they do limit the scope of permissible activities in which we might engage.

The Dodd-Frank Act

The Dodd-Frank Act was signed into law in July 2010 and has significantly changed the bank regulatory environment and the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act required various federal agencies to adopt a broad range of new implementing rules and regulations and to prepare numerous studies and reports for Congress. The federal agencies were given significant discretion in drafting the implementing rules and regulations.

In May 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act ("EGRRCPA") was signed into law. In many instances the EGRRCPA increased the Dodd-Frank mandated asset thresholds, to which enhanced supervision and prudential standards are applied. Previously, bank holding companies with assets of \$10 billion or more were subject to stress testing. The asset threshold has been increased to \$250 billion.

A number of the effects of the Dodd-Frank Act are described or otherwise accounted for in various parts of this *Supervision and Regulation* section. The following items provide a brief description of certain other provisions of the Dodd-Frank Act that may be relevant to us and the **bank**. **Bank**.

- The Dodd-Frank Act created the CFPB and gave it broad powers to supervise and enforce consumer protection laws. The CFPB now has broad rule-making authority for a wide range of consumer protection laws that apply to all banks, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over all banks with more than \$10 billion in assets for four consecutive quarters. Institutions with less than \$10 billion in assets for four consecutive quarters will continue to be examined for compliance with consumer laws by their primary bank regulator. Our total assets were greater than \$10 billion at the end of the second, third, and fourth quarters of 2020, and for all four quarters of 2021. We are now subject to CFPB supervisory and enforcement authority and expenses related to regulatory compliance are likely to increase as a result.
- The Dodd-Frank Act imposed new requirements regarding the origination and servicing of residential mortgage loans. The law created a variety of new consumer protections, including limitations on the manner by which loan originators may be compensated and an obligation on the part of lenders to verify a borrower's "ability to repay" a residential mortgage loan.

The Dodd-Frank Act imposes many **investor protection**, **investor-protection**, corporate governance and executive compensation rules that have affected most U.S. publicly traded companies. The Dodd-Frank Act (i) requires publicly traded companies to give stockholders a non-binding vote on executive compensation and golden parachute payments; (ii) enhances independence requirements for compensation committee members; (iii)

 - requires companies listed on national securities exchanges to adopt incentive-based compensation clawback policies for executive officers; (iv) authorizes the **U.S. Securities and Exchange Commission (the "SEC") SEC** to promulgate rules that would allow stockholders to nominate their own candidates using a company's proxy materials; and (v) directs the federal banking agencies to issue rules prohibiting incentive compensation that encourages inappropriate risks.
- Although insured depository institutions have long been subject to the FDIC's resolution process, the Dodd-Frank Act creates a new mechanism for the FDIC to conduct the orderly liquidation of certain "covered financial companies," including bank holding companies and systemically significant non-bank financial companies. Upon certain findings being made, the FDIC may be appointed receiver for a covered financial company and would conduct an orderly liquidation of the entity. The FDIC liquidation process is modeled on the existing Federal Deposit Insurance Act bank resolution process, and generally gives the FDIC more discretion than in the traditional bankruptcy context.
- Pursuant to the Dodd-Frank Act, national and state-chartered banks may open an initial branch in a state other than its home state (e.g., a host state) by establishing a *de novo* branch at any location in such host state at which a bank chartered in such host state could establish a branch. Applications to establish such branches must still be filed with the appropriate primary state and federal banking agencies.

On March 30, 2023, the CFPB issued a final rule implementing Section 1071 of the Dodd-Frank Act. The final rule requires financial institutions to collect and report data to the CFPB on small business loan applicants, including demographic data, lending decisions and the price and terms of credit. The purpose of the rulemaking is to increase transparency and combat discrimination in small business lending.

As noted above, the implementation of the Dodd-Frank Act is **ongoing**, and certain provisions of the Dodd-Frank Act are still subject to rulemaking. **ongoing**. In addition, we are subject to heightened regulatory scrutiny and requirements as a result of our total assets exceeding \$10 billion for four consecutive quarters ending with the first quarter in 2021. It is difficult to anticipate the overall financial impact of the Dodd-Frank Act on the **bank** **Bank** and us. However, compliance with the Dodd-Frank Act and its implementing regulations has resulted in, and is expected to continue to result in, additional operating and compliance costs that could have a material adverse effect on our business, financial condition and results of operations.

Regulation Extends Beyond Banking Agencies

In addition to regulations issued by the Alabama Banking Department and federal banking agencies, we are subject to regulations issued by other state and federal agencies with respect to certain financial products and services we offer and our operations generally. These include, for example, the SEC, various taxing authorities, and various state insurance regulators.

Other Legislation and Regulatory Action relating to Financial Institutions

Government efforts made over the last decade to strengthen the United States financial system, including the Dodd-Frank Act and its related rules and regulations, subject us and the bank Bank to a number of new regulatory compliance obligations, many of which may impose additional fees, costs, requirements, and restrictions. These fees, costs, requirements, and restrictions, as well as any others that may be imposed in the future, may have a material adverse effect on our business, financial condition, and results of operations.

New proposals to change the laws and regulations governing the banking industry are frequently introduced in the United States Congress, in the state legislatures and before the various bank regulatory agencies. The likelihood and timing of any such changes and the impact such changes might have on us and the bank, Bank, however, cannot be determined at this time. In this regard, bills are presently pending before Congress and certain state legislatures, and additional bills may be introduced in the future in Congress and state legislatures, to alter the structure, regulation and competitive relationships of financial institutions. We cannot predict whether or in what form any of these proposals will be adopted or the extent to which our business may be affected by any new regulation or statute.

Human Capital Resources

At ServisFirst Bancshares, we believe that our employees are truly our most valuable asset and that each of us directly contributes to our continued mutual success. As of December 31, 2022 December 31, 2023, we had 571 591 full-time equivalent employees. We have 201 205 employees located in our corporate office, including sales and operations, and 370 386 in our regional offices and branches. Our management believes that we have good relations with our employees.

Hiring, Promotion & Talent Development

We are always looking to build our workforce from within and promote from our current talent pool whenever possible. When this is not the case, we look to career fairs and local colleges to network on an ongoing basis, as well as utilizing professional networking platforms, such as LinkedIn. We also have a referral bonus program for current employees, which we believe helps us to diversify our workforce at the same time. We are also committed to the continued development of our employees. Compliance, information technology and other banking industry-related training is completed by employees throughout the year. We also aim to assist our employees with position-related training and development when available.

Health and Safety

The success of our business is fundamentally connected to the well-being of our employees. Accordingly, we are committed to the health, safety and wellness of our employees. In response to local government and health guidelines around the COVID-19 pandemic, glass barriers have been installed where necessary, and we regularly encourage our employees to utilize video conferencing platforms when possible. All branches and internal corporate offices have been provided with cleaning supplies and are encouraged to disinfect surface areas consistently. We maintain a social distancing policy and update our procedures as federal and state agencies make new recommendations.

Compensation and Benefits

We provide robust compensation and benefits programs to help meet the needs of our employees. In addition to competitive salaries, these programs include annual bonuses, a 401(k) Retirement Plan, full medical, dental and vision insurance, life insurance and paid time off. Our Compensation Committee has retained a consultant to advise on pay structure for our executive officers. As part of our compensation philosophy, we believe that we must offer and maintain market competitive total rewards programs for our employees in order to attract and retain superior talent.

Diversity and Inclusion

We are committed to our continued efforts to increase diversity and foster an inclusive work environment that supports our employees and the communities we serve. We recruit the best people for the job regardless of gender, race, ethnicity, age, disability, sexual orientation, gender identity, cultural background or religious belief. It is our policy to fully comply with all state and federal laws applicable to discrimination in the workplace.

Information about our Executive Officers

A brief description of the background of each of our named executive officers as of December 31, 2022 December 31, 2023 is set forth below.

Thomas A. Broughton, III (67) (68) – Mr. Broughton has served as our President and Chief Executive Officer and a director since 2007 and as President, Chief Executive Officer and a director of the Bank since its inception in May 2005. Mr. Broughton was appointed Chairman of the Board effective January 1, 2019, following the retirement of our former Chairman. Mr. Broughton has spent the entirety of his banking career in the Birmingham area. In 1985, Mr. Broughton was named President of the de novo First Commercial Bank. When First Commercial Bank was acquired by Synovus Financial Corp. in 1992, Mr. Broughton continued as President and was named Chief Executive Officer of First Commercial Bank. In 1998, he became Regional Chief Executive Officer of Synovus Financial Corp., responsible for the Alabama and Florida markets. In 2001, Mr. Broughton's Synovus region shifted, and he became Regional Chief Executive Officer for the markets of Alabama, Tennessee and parts of Georgia. He continued his work in this position until his retirement

from Synovus in August 2004. Mr. Broughton's experience in banking has afforded him opportunities to work in many areas of banking and has given him exposure to all bank functions. Mr. Broughton served on the Board of Directors of Cavalier Homes, Inc. from 1986 until 2009, when the company was sold to a subsidiary of Berkshire Hathaway.

William M. Foshee (68) (69) – Mr. Foshee has served as our Executive Vice President, Chief Financial Officer, Treasurer and Secretary since 2007 and as Executive Vice President, Chief Financial Officer, Treasurer and Secretary of the Bank since 2005. Mr. Foshee served as the Chief Financial Officer of Heritage Financial Holding Corporation, a publicly traded bank holding company headquartered in Decatur, Alabama, from 2002 until it was acquired in 2005. Mr. Foshee is a Certified Public Accountant. **Mr. Foshee will retire from his position as Chief Financial Officer effective as of the filing of this Form 10-K. The Board appointed Kirk Pressley to succeed Mr. Foshee as Chief Financial Officer following Mr. Foshee's retirement.**

Kirk Pressley (58) – Mr. Pressley was appointed Chief Financial Officer effective as of the filing of this Form 10-K, following the retirement of our former Chief Financial Officer, William M. Foshee. Mr. Pressley joined the Bank as Executive Vice President of Strategic Planning in June of 2023. Prior to joining the Bank, Mr. Pressley started his career as an external auditor focused on financial institutions for two large international public accounting firms. Mr. Pressley then served as the Controller for BBVA USA Bancshares, previously BBVA Compass Bancshares, from 2003 to 2015. He most recently held the position of Senior Executive Vice President and CFO of BBVA USA, Houston, Texas, from 2015 to 2021.

Rodney E. Rushing (65) (66) – Mr. Rushing has served as our Executive Vice President and Chief Operating Officer since February 2021. From 2011 to 2021, he served as the Executive Vice President and Executive for Correspondent Banking for us and the **bank, Bank**. Prior to joining us, Mr. Rushing was employed at BBVA Compass from 1982 to 2011, most recently serving as Executive Vice President of Correspondent Banking. At the time of his departure in March 2011, the correspondent banking division of BBVA Compass provided correspondent banking services to over 600 financial institutions.

Henry Abbott (42) (41) – Mr. Abbott has served as Senior Vice President and Chief Credit Officer for us and the **bank, Bank** since April 2018. From 2013 to 2018, he served as Senior Vice President and Chief Credit Officer for our Correspondent Banking Division. Prior to joining us, Mr. Abbott was employed at BB&T (now Truist) from 2004 to 2013 in various senior lending and credit administration roles.

Available Information

Our corporate website is www.servisfirstbank.com. We have direct links on this website to our Code of Ethics and the charters for our Audit, Compensation and Corporate Governance and Nominations Committees, accessible **by clicking on the "Investor Relations" in the drop down menu, section of our website**. We also have direct links to our filings with the SEC, including, but not limited to, our annual reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and any amendments to these filings, which are available free of charge through our corporate website as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Stockholders may request hard copies of our filings, free of charge, by contacting our Senior Vice President of Investor Relations, Davis Mange, at 2500 Woodcrest Place, Birmingham, AL 35209, telephone (205) 949-3420.

ITEM 1A. RISK FACTORS.

The following list identifies and briefly summarizes the material risk factors known to us as of the date of this Form 10-K. Our business, financial condition and results of operations could be harmed by any of the following risks or by other risks identified in this annual report, Form 10-K, as well as by other risks we may not have anticipated or viewed as material, material as of the date of this Form 10-K. Such risks and uncertainties could cause actual results to differ materially from those contained in forward-looking statements presented elsewhere by management. The following list identifies and briefly summarizes certain risk factors. This list should not be viewed as complete or comprehensive, and the risks identified below are not the only risks facing our company. See also "Cautionary Note Regarding Forward-Looking Statements."

Risks Related to Our Business

We are dependent on the services of our management team and board of directors, and the unexpected loss of key officers or directors may adversely affect our business and operations.

We are led by an experienced core management team with substantial experience in the markets that we serve, and our operating strategy focuses on providing products and services through long-term relationship managers. Accordingly, our success depends in large part on the performance of our key personnel, as well as on our ability to attract, motivate and retain highly qualified senior and middle management. Competition for employees is intense, and the process of locating key personnel with the combination of skills and attributes required to execute our business plan may be lengthy. If any of our or the **bank's Bank's** executive officers, other key personnel, or directors leaves us or the **bank, Bank**, our operations may be adversely affected. In particular, we believe that our named executive officers and our regional chief executive officers are extremely important to our success and the success of our bank. If any of them leaves for any reason, our results of operations could suffer in such markets. Additionally, our directors' and advisory board members' community involvement and diverse and extensive local business relationships are important to our success. Any material changes in the composition of our board of directors or the respective advisory boards of the **bank Bank** could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may not be able to expand successfully into new markets.

We have opened new offices in Fort Walton, Florida, Venice, Florida, Sarasota, Florida, Orlando, Florida, Tallahassee, Florida, Columbus, Georgia, Charlotte **North Carolina**, and Asheville, North Carolina, **and Virginia Beach, Virginia** in the past five years. We may not be able to successfully manage this growth **without with** sufficient human resources, training and operational, financial and technological resources. Any such failure could limit our ability to be successful in these new markets and may have a material adverse effect on our business, financial condition, results of operations and prospects.

Because our total assets exceed \$10 billion, we are subject to heightened regulatory requirements, which could have an adverse effect on our financial condition or results of operations.

Various federal banking laws and regulations, including rules adopted by the Federal Reserve pursuant to the requirements of the Dodd-Frank Act, impose additional requirements on bank holding companies with total assets of at least \$10 billion. In addition, banks with total assets of at least \$10 billion are primarily examined by the CFPB with respect to federal consumer protection laws and regulations. As of September 30, 2021, we **exceeded \$10 billion in total assets and** were reclassified as a large financial institution by the FDIC, and now are subject to additional requirements including, but not limited to, establishing a dedicated risk committee of our board of directors, calculating our FDIC deposit insurance assessment using the large bank pricing rule, and more frequent regulatory examinations. As a result of these additional compliance obligations, we have incurred significant expenses and expect to continue to incur expenses to address heightened regulatory requirements. These additional regulatory requirements and increased compliance expenses could have a material adverse effect on our business, financial condition and results of operations.

A prolonged downturn in the real estate market, especially in our primary markets, could result in losses and adversely affect our profitability.

As of **December 31, 2022 December 31, 2023**, **59.4% 62.2%** of our loan portfolio was composed of commercial and consumer real estate loans, of which **48.2% 48.4%** was owner-occupied commercial or 1-4 family mortgage loans. The real estate collateral in each case provides an alternate source of repayment in the event of default by the borrower and may deteriorate in value after the time the credit is initially extended. A decline in real estate values, either in the regions we serve or across the country as occurred in the U.S. recession from 2007 to 2009, could impair the value of our collateral and our ability to sell the collateral upon foreclosure, which would likely require us to increase our provision for credit losses. In the event of a default with respect to any of these loans, the amounts we receive upon sale of the collateral may be insufficient to recover the outstanding principal and interest on the loan. If we are required to re-value the collateral securing a loan to satisfy the debt during a period of reduced real estate values or to increase our allowance for credit losses, our profitability could be adversely affected, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our largest loan relationships currently make up a significant percentage of our total loan portfolio.

As of **December 31, 2022 December 31, 2023**, our 10 largest borrowing relationships totaled **\$827.5 million \$791.8 million** in commitments (including unfunded commitments), or approximately **7.1% 6.8%** of our total loan portfolio. The concentration risk associated with having a small number of relatively large loan relationships is that, if one or more of these relationships were to become delinquent or suffer default, we could be at risk of material losses. The allowance for credit losses may not be adequate to cover losses associated with any of these relationships, and any loss or increase in the allowance could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our decisions regarding credit risk could be inaccurate and our allowance for credit losses may be inadequate, which could have a material adverse effect on our business, financial condition, results of operations and future prospects.

Our earnings are affected by our ability to make loans, and thus we could sustain significant loan losses and consequently significant net losses if we incorrectly assess **(i) the creditworthiness of our borrowers resulting in loans to borrowers who fail to repay their loans in accordance with the loan terms or (ii) the value of the collateral securing the repayment of their loans, or we fail to detect or respond to a deterioration in our loan quality in a timely manner. manner** Management makes various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. We maintain an allowance for credit losses that we consider adequate to absorb losses inherent in the loan portfolio based on our assessment of the information available. In determining the size of our allowance for credit losses, we rely on an analysis of our loan portfolio based on historical loss experience, current conditions, reasonable and supportable forecasts, and other pertinent information. We target small and medium-sized businesses as loan customers. Because of their size, these borrowers may be less able to withstand competitive or economic pressures than larger borrowers in periods of economic weakness. Also, as we expand into new markets, our determination of the size of the allowance could be understated due to our lack of familiarity with market-specific factors. We believe our allowance for credit losses is adequate. Our allowance for credit losses as of **December 31, 2022 December 31, 2023** was **\$146.3 million \$153.3 million**, or **1.25% 1.32%** of total gross loans. If our assumptions are inaccurate, we may incur loan losses in excess of our current

allowance for credit losses and be required to make material additions to our allowance for credit losses, which could have a material adverse effect on our business, financial condition, results of operations and prospects. However, even if our assumptions are accurate, federal and state regulators periodically review our allowance for credit losses and could require us to materially increase our allowance for credit losses or recognize further loan charge-offs based on judgments different than those of our management. Any material increase in our allowance for credit losses or loan charge-offs as required by these regulatory agencies could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, the adoption of Accounting Standards Update ("ASU") 2016-13, as amended, effective as of January 1, 2020 impacted our methodology for estimating the allowance for credit losses. The Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") gave financial institutions the option to delay adoption of ASU 2016-13 and we delayed our adoption of the update until December 31, 2020, with an effective retrospective adoption date of January 1, 2020. Based on prevailing economic conditions and forecasts as of the January 1, 2020 adoption date, we recorded a net \$2.0 million decrease in our allowance for credit losses in connection with our adoption of ASU 2016-13. See For more information, see Note 1 – "Summary of Significant Accounting Policies" in the notes Notes to consolidated financial statements Consolidated Financial Statements included in Item 8. Financial Statements and Supplementary Data elsewhere in this report.

The internal controls that we have implemented in order to mitigate risks inherent to the business of banking might fail or be circumvented, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Management regularly reviews and updates our internal controls and procedures that are designed to identify, measure, monitor, report and analyze the types of risk to which we are subject, including liquidity risk, credit risk, market risk, legal risk, compliance risk, strategic risk, reputational risk and operational risk related to our employees, systems and vendors, among others. Any system of control and any system to reduce risk exposure, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. A failure in our internal controls could have a significant negative impact not only on our earnings, but also on our reputation with our customers, regulators and investors. In addition, a failure of our internal controls, or a circumvention of such controls, could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our corporate structure provides for decision-making authority by our regional chief executive officers and banking teams. Our business, financial condition, results of operations and prospects could be negatively affected if our employees do not follow our internal policies or are negligent in their decision-making.

We attract and retain our management talent by empowering them to make certain business decisions on a local level. Lending authorities are assigned to regional chief executive officers and their banking teams based on their experience. Additionally, all loan relationships in excess of \$5.0 million and every loan internally risk graded as with an internal risk-grade of special mention or below are reviewed by our centralized credit administration department in Birmingham, Alabama. Moreover, for decisions that fall outside of the assigned authorities, our regional chief executive officers are required to obtain approval from our senior management team. Our local bankers may not follow our internal procedures or otherwise act in our best interests with respect to their decision-making. A failure of our employees to follow our internal policies, or actions taken by our employees that are negligent could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our business strategy includes the continuation of our growth plans, and our business, financial condition, results of operations and prospects could be negatively affected if we fail to grow or fail to manage our growth effectively.

Our current strategy is to grow organically and, if appropriate, supplement that growth with select acquisitions. Our ability to grow organically depends primarily on generating loans and deposits of acceptable risk and expense, and we may not be successful in continuing this organic growth. Our ability to identify appropriate markets for expansion, recruit and retain qualified personnel, and fund growth at a reasonable cost depends upon prevailing economic conditions, maintenance of sufficient capital, competitive factors, and changes in banking laws, among other factors. Failure to manage our growth effectively could adversely affect our ability to successfully implement our business strategy, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our continued pace of growth may require us to raise additional capital in the future to fund such growth, and the unavailability of additional capital on terms acceptable to us could adversely affect our growth and/or our financial condition and results of operations.

We are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. To support our recent and ongoing growth, we have completed a series of capital transactions during the past five years, including:

- the sale of \$30,000,000 in 4.5% subordinated notes due November 8, 2027 to accredited investor purchasers in November 2017 and concurrent redemption of \$20,000,000 in 5.5% subordinated notes due November 9, 2022; and
- the sale of \$34,750,000 in 4% subordinated notes due October 21, 2030 to accredited investor purchasers in October 2020 and concurrent redemption of \$34,750,000 in 5% subordinated notes due July 15, 2025.

After giving effect to these transactions, we believe that we will presently have sufficient capital to meet our needs for our immediate growth plans. However, we will continue to need capital to support our longer-term growth plans. Our ability to access the capital markets, if needed, on a timely basis or at all, will depend on a

number of factors, such as the state of the financial markets, including prevailing interest rates, a loss of confidence in financial institutions generally, negative perceptions of our business or our financial strength, or other factors that would increase our cost of borrowing. If capital is not available on favorable terms when we need it, we will either have to issue common stock or other securities on less than desirable terms or reduce our rate of growth until market conditions become more favorable. Either of such events could have a material adverse effect on our business, financial condition, results of operations and prospects.

Competition from financial institutions and other financial service providers may adversely affect our profitability.

The banking business is highly competitive, and we experience competition in our markets from many other financial institutions. We compete with these other financial institutions both in attracting deposits and in making loans. In addition, we must attract our customer base from other existing financial institutions and from new residents. Our profitability depends upon our continued ability to successfully compete with an array of financial institutions in our service areas.

Our ability to compete successfully will depend on a number of factors, including, among other things:

- our ability to build and maintain long-term customer relationships while ensuring high ethical standards and safe and sound banking practices;
- the scope, relevance and pricing of products and services that we offer;
- customer satisfaction with our products and services;
- industry and general economic trends; and
- our ability to keep pace with technological advances and to invest in new technology

Increased competition could require us to increase the rates that we pay on deposits or lower the rates that we offer on loans, which could reduce our profitability. Our failure to compete effectively in our markets could restrain our growth or cause us to lose market share, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Unpredictable economic conditions, including inflation, recession, pandemic or changes in other economic conditions in the U.S. economy generally or in any of our market areas may have a material adverse effect on our financial performance.

We have been, and may in the future be, negatively impacted by general business and economic conditions in the U.S., including inflation, recession, pandemic, political issues, regulatory issues and changes in the U.S. economy as a whole. In tandem with rising interest rates, continued inflationary pressures in the U.S. economy generally, and in our local markets specifically, may negatively impact our operations and profitability. Inflation drives down consumer spending, which could negatively impact the businesses we serve. Rising mortgage rates may also negatively impact our mortgage lending business.

Substantially all of our borrowers and depositors are individuals and businesses located and doing business in our markets. Therefore, our continued success will depend on the general economic conditions in those areas, which we cannot predict with certainty. The majority of our borrowers are commercial firms, professionals and affluent customers located and doing business in such local markets. Accordingly, any regional or local economic downturn that affects any of the markets in which we operate, including existing or prospective property or borrowers in such markets may affect us and our profitability more significantly and more adversely than our more geographically-diversified competitors, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our operations and financial performance could be adversely affected by natural disasters, and climate change can increase those risks while adding regulatory, compliance, reputational and other risks.

Natural disasters could have a material adverse effect on our financial position and results of operations. Natural disasters, such as hurricanes, tornados, earthquakes and similar unpredictable weather events, could affect us directly (by interrupting our systems, damaging our offices or otherwise preventing us from operating our business in the ordinary course) or indirectly (by damaging or destroying the businesses or properties of our customers or otherwise impairing our customers' ability to make loan payments on a timely basis or destroying property pledged as collateral for loans). Our entry into **Pensacola various markets in Florida and Tampa Bay, Florida, the Mobile, Alabama and Charleston, South Carolina markets** increased our exposure to potential losses associated with hurricanes and similar natural disasters that are more common in coastal areas than in our other markets.

Climate change may result in new or increased regulatory burdens, which could materially affect our results of operations by requiring us to implement costly measures to comply with any new laws and regulations related to climate change. Changes to regulations or market shifts in response to climate change may also impact the businesses of some of our customers, which may require us to adjust our lending portfolios and business strategies with respect to such customers.

In addition, the investing public is increasingly focused on the financial services industry's ability to manage environmental impact. We have adopted an Environmental, Social and Governance ("ESG") Policy in an effort to refine and track our compliance efforts; however, failure to appropriately manage our environmental impact could have a material adverse effect on our reputation and harm our ability to attract and retain customers and employees.

We encounter technological change continually and have fewer resources than many of our competitors to invest in technological improvements.

The banking and financial services industries are undergoing rapid technological changes, with frequent introductions of new technology-driven products and services. In addition to serving customers better, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our success will depend in part on our ability to address our customers' needs by using technology to provide products and services that will satisfy customer demands for convenience, as well as to create additional efficiencies in our operations. Many of our competitors have greater resources to invest in technological improvements, and we may not be able to implement new technology-driven products and services, which could reduce our ability to effectively compete or increase our overall expenses and have a material adverse effect on our net income.

Our information systems may experience a failure or interruption.

We rely heavily on communications and information systems to conduct our business. Any failure or interruption in the operation of these systems could impair or prevent the effective operation of our customer relationship management, general ledger, deposit, lending, or other functions. While we have policies and procedures designed to prevent or limit the effect of a failure or interruption in the operation of our information systems, there can be no assurance that any such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed. We will from time to time convert from one system to another in the normal course of business. Ineffective conversions could cause failure or interruption in the operation of our information systems. The occurrence of any failures or interruptions impacting our information systems could damage our reputation, result in a loss of customer business, and expose us to additional regulatory scrutiny, civil litigation, and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

We use information technology in our operations and offer online banking services to our customers. Any unauthorized access to our or our customers' confidential or proprietary information exposes us to reputational harm and litigation and could adversely affect our ability to attract and retain customers.

Information security risks for financial institutions have increased in recent years, in part because of the proliferation of new technologies, the use of the internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. We are under continuous threat of loss due to hacking and cyber-attacks. Our risk and exposure to these matters remains heightened because of the evolving nature and complexity, and the increasing frequency, of these threats from cybercriminals and hackers, our plans to continue to provide internet banking and mobile banking channels, and our plans to continue to develop additional remote connectivity solutions to serve our customers. Therefore, the secure processing, transmission, and storage of information in connection with our online banking services are critical elements of our operations. However, our network is vulnerable to unauthorized access, computer viruses and other malware, phishing schemes, human error or other security failures. In addition, our customers may use personal smartphones, tablet PCs, or other mobile devices that are beyond our control systems in order to access our products and services. Our technologies, systems and networks, and our customers' devices, have been and will continue to be the target of cyber-attacks, electronic fraud, or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of our or our customers' confidential, proprietary, and other information, or otherwise disrupt our or our customers' or other third parties' business operations. As cyber threats continue to evolve, we continue to spend significant capital and other resources to protect against these threats or to alleviate or investigate problems caused by such threats. To the extent that our activities or the activities of our customers involve the processing, storage, or transmission of confidential customer information, any breaches or unauthorized access to such information would present significant regulatory costs and expose us to litigation and other possible liabilities. Any inability to prevent these types of security threats could also cause existing customers to lose confidence in our systems and could adversely affect our reputation and ability to generate deposits. Additionally, our insurance may be inadequate to compensate us for losses due to a cyber-attack, hacking, or similar technology security breach. While we have not experienced any material losses relating to cyber-attacks or other information security breaches to date, we may suffer such losses in the future. The occurrence of any cyber-attack or information security breach could result in potential liability to clients, reputational damage, damage to our competitive position, and the disruption of our operations, all of which could adversely affect our financial condition or results of operations.

We are dependent upon outside third parties for the processing and handling of our records and data.

We rely on software developed by third-party vendors to process various transactions. In some cases, we have contracted with third parties to run their proprietary software on our behalf. These systems include, but are not limited to, general ledger, payroll, employee benefits, loan and deposit processing, and securities portfolio accounting. While we perform a review of controls instituted by the applicable vendors over these programs in accordance with industry standards and perform our own testing of user controls, we must rely on the continued maintenance of controls by these third-party vendors, including safeguards over the security of customer data. In addition, we maintain, or contract with third parties to maintain daily backups of key processing outputs in the event of a failure on the part of any of these systems. Nonetheless, we may incur a temporary disruption in our ability to conduct business or process transactions, or incur damage to our reputation, if the third-

party vendor fails to adequately maintain internal controls or institute necessary changes to systems. Such a disruption or breach of security may have a material adverse effect on our business.

A security breach related to use of third-party software or systems, or the loss or corruption of confidential customer information could adversely affect our ability to provide timely and accurate financial information in compliance with legal and regulatory requirements. Any such failures could result in sanctions from regulatory authorities, significant reputational harm and a decrease in our customers' confidence in us. Additionally, security breaches or the loss, theft or corruption of customer information such as social security numbers, credit card numbers, or other information could result in customer losses, litigation, regulatory sanctions, losses in revenue, increased costs and reputational harm. Our agreements with outside third parties include indemnification obligations in the event of any such security breaches; however, there is no assurance that such third-parties will have sufficient resources to provide full indemnification of all of their customers in the event such a security breach occurs.

Our recent results may not be indicative of our future results and may not provide guidance to assess the risk of an investment in our common stock.

We may not be able to sustain our historical rate of growth and may not be able to further expand our business. Various factors, such as economic conditions, including inflation rates, regulatory and legislative considerations and competition, may impede or prohibit our ability to expand our market presence. We have different lending risks than larger banks. We provide services to our local communities; thus, our ability to diversify our economic risks is limited by our own local markets and economies. We lend primarily to small to medium-sized businesses, which may expose us to greater lending risks than those faced by other banks that lend to larger, better-capitalized businesses with longer operating histories. We manage our credit exposure through careful monitoring of loan applicants and loan concentrations in particular industries, and through our loan approval and review procedures. Our use of historical and objective information in determining and managing credit exposure may not be accurate in assessing our risk. Our failure to sustain our historical rate of growth or adequately manage the factors that have contributed to our growth could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may have more credit risk and higher credit losses to the extent loans are concentrated by location or industry of the borrowers or collateral.

Our credit risk and credit losses could increase if our loans are concentrated to borrowers engaged in the same or similar activities or to borrowers who as a group may be uniquely or disproportionately affected by economic or market conditions. Deterioration in economic conditions, housing conditions and commodity and real estate values in certain states or locations could result in materially higher credit losses if loans are concentrated in those locations.

We engage in lending secured by real estate and may be forced to foreclose on the collateral and own the underlying real estate, subjecting us to the costs associated with the ownership of the real property.

Since we originate loans secured by real estate, we may have to foreclose on the collateral property to protect our investment and may thereafter own and operate such property, in which case we are exposed to the risks inherent in the ownership of real estate. As of December 31, 2022 December 31, 2023, we held \$248,000 \$955,000 in other real estate owned. The amount that we, as a mortgagee, may realize after a default is dependent upon factors outside of our control, including, but not limited to: general or local economic conditions; environmental cleanup liability; neighborhood assessments; interest rates; real estate tax rates; operating expenses of the mortgaged properties; supply of, and demand for, rental units or properties; ability to obtain and maintain adequate occupancy of the properties; zoning laws; governmental and regulatory rules; fiscal policies; and natural disasters. Our inability to manage the amount of costs or size of the risks associated with the ownership of real estate could have a material adverse effect on our business, financial condition, results of operations and prospects.

Regulatory requirements affecting our loans secured by commercial real estate could limit our ability to leverage our capital and adversely affect our growth and profitability.

The federal bank regulatory agencies have indicated their view that banks with high concentrations of loans secured by commercial real estate are subject to increased risk and should hold higher capital than regulatory minimums to maintain an appropriate cushion against loss that is commensurate with the perceived risk. Because a significant portion of our loan portfolio is dependent on commercial real estate, a change in the regulatory capital requirements applicable to us as a result of these policies could limit our ability to leverage our capital, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to interest rate risk, which could adversely affect our profitability.

Our profitability, like that of most financial institutions, depends to a large extent on our net interest income, which is the difference between our interest income on interest-earning assets, such as loans and investment securities, and our interest expense on interest-bearing liabilities, such as deposits and borrowings. We have positioned our asset portfolio to perform adequately in both a higher or lower interest rate environment, but this may not remain true in the future. Our interest

sensitivity profile was somewhat **asset liability** sensitive as of **December 31, 2022** **December 31, 2023**, generally meaning that our net interest income would **increase decrease** more from rising interest rates than from falling interest rates. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Federal Reserve. Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the interest we pay on deposits and borrowings, but such changes could also affect our ability to originate loans and obtain or retain deposits, customer demand for loans, the fair value of our financial assets and liabilities, and the average duration of our assets. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, our net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings. Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition, an increase in interest rates could also have a negative impact on our results of operations by reducing the ability of borrowers to repay their current loan obligations. These circumstances could not only result in increased loan defaults, foreclosures and charge-offs, but also necessitate further increases to the allowance for credit losses which could have a material adverse effect on our business, results of operations, financial condition and prospects.

Liquidity risk could impair our ability to fund operations and meet our obligations as they become due.

Liquidity is essential to our business. Liquidity risk is the potential that we will be unable to meet our obligations as they come due because of an inability to liquidate assets or obtain adequate funding. **An As can be seen from events in 2023 regarding the operations and failures of other banks in the U.S., an** inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a substantial negative effect on our liquidity. In particular, approximately **80% 75%** of the **bank's Bank's** liabilities as of **December 31, 2022** **December 31, 2023** were checking accounts and other liquid deposits, which are payable on demand or upon several days' notice, while by comparison, **80% 72%** of the assets of the **bank Bank** were loans, which cannot be called or sold in the same time frame. Our continued access to funding sources in amounts adequate to finance our activities or on terms that are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Market conditions or other events could also negatively affect the level or cost of funding, affecting our ongoing ability to accommodate liability maturities and deposit withdrawals, meet contractual obligations, satisfy regulatory capital requirements, and fund asset growth and new business transactions at a reasonable cost, in a timely manner and without adverse consequences. Any substantial, unexpected or prolonged change in the level or cost of liquidity could have a material adverse effect on our ability to meet deposit withdrawals and other customer needs, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

The fair value of our investment securities can fluctuate due to factors outside of our control.

As of **December 31, 2022** **December 31, 2023**, the fair value of our investment securities portfolio was approximately **\$1.58 billion \$1.89 billion**. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse changes to the fair value of these securities. These factors include, but are not limited to, rating agency actions in respect of the securities, defaults by the issuer or with respect to the underlying securities, and changes in market interest rates or instability in the capital markets. Any of these factors, among others, could cause **a write down that is charged against the ACL other-than-temporary impairments** and realized and/or unrealized losses in future periods and declines in other comprehensive income, which could materially and adversely affect our business, results of operations, financial condition and prospects. The process for determining whether **impairment of a security is related to credit losses or other factors impaired** usually requires complex, subjective judgments about the future financial performance and liquidity of the issuer and any collateral underlying the security in order to assess the probability of receiving all contractual principal and interest payments on the security. Our failure to assess any currency impairments or losses with respect to our securities could have a material adverse effect on our business, financial condition, results of operations and prospects.

Deterioration in the fiscal position of the U.S. federal government and downgrades in Treasury and federal agency securities could adversely affect us and our banking operations.

The long-term outlook for the fiscal position of the U.S. federal government is **uncertain, as illustrated** **uncertain**. For example, in January 2023, the outstanding national debt of the U.S. government reached its statutory limit. The U.S. Department of the Treasury has announced that, since then, it has been using extraordinary measures to prevent the U.S. government's default on its payment obligations, and to extend the time that the U.S. government has to raise its statutory debt limit or otherwise resolve its funding situation. The failure by Congress to raise the federal debt ceiling could have severe repercussions within the U.S. and to global credit and financial markets. If Congress does not raise the debt ceiling and if the U.S. government defaults on its payment obligations or experiences delays in making payments when due, such payment default or delay by the **2011** U.S. government, as well as continued uncertainty surrounding the U.S. debt ceiling or the U.S. Government's ability to pay its debts, could result in a variety of adverse effects for financial markets, market participants and U.S. and global economic conditions. In addition, U.S. debt ceiling and budget deficit concerns have increased the possibility of a downgrade **by certain rating agencies of** in the credit rating of the U.S. government and could result in economic slowdowns or a recession in the United States. Although U.S. lawmakers have passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies and questions concerning have lowered or threatened to lower the **impact of the Tax Cuts and Jobs Act** long-term sovereign credit rating on the **long-term fiscal position** United States as a result of such disputes over the U.S. federal government. Certain credit rating agencies have highlighted that the U.S.

federal government had the highest debt of any AAA-rated sovereign nation, and there was no credible fiscal consolidation plan in light of the economic shock caused by the COVID-19 pandemic. However, in ceiling.

In addition to causing economic and financial market disruptions, any future downgrade, failure to continue to raise the U.S. statutory debt limit as needed, or deterioration in the fiscal outlook of the U.S. federal government, could, among other things, materially adversely affect the market value of the U.S. and other government and governmental agency securities that we hold, the availability of those securities as collateral for borrowing, and our ability to access capital markets on favorable terms. In particular, it could increase interest rates and disrupt payment systems, money markets, and long-term or short-term fixed income markets, adversely affecting the cost and availability of funding, which could negatively affect our profitability. Also, the adverse consequences of any downgrade could extend to those to whom we extend credit and could adversely affect their ability to repay their loans. Any of these developments could have a material adverse effect on our business, financial condition, results of operations and prospects.

We may be adversely affected by the soundness of other financial institutions.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services companies are interrelated as a result of trading, clearing, counterparty, and other relationships. We have exposure to different industries and counterparties, and through transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, and other institutional clients. Our transactions with other financial institutions expose us to credit risk in the event of a default of a counterparty. The soundness of many financial services companies may be closely interrelated as a result of credit, trading, clearing and other relationships between such financial services companies. As a result, defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. These losses or defaults could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to environmental liability risk associated with our lending activities.

In the course of our business, we may purchase real estate, or we may foreclose on and take title to real estate. As a result, we could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination or may be required to investigate or clean up hazardous or toxic substances or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. Any significant environmental liabilities could have a material adverse effect on our business, financial condition, results of operations and prospects.

Risks Related to Our Industry

We are subject to extensive regulation in the conduct of our business, which imposes additional costs on us and adversely affects our profitability.

As a bank holding company, we are subject to federal regulation under the BHC Act, as amended, and the examination and reporting requirements of various federal and state agencies, including the FDIC, CFPB, and the Alabama Banking Department. Federal regulation of the banking industry, along with tax and accounting laws, regulations, rules, and standards, may limit our operations significantly and control the methods by which we conduct business, as they limit those of other banking organizations. Banking regulations are primarily intended to protect depositors, deposit insurance funds, and the banking system as a whole, and not stockholders or other creditors. These regulations affect lending practices, capital structure, investment practices, dividend policy, and overall growth, among other things. For example, federal and state consumer protection laws and regulations limit the manner in which we may offer and extend credit. In addition, the laws governing bankruptcy generally favor debtors, making it more expensive and more difficult to collect from customers who become subject to bankruptcy proceedings.

We also may be required to invest significant management attention and resources to evaluate and make any changes necessary to comply with applicable laws and regulations, particularly as a result of regulations adopted under the Dodd-Frank Act resulting from our recent growth in total assets to over \$10.0 billion. This allocation of resources, as well as any failure to comply with applicable requirements, may negatively impact our financial condition and results of operations.

As a bank holding company, we are subject to certain capital requirements that may limit our operations.

As a bank holding company, we are subject to supervision and regulation by the Federal Reserve, including risk-based and leverage capital requirements. We must maintain certain risk-based and leverage capital ratios as required by the Federal Reserve, which can change depending on certain economic conditions and our risk

profile and growth plans. Compliance with the capital requirements, including leverage ratios, may limit operations that require the intensive use of capital and could adversely affect our ability to expand or maintain present business levels. Additionally, failure by our bank to meet applicable capital requirements could subject us to a variety of regulatory sanctions, up to and including termination of deposit insurance by the FDIC.

Changes in laws, government regulation, monetary policy or accounting standards may have a material adverse effect on our results of operations.

Changes to statutes, regulations, accounting standards or regulatory policies, including changes in their interpretation or implementation by regulators, could affect us in substantial and unpredictable ways. Such changes could, among other things, subject us to additional costs and lower revenues, limit the types of financial services and products that we may offer, ease restrictions on non-banks and thereby enhance their ability to offer competing financial services and products, increase compliance costs, and require a significant amount of management's time and attention. Changes in accounting standards could materially impact, potentially even retroactively, how we report our financial condition and results of our operations. Failure to comply with statutes, regulations, or policies could result in sanctions by regulatory agencies, civil monetary penalties, or reputational damage, each of which could have a material adverse effect on our business, financial condition, and results of operations.

Additionally, like all regulated financial institutions, we are affected by monetary policies implemented by the Federal Reserve and other federal instrumentalities. A primary instrument of monetary policy employed by the Federal Reserve is the restriction or expansion of the money supply through open market operations. This instrument of monetary policy frequently causes volatile fluctuations in interest rates, and it can have a direct, material adverse effect on the operating results of financial institutions including our business. Borrowings by the United States government to finance government debt may also cause fluctuations in interest rates and have similar effects on the operating results of such institutions. We do not have any control over monetary policies implemented by the Federal Reserve or otherwise and any changes in these policies could have a material adverse effect on our business, financial condition, results of operations and prospects.

Federal and state regulators periodically examine our business and we may be required to remediate adverse examination findings.

The Federal Reserve, the FDIC, CFPB, and the Alabama Banking Department periodically examine our business, including our compliance with laws and regulations. If, as a result of an examination, a federal or state banking agency were to determine that our financial condition, capital resources, asset quality, earnings prospects, management, liquidity, compliance with various regulations or other aspects of any of our operations had become unsatisfactory, or that we were in violation of any law or regulation, it may take a number of different remedial actions as it deems appropriate. These actions include the power to enjoin "unsafe or unsound" practices, to require affirmative action to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to assess civil monetary penalties against our officers or directors, to remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance and place us into receivership or conservatorship. Any regulatory action against us could have a material adverse effect on our business, results of operations, financial condition and prospects.

FDIC deposit insurance assessments may materially increase in the future, which would have an adverse effect on earnings.

As an FDIC-insured institution, the bank Bank is assessed a quarterly deposit insurance premium. The amount of the premium is affected by a number of factors, including the risk the bank poses to the Deposit Insurance Fund and the adequacy of the fund to cover the risk posed by all insured institutions. If either the bank Bank or insured institutions as a whole present a greater risk to the Deposit Insurance Fund in the future than they do today, if the Deposit Insurance Fund becomes depleted in any material respect, or if other circumstances arise that lead the FDIC to determine that the Deposit Insurance Fund should be strengthened, the bank Bank could be required to pay significantly higher deposit insurance premiums and/or additional special assessments (such as the one imposed by the FDIC in 2023) to the FDIC. Those premiums and/or assessments could have a material adverse effect on the bank's Bank's earnings, thereby reducing the availability of funds to pay dividends to us.

We are subject to numerous laws designed to protect consumers, including the Community Reinvestment Act and fair lending laws, and failure to comply with these laws could lead to a wide variety of sanctions.

