UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period Ended September 30, 2024

Commission File Number 001-15877

German American Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Indiana	35-1547518
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

711 Main Street, Jasper, Indiana 47546
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (812) 482-1314

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

Yes x No ☐

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 x 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:

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

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

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	GABC	Nasdaq Global Select Market

As of November 7, 2024, the registrant had 29,678,259 outstanding shares of Common Stock, no par value.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS

Information included in or incorporated by reference in this Quarterly Report on Form 10-Q, our other filings with the Securities and Exchange Commission (the “SEC”) and our press releases or other public statements contains or may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Please refer to the discussions of our forward-looking statements and associated risks in our Annual Report on Form 10-K for the year ended December 31, 2023, in Item 1, “Business - Forward-Looking Statements and Associated Risks” and our discussion of risk factors in Item 1A, “Risk Factors” of that Annual Report on Form 10-K, as updated and supplemented from time to time by our subsequent SEC filings, including by the discussion under the heading “Forward-Looking Statements and Associated Risks” at the conclusion of Item 2 of Part I of this Report (“Management’s Discussion and Analysis of Financial Condition and Results of Operations”), and by the additional risk factors set forth in Part II, Item 1A, “Risk Factors” of this Report.

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GLOSSARY OF TERMS AND ACRONYMS

As used in this Report, references to “Company,” “we,” “our,” “us,” and similar terms refer to German American Bancorp, Inc. and its consolidated subsidiaries as a whole. Occasionally, we will refer to the term “parent company” or “holding company” when we mean to refer to only German American Bancorp, Inc. and the term “Bank” when we mean to refer only to German American Bank, the Company’s bank subsidiary.

The terms and acronyms identified below are used throughout this Report, including the Notes to Consolidated Financial Statements. You may find it helpful to refer to this Glossary as you read this Report.

2019 ESPP: German American Bancorp, Inc. 2019 Employee Stock Purchase Plan

2019 LTI Plan: German American Bancorp, Inc. 2019 Long-Term Equity Incentive Plan

ASU: Accounting Standards Update

Basel III Rules: Regulatory capital rules agreed to by the Basel Committee on Banking Supervision, as issued by the FRB and OCC and published in the Federal Register on October 11, 2013

CECL: Current expected credit losses, which are the subject of an accounting standard under GAAP

CET1: Common Equity Tier 1

CMO: Collateralized mortgage obligations

CRE: Commercial Real Estate

Dodd-Frank Act: Dodd-Frank Wall Street Reform and Consumer Protection Act

FASB: Financial Accounting Standards Board

FDIC: Federal Deposit Insurance Corporation

federal banking regulators: The FRB, the OCC, and the FDIC, collectively

FHLB: Federal Home Loan Bank

FRB: Board of Governors of the Federal Reserve System

GAAP: Generally Accepted Accounting Principles in the United States of America

GAI: German American Insurance, Inc.

Heartland: Heartland BancCorp, which is party to an Agreement and Plan of Reorganization with the Company, pursuant to which it will be merged with and into the Company, subject to certain conditions

LIBOR: London Interbank Offered Rate

MBS: Mortgage-backed securities

NPV: Net portfolio value

OCC: Office of the Comptroller of the Currency

SEC: Securities and Exchange Commission

SOFR: Secured Overnight Financing Rate

PART I. FINANCIAL INFORMATION

Item 1. Unaudited Financial Statements

GERMAN AMERICAN BANCORP, INC.

CONSOLIDATED BALANCE SHEETS

(unaudited, dollars in thousands except share and per share data)

	September 30, 2024	December 31, 2023
ASSETS		
Cash and Due from Banks	$ 77,652	$ 78,805
Federal Funds Sold and Other Short-term Investments	117,903	36,525
Cash and Cash Equivalents	195,555	115,330
Interest-bearing Time Deposits with Banks	500	500
Securities Available-for-Sale, at Fair Value (Amortized Cost $ 1,769,174 for September 30, 2024; Amortized Cost $1,871,260 for December 31, 2023; No Allowance for Credit Losses)	1,547,994	1,596,832
Other Investments	353	353
Loans Held-for-Sale, at Fair Value	9,173	5,226
Loans	4,069,355	3,977,900
Less: Unearned Income	(8,206)	(6,818)
Allowance for Credit Losses	(44,124)	(43,765)
Loans, Net	4,017,025	3,927,317
Stock in FHLB of Indianapolis and Other Restricted Stock, at Cost	14,488	14,687
Premises, Furniture and Equipment, Net	105,419	106,776
Other Real Estate	—	—
Goodwill	179,025	180,357
Intangible Assets	4,523	6,307
Company Owned Life Insurance	86,880	85,840
Accrued Interest Receivable and Other Assets	99,972	112,673
TOTAL ASSETS	$ 6,260,907	$ 6,152,198
LIABILITIES		
Non-interest-bearing Demand Deposits	$ 1,406,405	$ 1,493,160
Interest-bearing Demand, Savings, and Money Market Accounts	2,955,306	2,992,761
Time Deposits	909,568	767,042
Total Deposits	5,271,279	5,252,963
FHLB Advances and Other Borrowings	204,153	193,937
Accrued Interest Payable and Other Liabilities	40,912	41,740
TOTAL LIABILITIES	5,516,344	5,488,640
SHAREHOLDERS' EQUITY		
Common Stock, no par value, $ 1 stated value; 45,000,000 shares authorized	29,679	29,585
Additional Paid-in Capital	391,583	389,411
Retained Earnings	498,340	461,622
Accumulated Other Comprehensive Income (Loss)	(175,039)	(217,060)
TOTAL SHAREHOLDERS' EQUITY	744,563	663,558
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 6,260,907	$ 6,152,198
End of period shares issued and outstanding	29,679,466	29,584,709

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(unaudited, dollars in thousands except per share data)

	Three Months Ended September 30,	
	2024	**2023**
INTEREST INCOME		
Interest and Fees on Loans	$ 61,140	$ 55,196
Interest on Federal Funds Sold and Other Short-term Investments	2,223	199
Interest and Dividends on Securities:		
Taxable	8,034	4,871
Non-taxable	3,256	5,376
TOTAL INTEREST INCOME	74,653	65,642
INTEREST EXPENSE		
Interest on Deposits	23,375	15,578
Interest on FHLB Advances and Other Borrowings	2,684	2,505
TOTAL INTEREST EXPENSE	26,059	18,083
NET INTEREST INCOME	48,594	47,559
Provision for Credit Losses	625	900
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	47,969	46,659
NON-INTEREST INCOME		
Wealth Management Fees	3,580	2,957
Service Charges on Deposit Accounts	3,330	2,982
Insurance Revenues	—	2,065
Company Owned Life Insurance	476	446
Interchange Fee Income	4,390	4,470
Gain on Sale of Assets of German American Insurance	—	—
Other Operating Income	1,251	1,270
Net Gains on Sales of Loans	704	614
Net Gains (Losses) on Securities	70	—
TOTAL NON-INTEREST INCOME	13,801	14,804
NON-INTEREST EXPENSE		
Salaries and Employee Benefits	19,718	20,347
Occupancy Expense	2,867	2,813
Furniture and Equipment Expense	1,013	878
FDIC Premiums	755	700
Data Processing Fees	3,156	2,719
Professional Fees	1,912	1,229
Advertising and Promotion	941	1,278
Intangible Amortization	484	685
Other Operating Expenses	5,280	4,772
TOTAL NON-INTEREST EXPENSE	36,126	35,421
Income before Income Taxes	25,644	26,042
Income Tax Expense	