The CRA, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. The CFPB, the U.S. Department of Justice and other federal agencies are responsible for enforcing these laws and regulations. A successful regulatory challenge to an institution's performance under the CRA or fair lending laws and regulations could result in a wide variety of sanctions, including damages and civil money penalties, injunctive relief, restrictions on mergers and acquisitions activity, restrictions on expansion, and restrictions on entering new business lines. Private parties may also have the ability to challenge an institution's performance under fair lending laws in private class action litigation. Such actions could have a material adverse effect on our business, financial condition, results of operations and prospects.

Legal and regulatory proceedings and related matters with respect to the financial services industry, including those directly involving the Company or the Bank, have, and may continue to, adversely affect us or the financial services industry in general.

We have been, and may in the future be, subject to various legal and regulatory proceedings. It is inherently difficult to assess the outcome of these matters, and there can be no assurance that we will prevail in any proceeding or litigation. Any such matter could result in substantial cost and diversion of our management's efforts, which could have a material adverse effect on our financial condition and operating results. Further, adverse determinations in such matters could result in actions by our regulators that could materially adversely affect our business, financial condition or results of operations.

We establish reserves for legal claims when payments associated with the claims become probable and the costs can be reasonably estimated. We may still incur legal costs for a matter even if we have not established a reserve. In addition, due to the inherent subjectivity of the assessments and unpredictability of the outcome of legal proceedings, the actual cost of resolving a legal claim may be, and has in the past been, substantially higher than any amounts reserved for that matter. The ultimate resolution of a pending legal proceeding, depending on the remedy sought and granted, could adversely affect our financial condition and results of operations.

We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The Bank Secrecy Act, the USA Patriot Act, and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The Federal Financial Crimes Enforcement Network is authorized to impose significant civil money penalties for violations of those requirements and has engaged in coordinated enforcement efforts with the individual federal banking agencies, as well as the U.S. Department of Justice, Drug Enforcement Administration, and Internal Revenue Service. We are also subject to increased scrutiny of compliance with the rules enforced by the OFAC. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, including our acquisition and branching plans. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could have a material adverse effect on our business, financial condition, results of operations and prospects.

The replacement of LIBOR as an interest rate index could adversely affect our business and results of operations.

As of December 31, 2022, approximately 3.6% of our loan portfolio was indexed to the London Interbank Offered Rate (LIBOR) to calculate interest on the loans. On July 27, 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, publicly announced that it intended to cease persuading or compelling banks to submit LIBOR rates by the end of 2021. In subsequent announcements, the Financial Conduct Authority stated that the publication of one-week and two-month U.S. Dollar LIBOR rates would cease after December 31, 2021, but that the publication of other durations of U.S. Dollar LIBOR rates would continue until June 30, 2023. Given consumer protection, litigation, and reputation risks, banking regulators have indicated that entering into new contracts that use LIBOR as a reference rate after December 31, 2021, would create safety and soundness risks and that they will examine bank practices accordingly.

These announcements and regulatory guidance indicate that the continuation of LIBOR on the current basis cannot be guaranteed after 2021 and may cause the LIBOR benchmark to perform differently than it has in the past. Financial institutions, including our bank, have begun to transition credit and other arrangements which currently utilize LIBOR as a reference rate to new indices for interest rates. Regulators, industry groups and certain committees have, among other things, published recommended fall-back language for LIBOR-referenced financial instruments, identified recommended alternatives for certain LIBOR rates (for example, Ameribor® or the Secured Overnight Financing Rate), and proposed implementations of the recommended alternatives in floating rate instruments. As of December 16, 2022 the Federal Reserve Board has identified SOFR (Secured Overnight Financing Rate) as the replacement of LIBOR in certain financial contracts after June 30, 2023.

The implementation of a substitute index or indices for the calculation of interest rates under our loan agreements with our customers may result in the incurrence of additional expense as part of the transition and may result in disputes with customers over the appropriate substitute index or indices, which could adversely affect our reputation. Although we are currently unable to assess what the ultimate impact of the transition from LIBOR will be, failure to adequately manage the transition could have a material adverse effect on our business and results of operations.

Risks Related to Our Common Stock

The market price of our common stock may be subject to substantial fluctuations, which may make it difficult for you to sell your shares at the volume, prices and times desired.

The market price of our common stock may be highly volatile, which may make it difficult for you to resell your shares at the volume, prices and times desired. There are many factors that may impact the market price and trading volume of our common stock, including, without limitation:

- actual or anticipated fluctuations in our operating results, financial condition or asset quality;
- changes in economic or business conditions;
- the effects of, and changes in, trade, monetary and fiscal policies, including the interest rate policies of the Federal Reserve;

- publication of research reports about us, our competitors, or the financial services industry generally, or changes in, or failure to meet, securities analysts' estimates of our financial and operating performance, or lack of research reports by industry analysts or ceasing of coverage;
- operating and stock price performance of companies that investors deemed comparable to us;
- future issuances of our common stock or other securities;
- additions to or departures of key personnel;
- proposed or adopted changes in laws, regulations or policies affecting us;
- perceptions in the marketplace regarding our competitors and/or us;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving our competitors or us;
- other economic, competitive, governmental, regulatory and technological factors affecting our operations, pricing, products and services; and
- other news, announcements or disclosures (whether by us or others) related to us, our competitors, our core market or the financial services industry.

The stock market and, in particular, the market for financial institution stocks, may experience substantial fluctuations, which may be unrelated to the operating performance and prospects of particular companies. In addition, significant fluctuations in the trading volume in our common stock may cause significant price variations to occur. Increased market volatility may materially and adversely affect the market price of our common stock, which could make it difficult to sell your shares at the volume, prices and times desired.

The rights of our common stockholders are subordinate to the rights of the holders of our outstanding debt and will be subordinate to the rights of the holders of any preferred securities or any debt that we may issue in the future.

Our board of directors has the authority to issue in the aggregate up to 1,000,000 shares of preferred stock, and to determine the terms of each issue of preferred stock, without stockholder approval. Accordingly, you should assume that any shares of preferred stock that we may issue in the future will also be senior to our common stock. Because our decision to issue debt or equity securities or incur other borrowings in the future will depend on market conditions and other factors beyond our control, the amount, timing, nature or success of our future capital raising efforts is uncertain. Because our ability to pay dividends on our common stock in the future will depend on our and our bank's financial condition as well as factors outside of our control, our common stockholders bear the risk that no dividends will be paid on our common stock in future periods or that, if paid, such dividends will be reduced or eliminated, which may negatively impact the market price of our common stock.

We and our bank are subject to capital and other requirements which restrict our ability to pay dividends.

In 2014, we began paying quarterly cash dividends. Future declarations of quarterly dividends will be subject to the approval of our board of directors, subject to limits imposed on us by our regulators. In order to pay any dividends, we will need to receive dividends from our bank or have other sources of funds. Under Alabama law, a state-chartered bank may not pay a dividend in excess of 90% of its net earnings until the bank's surplus is equal to at least 20% of its capital (our bank's surplus currently exceeds 20% of its capital). Moreover, our bank is also required by Alabama law to obtain the prior approval of the Superintendent for its payment of dividends if the total of all dividends declared by our bank in any calendar year will exceed the total of (1) our bank's net earnings (as defined by statute) for that year, plus (2) its retained net earnings for the preceding two years, less any required transfers to surplus. In addition, the bank Bank must maintain certain capital levels, which may restrict the ability of the bank Bank to pay dividends to us and our ability to pay dividends to our stockholders. As of December 31, 2022 December 31, 2023, our bank could pay approximately \$559.5 million \$573.9 million of dividends to us without prior approval of the Superintendent. However, the payment of dividends is also subject to declaration by our board of directors, which takes into account our financial condition, earnings, general economic conditions and other factors, including statutory and regulatory restrictions. There can be no assurance that dividends will in fact be paid on our common stock in future periods or that, if paid, such dividends will not be reduced or eliminated. Limitations on our ability to receive dividends from our bank subsidiary could have a material adverse effect on our liquidity and ability to pay dividends on our common stock or interest and principal on our debt.

Alabama and Delaware law limit the ability of others to acquire the bank, which may restrict your ability to fully realize the value of your common stock.

In many cases, stockholders receive a premium for their shares when one company purchases another. Alabama and Delaware law make it difficult for anyone to purchase the bank or us without approval of our board of directors. Thus, your ability to realize the potential benefits of any sale by us may be limited, even if such sale would represent a greater value for stockholders than our continued independent operation.

An investment in our common stock is not an insured deposit and is subject to risk of loss.

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this "Risk Factors" section and is subject to the same market forces that affect the price of common stock in any company. As a result, an investor may lose some or all of their investment in our common stock.

Our corporate governance documents, and certain corporate and banking laws applicable to us, could make a takeover more difficult.

Certain provisions of our certificate of incorporation, as amended (or our “charter”), and bylaws, as amended, and corporate and federal banking laws, could make it more difficult for a third party to acquire control of our organization, even if those events were perceived by many of our stockholders as beneficial to their interests. **In many cases, stockholders receive a premium for their shares when one company purchases another. For example, Alabama and Delaware law make it difficult for anyone to purchase the bank or us without approval of our board of directors. Thus, your ability to realize the potential benefits of any sale by us may be limited, even if such sale would represent a greater value for stockholders than our continued independent operation.**

These provisions, and the corporate and banking laws and regulations applicable to us:

- provide that special meetings of stockholders may be called at any time by the Chairman of our board of directors, by the President or by order of the board of directors;
- enable our board of directors to issue preferred stock up to the authorized amount, with such preferences, limitations and relative rights, including voting rights, as may be determined from time to time by the **board; board of directors;**
- enable our board of directors to increase the number of persons serving as directors and to fill the vacancies created as a result of the increase by a majority vote of the directors present at the meeting;
- enable our board of directors to amend our bylaws without stockholder approval; and
- do not provide for cumulative voting rights (therefore allowing the holders of a majority of the shares of common stock entitled to vote in any election of directors to elect all of the directors standing for election, if they should so choose).

These provisions may discourage potential acquisition proposals and could delay or prevent a change in control, including under circumstances in which our stockholders might otherwise receive a premium over the market price of our shares.

General Risk Factors

The ongoing COVID-19 pandemic and measures intended to prevent its spread may adversely affect our business, financial condition and operations, and such effects will depend on future developments, which are highly uncertain and are difficult to predict.

Global health and economic concerns relating to the COVID-19 outbreak and government actions taken to reduce the spread of the virus have had a material adverse impact on the macroeconomic environment, and the outbreak has significantly increased economic uncertainty. The pandemic has resulted in federal, state and local authorities, including those who govern the markets in which we operate, implementing numerous measures to try to contain the virus. Such measures have included travel bans and restrictions, curfews, quarantines, shelter in place or total lock-down orders and business limitations and shutdowns. Such measures have significantly contributed to rising unemployment and negatively impacted consumer and business spending. The availability of vaccines and rates of vaccination have generally been effective in curtailing rates of infection in many parts of the United States. However, a significant portion of the population remain unvaccinated and the efficacy of the vaccines in preventing infection and serious illness is believed to deteriorate over time and may be ineffective against new variants of the virus. The United States government has taken steps to attempt to mitigate some of the more severe anticipated economic effects of the virus, including the passage of the CARES Act in March of 2020 and, more recently, an Omnibus COVID Relief Deal in December 2020. There can be no assurance that such steps taken by the United States government will be effective or achieve their desired results in the near future.

The outbreak has adversely impacted and is likely to continue to adversely impact our workforce and operations and the operations of our customers and business partners. In particular, we may experience financial losses due to a number of operational factors impacting us or our customers or business partners, including but not limited to:

- Credit losses resulting from financial stress experienced by our borrowers, especially those operating in industries most hard hit by government measures to contain the spread of the virus;
- Possible business disruptions experienced by our vendors and business partners in carrying out work that supports our operations;
- Heightened levels of cyber and payment fraud, as cyber criminals try to take advantage of the disruption and increased online activity brought about by the pandemic; and,
- Operational failures due to changes in our normal business practices necessitated by our internal measures to protect our employees and government-mandated measures intended to slow the spread of the virus.

These factors may exist for an extended period of time and may continue to adversely affect our business, financial condition and operations even after the COVID-19 outbreak has subsided.

The extent to which the pandemic impacts our business, financial condition and operations will depend on future developments, which are highly uncertain and are difficult to predict, including, but not limited to, its duration and severity, the actions to contain it or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Even after the pandemic has subsided, we may continue to experience materially adverse impacts to our business as a result of its economic impact, including the availability of credit, adverse impacts on our liquidity and any recession that has occurred or may occur in the future. Additionally, future outbreaks of COVID-19, or other viruses, may occur.

There are no comparable recent events that provide guidance as to the effect the spread of COVID-19 as a global pandemic may have, and, as a result, the ultimate impact of the pandemic is highly uncertain and subject to change. We do not yet know the full extent of the impacts on our business, our operations or the global

economy as a whole. Therefore, the risk factors discussed in this Annual Report on Form 10-K could be heightened, changed or be added to in the future. For other factors that may cause actual results to differ materially from those indicated in any forward-looking statement or projection contained in this report, see “Forward-Looking Statements” under Part 1, Item 2 above.

Financial disruption or a prolonged economic downturn could materially and adversely affect our business.

Worldwide financial markets have recently experienced periods of extraordinary disruption and volatility, which has been exacerbated by the COVID-19 pandemic, resulting in heightened credit risk, reduced valuation of investments, supply chain issues and labor constraints, high rates of inflation and decreased economic activity. Moreover, many companies have experienced reduced liquidity and uncertainty as to their ability to raise capital during such periods of market disruption and volatility. In the event that these conditions recur or result in a prolonged economic downturn, our results of operations, financial position and/or liquidity could be materially and adversely affected. Many of the other risk factors discussed herein identify risks that result from, or are exacerbated by, financial economic downturn. These include risks related to our investments portfolio, the competitive environment and regulatory developments.

As a business operating in the financial services industry, our business and operations may be adversely affected in numerous and complex ways by weak economic conditions.

Our businesses and operations are sensitive to general business and economic conditions in the United States. If the U.S. economy weakens, our growth and profitability could be constrained. Uncertainty about the federal fiscal policymaking process and the medium and long-term fiscal outlook of the federal government is a concern for businesses, consumers and investors in the United States. In addition, economic conditions in foreign countries could affect the stability of global financial markets, which could hinder U.S. economic growth. Weak economic conditions are characterized by deflation, fluctuations in debt and equity capital markets, a lack of liquidity and/or depressed prices in the secondary market for mortgage loans, increased delinquencies on mortgage, consumer and commercial loans, residential and commercial real estate price declines and lower home sales and commercial activity. The current economic environment is characterized by rising high interest rates, and high rates of inflation, which may impact our ability to generate attractive earnings through our investment portfolio. An While certain factors point to improving economic conditions, including moderating inflation, uncertainty remains regarding the path of economic recovery and the mitigating impacts of government interventions. Any increase in interest rates could further increase competition for deposits, decrease customer demand for loans due to the higher cost of obtaining credit, result in an increased number of delinquent loans and defaults or reduce the value of securities held for investment. As domestic inflation continues to increase, the Federal Reserve is increasingly likely to continue to raise interest rates. All of these factors can individually or in the aggregate be detrimental to our business, and the interplay between these factors can be complex and unpredictable. Our business also is significantly affected by monetary and related policies of the U.S. federal government and its agencies. Changes in any of these policies are influenced by macroeconomic conditions and other factors that are beyond our control. Adverse economic conditions and government policy responses to such conditions could have a material adverse effect on our business, financial condition, results of operations and prospects.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

Risk Management and Strategy

Our risk management program is designed to identify, assess, and mitigate risks across various aspects of our company, including financial, operational, regulatory, reputational, and legal. Cybersecurity is a critical component of this program, given the increasing reliance on technology and potential of cyber threats. Our Information Security Officer is primarily responsible for this cybersecurity component and is a key member of the risk management organization, reporting directly to the Chief Risk Officer and, as discussed below, periodically to the Information Technology Steering Committee and our board of directors.

Our objective for managing cybersecurity risk is to avoid or minimize the impacts of internal and external threat events or other efforts to penetrate, disrupt or misuse our systems or information. The structure of our information security program is designed around the National Institute of Standards and Technology Cybersecurity Framework, Federal Financial Institution Examination Council Cybersecurity Assessment Tool, regulatory guidance, and other industry standards. In addition, we leverage certain industry and government associations, third-party benchmarking, audits, and threat intelligence feeds to facilitate and promote program effectiveness. Our Information Security Officer and our Chief Information and Operations Officer, along with key members of their teams, regularly collaborate with peer banks, industry groups, and policymakers to discuss cybersecurity trends and issues and identify best practices. The Information Security Program is periodically reviewed by such personnel with the goal of addressing changing threats and conditions and maturing our Information Security Program.

We employ an in-depth, layered, defensive strategy that embraces a “trust by design” philosophy when designing new products, services, and technology. We leverage people, processes, and technology as part of our efforts to manage and maintain cybersecurity controls. We also employ a variety of tools and processes to identify, protect against, detect, respond, recover from, and govern cybersecurity risks and threats. We have tools configured to block, prevent, detect, and monitor for suspicious activity providing real time monitoring and alerts for anomalous and nefarious activity, as well as advanced persistent threats. We engage in regular assessments of our infrastructure, software systems, and network architecture, using internal cybersecurity experts and third-party specialists. We maintain a third-

party risk management program designed to identify, assess, and manage risks, including cybersecurity risks, associated with external service providers and our supply chain. We actively monitor our email traffic for malicious phishing email campaigns, provide ongoing training for employees to help them detect possible malicious emails and monitor remote connections. We leverage internal and external auditors and independent external partners to periodically review our processes, systems, and controls, including with respect to our Information Security Program, to assess their design and operating effectiveness and make recommendations to strengthen our risk management program.

We maintain an Incident Response Plan that provides a documented framework for responding to actual or potential cybersecurity incidents, including timely notification of and escalation to the appropriate Board-approved management committees, as discussed further below, and to the Information Technology Steering Committee. The Incident Response Plan is coordinated through the Information Security Officer. Key members of management are embedded into the Plan by its design. The Incident Response Plan facilitates coordination across multiple parts of our organization and is evaluated at least annually. Notwithstanding our defensive measures and processes, the threat posed by cyber-attacks is severe. Our internal systems, processes, and controls are designed to mitigate loss from cyber-attacks and, while we have experienced cybersecurity incidents in the past, to date, risks from cybersecurity threats have not materially affected our company.

Governance

Our Information Security Officer is accountable for overseeing and directing our Information Security Program. The responsibilities include cybersecurity risk assessment, defense operations, incident response, vulnerability assessment, threat intelligence, identity access governance, third-party risk management, and business resilience. The foregoing responsibilities are covered on a day-to-day basis by a first line of defense function, and our second line of defense function, including the Information Security Officer, provides guidance, oversight, monitoring and challenge of the first line's activities. The second line of defense function is separated from the first line of defense function through organizational structure and ultimately reports directly to the Chief Risk Officer. The department, as a whole, consists of information security professionals with varying degrees of education and experience. Individuals within the department are generally subject to professional education and certification requirements. In particular, our Information Security Officer has over ten years of information security experience and four cybersecurity related certifications.

Our board of directors has approved management committees including the Information Technology Steering Committee, which focuses on technology impact, and the Risk Management Committee, which focuses on business impact. These committees provide oversight and governance of the technology program and the information security program. These committees generally meet monthly and quarterly, respectively, to provide oversight of our risk management strategy, standards, policies, practices, controls, and mitigation and prevention efforts employed to manage security risks. More frequent meetings occur from time to time in accordance with the Incident Response Plan in order to facilitate timely informing and monitoring efforts. The Information Security Officer reports summaries of key issues, including significant cybersecurity and/or privacy incidents, discussed at committee meetings and the actions taken to the Information Technology Steering Committee on a monthly basis (or more frequently as may be required by the Incident Response Plan).

The Information Technology Steering Committee is responsible for overseeing our information security and technology programs, including management's actions to identify, assess, mitigate, and remediate or prevent material cybersecurity issues and risks. Our Information Security Officer and our Chief Information and Operations Officer provide regular reports to the Information Technology Steering Committee and our board of directors regarding the Information Security Program and the technology program, key enterprise cybersecurity initiatives, and other matters relating to cybersecurity processes. The Information Technology Steering Committee and our board of directors review and approve our information security and technology budgets and strategies annually. Additionally, the Risk Management Committee reviews our cyber security risk profile on a quarterly basis. The Information Technology Steering Committee and Risk Management Committee each provide a report of their activities to the full board of directors at each board meeting.

ITEM 2. PROPERTIES.

As of December 31, 2022 December 31, 2023, we operated through 26 30 banking offices and 3 2 loan production offices. Our Woodcrest Place office also includes our corporate headquarters. Due to our focus on service-oriented banking with limited branch locations, each of these locations serves as a hub in our banking markets. We believe that our banking offices are in good condition, are suitable to our needs and, for the most part, are relatively new or refurbished. The following table gives pertinent details about our banking offices.

State, Office Address	City	Zip Code	Owned or Leased	Date Opened
Alabama:				
2500 Woodcrest Place	Birmingham	35209	Owned	3/2/2005
324 Richard Arrington Jr. Boulevard North	Birmingham	35203	Leased	12/19/2005
5403 Highway 280, Suite 401	Birmingham	35242	Leased	8/15/2006
401 Meridian Street, Suite 100	Huntsville	35801	Leased	11/21/2006
1267 Enterprise Way, Suite A	Huntsville	35806	Leased	8/21/2006
1 Commerce Street, Suite 200	Montgomery	36104	Leased	6/4/2007
7256 Halcyon Park Drive	Montgomery	36117	Leased	9/26/2007
4801 West Main Street	Dothan	36305	Leased	10/17/2008

1640 Ross Clark Circle, Suite 307	Dothan	36301	Leased	2/1/2011
2 North Royal Street	Mobile	36602	Leased	7/9/2012
4400 Old Shell Road	Mobile	36608	Leased	9/3/2014
561 Fairhope Ave. Suite 101	Fairhope	36532	Leased	9/29/2017

Total Offices in Alabama 12 Offices

Florida:

219 East Garden Street Suite 100	Pensacola	32502	Leased	4/1/2011
4980 North 12th Avenue	Pensacola	32504	Owned	8/27/2012
316 Racetrack RD NE	Ft. Walton Bch.	32547	Owned	8/3/2020
1022 W 23rd Street, Suite 600 (1)	Panama City	32405	Leased	10/10/2022
1701 Hermitage Boulevard Suite 104	Tallahassee	32308	Leased	9/27/2022
4221 West Boy Scout Blvd.	Tampa	33607	Leased	1/4/2016
485 North Keller Road (1)	Orlando	32751	Leased	7/1/2021
247 Tamiami Trail South Suite 100	Venice	34285	Leased	1/3/2021
240 South Pineapple Ave. 1718 Main Street, Suite 100 (1)	Sarasota	34236	Leased	8/7/1/2019 2022
3375 Capital Circle NE, Bldg B 1 (1)	Tallahassee	32308	Leased	3/29/2023

Total Offices in Florida 9 10 Offices

Georgia:

300 Galleria Parkway SE, Suite 100	Atlanta	30339	Leased	7/1/2015
2801 Chapel Hill Road	Douglasville	30135	Owned	1/28/2008
6400 Bradley Park Drive, 700 Brookstone Centre Parkway, Suite A 400	Columbus	31904	Leased	8/12/2020 2/1/2023

Total Offices in Georgia 3 Offices

North Carolina:

14891 Ballantyne Village Way Suite 1000	Charlotte	28277	Leased	12/19/2022
1200 Ridgefield Boulevard Suite 254	Asheville	28806	Leased	9/19/2022
9624 Bailey Road, Suite I	Cornelius	28031	Leased	7/1/2023

Total Offices in North Carolina 2 3 Offices

South Carolina:

701 East Bay Street Suite 503	Charleston	29403	Leased	4/20/2015
100 S Main Street Suite I	Summerville	29483	Leased	7/1/2016

Total Offices in South Carolina 2 Offices

Tennessee:

1801 1600 West End Avenue, Suite 200	Nashville	37203	Leased	6/4/2013 5/1/2021
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Total Offices in Tennessee 1 Office

Virginia:

4505 Columbus Street, Suite 100	Virginia Beach	23462	Leased	9/1/2022
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Total Offices in Virginia

Total Offices

(1) Property serves as a loan production office.

1 Office

29 32 Offices

ITEM 3. LEGAL PROCEEDINGS.

Neither we nor the bank is currently subject to any material legal proceedings. In the ordinary course of business, the bank is involved in routine litigation, such as claims to enforce liens, claims involving the making and servicing of real property loans, and other issues incident to the bank's business. Management does not believe that there are any threatened proceedings against us or the bank which will have a material effect on our or the bank's business, financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Our common stock is listed on the New York Stock Exchange under the symbol "SFBS." As of February 22, 2023 February 27, 2024, there were 512 466 holders of record of our common stock. As of the close of business on February 22, 2023 February 27, 2024, the price of our common stock was \$73.10 \$62.44 per share.

Dividends

On December 19, 2022 December 19, 2023, our board of directors increased our quarterly cash dividend from \$0.23 \$0.28 per share to \$0.28 \$0.30 per share. Subject to the board of directors' approval and applicable regulatory requirements, we expect to continue paying cash dividends on a quarterly basis.

The principal source of our cash flow, including cash flow to pay dividends, comes from dividends that the bank Bank pays to us as its sole shareholder. Statutory and regulatory limitations apply to the bank's Bank's payment of dividends to us, as well as our payment of dividends to our stockholders. For a more complete discussion on the restrictions on dividends, see "Supervision and Regulation - Payment of Dividends" in Item 1.

Recent Sales of Unregistered Securities

We had no sales of unregistered securities in 2022 2023 other than those previously reported in our reports filed with the SEC.

Purchases of Equity Securities by the Registrant and Affiliated Purchasers

We made no repurchases of our equity securities, and no "affiliated purchasers" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934) Act purchased any shares of our equity securities during the fourth quarter of the fiscal year ended December 31, 2022 December 31, 2023.

Equity Compensation Plan Information

The following table sets forth certain information as of December 31, 2022 relating to stock options, restricted stock and performance shares granted under our 2009 Amended and Restated Stock Incentive Plan and other options or restricted shares issued outside of such plans, if any.

Plan Category	Number of Securities		Number of
	To Be Issued Upon Exercise of Outstanding Awards (1)	Weighted-average Exercise Price of Outstanding Awards (2)	Securities
			Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Compensation Plans Approved by Security Holders	445,432	\$ 19.43	3,089,132
Equity Compensation Plans Not Approved by Security Holders	-	-	-
Total	445,432	\$ 19.43	3,089,132

- (1) Includes 280,000 shares related to stock options, 141,580 shares related to non-vested restricted stock and 23,852 shares related to performance shares (assuming attainment of the maximum payout rate as set forth by the performance criteria).
- (2) Excludes restricted shares and performance shares which are exercised for no consideration.

Performance Graph

The following graph shows a comparison of the five-year cumulative total stockholder return for the Company, the KBW Nasdaq Regional Banking Index (KRX), and the Standard and Poor's 600 (S&P 600). The following performance graph does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act, of 1934, except to the extent the Company specifically incorporates the performance graph by reference therein.

0001171843-24-001111perf.jpg

The Company is replacing the S&P 600 Financials index with the KBW Nasdaq Regional Banking index [KRX]. The Company believes the specific focus of the KBW Nasdaq Regional Banking index on regional banks allows for a stronger direct peer comparison with the Company's stockholder returns.

ITEM 6. [Reserved].

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section of the Form 10-K generally discusses 2023 and 2022 items and year-to-year comparisons between 2023 and 2022. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021. Discussions of 2020 items and year-to-year comparisons between 2021 and 2020 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 December 31, 2022.

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is designed to provide a reader of the Company's financial statements with a narrative from the perspective of management on the Company's financial condition, results of operations, liquidity and certain other factors that may affect future results. In certain instances, parenthetical references are made to relevant sections of the Notes to Consolidated Financial Statements to direct the reader to a further detailed discussion. This section should be read in conjunction with the Consolidated Financial Statements included in this Annual Report on Form 10-K.

Overview

The Company

We are a bank holding company within the meaning of the BHC Act headquartered in Birmingham, Alabama. Through our wholly-owned subsidiary bank, we operate full service banking offices located in Alabama, Florida, Georgia, North Carolina, South Carolina, Tennessee, and Tennessee, Virginia. We also operate loan production offices in Florida. Our principal business is to accept deposits from the public and to make loans and other investments. Our principal source of funds for loans and investments are demand, time, savings, and other deposits and the amortization and prepayment of loans and borrowings. Our principal sources of income are interest and fees collected on loans, interest and dividends collected on other investments and service charges. Our principal expenses are interest paid on savings and other deposits, interest paid on our other borrowings, employee compensation, office expenses, and other overhead expenses.

2022 2023 Highlights

- Diluted earnings per common share of \$4.61 \$3.79 in 2022 increased \$0.79, 2023 decreased \$0.82, or 21% 18%, from 2021. 2022.
- Average loans of \$10.56 billion \$11.60 billion for 2022 2023 increased \$1.84 billion \$1.04 billion, or 21% 10%, from a year ago.
- Average deposits of \$11.83 billion \$12.26 billion for 2022 2023 increased \$625.2 million \$434.6 million, or 6% 4%, from a year ago.
- Net interest income of \$470.9 million \$410.9 million in 2022 increased \$86.4 million 2023 decreased \$60.0 million, or 22% 13%, from 2021. 2022. Net interest margin of 3.32% 2.81% in 2022 increased 38 2023 decreased 51 basis points from 2.94% 3.32% in 2021. 2022.

- Noninterest income of **\$33.4 million** **\$30.4 million** in **2022** **2023** decreased **\$93,000**, **\$2.9 million**, or **0.3%** 9%, from **2021**, **2022**, primarily due to **decreases an interest rate cap that matured in mortgage banking income and losses on sale May of securities, 2023.**
- Noninterest expense of **\$157.8 million** **\$178.1 million** in **2022** **2023** increased **\$24.7 million** **\$20.2 million**, or **19%** 13%, from **2021**, **2022**, primarily driven by increases in salaries and **third-party processing expenses, FDIC assessments.**

Results of Operations

The following discussion and analysis presents the more significant factors that affected our financial condition as of **December 31, 2022** **December 31, 2023** and **2021** **2022** and results of operations for each of the years then ended. Refer to Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K filed with the SEC on **February 25, 2022** **February 25, 2023** (**2021** **2022** **FORM 10-K**) for a discussion and analysis of the more significant factors that affected periods prior to **2021**, **2022**.

Net Income Available to Common Stockholders

Net income available to common stockholders was **\$206.8 million for the year ended December 31, 2023, compared to \$251.4 million for the year ended December 31, 2022, compared to \$207.7 million for the year ended December 31, 2021.** As discussed herein, this **increase** **decrease** in net income **is** **was** primarily attributable to an **increase a decrease** in net interest income, **partially offset by** **and** an increase in noninterest **expense.** **expense, partially offset by a decrease in provision for credit losses.** Basic and diluted net income per common share were **\$3.80 and \$3.79, respectively, for the year ended December 31, 2023, compared to \$4.63 and \$4.61, respectively, for the year ended December 31, 2022, compared to \$3.83 and \$3.82, respectively, for the year ended December 31, 2021.** Return on average assets was **1.37% in 2023, compared to 1.71% in 2022, compared to 1.53% in 2021,** and return on average common stockholders' equity was **15.13% in 2023, compared to 20.73% in 2022, compared to 19.27% in 2021, 2022.**

The following tables present a summary of our statements of income, including the percent change in each category, for the years ended **December 31, 2022** **December 31, 2023** compared to **2021**, **2022**, and for the years ended **December 31, 2021** **December 31, 2022** compared to **2020**, **2021**, respectively.

	Year Ended December 31,		Change from the Prior Year
	2022	2021	
	(Dollars in Thousands)		
Interest income	\$ 559,315	\$ 416,305	34.4 %
Interest expense	88,423	31,802	178.0 %
Net interest income	470,892	384,503	22.5 %
Provision for credit losses	37,607	31,517	19.3 %
Net interest income after provision for credit losses	433,285	352,986	22.7 %
Noninterest income	33,359	33,452	(0.3)%
Noninterest expense	157,816	133,089	18.68 %
Income before income taxes	308,828	253,349	21.9 %
Income taxes	57,324	45,615	25.7 %
Net income	251,504	207,734	21.1 %
Dividends on preferred stock	62	62	- %
Net income available to common stockholders	\$ 251,442	\$ 207,672	21.1 %

	Year Ended December 31,		Change from the Prior Year
	2023	2022	
	(Dollars in Thousands)		
Interest income	\$ 813,246	\$ 559,315	45.4 %
Interest expense	402,309	88,423	355.0 %
Net interest income	410,937	470,892	(12.7)%
Provision for credit losses	18,715	37,607	(50.2)%
Net interest income after			

provision for credit losses	392,222	433,285	(9.5)%
Noninterest income	30,417	33,359	(8.8)%
Noninterest expense	178,051	157,816	12.8 %
Income before income taxes	244,588	308,828	(20.8)%
Income taxes	37,735	57,324	(34.2)%
Net income	206,853	251,504	(17.8)%
Dividends on preferred stock	62	62	- %
Net income available to common stockholders	\$ 206,791	\$ 251,442	(17.8)%

	Year Ended December 31,			Year Ended December 31,		
	2021	2020	Change from the Prior Year	2022	2021	Change from the Prior Year
	(Dollars in Thousands)			(Dollars in Thousands)		
Interest income	\$ 416,305	\$ 389,022	7.0 %	\$ 559,315	\$ 416,305	34.4 %
Interest expense	31,802	50,985	(37.6)%	88,423	31,802	178.0 %
Net interest income	384,503	338,037	13.7 %	470,892	384,503	22.5 %
Provision for credit losses	31,517	42,434	(25.7)%	37,607	31,517	19.3 %
Net interest income after provision for credit losses	352,986	295,603	19.4 %			
Net interest income after provision for credit losses				433,285	352,986	22.7 %
Noninterest income	33,452	30,116	11.1 %	33,359	33,452	(0.3)%
Noninterest expense	133,089	111,511	19.4 %	157,816	133,089	18.6 %
Income before income taxes	253,349	214,208	18.3 %	308,828	253,349	21.9 %
Income taxes	45,615	44,639	2.2 %	57,324	45,615	25.7 %
Net income	207,734	169,569	22.5 %	251,504	207,734	21.1 %
Dividends on preferred stock	62	63	(1.6)%	62	62	- %
Net income available to common stockholders	\$ 207,672	\$ 169,506	22.5 %			
Net income available to common stockholders				\$ 251,442	\$ 207,672	21.1 %

Performance Ratios

The following table presents selected ratios of our results of operations for the years ended **December 31, 2022**, **December 31, 2023**, **2021** 2022 and **2020**, 2021.

	For the Years Ended December 31,			For the Years Ended December 31,		
	2022	2021	2020	2023	2022	2021
Return on average assets	1.71 %	1.53 %	1.59 %	1.37 %	1.71 %	1.53 %
Return on average stockholders' equity	20.73 %	19.27 %	18.55 %	15.13 %	20.73 %	19.27 %
Dividend payout ratio	19.17 %	20.98 %	22.39 %	30.06 %	19.17 %	20.98 %
Net interest margin (1)	3.32 %	2.94 %	3.31 %	2.81 %	3.32 %	2.94 %
Efficiency ratio (2)	31.30 %	31.84 %	30.29 %	40.67 %	31.30 %	31.84 %
Average stockholders' equity to average total assets	7.33 %	7.95 %	8.59 %	9.07 %	7.33 %	7.95 %

Net interest margin in the net yield on interest earning assets and is the difference between the interest yield earned on interest-earning assets and interest rate paid on interest-bearing liabilities, divided by average earning assets.

Efficiency ratio is the result of noninterest expense divided by the sum of net interest income and noninterest income.

(1)

(2)

Net Interest Income

Net interest income is the difference between the income earned on interest-earning assets and interest paid on interest-bearing liabilities used to support such assets. Net interest income is the single largest component of operating revenues. Management seeks to optimize this revenue while balancing interest rate, credit, and liquidity risks. The major factors which that affect net interest income are changes in volumes, the yield on interest-earning assets and the cost of interest-bearing liabilities. Our management's ability to respond to changes in interest rates by effective asset-liability management techniques is critical to maintaining the stability of the net interest margin and the momentum of our primary source of earnings.

Net interest income increased 22.5% decreased 12.7% for the year ended December 31, 2022 December 31, 2023 from the year ended December 31, 2021 December 31, 2022. The increase decrease in net interest income was mostly attributable to the rise increase in interest both the average balance and rates throughout the year compared to the low-rate environment in 2021. paid on interest-bearing liabilities. Total average interest-bearing liabilities increased 19.7% year-over-year, while total interest expense increased by 178.0% year-over-year, with the increase in average rates paid on interest-bearing liabilities serving as the primary driver. 355.0% year-over-year. As demonstrated in the discussion of net interest margin below, average interest rate yields on average earning assets had a lesser impact on our interest income.

Average earning assets increased 8.3% 3.1% in 2022 2023 from 2021, 2022, which was primarily driven by an increase of \$1.04 billion in average loans. All A majority of our regional markets grew loans during 2022, and a majority of our regional markets grew deposits during 2022. 2023.

Average interest-bearing liabilities increased 3.1% 19.7% in 2022 2023 from 2021, 2022. The increase in interest-bearing deposits was mostly attributable to the organic growth of our deposit base, which was partially offset by outflows of PPP loan proceeds remaining in customer deposit accounts. base.

Net Interest Margin Analysis

The banking industry uses two key ratios to measure relative profitability of net interest revenue, which are the net interest spread and the net interest margin. The net interest spread measures the difference between the average yield on interest-earning assets and the average rate paid on interest-bearing liabilities. The net interest spread eliminates the effect of noninterest-earning assets as well as noninterest-bearing deposits and other noninterest-bearing funding sources and gives a direct perspective on the effect of market interest rate movements. The net interest margin is an indication of the profitability of a company's balance sheet and is defined as net interest revenue as a percentage of total average interest-earning assets, which includes the positive effect of funding a portion of interest-earning assets with noninterest-bearing deposits and stockholders' equity.

The net interest margin is impacted by the average volumes of interest-sensitive assets and interest-sensitive liabilities and by the difference between the yield on interest-sensitive assets and the cost of interest-sensitive liabilities (spread). Loan fees collected at origination represent an additional adjustment to the yield on loans. Net interest spread can be affected by economic conditions, the competitive environment, loan demand, and deposit flows. The net yield on earning assets is an indicator of effectiveness of our ability to manage the net interest margin by managing the overall yield on assets and cost of funding those assets.

The following table shows, for the years ended **December 31, 2022**, **December 31, 2023**, **2021** and **2020**, the average balances of each principal category of our assets, liabilities and stockholders' equity, and an analysis of net interest revenue, and the change in interest income and interest expense segregated into amounts attributable to changes in volume and changes in rates. This table is presented on a taxable equivalent basis, if applicable.

Average Balance Sheets and Net Interest Analysis									
On a Fully Taxable-Equivalent Basis									
For the Year Ended December 31,									
(In thousands, except Average Yields and Rates)									
	2022			2021			2020		
	Average Balance	Interest Earned / Paid	Average Yield / Rate	Average Balance	Interest Earned / Paid	Average Yield / Rate	Average Balance	Interest Earned / Paid	Average Yield / Rate
Assets:									
Interest-earning assets:									
Loans, net of unearned income (1)									
(2):									
Taxable	\$ 10,544,193	\$ 498,810	4.73 %	\$ 8,698,782	\$ 384,675	4.42 %	\$ 8,123,927	\$ 361,370	4.45 %
Tax-exempt (3)	22,026	1,055	4.79	26,779	1,094	4.09	31,064	1,274	4.10
Total loans, net of unearned income	10,566,219	499,865	4.73	8,725,561	385,769	4.42	8,154,991	362,644	4.45
Mortgage loans held for sale	1,460	43	2.95	8,242	155	1.88	14,337	231	1.61
Debt securities:									
Taxable	1,712,715	40,767	2.38	980,462	25,413	2.59	801,134	22,122	2.76
Tax-exempt (3)	6,658	172	2.58	14,983	369	2.46	34,975	870	2.49
Total debt securities (4)	1,719,373	40,939	2.38	995,445	25,782	2.59	836,109	22,992	2.75

Mortgage loans held for sale										4,293	259	6.03	
Debt securities:													
Taxable										1,881,074	53,456	2.84	1,7
Tax-exempt (3)										2,716	79	2.91	
Total debt securities (4)										1,883,790	53,535	2.84	1,7
Federal funds sold										53,376	2,844	5.33	
Restricted equity securities										9,359	673	7.19	
Interest-bearing balances with banks										1,066,159	57,064	5.35	1,8
Total interest-earning assets										\$ 14,619,789	\$ 813,386	5.56 %	\$ 14,1
Non-interest-earning assets:													
Cash and due from banks										105,140			1
Net premises and equipment										60,335			
Allowance for loan losses, accrued interest and other assets										281,946			2
Total assets										<u>\$ 15,067,210</u>			<u>\$ 14,7</u>
Interest-bearing liabilities:													
Interest-bearing deposits:													
Interest-bearing demand deposits	\$ 1,695,738	6,157	0.36 %	1,394,678	2,687	0.19 %	1,059,629	3,752	0.35 %	\$ 1,928,133	43,265	2.24 %	1,6
Savings	138,917	421	0.30	110,968	197	0.18	77,364	274	0.35	119,049	1,656	1.39	1
Money market	4,770,568	43,335	0.91	5,202,374	13,697	0.26	4,519,170	25,758	0.57	6,347,456	250,674	3.95	4,7
Time deposits (5)	807,327	9,483	1.17	805,982	9,988	1.24	836,098	15,446	1.85	1,010,683	36,144	3.58	8
Total interest-bearing deposits	7,412,550	59,396	0.80	7,514,002	26,569	0.35	6,492,261	45,230	0.70	9,405,321	331,739	3.53	7,4
Federal funds purchased	1,528,866	26,267	1.72	1,160,745	2,473	0.21	627,561	2,700	0.43	1,288,877	66,730	5.18	1,5
Other borrowings	64,716	2,760	4.26	64,696	2,760	4.27	64,709	3,055	4.72	86,102	3,839	4.46	
Total interest-bearing liabilities	\$ 9,006,132	\$ 88,423	0.98 %	\$ 8,739,443	\$ 31,802	0.36 %	7,184,531	50,985	0.71 %	\$ 10,780,300	\$ 402,308	3.73 %	\$ 9,0
Non-interest-bearing liabilities:													
Non-interest-bearing checking	4,415,972			3,689,311			2,492,500			2,857,831			4,4
Other liabilities	68,393			48,392			53,874			62,369			
Stockholders' equity	1,232,460			1,059,317			898,023			1,418,189			1,2
Unrealized gains on securities	(19,482)			18,758			15,939			(51,479)			(

Total liabilities and stockholders' equity	\$ 14,703,475		\$ 13,555,221		\$ 10,644,867		\$ 15,067,210		\$ 14,7
Net interest income	\$ 471,144		\$ 384,780		\$ 338,379		\$ 411,078		
Net interest spread		2.96 %		2.82 %		3.09 %		1.83 %	
Net interest margin (6)		3.32 %		2.94 %		3.31 %		2.81 %	

- (1) Non-accrual loans are included in average loan balances in all periods. Loan fees include accretion of PPP loan fees of \$19,604, \$13,752, \$19,605 and \$35,204 are included in interest income in 2023, 2022 and 2021, respectively. Loan fees include accretion of PPP loan fees of \$40, \$7,730 and \$27,330 in 2023, 2022 and 2021, respectively.
- (2) Amortization of acquired loan premiums of \$197, \$161, \$71, and \$100, \$71 is included in interest income in 2023, 2022 and 2021, and 2020, respectively.
- (3) Interest income and yields are presented on a fully taxable equivalent basis using a tax rate of 21%.
- (4) Unrealized (losses) gains of \$(30,770), \$(70,960), \$25,276, \$(30,770) and \$18,955, \$25,276 are excluded from the yield calculation in 2023, 2022, and 2021, and 2020, respectively.
- (5) Accretion on acquired CD premiums of \$75 and \$63 are included in interest expense in 2021 and 2020, respectively. 2021.
- (6) Net interest margin is net interest revenue divided by average interest-earning assets.

The following table reflects changes in our net interest margin as a result of changes in the volume and rate of our interest-bearing assets and liabilities.

	For the Year Ended December 31,						For the Year Ended December 31,					
	2022 Compared to 2021 Increase (Decrease) in Interest Income and Expense Due to Changes in:			2021 Compared to 2020 Increase (Decrease) in Interest Income and Expense Due to Changes in:			2023 Compared to 2022 Increase (Decrease) in Interest Income and Expense Due to Changes in:			2022 Compared to 2021 Increase (Decrease) in Interest Income and Expense Due to Changes in:		
	Volume	Rate	Total	Volume	Rate	Total	Volume	Rate	Total	Volume	Rate	Total
Interest-earning assets:												
Loans, net of unearned income:												
Taxable	\$ 85,891	\$ 28,244	\$ 114,135	\$ 25,432	\$ (2,127)	\$ 23,305	\$ 52,785	\$ 146,582	\$ 199,367	\$ 85,891	\$ 28,244	\$ 114,135
Tax-exempt	(211)	172	(39)	(175)	(5)	(180)	(173)	(48)	(221)	(211)	172	(39)
Total loans, net of unearned income	85,680	28,416	114,096	25,257	(2,132)	23,125	52,612	146,534	199,146	85,680	28,416	114,096
Mortgage loans held for sale	(171)	59	(112)	(110)	34	(76)	140	76	216	(171)	59	(112)
Debt securities:												
Taxable	17,582	(2,228)	15,354	4,713	(1,422)	3,291	4,268	8,421	12,689	17,582	(2,228)	15,354
Tax-exempt	(214)	17	(197)	(492)	(9)	(501)	(113)	20	(93)	(214)	17	(197)
Total debt securities	17,368	(2,211)	15,157	4,221	(1,431)	2,790	4,155	8,441	12,596	17,368	(2,211)	15,157
Federal funds sold	215	1,312	1,527	(156)	(147)	(303)	(142)	1,430	1,288	215	1,312	1,527
Restricted equity securities	336	10	346	7	-	7	59	261	320	336	10	346
Interest-bearing balances with banks	(3,111)	15,082	11,971	3,700	(2,025)	1,675	(9,734)	49,987	40,253	(3,111)	15,082	11,971

Total interest-earning assets	100,317	42,668	142,985	32,919	(5,701)	27,218	47,090	206,729	253,819	100,317	42,668	142,985
Interest-bearing liabilities:												
Interest-bearing demand deposits	681	2,789	3,470	965	(2,030)	(1,065)	957	36,151	37,108	681	2,789	3,470
Savings	59	165	224	92	(169)	(77)	(68)	1,303	1,235	59	165	224
Money market	(1,228)	30,866	29,638	3,435	(15,496)	(12,061)	18,633	188,706	207,339	(1,228)	30,866	29,638
Time deposits	17	(522)	(505)	(538)	(4,920)	(5,458)	2,925	23,736	26,661	17	(522)	(505)
Total interest-bearing deposits	(471)	33,298	32,827	3,954	(22,615)	(18,661)	22,447	249,896	272,343	(471)	33,298	32,827
Federal funds purchased	1,022	22,772	23,794	1,568	(1,795)	(227)	(4,723)	45,186	40,463	1,022	22,772	23,794
Other borrowed funds	1	(1)	-	(1)	(294)	(295)	949	130	1,079	1	(1)	-
Total interest-bearing liabilities	552	56,069	56,621	5,521	(24,704)	(19,183)	18,673	295,212	313,885	552	56,069	56,621
Increase (decrease) in net interest income	\$ 99,765	\$ (13,401)	\$ 86,364	\$ 27,398	\$ 19,003	\$ 46,401	\$ 28,417	\$ (88,483)	\$ (60,066)	\$ 99,765	\$ (13,401)	\$ 86,364

* The rate/volume variance is allocated on a pro rata basis between the volume variance and the rate variance in the table above.

In the table above, changes in net interest income are attributable to (a) changes in average balances (volume variance), (b) changes in rates (rate variance), or (c) changes in rate and average balances (rate/volume variance). The volume variance is calculated as the change in average balances times the previous period average balance. The rate variance is calculated as the change in rates times the previous period average balance. The rate/volume variance is calculated as the change in rates times the change in average balances.

From 2021 to 2022, our volume component was favorable as asset volumes increased primarily as a result of the growth in loan balances as well as an increase in taxable debt securities, while the volume change from our liabilities remained relatively consistent, was primarily driven by growth in money market balances. The rate component was unfavorable as average rates paid on interest-bearing liabilities increased 62.275 basis points while yields on average earning assets increased 76.162 basis points.

The two primary factors that make up the spread are the interest rates received on loans and the interest rates paid on deposits. During 2022, we increased our deposit rates in response to interest rate increases made by the Federal Reserve Bank, compared to 2021, where rates remained relatively unchanged.

Our net interest spread and net interest margin were 1.83% and 2.81%, respectively, for the year ended December 31, 2023, compared to 2.96% and 3.32%, respectively, for the year ended December 31, 2022, compared to 2.82% and 2.94%, respectively, for the year ended December 31, 2021. The increase/decrease in net interest spread and net interest margin was primarily attributable to increases in average loans, interest-bearing liabilities, which increased \$1.84 billion/\$1.77 billion in 2022, 2023.

Our average interest-earning assets for the year ended December 31, 2023 increased \$1.08 billion/\$434.6 million, or 8.3% 3.1%, to \$14.19 billion/\$14.62 billion from \$13.10 billion/\$14.19 billion for the year ended December 31, 2022. Average loans grew \$1.84 billion/\$1.04 billion, or 21.1% 9.8%, average debt securities grew \$723.9 million/\$164.4 million, or 72.7% 9.6%, and average federal funds sold and interest-bearing balances with banks decreased \$1.48 billion/\$771.0 million, or 43.9% 40.8%.

Our average interest-bearing liabilities increased \$266.7 million/\$1.77 billion, or 3.1% 19.7%, to \$10.78 billion for the year ended December 31, 2023 from \$9.01 billion for the year ended December 31, 2022 from \$8.74 billion for the year ended December 31, 2021. Eight of our markets had an increase in total deposits during 2022. The ratio of our average interest-earning assets to average interest-bearing liabilities increased/decreased from 149.9% for the year ended December 31, 2021 to 157.5% for the

year ended December 31, 2022 to 135.6% for the year ended December 31, 2023, as average noninterest-bearing deposits and stockholders' equity grew decreased by a combined \$861.6 million \$1.4 billion, or 18.1% 24.9%, from 2021 2022 to 2022, 2023.

Our average interest-earning assets produced a taxable equivalent yield of 5.56% for the year ended December 31, 2023, compared to 3.94% for the year ended December 31, 2022, compared to 3.18% for the year ended December 31, 2021. The average rate paid on interest-bearing liabilities was 3.73% for the year ended December 31, 2023, compared to 0.98% for the year ended December 31, 2022, compared to 0.36% for the year ended December 31, 2021.

Provision for Credit Losses

The provision for credit losses represents the amount determined by management to be necessary to maintain the allowance for credit losses ("ACL") at a level capable of absorbing expected credit losses over the contractual life of loans in the loan portfolio. See the section captioned "Allowance for Credit Losses" located elsewhere in this item for additional discussion related to provision for credit losses.

The provision expense for credit losses increased 19.3% decreased 50.2% for the year ended December 31, 2022 December 31, 2023 when compared to the year-ended December 31, 2021 December 31, 2022. The increase decrease in provision expense is was primarily the result unfavorable economic projections used of lower loan growth during 2023 compared to inform loss driver forecasts with the ACL model. 2022. Nonperforming loans increased to \$21.5 million, or 0.18% of total loans, at December 31, 2023 from \$17.8 million, or 0.15% of total loans, at December 31, 2022 from \$12.1 million, or 0.13% of total loans, at December 31, 2021. During 2022, 2023, we had net charged-off loans totaling \$8.0 million \$11.7 million, compared to net charged-off loans of \$2.8 million \$7.6 million for 2021. 2022. 52% of the \$8.0 million \$7.6 million net charge-off in 2022 is was represented by three loans. In 2023, 62% of the \$11.7 million net charge-off was represented by four loans. The ratio of net charged-off loans to average loans was 0.06% 0.10% for 2022 2023 compared to 0.03% 0.08% for 2021. 2022. The ACL for December 31, 2022 at December 31, 2023 totaled \$153.3 million, or 1.32% of loans, net of unearned income. The ACL totaled \$146.3 million, or 1.25% of loans, net of unearned income. The ACL totaled \$116.7 million, or 1.22% of loans, net of unearned income, at December 31, 2021 December 31, 2022.

Noninterest Income

Noninterest income for the years ended December 31, 2022 December 31, 2023 and 2021 2022 were as follows.

	2022	2021	Change	Percentage change	2023	2022	Change	Percentage change
Service charges on deposit accounts	\$ 8,033	\$ 6,839	\$ 1,194	17.5 %	\$ 8,420	\$ 8,033	\$ 387	4.8 %
Mortgage banking	2,438	7,340	(4,902)	(66.8)%	2,755	2,438	317	13.0 %
Credit card income	9,917	7,347	2,570	35.0 %	8,631	9,917	(1,286)	(13.0)%
Securities (losses) gains	(6,168)	620	(6,788)	(1,094.8)%	-	(6,168)	6,168	(100.0)%
Increase in cash surrender value life insurance	6,478	6,642	(164)	(2.5)%	7,574	6,478	1,096	16.9 %
Other operating income	12,661	4,664	7,997	171.5 %	3,037	12,661	(9,624)	(76.0)%
Total noninterest income	\$ 33,359	\$ 33,452	\$ (93)	(0.3)%	\$ 30,417	\$ 33,359	\$ (2,942)	(8.8)%

Noninterest income decreased \$93,000, \$2.9 million, or 0.3% 8.8%, to \$30.4 million in 2023 from \$33.4 million in 2022 from \$33.5 million 2022. The decrease in 2021. Decreases noninterest income is primarily the result of a decrease in mortgage banking other operating income, and due to the maturity of an interest rate cap which was partially offset by the losses on sale of securities were largely offset by increases in credit card income and other operating income, namely the value of our interest rate cap. 2022. Service charges on deposit accounts increased \$1.2 million, \$387,000, or 17.5% 4.8%, to \$8.0 million \$8.4 million in 2022 2023 compared to \$6.8 million 2021 due to analyzed costs that supported the growth in 2021. \$8.0 million 2022. Credit card income increased \$2.6 million decreased \$1.3 million, or 35.0% 13.0%, to \$8.6 million in 2023 compared to \$9.9 million in 2022 compared to \$7.3 million in 2021. The number of credit card accounts increased 9.5% from 2021 to 2022 while the aggregate amount of spend on all credit card accounts increased 31%. 2022. Mortgage banking income decreased \$4.9 million increased \$317,000, or 13.0%, or 66.8%, to \$2.8 million in 2023 compared to \$2.4 million in 2022 compared to \$7.3 million in 2021. The bank began retaining mortgage loans otherwise originated for sale beginning in the third quarter of 2021 and continuing until second quarter of 2022, to leverage our excess liquidity and increase yields on earning assets. 2022. The increase in cash surrender value of bank-owned life insurance contracts decreased \$164,000, increased \$1.1 million, or 2.5% 16.9%, to \$6.5 million \$7.6 million in 2022 2023 compared to \$6.6 million 2021. \$6.5 million 2022. Other operating income increased 171.5% decreased 76.0% in 2022 2023 compared to 2021, 2022, driven by an increase a decrease in our interest rate cap and a death benefit related to our bank-owned life insurance ("BOLI") program. cap. The income recognized from our interest rate cap derivative increased decreased from \$1.0 million as of December 31, 2021 to \$7.0 million as of for the year ended December 31, 2022, primarily to \$32,000 for the year ended December 31, 2023, as a result of the interest rate hikes by the Federal Reserve during 2022. Additionally, we recognized a \$2.1

million death benefit related to a former employee in our BOLI program cap maturing during the second quarter of 2022, 2023. Merchant service revenue increased \$534,000, \$449,000, or 43.4% 25.45%, to \$1.8 million \$2.2 million in 2022 2023 compared to 2021, 2022.

Noninterest Expense

Noninterest expense for the years ended December 31, 2022 December 31, 2023 and 2021 2022 were as follows.

	2022	2021	Change	Percentage change	2023	2022	Change	Percentage change
Salaries and employee benefits	\$ 77,952	\$ 67,728	\$ 10,224	15.1 %	\$ 80,965	\$ 77,952	\$ 3,013	3.9 %
Equipment and occupancy expense	12,319	11,404	915	8.0 %	14,295	12,319	1,976	16.0 %
Third party processing and other services	27,333	16,362	10,971	67.1 %	27,872	27,333	539	2.0 %
Professional services	4,277	3,891	386	9.9 %	5,916	4,277	1,639	38.3 %
FDIC and other regulatory assessments	4,565	5,679	(1,114)	(19.6)%	15,614	4,565	11,049	242.0 %
Other real estate owned expense	295	868	(573)	(66.0)%	47	295	(248)	(84.1)%
Other operating expenses	31,075	27,157	3,918	14.4 %	33,342	31,075	2,267	7.3 %
Total noninterest expenses	\$ 157,816	\$ 133,089	\$ 24,727	18.6 %	\$ 178,051	\$ 157,816	\$ 20,235	12.8 %

Noninterest expenses increased \$24.7 million \$20.2 million, or 18.6% 12.8%, to \$178.1 million in 2023 compared to \$157.8 million for the year ended December 31, 2022 from \$133.1 million for the year ended December 31, 2021, in 2022. Increased salaries and employee benefits expenses as well as increases in third party processing FDIC assessments were the primary drivers of the increase in noninterest expense. Salary and employee benefits expenses increased \$10.2 million \$3.0 million, or 15.1% 3.9%, to \$77.9 million \$81.0 million in 2022 2023 compared to 2021, \$78.0 million in 2022. We had 571 591 full-time equivalent employees as of December 31, 2022 in 2023 compared to 502 as of December 31, 2021, 571 in 2022. Equipment and occupancy expense increased \$915,000, \$2.0 million, or 8.0% 16.0%, to \$12.3 million \$14.30 million in 2022 2023 compared to 2021, \$12.30 million in 2022. Third party processing and other services increased \$11.0 million \$539,000, or 2.0%, or 67.1%, to \$27.9 million in 2023 compared to \$27.3 million in 2022 compared to 2021. This increase in third party processing also includes Federal Reserve Bank charges related to correspondent bank settlement activities, 2022. Professional services expense increased \$386,000, \$1.6 million, or 9.9% 38.3%, to \$5.9 million in 2022 2023 compared to 2021, \$4.3 million in 2022. FDIC assessments decreased \$1.1 million increased \$11.0 million, or 19.6% 242.0%, to \$15.6 million in 2023 compared to \$4.6 million from 2021 in 2022. The FDIC implemented a special assessment to 2022, recapitalize the Deposit Insurance Fund resulting in an expense of \$7.2 million during 2023. Expenses on other real estate owned decreased \$573,000 \$248,000, or 84.1%, to \$47,000 in 2023 compared to \$295,000 in 2022 compared to \$868,000 in 2021, 2022. Other operating expenses increased \$3.9 million \$2.3 million, or 14.4% 7.3%, to \$33.3 million in 2023 compared to \$31.1 million in 2022 compared to 2021. The primary driver of the increase in other operating expense was a settlement on a lawsuit and a write down of the value of a private investment leading to a \$3.9 million increase in other operating expenses, 2022. Changes in other operating expenses from 2021 2022 to 2022 2023 are detailed in Note 15 - "Other Operating Income and Expenses," to the Consolidated Financial Statements.

Income Tax Expense

Income tax expense was \$57.3 million \$37.7 million for the year ended December 31, 2022 December 31, 2023 compared to \$45.6 million \$57.3 million in 2021, 2022. Our effective tax rates for 2023 and 2022 were 15.4% and 2021 were 18.56% and 18.00% 18.6%, respectively. We recognized \$12.6 million \$17.7 million in credits during 2022 and \$10.5 million during 2021, related to new investments in Federal New Market Tax Credits. Credits during 2023 and \$12.6 million during 2022. We also recognized excess tax benefits as an income tax credit to our income tax expense from the exercise and vesting of stock options and restricted stock during 2022 2023 of \$1.3 million \$1.5 million, compared to \$2.8 million \$1.3 million during 2021, 2022. Our primary permanent differences are related to tax exempt income on debt securities, state income tax benefit on real estate investment trust dividends, various qualifying tax credits and change in cash surrender value of bank-owned life insurance.

We have invested \$287.8 million \$292.8 million in bank-owned life insurance for certain officers of the Bank. The periodic increases in cash surrender value of those policies are tax exempt and therefore contribute to a larger permanent difference between book income and taxable income.

We own real estate investment trusts for the purpose of holding and managing participations in residential mortgages and commercial real estate loans originated by the bank, Bank. The trusts are majority-owned subsidiaries of a trust holding company, which in turn is an indirect, wholly-owned subsidiary of the bank, Bank. The trusts earn interest income on the loans they hold and incur operating expenses related to their activities. They pay their net earnings, in the form of dividends, to the bank, Bank, which receives a deduction for state income taxes.

Financial Condition

Assets

Total assets as of **December 31, 2022** **December 31, 2023**, were **\$14.60 billion** **\$16.13 billion**, a decrease an increase of **\$853.1 million** **\$1.53 billion**, or **5.5%** **10.5%**, over from total assets of **\$15.45 billion** **\$14.60 billion** as of **December 31, 2021** **December 31, 2022**. Average assets for the year ended **December 31, 2022** **December 31, 2023** were **\$14.19 billion** **\$15.07 billion**, an increase of **\$1.10 billion** **\$363.7 million**, or **8.3%** **2.5%**, over average assets of **\$13.56 billion** **\$14.70 billion** for the year ended **December 31, 2021** **December 31, 2022**. Growth in loans and debt securities, offset by decreases in interest-bearing balances with banks, and federal funds sold were the primary reasons for the decrease increase in ending and increase in average total assets. Year-end **2022** **2023** loans, were **\$11.69 billion** **\$11.66 billion**, up **\$2.16 billion** a decrease of **\$29.1 million**, or **12.6%** **0.2%** compared to **\$1.53 billion**, over year-end **2021** **2022** total loans of **\$9.53 billion** **\$11.69 billion**. Paycheck Protection Program ("PPP") loans decreased from **\$230.2 million** at **December 31, 2021** to **\$2.0 million** at **December 31, 2022**. Excluding this decrease in PPP loans, total loans increased **\$2.38 billion**, or **25.6%**, during **2022**.

Earning assets include loans, securities, short-term investments and bank-owned life insurance contracts. We maintain a higher level of earning assets in our business model than do our peers because we allocate fewer of our resources to facilities, ATMs, and cash and due-from-bank accounts used for transaction processing. Earning assets as of **December 31, 2023** were **\$15.85 billion**, or **98.2%** of total assets of **\$16.13 billion**. Earning assets as of **December 31, 2022** were **\$14.37 billion**, or **98.4%** of total assets of **\$14.60 billion**. Earning assets as of **December 31, 2021** were **\$15.29 billion**, or **99.0%** of total assets of **\$15.45 billion**. We believe this ratio is expected to generally continue at these levels, although it may be affected by economic factors beyond our control.

Investment Portfolio

We view the investment portfolio as a source of income and liquidity. Our investment strategy is to accept a lower immediate yield in the investment portfolio by targeting shorter term investments. At **December 31, 2022** **December 31, 2023**, mortgage-backed securities represented **44.8%** **34.9%** of the investment portfolio, corporate debt represented **23.9%** **18.5%** of the investment portfolio, state and municipal securities represented **1.3%** **1.0%** of the investment portfolio, government agency securities represented **0.0%**, and U.S. Treasury securities represented **30.0%** **45.7%** of the investment portfolio.

All of our investments in mortgage-backed securities are pass-through mortgage-backed securities. We generally do not hold, and did not have at **December 31, 2022** **December 31, 2023**, any structured investment vehicles or any private-label mortgage-backed securities. The amortized cost of securities in our portfolio totaled **\$1.95 billion** at **December 31, 2023**, compared to **\$1.74 billion** at **December 31, 2022**, compared to **\$1.29 billion** at **December 31, 2021**.

The following table presents the book value and weighted average yield of our securities as of **December 31, 2022** **December 31, 2023** by their stated maturities (this maturity schedule excludes security prepayment and call features).

		Maturity of Debt Securities - Weighted Average Yield					Maturity of Debt Securities - Weighted Average Yield				
		One Year or Less	After One Year through Five Years	After Five Years through Ten Years	More Than Ten Years	Total	One Year or Less	After One Year through Five Years	After Five Years through Ten Years	More Than Ten Years	Total
At December 31, 2022:		(In Thousands)									
At December 31, 2023:		(In Thousands)									
Securities Available for Sale:											
U.S. Treasury Securities		\$ 3,002	\$ -	\$ -	\$ -	\$ 3,002	\$ 326,525	\$ 14,032	\$ -	\$ -	\$ 340,556
Government Agency Securities		9	-	-	-	9	-	-	-	-	-
Mortgage-backed securities		328	8,830	56,135	217,187	282,480	42	20,366	28,164	192,886	241,458
State and municipal securities		3,701	3,396	8,108	-	15,205	875	6,957	3,568	-	11,400
Corporate debt		18,000	55,158	330,523	3,000	406,681	23,001	49,027	300,648	3,000	375,676
Total		\$ 25,039	\$ 67,384	\$ 394,766	\$ 220,187	\$ 707,376	\$ 350,442	\$ 90,381	\$ 332,380	\$ 195,886	\$ 969,090
Tax-equivalent Yield (1)											

U.S. Treasury Securities	1.59 %	- %	- %	- %	1.59 %	5.15 %	5.04 %	- %	- %	5.15 %
Government Agency Securities	4.40	-	-	-	4.40	-	-	-	-	-
Mortgage-backed securities	2.45	2.44	2.47	1.44	1.68	3.16	2.35	2.58	1.47	1.68
State and municipal securities	2.29	1.79	1.96	-	2.00	2.03	1.76	2.17	-	1.91
Corporate debt	2.70	4.79	4.39	4.50	4.37	3.09	7.06	4.36	4.50	4.64
Total weighted average yield (2)	2.50 %	4.33 %	4.07 %	1.48 %	3.23 %	5.01 %	5.28 %	4.19 %	1.52 %	4.05 %
Securities Held to Maturity:										
U.S. Treasury Securities	\$ -	\$ 382,679	\$ 124,472	\$ -	\$ 507,151	\$ 259,797	\$ 199,366	\$ 49,823	\$ -	\$ 508,986
Mortgage-backed securities	-	-	17,533	501,396	518,929	-	-	14,600	451,015	465,615
State and municipal securities	250	3,786	4,005	-	8,041	250	4,115	3,698	-	8,063
Total	\$ 250	\$ 386,465	\$ 146,010	\$ 501,396	\$ 1,034,121	\$ 260,047	\$ 203,481	\$ 68,121	\$ 451,015	\$ 982,664
Tax-equivalent Yield (1)										
U.S. Treasury Securities	- %	2.03 %	1.48 %	- %	1.89 %	2.39 %	1.31 %	1.64 %	- %	1.89 %
Mortgage-backed securities	-	-	2.77	2.37	2.38	-	-	2.65	2.40	2.41
State and municipal securities	3.21	1.93	1.97	-	1.99	3.21	1.93	1.97	-	1.99
Total weighted average yield (2)	3.21 %	2.02 %	1.64 %	2.37 %	2.14 %	2.39 %	1.33 %	1.87 %	2.40 %	2.14 %

(1)

Yields on tax-exempt securities are computed on a fully tax-equivalent basis using a tax rate of 21% and are net of the effects of certain disallowed interest deductions.

Weighted
Average
Yield is
calculated
by taking
the sum
of each
category
of
securities
multiplied
by the
respective
tax-
equivalent
yield for a
given
maturity,
and
dividing
by the
sum of
the
securities
for the
same
maturity.

(2)

As of **December 31, 2022** **December 31, 2023**, we had **\$1.5 million** **\$100.6 million** in federal funds sold, compared with **\$58.4 million** **\$1.5 million** at **December 31, 2021** **December 31, 2022**. At year-end **2022, 2023**, there were no holdings of securities of any issuer, other than the U.S. government and its agencies, in an amount greater than 10% of stockholders' equity.

During the **fourth quarter** **first two quarters** of **2021, 2022**, the bank began buying U.S. Treasury Securities and Mortgage-backed securities to absorb excess liquidity. The bank added \$100 million per month, net of paydowns and maturities, of **each of these categories of debt securities until the second quarter of 2022. U.S. Treasury Securities.**

The objective of our investment policy is to invest funds not otherwise needed to meet our loan demand to earn the maximum return, yet still maintain sufficient liquidity to meet fluctuations in our loan demand and deposit structure. In doing so, we balance the market and credit risks against the potential investment return, make investments compatible with the pledge requirements of any deposits of public funds, maintain compliance with regulatory investment requirements, and assist certain public entities with their financial needs. The investment committee has full authority over the investment portfolio and makes decisions on purchases and sales of securities. The entire portfolio, along with all investment transactions occurring since the previous board of directors meeting, is reviewed by the board at each monthly meeting. The investment policy allows portfolio holdings to include short-term securities purchased to provide us with needed liquidity and longer-term securities purchased to generate level income for us over periods of interest rate fluctuations.

Loan Portfolio

The following is a condensed overview of changes in our loan portfolio. Please see Note 3 - "Loans" in the Notes to Consolidated Financial Statements included in Item 8. Financial Statements and Supplementary Data elsewhere in this report for a more detailed analysis of our loan portfolio by type of loan.

Section 1102 of the CARES Act created the Paycheck Protection Program, a program administered by the SBA to provide loans to small businesses for payroll and other basic expenses during the COVID-19 pandemic. Our bank participated in the PPP as a lender. These loans are eligible to be forgiven if certain conditions are satisfied and are fully guaranteed by the SBA. Additionally, loan payments will also be deferred for the first six months of the loan term. The PPP commenced on April 3, 2020 and was available to qualified borrowers through August 8, 2020. No collateral or personal guarantees were required from borrowers and neither the government nor lenders were permitted to charge the recipients any fees.

Owner-occupied commercial	19.36	18.82	20.00
1-4 family mortgage	10.72	9.81	8.41
Other mortgage	32.12	30.78	24.88
Total real estate - mortgage	62.20	59.41	53.29
Consumer	0.55	0.57	0.77
Total Loans	100.00 %	100.00 %	100.00 %

The following table details maturities and sensitivity to interest rate changes for our loan portfolio at **December 31, 2022** December 31, 2023:

	Due in 1	After 1 year	After 5	After		Due in 1	After 1	After 5	After	
	year or less	to 5 years	to 15 years	15 years	Total	year or less	to 5 years	to 15 years	15 years	Total
	(in Thousands)					(in Thousands)				
Commercial, financial and agricultural	\$ 1,319,926	\$ 1,468,081	\$ 356,835	\$ 475	\$ 3,145,317	\$ 1,172,918	\$ 1,426,942	\$ 224,127	\$ -	\$ 2,823,986
Real estate - construction	382,781	966,734	157,644	25,229	1,532,388	410,476	970,692	69,790	68,661	1,519,619
Real estate - mortgage:										
Owner-occupied commercial	197,079	1,083,439	907,617	11,145	2,199,280	236,225	1,206,076	813,696	1,165	2,257,163
1-4 family mortgage	95,617	326,085	242,044	483,085	1,146,831	133,395	317,459	260,414	538,669	1,249,938
Other mortgage	469,547	2,452,344	657,206	18,653	3,597,750	719,888	2,512,079	493,922	18,457	3,744,346
Total real estate - mortgage	762,243	3,861,868	1,806,867	512,883	6,943,861	1,089,509	4,035,615	1,568,033	558,291	7,251,447
Consumer	39,194	24,864	2,344	-	66,402	46,361	15,966	1,450	-	63,777
Total Loans	\$ 2,504,144	\$ 6,321,547	\$ 2,323,690	\$ 538,587	\$ 11,687,968	\$ 2,719,264	\$ 6,449,215	\$ 1,863,399	\$ 626,952	\$ 11,658,829
Less: Allowance for loan losses					(146,297)					(153,317)
Net Loans					\$ 11,541,671					\$ 11,505,512
Amount due after one year at fixed interest rates:										
Commercial, financial and agricultural	\$ 1,035,661					\$ 804,510				
Real estate - construction	700,931					327,738				
Real estate - mortgage:										
Owner-occupied commercial	1,095,854					1,530,086				
1-4 family mortgage	566,872					825,055				
Other mortgage	1,733,930					1,985,817				
Total real estate - mortgage	3,396,656									
Total real estate - mortgage						4,340,958				
Consumer	14,517					8,651				
Total loans	\$ 5,147,765					\$ 5,481,857				
Amount due after one year at										

variable interest rates:		
Commercial, financial and agricultural	\$ 789,730	\$ 846,559
Real estate - construction	448,677	
Real estate - mortgage:		
Real estate – construction		781,405
Real estate – mortgage:		
Owner-occupied commercial	906,346	490,852
1-4 family mortgage	484,342	291,487
Other mortgage	1,394,273	1,038,641
Total real estate - mortgage	2,784,961	
Total real estate – mortgage		1,820,980
Consumer	12,691	8,765
Total loans	\$ 4,036,059	\$ 3,457,709

Asset Quality

The following table presents a summary of the allowance for credit losses, net charge-offs and certain credit ratios for the years ended **December 31, 2022** **December 31, 2023**, **2021** 2022 and **2020**, 2021.

	As of and for the Years Ended December 31,			As of and for the Years Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(Dollars in Thousands)			(Dollars in Thousands)		
Allowance for credit losses to total loans outstanding	1.25 %	1.22 %	1.04 %	1.32 %	1.25 %	1.22 %
Allowance for credit losses	\$ 146,297	\$ 116,660	\$ 87,942	\$ 153,317	\$ 146,297	\$ 116,660
Total loans outstanding	\$ 11,687,968	\$ 9,532,934	\$ 8,465,688	\$ 11,658,829	\$ 11,687,968	\$ 9,532,934
Nonaccrual loans to total loans outstanding	0.11 %	0.07 %	0.17 %	0.17 %	0.11 %	0.07 %
Nonaccrual loans	\$ 12,450	\$ 6,762	\$ 13,973	\$ 19,349	\$ 12,450	\$ 6,762
Total loans outstanding	\$ 11,687,968	\$ 9,532,934	\$ 8,465,688	\$ 11,658,829	\$ 11,687,968	\$ 9,532,934
Allowance for credit losses to nonaccrual loans	1,175.08 %	1,725.23 %	629.37 %	792.38 %	1,175.08 %	1,725.23 %
Allowance for credit losses	\$ 146,297	\$ 116,660	\$ 87,942	\$ 153,317	\$ 146,297	\$ 116,660
Nonaccrual loans	\$ 12,450	\$ 6,762	\$ 13,973	\$ 19,349	\$ 12,450	\$ 6,762
Net charge-offs during the period to average loans outstanding:						
Commercial, financial and agricultural	0.24 %	0.07 %	0.75 %	0.37 %	0.24 %	0.07 %
Net charge-offs during the period	\$ 7,244	\$ 2,318	\$ 23,684	\$ 10,429	\$ 7,244	\$ 2,318
Average amount outstanding	\$ 3,042,860	\$ 3,127,227	\$ 3,145,647	\$ 2,810,201	\$ 3,042,860	\$ 3,127,227
Real estate - construction	- %	- %	0.18 %			
Net charge-offs (recoveries) during the period	\$ -	\$ (38)	\$ 1,000	\$ 105	\$ -	\$ (38)
Average amount outstanding	\$ 1,378,483	\$ 806,705	\$ 547,818	\$ 1,519,619	\$ 1,378,483	\$ 806,705
Real estate - mortgage:						

Real estate mortgage:						
Owner-occupied commercial	0.01 %	- %	0.23 %	0.01 %	0.01 %	- %
Net charge-offs during the period	\$ 170	\$ 54	\$ 3,884	\$ 115	\$ 170	\$ 54
Average amount outstanding	\$ 2,072,880	\$ 1,760,591	\$ 1,663,831	\$ 2,257,163	\$ 2,072,880	\$ 1,760,591
1-4 family mortgage	- %	0.02 %	0.06 %	- %	- %	0.02 %
Net charge-offs during the period	\$ 51	\$ 132	\$ 373	\$ 54	\$ 51	\$ 132
Average amount outstanding	\$ 1,044,763	\$ 739,389	\$ 673,895	\$ 1,249,938	\$ 1,044,763	\$ 739,389
Other mortgage:	- %	- %	- %	- %	- %	- %
Net charge-offs during the period	\$ (12)	\$ 7	\$ -	\$ -	\$ (12)	\$ 7
Average amount outstanding	\$ 3,266,545	\$ 2,294,574	\$ 1,931,130	\$ 3,744,346	\$ 3,266,545	\$ 2,294,574
Total real estate - mortgage	- %	- %	0.10 %			
Net charge-offs during the period	\$ 208	\$ 193	\$ 4,257	\$ 169	\$ 208	\$ 193
Average amount outstanding	\$ 6,384,188	\$ 4,794,554	\$ 4,268,856	\$ 7,251,447	\$ 6,384,188	\$ 4,794,554
Consumer	0.01 %	0.50 %	0.22 %	1.55 %	0.01 %	0.50 %
Net charge-offs during the period	\$ 151	\$ 326	\$ 135	\$ 990	\$ 151	\$ 326
Average amount outstanding	\$ 1,044,763	\$ 64,736	\$ 61,661	\$ 63,777	\$ 1,044,763	\$ 64,736
Total loans	0.07 %	0.03 %	0.36 %	0.10 %	0.08 %	0.03 %
Net charge-offs during the period	\$ 7,603	\$ 2,799	\$ 29,076	\$ 11,695	\$ 7,971	\$ 2,799
Average amount outstanding	\$ 10,566,219	\$ 8,725,561	\$ 8,154,991	\$ 11,602,812	\$ 10,566,219	\$ 8,725,561

Effective January 1, 2020, we As described below under *Recently Adopted Accounting Pronouncements*, the Company adopted the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 326, ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which replaced the incurred loss methodology for determining our provision for credit losses and allowance for credit losses with the current expected credit loss ("CECL") model. Upon the adoption of ASC Accounting Standard Codification ("ASC") 326 the total amount of the allowance for credit losses ("ACL") on loans estimated using the CECL methodology decreased \$2.0 million compared to the total amount of the allowance recorded as of December 31, 2019 using the prior incurred loss model. Fluctuations in the estimated allowances by portfolio segment offset one another, for the most part, and, as a result, the overall estimated amount of ACL did not significantly change as a result of the change in methodology. Peer historical loss rates were utilized to better align with loss expectations given the Company's low historical loss experience. The ACL is established and maintained at levels needed to absorb anticipated credit losses from identified and otherwise inherent risks in the loan portfolio as of the balance sheet date. In assessing the adequacy of the ACL, management considers its evaluation of the loan portfolio, past due loan experience, collateral values, current economic conditions and other factors considered necessary to maintain the allowance at an adequate level. Our management feels that the allowance is adequate at December 31, 2022 effective January 1, 2020.

The ACL for December 31, 2022 December 31, 2023 and 2021 2022 was calculated under the CECL methodology and totaled \$146.3 million \$153.3 million and \$116.7 million \$146.3 million, or 1.25% 1.32% and 1.22% 1.25% of loans, net of unearned income, respectively. Excluding PPP loans, the allowance for credit losses as a percentage of total loans at December 31, 2022 and 2021 was 1.25% and 1.25%, respectively. The increase in the ACL as a percent of total loans at December 31, 2023 from December 31, 2022 from December 31, 2021 is was largely the result of a forecasted increase adjustments to qualitative factors in the rate of unemployment, our construction land development and \$2.2 billion in net loan growth, excluding PPP loans, during 2022. This loan growth was primarily within our commercial real estate - mortgage and real estate - construction loan categories which have increased \$1.6 billion and \$429 million, respectively. In 2021, we added a qualitative environmental factor to address the termination of the PPP for the effect it could have on various businesses that will need to be self-sustaining without the assistance of PPP as well as potential risk of nonpayment from SBA due to fraud within PPP loans. The balance of PPP loans decreased \$228 million from \$230 million at December 31, 2021 to \$1.95 million at December 31, 2022 and the additional qualitative environmental factor was deemed no longer necessary. Additionally, in 2021 a qualitative factor to address the risk associated with high loan growth within the West Central Florida market was established. In 2022, management became satisfied that an allowance arising from pooled loan analysis alone was sufficient for the West Central Florida market and the qualitative factor was removed. pools. Net credit charge-offs to average loans were 0.06% 0.10% for the year ended December 31, 2022 December 31, 2023, compared to 0.03% 0.08% and 0.36% 0.03% for the years ended December 31, 2021 December 31, 2022 and 2020, 2021, respectively. Nonaccrual loans rose increased to \$19.3 million, or 0.17% of total loans, at December 31, 2023 from \$12.5 million, or 0.11% of total loans, at December 31, 2022 from, and were \$6.8 million, or 0.07% of total loans, at December 31, 2021. At December 31, 2023, the nonaccrual balance increase was attributable to three owner-occupied loans representing a balance of \$3.8 million, and were \$14.0 million a net increase of \$2.9

million in 1-4 family mortgage nonaccruals. At December 31, 2022, or 0.17% of total loans, at December 31, 2020, the nonaccrual increase was driven by one commercial and industrial (C&I) relationship and oneowner-occupied commercial relationship.

We maintain an ACL on unfunded commercial lending commitments and letters of credit to provide for the risk of loss inherent in these arrangements. The allowance is computed using a similar methodology similar to that the one used to determine the ACL, modified to take into account for the probability of a drawdown on the commitment. The ACL on unfunded loan commitments is classified as a liability account on the balance sheet within other liabilities, while the corresponding provision for these credit losses is recorded as a component of other expense. The allowance for credit losses on unfunded commitments was \$575,000 at as of December 31, 2023 and December 31, 2022. At December 31, 2021, the allowance for unfunded commitments was \$1.3 million.

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

	For the Years Ended December 31,						For the Years Ended December 31,					
	2022		2021		2020		2023		2022		2021	
	Percentage		Percentage		Percentage		Percentage		Percentage		Percentage	
	of loans in		of loans in		of loans in		of loans in		of loans in		of loans in	
	each		each		each		each		each		each	
	category		category		category		category		category		category	
	Amount	total loans	Amount	total loans	Amount	total loans	Amount	total loans	Amount	total loans	Amount	total loans
	(Dollars in Thousands)						(Dollars in Thousands)					
Commercial, financial and agricultural	\$ 42,830	26.91 %	\$ 41,869	31.30 %	\$ 36,370	38.93 %	\$ 52,121	24.22 %	\$ 42,830	26.91 %	\$ 41,869	31.30 %
Real estate - construction	42,889	13.11	26,994	11.57	16,057	7.01	44,658	13.03	42,889	13.11	26,994	11.57
Real estate - mortgage	58,652	59.41	45,829	56.43	33,722	53.29	55,126	62.20	58,652	59.41	45,829	56.43
Consumer	1,926	0.57	1,968	0.70	1,793	0.77	1,412	0.55	1,926	0.57	1,968	0.70
Total	\$ 146,297	100.00 %	\$ 116,660	100.00 %	\$ 87,942	100.00 %	\$ 153,317	100.00 %	\$ 146,297	100.00 %	\$ 116,660	100.00 %

The Company assesses the adequacy of its allowance for credit losses ("ACL") ACL at the end of each calendar quarter. The level of ACL is based on the Company's evaluation of historical default and loss experience, current and projected economic conditions, asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrowers' ability to repay a loan, the estimated value of any underlying collateral, composition of the loan portfolio and other relevant factors. The ACL is increased by a provision for credit losses, which is charged to expense, and reduced by charge-offs, net of recoveries. The ACL is believed adequate to absorb all expected future losses to be recognized over the contractual life of the loans in the portfolio. At December 31, 2023, we forecasted a slightly lower national unemployment rate and moderately higher national GDP compared to December 31, 2022. At December 31, 2022, we forecasted a moderately higher national unemployment rate and significantly lower national GDP compared to December 31, 2021. At December 31, 2021, we forecasted a national unemployment rate and national GDP growth rate similar to levels experienced just prior to the pandemic. We expect the national unemployment rate to increase slightly and GDP growth rate to remain stable over the forecast period.

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

The expected credit losses for each loan pool are then adjusted for changes in qualitative factors not inherently considered in the quantitative analyses. The qualitative adjustments either increase or decrease the quantitative model estimation. The Company considers factors that are relevant within the qualitative framework, which

include the following: lending policy, changes in nature and volume of loans, staff experience, changes in volume and trends of problem loans, concentration risk, trends in underlying collateral values, external factors, quality of loan review **system system**; and other economic **conditions. conditions and new markets.**

Expected credit losses for loans that no longer share similar risk characteristics with the collectively evaluated pools are excluded from the collective evaluation and estimated on an individual basis. Individual evaluations are performed for nonaccrual loans, loans rated substandard, and modified loans classified as TDRs. Specific allocations of the ACL for credit losses are estimated on one of several methods, including the estimated fair value of the underlying collateral, observable market value of similar debt or the present value of expected cash flows.

PPP loans outstanding totaled **\$56,000 and \$2.0 million as of December 31, 2023** and **\$230.2 million at December 31, 2022 and December 31, 2021, 2022**, respectively, and are included within the **Commercial, commercial**, financial and agricultural loan category.

The **bank Bank** has procedures and processes in place intended to ensure that losses do not exceed the potential amounts documented in the **bank's Bank's** analysis of loans individually evaluated and reduce potential losses in the remaining performing loans within our real estate construction portfolio. These include the following:

- We closely monitor the past due and overdraft reports on a weekly basis to identify deterioration as early as possible and the placement of identified loans on the watch list.
- We perform extensive quarterly credit reviews for all watch list/classified loans, including formulation of aggressive workout or action plans. When a workout is not achievable, we move to collection/foreclosure proceedings to obtain control of the underlying collateral as rapidly as possible to minimize the deterioration of collateral and/or the loss of its value.
- We require updated financial information, global inventory aging and interest carry analysis for existing customers to help identify potential future loan payment problems.
- We generally limit loans for new construction to established builders and developers that have an established record of turning their inventories, and we restrict our funding of undeveloped lots and land.

Nonperforming Assets

The table below summarizes our nonperforming assets at **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020: 2021:**

	2022		2021		2020	
	Balance	Number of Loans	Balance	Number of Loans	Balance	Number of Loans
(Dollars in Thousands)						
Nonaccrual loans:						
Commercial, financial and agricultural	\$ 7,108	18	\$ 4,343	17	\$ 11,709	22
Real estate - construction	-	-	-	-	234	1
Real estate - mortgage:						
Owner-occupied commercial	3,312	3	1,021	2	1,259	4
1-4 family mortgage	1,524	16	1,398	12	771	7
Other mortgage	506	2	-	-	-	-
Total real estate - mortgage	5,342	21	2,419	14	2,030	11
Consumer	-	-	-	-	-	-
Total nonaccrual loans	\$ 12,450	39	\$ 6,762	31	\$ 13,973	34
90+ days past due and accruing:						
Commercial, financial and agricultural	\$ 195	26	\$ 39	4	\$ 11	2
Real estate - construction	-	-	-	-	-	-
Real estate - mortgage:						
Owner-occupied commercial	-	-	-	-	-	-
1-4 family mortgage	594	5	611	3	104	1

Other mortgage	4,512	1	4,656	1	4,805	1
Total real estate - mortgage	5,106	6	5,267	4	4,909	2
Consumer	90	44	29	22	61	25
Total 90+ days past due and accruing	\$ 5,391	76	\$ 5,335	30	\$ 4,981	29
Total nonperforming loans	\$ 17,841	115	\$ 12,097	61	\$ 18,954	63
Plus: Other real estate owned and repossessions	248	2	1,208	5	6,497	11
Total nonperforming assets	\$ 18,089	117	\$ 13,305	66	\$ 25,451	74
Restructured accruing loans:						
Commercial, financial and agricultural	\$ 2,480	5	\$ 431	2	\$ 818	3
Real estate - construction	-	-	-	-	-	-
Real estate - mortgage:						
Owner-occupied commercial	-	-	-	-	-	-
1-4 family mortgage	-	-	-	-	-	-
Other mortgage	-	-	-	-	-	-
Total real estate - mortgage	-	-	-	-	-	-
Consumer	-	-	-	-	-	-
Total restructured accruing loans	\$ 2,480	5	\$ 431	2	\$ 818	3
Total nonperforming assets and restructured accruing loans	\$ 20,569	122	\$ 13,736	68	\$ 26,269	77
Ratios:						
Nonperforming loans to total loans	0.15 %		0.13 %		0.22 %	
Nonperforming assets to total loans plus other						
Nonperforming assets to total loans plus other real estate owned and repossessions	0.15 %		0.14 %		0.30 %	
Nonperforming assets and restructured accruing loans to total loans plus other real estate owned and repossessions	0.18 %		0.14 %		0.31 %	

	2023		2022		2021	
	Balance	Number of Loans	Balance	Number of Loans	Balance	Number of Loans
(Dollars in Thousands)						
Nonaccrual loans:						
Commercial, financial and agricultural	\$ 7,217	35	\$ 7,108	18	\$ 4,343	17
Real estate - construction	111	1	-	-	-	-
Real estate - mortgage:						
Owner-occupied commercial	7,089	14	3,312	3	1,021	2
1-4 family mortgage	4,426	41	1,524	16	1,398	12
Other mortgage	506	2	506	2	-	-
Total real estate - mortgage	12,021	57	5,342	21	2,419	14
Consumer	-	-	-	-	-	-
Total nonaccrual loans	\$ 19,349	93	\$ 12,450	39	\$ 6,762	31

90+ days past due and accruing:									
Commercial, financial and agricultural	\$	170	8	\$	195	26	\$	39	4
Real estate - construction		-	-		-	-		-	-
Real estate - mortgage:									
Owner-occupied commercial		-	-		-	-		-	-
1-4 family mortgage		1,909	9		594	5		611	3
Other mortgage		-	-		4,512	1		4,656	1
Total real estate - mortgage		1,909	9		5,106	6		5,267	4
Consumer		105	16		90	44		29	22
Total 90+ days past due and accruing	\$	2,184	33	\$	5,391	76	\$	5,335	30
Total nonperforming loans	\$	21,533	126	\$	17,841	115	\$	12,097	61
Plus: Other real estate owned and repossessions									
		995	7		248	2		1,208	5
Total nonperforming assets	\$	22,528	133	\$	18,089	117	\$	13,305	66
Restructured accruing loans:									
Commercial, financial and agricultural	\$	-	-	\$	2,480	5	\$	431	2
Real estate - construction		-	-		-	-		-	-
Real estate - mortgage:									
Owner-occupied commercial		-	-		-	-		-	-
1-4 family mortgage		-	-		-	-		-	-
Other mortgage		-	-		-	-		-	-
Total real estate - mortgage		-	-		-	-		-	-
Consumer		-	-		-	-		-	-
Total restructured accruing loans	\$	-	-	\$	2,480	5	\$	431	2
Total nonperforming assets and restructured accruing loans	\$	22,528	133	\$	20,569	122	\$	13,736	68
Ratios:									
Nonperforming loans to total loans		0.18 %			0.15 %			0.13 %	
Nonperforming assets to total loans plus other Nonperforming assets to total loans plus other real estate owned and repossessions									
		0.19 %			0.15 %			0.14 %	
Nonperforming assets and restructured accruing loans to total loans plus other real estate owned and repossessions									
		0.19 %			0.18 %			0.14 %	

The accrual of interest on loans is discontinued when there is a significant deterioration in the financial condition of the borrower and full repayment of principal and interest is not expected or the principal or interest is more than 90 days past due, unless the loan is both well-collateralized and in the process of collection. Interest previously accrued but uncollected on such loans is reversed and charged against current income when the receivable is determined to be uncollectible. Interest income on nonaccrual loans is recognized only as received. If we believe that a loan will not be collected in full, we will increase the ACL to reflect management's estimate of any potential exposure or loss. Generally, payments received on nonaccrual loans are applied directly to principal. There are not any loans, outside of those included in the table above, that cause management to have serious doubts as to the ability of borrowers to comply with present repayment terms.

On December 27, 2020, the CAA was signed into law and extended the period established by Section 4013 of the CARES Act to the earlier of January 1, 2022 or the date that is 60 days after the date on which the national COVID-19 emergency terminates. In keeping with this guidance from regulators, the bank offered short-term modifications made in response to COVID-19 to borrowers who were current and otherwise not past due. Should eventual credit losses on these deferred payments emerge, the related loans would be placed on nonaccrual status and interest income accrued would be reversed. In such a scenario, interest income in future periods

could be negatively impacted. As of **December 31, 2022** **December 31, 2023**, we carry **\$2.4 million** **\$2.1 million** of accrued interest income on deferrals made to COVID-19 affected borrowers compared to **\$4.0 million** **\$2.4 million** at **December 31, 2021** **December 31, 2022**. At this time, we are unable to project the materiality of such an impact on future deferrals to COVID-19 affected borrowers, but we recognize the breadth of the economic impact may affect our borrowers' ability to repay in future periods.

Deposits

We rely on increasing our deposit base to fund loan and other asset growth. Each of our markets is highly competitive. We compete for local deposits by offering attractive products with competitive rates. We expect to have a higher average cost of funds for local deposits than competitor banks due to our lack of an extensive branch network. Our management's strategy is to offset the higher cost of funding with a lower level of operating expense and firm pricing discipline for loan products. We have promoted electronic banking services by providing them without charge and by offering in-bank customer training. The following table presents the average balance and average rate paid on each of the following deposit categories at the bank level for years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**: **2021**:

Types of Deposits:	For Year Ended December 31,						For Year Ended December 31,					
	2022		2021		2020		2023		2022		2021	
	Average Balance	Yields/Rates	Average Balance	Yields/Rates	Average Balance	Yields/Rates	Average Balance	Yields/Rates	Average Balance	Yields/Rates	Average Balance	Yields/Rates
	(Dollars in Thousands)						(Dollars in Thousands)					
Non-interest-bearing demand deposits	\$ 4,415,972	- %	\$ 3,689,311	- %	\$ 2,492,500	- %	\$ 2,857,831	- %	\$ 4,415,972	- %	\$ 3,689,311	- %
Interest-bearing demand deposits	1,695,738	0.36 %	1,394,678	0.19 %	1,059,629	0.35 %	1,928,133	2.24 %	1,695,738	0.36 %	1,394,678	0.19 %
Money market accounts	4,770,568	0.91 %	5,202,374	0.26 %	4,519,170	0.57 %	6,347,456	3.95 %	4,770,568	0.91 %	5,202,374	0.26 %
Savings accounts	138,917	0.30 %	110,968	0.18 %	77,364	0.35 %	119,049	1.39 %	138,917	0.30 %	110,968	0.18 %
Time deposits	757,327	1.17 %	755,982	1.24 %	768,016	1.90 %	1,010,683	3.58 %	757,327	1.17 %	768,016	1.90 %
Brokered time deposits	50,000	1.68 %	50,000	1.68 %	68,082	1.68 %	-	- %	50,000	1.68 %	68,082	1.68 %
Total deposits	\$ 11,828,522		\$ 11,203,313		\$ 8,984,761		\$ 12,263,152		\$ 11,828,522		\$ 11,203,313	

At **December 31, 2022** **December 31, 2023** and **December 31, 2021** **December 31, 2022**, we estimate that we had approximately **\$8.95 billion** **\$8.76 billion** and **\$10.65 billion** **\$7.66 billion**, respectively, in total uninsured deposits. Included in the total uninsured deposits we estimate that we had approximately **\$607.3 million** and **\$400.9 million**, respectively, in uninsured time deposits. These uninsured deposits which are represent the portion of deposit accounts that exceed the FDIC insurance limit.

The following table presents the maturities of limits. Included in our time uninsured deposits in excess of insurance limit as of **December 31, 2023** and **December 31, 2022**:

	Portion of time deposits in excess of insurance limit
	December 31, 2022

Time deposits otherwise uninsured with a maturity of:	(In Thousands)	
3 months or less	\$	135,632
Over 3 months through 6 months		62,129
Over 6 months through 12 months		90,641
Over 12 months		112,506
Total	\$	400,908

, we estimate that we had approximately \$2.2 billion and \$758 million, respectively, in public funds. While public fund balances that exceed FDIC limits are uninsured deposits, these deposits are collateralized by securities. The uninsured deposit data for 2022, 2021, 2023 and 2020 2022 reflect the deposit insurance impact of "combined ownership segregation" of escrow and other accounts at an aggregate level but do not reflect an evaluation of all of the account styling distinctions that would determine the availability of deposit insurance to individual accounts based on FDIC regulations. Total average deposits for the year ended December 31, 2022 were \$11.83 billion, an increase of \$625.2 million, or 5.6%, over total average deposits of \$11.20 billion for the year ended December 31, 2021. Average noninterest-bearing deposits increased by \$726.7 million, or 48%, from \$3.69 billion for the year ended December 31, 2021 to \$4.42 billion for the year ended December 31, 2022.

Borrowed Funds

We had \$698.0 million \$880.0 million in unused federal funds lines of credit and \$963.0 million in available federal funds lines of credit with regional banks as of December 31, 2022 December 31, 2023, compared to \$986.0 million for both \$963.0 million as of December 31, 2021 December 31, 2022. The decrease in unused federal funds lines of credit was due to \$265.0 million outstanding borrowings from these lines, and the decrease in available funds was the result of an acquisition of one of our counterparties by another bank during 2022. These lines are subject to certain restrictions.

Federal funds purchased from correspondent banks averaged \$1.29 billion, \$1.53 billion, and \$1.16 billion for 2023, 2022 and \$627.6 million for 2022, 2021, and 2020, respectively. We paid average interest rates on these funds of 5.18%, 1.72%, 0.21% and 0.43% 0.21% for the same three years, respectively. The maximum amount outstanding at a month-end during 2023 and 2022 was \$1.47 billion and 2021 was \$1.44 billion and \$1.71 billion, respectively.

Stockholders' Equity

Stockholders' equity increased \$145.9 million \$142.5 million during 2022, 2023, to \$1.44 billion as of December 31, 2023 from \$1.30 billion at as of December 31, 2022 from \$1.15 billion at December 31, 2021. The increase in stockholders' equity resulted primarily from net income of \$251.4 million \$206.9 million during the year ended December 31, 2022 December 31, 2023, less dividends paid or declared on our common stock of \$52.7 million \$62.0 million during the year ended December 31, 2022 December 31, 2023.

Off-Balance Sheet Arrangements

In the normal course of business, we are a party to financial credit arrangements with off-balance sheet risk to meet the financing needs of our customers. These financial credit arrangements include commitments to extend credit beyond current fundings, credit card arrangements, standby letters of credit and financial guarantees. Those credit arrangements involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement we have in those particular financial credit arrangements. All such credit arrangements bear interest at variable rates and we have no such credit arrangements which bear interest at fixed rates.

Our exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit, credit card arrangements and standby letters of credit is represented by the contractual or notional amount of those instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance sheet instruments.

The following table sets forth our credit arrangements and financial instruments whose contract amounts represent credit risk as of December 31, 2022 December 31, 2023, 2021 2022 and 2020: 2021:

	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Commitments to extend credit	\$ 4,230,485	\$ 3,515,818	\$ 2,606,258	\$ 3,410,283	\$ 4,230,485	\$ 3,515,818
Credit card arrangements	480,983	366,525	286,128	381,524	480,983	366,525
Standby letters of credit and financial guarantees	67,285	61,856	66,208	86,065	67,285	61,856

Total	\$	4,778,753	\$	3,944,199	\$	2,958,594	\$	3,877,872	\$	4,778,753	\$	3,944,199
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Commitments to extend credit beyond current fundings are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Such commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. We evaluate each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by us upon extension of credit is based on our management's credit evaluation. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties.

Standby letters of credit are conditional commitments issued by us to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. All letters of credit are due within one year or less of the original commitment date. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

Derivatives

The bank Company periodically enters into derivative contracts to manage exposures to movements in interest rates. The bank Company purchased an interest rate cap in May of 2020 to limit exposures to increases in interest rates. The interest rate cap is was not designated as a hedging instrument but rather is as a stand-alone derivative. The interest rate cap has had an original term of 3 three years, a notional amount of \$300 million \$300 million and is was tied to the one-month LIBOR rate with a strike rate of 0.50%. The fair value of the interest rate cap is was carried on the balance sheet Consolidated Balance Sheets in other assets and the change in fair value is was recognized in noninterest income each quarter. At December 31, 2022, the The interest rate cap had a fair value of \$4.2 million and remaining term of 0.3 years. years at December 31, 2022, and expired on May 4, 2023.

The bank Bank has entered into agreements with secondary market investors to deliver loans on a "best efforts delivery" basis. When a rate is committed to a borrower, it is based on the best price that day and locked with our investor for our customer for a 30-day period. In the event the loan is not delivered to the investor, the bank Bank has no risk or exposure with the investor. The interest rate lock commitments to customers related to loans that are originated for later sale are classified as derivatives. The fair values of our agreements with investors and rate lock commitments to customers as of December 31, 2022 December 31, 2023 and 2021 2022 were not material.

Asset and Liability Management

The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are "interest rate sensitive" and by monitoring an institution's interest rate sensitivity "gap." An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest rate sensitivity gap is defined as the difference between the dollar amount of rate-sensitive assets repricing during a period and the volume of rate-sensitive liabilities repricing during the same period. A gap is considered positive when the amount of interest rate-sensitive assets exceeds the amount of interest rate-sensitive liabilities. A gap is considered negative when the amount of interest rate-sensitive liabilities exceeds the amount of interest rate-sensitive assets. During a period of rising interest rates, a negative gap would tend to adversely affect net interest income while a positive gap would tend to result in an increase in net interest income. During a period of falling interest rates, a negative gap would tend to result in an increase in net interest income while a positive gap would tend to adversely affect net interest income.

Our asset liability and investment committee is charged with monitoring our liquidity and funds position. The committee regularly reviews the rate sensitivity position on a three-month, six-month and one-year time horizon; loans-to-deposits ratios; and average maturities for certain categories of liabilities. The asset liability committee uses a model to analyze the maturities of rate-sensitive assets and liabilities. The model measures the "gap" which is defined as the difference between the dollar amount of rate-sensitive assets repricing during a period and the volume of rate-sensitive liabilities repricing during the same period. Gap is also expressed as the ratio of rate-sensitive assets divided by rate-sensitive liabilities. If the ratio is greater than "one," then the dollar value of assets exceeds the dollar value of liabilities and the balance sheet is "asset sensitive." Conversely, if the value of liabilities exceeds the dollar value of assets, then the ratio is less than one and the balance sheet is "liability sensitive." Our internal policy requires our management to maintain the gap such that net interest margins will not change more than 10% if interest rates change by 100 basis points or more than 15% if interest rates change by 200 basis points. As of December 31, 2022 December 31, 2023, our gap was within such ranges. See "—Quantitative and Qualitative Analysis of Market Risk" below in Item 7A for additional information.

Liquidity and Capital Adequacy

Sources and Uses of Funds

The following table illustrates, during the years presented, the mix of our funding sources and the assets in which those funds are invested as a percentage of our average total assets for the period indicated. Average assets totaled **\$15.07 billion in 2023, compared to** \$14.70 billion in 2022, **compared to and** \$13.56 billion in **2021, and to \$10.64 billion in 2020, 2021.**

	For the Year Ended			For the Year Ended		
	2022	2021	2020	2023	2022	2021
Sources of Funds:						
Deposits:						
Non-interest-bearing	32.1%	27.3%	23.5%	18.9%	32.1%	27.3%
Interest-bearing	48.7	55.5	61.1	62.2	48.7	55.5
Federal funds purchased	10.4	8.6	5.9	8.5	10.4	8.6
Long term debt and other borrowings	0.4	0.5	0.6	0.6	0.4	0.5
Other liabilities	0.3	0.3	0.5	0.4	0.3	0.3
Equity capital	8.1	7.8	8.4	9.4	8.1	7.8
Total sources	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Uses of Funds:						
Loans	67.0%	64.4%	76.7%	77.1%	67.0%	64.4%
Securities	11.2	7.3	7.9	12.5	11.2	7.3
Interest-bearing balances with banks	18.1	24.7	11.0	7.1	18.1	24.7
Federal funds sold	0.2	0.1	0.6	0.4	0.2	0.1
Other assets	3.5	3.4	3.8	3.0	3.5	3.4
Total uses	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

Liquidity

Liquidity is defined as our ability to generate sufficient cash to fund current loan demand, deposit withdrawals, or other cash demands and disbursement needs, and otherwise to operate on an ongoing basis.

Liquidity is managed at two levels. The first is the liquidity of the Company. The second is the liquidity of the Bank. The management of liquidity at both levels is critical because the Company and the **bank Bank** have different funding needs and sources, and each are subject to regulatory guidelines and requirements. We are subject to general FDIC guidelines **which that** require a minimum level of liquidity. Management believes our liquidity ratios meet or exceed these guidelines. Our management is not currently aware of any trends or demands that are reasonably likely to result in liquidity increasing or decreasing in any material manner.

The Bank's main source of liquidity is customer interest-bearing and **noninterest bearing noninterest-bearing** deposit accounts. Our regular sources of funding are from the growth of our deposit base, repayment of principal and interest on loans, the sale of loans and the renewal of time deposits. Liquidity is also available from funding sources consisting primarily of federal funds purchased, FHLB loan advances and available-for-sale securities. The retention of existing deposits and attraction of new deposit sources through new and existing customers is critical to our liquidity position. In the event of compression in liquidity due to a run-off in deposits, we have a liquidity policy and procedure that provides for certain actions under varying liquidity conditions. These actions include borrowing from existing correspondent banks, selling or participating loans and the curtailment of loan commitments and funding. **At December 31, 2022 As of December 31, 2023,** our liquid assets, represented by cash and due from banks, federal funds sold and unpledged available-for-sale securities, totaled **\$3.65 billion \$2.51 billion.** **The Bank had loans pledged to both the FHLB and the Federal Reserve Bank of Atlanta which provided approximately \$2.58 billion and \$2.17 billion, respectively, in available funding. The Bank's policy limits on brokered deposits would allow for up to \$4.03 billion in available funding for brokered deposits.** Additionally, **at such date we** the Bank had available to us approximately **\$698.0 million \$888.0 million** in unused federal funds lines of credit with regional banks, subject to certain restrictions and collateral requirements, to meet short term funding needs.

As a separate entity from the **Bank, bank,** we also have separate liquidity obligations. We are responsible for the payment of dividends to our stockholders and interest and principal on our outstanding indebtedness. As a source of internal liquidity, we have access to the capital markets. We also may continue periodic offerings of debt and equity securities. However, our ultimate source of liquidity consists of dividends from the Bank, which are limited by applicable law and regulations. In **2022 2023** and **2021, 2022,** the Bank paid dividends of **\$57.5 million \$62.5 million** and **\$46.0 million to us, \$57.5 million,** respectively. For a detailed discussion on the regulatory limitation on Bank dividends, see "Supervision and Regulation - Payment of Dividends" in Item 1.

We believe these sources of funding are adequate to meet both our immediate (within the next 12 months) and our longer term anticipated funding needs. Our management meets on a weekly basis to review sources and uses of funding to determine the appropriate strategy to ensure an appropriate level of liquidity, and we have increased our focus on the generation of core deposit funding to supplement our liquidity position. At the current time, our long-term liquidity needs primarily relate to funds required to support loan originations and commitments and deposit withdrawals.

Capital Adequacy

As of **December 31, 2022** **December 31, 2023**, our most recent notification from the FDIC categorized us as well-capitalized under the regulatory framework for prompt corrective action. To remain categorized as well-capitalized, we must maintain minimum common equity tier 1 risk-based, Tier 1 risk-based, total risk-based, and Tier 1 leverage ratios as disclosed in the table below. Our management believes that we are well-capitalized under the prompt corrective action provisions as of **December 31, 2022** **December 31, 2023**. In addition, the Alabama Banking Department has required that the Bank maintain a leverage ratio of 8.00%.

The following table sets forth (i) the capital ratios of the Bank required by the FDIC to maintain “well-capitalized” status and (ii) our actual ratios of capital to total regulatory or risk-weighted assets, as of **December 31, 2022** **December 31, 2023**.

	Well-Capitalized	Actual at December 31, 2022	Well-Capitalized	Actual at December 31, 2023
CET 1 Capital Ratio	6.50 %	9.98 %	6.50 %	11.37 %
Tier 1 Capital Ratio	8.00 %	9.98 %	8.00 %	11.38 %
Total Capital Ratio	10.00 %	11.04 %	10.00 %	12.52 %
Leverage ratio	5.00 %	9.71 %	5.00 %	9.50 %

For a description of capital ratios see Note 14 - “Regulatory Matters” to the Consolidated Financial Statements.

Critical Accounting Estimates

Our consolidated financial statements are prepared based on the application of certain accounting policies, the most significant of which are described in the Notes to the Consolidated Financial Statements. Certain of these policies require numerous estimates and strategic or economic assumptions that may prove inaccurate or subject to variation and may significantly affect our reported results and financial position for the current period or in future periods. The use of estimates, assumptions, and judgments are necessary when financial assets and liabilities are required to be recorded at, or adjusted to reflect, fair value. Assets carried at fair value inherently result in more financial statement volatility. Fair values and information used to record valuation adjustments for certain assets and liabilities are based on either quoted market prices or are provided by other independent third-party sources, when available. When such information is not available, management estimates valuation adjustments. Changes in underlying factors, assumptions or estimates in any of these areas could have a material impact on our future financial condition and results of operations.

Allowance for Credit Losses

The Company assesses the adequacy of its allowance for credit losses at the end of each calendar quarter. The level of allowance is based on the Company’s evaluation of historical default and loss experience, current and projected economic conditions, asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrowers’ ability to repay a loan, the estimated value of any underlying collateral, composition of the loan portfolio and other relevant factors. The allowance is increased by a provision for credit losses, which is charged to expense, and reduced by charge-offs, net of recoveries. The allowance for credit losses is believed adequate to absorb all expected future losses to be recognized over the contractual life of the loans in the portfolio. If our assumptions regarding the adequacy of our allowance for credit losses are not accurate, we may incur credit losses in excess of our current allowance for credit losses and be required to make material additions to our allowance. Such additional provision for credit losses could have a material adverse effect on our business and results of operations. Our regulators may disagree with our assumptions and could require us to materially increase our allowance for credit losses.

Loans with similar risk characteristics are evaluated in pools and, depending on the nature of each identified pool, the Company utilizes a discounted cash flow (“DCF”), a probability of default / loss given default (“PD/LGD”) or a remaining life method. The historical loss experience estimate by pool is then adjusted by forecast factors that are quantitatively related to the Company’s historical credit loss experience, such as national unemployment rates and gross domestic product. Losses are predicted over a period of time determined to be reasonable and supportable, and at the end of the reasonable and supportable period losses are reverted to long term historical averages. The reasonable and supportable period and reversion period are re-evaluated each quarter by the Company and are dependent on the current economic environment among other factors. See Note 1 – “Summary of Significant Accounting Policies” in the Notes to Consolidated Financial Statements included in Item 8. Financial Statements and Supplementary Data elsewhere in this report.

The expected credit losses for each loan pool are then adjusted for changes in qualitative factors not inherently considered in the quantitative analyses. The qualitative adjustments either increase or decrease the quantitative model estimation. The Company considers factors that are relevant within the qualitative framework, which include the following: lending policy, changes in nature and volume of loans, staff experience, changes in volume and trends of problem loans, concentration risk, trends in underlying collateral values, external factors, quality of loan review system and other economic conditions.

Expected credit losses for loans that no longer share similar risk characteristics with the collectively evaluated pools are excluded from the collective evaluation and estimated on an individual basis. Individual evaluations are performed for nonaccrual loans, loans rated substandard, and modified loans classified as troubled debt restructurings. Specific allocations of the allowance for credit losses are estimated on one of several methods, including the estimated fair value of the underlying collateral, observable market value of similar debt or the present value of expected cash flows.

Income Taxes

Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

In accordance with GAAP, the Company established a single model to address accounting for uncertain tax positions. GAAP clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. GAAP also provides guidance on derecognition measurement classification interest and penalties, accounting in interim periods, disclosure, and transition. GAAP provides a two-step process in the evaluation of a tax position. The first step is recognition. A company determines whether it is more likely than not that a tax position will be sustained upon examination, including a resolution of any related appeals or litigation processes, based upon the technical merits of the position. The second step is measurement. A tax position that meets the more likely than not recognition threshold is measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. Because of the uncertainty of estimates involved, the ultimate resolution may result in a payment that is different from the current estimate of the tax liabilities and can be significant to the Company's consolidated financial position, results of operations or cash flows.

Adoption of Recent Accounting Pronouncements

New accounting standards are discussed in Note 1, "Summary of Significant Accounting Policies" to the [Notes to Consolidated Financial Statements](#).

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Like all financial institutions, we are subject to market risk from changes in interest rates. Interest rate risk is inherent in the balance sheet due to the mismatch between the maturities of rate-sensitive assets and rate-sensitive liabilities. If rates are rising, and the level of rate-sensitive assets exceeds liabilities exceeds the level of rate-sensitive assets, the net interest margin will be negatively impacted. Conversely, if rates are falling, and the level of rate-sensitive liabilities exceeds the level of rate-sensitive assets, the impact on the net interest margin will be favorable. Conversely, if rates are falling, and the level of rate-sensitive assets is less than the level of rate-sensitive liabilities, the impact on the net interest margin will be unfavorable. Managing interest rate risk is further complicated by the fact that all rates do not change at the same pace; in other words, short term rates may be rising while longer term rates remain stable. In addition, different types of rate-sensitive assets and rate-sensitive liabilities react differently to changes in rates.

To manage interest rate risk, we must take a position on the expected future trend of interest rates. Rates may rise, fall, or remain the same. Our asset liability committee develops its view of future rate trends and strives to manage rate risk within a targeted range by monitoring economic indicators, examining the views of economists and other experts, and understanding the current status of our balance sheet. Our annual budget reflects the anticipated rate environment for the next twelve months. The asset liability committee conducts a quarterly analysis of the rate sensitivity position and reports its results to our board of directors.

The asset liability committee employs multiple modeling scenarios to analyze the maturities of rate-sensitive assets and liabilities. The interest rate risk model measures the "gap" which is defined as the difference between the dollar amount of rate-sensitive assets repricing during a period and the volume of rate-sensitive liabilities repricing during the same period. The gap is also expressed as the ratio of rate-sensitive assets divided by rate-sensitive liabilities. If the ratio is greater than "one," the dollar value of assets exceeds the dollar value of liabilities; the balance sheet is "asset sensitive." Conversely, if the value of liabilities exceeds the value of assets, the ratio is less than one and the balance sheet is "liability sensitive." Our internal policy requires management to maintain the gap such that net interest margins will not change more than 10% if interest rates change 100 basis points or more than 15% if interest rates change 200 basis points. As of [December 31, 2022](#) [December 31, 2023](#), our gap was within such ranges.

The interest rate risk model measures scheduled maturities in periods of three months, four to twelve months, one to five years and over five years. The chart below illustrates our rate-sensitive position at **December 31, 2022** **December 31, 2023**. Management uses the one-year gap as the appropriate time period for setting strategy.

Rate Sensitive Gap Analysis	Rate Sensitive Gap Analysis					Rate Sensitive Gap Analysis				
	1-3 Months	4-12 Months	1-5 Years	Over 5 Years	Total	1-3 Months	4-12 Months	1-5 Years	Over 5 Years	Total
	(Dollars in Thousands)					(Dollars in Thousands)				
Interest-earning assets:										
Loans, including mortgages held for sale	\$ 5,013,349	\$ 1,696,696	\$ 4,436,221	\$ 397,011	\$ 11,543,278	\$ 5,558,992	\$ 1,674,176	\$ 4,003,951	\$ 426,784	\$ 11,663,903
Securities	63,079	119,636	1,043,469	460,485	1,686,670	202,834	592,306	812,661	285,271	1,893,073
Federal funds sold	1,515	-	-	-	1,515	100,575	-	-	-	100,575
Interest bearing balances with banks	708,221	-	-	-	708,221	1,907,083	-	-	-	1,907,083
Total interest-earning assets	\$ 5,786,165	\$ 1,816,333	\$ 5,479,690	\$ 857,496	\$ 13,939,684	\$ 7,769,484	\$ 2,266,483	\$ 4,816,612	\$ 712,055	\$ 15,564,634
Interest-bearing liabilities:										
Deposits:										
Interest-bearing checking	\$ 1,845,939	\$ -	\$ -	\$ -	\$ 1,845,939	\$ 2,396,078	\$ -	\$ -	\$ -	\$ 2,396,078
Money market and savings	5,515,052	-	-	-	5,515,052	7,078,990	-	-	-	7,078,990
Time deposits	311,315	336,066	215,426	-	862,807	296,906	604,146	254,290	-	1,155,342
Federal funds purchased	-	-	-	64,726	64,726	-	-	30,000	34,735	64,735
Other borrowings	1,618,798	-	-	-	1,618,798	1,256,724	-	-	-	1,256,724
Total interest-bearing liabilities	9,291,104	336,066	215,426	64,726	9,907,322	11,028,698	604,146	284,290	34,735	11,951,869
Interest sensitivity gap	\$ (3,504,939)	\$ 1,480,267	\$ 5,264,264	\$ 792,770	\$ 4,032,362	\$ (3,259,214)	\$ 1,662,336	\$ 4,532,322	\$ 677,320	\$ 3,612,765
Cumulative sensitivity gap	\$ (3,504,939)	\$ (2,024,672)	\$ 3,239,591	\$ 4,032,362	\$ -	\$ (3,259,214)	\$ (1,596,877)	\$ 2,935,445	\$ 3,612,765	\$ -

Percent of cumulative sensitivity									
Gap to total interest-earning assets	(25.14)%	(14.52)%	23.24%	28.93%	(20.94)%	(10.26)%	18.86%	23.21%	

The interest rate risk model that defines the gap position also performs a “rate shock” test of the balance sheet. The rate shock procedure measures the impact on the economic value of equity (EVE) (“EVE”), which is a measure of long term long-term interest rate risk. EVE is the difference between the market value of our assets and the liabilities and is our liquidation value. In EVE analysis, the model calculates the discounted cash flow or market value of each category on the balance sheet. The percentage change in EVE is a measure of the volatility of risk. Regulatory guidelines specify a maximum change of 30% for a 200 basis points rate change. After starting the year 2022 at a rate of 0.15%, the Federal Reserve increased its targeted federal funds rate by 425 525 basis points and ended the 2022 year 2023 at a 4.40% 5.40%. At December 31, 2022 As of December 31, 2023, the model shows an increase decreases in our EVE for an upward shift of 100 basis points and decrease in upward shifts of 200, 300 and 400 basis points. all rate shock scenarios.

The chart below identifies the EVE impact of a downward shift rate shocks of down 400 to up 400 in rates of 100 basis points and an upward shift in rates of 100, 200, 300 and 400 basis points. point increments.

Economic Value of Equity Under Rate Shock	Economic Value of Equity Under Rate Shock						Economic Value of Equity				
	At December 31, 2022						At December 31, 2023				
At December 31, 2023											
	0 bps	-100 bps	+100 bps	+200 bps	+300 bps	+400 bps	0 bps	-400 bps	-300 bps	-200 bps	-100 bps
	(Dollars in Thousands)						(Dollars in Thousands)				
Economic value of equity	\$ 1,297,896	\$ 1,216,129	\$ 1,299,194	\$ 1,283,619	\$ 1,275,832	\$ 1,264,151	\$ 1,440,405	\$ 1,148,003	\$ 1,270,437	\$ 1,361,183	\$ 1,420,231
Actual dollar change		\$ (81,767)	\$ 1,298	\$ (14,277)	\$ (22,064)	\$ (33,745)		\$ (292,402)	\$ (169,968)	\$ (79,222)	\$ (20,166)
Percent change		(6.30)%	0.10%	(1.10)%	(1.70)%	(2.60)%		(20.30)%	(11.80)%	(5.50)%	(1.40)%

The one-year gap ratio of negative -14.52% (10.26) indicates that we would show a decrease in net interest income would decrease in a rising rate environment, and the EVE rate shock shows that the EVE would increase decrease less in a rising rate environment. The EVE simulation model is a static model which provides information only at a certain point in time. For example, in a rising rate environment, the model does not take into account actions which management might take to change the impact of rising rates on us. Given that limitation, it is still useful in assessing the long-range impact of unanticipated movements in interest rates.

The above analysis may not on its own be an entirely accurate indicator of how net interest income or EVE will be affected by changes in interest rates. Income associated with interest earning assets and costs associated with interest bearing liabilities may not be affected uniformly by changes in interest rates. In addition, the magnitude and duration of changes in interest rates may have a significant impact on net interest income. Interest rates on certain types of assets and liabilities fluctuate in advance of changes in general market rates, while interest rates on other types may lag behind changes in general market rates. Our asset liability committee develops its view of future rate trends by monitoring economic indicators, examining the views of economists and other experts, and understanding the current status of our balance sheet and conducts a quarterly analysis of the rate sensitivity position. The results of the analysis are reported to our board of directors on a quarterly basis.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data required by Regulations S-X and by Item 302 of Regulation S-K are set forth in the pages listed below.

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Report of Independent Registered Public Accounting Firm

To the **Stockholders** **shareholders** and **Board** **the board** of **Directors**
directors of ServisFirst Bancshares, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of ServisFirst Bancshares, Inc. and subsidiaries (the "Company") as of **December 31, 2022** **December 31, 2023** and **2021**, **2022**, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended **December 31, 2022** **December 31, 2023**, and the related notes (collectively referred to as the "financial "consolidated financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of **December 31, 2022** **December 31, 2023** and **2021**, **2022**, and the results of its operations and its cash flows for each of the years in the three-year period ended **December 31, 2022** **December 31, 2023**, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated **February 28, 2023** **February 29, 2024**, expressed an unqualified opinion thereon.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits.

We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinions opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for Credit Loan Losses on Loans

As described in Notes 1 and 3 to the financial statements, the Company's loan portfolio and the associated allowance for credit losses ("allowance") were \$11.7 billion \$11.66 billion and \$146.3 million \$153.3 million as of December 31, 2022 December 31, 2023, respectively. The As further described in Notes 1 and 3 to the consolidated financial statements, the amount of the allowance represents management's best estimate of current expected credit losses on loans considering the loan portfolios, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition characteristics of the loan portfolio current and projected the economic conditions, industry and peer bank loan quality indications and other pertinent factors, including regulatory recommendations. As further described in Notes 1 and 3 to the financial statements, to environment. To calculate the allowance, loans with similar risk characteristics are collectively evaluated in pools and loans that do not share similar risk characteristics are excluded from the collective pools and evaluated on an individual basis. Management evaluates each loan pool utilizing a discounted cash flow, probability of default / loss given default or remaining life method, depending on the nature of the loan pool. Losses are predicted over a period of time determined to be reasonable and supportable, and after such period, losses are reverted to long term historical averages. The estimated credit losses for each loan pool are then adjusted for qualitative factors not inherently considered in the quantitative analyses. Consideration is given to the following factors: lending policy, changes in nature and volume of loans, staff experience, changes in volume and trends of problem loans, concentration risk, trends in underlying collateral values, external factors, quality of loan review system and other economic conditions. Estimating qualitative factor adjustments requires significant judgment and can either increase or decrease the quantitative model estimation.

We identified the allowance for credit losses, and more specifically the qualitative factor adjustments applied in the allowance, as a critical audit matter. The principal considerations consideration for our determination of the qualitative factor adjustments as a critical audit matter are is the subjectivity of the assumptions that management utilized in determining and applying qualitative factors in the allowance model. Furthermore, certain inputs and assumptions lack observable data and, therefore, applying audit procedures required a higher degree of auditor judgment and subjectivity due to the nature and extent of audit evidence and effort required to address this matter.

The primary audit procedures we performed to address this critical audit matter included:

- Evaluated the design and tested the operating effectiveness of key controls relating to the Company's allowance, including controls over the determination of qualitative factor adjustments, the precision of management's review and approval of the resulting estimate, and testing of the model's performance.
- Assessed the appropriateness and reasonableness of the qualitative factor adjustment framework, including evaluating management's judgments as to which factors and relevant assessed risks impacted the qualitative adjustments for each loan pool.
- Evaluated and tested the reasonableness and relevance of data utilized in the qualitative factor adjustments, including considering the data's completeness and accuracy and testing the mathematical accuracy of the calculations.
- Utilized the assistance of the firm's internal specialists to test the mathematical operation of the model and to evaluate the reasonableness of assumptions and judgments used in the forecast components.
- Analyzed the total qualitative factor adjustment applied to each loan pool, in comparison to changes in the Company's quantitatively driven expected credit losses and loan pools and evaluated the appropriateness and level of the total qualitative factor adjustment applied in the overall allowance.

/s/ FORVIS, LLP

(Formerly, Dixon Hughes Goodman LLP)

We have served as the Company's auditor since 2014.

Atlanta, Georgia

Tampa, Florida

February 28, 2023

29, 2024

Report of Independent Registered Public Accounting Firm

To the **Stockholders and Board of Directors** and **Stockholders**

ServisFirst Bancshares, Inc.

Opinion on ~~the Internal Control~~ **over** **Over** Financial Reporting

We have audited ServisFirst Bancshares, Inc. and subsidiaries' (the "Company") internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of **December 31, 2022** **December 31, 2023** and **2021, 2022**, and for each of the three years in the period ended **December 31, 2022** **December 31, 2023**, and our report dated **February 28, 2023** **February 29, 2024**, expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

~~Definitions~~ **Definition** and Limitations of Internal Control ~~over~~ **Over** Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of reliable financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

/s/ FORVIS, LLP

(Formerly, Dixon Hughes Goodman LLP)

Atlanta, Georgia

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)

	December 31, 2022	December 31, 2021
ASSETS		
Cash and due from banks	\$ 106,317	\$ 56,934
Interest-bearing balances due from depository institutions	708,221	4,106,790
Federal funds sold	1,515	58,372
Cash and cash equivalents	816,053	4,222,096
Available for sale debt securities, at fair value	644,815	842,570
Held to maturity debt securities (fair value of \$935,953 at December 31, 2022 and \$466,286 at December 31, 2021)	1,034,121	462,957
Restricted equity securities	7,734	7,311
Mortgage loans held for sale	1,607	1,114
Loans	11,687,968	9,532,934
Less allowance for credit losses	(146,297)	(116,660)
Loans, net	11,541,671	9,416,274
Premises and equipment, net	59,850	60,300
Accrued interest and dividends receivable	48,422	34,831
Deferred tax asset, net	60,448	37,772
Other real estate owned and repossessed assets	248	1,208
Bank owned life insurance contracts	287,752	283,074
Goodwill and other identifiable intangible assets	13,615	13,638
Other assets	79,417	65,661
Total assets	\$ 14,595,753	\$ 15,448,806
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Non-interest-bearing demand	\$ 3,321,347	\$ 4,799,767
Interest-bearing	8,225,458	7,653,069
Total deposits	11,546,805	12,452,836
Federal funds purchased	1,618,798	1,711,777
Other borrowings	64,726	64,706
Accrued interest and dividends payable	18,615	13,619
Other liabilities	48,913	53,853
Total liabilities	13,297,857	14,296,791
Stockholders' equity:		
Preferred stock, par value \$0.001 per share; 1,000,000 authorized and undesignated at December 31, 2022 and December 31, 2021	-	-
Common stock, par value \$0.001 per share; 200,000,000 shares authorized, 54,326,527 shares issued and outstanding at December 31, 2022; and 100,000,000 shares authorized, 54,227,060 shares issued and outstanding at December 31, 2021	54	54
Additional paid-in capital	229,693	226,397

Retained earnings	1,109,902	911,008
Accumulated other comprehensive (loss) income	(42,253)	14,056
Total stockholders' equity attributable to ServisFirst Bancshares, Inc.	1,297,396	1,151,515
Noncontrolling interest	500	500
Total stockholders' equity	1,297,896	1,152,015
Total liabilities and stockholders' equity	\$ 14,595,753	\$ 15,448,806

See Notes to Consolidated Financial Statements.

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share amounts)

	Year Ended December 31,		
	2022	2021	2020
Interest income:			
Interest and fees on loans	\$ 499,691	\$ 385,721	\$ 362,664
Taxable securities	40,722	25,413	22,122
Nontaxable securities	137	302	739
Federal funds sold	1,556	29	332
Other interest and dividends	17,209	4,840	3,165
Total interest income	559,315	416,305	389,022
Interest expense:			
Deposits	59,396	26,569	45,230
Borrowed funds	29,027	5,233	5,755
Total interest expense	88,423	31,802	50,985
Net interest income	470,892	384,503	338,037
Provision for credit losses	37,607	31,517	42,434
Net interest income after provision for credit losses	433,285	352,986	295,603
Noninterest income:			
Service charges on deposit accounts	8,033	6,839	7,528
Mortgage banking	2,438	7,340	8,747
Credit card income	9,917	7,347	5,916
Securities (losses) gains	(6,168)	620	-
Increase in cash surrender value life insurance	6,478	6,642	6,310
Other operating income	12,661	4,664	1,615
Total noninterest income	33,359	33,452	30,116
Noninterest expenses:			
Salaries and employee benefits	77,952	67,728	61,414
Equipment and occupancy expense	12,319	11,404	10,070
Third party processing and other services	27,333	16,362	13,778
Professional services	4,277	3,891	4,242
FDIC and other regulatory assessments	4,565	5,679	4,354
Other real estate owned expense	295	868	2,163
Other operating expenses	31,075	27,157	15,490
Total noninterest expenses	157,816	133,089	111,511
Income before income taxes	308,828	253,349	214,208
Provision for income taxes	57,324	45,615	44,639
Net income	251,504	207,734	169,569
Dividends on preferred stock	62	62	63

Net income available to common stockholders	\$ 251,442	\$ 207,672	\$ 169,506
Basic earnings per common share	\$ 4.63	\$ 3.83	\$ 3.15
Diluted earnings per common share	\$ 4.61	\$ 3.82	\$ 3.13

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)

	December 31, 2023	December 31, 2022
ASSETS		
Cash and due from banks	\$ 123,430	\$ 106,317
Interest-bearing balances due from depository institutions	1,907,083	708,221
Federal funds sold	100,575	1,515
Cash and cash equivalents	2,131,088	816,053
Available-for-sale debt securities, at fair value	900,183	644,815
Held-to-maturity debt securities (fair value of \$907,191 and \$935,953, respectively)	982,664	1,034,121
Restricted equity securities	10,226	7,734
Mortgage loans held for sale	5,074	1,607
Loans	11,658,829	11,687,968
Less allowance for credit losses	(153,317)	(146,297)
Loans, net	11,505,512	11,541,671
Premises and equipment, net	59,324	59,850
Accrued interest and dividends receivable	59,181	48,422
Deferred tax asset, net	62,918	60,448
Other real estate owned and repossessed assets	995	248
Bank owned life insurance contracts	292,759	287,752
Goodwill	13,615	13,615
Other assets	106,129	79,417
Total assets	\$ 16,129,668	\$ 14,595,753
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Non-interest-bearing demand	\$ 2,643,101	\$ 3,321,347
Interest-bearing	10,630,410	8,225,458
Total deposits	13,273,511	11,546,805
Federal funds purchased	1,256,724	1,618,798
Other borrowings	64,735	64,726
Accrued interest and dividends payable	27,545	18,615
Other liabilities	66,748	48,913
Total liabilities	14,689,263	13,297,857
Stockholders' equity:		
Preferred stock, par value \$0.001 per share; 1,000,000 authorized and undesignated at December 31, 2023 and December 31, 2022	-	-
Common stock, par value \$0.001 per share; 200,000,000 shares authorized: 54,461,580 shares issued and outstanding at December 31, 2023; and 54,326,527 shares issued and outstanding at December 31, 2022	54	54
Additional paid-in capital	232,605	229,693
Retained earnings	1,254,841	1,109,902
Accumulated other comprehensive loss	(47,595)	(42,253)

Total stockholders' equity attributable to ServisFirst Bancshares, Inc.	1,439,905	1,297,396
Noncontrolling interest	500	500
Total stockholders' equity	1,440,405	1,297,896
Total liabilities and stockholders' equity	\$ 16,129,668	\$ 14,595,753

See Notes to Consolidated Financial Statements.

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Year Ended December 31,		
	2022	2021	2020
Net income	\$ 251,504	\$ 207,734	\$ 169,569
Other comprehensive (loss) income, net of tax:			
Unrealized net holding (losses) gains arising during period from securities available for sale, net of tax of \$(19,336), \$(2,705) and \$3,845 for 2022, 2021, and 2020, respectively	(59,768)	(10,181)	14,469
Amortization of net unrealized (losses) on securities transferred from available-for-sale to held-to-maturity, net of tax of (\$375) and (\$319) for 2022 and 2021, respectively	(1,414)	(1,196)	-
Reclassification adjustment for securities transferred from available-for-sale to held-to-maturity net of tax of \$1,480 for 2021	-	5,705	-
Reclassification adjustment for net losses (gains) on call and sale of securities, net of tax of \$1,295 and \$(130), for 2022 and 2021, respectively	4,873	(490)	-
Other comprehensive (loss) income, net of tax	(56,309)	(6,162)	14,469
Comprehensive income	\$ 195,195	\$ 201,572	\$ 184,038

See Notes to Consolidated Financial Statements.

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands, except share amounts)

Year Ended December 31,

	Common Shares	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (loss)	Non- controlling Interest	Total Stockholders' Equity
Balance, January 1, 2020	53,623,740	\$ -	\$ 54	\$ 219,766	\$ 616,611	\$ 5,749	\$ 502	\$ 842,682
Common dividends paid, \$0.525 per share	-	-	-	-	(28,230)	-	-	(28,230)
Common dividends declared, \$0.20 per share	-	-	-	-	(10,787)	-	-	(10,787)
Preferred dividends paid	-	-	-	-	(63)	-	-	(63)
Exit tax credit partnership	-	-	-	-	-	-	(2)	(2)
Impact of adopting ASC 326	-	-	-	-	1,124	-	-	1,124

Issue restricted shares pursuant to stock incentives, net of forfeitures	33,195	-	-	-	-	-	-	-	-
Issue shares of common stock upon exercise of stock options	286,816	-	-	3,487	-	-	-	-	3,487
16,862 shares of common stock withheld in net settlement upon exercise of stock options	-	-	-	(729)	-	-	-	-	(729)
Stock-based compensation expense	-	-	-	1,332	-	-	-	-	1,332
Other comprehensive income, net of tax	-	-	-	-	-	14,469	-	-	14,469
Net income	-	-	-	-	169,569	-	-	-	169,569
Balance, December 31, 2020	53,943,751	\$ -	\$ 54	\$ 223,856	\$ 748,224	\$ 20,218	\$ 500	\$ 992,852	
Common dividends paid, \$0.60 per share	-	-	-	-	(32,520)	-	-	(32,520)	
Common dividends declared, \$0.23 per share	-	-	-	-	(12,472)	-	-	(12,472)	
Preferred dividends paid	-	-	-	-	(62)	-	-	(62)	
Dividends on nonvested restricted stock recognized as compensation expense	-	-	-	-	104	-	-	104	
Issue restricted shares pursuant to stock incentives, net of forfeitures	57,570	-	-	-	-	-	-	-	
Issue shares of common stock upon exercise of stock options	225,739	-	-	3,534	-	-	-	3,534	
52,461 shares of common stock withheld in net settlement upon exercise of stock options	-	-	-	(2,848)	-	-	-	(2,848)	
Stock-based compensation expense	-	-	-	1,855	-	-	-	1,855	
Other comprehensive (loss), net of tax	-	-	-	-	-	(6,162)	-	(6,162)	
Net income	-	-	-	-	207,734	-	-	207,734	
Balance, December 31, 2021	54,227,060	\$ -	\$ 54	\$ 226,397	\$ 911,008	\$ 14,056	\$ 500	\$ 1,152,015	
Common dividends paid, \$0.69 per share	-	-	-	-	(37,470)	-	-	(37,470)	
Common dividends declared, \$0.28 per share	-	-	-	-	(15,211)	-	-	(15,211)	
Preferred dividends paid	-	-	-	-	(62)	-	-	(62)	

Dividends on nonvested restricted stock recognized as compensation expense	-	-	-	-	133	-	-	133
Issue restricted shares pursuant to stock incentives, net of forfeitures	42,765	-	-	-	-	-	-	-
Issue shares of common stock upon exercise of stock options	56,702	-	-	1,232	-	-	-	1,232
13,798 shares of common stock withheld in net settlement upon exercise of stock options	-	-	-	(1,143)	-	-	-	(1,143)
Stock-based compensation expense	-	-	-	3,207	-	-	-	3,207
Other comprehensive (loss), net of tax	-	-	-	-	-	(56,309)	-	(56,309)
Net income	-	-	-	-	251,504	-	-	251,504
Balance, December 31, 2022	<u>54,326,527</u>	<u>\$ -</u>	<u>\$ 54</u>	<u>\$ 229,693</u>	<u>\$ 1,109,902</u>	<u>\$ (42,253)</u>	<u>\$ 500</u>	<u>\$ 1,297,896</u>

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share amounts)

	Year Ended December 31,		
	2023	2022	2021
Interest income:			
Interest and fees on loans	\$ 699,101	\$ 499,691	\$ 385,721
Taxable securities	53,499	40,722	25,413
Nontaxable securities	65	137	302
Federal funds sold	2,844	1,556	29
Other interest and dividends	57,737	17,209	4,840
Total interest income	<u>813,246</u>	<u>559,315</u>	<u>416,305</u>
Interest expense:			
Deposits	331,740	59,396	26,569
Borrowed funds	70,569	29,027	5,233
Total interest expense	<u>402,309</u>	<u>88,423</u>	<u>31,802</u>
Net interest income	<u>410,937</u>	<u>470,892</u>	<u>384,503</u>
Provision for credit losses	<u>18,715</u>	<u>37,607</u>	<u>31,517</u>
Net interest income after provision for credit losses	<u>392,222</u>	<u>433,285</u>	<u>352,986</u>
Noninterest income:			
Service charges on deposit accounts	8,420	8,033	6,839
Mortgage banking	2,755	2,438	7,340
Credit card income	8,631	9,917	7,347
Securities (losses) gains	-	(6,168)	620
Increase in cash surrender value life insurance	7,574	6,478	6,642
Other operating income	<u>3,037</u>	<u>12,661</u>	<u>4,664</u>

Total noninterest income	30,417	33,359	33,452
Noninterest expenses:			
Salaries and employee benefits	80,965	77,952	67,728
Equipment and occupancy expense	14,295	12,319	11,404
Third party processing and other services	27,872	27,333	16,362
Professional services	5,916	4,277	3,891
FDIC and other regulatory assessments	15,614	4,565	5,679
Other real estate owned expense	47	295	868
Other operating expenses	33,342	31,075	27,157
Total noninterest expenses	178,051	157,816	133,089
Income before income taxes	244,588	308,828	253,349
Provision for income taxes	37,735	57,324	45,615
Net income	206,853	251,504	207,734
Dividends on preferred stock	62	62	62
Net income available to common stockholders	\$ 206,791	\$ 251,442	\$ 207,672
Basic earnings per common share	\$ 3.80	\$ 4.63	\$ 3.83
Diluted earnings per common share	\$ 3.79	\$ 4.61	\$ 3.82

See Notes to Consolidated Financial Statements.

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES			
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME			
(In thousands)			
	Year Ended December 31,		
	2023	2022	2021
Net income	\$ 206,853	\$ 251,504	\$ 207,734
Other comprehensive loss, net of tax:			
Unrealized net holding losses arising during period from securities available for sale, net of tax of \$(1,593), \$(19,336), and \$(2,705) for 2023, 2022, and 2021, respectively	(4,754)	(59,768)	(10,181)
Amortization of net unrealized (losses) on securities transferred from available-for-sale to held-to-maturity, net of tax of \$(197), \$(375), and \$(319) for 2023, 2022, and 2021 respectively	(588)	(1,414)	(1,196)
Reclassification adjustment for securities transferred from available-for-sale to held-to-maturity net of tax of \$1,480 for 2021	-	-	5,705
Reclassification adjustment for net losses (gains) on call and sale of securities, net of tax of \$1,295 and \$(130), for 2022 and 2021, respectively	-	4,873	(490)
Other comprehensive loss, net of tax	(5,342)	(56,309)	(6,162)
Comprehensive income	\$ 201,511	\$ 195,195	\$ 201,572

See Notes to Consolidated Financial Statements.

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES	
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY	
(In thousands, except share amounts)	
Year Ended December 31,	

	Common Shares	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non- controlling Interest	Total Stockholders' Equity
Balance, January 1, 2021	53,943,751	\$ -	\$ 54	\$ 223,856	\$ 748,224	\$ 20,218	\$ 500	\$ 992,852
Common dividends paid, \$0.60 per share		-	-	-	(32,520)	-	-	(32,520)
Common dividends declared, \$0.23 per share		-	-	-	(12,472)	-	-	(12,472)
Preferred dividends paid		-	-	-	(62)	-	-	(62)
Dividends on nonvested restricted stock recognized as compensation expense	-	-	-	-	104	-	-	104
Issue restricted shares pursuant to stock incentives, net of forfeitures	57,570	-	-	-	-	-	-	-
Issue shares of common stock upon exercise of stock options	225,739	-	-	3,534	-	-	-	3,534
52,461 shares of common stock withheld in net settlement upon exercise of stock options				(2,848)	-	-	-	(2,848)
Stock-based compensation expense		-	-	1,855	-	-	-	1,855
Other comprehensive loss, net of tax		-	-	-	-	(6,162)	-	(6,162)
Net income		-	-	-	207,734	-	-	207,734
Balance, December 31, 2021	54,227,060	\$ -	\$ 54	\$ 226,397	\$ 911,008	\$ 14,056	\$ 500	\$ 1,152,015
Common dividends paid, \$0.69 per share		-	-	-	(37,470)	-	-	(37,470)
Common dividends declared, \$0.28 per share		-	-	-	(15,211)	-	-	(15,211)
Preferred dividends paid		-	-	-	(62)	-	-	(62)
Dividends on nonvested restricted stock recognized as compensation expense	-	-	-	-	133	-	-	133
Issue restricted shares pursuant to stock incentives, net of forfeitures	42,765	-	-	-	-	-	-	-
Issue shares of common stock upon exercise of stock options	56,702	-	-	1,232	-	-	-	1,232
13,798 shares of common stock withheld in net settlement upon exercise of stock options				(1,143)	-	-	-	(1,143)
Stock-based compensation expense		-	-	3,207	-	-	-	3,207
Other comprehensive loss, net of tax		-	-	-	-	(56,309)	-	(56,309)
Net income		-	-	-	251,504	-	-	251,504

Balance, December 31, 2022	54,326,527	\$	-	\$	54	\$	229,693	\$	1,109,902	\$	(42,253)	\$	500	\$	1,297,896
Common dividends paid, \$0.84 per share			-		-		-		(45,711)		-		-		(45,711)
Common dividends declared, \$0.30 per share			-		-		-		(16,338)		-		-		(16,338)
Preferred dividends paid			-		-		-		(62)		-		-		(62)
Dividends on nonvested restricted stock recognized as compensation expense	-		-		-		-		197		-		-		197
Issue restricted shares pursuant to stock incentives, net of forfeitures	51,881		-		-		-		-		-		-		-
Issue shares of common stock upon exercise of stock options	83,172		-		-		1,287		-		-		-		1,287
29,028 shares of common stock withheld in net settlement upon exercise of stock options							(1,975)		-		-		-		(1,975)
Stock-based compensation expense			-		-		3,600		-		-		-		3,600
Other comprehensive loss, net of tax			-		-		-		-		(5,342)		-		(5,342)
Net income			-		-		-		206,853		-		-		206,853
Balance, December 31, 2023	54,461,580	\$	-	\$	54	\$	232,605	\$	1,254,841	\$	(47,595)	\$	500	\$	1,440,405

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Year Ended December 31,		
	2022	2021	2020
OPERATING ACTIVITIES			
Net income	\$ 251,504	\$ 207,734	\$ 169,569
Adjustments to reconcile net income to net cash provided by operating activities:			
Deferred tax	(2,615)	(5,061)	(9,727)
Provision for credit losses	37,607	31,517	42,434
Depreciation	4,100	4,118	3,832
Accretion on acquired loans	157	43	(100)
Amortization of core deposit intangible	23	270	271
Amortization of investments in tax credit partnerships	11,716	6,840	-
Net amortization of debt securities available for sale	2,581	14,665	5,605
(Increase) decrease in accrued interest and dividends receivable	(13,591)	2,010	(10,579)
Stock-based compensation expense	3,207	1,855	1,332
Increase in accrued interest and dividends payable	4,996	1,298	387
Proceeds from sale of mortgage loans held for sale	50,922	234,086	284,881
Originations of mortgage loans held for sale	(48,977)	(213,435)	(284,247)
Loss (gain) on sale of securities available for sale	6,168	(620)	-
Gain on sale of mortgage loans held for sale	(2,438)	(7,340)	(8,747)
Net (gain) loss on sale of other real estate owned and repossessed assets	(501)	288	(8)

Write down of other real estate owned and repossessed assets	225	845	1,861
Operating losses of tax credit partnerships	-	4	4
Increase in cash surrender value of life insurance contracts	(6,478)	(6,642)	(6,310)
Net change in other assets, liabilities, and other operating activities	(25,980)	(6,144)	832
Net cash provided by operating activities	272,627	266,331	191,290
INVESTMENT ACTIVITIES			
Purchases of debt securities available for sale	(76,360)	(416,903)	(334,596)
Proceeds from maturities, calls and paydowns of debt securities available for sale	115,750	177,166	220,993
Proceeds from sale of debt securities available for sale	75,036	5,000	-
Purchases of debt securities held to maturity	(648,266)	(290,769)	-
Proceeds from maturities, calls and paydowns of debt securities held to maturity	75,311	94,797	-
Purchases of restricted equity securities	(423)	(7,311)	-
Investment in tax credit partnerships and SBIC	(20,277)	(43,912)	(636)
Return of capital from tax credit partnerships and SBIC	434	-	-
Increase in loans	(2,164,114)	(1,072,363)	(1,236,698)
Purchases of premises and equipment	(3,650)	(9,449)	(2,305)
Purchase of bank owned life insurance contracts	-	(45)	(60,682)
Proceeds from death benefit of bank owned life insurance contracts	2,153	-	-
Proceeds from sale of other real estate owned and repossessed assets	2,282	2,695	2,853
Expenditures for other real estate owned	(93)	-	-
Net cash used in investing activities	(2,642,217)	(1,561,094)	(1,411,071)
FINANCING ACTIVITIES			
Net (decrease) increase in non-interest-bearing deposits	(1,478,420)	2,010,995	1,038,893
Net increase in interest-bearing deposits	572,389	466,117	1,406,398
Net (decrease) increase in federal funds purchased	(92,979)	860,232	380,796
Proceeds from issuance of 4% Subordinated Notes due October 21, 2030, net of issuance cost	-	-	34,750
Repayment of 5% Subordinated Notes due July 15, 2025	-	-	(34,710)
Proceeds from exercise of stock options	1,232	3,534	3,487
Taxes paid in net settlement of tax obligation upon exercise of stock options	(1,143)	(2,848)	(729)
Dividends paid on common stock	(37,470)	(32,520)	(28,230)
Dividends paid on preferred stock	(62)	(62)	(63)
Net cash (used in) provided by financing activities	(1,036,453)	3,305,448	2,800,592
Net (decrease) increase in cash and cash equivalents	(3,406,043)	2,010,685	1,580,811
Cash and cash equivalents at beginning of period	4,222,096	2,211,411	630,600
Cash and cash equivalents at end of period	\$ 816,053	\$ 4,222,096	\$ 2,211,411
SUPPLEMENTAL DISCLOSURE			
Cash paid/(received) for:			
Interest	\$ 83,427	\$ 30,504	\$ 50,598
Income taxes	68,665	56,651	50,867
Income tax refund	(142)	(3)	(47)
NONCASH TRANSACTIONS			
Other real estate acquired in settlement of loans	\$ 1,046	\$ 2,318	\$ 2,945
Internally financed sale of other real estate owned	-	3,779	40
Debt securities available for sale transferred to held to maturity	-	261,026	-
Dividends on nonvested restricted stock reclassified as compensation expense	133	104	-
Dividends declared	15,211	12,472	10,787

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

Year Ended December 31,

	2023	2022	2021
OPERATING ACTIVITIES			
Net income	\$ 206,853	\$ 251,504	\$ 207,734
Adjustments to reconcile net income to net cash provided by operations			
Deferred tax benefit	(1,005)	(2,615)	(5,061)
Provision for credit losses	18,715	37,607	31,517
Depreciation	4,436	4,100	4,118
Accretion on acquired loans	197	157	43
Amortization of core deposit intangible	-	23	270
Amortization of investments in tax credit partnerships	14,353	11,716	6,840
Net amortization of debt securities available-for-sale	49	2,581	14,665
Increase in accrued interest and dividends receivable	(10,759)	(13,591)	2,010
Stock-based compensation expense	3,600	3,207	1,855
Increase in accrued interest and dividends payable	8,930	4,996	1,298
Proceeds from sale of mortgage loans held for sale	127,702	50,922	234,086
Originations of mortgage loans held for sale	(128,414)	(48,977)	(213,435)
Gain on sale of mortgage loans held for sale	(2,755)	(2,438)	(7,340)
Loss (gain) on sale of securities available for sale	-	6,168	(620)
Net loss (gain) on sale of other real estate owned and repossessed assets	28	(501)	288
Write down of other real estate owned and repossessed assets	-	225	845
Operating losses of tax credit partnerships	-	-	4
Increase in cash surrender value of life insurance contracts	(7,574)	(6,831)	(6,642)
Net change in other assets, liabilities, and other operating activities	(37,060)	(25,626)	(6,144)
Net cash provided by operating activities	197,296	272,627	266,331
INVESTMENT ACTIVITIES			
Purchases of debt securities available-for-sale	(1,001,811)	(76,360)	(416,903)
Proceeds from maturities, calls and paydowns of debt securities available-for-sale	746,398	115,750	177,166
Proceeds from sale of debt securities available-for-sale	-	75,036	5,000
Purchases of debt securities held-to-maturity	(48,723)	(648,266)	(290,769)
Proceeds from maturities, calls and paydowns of debt securities held-to-maturity	100,180	75,311	94,797
Purchases of restricted equity securities	(46,482)	(423)	(7,311)
Proceeds from sale of restricted equity securities	43,990	-	-
Investment in tax credit partnerships and SBIC	(9,303)	(20,277)	(43,912)
Return of capital from tax credit partnerships and SBIC	191	434	-
Decrease (increase) in loans	16,314	(2,164,114)	(1,072,363)
Purchases of premises and equipment	(3,910)	(3,650)	(9,449)
Purchase of bank owned life insurance contracts	-	-	(45)
Proceeds from death benefit of bank owned life insurance contracts	2,566	2,153	-
Proceeds from sale of other real estate owned and repossessed assets	158	2,282	2,695
Expenditures for other real estate owned	-	(93)	-
Net cash used in investing activities	(200,432)	(2,642,217)	(1,561,094)
FINANCING ACTIVITIES			
Net (decrease) increase in non-interest-bearing deposits	(678,246)	(1,478,420)	2,010,995
Net increase in interest-bearing deposits	2,404,952	572,389	466,117

Net (decrease) increase in federal funds purchased	(362,074)	(92,979)	860,232
FHLB advances	300,000	-	-
Repayment of FHLB advances	(300,000)	-	-
Proceeds from exercise of stock options	1,287	1,232	3,534
Taxes paid in net settlement of tax obligation upon exercise of stock options	(1,975)	(1,143)	(2,848)
Dividends paid on common stock	(45,711)	(37,470)	(32,520)
Dividends paid on preferred stock	(62)	(62)	(62)
Net cash provided by (used in) financing activities	1,318,171	(1,036,453)	3,305,448
Net increase (decrease) in cash and cash equivalents	1,315,035	(3,406,043)	2,010,685
Cash and cash equivalents at beginning of period	816,053	4,222,096	2,211,411
Cash and cash equivalents at end of period	\$ 2,131,088	\$ 816,053	\$ 4,222,096
SUPPLEMENTAL DISCLOSURE			
Cash paid/(received) for:			
Interest	\$ 393,379	\$ 83,427	\$ 30,504
Income taxes	53,991	68,665	56,651
Income tax refund	-	(142)	(3)
NONCASH TRANSACTIONS			
Other real estate acquired in settlement of loans	\$ 933	\$ 1,046	\$ 2,318
Internally financed sale of other real estate owned	-	-	3,779
Debt securities available for sale transferred to held to maturity	-	-	261,026
Dividends on nonvested restricted stock reclassified as compensation expense	197	133	104
Dividends declared	16,338	15,211	12,472

See Notes to Consolidated Financial Statements.

SERVISFIRST BANCSHARES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

ServisFirst Bancshares, Inc. (the “Company”) was formed on August 16, 2007 and is a bank holding company whose business is conducted by its wholly owned subsidiary ServisFirst Bank (the “Bank”). The Bank is headquartered in Birmingham, Alabama, and has provided a full range of banking services to individual and corporate customers throughout the Birmingham market since opening for business in May 2005. The Bank has since expanded into the Huntsville, Montgomery, Dothan and Mobile, **Alabama, Alabama**; Pensacola, Sarasota, Tallahassee, and Tampa Bay, **Florida, Florida**; Atlanta, **Georgia, Georgia**; Charleston, South **Carolina, Carolina**; Charlotte and Asheville, North **Carolina Carolina**; Nashville, Tennessee; and Nashville, Tennessee **Virginia Beach, Virginia** markets. The Bank owns all of the stock of SF Intermediate Holding Company, Inc., which, in turn, owns all of the stock of SF TN Realty Holdings, Inc., which, in turn, owns all of the common stock of the Company’s real estate investment trusts, SF Realty 1, Inc., SF FLA Realty, Inc., SF GA Realty, Inc. and SF TN Realty, Inc. More details about SF Intermediate Holding Company, Inc. and its subsidiaries are included in Note 11.

Reclassification

Certain amounts reported in prior years have been reclassified to conform to the current year’s presentation. These reclassifications had no effect on the Company’s results of operations, financial position, or net cash flow.

Basis of Presentation and Accounting Estimates

To prepare consolidated financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”), management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided,

and future results could differ. The allowance for credit losses, valuation of deferred tax assets and the fair value of financial instruments are particularly subject to change. All numbers are in thousands except share and per share data.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and other entities in which it has a controlling financial interest. All significant intercompany balances and transactions have been eliminated in consolidation. Non-controlling interest consists of preferred shares in the Company's real estate investment trusts, SF Realty 1, Inc., SF FLA Realty, Inc., SF GA Realty, Inc. and SF TN Realty, Inc. that are owned by third parties. The preferred shares in the real estate investment trusts receive dividends, which are included in the consolidated statements of income shown as income to non-controlling interest, and are redeemable at the Company's option.

Cash, Due from Banks, Interest-Bearing Balances due from Financial Institutions

Cash and due from banks include cash on hand, cash items in process of collection, amounts due from banks and interest bearing balances due from financial institutions. For purposes of cash flows, cash and cash equivalents include cash and due from banks and federal funds sold. Generally, federal funds are purchased and sold for one-day periods. Cash flows from loans, mortgage loans held for sale, federal funds sold, and deposits are reported net.

Debt Securities

Debt securities are classified based on the Company's intention on the date of purchase. All debt securities classified as available-for-sale are recorded at fair value with any unrealized gains and losses reported in accumulated other comprehensive income (loss), net of the deferred income tax effects. Debt securities that the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity and are carried at historical cost and adjusted for amortization of premiums and accretion of discounts.

Transfers of debt securities into the held-to-maturity category from available-for-sale category are made at fair value at the date of transfer. The unrealized holding gain or loss at the date of transfer is retained in other comprehensive income and in the carrying value of the held-to-maturity securities. Such amounts are amortized over the remaining life of the security.

Interest and dividends on securities, including amortization of premiums and accretion of discounts calculated under the effective interest method, are included in interest income. For certain securities, amortization of premiums and accretion of discounts is computed based on the anticipated life of the security which may be shorter than the stated life of the security. Realized gains and losses from the sale of securities are determined using the specific identification method and are recorded on the trade date of the sale.

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Restricted Equity Securities

Investments in restricted equity securities without a readily determinable market value are carried at cost.

Mortgage Loans Held for Sale

The Company classifies certain residential mortgage loans as held for sale. Typically, mortgage loans held for sale are sold to a third-party investor within a very short time period. The loans are sold without recourse and servicing is not retained. Net fees earned from this banking service are recorded in noninterest income.

In the course of originating mortgage loans and selling those loans in the secondary market, the Company makes various representations and warranties to the purchaser of the mortgage loans. Each loan is underwritten using government agency guidelines. Any exceptions noted during this process are remedied prior to sale. These representations and warranties also apply to underwriting the real estate appraisal opinion of value for the collateral securing these loans. Under the representations and warranties, failure by the Company to comply with the underwriting and/or appraisal standards could result in the Company being required to repurchase the mortgage loan or to reimburse the investor for losses incurred (make whole requests) if such failure cannot be cured by the Company within the specified period following discovery. The Company continues to experience an insignificant level of investor repurchase demands. There were no expenses incurred as part of these buyback obligations for the years ended December 31, 2022, 2023 and 2021.

Loans

Loans are reported at unpaid principal balances, less unearned fees and the allowance for credit losses. Interest on all loans is recognized as income based upon the applicable rate applied to the daily outstanding principal balance of the loans. Interest income on nonaccrual loans is recognized on a cash basis or cost recovery basis until the loan is returned to accrual status. A loan may be returned to accrual status if the Company is reasonably assured of repayment of principal and interest

and the borrower has demonstrated sustained performance for a period of at least six months. Loan fees, net of direct costs, are reflected as an adjustment to the yield of the related loan over the term of the loan. The Company does not have a concentration of loans to any one industry.

The accrual of interest on loans is discontinued when there is a significant deterioration in the financial condition of the borrower and full repayment of principal and interest is not expected or the principal or interest is more than 90 120 days past due, unless the loan is both well-collateralized and in the process of collection. Generally, all interest accrued but not collected for loans that are placed on nonaccrual status are reversed against current interest income. Interest collections on nonaccrual loans are generally applied as principal reductions. The Company determines past due or delinquency status of a loan based on contractual payment terms.

Troubled debt restructurings ("TDRs") Loan modifications are concessions granted to borrowers in the normal course of business, which would not otherwise be considered, where the borrowers are experiencing financial difficulty. The concessions granted most frequently for TDRs involve reductions or delays in required payments of principal and interest for a specified time, the rescheduling of payments in accordance with a bankruptcy plan or the charge-off of a portion of the loan. In some cases, the conditions of the credit also warrant nonaccrual status, even after the restructure occurs. As part of the credit approval process, the restructured loans are evaluated for adequate collateral protection in determining the appropriate accrual status at the time of restructure. TDR loans may be returned to accrual status if there has been at least a six-month sustained period of repayment performance by the borrower.

Allowance for Credit Losses ("ACL") and Impairment of Debt Securities

As described below under *Recently Adopted Accounting Pronouncements*, the Company adopted Accounting Standards Update ("ASU") 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("CECL") Accounting Standard Codification ("ASC") 326 effective January 1, 2020.

ACL – Debt Securities Held to Maturity

Management uses a systematic methodology to determine its ACL for held-to-maturity debt securities. The ACL is a contra-asset valuation account that is deducted from the amortized cost basis to present the net amount expected to be collected on the held-to-maturity portfolio. Management considers the effects of past events, current conditions, and reasonable and supportable forecasts on the collectability of the portfolio. The Company's estimate of its ACL involves a high degree of judgment; therefore, Management's process for determining expected credit losses may result in a range of expected credit losses. Management monitors the held-to-maturity portfolio to determine whether an ACL would need to be recorded. As of December 31, 2022 2023 and 2021, 2022, the Company had \$1.03 billion \$982.7 million and \$463.0 million \$1.03 billion, respectively, of held-to-maturity securities and no related ACL recorded respectively, for either year.

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Impairment of Debt Securities Available for Sale

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

Adjustments to the allowance are reported in the income statement as a component of credit loss expense. Debt securities are charged off against the allowance or, in the absence of any allowance, written down through income when deemed uncollectible by the Company or when either of the aforementioned criteria regarding intent or requirement to sell is met specifically for available-for-sale debt securities.

The Company excludes the accrued interest receivable balance from the amortized cost basis in measuring expected credit losses on debt securities and does not record an ACL on accrued interest receivable.

ACL – Loans

The ACL is based on the Company's evaluation of the loan portfolios, past loan loss experience, current asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay (including the timing of future payment), the estimated value of any underlying collateral, composition

of the loan portfolio, economic conditions, industry and peer bank loan quality indications and other pertinent factors, including regulatory recommendations. The process is inherently subjective and subject to significant change as it requires material estimates. The allowance is increased by a provision for credit losses, which is charged to expense, and reduced by charge-offs, net of recoveries. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance for credit losses. Such agencies may require the Company to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination.

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

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

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

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

ACL – Unfunded Loan Commitments

The ACL is a liability account representing expected credit losses over the contractual period for which the Company is exposed to credit risk resulting from a contractual obligation to extend credit. No allowance is recognized if the Company has the unconditional right to cancel the obligation. The ACL is reported as a component of other liabilities within the Consolidated Balance Sheets. Adjustments to the ACL for unfunded commitments are reported in the Consolidated Income Statements as a component of other operating expense.

Foreclosed Real Estate

Foreclosed real estate includes both formally foreclosed property and in-substance foreclosed property. At the time of foreclosure, foreclosed real estate is recorded at fair value less cost to sell, which becomes the property's new basis. Any write downs based on the asset's fair value at date of acquisition are charged to the allowance for credit losses. After foreclosure, these assets are carried at the lower of their new cost basis or fair value less cost to sell. Costs incurred in maintaining foreclosed real estate and subsequent adjustments to the carrying amount of the property are included in other operating expenses.

Premises and Equipment

Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation. Expenditures for additions and major improvements that significantly extend the useful lives of the assets are capitalized. Expenditures for repairs and maintenance are charged to expense as incurred. Assets which are disposed of are removed from the accounts and the resulting gains or losses are recorded in operations. Depreciation is calculated on a straight-line basis over the estimated useful lives of the related assets (3 to 39.5 years).

Leasehold improvements are amortized on a straight-line basis over the lesser of the lease terms or the estimated useful lives of the improvements.

Leases

The Company leases certain office space and equipment under operating leases. Leases are recognized as a liability to make lease payments and as an asset representing the right to use the asset during the lease term, or “lease liability” and “right-of-use asset,” respectively. The lease liability is measured as the present value of remaining lease payments, discounted at the Company’s incremental borrowing rate. The Company reports its right-of-use assets in other assets and its lease liabilities in other liabilities within the Consolidated Balance Sheets.

Certain of the leases include one or more renewal options that extend the initial lease term 1 to 5 years. The exercise of lease renewal options is typically at the Company’s sole discretion; therefore, a majority of renewals to extend lease terms are not included in the right-of-use assets and lease liabilities as they are not reasonably certain to be exercised. Renewal options are regularly evaluated and when they are reasonably certain to be exercised, are included in lease terms.

None of the Company’s leases provide an implicit discount rate. The Company uses its incremental collateralized borrowing rate based on the information available at the lease commencement date in determining the present value of the lease payments.

The Company does not recognize short-term leases on its Consolidated Balance Sheets. A short-term operating lease has an original term of 12 months or less and does not have a purchase option that is likely to be exercised.

Bank Owned Life Insurance (“BOLI”)

BOLI is comprised of long-term life insurance contracts on the lives of certain current and past employees where the insurance policy benefit and ownership are retained by the employer. Its cash surrender value is an asset that the Company uses to partially offset the future cost of employee benefits. The cash surrender value accumulation on BOLI is permanently tax deferred if the policy is held to the insured person’s death and certain other conditions are met.

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Goodwill and Other Identifiable Intangible Assets

The Company has recorded \$13.6 million of goodwill at December 31, 2022 2023 in connection with the acquisition of Metro Bancshares, Inc. in 2015. The Company tests its goodwill for impairment annually unless interim events or circumstances make it more likely than not that an impairment loss has occurred. Impairment is defined as the amount by which the carrying value of a reporting unit exceeds its fair value. Impairment losses, if incurred, would be charged to operating expense. For the purposes of evaluating goodwill, the Company has determined that it operates only one reporting unit.

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Other identifiable intangible assets include a core deposit intangible recorded in connection with the acquisition of Metro Bancshares, Inc. The core deposit intangible was fully amortized as of January of 2022.

Derivatives and Hedging Activities

As part of its overall interest rate risk management, the Company uses derivative instruments, which can include interest rate swaps, caps, and floors. All GAAP requires all derivative instruments are to be carried at fair value on the Consolidated Balance Sheets. Accounting standards provide This accounting standard provides special accounting provisions for derivative instruments that qualify for hedge accounting. To be eligible, the Company must specifically identify a derivative as a hedging instrument and identify the risk being hedged. The derivative instrument must be shown to meet specific requirements under this accounting standard.

The Company designates the derivative on the date the derivative contract is entered into as a hedge of the (1) the fair value of a recognized asset or liability or of an unrecognized firm commitment (a “fair-value” hedge) or (2) a forecasted transaction of the variability of cash flows to be received or paid generally in a forecasted transaction related to a recognized asset or liability (a “cash-flow” hedge). Changes in the fair value of a derivative that is highly effective as a fair-value hedge, and that is designated and qualifies as a fair-value hedge, along with the loss or gain on the hedged asset or liability that is attributable to the hedged risk (including losses or gains on firm commitments), are recorded in current-period earnings. The changes in a derivative’s fair value that are included in the assessment of hedge effectiveness for a derivative that is highly effective and that is designated and qualifies as a cash-flow hedge are recorded in other comprehensive income until earnings are affected by the variability of cash flows (e.g., when periodic settlements on a variable-rate asset or liability are recorded in earnings).

The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking various hedge transactions. This process includes linking all derivatives that are designated as fair-value or cash-flow hedges to specific assets and liabilities on the Consolidated Balance Sheets or to specific firm commitments or forecasted transactions. The Company also formally assesses, both at the hedge’s inception and on an ongoing basis, as necessary, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. When it is determined that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge, the Company discontinues hedge accounting prospectively, as discussed below. prospectively. The Company discontinues hedge accounting prospectively when: (1) it is determined that the derivative is no longer effective in offsetting changes in the fair value or cash flows of a hedged item (including firm commitments or forecasted transactions); (2) the derivative expires or is sold, terminated, or exercised; (3) the derivative is re-designated as a hedge instrument, because it is unlikely that a

forecasted transaction will occur; (4) a hedged firm commitment no longer meets the definition of a firm commitment; or (5) management determines that designation of the derivative as a hedge instrument is no longer appropriate.

When hedge accounting is discontinued because it is determined that the derivative no longer qualifies as an effective fair-value hedge, hedge accounting is discontinued prospectively and the derivative will continue to be carried on the balance sheet at its fair value with all changes in fair value being recorded in earnings but with no offsetting fair value adjustment being recorded on the hedged item. For a discontinued cash flow hedge the change in fair value is no longer recorded in other comprehensive income.

The Company uses derivatives to hedge interest rate exposures associated with mortgage loan originations. Interest rate lock commitments related to loans that are originated for later sale are classified as derivatives. In the normal course of business, the Company regularly extends these rate lock commitments to customers during the loan origination process. The fair values of the Company's rate lock commitments to customers as of December 31, 2022, 2023 and 2021, 2022 were not material and have not been recorded.

Revenue Recognition

The Company recognizes records revenue from contracts with customers in accordance with ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606"). The guidance requires recognition of revenue to depict the transfer of goods or services from contracts with to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

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While the majority of the Company's revenue-generating transactions are excluded from the model for contracts with customers, scope of ASC 606, including revenue generated from financial instruments, such as securities and loans, the relevant revenue-generating transactions are classified within non-interest income and are described as follows:

- Deposit account service charges – represent service fees for monthly activity and maintenance on customer accounts. Attributes can be transaction-based, item-based or time-based. Revenue is recognized when our performance obligation is completed, which is generally monthly for maintenance services or when a transaction is processed. Payment for such performance obligations are generally received at the time the performance obligations are satisfied.
- Credit card rewards program membership fees – represent memberships in our credit card rewards program and are paid annually by our cardholders at the time they open an account and on each anniversary. Revenue is recognized ratably over the membership period.

Other non-interest income primarily includes income on bank owned life insurance BOLI contracts, letter of credit fees and gains on sale of loans held for sale.

Income Taxes

Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

The Company uses follows the provisions of ASC 740-10, *Income Taxes*. ASC 740-10 establishes a single model to address accounting for uncertain tax positions which and prescribes a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. There is a two-step process in the evaluation of a tax position. The first step is recognition. A Company determines whether it is more likely than not that a tax position will be sustained upon examination, including a resolution of any related appeals or litigation processes, based upon the technical merits of the position. The second step is measurement. A tax position that meets the more likely than not recognition threshold is measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement.

Stock-Based Compensation

At December 31, 2022, 2023, the Company had a stock-based compensation plan for grants of equity compensation to key employees and directors. The plan has been accounted for under the provisions of GAAP ASC 718-10, *Compensation – Stock Compensation* with respect to employee stock options, restricted stock and performance-based stock, stock units ("PSUs"). Specifically, awards are accounted for using the fair value-based method of accounting. Stock compensation costs are recognized prospectively for all new awards granted under the stock-based compensation plans. Compensation expense related to stock options is calculated using a method that is based on the underlying assumptions of the Black-Scholes-Merton option pricing model and is charged to expense over the requisite service period (e.g. vesting period). Compensation expense related to restricted stock awards is based upon the fair value of the awards on the date of grant and is charged to earnings over the requisite service period of the award. Performance shares PSUs represent the opportunity to earn shares of the Company's common stock after a

prescribed period and based on the relative market performance of the Company's stock, subject to the recipient's continued employment through the end of the performance period. The actual shares earned under the performance shares units PSUs generally range between zero and 150% of the target level award, depending on the total stockholder return (TSR) of the Company over the performance period ranked relative to the TSR of a defined peer group of companies. A Monte Carlo simulation is used to estimate the fair value of the performance shares PSUs as of the valuation date. Compensation expense for PSUs is recognized regardless of the extent to which the market condition is satisfied.

Earnings per Common Share

Basic earnings per common share are computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share include the dilutive effect of additional potential common shares issuable under stock options and performance shares.

Loan Commitments and Related Financial Instruments

Financial instruments, which include credit card arrangements, commitments to make loans and standby letters of credit, are issued to meet customer financing needs. The face amount for these items represents the exposure to loss before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded. Instruments such as stand-by letters of credit are considered, and accounted for as, financial guarantees. The fair value of these financial guarantees is not material.

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Fair Value of Financial Instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 21. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

Comprehensive Income

Comprehensive income consists of net income and other comprehensive income. Accumulated comprehensive (loss) income, which is recognized as a separate component of equity, includes unrealized gains and losses on available-for-sale debt securities and amortization of unrealized gains and losses on debt securities transferred from available-for-sale to held-to-maturity at the time of transfer. Amounts reported as accumulated comprehensive income are shown net of taxes.

Advertising

Advertising costs are expensed as incurred. Advertising expense for the years ended December 31, 2022, 2023, 2021, 2022 and 2020, 2021 was \$768,000, \$447,000, \$499,000 and \$338,000, \$499,000, respectively. Advertising typically consists of local print media aimed at businesses that the Company targets as well as sponsorships of local events in which the Company's clients and prospects are involved.

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued Accounting Standards Update ("ASU") 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which is essentially the final rule on use of the so-called CECL model, or current expected credit losses. Among other things, ASC 326 requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. Financial institutions and other organizations now use forward-looking information to better inform their credit loss estimates. In addition, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The Company adopted ASC 326 effective January 1, 2020. Amounts reported for periods beginning on or after January 1, 2020 are presented under ASC 326, except quarterly periods in 2020, which were not restated under CECL and all prior period information is presented in accordance with previously applicable GAAP. Based on prevailing economic conditions and forecasts as of January 1, 2020, the Company recognized a cumulative net increase to retained earnings of \$1.1 million, net of tax, attributable to a decrease in the allowance for credit losses of \$2.0 million, an increase in the allowance for off balance sheet credit exposures of \$500,000, and a decrease in deferred tax assets of \$376,000. This was the result of implementing a more quantitative methodology. The commercial, financial, and agricultural loan category decreased \$8.2 million due to the portfolio primarily consisting of loans with generally short contractual maturities. This was partially offset by an increase of \$6.2 million in the real estate – construction loan category due to the application of peer loss rates within the discounted cash flow pool reserve methodology. Peer historical loss rates were utilized to better align with loss expectations given the Company's low historical loss experience in this category.

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The update provides temporary optional guidance to ease the potential burden in accounting for reference rate reform. The guidance provides optional expedients and exceptions for applying generally accepted accounting principles to contract modifications and hedging relationships, subject to meeting certain criteria, that reference LIBOR or another reference rate expected to be discontinued. The guidance is intended to help stakeholders during the global market-wide reference rate transition period. Therefore, it will be effective for a limited time, starting March 12, 2020 through December 31, 2024 as recently amended by the FASB. The Company has

identified a replacement reference rate established by the American Financial Exchange. This rate is based on an active market of daily fund trading among participant banks. The Company is applying the guidance provided by this ASU in transitioning to the new reference rate.

In August 2021, the FASB issued ASU No. 2021-06, *Presentation of Financial Statements (Topic 205), Financial Services—Depository and Lending (Topic 942), and Financial Services—Investment Companies (Topic 946): Amendments to SEC Paragraphs Pursuant to SEC Final Rule Releases No. 33-10786, Amendments to Financial Disclosures about Acquired and Disposed Businesses, and No. 33-10835, Update of Statistical Disclosures for Bank and Savings and Loan Registrants*. This ASU amends and adds various SEC paragraphs to the codification pursuant to the issuance of SEC Final Rule Releases No. 33-10786 and No. 33-10835 issued to improve disclosure rules. The ASU was effective upon issuance. The adoption of this disclosure guidance did not have a material impact on the Company's consolidated financial statements.

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In July 2021, the FASB issued ASU 2021-05, *Leases (Topic 842): Lessors—Certain Leases with Variable Lease Payments*, which amends guidance so that lessors are no longer required to record a selling loss at lease commencement for a lease with any variable lease payments that do not depend on an index or rate. A lessor would classify such leases as an operating lease rather than a sales-type or direct financing lease. The adoption of ASU 2021-05 as of January 1, 2022 did not have a material impact on the Company's consolidated financial statements.

Recent Accounting Pronouncements

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The update provides temporary optional guidance to ease the potential burden in accounting for reference rate reform. The guidance provides optional expedients and exceptions for applying generally accepted accounting principles to contract modifications and hedging relationships, subject to meeting certain criteria, that reference LIBOR or another reference rate expected to be discontinued. The guidance is intended to help stakeholders during the global market-wide reference rate transition period. Therefore, it will be effective for a limited time, starting March 12, 2020 through December 31, 2024 as recently amended by the FASB. The Company has identified a replacement reference rate established by the American Financial Exchange. This rate is based on an active market of daily fund trading among participant banks. The Company is applying the guidance provided by this ASU in transitioning to the new reference rate.

In August 2021, the FASB issued ASU 2021-06, *Presentation of Financial Statements (Topic 205), Financial Services—Depository and Lending (Topic 942), and Financial Services—Investment Companies (Topic 946): Amendments to SEC Paragraphs Pursuant to SEC Final Rule Releases No. 33-10786, Amendments to Financial Disclosures about Acquired and Disposed Businesses, and No. 33-10835, Update of Statistical Disclosures for Bank and Savings and Loan Registrants*. This ASU amends and adds various SEC paragraphs to the codification pursuant to the issuance of SEC Final Rule Releases No. 33-10786 and No. 33-10835 issued to improve disclosure rules. The ASU was effective upon issuance. The adoption of this disclosure guidance did not have a material impact on the Company's consolidated financial statements.

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In March 2022, the FASB issued ASU 2022-02, *Financial Instruments—Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*. The update eliminates for public business entities, the TDR recognition and measurement guidance and, instead, requires that an entity evaluate whether all modifications represent a new loan or a continuation of an existing loan. The amendments also enhance existing disclosure requirements and introduce new requirements related to certain modifications of loans made to borrowers experiencing financial difficulty. These amendments also require disclosure of current-period gross write-offs by year of origination for financing receivables and net investment in leases within the scope of Subtopic 326-20. Gross write-off information must be included in the vintage disclosures required for public business entities in accordance with paragraph 326-20-50-6, which requires that an entity disclose the amortized cost basis of financing receivables by credit quality indicator and class of financing receivable by year of origination. The update is effective for entities that have adopted ASU No. 2016-13 (the CECL model) for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. These amendments should be applied prospectively, except that an entity has the option to apply a modified retrospective transition method to the recognition and measurement of TDRs. Early adoption is permitted if an entity has adopted ASU No. 2016-13, including adoption in an interim period as of the beginning of the fiscal year that includes the interim period. An entity may elect to early adopt the amendments about TDRs and related disclosure enhancements separately from the amendments related to vintage disclosures. The Company is assessing the impact of adopting the update on its financial statements and disclosures and is currently planning to adopt effective January 1, 2023, on a prospective basis. Adoption of ASU 2022-02 did not have a material impact on the Company's consolidated financial statements other than providing the new required disclosures.

In June 2022, the FASB issued ASU 2022-03, *Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*. The update clarifies that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. This update is effective for public business entities for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2023. Early adoption is permitted. The Company is assessing the impact of adopting the update on its financial statements and disclosures.

In March 2023, the Financial Accounting Standards Board issued ASU 2023-02, *Investments—Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method*. These amendments allow entities to elect to account for qualifying tax equity investments using the proportional amortization method, regardless of the program giving rise to the related income tax credits. The ASU responds to stakeholder feedback that the

proportional amortization method provides investors and other allocators of capital with a better understanding of the returns from investments that are made primarily for the purpose of receiving income tax credits and other income tax benefits. ASU 2023-02 is effective for public entities for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted for all entities in any interim period. The Company is assessing its tax credit investments for whether they qualify for proportional amortization treatment and plans to adopt the amendments soon after. The Company does not currently believe the amendments will have a material impact on its consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting—Improvements to Reportable Segment Disclosures. This amendment is intended to improve disclosures about a public entity's reportable segments and addresses requests from investors and other decision makers for additional, more detailed information about a reportable segment's expenses. The amendment applies to all public entities that are required to report segment information in accordance with Topic 280. All public entities will be required to report segment information in accordance with the new guidance starting in annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 31, 2024. Early adoption is permitted. The amendments are to be applied retrospectively to all periods presented and segment expense categories should be based on the categories identified at adoption. The Company does not currently expect adoption of the amendment to have a material impact on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 requires enhanced income tax disclosures primarily related to the rate reconciliation and income taxes paid information to provide more transparency by requiring (i) consistent categories and greater disaggregation of information in the rate reconciliation table and (ii) income taxes paid, net of refunds, to be disaggregated by jurisdiction based on an established threshold. The amendments in this standard will be effective for the Company on January 1, 2025. The Company is currently evaluating the impact the amendments will have the consolidated financial statements and related disclosures.

NOTE 2. DEBT SECURITIES

The amortized cost and fair values of available-for-sale and held-to-maturity debt securities at December 31, 2022 and 2021 are summarized as follows:

	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Market Value	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Market Value
(In Thousands)								
December 31, 2023								
Debt Securities Available-for-Sale								
U.S. Treasury Securities	\$ 340,556	\$ 251	\$ -	\$ 340,807				
Mortgage-backed securities	241,458	6	(25,979)	215,485				
State and municipal securities	11,400	1	(1,178)	10,223				
Corporate debt	375,676	-	(42,009)	333,667				
Total	\$ 969,090	\$ 258	\$ (69,166)	\$ 900,183				
Debt Securities Held-to-Maturity								
U.S. Treasury Securities	\$ 508,985	\$ -	\$ (24,718)	\$ 484,267				
Mortgage-backed securities	465,615	3	(50,025)	415,593				
State and municipal securities	8,063	-	(732)	7,331				
Total	\$ 982,664	\$ 3	\$ (75,475)	\$ 907,191				
December 31, 2022								
(In Thousands)								
Debt Securities Available for Sale								
Debt Securities Available-for-Sale								
U.S. Treasury Securities	\$ 3,002	\$ -	\$ (33)	\$ 2,969	\$ 3,002	\$ -	\$ (33)	\$ 2,969
Government Agency Securities	9	-	-	9	9	-	-	9
Mortgage-backed securities	282,480	5	(32,782)	249,703	282,480	5	(32,782)	249,703
State and municipal securities	15,205	1	(1,597)	13,609	15,205	1	(1,597)	13,609
Corporate debt	406,680	-	(28,155)	378,525	406,680	-	(28,155)	378,525
Total	\$ 707,376	\$ 6	\$ (62,567)	\$ 644,815	\$ 707,376	\$ 6	\$ (62,567)	\$ 644,815
Debt Securities Held to Maturity								
Debt Securities Held-to-Maturity								
U.S. Treasury Securities	\$ 507,151	\$ -	\$ (36,197)	\$ 470,954	\$ 507,151	\$ -	\$ (36,197)	\$ 470,954
Mortgage-backed securities	518,929	7	(60,960)	457,976	518,929	7	(60,960)	457,976
State and municipal securities	8,041	-	(1,018)	7,023	8,041	-	(1,018)	7,023

Total	\$ 1,034,121	\$ 7	\$ (98,175)	\$ 935,953	\$ 1,034,121	\$ 7	\$ (98,175)	\$ 935,953
December 31, 2021								
Debt Securities Available for Sale								
U.S Treasury Securities	\$ 9,003	\$ 101	\$ -	\$ 9,104				
Government Agency Securities	6,022	19	-	6,041				
Mortgage-backed securities	424,372	3,474	(2,685)	425,161				
State and municipal securities	21,531	173	(70)	21,634				
Corporate debt	369,618	11,659	(647)	380,630				
Total	\$ 830,546	\$ 15,426	\$ (3,402)	\$ 842,570				
Debt Securities Held to Maturity								
U.S. Treasury Securities	\$ 149,263	\$ 25	\$ (668)	\$ 148,620				
Mortgage-backed securities	310,641	5,251	(1,271)	314,621				
State and municipal securities	3,053	2	(10)	3,045				
Total	\$ 462,957	\$ 5,278	\$ (1,949)	\$ 466,286				

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During the third quarter of 2021, the Company transferred, at fair value, \$261.3 million of mortgage-backed securities from the available-for-sale portfolio to the held-to-maturity portfolio. The related unrealized after-tax gains of \$5.6 million remained in accumulated other comprehensive income and will be amortized over the remaining life of the securities, offsetting the related amortization of discount on the transferred securities. No gains or losses were recognized at the time of the transfer.

All mortgage-backed debt securities are issued by government sponsored enterprises (GSEs) such as Federal National Mortgage Association, Government National Mortgage Association, Federal Home Loan Bank, and Federal Home Loan Mortgage Corporation.

The carrying value of debt securities pledged to secure public funds on deposits and for other purposes as required by law as of December 31, 2023 and 2022 was \$1.49 billion and \$789.3 million, respectively.

Restricted equity securities is comprised entirely of a restricted investment in Federal Home Loan Bank of Atlanta stock for membership requirement.

At December 31, 2022 2023 and 2021, 2022, there were no holdings of debt securities of any issuer, other than the U.S. government and its agencies, in an amount greater than 10% of stockholders' equity.

The amortized cost and fair value of debt securities as of December 31, 2022 2023 and 2021 2022 by contractual maturity are shown below. Actual maturities may differ from contractual maturities because the issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022	
	Amortized Cost	Market Value	Amortized Cost	Market Value	Amortized Cost	Market Value	Amortized Cost	Market Value
	(In Thousands)				(In Thousands)			
Debt securities available for sale								
Debt securities available-for-sale								
Due within one year	\$ 24,712	\$ 24,432	\$ 32,913	\$ 33,232	\$ 350,400	\$ 350,396	\$ 24,712	\$ 24,432
Due from one to five years	58,554	57,092	31,760	32,307	70,016	67,334	58,554	57,092
Due from five to ten years	338,630	311,100	338,407	348,594	304,216	264,892	338,630	311,100
Due after ten years	3,000	2,488	3,094	3,276	3,000	2,076	3,000	2,488
Mortgage-backed securities	282,480	249,703	424,372	425,161	241,458	215,485	282,480	249,703
	<u>\$ 707,376</u>	<u>\$ 644,815</u>	<u>\$ 830,546</u>	<u>\$ 842,570</u>	<u>\$ 969,090</u>	<u>\$ 900,183</u>	<u>\$ 707,376</u>	<u>\$ 644,815</u>
Debt securities held to maturity								
Debt securities held-to-maturity								
Due within one year	\$ 250	\$ 250	\$ 250	\$ 250	\$ 260,047	\$ 257,835	\$ 250	\$ 250
Due from one to five years	386,465	366,095	49,663	49,419	203,481	185,741	386,465	366,095
Due from five to ten years	128,477	111,632	102,403	101,996	53,521	48,022	128,477	111,632
Due after ten years	-	-	-	-				

Mortgage-backed securities

518,929	457,976	310,641	314,621	465,615	415,593	518,929	457,976
\$ 1,034,121	\$ 935,953	\$ 462,957	\$ 466,286	\$ 982,664	\$ 907,191	\$ 1,034,121	\$ 935,953

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The following table identifies the Company's investment securities that have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for 12 or more months, as of December 31, 2022, 2023 and 2021, 2022.

		Less Than Twelve Months		Twelve Months or More		Total		Less Than Twelve Months		Twelve Months or More		Total	
		Gross Unrealized		Gross Unrealized		Gross Unrealized		Gross Unrealized		Gross Unrealized		Gross Unrealized	
		Losses	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	Fair Value
		(In Thousands)						(In Thousands)					
December 2023	31,												
Debt Securities available-for-sale													
	Mortgage-backed securities							\$ (6)	\$ 704	\$ (25,973)	\$ 214,393	\$ (25,979)	\$ 215,097
	State and municipal securities							-	-	(1,178)	9,777	(1,178)	9,777
	Corporate debt							(794)	15,141	(41,214)	311,666	(42,009)	326,807
	Total							<u>\$ (801)</u>	<u>\$ 15,845</u>	<u>\$ (68,365)</u>	<u>\$ 535,836</u>	<u>\$ (69,166)</u>	<u>\$ 551,681</u>
Debt Securities held-to-maturity													
	U.S. Treasury Securities							\$ -	\$ -	\$ (24,718)	\$ 484,267	\$ (24,718)	\$ 484,267
	Mortgage-backed securities							(1)	430	(50,024)	411,585	(50,025)	412,015
	State and municipal securities							-	-	(732)	7,081	(732)	7,081
	Total							<u>\$ (1)</u>	<u>\$ 430</u>	<u>\$ (75,474)</u>	<u>\$ 902,933</u>	<u>\$ (75,475)</u>	<u>\$ 903,363</u>
December 2022	31,												
Debt Securities available for sale													
Debt Securities available-for-sale													

U.S. Treasury Securities	\$ (33)	\$ 2,969	\$ -	\$ -	\$ (33)	\$ 2,969	\$ (33)	\$ 2,969	\$ -	\$ -	\$ (33)	\$ 2,969
Government Agency Securities	-	9	-	-	-	9	-	9	-	-	-	9
Mortgage-backed securities	(3,473)	60,234	(29,309)	189,109	(32,782)	249,343	(3,473)	60,234	(29,309)	189,109	(32,782)	249,343
State and municipal securities	(186)	5,283	(1,411)	7,880	(1,597)	13,163	(186)	5,283	(1,411)	7,880	(1,597)	13,163
Corporate debt	(18,566)	304,254	(9,589)	63,411	(28,155)	367,666	(18,566)	304,254	(9,589)	63,411	(28,155)	367,666
Total	\$ (22,258)	\$ 372,749	\$ (40,309)	\$ 260,400	\$ (62,567)	\$ 633,150	\$ (22,258)	\$ 372,749	\$ (40,309)	\$ 260,400	\$ (62,567)	\$ 633,149
Debt Securities held to maturity												
U.S. Treasury Securities	\$ (12,662)	\$ 295,383	\$ (23,537)	\$ 175,570	\$ (36,197)	\$ 470,953	\$ (12,662)	\$ 295,383	\$ (23,537)	\$ 175,570	\$ (36,197)	\$ 470,953
Mortgage-backed securities	(31,367)	278,746	(29,592)	174,842	(60,960)	453,588	(31,367)	278,746	(29,592)	174,842	(60,960)	453,588
State and municipal securities	(544)	4,443	(474)	2,330	(1,018)	6,773	(544)	4,443	(474)	2,330	(1,018)	6,773
Total	\$ (44,573)	\$ 578,572	\$ (53,603)	\$ 352,742	\$ (98,175)	\$ 931,314	\$ (44,573)	\$ 578,572	\$ (53,603)	\$ 352,742	\$ (98,175)	\$ 931,314
December 31, 2021												
Debt Securities available for sale												
Mortgage-backed securities	\$ (2,685)	\$ 303,297	\$ -	\$ -	\$ (2,685)	\$ 303,297						
State and municipal securities	(61)	5,198	(9)	228	(70)	5,426						
Corporate debt	(647)	61,677	-	-	(647)	61,677						
Total	\$ (3,393)	\$ 370,172	\$ (9)	\$ 228	\$ (3,402)	\$ 370,400						
Debt Securities held to maturity												
U.S. Treasury Securities	\$ (668)	\$ 123,698	\$ -	\$ -	\$ (668)	\$ 123,698						
Mortgage-backed securities	(1,271)	134,192	-	-	(1,271)	134,192						
State and municipal securities	(10)	482	-	-	(10)	482						
Total	\$ (1,949)	\$ 258,372	\$ -	\$ -	\$ (1,949)	\$ 258,372						

At December 31, 2022 2023 and 2021, 2022, no allowance for credit losses has been recognized on available for sale available-for-sale debt securities in an unrealized loss position as the Company does not believe any of the debt securities are credit impaired. This is based on the Company's analysis of the risk characteristics, including credit ratings, and other qualitative factors related to available for sale available-for-sale debt securities. The issuers of these debt securities continue to make timely principal and interest payments under the contractual terms of the securities. The Company does not intend to sell these debt securities and it is more likely than not that the Company will not be required to sell the debt securities before recovery of their amortized cost, which may be at maturity. The unrealized losses are due to increases in market interest rates over the yields available at the time the debt securities were purchased. Management measures expected credit losses on held-to-maturity securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. With regard to U.S. Treasury and residential mortgage-backed securities issued by the U.S. government, or agencies thereof, it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities as such securities are backed by the full faith and credit of and/or guaranteed by the U.S. government. Accordingly, no allowance for credit losses has been recorded for these securities. With regard to securities issued by States and political subdivisions and other held-to-maturity securities, management considers (i) issuer bond ratings, (ii) historical loss rates for given bond ratings, (iii) whether issuers continue to make timely principal and interest payments under the contractual terms of the securities, and (iv) internal forecasts. Historical loss rates associated with securities having similar grades as those in our portfolio have generally not been significant. Furthermore, as of December 31, 2022 2023 and 2021, 2022, there were no past due principal or interest payments associated with these securities. Based upon (i) the issuer's strong bond ratings and (ii) a zero historical loss rate, no allowance for credit losses has been recorded for held-to-maturity State and Municipal Securities as such amount is not material at December 31, 2022 2023 and 2021, 2022. All debt securities in an unrealized loss position as of December 31, 2022 2023 continue to perform as scheduled and the Company does not believe there is a possible credit loss or that an allowance for credit loss on these debt securities is necessary.

The following table summarizes information about sales and calls of debt securities.

	Years Ended December 31,			Years Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Sale and call proceeds	\$ 75,036	\$ 6,272	\$ 27,857	\$ -	\$ 75,036	\$ 6,272
Gross realized gains	\$ -	\$ 620	\$ -	\$ -	\$ -	\$ 620
Gross realized losses	(6,168)	-	-	-	(6,168)	-
Net realized (loss) gain	\$ (6,168)	\$ 620	\$ -	\$ -	\$ (6,168)	\$ 620

The carrying value of debt securities pledged to secure public funds on deposits and for other purposes as required by law as of December 31, 2022 and 2021 was \$789.3 million and \$481.3 million, respectively.

Restricted equity securities is comprised entirely of a restricted investment in Federal Home Loan Bank of Atlanta stock for membership requirement.

NOTE 3. LOANS

The loan portfolio is classified based on the underlying collateral utilized to secure each loan for financial reporting purposes. This classification is consistent with the Quarterly Report of Condition and Income filed by ServisFirst Bank with the Federal Deposit Insurance Corporation (FDIC) ("FDIC").

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Commercial, financial and agricultural – Includes loans to business enterprises issued for commercial, industrial, agricultural production and/or other professional purposes. These loans are generally secured by equipment, inventory, and accounts receivable of the borrower and repayment is primarily dependent on business cash flows.

Real estate – construction – Includes loans secured by real estate to finance land development or the construction of industrial, commercial or residential buildings. Repayment is dependent upon the completion and eventual sale, refinance or operation of the related real estate project.

Owner-occupied commercial real estate mortgage – Includes loans secured by nonfarm nonresidential properties for which the primary source of repayment is the cash flow from the ongoing operations conducted by the party that owns the property.

1-4 family real estate mortgage – Includes loans secured by residential properties, including home equity lines of credit. Repayment is primarily dependent on the personal cash flow of the borrower.

Other real estate mortgage – Includes loans secured by nonowner-occupied properties, including office buildings, industrial buildings, warehouses, retail buildings, multifamily residential properties and farmland. Repayment is primarily dependent on income generated from the underlying collateral.

Consumer – Includes loans to individuals not secured by real estate. Repayment is dependent upon the personal cash flow of the borrower.

The Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) provided for Paycheck Protection Program (“PPP”) loans to be made by banks to employers with less than 500 employees if they continued to employ their existing workers. The American Rescue Plan Act of 2021, which was signed into law on March 21, 2021, provided additional relief for businesses, states, municipalities and individuals by, among other things, allocating additional funds for the PPP. Effective May 28, 2021, the PPP was closed to new applications. The Company funded approximately 7,400 loans for a total amount of \$1.5 billion for clients under the PPP since April 2020. PPP loan origination fees recorded to interest income totaled \$7.7 million and \$27.3 million for the years ended December 31, 2022 and 2021, respectively. PPP loans outstanding totaled \$2.0 million and \$230.2 million at December 31, 2022 and 2021, respectively. PPP loans are included within the commercial, financial and agricultural loan category in the table below.

The composition of loans at December 31, 2022, 2023 and 2021 is summarized as follows:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In Thousands)		(In Thousands)	
Commercial, financial and agricultural	\$ 3,145,317	\$ 2,984,053	\$ 2,823,986	\$ 3,145,317
Real estate - construction	1,532,388	1,103,076	1,519,619	1,532,388
Real estate - mortgage:				
Owner-occupied commercial	2,199,280	1,874,103	2,257,163	2,199,280
1-4 family mortgage	1,146,831	826,765	1,249,938	1,146,831
Other mortgage	3,597,750	2,678,084	3,744,346	3,597,750
Total real estate - mortgage	6,943,861	5,378,952	7,251,447	6,943,861
Consumer	66,402	66,853	63,777	66,402
Total Loans	11,687,968	9,532,934	11,658,829	11,687,968
Less: Allowance for credit losses	(146,297)	(116,660)	(153,317)	(146,297)
Net Loans	\$ 11,541,671	\$ 9,416,274	\$ 11,505,512	\$ 11,541,671

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Changes in the ACL during the years ended December 31, 2022, 2023, 2021, 2022 and 2020, 2021 are as follows:

	Years Ended December 31,			Years Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Balance, beginning of year	\$ 116,660	\$ 87,942	\$ 76,584	\$ 146,297	\$ 116,660	\$ 87,942
Impact of adopting ASC 326	-	-	(2,000)			
Loans charged off	(10,137)	(4,114)	(29,568)	(14,581)	(10,137)	(4,114)
Recoveries	2,167	1,315	492	2,886	2,167	1,315
Provision for credit losses	37,607	31,517	42,434	18,715	37,607	31,517
Balance, end of year	\$ 146,297	\$ 116,660	\$ 87,942	\$ 153,317	\$ 146,297	\$ 116,660

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As described in Note 1, “Summary of Significant Accounting Policies,” the Company adopted ASU 2016-13 on January 1, 2020, which introduced the GAAP requires a CECL methodology for estimating all expected losses over the life of a financial asset. Under the current expected credit losses (“CECL”) CECL methodology, the allowance for credit losses (“ACL”) ACL is measured on a collective basis for pools of loans with similar risk characteristics. For loans that do not share similar risk characteristics with the collectively evaluated pools, evaluations are performed on an individual basis. For all loan segments collectively evaluated, losses are predicted over a period of time determined to be reasonable and supportable, and at the end of the reasonable and supportable forecast period losses are reverted to long-term historical averages. The estimated loan losses for all loan segments are adjusted for changes in qualitative factors not inherently considered in the quantitative analyses.

The Company uses the discounted cash flow (“DCF”) method to estimate ACL for all loan pools except for commercial and industrial (“C&I”) revolving lines of credit and credit cards. For all loan pools utilizing the DCF method, the Company utilizes and forecasts national unemployment rate and gross domestic product (“GDP”) as a loss driver. The Company also utilizes and forecasts GDP growth as a second loss driver for its agricultural and consumer loan pools. Consistent forecasts of the loss drivers are used across the loan segments. At December 31, 2022, 2023 and 2021, 2022, the Company utilized a reasonable and supportable forecast period of twelve months followed by a six-month straight-line reversion to long-term averages. The Company leveraged economic projections from reputable and independent sources to inform its loss driver forecasts. At December 31, 2022, 2023, the Company expects the national unemployment rate to rise/fall during the forecast period with a declining/rising national GDP growth rate, with both economic indicators showing improvement when compared to the forecast at December 31, 2021, 2022.

The Company uses a loss-rate method to estimate expected credit losses for its C&I revolving lines of credit and a remaining life methodology on credit card pools. The C&I revolving lines of credit pool incorporates a probability of default (“PD”) and loss given default (“LGD”) modeling approach. This approach involves estimating the pool average life and then using historical correlations of default and loss experience over time to calculate the lifetime PD and LGD. These two inputs are then applied to the outstanding pool balance. The credit card pool incorporates a remaining life modeling approach, which utilizes an attrition-based method to estimate the remaining life of the pool. A quarterly average loss rate is then calculated using the Company’s historical loss data. The model reduces the pool balance quarterly on a straight-line basis over the estimated life of the pool. The quarterly loss rate is multiplied by the outstanding balance at each period-end resulting in an estimated loss for each quarter. The sum of estimated loss for all quarters is the total calculated reserve for the pool. Management has applied the loss-rate method to C&I lines of credit and to credit cards due to their generally short-term nature. An expected loss ratio is applied based on internal and peer historical losses.

Each loan pool is adjusted for qualitative factors not inherently considered in the quantitative analyses. The qualitative adjustments either increase or decrease the quantitative model estimation. The Company considers factors that are relevant within the qualitative framework which include the following: lending policy, changes in nature and volume of loans, staff experience, changes in volume and trends of problem loans, concentration risk, trends in underlying collateral values, external factors, quality of loan review system, risks within new markets, and other economic conditions.

Inherent risks in the loan portfolio will differ based on type of loan. Specific risk characteristics by loan portfolio segment are listed below:

Commercial and industrial loans include risks associated with borrower’s cash flow, debt service coverage and management’s expertise. These loans are subject to the risk that the Company may have difficulty converting collateral to a liquid asset if necessary, as well as risks associated with degree of specialization, mobility and general collectability in a default situation. These commercial loans may be subject to many different types of risks, including fraud, bankruptcy, economic downturn, deteriorated or non-existent collateral, and changes in interest rates.

Real estate construction loans include risks associated with the borrower’s credit-worthiness, contractor’s qualifications, borrower and contractor performance, and the overall risk and complexity of the proposed project. Construction lending is also subject to risks associated with sub-market dynamics, including population, employment trends and household income. During times of economic stress, this type of loan has typically had a greater degree of risk than other loan types.

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Real estate mortgage loans consist of loans secured by commercial and residential real estate. Commercial real estate lending is dependent upon successful management, marketing and expense supervision necessary to maintain the property. Repayment of these loans may be adversely affected by conditions in the real estate market or the general economy. Also, commercial real estate loans typically involve relatively large loan balances to a single borrower. Residential real estate lending risks are generally less significant than those of other loans. Real estate lending risks include fluctuations in the value of real estate, bankruptcies, economic downturn and customer financial problems.

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Consumer loans carry a moderate degree of risk compared to other loans. They are generally more risky than traditional residential real estate loans but less risky than commercial loans. Risk of default is usually determined by the well-being of the local economies. During times of economic stress, there is usually some level of job loss both nationally and locally, which directly affects the ability of the consumer to repay debt.

Changes in the allowance for credit losses, segregated by loan type, during the years ended December 31, 2022, 2023 and 2021, 2022, respectively, are as follows:

	Commercial, financial and agricultural					Commercial, financial and agricultural				
	Real estate - construction		Real estate - mortgage		Consumer	Real estate - construction		Real estate - mortgage		Consumer
					Total					Total
(In Thousands)										

						Twelve Months Ended December 31, 2023									
Allowance for credit losses:															
Balance at December 31, 2022						\$	42,830	\$	42,889	\$	58,652	\$	1,926	\$	146,297
Charge-offs							(13,229)		(108)		(171)		(1,073)		(14,581)
Recoveries							2,796		3		2		85		2,886
Provision							19,720		1,874		(3,355)		476		18,715
Balance at December 31, 2023						\$	52,117	\$	44,658	\$	55,128	\$	1,414	\$	153,317
						(In Thousands)									
						Twelve Months Ended December 31, 2022									
						Twelve Months Ended December 31, 2022									
Allowance for credit losses:															
Balance at December 31, 2021						\$	41,869	\$	26,994	\$	45,829	\$	1,968	\$	116,660
Charge-offs							(9,256)		-		(221)		(660)		(10,137)
Recoveries							2,012		-		-		155		2,167
Provision							8,205		15,895		13,044		463		37,607
Balance at December 31, 2022						\$	42,830	\$	42,889	\$	58,652	\$	1,926	\$	146,297
						Twelve Months Ended December 31, 2021									
						Twelve Months Ended December 31, 2021									
Allowance for credit losses:															
Balance at December 31, 2020						\$	36,370	\$	16,057	\$	33,722	\$	1,793	\$	87,942
Charge-offs							(3,453)		(14)		(279)		(368)		(4,114)
Recoveries							1,135		52		85		43		1,315
Provision							7,817		10,899		12,301		500		31,517
Balance at December 31, 2021						\$	41,869	\$	26,994	\$	45,829	\$	1,968	\$	116,660

We maintain an ACL for credit losses on unfunded commercial lending commitments and letters of credit to provide for the risk of loss inherent in these arrangements. The allowance is computed using a methodology similar to that used to determine the ACL for loans, modified to take into account the probability of a drawdown on the commitment. The ACL on unfunded loan commitments is classified as a liability account on the Consolidated Balance Sheets within other liabilities, while the corresponding provision for these credit losses is recorded as a component of other expense. The allowance for credit losses on unfunded commitments was \$575,000 and \$1.3 million at both December 31, 2022 2023 and 2021, 2022, respectively. The provision expense for unfunded commitments was zero for the year ended December 31, 2023 and was reduced by \$1.4 million \$725,000 for the year ended December 31, 2022 and was reduced by \$1.7 million for the year ended compared to December 31, 2021.

The credit quality of the loan portfolio is summarized determined no less frequently than quarterly using categories similar to the standard asset classification system used by the federal banking agencies. The following table presents credit quality indicators for the loan loss portfolio segments and classes. These categories are utilized to develop the associated allowance for credit losses using historical losses adjusted for current economic conditions defined as follows:

- Pass – loans which that are well protected by the current net worth and paying capacity of the obligor (or obligors, if any) or by the fair value, less cost to acquire and sell, of any underlying collateral.
- Special Mention – loans with potential weakness that may, if not reversed or corrected, weaken the credit or inadequately protect the Company's position at some future date. These loans are not adversely classified and do not expose an institution to sufficient risk to warrant an adverse classification.

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- Substandard – loans that exhibit well-defined weakness or weaknesses that presently jeopardize debt repayment. These loans are characterized by the distinct possibility that the institution Company will sustain some loss if the weaknesses are not corrected.

- **Doubtful** – loans that have all the weaknesses inherent in loans classified substandard, plus 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 tables below presents loan balances classified by credit quality indicator, loan type and based on year of origination as of December 31, **2022** **2023** and **2021**: **2022**:

December 31, 2022	2022	2021	2020	2019	2018	Prior	Revolving Loans	Total				
December 31, 2023									2023	2022	2021	2020
	(In Thousands)											
Commercial, financial and agricultural												
Commercial, financial, and agricultural												
Pass	\$ 691,817	\$ 502,648	\$ 223,096	\$ 144,587	\$ 78,477	\$ 134,893	\$ 1,267,333	\$ 3,042,851	\$ 341,335	\$ 455,281	\$ 354,034	\$ 162,54
Special Mention	6,906	3,737	1,101	1,748	570	898	29,516	44,476	4,275	1,982	5,105	5,76
Substandard	200	-	379	9,501	16,329	16,595	14,986	57,990				
Doubtful	-	-	-	-	-	-	-	-				
Substandard - accruing									1,410	-	2,830	36
Substandard -Non-accrual									-	2	767	20
Total Commercial, financial and agricultural	\$ 698,923	\$ 506,385	\$ 224,576	\$ 155,836	\$ 95,376	\$ 152,386	\$ 1,311,835	\$ 3,145,317	\$ 347,020	\$ 457,265	\$ 362,736	\$ 168,88
Current- period gross writeoffs									\$ 1,213	\$ 4,690	\$ 2,531	\$ 77
Real estate - construction												
Pass	\$ 618,578	\$ 638,126	\$ 156,834	\$ 15,197	\$ 12,063	\$ 14,847	\$ 72,172	\$ 1,527,817	\$ 216,745	\$ 874,903	\$ 283,012	\$ 49,66
Special Mention	2,500	-	-	-	-	873	-	3,373	589	-	-	
Substandard	-	-	-	-	1,198	-	-	1,198				
Doubtful	-	-	-	-	-	-	-	-				
Substandard - accruing									-	33	-	
Substandard -Non-accrual									-	-	-	
Total Real estate construction	\$ 621,078	\$ 638,126	\$ 156,834	\$ 15,197	\$ 13,261	\$ 15,720	\$ 72,172	\$ 1,532,388	\$ 217,334	\$ 874,936	\$ 283,012	\$ 49,66

Current-period gross write-offs									\$	-	\$	-	\$	19	\$									
Owner-occupied commercial																								
Pass	\$	424,321	\$	496,298	\$	352,375	\$	199,987	\$	157,204	\$	477,926	\$	64,152	\$	2,172,263	\$	148,915	\$	478,364	\$	517,667	\$	300,97
Special Mention		2,362		-		-		2,723		4,682		6,917		1,687		18,371		5,369		1,411		7,705		8,31
Substandard		-		-		-		73		-		8,573		-		8,646								
Doubtful		-		-		-		-		-		-		-		-								
Substandard - accruing															1,358		-		-					
Substandard -Non-accrual															-		-		-					
Total Owner-occupied commercial	\$	426,683	\$	496,298	\$	352,375	\$	202,783	\$	161,886	\$	493,416	\$	65,839	\$	2,199,280	\$	155,642	\$	479,775	\$	525,372	\$	309,25
Current-period gross write-offs									\$	-	\$	-	\$	-	\$									
1-4 family mortgage																								
Pass	\$	388,778	\$	273,515	\$	93,272	\$	52,209	\$	28,999	\$	57,512	\$	243,302	\$	1,137,587	\$	166,927	\$	376,964	\$	228,183	\$	75,10
Special Mention		315		445		816		375		294		881		2,854		5,980		574		721		2,504		1,00
Substandard		-		279		404		648		346		1,224		363		3,264								
Doubtful		-		-		-		-		-		-		-		-								
Substandard - accruing															-		-		-					
Substandard -Non-accrual															155		380		741		57			
Total 1-4 family mortgage	\$	389,093	\$	274,239	\$	94,492	\$	53,232	\$	29,639	\$	59,617	\$	246,519	\$	1,146,831	\$	167,656	\$	378,065	\$	231,428	\$	76,68
Current-period gross write-offs									\$	-	\$	40	\$	-	\$									
Other mortgage																								
Pass	\$	1,027,747	\$	976,208	\$	517,392	\$	380,104	\$	130,228	\$	470,699	\$	75,669	\$	3,578,047	\$	162,418	\$	1,119,609	\$	1,106,055	\$	448,78
Special Mention		231		-		-		-		-		7,161		-		7,392		-		-		-		
Substandard		-		-		-		130		4,569		7,612		-		12,311								
Doubtful		-		-		-		-		-		-		-		-								
Substandard - accruing															-		4,975		-					
Substandard -Non-accrual															-		-		-					
Total Other mortgage	\$	1,027,978	\$	976,208	\$	517,392	\$	380,234	\$	134,797	\$	485,472	\$	75,669	\$	3,597,750	\$	162,418	\$	1,124,584	\$	1,106,055	\$	448,78

Current-period gross write-offs										\$	-	\$	-	\$	-	\$								
Consumer																								
Pass	\$	21,132	\$	5,845	\$	4,203	\$	1,759	\$	440	\$	2,988	\$	30,021	\$	66,388	\$	22,227	\$	3,890	\$	4,542	\$	1,750
Special Mention		-		-		-		-		-		14		-		14		-		-		-		-
Substandard		-		-		-		-		-		-		-		-								
Doubtful		-		-		-		-		-		-		-		-								
Substandard - accruing													-		-		-							
Substandard -Non-accrual													-		-		-							
Total Consumer	\$	21,132	\$	5,845	\$	4,203	\$	1,759	\$	440	\$	3,002	\$	30,021	\$	66,402	\$	22,227	\$	3,890	\$	4,542	\$	1,750
Current-period gross write-offs										\$	-	\$	-	\$	-	\$								
Total Loans																								
Pass	\$	3,172,373	\$	2,892,640	\$	1,347,172	\$	793,843	\$	407,411	\$	1,158,865	\$	1,752,649	\$	11,524,953	\$	1,058,567	\$	3,309,011	\$	2,493,493	\$	1,038,860
Special Mention		12,314		4,182		1,917		4,846		5,546		16,744		34,057		79,606		10,807		4,114		15,314		15,050
Substandard		200		279		783		10,352		22,442		34,004		15,349		83,409								
Doubtful		-		-		-		-		-		-		-		-								
Substandard - accruing													2,768		5,009		2,830		36		36		36	
Substandard -Non-accrual													155		382		1,508		77		77		77	
Total Loans	\$	3,184,887	\$	2,897,101	\$	1,349,872	\$	809,041	\$	435,399	\$	1,209,613	\$	1,802,055	\$	11,687,968	\$	1,072,297	\$	3,318,515	\$	2,513,145	\$	1,055,100
Current-period gross write-offs										\$	1,213	\$	4,730	\$	2,550	\$	77							

December 31, 2021	2021	2020	2019	2018	2017	Prior	Revolving Loans	Total					
December 31, 2022									2022	2021	2020	2019	
	(In Thousands)								(In Thousands)				
Commercial, financial and agricultural													
Pass	\$ 800,822	\$ 294,841	\$ 209,086	\$ 130,579	\$ 114,870	\$ 127,572	\$ 1,216,153	\$ 2,893,923	\$ 691,817	\$ 502,648	\$ 223,096	\$ 144,587	\$ 1,748
Special Mention	1,245	1,323	942	846	915	784	19,801	25,856	6,906	3,737	1,101	1,748	
Substandard	-	387	10,039	1,741	1,501	7,966	42,640	64,274	200	-	379	9,501	
Doubtful	-	-	-	-	-	-	-	-	-	-	-	-	

Total Commercial, financial and agricultural												
	-	-	-	-	-	-	-	-	-	-	-	-
	\$ 802,067	\$ 296,551	\$ 220,067	\$ 133,166	\$ 117,286	\$ 136,322	\$ 1,278,594	\$ 2,984,053	\$ 698,923	\$ 506,385	\$ 224,576	\$ 155,836
Real estate - construction												
	\$ 597,497	\$ 260,723	\$ 110,671	\$ 16,452	\$ 13,704	\$ 17,356	\$ 76,662	\$ 1,093,065	\$ 618,578	\$ 638,126	\$ 156,834	\$ 15,197
Pass												
Special Mention	-	-	6,594	2,500	-	917	-	10,011	2,500	-	-	-
Substandard	-	-	-	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-	-	-	-
Total Real estate - construction	\$ 597,497	\$ 260,723	\$ 117,265	\$ 18,952	\$ 13,704	\$ 18,273	\$ 76,662	\$ 1,103,076	\$ 621,078	\$ 638,126	\$ 156,834	\$ 15,197
Owner-occupied commercial												
	\$ 406,473	\$ 352,642	\$ 231,197	\$ 182,812	\$ 162,648	\$ 430,638	\$ 96,860	\$ 1,863,270	\$ 424,321	\$ 496,298	\$ 352,375	\$ 199,987
Pass												
Special Mention	101	-	2,417	779	476	2,688	-	6,461	2,362	-	-	2,723
Substandard	-	-	-	-	-	4,372	-	4,372	-	-	-	73
Doubtful	-	-	-	-	-	-	-	-	-	-	-	-
Total Owner-occupied commercial	\$ 406,574	\$ 352,642	\$ 233,614	\$ 183,591	\$ 163,124	\$ 437,698	\$ 96,860	\$ 1,874,103	\$ 426,683	\$ 496,298	\$ 352,375	\$ 202,783
1-4 family mortgage												
	\$ 299,686	\$ 117,579	\$ 68,044	\$ 46,954	\$ 37,374	\$ 37,970	\$ 210,338	\$ 817,945	\$ 388,778	\$ 273,515	\$ 93,272	\$ 52,209
Pass												
Special Mention	-	1,000	517	116	260	912	3,033	5,838	315	445	816	375
Substandard	-	150	593	241	231	611	1,156	2,982	-	279	404	648
Doubtful	-	-	-	-	-	-	-	-	-	-	-	-
Total 1-4 family mortgage	\$ 299,686	\$ 118,729	\$ 69,154	\$ 47,311	\$ 37,865	\$ 39,493	\$ 214,527	\$ 826,765	\$ 389,093	\$ 274,239	\$ 94,492	\$ 53,232
Other mortgage												
	\$ 882,849	\$ 481,012	\$ 411,426	\$ 174,700	\$ 272,555	\$ 353,621	\$ 81,202	\$ 2,657,365	\$ 1,027,747	\$ 976,208	\$ 517,392	\$ 380,104
Pass												
Special Mention	-	-	130	376	2,720	4,656	-	7,882	231	-	-	-
Substandard	-	-	-	4,497	8,340	-	-	12,837	-	-	-	130
Doubtful	-	-	-	-	-	-	-	-	-	-	-	-
Total Other mortgage	\$ 882,849	\$ 481,012	\$ 411,556	\$ 179,573	\$ 283,615	\$ 358,277	\$ 81,202	\$ 2,678,084	\$ 1,027,978	\$ 976,208	\$ 517,392	\$ 380,234
Consumer												
	\$ 16,303	\$ 4,845	\$ 2,896	\$ 983	\$ 903	\$ 3,649	\$ 37,250	\$ 66,829	\$ 21,132	\$ 5,845	\$ 4,203	\$ 1,759
Pass												

Special Mention	-	-	-	-	-	24	-	24	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-	-	-	-
Total Consumer	\$ 16,303	\$ 4,845	\$ 2,896	\$ 983	\$ 903	\$ 3,673	\$ 37,250	\$ 66,853	\$ 21,132	\$ 5,845	\$ 4,203	\$ 1,759
Total Loans												
Pass	\$ 3,003,630	\$ 1,511,642	\$ 1,033,320	\$ 552,480	\$ 602,054	\$ 970,806	\$ 1,718,465	\$ 9,392,397	\$ 3,172,373	\$ 2,892,640	\$ 1,347,172	\$ 793,843
Special Mention	1,346	2,323	10,600	4,617	4,371	9,981	22,834	56,072	12,314	4,182	1,917	4,846
Substandard	-	537	10,632	6,479	10,072	12,949	43,796	84,465	200	279	783	10,352
Doubtful	-	-	-	-	-	-	-	-	-	-	-	-
Total Loans	\$ 3,004,976	\$ 1,514,502	\$ 1,054,552	\$ 563,576	\$ 616,497	\$ 993,736	\$ 1,785,095	\$ 9,532,934	\$ 3,184,887	\$ 2,897,101	\$ 1,349,872	\$ 809,041

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Nonperforming loans include nonaccrual loans and loans 90 or more days past due and still accruing. Loans by performance status as of December 31, 2022 2023 and 2021 2022 are as follows:

December 31, 2023	Performing	Nonperforming	Total
(In Thousands)			
Commercial, financial and agricultural	\$ 2,816,599	\$ 7,387	\$ 2,823,986
Real estate - construction	1,519,508	111	1,519,619
Real estate - mortgage:			
Owner-occupied commercial	2,250,074	7,089	2,257,163
1-4 family mortgage	1,243,603	6,335	1,250,000
Other mortgage	3,743,840	506	3,744,346
Total real estate - mortgage	7,237,517	13,930	7,251,447
Consumer	63,672	105	63,777
Total	\$ 11,637,296	\$ 21,533	\$ 11,658,829
December 31, 2022	Performing	Nonperforming	Total
(In Thousands)			
Commercial, financial and agricultural	\$ 3,138,014	\$ 7,303	\$ 3,145,317
Real estate - construction	1,532,388	-	1,532,388
Real estate - mortgage:			
Owner-occupied commercial	2,195,968	3,312	2,199,280
1-4 family mortgage	1,144,713	2,118	1,146,831
Other mortgage	3,592,732	5,018	3,597,750
Total real estate - mortgage	6,933,413	10,448	6,943,861
Consumer	66,312	90	66,402
Total	\$ 11,670,127	\$ 17,841	\$ 11,687,968
December 31, 2021	Performing	Nonperforming	Total
(In Thousands)			
Commercial, financial and agricultural	\$ 2,979,671	\$ 4,382	\$ 2,984,053
Real estate - construction	1,103,076	-	1,103,076
Real estate - mortgage:			

Owner-occupied commercial	1,873,082	1,021	1,1
1-4 family mortgage	824,756	2,009	
Other mortgage	2,673,428	4,656	2,1
Total real estate - mortgage	5,371,266	7,686	5,1
Consumer	66,824	29	
Total	\$ 9,520,837	\$ 12,097	\$ 9,1

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Loans by past due status as of December 31, 2022 2023 and 2021 2022 are as follows:

December 31, 2022	Past Due Status (Accruing Loans)													
December 31, 2023	Past Due Status (Accruing Loans)													
				Total Past	Total			Nonaccrual				Total Past	Total	
	30-59 Days	60-89 Days	90+ Days	Due	Nonaccrual	Current	Total Loans	With No ACL	30-59 Days	60-89 Days	90+ Days	Due	Nonaccrual	Current
	(In Thousands)								(In Thousands)					
Commercial, financial and agricultural	\$ 1,075	\$ 409	\$ 195	\$ 1,679	\$ 7,108	\$ 3,136,530	\$ 3,145,317	\$ 3,238	\$ 3,418	\$ 3,718	\$ 170	\$ 7,306	\$ 7,217	\$ 2,809,
Real estate - construction	-	711	-	711	-	1,531,677	1,532,388	-	-	34	-	34	111	1,519,
Real estate - mortgage:														
Owner-occupied commercial	83	452	-	535	3,312	2,195,433	2,199,280	57	-	-	-	-	7,089	2,250,
1-4 family mortgage	405	580	594	1,579	1,524	1,143,728	1,146,831	491	540	4,920	1,909	7,369	4,426	1,238,
Other mortgage	231	-	4,512	4,743	506	3,592,501	3,597,750	-	676	10,703	-	11,379	506	3,732,
Total real estate - mortgage	719	1,032	5,106	6,857	5,342	6,931,662	6,943,861	548	1,216	15,623	1,909	18,748	12,021	7,220,
Consumer	174	128	90	392	-	66,010	66,402	621	58	31	105	194	-	63,
Total	\$ 1,968	\$ 2,280	\$ 5,391	\$ 9,639	\$ 12,450	\$ 11,665,879	\$ 11,687,968	\$ 4,407	\$ 4,692	\$ 19,406	\$ 2,184	\$ 26,282	\$ 19,349	\$ 11,613,

December 31, 2021	Past Due Status (Accruing Loans)													
December 31, 2022	Past Due Status (Accruing Loans)													
				Total Past	Total			Nonaccrual				Total Past	Total	
	30-59 Days	60-89 Days	90+ Days	Due	Nonaccrual	Current	Total Loans	With No ACL	30-59 Days	60-89 Days	90+ Days	Due	Nonaccrual	Current
	(In Thousands)								(In Thousands)					

									(In Thousands)							
Commercial, financial and agricultural	\$ 516	\$ 77	\$ 39	\$ 632	\$ 4,343	\$ 2,979,078	2,984,053	\$ 2,059	\$ 1,075	\$ 409	\$ 195	\$ 1,679	\$ 7,108	\$ 3,136,530	\$ 1,531,677	\$ 1,531,677
Real estate - construction	-	-	-	-	-	1,103,076	1,103,076	-	-	711	-	711	-	1,531,677	1,531,677	1,531,677
Real estate - mortgage:																
Owner-occupied commercial	143	-	-	143	1,021	1,872,939	1,874,103	1,021	83	452	-	535	3,312	2,195,433	2,195,433	2,195,433
1-4 family mortgage	-	703	611	1,314	1,398	824,053	826,765	483	405	580	594	1,579	1,524	1,143,728	1,143,728	1,143,728
Other mortgage	-	-	4,656	4,656	-	2,673,428	2,678,084	-	231	-	4,512	4,743	506	3,592,501	3,592,501	3,592,501
Total real estate - mortgage	143	703	5,267	6,113	2,419	5,370,420	5,378,952	1,504	719	1,032	5,106	6,857	5,342	6,931,662	6,931,662	6,931,662
Consumer	93	23	29	145	-	66,708	66,853	-	174	128	90	392	-	66,010	66,010	66,010
Total	\$ 752	\$ 803	\$ 5,335	\$ 6,890	\$ 6,762	\$ 9,519,282	9,532,934	\$ 3,563	\$ 1,968	\$ 2,280	\$ 5,391	\$ 9,639	\$ 12,450	\$ 11,665,879	\$ 11,665,879	\$ 11,665,879

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There was no interest earned on nonaccrual loans for the years ended December 31, 2022 2023 and 2021. 2022.

Loans that no longer share similar risk characteristics with the collectively evaluated pools are estimated on an individual basis. A loan is considered collateral-dependent when the borrower is experiencing financial difficulty and repayment is expected to be provided substantially through the operation or sale of the collateral. The following table summarizes collateral-dependent gross loans held for investment by collateral type as follows:

	Accounts							ACL	Accounts							ACL
December 31, 2022	Real Estate	Receivable	Equipment	Other	Total		Allocation		Real Estate	Receivable	Equipment	Other	Total		Allocation	
December 31, 2023																
	(In Thousands)								(In Thousands)							
Commercial, financial and agricultural	\$ 20,061	\$ 12,092	\$ 837	\$ 24,998	\$ 57,988	\$ 9,910			\$ 20,266	\$ 7,240	\$ 2,126	\$ 24,016	\$ 53,648	\$ 16,189		
Real estate - construction	-	-	-	1,198	1,198	7			145	-	-	978	1,123	1		
Real estate - mortgage:																
Owner-occupied commercial	8,573	-	-	74	8,647	154			12,038	-	-	698	12,736	475		
1-4 family mortgage	3,260	-	-	-	3,260	316			15,694	-	-	-	15,694	1,058		
Other mortgage	12,311	-	-	-	12,311	-			5,862	-	-	-	5,862	603		
Total real estate - mortgage	24,144	-	-	74	24,218	470			33,594	-	-	698	34,292	2,136		
Total	\$ 44,205	\$ 12,092	\$ 837	\$ 26,270	\$ 83,404	\$ 10,387			\$ 54,005	\$ 7,240	\$ 2,126	\$ 25,692	\$ 89,063	\$ 18,326		

December 31, 2021	Accounts				ACL	
	Real Estate	Receivable	Equipment	Other	Total	Allocation
(In Thousands)						
Commercial, financial and agricultural	\$ 13,067	\$ 5,075	\$ 18,533	\$ 27,599	\$ 64,274	\$ 9,727
Real estate - mortgage:						
Owner-occupied commercial	4,372	-	-	-	4,372	1,371
1-4 family mortgage	2,982	-	-	-	2,982	163
Other mortgage	12,837	-	-	-	12,837	31
Total real estate - mortgage	20,191	-	-	-	20,191	1,565
Total	\$ 33,258	\$ 5,075	\$ 18,533	\$ 27,599	\$ 84,465	\$ 11,292

December 31, 2022	Accounts				ACL	
	Real Estate	Receivable	Equipment	Other	Total	Allocation
(In Thousands)						
Commercial, financial and agricultural	\$ 20,061	\$ 12,092	\$ 837	\$ 24,998	\$ 57,988	\$ 9,910
Real estate - construction	-	-	-	1,198	1,198	7
Real estate - mortgage:						
Owner-occupied commercial	8,573	-	-	74	8,647	154
1-4 family mortgage	3,260	-	-	-	3,260	316
Other mortgage	12,311	-	-	-	12,311	-
Total real estate - mortgage	24,144	-	-	74	24,218	470
Total	\$ 44,205	\$ 12,092	\$ 837	\$ 26,270	\$ 83,404	\$ 10,387

On March 22, 2020, an Interagency Statement was issued by banking regulators that encouraged financial institutions to work prudently with borrowers who **were** or may **have been** unable to meet their contractual payment obligations due to the effects of COVID-19. Additionally, Section 4013 of the CARES Act further provided that a qualified loan modification **was** exempt by law from classification as a Troubled Debt **Restructurings Restructuring** ("TDR") as defined by GAAP, from the period beginning March 1, 2020 until the earlier of December 31, 2020 or the date that **was** 60 days after the date on which the national emergency concerning the COVID-19 outbreak declared by the President of the United States under the National Emergencies Act **terminates. terminated.** The Interagency Statement was subsequently revised in April 2020 to clarify the interaction of the original guidance with Section 4013 of the CARES Act, as well as setting forth the banking regulators' views on consumer protection considerations. On December 27, 2020, President Trump signed into law the Consolidated Appropriations Act 2021, which extended the period established by Section 4013 of the CARES Act to the earlier of January 1, 2022 or the date that **wa** 60 days after the date on which the national COVID-19 emergency **terminates. terminated.** In accordance with such guidance, the Bank offered short-term modifications made in response to COVID-19 to borrowers who were current and otherwise not past due. These included short-term (180 days or less) modifications in the form of payment deferrals, fee waivers, extensions of repayment terms, or other delays in payment that **are insignificant.**

The Bank adopted ASU 2022-02, Financial Instruments - Credit Losses (Topic 326) Troubled Debt Restructurings and Vintage Disclosures effective January 1, 2023. The amendments in ASU 2022-02 eliminated the recognition and measure of TDRs and enhanced disclosures for loan modifications to borrowers experiencing financial difficulty.

The table below details the amortized cost basis at the end of the reporting period for loans made to borrowers experiencing financial difficulty that were **insignificant.**

As of modified during the year ended December 31, 2021, 2023: there were 12 loans outstanding totaling \$1.5 million that had payment deferrals in connection with

	Year Ended December 31, 2023			
	Payment Deferral			Percentage of Total
	Term	and Term	Total	
	Extensions	Extensions		
(In Thousands)				
Commercial, financial and agricultural	\$ 28,363	\$ -	\$ 28,363	

Owner-occupied commercial	3,021	-	3,021
Other mortgage	10,932	303	11,234
Total	\$ 42,315	\$ 303	\$ 42,618

The following table summarizes the COVID- financial impacts of loan modifications made to borrowers experiencing financial difficulty during the 19 twelve relief provided by the CARES Act. At months ended December 31, 2022, 2023:there were no loans with payment deferrals in connection with COVID-19 relief.

	Twelve Months Ended December 31, 2023	
	Total Payment	
	Term	Deferral
	Extensions (In months)	(In Thousands)
Commercial, financial and agricultural	1 to 65	-
Owner-occupied commercial	3 to 60	49
Other mortgage	3 to 36	59

TDRs at December 31, 2022 and 2021 totaled \$2.5 million and \$2.6 million, respectively. The following tables present loans modified in a TDR during the periods period presented by portfolio segment and the financial impact of those modifications. The tables include table includes modifications made to new TDRs, as well as renewals of existing TDRs.

	Year Ended December 31, 2022		
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
	Number of Contracts		
(In Thousands)			
Troubled Debt Restructurings			
Commercial, financial and agricultural	3	\$ 444	\$
Real estate - construction	-	-	
Real estate - mortgage:			
Owner-occupied commercial	-	-	
1-4 family mortgage	-	-	
Other mortgage	-	-	
Total real estate - mortgage	-	-	
Consumer	-	-	
	3	\$ 444	\$

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	Year ended December 31, 2021		
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
	Number of Contracts		
(In Thousands)			
Troubled Debt Restructurings			

Commercial, financial and agricultural	2	\$	1,155	\$
Real estate - construction	-		-	
Real estate - mortgage:				
Owner-occupied commercial	1		991	
1-4 family mortgage	-		-	
Other mortgage	-		-	
Total real estate - mortgage	1		991	
Consumer	-		-	
	3	\$	2,146	\$

There were no loans which that were modified in the previous twelve months (i.e., the twelve months prior to default) that defaulted during the years ended December 31, 2022 2023, and December 31, 2021, respectively. For purposes of this disclosure, default is defined as 90 days past due and still accruing or placement on nonaccrual status.

In the ordinary course of business, the Company has granted loans to certain related parties, including directors, and their affiliates. The interest rates on these loans were substantially the same as rates prevailing at the time of the transaction and repayment terms are customary for the type of loan. Changes in related party loans for the years ended December 31, 2022 2023 and 2021 2022 are as follows:

	Years Ended December 31,		Years Ended December 31,	
			2023	2022
	2022	2021	(In Thousands)	
Balance, beginning of year	\$ 51,180	\$ 36,969	\$ 52,608	\$ 51,180
Additions	-	3,168		
Advances	103,513	90,553	67,106	103,513
Repayments	(102,085)	(79,445)	(79,883)	(102,085)
Removal	-	(65)		
Balance, end of year	\$ 52,608	\$ 51,180	\$ 39,831	\$ 52,608

NOTE 4. FORECLOSED PROPERTIES

Other real estate and certain other assets acquired in foreclosure are carried at the lower of the recorded investment in the loan or fair value less estimated costs to sell the property.

An analysis of foreclosed properties for the years ended December 31, 2022 2023, 2021 2022 and 2020 2021 follows:

	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Balance at beginning of year	\$ 1,208	\$ 6,497	\$ 8,178	\$ 248	\$ 1,208	\$ 6,497
Transfers from loans and capitalized expenses	1,045	2,318	2,985	933	1,046	2,318
Foreclosed properties sold	(2,281)	(6,474)	(2,813)	(158)	(2,282)	(6,474)
Write downs and partial liquidations	276	(1,133)	(1,853)	(28)	276	(1,133)
Balance at end of year	\$ 248	\$ 1,208	\$ 6,497	\$ 995	\$ 248	\$ 1,208

NOTE 5. PREMISES AND EQUIPMENT

Premises and equipment are summarized as follows:

December 31,	December 31,
--------------	--------------

	2022	2021	2023	2022
	(In Thousands)		(In Thousands)	
Land	\$ 5,809	\$ 5,830	\$ 5,809	\$ 5,809
Building	38,319	38,261	37,578	38,319
Furniture and equipment	32,454	31,183	34,976	32,454
Leasehold improvements	13,773	13,400	16,512	13,773
Construction in progress	1,933	62	1,300	1,933
Total premises and equipment, cost	92,288	88,736	96,175	92,288
Accumulated depreciation	(32,438)	(28,436)	(36,851)	(32,438)
Total premises and equipment, net	\$ 59,850	\$ 60,300	\$ 59,324	\$ 59,850

The provisions for depreciation charged to occupancy and equipment expense for the years ended December 31, 2022, 2023, 2021, 2022 and 2020, 2021 were \$4.1 million, \$4.4 million, \$4.1million, and \$3.8 million, \$4.1 million, respectively.

NOTE 6. LEASES

The Company leases space under non-cancelable operating leases for several of its banking offices and certain office equipment. The Company reports its right-of-use asset in other assets and its lease liabilities in other liabilities in its Consolidated Balance Sheet. Sheets.

Supplemental balance sheet information related to operating leases is as follows:

	December 31, 2022	December 31, 2021	December 31, 2023	December 31, 2022
Right-of-use assets	\$ 18,816	\$ 17,916	\$ 26,451	\$ 18,816
Lease liabilities	\$ 19,614	\$ 18,549	\$ 27,435	\$ 19,614
Weighted average remaining lease term	6.6	6.8	8.2	6.6
Weighted average discount rate	2.81 %	2.46 %	3.67 %	2.81 %

Lease costs during the years ended December 31, 2022, 2023 and 2021, 2022 were as follows (in thousands):

	2022	2021	2023	2022
Operating lease cost	\$ 4,379	\$ 4,009	\$ 5,202	\$ 4,379
Short-term lease cost	68	-	-	68
Variable lease cost	610	430	803	610
Sublease income	(40)	(94)	(21)	(40)
Net lease cost	\$ 5,017	\$ 4,345	\$ 5,984	\$ 5,017

The following table reconciles future undiscounted lease payments due under non-cancelable leases to the aggregate lease liability as of December 31, 2022, 2023:

	(In Thousands)	(In Thousands)
2023	\$ 4,281	
2024	3,360	\$ 5,208
2025	3,249	4,930
2026	2,626	4,105
2027	2,132	3,536
2028		2,683
Thereafter	6,042	11,899
Total lease payments	\$ 21,690	\$ 32,361
Less: imputed interest	(2,076)	(4,926)
Present value of operating lease liabilities	\$ 19,614	\$ 27,435

NOTE 7. VARIABLE INTEREST ENTITIES (VIEs) ("VIEs")

The Company utilizes special purpose entities (SPEs) ("SPEs") that constitute investments in limited partnerships that undertake certain development projects to achieve federal and state tax credits. These SPEs are typically structured as VIEs and are thus subject to consolidation by the reporting enterprise that has both power over governance and absorbs the majority of the economic risks and rewards of the VIE. To determine whether it must consolidate a VIE, the Company analyzes the design of the VIE to identify the sources of variability within the VIE, including an assessment of the nature of risks created by the assets and other contractual obligations of the VIE, and determines whether it will absorb a majority of that variability and, if so, whether it has the power to direct the activities that most significantly impact the economic performance of the entity.

The Company has invested in limited partnerships as a funding investor. The partnerships are single purpose entities that lend money to real estate investors for the purpose of acquiring and operating, or rehabbing, commercial property. The investments qualify for New Market Tax Credits under Internal Revenue Code Section 45D, as amended, or Historic Rehabilitation Tax Credits under Code Section 47, as amended, or Low-Income Housing Tax Credits under Code Section 42, as amended. For each of the partnerships, the Company acts strictly in a limited partner capacity. The Company has determined that it is not the primary beneficiary of these partnerships because it does not have the power to direct the activities of the entity that most significantly impact the entities' economic performance and therefore the partnerships are not consolidated in our financial statements. The amount of recorded investment in these partnerships as of December 31, 2022, 2023 and 2021, 2022 was \$46.3 million, \$42.8 million and \$69.9 million, \$46.3 million, respectively. During 2022, 2023, the Company invested in one two Federal Historic Tax Credit partnership partnerships and two six Low-Income Housing Tax Credit partnerships with recorded investment in each totaling \$1.2 million, \$754,000 and \$7.6 million, \$7.8 million, respectively, at December 31, 2022, 2023. Additionally, the Company funded an existing investment obligation of \$2.4 million for one Federal Historic Tax Credit partnership. There was no recorded investment included in loans of the Company at either December 31, 2023 or 2022. There amount of loans included in the Company's recorded investment at December 31, 2021 was \$32.0 million. The remaining amounts are included in other assets.

NOTE 8. DEPOSITS

Deposits at December 31, 2022, 2023 and 2021, 2022 were as follows:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In Thousands)		(In Thousands)	
Noninterest-bearing demand	\$ 3,321,347	\$ 4,799,767	\$ 2,643,101	\$ 3,321,347
Interest-bearing checking	7,224,201	6,707,778	9,367,841	7,224,201
Savings	138,450	131,955	107,227	138,451
Time deposits, \$250,000 and under	239,772	256,185	313,015	239,772
Time deposits, over \$250,000	573,035	507,151	842,327	573,035
Brokered time deposits	50,000	50,000	-	50,000
	\$ 11,546,805	\$ 12,452,836	\$ 13,273,511	\$ 11,546,805

The scheduled maturities of time deposits at December 31, 2022, 2023 were as follows:

	(In Thousands)	(In Thousands)
2023	\$ 647,382	
2024	132,892	\$ 900,676
2025	44,019	183,903
2026	22,573	60,336
2027	15,941	6,036
2028		4,371
Thereafter		20
Total	\$ 862,807	\$ 1,155,342

At December 31, 2022, 2023 and 2021, 2022, overdraft deposits reclassified to loans were \$1.9 million, \$1.1 million and \$4.0 million, \$1.9 million, respectively.

NOTE 9. FEDERAL FUNDS PURCHASED

At December 31, 2022, 2023, the Company had \$1.36 billion (excludes the Company's federal funds purchases reported in the next paragraph) \$1.26 billion in federal funds purchased from its correspondent banks that are clients of its correspondent banking unit, compared to \$1.71 billion, \$1.35 billion (excludes the Company's federal funds purchases reported in the next paragraph) at December 31, 2021, 2022. Rates paid on these funds were between 5.40% and 5.50% as of December 31, 2023 and 4.40% and 4.50% as of December 31, 2022 and 0.15% and 0.25% as of December 31, 2021, 2022.

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At December 31, 2022, 2023, the Company had available lines of credit totaling approximately \$963.0 million, \$880.0 million with various financial institutions for borrowing on a short-term basis, compared to \$986.0 million, \$963.0 million at December 31, 2021, 2022. At December 31, 2022, the Company had \$265.0 million outstanding borrowings from these lines, compared to no outstanding borrowings from these lines at December 31, 2021, 2023, compared to \$265.0 million outstanding borrowings from these lines at December 31, 2022.

NOTE 10. OTHER BORROWINGS

Other borrowings are comprised of:

- \$30.0 million on the Company's 4.5% Subordinated Notes due November 8, 2027, which were issued in a private placement in November 2017 and pay interest semi-annually. The Notes may be prepaid by the Company.
- \$34.75 million of the Company's 4% Subordinated Notes due October 21, 2030, which were issued in a private placement in October 2020 and pay interest semi-annually. The Notes may not be prepaid by the Company prior to October 21, 2025.

Debt is reported net of unamortized issuance costs of \$24,000, \$15,000 and \$44,000, \$24,000 as of December 31, 2022, 2023 and 2021, 2022, respectively.

NOTE 11. SF INTERMEDIATE HOLDING COMPANY, INC., SF HOLDING 1, INC., SF TN REALTY HOLDINGS, INC., SF REALTY 1, INC., SF FLA REALTY, INC., SF GA REALTY, INC. AND SF TN REALTY, INC.

In January 2012, the Company formed SF Holding 1, Inc., an Alabama corporation, and its subsidiary, SF Realty 1, Inc., an Alabama corporation. In September 2013, the Company formed SF FLA Realty, Inc., an Alabama corporation and a subsidiary of SF Holding 1, Inc. In May 2014, the Company formed SF GA Realty, Inc., an Alabama corporation and a subsidiary of SF Holding 1, Inc. In February 2016, the Company formed SF TN Realty, Inc., an Alabama corporation and a subsidiary of SF Holding 1, Inc. Also in February 2016, the Company formed SF Intermediate Holding Company, Inc., an Alabama corporation. Immediately following the formation of SF Intermediate Holding Company, Inc., ServisFirst Bank assigned all of the outstanding capital stock of SF Holding 1, Inc. to SF Intermediate Holding Company, Inc., such that SF Holding 1, Inc. became a wholly-owned first tier subsidiary of SF Intermediate Holding Company, Inc. In November 2022, SF Intermediate Holding Company, Inc. formed SF TN Realty Holdings, Inc., a Delaware corporation. In December 2022, SF Holding 1, Inc. merged with and into SF TN Realty Holdings, Inc., with SF TN Realty Holdings, Inc. being the surviving entity. Following the merger, SF Realty 1, SF FLA Realty, SF GA Realty and SF TN Realty are all subsidiaries of SF TN Realty Holdings, Inc. SF Realty 1, SF FLA Realty, SF GA Realty and SF TN Realty all hold and manage participations in residential mortgages and commercial real estate loans originated by ServisFirst Bank and have elected to be treated as real estate investment trusts ("REIT") for U.S. income tax purposes. SF Intermediate Holding Company, Inc., SF TN Realty Holdings, Inc., SF Realty 1, Inc., SF FLA Realty, Inc., SF GA Realty, Inc. and SF TN Realty, Inc. are all consolidated into the Company.

NOTE 12. DERIVATIVES

The Company periodically enters into derivative contracts to manage exposures to movements in interest rates. The Company purchased an interest rate cap in May of 2020 to limit exposures to increases in interest rates. The interest rate cap is was not designated as a hedging instrument but rather is as a stand-alone derivative. The interest rate cap has had an original term of 3 three years, a notional amount of \$300 million, \$300 million and is was tied to the one-month LIBOR rate with a strike rate of 0.50%. The fair value of the interest rate cap is was carried on the Consolidated Balance Sheets in other assets and the change in fair value is recognized in noninterest income each quarter. At December 31, 2022, the Company the interest rate cap had a fair value of \$4.2 million and remaining term of 0.3 years compared to a fair value of \$1.15 million and remaining term of 1.4 years at December 31, 2021, 2022, and expired on May 4, 2023.

The Company Bank has entered into forward loan sale commitments agreements with secondary market investors to deliver loans on a “best efforts delivery” basis, which do not meet the definition of a derivative instrument. basis. When a rate is committed to a borrower, it is based on the best price that day and locked with the our investor for the our customer for a 30-day period. In the event the loan is not delivered to the investor, the Company Bank has no risk or exposure with the investor. The interest rate lock commitments to customers related to loans that are originated for later sale are classified as derivatives. The fair values of the Company’s our agreements with investors and rate lock commitments to customers as of December 31, 2022 2023 and 2021 2022 were not material.

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NOTE 13. EMPLOYEE AND DIRECTOR BENEFITS

The Company has a stock incentive plan, which is described below. The compensation cost that has been charged against income for the plan was approximately \$3.2 million \$3.6 million, \$1.9 million \$3.2 million and \$1.3 million \$1.9 million for the years ended December 31, 2022, 2023, 2021 2022 and 2020, 2021, respectively.

Stock Incentive Plan

On March 23, 2009, the Company’s board of directors adopted the 2009 Stock Incentive Plan (the “Plan”), which was effective upon approval by the stockholders at the 2009 Annual Meeting of Stockholders. The 2009 Plan originally permitted the grant of up to 2,550,000 shares of common stock. However, upon stockholder approval during 2014, the Plan was amended in order to allow the Company to grant stock options for up to 5,550,000 shares of common stock. The Plan authorizes the grant of stock appreciation rights, restricted stock, incentive stock options, non-qualified stock options, non-stock share equivalents, performance shares or performance units and other equity-based awards. Option awards are generally granted with an exercise price equal to the fair market value of the Company’s stock at the date of grant.

As of December 31, 2022, 2023, there are a total of 3,089,132 3,031,065 shares available to be granted under the Plan.

Stock-based compensation expense for stock-based awards is based on the grant-date fair value. For stock option awards, the fair value is estimated at the date of grant using the Black-Scholes-Merton valuation model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. The fair value of each option granted is estimated on the date of grant using the Black-Scholes-Merton model is based on the weighted-average assumptions for expected dividend yield, expected stock price volatility, risk-free interest rate and expected life of options granted.

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There were no grants of stock options during the years ended December 31, 2023, 2022, and 2021.

The following tables summarize stock option activity:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
								(In Thousands)
Year Ended December 31, 2023:								
Outstanding at beginning of year					280,000	\$ 19.43	3.0	\$ 14,088
Exercised					(112,200)	11.84	0.7	6,148
Forfeited					(2,000)	34.64	5.1	64
Outstanding at end of year					165,800	24.35	2.9	7,211
Exercisable at December 31, 2023:					143,300	\$ 21.84	2.2	\$ 6,419
(In Thousands)								
Year Ended December 31, 2022:								
Outstanding at beginning of year	353,250	\$ 19.28	3.8	\$ 23,525	353,250	\$ 19.28	3.8	\$ 23,525
Exercised	(70,500)	17.96	2.2	3,592	(70,500)	17.96	2.2	3,592
Forfeited	(2,750)	37.94	5.4	85	(2,750)	37.94	5.4	85

Outstanding at end of year	<u>280,000</u>	\$	19.43	3.0	\$	14,088	<u>280,000</u>	19.43	3.0	14,088
Exercisable at December 31, 2022:	<u>220,500</u>	\$	14.37	2.0	\$	12,279	<u>220,500</u>	\$	14.37	2.0 \$ 12,279
Year Ended December 31, 2021:										
Outstanding at beginning of year	641,450	\$	18.15	4.6	\$	16,985	641,450	\$	18.15	4.6 \$ 16,985
Exercised	(278,200)		12.58	2.8		20,131	(278,200)		12.58	2.8 20,131
Forfeited	(10,000)		38.38	5.2		466	(10,000)		38.38	5.2 466
Outstanding at end of year	<u>353,250</u>	\$	19.28	3.8	\$	23,525	<u>353,250</u>	19.28	3.8	23,525
Exercisable at December 31, 2021:	<u>264,000</u>	\$	12.89	2.8	\$	19,353	<u>264,000</u>	\$	12.89	2.8 \$ 19,353
Year Ended December 31, 2020:										
Outstanding at beginning of year	965,750	\$	15.20	4.9	\$	21,914				
Exercised	(306,300)		11.38	2.9		8,854				
Forfeited	(18,000)		30.79	6.1		171				
Outstanding at end of year	<u>641,450</u>	\$	18.15	4.6	\$	16,985				
Exercisable at December 31, 2020:	<u>182,200</u>	\$	12.86	3.5	\$	4,998				

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Exercisable options at December 31, 2022, 2023 were as follows:

Range of Exercise Price	Range of Exercise Price	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value	Range of Exercise Price	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
					(In Thousands)					(In Thousands)
\$	5.00 - 6.00	40,000	\$ 5.50	0.2	\$ 2,536	6.00 - 7.00	7,500	6.92	0.1	448
	6.00 - 7.00	41,500	6.92	1.4	2,573	15.00 - 16.00	42,800	15.52	1.1	2,188
	15.00 - 16.00	59,000	15.45	2.0	3,154	17.00 - 18.00	21,500	17.17	1.3	1,063
	17.00 - 18.00	21,500	17.17	2.3	1,112	18.00 - 19.00	6,000	18.49	1.7	289
	18.00 - 19.00	6,000	18.49	2.7	556	19.00 - 20.00	24,000	19.16	2.1	1,139
	19.00 - 20.00	36,000	19.16	3.1	1,791	25.00 - 26.00	4,000	25.41	2.7	165
	25.00 - 26.00	4,000	25.41	3.7	174	33.00-34.00	2,000	33.48	5.0	66
	38.00 - 39.00	12,500	38.24	4.1	383	35.00-36.00	25,000	35.65	4.8	775
		<u>220,500</u>	<u>\$ 14.37</u>	<u>2.0</u>	<u>\$ 12,279</u>	38.00 - 39.00	8,000	38.29	3.1	227
						41.00 - 42.00	1,000	41.21	4.1	25
						43.00 - 44.00	1,500	43.80	4.5	34
							<u>143,300</u>	<u>\$ 21.84</u>	<u>2.2</u>	<u>\$ 6,419</u>

As of December 31, 2022, 2023, there was \$201,000 \$52,000 of total unrecognized compensation cost related to non-vested stock options. As of December 31, 2022, 2023, non-vested stock options had a weighted average remaining time to vest of 1.1 years. 8 months.

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Restricted Stock and Performance Shares

The Company periodically grants restricted stock awards that vest upon service conditions. Dividend payments are made during the vesting period. The value of restricted stock is determined to be the current value of the Company's stock, and this total value will be recognized as compensation expense over the vesting period. As of December 31, 2022, 2023, there was \$4.3 million \$5.1 million of total unrecognized compensation cost related to non-vested restricted stock. As of December 31, 2022, 2023, non-vested restricted stock had a weighted average remaining time to vest of 1.9 2.1 years.

The Company periodically grants **performance stock PSUs** that give plan participants the opportunity to earn between 0% and 150% of the number of **performance shares PSUs** granted based on achieving certain performance metrics. The number of **performance shares stock units** earned upon vesting of PSUs is determined by reference to the Company's total **shareholder stockholder** return relative to a peer group of other publicly traded banks and bank holding companies during the performance period. The performance period is generally three years starting on the grant date. The fair value of **performance stock PSUs** is determined using a Monte Carlo simulation model on the grant date. As of December 31, **2022, 2023**, there was **\$801,000 \$744,000** of total unrecognized compensation cost related to non-vested **performance stock, PSUs**. As of December 31, **2022, 2023**, non-vested performance stock had a weighted average remaining time to vest of **1.7 years, 1.0 year**.

The following table summarizes restricted stock and **performance stock PSU** activity:

	Restricted Stock		Performance Stock		Restricted Stock		PSU	
					Weighted Average Shares	Grant Date Fair Value	Weighted Average Shares	Grant Date Fair Value
Year Ended December 31, 2023:								
Non-vested at beginning of year					141,580	\$ 56.39	23,852	\$ 54.16
Granted					64,880	58.45	8,092	70.29
Vested					(35,163)	49.85	-	-
Forfeited					(12,999)	63.78	-	-
Non-vested at end of year					<u>158,298</u>	<u>58.08</u>	<u>31,944</u>	<u>58.25</u>
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value				
Year Ended December 31, 2022:								
Non-vested at beginning of year	126,975	\$ 42.28	12,437	\$ 37.05	126,975	\$ 42.74	12,437	\$ 37.05
Granted	53,974	83.24	11,415	72.81	53,974	83.24	11,415	72.81
Vested	(28,160)	43.27	-	-	(28,160)	43.27	-	-
Forfeited	(11,209)	58.82	-	-	(11,209)	58.82	-	-
Non-vested at end of year	<u>141,580</u>	<u>\$ 56.39</u>	<u>23,852</u>	<u>\$ 54.16</u>	<u>141,580</u>	<u>56.39</u>	<u>23,852</u>	<u>54.16</u>
Year Ended December 31, 2021:								
Non-vested at beginning of year	84,307	\$ 34.93	-	\$ -	84,307	\$ 34.93	-	\$ -
Granted	69,295	48.92	12,437	37.05	69,295	48.92	12,437	37.05
Vested	(14,274)	29.33	-	-	(14,274)	29.33	-	-
Forfeited	(12,353)	39.60	-	-	(12,353)	39.60	-	-
Non-vested at end of year	<u>126,975</u>	<u>\$ 42.28</u>	<u>12,437</u>	<u>\$ 37.05</u>	<u>126,975</u>	<u>42.74</u>	<u>12,437</u>	<u>37.05</u>
Year Ended December 31, 2020:								
Non-vested at beginning of year	71,290	\$ 32.24	-	\$ -				
Granted	33,695	33.91	-	-				
Vested	(20,178)	23.76	-	-				
Forfeited	(500)	34.09	-	-				
Non-vested at end of year	<u>84,307</u>	<u>\$ 34.93</u>	<u>-</u>	<u>\$ -</u>				

Retirement Plans

The Company has a retirement savings 401(k) and profit-sharing plan in which all employees **age 21 years of age** and older may participate after completion of one year of service. **For employees in service with the Company at June 15, 2005, the length of service and age requirements were waived.** The Company matches employees' contributions based on a percentage of salary contributed by participants and may make additional discretionary profit-sharing contributions. The Company's expense for the plan was **\$1.8 million \$2.1 million, \$1.6 million \$1.8 million, and \$2.0 million \$1.6 million** for **2022, 2023, 2021 2022 and 2020, 2021**, respectively.

NOTE 14. REGULATORY MATTERS

The Bank is subject to dividend restrictions set forth in the Alabama Banking Code and by the Alabama State Banking Department. Under such restrictions, the Bank may not, without the prior approval of the Alabama State Banking Department, declare dividends in excess of the sum of the current year's earnings plus the retained earnings from the prior two years. Based on these restrictions, the Bank would be limited to paying \$449.8 million \$573.9 million in dividends as of December 31, 2022, 2023.

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

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of common equity Tier 1 capital, total risk-based capital and Tier 1 capital to risk-weighted assets (as defined in the regulations), and Tier 1 capital to adjusted total assets (as defined). Management believes, as of December 31, 2022, 2023, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2022, 2023, the most recent notification from the Federal Deposit Insurance Corporation FDIC categorized ServisFirst Bank as well capitalized under the regulatory framework for prompt corrective action. To remain categorized as well capitalized, the Bank will have to maintain minimum CET1, total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as disclosed in the table below. Management believes that it is well capitalized under the prompt corrective action provisions as of December 31, 2022, 2023.

The Company's and Bank's actual capital amounts and ratios are presented in the following table:

	Actual	For Capital Adequacy Purposes	To Be Well Capitalized Under Prompt Corrective Action Provisions	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
				Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2023:									
CET I Capital to Risk Weighted Assets:									
Consolidated				\$ 1,473,885	10.91 %	\$ 607,690	4.50 %	N/A	N/A
ServisFirst Bank				1,535,757	11.37 %	607,665	4.50 %	\$ 877,738	6.50 %
Tier I Capital to Risk Weighted Assets:									
Consolidated				1,474,385	10.92 %	810,253	6.00 %	N/A	N/A
ServisFirst Bank				1,536,257	11.38 %	810,220	6.00 %	1,080,293	8.00 %
Total Capital to Risk Weighted Assets:									
Consolidated				1,681,028	12.45 %	1,080,338	8.00 %	N/A	N/A
ServisFirst Bank				1,690,149	12.52 %	1,080,293	8.00 %	1,350,366	10.00 %
Tier I Capital to Average Assets:									
Consolidated				1,474,385	9.12 %	646,710	4.00 %	N/A	N/A

ServisFirst Bank							1,536,257	9.50 %	646,675	4.00 %	808,343	5.00 %
	Amount	Ratio	Amount	Ratio	Amount	Ratio						
As of December 31, 2022:												
CET I Capital to Risk Weighted Assets:												
Consolidated	\$ 1,326,035	9.55 %	\$ 624,986	4.50 %	N/A	N/A	\$ 1,326,035	9.55 %	\$ 624,986	4.50 %	N/A	N/A
ServisFirst Bank	1,385,697	9.98 %	624,942	4.50 %	\$ 902,694	6.50 %	1,385,697	9.98 %	624,942	4.50 %	\$ 902,694	6.50 %
Tier I Capital to Risk Weighted Assets:												
Consolidated	1,326,535	9.55 %	833,315	6.00 %	N/A	N/A	1,326,535	9.95 %	833,315	6.00 %	N/A	N/A
ServisFirst Bank	1,386,197	9.98 %	833,256	6.00 %	1,111,008	8.00 %	1,386,197	9.98 %	833,256	6.00 %	1,111,008	8.00 %
Total Capital to Risk Weighted Assets:												
Consolidated	1,532,134	11.03 %	1,111,086	8.00 %	N/A	N/A	1,532,134	11.03 %	1,111,086	8.00 %	N/A	N/A
ServisFirst Bank	1,533,069	11.04 %	1,111,008	8.00 %	1,388,760	10.00 %	1,533,069	11.04 %	1,111,008	8.00 %	1,388,760	10.00 %
Tier I Capital to Average Assets:												
Consolidated	1,326,535	9.29 %	570,960	4.00 %	N/A	N/A	1,326,535	9.29 %	570,960	4.00 %	N/A	N/A
ServisFirst Bank	1,386,197	9.71 %	570,924	4.00 %	713,656	5.00 %	1,386,197	9.71 %	570,924	4.00 %	713,656	5.00 %
As of December 31, 2021:												
CET I Capital to Risk Weighted Assets:												
Consolidated	\$ 1,123,826	9.95 %	\$ 508,065	4.50 %	N/A	N/A						
ServisFirst Bank	1,185,161	10.50 %	508,007	4.50 %	\$ 733,787	6.50 %						
Tier I Capital to Risk Weighted Assets:												
Consolidated	1,124,326	9.96 %	677,420	6.00 %	N/A	N/A						
ServisFirst Bank	1,185,661	10.50 %	677,342	6.00 %	903,123	8.00 %						
Total Capital to Risk Weighted Assets:												
Consolidated	1,306,992	11.58 %	903,226	8.00 %	N/A	N/A						
ServisFirst Bank	1,303,621	11.55 %	903,123	8.00 %	1,128,903	10.00 %						
Tier I Capital to Average Assets:												
Consolidated	1,124,326	7.39 %	608,880	4.00 %	N/A	N/A						
ServisFirst Bank	1,185,661	7.79 %	608,826	4.00 %	761,033	5.00 %						

NOTE 15. OTHER OPERATING INCOME AND EXPENSES

The major components of other operating income and expense included in noninterest income and noninterest expense are as follows:

	Years Ended December 31,			Years Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Other Operating Income						

ATM fee income	\$ 618	\$ 1,443	\$ 1,234	\$ (200)	\$ 618	\$ 1,443
Mark to market interest rate cap derivative	6,960	1,013	(656)	48	6,960	1,013
Gain (loss) on sale of ORE	501	(288)	8	(28)	501	(288)
(Loss) gain on sale of fixed assets	(12)	433	9	-	(12)	433
Death benefit of bank owned life insurance contracts	2,153	-	-	-	2,153	-
Merchant services fees	1,765	1,231	565	2,214	1,765	1,231
Other	676	832	455	1,002	676	832
Total other operating income	\$ 12,661	\$ 4,664	\$ 1,615	\$ 3,037	\$ 12,661	\$ 4,664
Other Operating Expenses						
Other loan expenses	\$ 2,226	\$ 2,744	\$ 4,886	\$ 2,794	2,226	2,744
Customer and public relations	2,354	1,840	1,052	2,971	2,354	1,840
Sales and use tax	636	1,016	528	771	636	1,016
Write-down investment in tax credit partnerships	9,998	9,152	346	12,053	9,998	9,152
Telephone	568	453	541	597	568	453
Donations and contributions	749	544	506	651	749	544
Marketing	446	498	338	768	446	498
Supplies	612	504	495	705	612	504
Fraud and forgery losses	1,988	425	463	1,435	1,988	425
Directors fees	730	659	632	797	730	659
Postage	366	290	278	361	366	290
Other operational losses	2,777	197	1,677	449	2,777	144
Core processing deconverison expense	939	3,007	-	134	939	3,007
Privilege tax expense				4,300	1,869	950
Other	6,686	5,828	3,748	4,556	4,816	4,931
Total other operating expenses	\$ 31,075	\$ 27,157	\$ 15,490	\$ 33,342	\$ 31,075	\$ 27,157

NOTE 16. INCOME TAXES

The components of income tax expense are as follows:

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Current tax expense:						
Federal	\$ 56,318	\$ 45,248	\$ 50,016	\$ 35,124	\$ 56,318	\$ 45,248
State	3,621	5,428	4,350	3,616	3,621	5,428
Total current tax expense	59,939	50,676	54,366	38,740	59,939	50,676
Deferred tax (benefit) expense:						
Federal	(4,110)	(5,596)	(9,342)	(1,057)	(4,110)	(5,596)
State	1,495	535	(385)	52	1,495	535
Total deferred tax (benefit)	(2,615)	(5,061)	(9,727)	(1,005)	(2,615)	(5,061)
Total income tax expense	\$ 57,324	\$ 45,615	\$ 44,639	\$ 37,735	\$ 57,324	\$ 45,615

The Company's total income tax expense differs from the amounts computed by applying the Federal income tax statutory rates to income before income taxes. A reconciliation of the differences is as follows:

	Year Ended December 31, 2022	
	Amount	% of Pre-tax Earning

(In Thousands)				
Income tax at statutory federal rate	\$	64,796		2
Effect on rate of:				
State income tax, net of federal tax effect		7,247		
Tax-exempt income, net of expenses		(188)		
Bank-owned life insurance contracts		(1,812)		
Excess tax benefit from stock compensation		(1,091)		
Federal tax credits, net of related amortization		(11,131)		
Other		(497)		
Effective income tax and rate	\$	57,324		1
Year Ended December 31, 2021				
	Amount		% of Pre-tax Earning	
(In Thousands)				
Income tax at statutory federal rate	\$	53,203		2
Effect on rate of:				
State income tax, net of federal tax effect		4,952		
Tax-exempt income, net of expenses		(242)		
Bank-owned life insurance contracts		(1,395)		
Excess tax benefit from stock compensation		(2,335)		
Federal tax credits, net of related amortization		(11,019)		
Other		2,451		
Effective income tax and rate	\$	45,615		1
Year Ended December 31, 2020				
	Amount	% of Pre-tax Earnings	Year Ended December 31, 2023	
			Amount	tax Earnings
(In Thousands)				
Income tax at statutory federal rate	\$	44,984	21.00 %	\$ 51,363 21.00 %
Effect on rate of:				
State income tax, net of federal tax effect		3,230	1.51 %	3,339 1.37 %
Tax-exempt income, net of expenses		(354)	(0.17)%	(92) (0.04)%
Bank-owned life insurance contracts		(1,325)	(0.62)%	(1,591) (0.65)%
Excess tax benefit from stock compensation		(1,306)	(0.61)%	(1,242) (0.51)%
Federal tax credits		(563)	(0.26)%	
Federal tax credits, net of related amortization				(16,002) (6.54)%
Other		(27)	(0.01)%	1,960 0.80 %
Effective income tax and rate	\$	44,639	20.84 %	\$ 37,735 15.43 %

Year Ended December 31, 2022				
	Amount		% of Pre-tax	
(In Thousands)				
Income tax at statutory federal rate	\$	64,796		
Effect on rate of:				
State income tax, net of federal tax effect		7,247		
Tax-exempt income, net of expenses		(188)		
Bank-owned life insurance contracts		(1,812)		
Excess tax benefit from stock compensation		(1,091)		

Federal tax credits, net of related amortization	(11,131)	
Other	(497)	
Effective income tax and rate	\$ 57,324	
Year Ended December 31, 2021		
	Amount	% of Pre-tax I
(In Thousands)		
Income tax at statutory federal rate	\$ 53,203	
Effect on rate of:		
State income tax, net of federal tax effect	4,952	
Tax-exempt income, net of expenses	(242)	
Bank-owned life insurance contracts	(1,395)	
Excess tax benefit from stock compensation	(2,335)	
Federal tax credits	(11,019)	
Other	2,451	
Effective income tax and rate	\$ 45,615	

The components of net deferred tax asset are as follows:

	December 31,		December 31,	
	2022	2021	2023	2022
	(In Thousands)		(In Thousands)	
Deferred tax assets:				
Allowance for credit losses	\$ 36,720	\$ 29,237	\$ 38,483	\$ 36,720
Other real estate owned	316	520	253	316
Nonqualified equity awards	1,229	816	1,354	1,229
Nonaccrual interest	289	289	327	289
State tax credits	1,795	3,988		
State tax credits carryforward			2,011	1,795
Deferred loan fees	4,720	5,087	3,806	4,720
Reserve for unfunded commitments	144	435	144	144
Accrued bonus	4,540	3,910	3,052	4,540
Capital loss carryforward	1,889	1,867	1,648	1,889
Lease liability	4,923	4,654	6,886	4,923
Deferred revenue	20	31	8	20
Net unrealized loss on securities available for sale	16,339	-	18,129	16,339
Other deferred tax assets	60	1,429	2,323	60
Total deferred tax assets	72,984	52,263	78,424	72,984
Deferred tax liabilities:				
Net unrealized gain on securities available for sale	-	3,723		
Depreciation	4,431	4,872	4,289	4,431
Prepaid expenses	975	607	735	975
Investments	1,054	696	1,484	1,054
Right-of-use assets and other leasing transactions	4,723	4,495	6,639	4,723
Acquired intangible assets	-	6		
Other deferred tax liabilities	1,353	92	2,359	1,353
Total deferred tax liabilities	12,536	14,491	15,506	12,536
Net deferred tax assets	\$ 60,448	\$ 37,772	\$ 62,918	\$ 60,448

The Company believes its net deferred tax asset is recoverable as of December 31, 2022 2023 and 2021 2022 based on the expectation of future taxable income and other relevant considerations.

Deferred Pursuant to ASC 740-10-30-2 Income Taxes, deferred tax assets and liabilities are measured using enacted tax rates applicable to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company and its subsidiaries file a consolidated U.S. Federal income tax return and various consolidated and separate company state income tax returns. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2019 2020 through 2022 2023. The Company is also currently open to audit by several state departments of revenue for the years ended December 31, 2019 2020 through 2022 2023. The audit periods differ depending on the date the Company began business activities in each state.

Accrued interest and penalties on unrecognized income tax benefits totaled \$0 \$450,000 and \$169,000 \$0 as of December 31, 2022 2023 and 2021 2022, respectively. Interest and penalties related to unrecognized income tax benefits are recorded in the provision for income taxes. The Company has \$1,653,000 of unrecognized tax benefits (net of the federal benefit on state income tax issues) recorded as of December 31, 2023. Unrecognized income tax benefits as of December 31, 2022 2023, and December 31, 2021 2022, that, if recognized, would impact the effective income tax rate totaled \$0 \$1,653,000 and \$3,659,000 \$0 (net of the federal benefit on state income tax issues), respectively. The Company does not have any unrecognized tax benefits as of December 31, 2022.

The following table presents a summary of the changes during 2022 2023, 2021 2022 and 2020 2021 in the amount of unrecognized tax benefits that are included in the consolidated balance sheets.

	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Balance, beginning of year	\$ 3,659	\$ 3,238	\$ 2,683	\$ -	\$ 3,659	\$ 3,238
Increases related to prior year tax positions	-	864	997	1,285	-	864
Decreases related to prior year tax positions	(2,860)	-	-	-	(2,860)	-
Increases related to current year tax positions	-	-	-	807	-	-
Settlements	-	-	-	-	-	-
Lapse of statute	(799)	(443)	(442)	-	(799)	(443)
Balance, end of year	\$ -	\$ 3,659	\$ 3,238	\$ 2,092	\$ -	\$ 3,659

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NOTE 17. COMMITMENTS AND CONTINGENCIES

Loan Commitments

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, credit card arrangements, and standby letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. A summary of the Company's approximate commitments and contingent liabilities is as follows:

	2022	2021	2020	2023	2022	2021
	(In Thousands)			(In Thousands)		
Commitments to extend credit	\$ 4,230,485	\$ 3,515,818	\$ 2,606,258	\$ 3,410,283	\$ 4,230,485	\$ 3,515,818
Credit card arrangements	368,749	366,525	286,128	381,524	368,749	366,525
Standby letters of credit and financial guarantees	67,285	61,856	66,208	86,065	67,285	61,856
Total	\$ 4,666,519	\$ 3,944,199	\$ 2,958,594	\$ 3,877,872	\$ 4,666,519	\$ 3,944,199

Commitments to extend credit, credit card arrangements, commercial letters of credit and standby letters of credit all include exposure to some credit loss in the event of nonperformance of the customer. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet financial instruments. Because these instruments have fixed maturity dates, and because many of them expire without being drawn upon, they do not generally present any significant liquidity risk to the Company.

NOTE 18. CONCENTRATIONS OF CREDIT

The Company originates primarily commercial, residential, and consumer loans to customers in the Company's market area. The ability of the majority of the Company's customers to honor their contractual loan obligations is dependent on the economy in the market area.

The Company's loan portfolio is concentrated primarily in loans secured by real estate, principally secured by real estate in the Company's primary market areas. In addition, a substantial portion of the other real estate owned is located in that same market. Accordingly, the ultimate collectability of the loan portfolio and the recovery of the carrying amount of other real estate owned are susceptible to changes in market conditions in the Company's primary market area.

NOTE 19. EARNINGS PER COMMON SHARE

Basic earnings per common share are computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share include the dilutive effect of additional potential common shares issuable pursuant to the exercise of stock options and vesting of performance shares. The difference in earnings per share under the two-class method was not significant at December 31, 2022, 2023, 2021, 2022 and 2020, 2021.

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
	(Dollar Amounts In Thousands Except Per Share Amounts)			(Dollar Amounts In Thousands Except Per Share Amounts)		
Earnings Per Share						
Weighted average common shares outstanding	54,300,366	54,160,990	53,844,482	54,411,171	54,300,366	54,160,990
Net income available to common stockholders	\$ 251,442	\$ 207,672	\$ 169,506	\$ 206,791	\$ 251,442	\$ 207,672
Basic earnings per common share	\$ 4.63	\$ 3.83	\$ 3.15	\$ 3.80	\$ 4.63	\$ 3.83
 Weighted average common shares outstanding	54,300,366	54,160,990	53,844,482	54,411,171	54,300,366	54,160,990
Dilutive effects of assumed exercise of stock options and vesting of performance shares	234,408	273,583	374,555	124,144	234,408	273,583
Weighted average common and dilutive potential common shares outstanding	54,534,774	54,434,573	54,219,037	54,535,315	54,534,774	54,434,573
Net income available to common stockholders	\$ 251,442	\$ 207,672	\$ 169,506	\$ 206,791	\$ 251,442	\$ 207,672
Diluted earnings per common share	\$ 4.61	\$ 3.82	\$ 3.13	\$ 3.79	\$ 4.61	\$ 3.82

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NOTE 20. RELATED PARTY TRANSACTIONS

As more fully described in Note 3 "Loans", the Company had outstanding loan balances, as made in the ordinary course of business, to related parties as of December 31, 2022, 2023 and 2021, 2022 in the amount of \$52.6 million, \$39.8 million and \$51.2 million, \$52.6 million, respectively. Deposits of related parties are also accepted in the ordinary course of business. The aggregate balances of related party deposits are insignificant as of December 31, 2022, 2023 and 2021, 2022, respectively.

NOTE 21. FAIR VALUE MEASUREMENT

Measurement of fair value under U.S. GAAP establishes a hierarchy that prioritizes observable and unobservable inputs used to measure fair value, as of the measurement date, into three broad levels, which are described below:

- Level 1:** Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
- Level 2:** Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.
- Level 3:** Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and also considers counterparty credit risk in its assessment of fair value.

Debt Securities. Where quoted prices are available in an active market, securities are classified within Level 1 of the hierarchy. Level 1 securities include highly liquid government securities such as U.S. Treasuries and exchange-traded equity securities. For securities traded in secondary markets for which quoted market prices are not available, the Company generally relies on pricing services provided by independent vendors. Such independent pricing services are to advise the Company on the carrying value of the securities available for sale portfolio. As part of the Company's procedures, the price provided from the service is evaluated for reasonableness given market changes. When a questionable price exists, the Company investigates further to determine if the price is valid. If needed, other market participants may be utilized to determine the correct fair value. The Company has also reviewed and confirmed its determinations in discussions with the pricing service regarding their methods of price discovery. Securities measured with these techniques are classified within Level 2 of the hierarchy and often involve using quoted market prices for similar securities, pricing models or discounted cash flow calculations using inputs observable in the market where available. Examples include U.S. government agency securities, mortgage-backed securities, obligations of states and political subdivisions, and certain corporate, asset-backed and other securities. In cases where Level 1 or Level 2 inputs are not available, as in the case of certain corporate securities, these securities are classified in Level 3 of the hierarchy.

Derivative instruments. The fair values of derivatives are determined based on a valuation pricing model using readily available observable market parameters such as interest rate curves, adjusted for counterparty credit risk. These measurements are classified as level 2 within the valuation hierarchy.

Loans Individually Evaluated. Loans individually evaluated are measured and reported at fair value when full payment under the loan terms is not probable. Loans individually evaluated are carried at the present value of expected future cash flows using the loan's existing rate in a discounted cash flow calculation, or the fair value of the collateral if the loan is collateral-dependent. Expected cash flows are based on internal inputs reflecting expected default rates on contractual cash flows. This method of estimating fair value does not incorporate the exit-price concept of fair value described in ASC 820-10 and would generally result in a higher value than the exit-price approach. For loans measured using the estimated fair value of collateral less costs to sell, fair value is generally determined based on appraisals performed by certified and licensed appraisers using inputs such as absorption rates, capitalization rates and market comparables, adjusted for estimated costs to sell. Management modifies the appraised values, if needed, to take into account recent developments in the market or other factors, such as changes in absorption rates or market conditions from the time of valuation, and anticipated sales values considering management's plans for disposition. Such modifications to the appraised values could result in lower valuations of such collateral. Estimated costs to sell are based on current amounts of disposal costs for similar assets. These measurements are classified as Level 3 within the valuation hierarchy. Loans individually evaluated are subject to nonrecurring fair value adjustment upon initial recognition or subsequent individual evaluation. A portion of the allowance for credit losses is allocated to loans individually evaluated if the value of such loans is deemed to be less than the unpaid balance. The range of fair value adjustments and weighted average adjustments as of December 31, 2022 2023 was 0% to 82% 66% and 19.5% 25%, respectively. The range of fair value adjustments and weighted average adjustment as of December 31, 2021 2022 was 0% to 75% 82% and 24.1% 19.5%, respectively. Loans individually evaluated are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly based on the same factors identified above. The amount recognized to write-down individually evaluated loans that are measured at fair value on a nonrecurring basis was \$4.2 million \$16.6 million and \$6.2 million \$4.2 million during the years ended December 31, 2022 2023 and 2021, 2022, respectively.

Other Real Estate Owned and Repossessed Assets. Other real estate assets ("OREO") acquired through, or in lieu of, foreclosure are held for sale and are initially recorded at the lower of cost or fair value, less selling costs. Any write-downs to fair value at the time of transfer to OREO are charged to the allowance for credit losses subsequent to foreclosure. Values are derived from appraisals of underlying collateral and discounted cash flow analysis. Appraisals are performed by certified and licensed appraisers. Subsequent to foreclosure, valuations are updated periodically and assets are marked to current fair value, not to exceed the new cost basis. In the determination of fair value subsequent to foreclosure, management also considers other factors or recent developments, such as changes in absorption rates and market conditions from the time of valuation, and anticipated sales values considering management's plans for disposition, which could result in adjustment to lower the property value estimates indicated in the appraisals. The range of fair value adjustments and weighted average adjustment as of December 31, 2022 2023 was 0% 25% to 100% and 53.3% 38.3%, respectively. The range of fair value adjustments and weighted average adjustment as of December 31, 2021 2022 was 0% to 100% and 40.6% 53.3% respectively. These measurements are classified as Level 3 within the valuation hierarchy. Net losses on the sale and write-downs of OREO of \$153,000 \$7,000 and \$1.1 million \$153,000 was recognized during the years ended December 31, 2022 2023 and 2021, 2022, respectively. These charges were for write-downs in the value of OREO subsequent to foreclosure and losses on the disposal of OREO. OREO is classified within Level 3 of the hierarchy.

There were three residential real estate loan foreclosures for \$360,000 classified as OREO as of December 31, 2023, compared to two residential real estate loan foreclosures for \$248,000 classified as OREO as of December 31, 2022, 2022 compared to \$50,000 classified as OREO. There were three residential real estate loans \$292,000 that were in the process of being foreclosed as of December 31, 2021, 2023.

There were no residential real estate loan that was in the process of being foreclosed as of December 31, 2022, compared one residential real estate loan that was in the process of being foreclosed for \$299,000 as of December 31, 2021. 2022.

The following table presents the Company's financial assets and financial liabilities carried at fair value on a recurring basis as of December 31, 2022 2023 and 2021. 2022. There were no liabilities measured at fair value on a recurring basis as of December 31, 2022 2023 and 2021. 2022.

					Fair Value Measurements at December 31, 2023			
					Using			
	Fair Value Measurements at December 31, 2022 Using				Quoted			
					Prices in	Active	Significant	Significant
						Markets	Other	
						for	Observable	Unobservable
						Identical	Inputs	Inputs (Level
	Assets	Observable	Unobservable	Total	Assets	(Level 1)	(Level 2)	3)
	(Level 1)	(Level 2)	Inputs (Level 3)	Total	(Level 1)	(Level 2)	Inputs (Level 3)	Total
					(In Thousands)			
Assets Measured on a Recurring Basis:								
Available-for-sale debt securities:								
U.S. Treasury securities	\$ 2,969	\$ -	\$ -	\$ 2,969	\$ 340,807	\$ -	\$ -	\$ 340,807
Government agency securities	-	9	-	9	-	-	-	-
Mortgage-backed securities	-	249,703	-	249,703	-	215,485	-	215,485
State and municipal securities	-	13,609	-	13,609	-	10,223	-	10,223
Corporate debt	-	367,665	10,860	378,525	-	326,808	6,860	333,668
Total available-for-sale debt securities	2,969	630,986	10,860	644,815	340,807	552,516	6,860	900,183
Interest rate cap derivative	-	4,201	-	4,201	-	-	-	-
Total assets at fair value	\$ 2,969	\$ 635,187	\$ 10,860	\$ 649,016	\$ 340,807	\$ 552,516	\$ 6,860	\$ 900,183

					Fair Value Measurements at December 31, 2022			
					Using			
	Fair Value Measurements at December 31, 2021 Using				Quoted			
					Prices in	Active	Significant	Significant
						Markets	Other	
						for	Observable	Unobservable
						Identical	Inputs	Inputs (Level
	Assets	Observable	Unobservable	Total	Assets	(Level 1)	(Level 2)	3)
	(Level 1)	(Level 2)	Inputs (Level 3)	Total	(Level 1)	(Level 2)	Inputs (Level 3)	Total
					(In Thousands)			
Assets Measured on a Recurring Basis:								
Available-for-sale debt securities:								
U.S. Treasury securities	\$ 9,104	\$ -	\$ -	\$ 9,104	\$ 2,969	\$ -	\$ -	\$ 2,969
Government agency securities	-	6,041	-	6,041	-	9	-	9
Mortgage-backed securities	-	425,161	-	425,161	-	249,703	-	249,703
State and municipal securities	-	21,634	-	21,634	-	13,609	-	13,609
Corporate debt	-	363,638	16,992	380,630	-	367,665	10,860	378,525
Total available-for-sale debt securities	9,104	816,474	16,992	842,570	2,969	630,986	10,860	644,815
Interest rate cap derivative	-	1,152	-	1,152	-	4,201	-	4,201
Total assets at fair value	\$ 9,104	\$ 817,626	\$ 16,992	\$ 843,722	\$ 2,969	\$ 635,187	\$ 10,860	\$ 649,016

The carrying amount and estimated fair value of the Company's financial instruments measured on a nonrecurring basis were as follows:

					Fair Value Measurements at December 31, 2023											
					Using											
	Fair Value Measurements at December 31, 2022 Using				Quoted Prices in											
					Active Markets	Significant Other	Significant									
					for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)									
					Assets (Level 1)	Inputs (Level 2)	Inputs (Level 3)	Total								
					Assets (Level 1)	Inputs (Level 2)	Inputs (Level 3)	Total								
					Assets (Level 1)	Inputs (Level 2)	Inputs (Level 3)	Total								
					(In Thousands)											
Assets Measured on a Nonrecurring Basis:	(In Thousands)															
Loans individually evaluated	\$	-	\$	-	\$	73,017	\$	73,017	\$	-	\$	-	\$	70,735	\$	70,735
Other real estate owned and repossessed assets		-		-		248		248		-		-		995		995
Total assets at fair value	\$	-	\$	-	\$	73,265	\$	73,265	\$	-	\$	-	\$	71,730	\$	71,730

						Fair Value Measurements at December 31, 2022 Using										
	Fair Value Measurements at December 31, 2021 Using					Quoted Prices in										
	Quoted Prices in				Active Markets	Significant Other	Significant									
	Active Markets	Significant Other	Significant		for Identical	Observable	Unobservable									
	for Identical	Observable	Unobservable		Assets (Level 1)	Inputs (Level 2)	Inputs (Level 3)	Total								
	Assets (Level 1)	Inputs (Level 2)	Inputs (Level 3)	Total	(In Thousands)											
	(In Thousands)															
Assets Measured on a Nonrecurring Basis:																
Loans individually evaluated	\$	-	\$	-	\$	73,173	\$	73,173	\$	-	\$	-	\$	73,017	\$	73,017
Other real estate owned and repossessed assets		-		-		1,208		1,208		-		-		248		248
Total assets at fair value	\$	-	\$	-	\$	74,381	\$	74,381	\$	-	\$	-	\$	73,265	\$	73,265

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There were no liabilities measured at fair value on a non-recurring basis as of December 31, 2022, 2023 and 2021, 2022.

In the case of the debt securities portfolio, the Company monitors the portfolio to ascertain when transfers between levels have been affected. The nature of the remaining assets and liabilities is such that transfers in and out of any level are expected to be rare. For the year ended December 31, 2022, 2023, there were four one transfers between Levels transfer from Level 1, 3 to Level 2 or 3, 2.

The table below includes a rollforward of the balance sheet amounts for the years ended December 31, 2022, 2023 and 2021, 2022 (including the change in fair value) for financial instruments classified by the Company within Level 3 of the valuation hierarchy measured at fair value on a recurring basis including changes in fair value due in part to observable factors that are part of the valuation methodology:

For the year ended December 31,		For the year ended December 31,	
2022	2021	2023	2022

	Available-for-sale Securities	Available-for-sale Securities	Available- for-sale Securities	Available- for-sale Securities
	(In Thousands)		(In Thousands)	
Fair value, beginning of period	\$ 16,992	\$ -	\$ 10,860	\$ 16,992
Transfers into Level 3	4,860	6,000	-	4,860
Total realized gains included in income	-	-	-	-
Changes in unrealized gains/losses included in other comprehensive income for assets and liabilities still held at period-end	(805)	492	160	(805)
Purchases	-	18,000	-	-
Transfers out of Level 3	(10,187)	(7,500)	(4,160)	(10,187)
Fair value, end of period	\$ 10,860	\$ 16,992	\$ 6,860	\$ 10,860

The fair value of a financial instrument is the current amount that would be exchanged in a sale 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. Current U.S. GAAP excludes certain financial instruments and all nonfinancial instruments from its fair value disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

	December 31,			
	2023		2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In Thousands)			
Financial Assets:				
Level 1 Inputs:				
Cash and cash equivalents	\$ 2,030,513	\$ 2,030,513	\$ 814,538	\$ 814,538
Held-to-maturity U.S. Treasury securities	508,985	484,267	507,151	470,954
Level 2 Inputs:				
Federal funds sold	100,575	100,575	1,515	1,515
Held-to-maturity debt securities	473,429	422,674	526,720	464,749
Mortgage loans held for sale	5,071	5,071	1,607	1,604
Restricted equity securities	10,226	10,226	7,734	7,734
Level 3 Inputs:				
Held-to-maturity debt securities	250	250	250	250
Loans, net	11,505,512	11,032,819	11,541,671	11,265,517
Financial Liabilities:				
Level 2 Inputs:				
Deposits	\$ 13,273,511	\$ 13,266,640	\$ 11,546,805	\$ 11,529,647
Federal funds purchased	1,256,724	1,256,724	1,618,798	1,618,798
Other borrowings	64,735	58,083	64,726	57,101

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	December 31,	
	2022	2021

	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In Thousands)			
Financial Assets:				
Level 1 Inputs:				
Cash and cash equivalents	\$ 814,538	\$ 814,538	\$ 4,163,724	\$ 4,163,724
Held to maturity U.S. Treasury securities	507,151	470,954	149,263	148,620
Level 2 Inputs:				
Federal funds sold	1,515	1,515	58,372	58,372
Held to maturity debt securities	526,720	464,749	313,444	317,416
Mortgage loans held for sale	1,607	1,604	1,114	1,111
Restricted equity securities	7,734	7,734	7,311	7,311
Level 3 Inputs:				
Held to maturity debt securities	250	250	250	250
Loans, net	11,541,671	11,265,517	9,416,274	9,403,012
Financial Liabilities:				
Level 2 Inputs:				
Deposits	\$ 11,546,805	\$ 11,529,647	\$ 12,452,836	\$ 12,454,140
Federal funds purchased	1,618,798	1,618,798	1,711,777	1,711,777
Other borrowings	64,726	57,101	64,706	65,475

NOTE 22. PARENT COMPANY FINANCIAL INFORMATION

The following information presents the condensed balance sheet of the Company as of December 31, 2022, 2023 and 2021, 2022 and the condensed statements of income and cash flows for the years ended December 31, 2022, 2023, 2021, 2022 and 2020, 2021.

CONDENSED BALANCE SHEETS	CONDENSED BALANCE SHEETS		CONDENSED BALANCE SHEETS	
(In Thousands)	(In Thousands)		(In Thousands)	
	December 31, 2022	December 31, 2021	December 31, 2023	December 31, 2022
ASSETS				
Cash and due from banks	\$ 19,292	\$ 14,553	\$ 20,014	\$ 19,292
Investment in subsidiary	1,357,058	1,212,850	1,501,777	1,357,058
Other assets	983	1,291	557	983
Total assets	\$ 1,377,333	\$ 1,228,694	\$ 1,522,348	\$ 1,377,333
LIABILITIES AND STOCKHOLDERS' EQUITY				
Liabilities:				
Other borrowings	\$ 64,726	\$ 64,706	\$ 64,735	\$ 64,726
Other liabilities	15,211	12,473	17,708	15,211
Total liabilities	79,937	77,179	82,443	79,937
Stockholders' equity:				
Preferred stock, par value \$0.001 per share; 1,000,000 authorized and undesignated at December 31, 2022 and December 31, 2021	-	-	-	-

Common stock, par value \$0.001 per share; 200,000,000 shares authorized and 54,329,527 shares issued and outstanding at December 31, 2022; and	54	54		
100,000,000 shares authorized and 54,227,060 shares issued and outstanding at December 31, 2021				
Preferred stock, par value \$0.001 per share; 1,000,000 authorized and undesignated at December 31, 2023 and December 31, 2022			-	-
Common stock, par value \$0.001 per share; 200,000,000 shares authorized: 54,461,580 shares issued and outstanding at December 31, 2023; and 54,326,527 shares issued and outstanding at December 31, 2022			54	54
Additional paid-in capital	229,693	226,397	232,605	229,693
Retained earnings	1,109,902	911,008	1,254,841	1,109,902
Accumulated other comprehensive (loss) income	(42,253)	14,056		
Accumulated other comprehensive loss			(47,595)	(42,253)
Total stockholders' equity	1,297,396	1,151,515	1,439,905	1,297,396
Total liabilities and stockholders' equity	\$ 1,377,333	\$ 1,228,694	\$ 1,522,348	\$ 1,377,333

CONDENSED STATEMENTS OF INCOME				
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, and 2021.				
(In Thousands)				
	2023	2022	2021	
Income:				
Dividends received from subsidiary	\$ 62,500	\$ 57,500	\$	
Other income	44	-		
Total income	62,544	57,500		
Expense:				
Other expenses	2,829	2,822		
Total expenses	2,829	2,822		
Equity in undistributed earnings of subsidiary	147,076	196,221		
Net income	206,791	251,442		
Net income available to common stockholders	\$ 206,791	\$ 251,442	\$	

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CONDENSED STATEMENTS OF INCOME				
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 and 2020				
(In Thousands)				
	2022	2021	2020	
Income:				
Dividends received from subsidiary	\$ 57,500	\$ 46,000	\$	
Total income	57,500	46,000		
Expense:				
Other expenses	2,760	2,715		
Total expenses	2,760	2,715		
Equity in undistributed earnings of subsidiary	196,764	164,387		
Net income	251,504	207,672		
Net income available to common stockholders	\$ 251,504	\$ 207,672	\$	

STATEMENTS OF CASH FLOW				
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, and 2021.				

	(In Thousands)		
	2023	2022	2021
Operating activities			
Net income	\$ 206,791	\$ 251,442	\$ 165,442
Adjustments to reconcile net income to net cash provided by operating activities:			
Other	2,227	(290)	1,000
Equity in undistributed earnings of subsidiary	(147,076)	(197,221)	(127,000)
Net cash (used in) provided by operating activities	61,945	53,931	42,442
Investing activities			
Other	(300)	750	1,000
Net cash used in investing activities	(300)	750	1,000
Financing activities			
Dividends paid on common stock	(60,923)	(49,942)	(37,000)
Net cash used in financing activities	(60,923)	(49,942)	(37,000)
Net change in cash and cash equivalents	722	4,739	4,442
Cash and cash equivalents at beginning of year	19,292	14,553	10,111
Cash and cash equivalents at end of year	\$ 20,014	\$ 19,292	\$ 14,553

STATEMENTS OF CASH FLOW			
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020			
	(In Thousands)		
	2022	2021	2020
Operating activities			
Net income	\$ 251,504	\$ 207,672	\$ 165,442
Adjustments to reconcile net income to net cash provided by operating activities:			
Other	661	(93)	1,000
Equity in undistributed earnings of subsidiary	(196,764)	(164,387)	(127,000)
Net cash provided by operating activities	55,401	43,192	42,442
Investing activities			
Other	(750)	(120)	1,000
Net cash used in investing activities	(750)	(120)	1,000
Financing activities			
Proceeds from issuance of subordinated notes	-	-	34,000
Redemption of subordinated notes	-	-	(34,000)
Dividends paid on common stock	(49,942)	(43,204)	(37,000)
Net cash used in financing activities	(49,942)	(43,204)	(37,000)
Net change in cash and cash equivalents	4,709	(132)	4,442
Cash and cash equivalents at beginning of year	14,553	14,685	10,111
Cash and cash equivalents at end of year	\$ 19,262	\$ 14,553	\$ 14,553

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There were no disagreements with accountants regarding accounting and financial disclosure matters during the year ended **December 31, 2022** **December 31, 2023**.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, under supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e). Based upon that evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of **December 31, 2022** **December 31, 2023**.

Changes in Internal Control over Financial Reporting

The Chief Executive Officer and Chief Financial Officer have concluded that there were no changes in our internal control over financial reporting identified in the evaluation of the effectiveness of our disclosure controls and procedures that occurred during the fiscal quarter ended **December 31, 2022** **December 31, 2023**, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Exchange Act Rules 13a-15(f) and 14d-14(f). Our internal control over financial reporting is designed 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.

All internal controls systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements in the Company's financial statements, including the possibility of circumvention or overriding of controls. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of **December 31, 2022** **December 31, 2023**, management assessed the effectiveness of our internal control over financial reporting based on criteria for effective internal control over financial reporting established in "Internal Control – Integrated Framework (2013)," issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), Commission. Based on the assessment, management determined that the Company maintained effective internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on those criteria.

The effectiveness of the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, has been audited by FORVIS, LLP, an independent registered public accounting firm, as stated in their report herein — "Report of Independent Registered Public Accounting Firm."

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not Applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

We respond to this The information required by Paragraphs (a) and (c) through (g) of Item **by incorporating** 401 of Regulation S-K and Item 405 of Regulation S-K **is hereby incorporated** by reference **the material responsive to this Item in from** our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our **2023 2024** Annual Meeting of **Stockholders**. **Stockholders** (the "Proxy Statement"). Information regarding the Company's executive officers is provided in Part I, Item 1 of this Form 10-K.

Code of Ethics

Our Board of Directors has adopted a Code of Ethics that applies to all of our employees, officers and directors. The Code of Ethics covers compliance with law; fair and honest dealings with us, with competitors and with others; fair and honest disclosure to the public; and procedures for compliance with the Code of Ethics. A copy of the Code of Ethics is available on our website at www.servisfirstbank.com. We will disclose any amendments or waivers, including implicit waivers, of the Code of Ethics applicable to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on our website.

Corporate Governance

The information required by Items 407(c)(3), (d)(4) and (d)(5) of Regulation S-K is hereby incorporated by reference from our Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

We respond to this Item by incorporating by reference the material responsive to this Item in our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our 2023 Annual Meeting of Stockholders. Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

We respond to this Item by incorporating by reference the material responsive to this Item in our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our 2023 Annual Meeting Proxy Statement.

Equity Compensation Plan Information

The following table sets forth certain information as of Stockholders. The information called for by this item December 31, 2023 relating to "Securities Authorized for Issuance Under Equity Compensation Plans" is provided in Part II, Item 5 stock options, restricted stock and performance shares granted under our 2009 Amended and Restated Stock Incentive Plan and other options or restricted shares issued outside of this Form 10-K. such plans, if any.

Plan Category	Number of Securities To Be Issued Upon Exercise of Outstanding Awards (1)	Weighted-average Exercise Price of Outstanding Awards (2)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Compensation Plans Approved by Security Holders	356,042	\$ 24.35	3,031,065
Equity Compensation Plans Not Approved by Security Holders	-	-	-
Total	356,042	\$ 24.35	3,031,065

(1) Includes 165,800 shares related to stock options, 158,298 shares related to non-vested restricted stock and 31,944 shares related to performance shares (assuming attainment of the maximum payout rate as set forth by the performance criteria).

(2) Excludes restricted shares and performance shares which are exercised for no consideration.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

We respond to this Item by incorporating by reference the material responsive to this Item in our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our 2023 2024 Annual Meeting of Stockholders.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

We respond to this Item by incorporating by reference the material responsive to this Item in our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our 2023 2024 Annual Meeting of Stockholders.

The Independent Registered Public Accounting Firm is FORVIS, LLP (PCAOB Firm ID NO. 686) located in Atlanta, Georgia. Tampa, Florida.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following statements are filed as a part of this Annual Report on Form 10-K

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(b) All applicable financial statement schedules required under Regulation S-X have been included in the Notes to the Consolidated Financial Statements.

(c) The following exhibits are furnished with this Annual Report on Form 10-K

EXHIBIT NO.	NAME OF EXHIBIT
3.1	Restated Certificate of Incorporation as amended (incorporated by reference to Exhibit 3.02 3.2 to the Company's Company's Quarterly Report on Form 10-Q, filed July 29, 2022), on August 3, 2023)
3.2	Certificate of Elimination of the Senior-Non Cumulative Perpetual Preferred Stock, Series A (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K/A, filed on June 28, 2016).
3.3	Bylaws (Restated for SEC filing purposes only) (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on April 4, 2014).
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 10, filed on March 28, 2008).
4.2	Revised Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on September 15, 2008, Commission File No. 0-53149).
4.3	Description of Capital Stock (incorporated by reference to Exhibit 4.3 to the Company's Annual Report on Form 10-K, filed on February 25, 2020).
10.1*	2009 Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, filed on March 18, 2014).
10.2*	Note Purchase Agreement, dated November 8, 2017, between ServisFirst Bancshares, Inc. and certain accredited investors (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on November 9, 2017).
10.3*	Note Purchase Agreement, dated October 21, 2020, between ServisFirst Bancshares, Inc. and certain accredited investors (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on October 22, 2020).
10.4*	First Amendment to the ServisFirst Bancshares, Inc. Amended and Restated 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed November 1, 2016).
10.5*	Form of Nonqualified Stock Option Award pursuant to the ServisFirst Bancshares, Inc. Amended and Restated 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed November 1, 2016).
10.6*	Form of Restricted Stock Award Agreement pursuant to the ServisFirst Bancshares, Inc. Amended and Restated 2009 Stock Incentive Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, filed June 17, 2014).
10.7*	Second Amendment to the ServisFirst Bancshares, Inc. Amended and Restated 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed September 17, 2018).

<u>10.8*</u>	<u>Third Amendment to the ServisFirst Bancshares, Inc. Amended and Restated 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed April 30, 2019).</u>
<u>10.9*</u>	<u>Form of Nonqualified Stock Option Award (Revised 2019)(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed April 30, 2019).</u>
<u>10.10*</u>	<u>Form of Restricted Stock Award Agreement (Revised 2019)(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed April 30, 2019).</u>
<u>10.11*</u>	<u>Endorsement Split-Dollar Agreement with Thomas A. Broughton III dated November 9, 2020 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed November 13, 2020).</u>
<u>10.12*</u>	<u>Endorsement Split-Dollar Agreement with William M. Foshee dated November 9, 2020 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed November 13, 2020).</u>
<u>10.13*</u>	<u>Endorsement Split-Dollar Agreement with Rodney E. Rushing dated November 9, 2020 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed November 13, 2020).</u>
<u>10.14*</u>	<u>Form of Executive Officer Change in Control Agreement (filed as Exhibit 10 to the Company's Current Report on Form 8-K dated February 25, 2021).</u>
<u>10.15*</u>	<u>ServisFirst Bancshares, Inc. Annual Incentive Plan, effective January 1, 2021 (filed as Exhibit 10 to the Company's Current Report on Form 8-K dated January 25, 2021).</u>
<u>10.16*</u>	<u>Form of ServisFirst Bancshares, Inc. 2021 Performance Share Award Agreement (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed April 29, 2021).</u>
<u>10.17*</u>	<u>Form of ServisFirst Bancshares, Inc. 2021 Restricted Stock Award Agreement (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed April 29, 2021).</u>
<u>21</u>	<u>List of Subsidiaries</u>
<u>23</u>	<u>Consent of FORVIS, LLP</u>
<u>24</u>	<u>Power of Attorney</u>
<u>31.1</u>	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a)</u>
<u>31.2</u>	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a)</u>
<u>32.1</u>	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350</u>
<u>32.2</u>	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350</u>
<u>97.0</u>	<u>Clawback Policy</u>
<u>101.INS</u>	<u>Inline XBRL Instance Document</u>
<u>101.SCH</u>	<u>Inline XBRL Schema Documents</u>

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

* denotes management contract or compensatory plan or arrangement

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SERVISFIRST BANCSHARES, INC.

By: /s/Thomas A. Broughton, III
Thomas A. Broughton, III
President and Chief Executive Officer

Dated: February 28, 2023 February 29, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature	Title	Title	Date
<u>/s/ Thomas A. Broughton, III</u>		Chairman, President, Chief	February 28, 2023 29, 2024
<u>Thomas A. Broughton, III</u>		Executive Officer and Director (Principal Executive Officer)	
<u>/s/ William M. Foshee</u>		Executive Vice President	February 29, 2024
<u>William M. Foshee</u>	Executive Vice President	and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 28, 2023
<u>*</u>	Director	February 28, 2023	
<u>*</u>		Director	February 29, 2024
<u>Irma L. Tuder</u>			

* Michael D. Fuller	Director	February 28, 2023	February 29, 2024
* Betsy B. Holloway	Director		
* James J. Filler	Director	February 28, 2023	February 29, 2024
* Joseph R. Cashio	Director	February 28, 2023	February 29, 2024
* Hatton C. V. Smith	Director	February 28, 2023	February 29, 2024
* Christopher J. Mettler	Director	February 28, 2023	February 29, 2024

*The undersigned, acting pursuant to a Power of Attorney, has signed this Annual Report on Form 10-K for and on behalf of the persons indicated above as such persons' true and lawful attorney-in-fact and in their names, places and stated, in the capacities indicated above and on the date indicated below.

/s/ William M. Foshee
William M. Foshee
Attorney-in-Fact
February 28, 2023 29, 2024

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Exhibit 21

List of Subsidiaries

<u>Subsidiaries</u>	<u>Jurisdiction of State of Incorporation</u>
ServisFirst Bank	Alabama
SF Intermediate Holding Company, Inc.	Alabama
SF TN Realty Holdings, Inc.	Delaware
SF Realty 1, Inc.	Alabama
SF FLA Realty, Inc.	Alabama
SF GA Realty, Inc.	Alabama
SF TN Realty, Inc.	Alabama

Exhibit 23

Consent CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
The Board of Independent Registered Public Accounting Firm Directors
ServisFirst Bancshares, Inc.
Birmingham, Alabama

We consent to the incorporation by reference in the Registration Statements on Forms S- S 8 (Nos. 333- 333 170507, 333- 333 196825 and 333- 333 213869) and Form S- S 3 (No. 333- 333 258665) of ServisFirst Bancshares, Inc. of our reports dated February 28, 2023 February 29, 2024, with respect to the consolidated financial statements of ServisFirst Bancshares, Inc. and subsidiaries and the effectiveness of internal control over financial reporting, included in this Annual Report on Form 10- 10 K for the year ended December 31, 2022 December 31, 2023.

/s/ FORVIS, LLP (Formerly, Dixon Hughes Goodman LLP)

Atlanta, Georgia Tampa, Florida
February 28, 2023
29, 2024

Exhibit 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes Thomas A. Broughton III and William M. Foshee, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities to sign on his behalf the ServisFirst Bancshares, Inc. Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

Hereby executed by the following persons in the capacities indicated on February 21, 2023 January 21, 2024, in Birmingham, Alabama.

<u>Name</u>	<u>Title</u>
<u>/s/ Irma L. Tudor</u> Irma L. Tudor	Director
<u>/s/ Joseph R. Cashio</u> Joseph R. Cashio	Director
<u>/s/ James J. Filler</u> James J. Filler	Director
<u>/s/ Michael D. Fuller</u> Michael D. Fuller	Betsy B. Holloway Betsy B. Holloway Director
<u>/s/ Hatton C.V. Smith</u> Hatton C.V. Smith	Director
<u>/s/ Christopher J. Mettler</u> Christopher J. Mettler	Director

Exhibit 31.1

Section 302 Certification of the CEO

I, Thomas A. Broughton III, certify that:

1. *I have reviewed this Annual Report on Form 10-K of ServisFirst 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:*
 - (a) *designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;*
 - (b) *designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;*
 - (c) *evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and*
 - (d) *disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and*
5. *The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):*
 - (a) *all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and*
 - (b) *any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.*

Date: February 28, 2023 February 29, 2024

/s/ Thomas A. Broughton III
 Thomas A. Broughton III
 President and Chief Executive Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 31.2

Section 302 Certification of the CFO

I, William M. Foshee, certify that:

1. *I have reviewed this Annual Report on Form 10-K of ServisFirst 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:*
 - (a) *designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;*
 - (b) *designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;*
 - (c) *evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and*
 - (d) *disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and*
5. *The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):*
 - (a) *all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and*
 - (b) *any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.*

Date: February 28, 2023 February 29, 2024

/s/William M. Foshee

William M. Foshee
Chief Financial Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.

ss="hf-row">

Exhibit 32.1

Section 906 Certification of the CEO
CERTIFICATION OF PERIODIC FINANCIAL REPORT
PURSUANT TO 18 U.S.C. SECTION 1350

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of ServisFirst Bancshares, Inc. (the "Company") certifies that, to his knowledge, the Annual Report on Form 10-K of the Company for the year ended **December 31, 2022** **December 31, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: **February 28, 2023** **February 29, 2024**

/s/Thomas A. Broughton III
Thomas A. Broughton III
President and Chief Executive Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Section 906 Certification of the CFO
CERTIFICATION OF PERIODIC FINANCIAL REPORT
PURSUANT TO 18 U.S.C. SECTION 1350

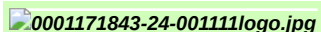
Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of ServisFirst Bancshares, Inc. (the "Company") certifies that, to his knowledge, the Annual Report on Form 10-K of the Company for the year ended **December 31, 2022** **December 31, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: **February 28, 2023**
February 29, 2024

/s/William M. Foshee
William M. Foshee
Chief Financial Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 97.0



Servisfirst Bancshares, Inc.

Clawback Policy

Approved September 19, 2023

SERVISFIRST BANCSHARES, INC. AMENDED AND RESTATED CLAWBACK POLICY

The Board of Directors (the "Board") of ServisFirst Bancshares, Inc., a Delaware corporation (the "Company"), believes that it is in the best interests of the Company and its stockholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The Board has therefore adopted this policy which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws (the "Policy"). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the "Exchange Act"), Rule 10D-1 promulgated thereunder, and Section 303A.14 of the New York Stock Exchange (the "NYSE") Listed Company Manual (the "Listing Standards").

Administration. This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and need not be uniform with respect to each individual covered by this Policy. In the administration of this Policy, the Compensation Committee is authorized to consult with the full Board, or such other committees of the Board as may be necessary or appropriate as to matters within the scope of such other committee's responsibility and authority.

Subject to any limitation under applicable law, the Board may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

Any members of the Compensation Committee, and any other members of the Board or employees of the Company who assist in the administration of this Policy, shall not be personally liable for any action, determination or interpretation made with respect to this Policy and shall be fully indemnified by the Company to the fullest extent under applicable law and Company policy with respect to any such action, determination or interpretation. The foregoing sentence shall not limit any other rights to indemnification of the members of the Board under applicable law or Company policy.

Covered Executives. This Policy applies to the Company's current and former executive officers, as determined by the Board in accordance with Rule 10D-1 promulgated pursuant to the Exchange Act and the Listing Standards, and such other senior executives or employees who may from time to time be deemed subject to the Policy by the Board ("Covered Executives"), which shall include the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policymaking functions for the Company.

Recoupment; Accounting Restatement. In the event that the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including (1) any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or (2) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, the Board will reasonably promptly require reimbursement or forfeiture of any excess Incentive Compensation received by any Covered Executive:

- after beginning service as a Covered Executive;
- who served as a Covered Executive at any time during the performance period for that Incentive Compensation;
- while the Company has a class of securities listed on a national securities exchange or a national securities association; and
- during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement, and any transition period required by Rule 10D-1 or the Listing Standards.

For purposes of determining the relevant recovery period, the date that the Company is required to prepare an accounting restatement is the earlier to occur of:

- the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement; or
- the date a court, regulator, or other legally authorized body directs the Company to prepare an accounting restatement.

Incentive Compensation. For purposes of this Policy, "Incentive Compensation" means any of the following; provided that, such compensation is granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure:

- annual bonuses and other short- and long-term cash incentives;
- stock options;
- stock appreciation rights;
- restricted stock;
- performance shares; and
- such other similar incentives the Board may authorize in the future, including stock appreciation rights, restricted stock units and performance units.

"Financial reporting measures" include (i) any measure that is determined and presented in accordance with the accounting principles used in preparing financial statements, and (ii) any measure derived wholly or in part from such measures. Stock price and total shareholder return are also financial reporting measures. A financial reporting measure need not be presented within the financial statements or included in a filing with the Securities and Exchange Commission.

Incentive Compensation is deemed "received" for purposes of this Policy in the Company's fiscal period during which the financial reporting measure specified in the Incentive Compensation plan, program, award, or agreement is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period.

Excess Incentive Compensation: Amount Subject to Recovery. The amount of Incentive Compensation to be recovered under this Policy (the "Erroneously Awarded Compensation") is the amount of Incentive Compensation received that exceeds the amount of Incentive Compensation that otherwise would have been received had it been determined based on the restated amounts and must be computed without regard to any taxes paid.

For Incentive Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an accounting restatement:

- The amount must be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the Incentive Compensation was received; and
- The Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the exchange or association on which it is listed.

With respect to any compensation plans or programs that take into account Incentive Compensation, the amount of Erroneously Awarded Compensation subject to recovery hereunder includes, but is not limited to, the amount contributed to any notional account based on Erroneously Awarded Compensation and any earnings accrued to date on that notional amount.

Method of Recoupment. The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder which may include, without limitation:

- (a) requiring reimbursement of cash Incentive Compensation previously paid;
- (b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards;
- (c) offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
- (d) cancelling outstanding vested or unvested equity awards; and/or

(e) taking any other remedial and recovery action permitted by law, as determined by the Board.

No Indemnification. Notwithstanding the terms of any indemnification or insurance policy or any contractual arrangement with any Covered Executive that may be interpreted to the contrary, the Company shall not indemnify any Covered Executives against the loss of any Erroneously Awarded Compensation, including any payment or reimbursement for the cost of third-party insurance purchased by a Covered Executive to fund potential recovery obligations under this Policy.

Interpretation. The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act, Rule 10D-1 promulgated under the Exchange Act and any other applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

Effective Date. This Policy shall be effective as of the date it is adopted by the Board (the "Effective Date") and shall apply to Incentive Compensation that is approved, awarded or granted to Covered Executives on or after that date.

Amendment; Termination. The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to comply with any rules or standards adopted by a national securities exchange on which the Company's securities are listed. The Board may terminate this Policy at any time.

Other Recoupment Rights. The Board intends that this Policy will be applied to the fullest extent of the law. The Board may require that any employment agreement, equity award agreement or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

Impracticability. The Board shall recover Erroneously Awarded Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Compensation Committee in accordance with Rule 10D-1 of the Exchange Act and the Listing Standards.

Successors. This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Adopted December 21, 2015.

Amended And Restated September 18, 2023.

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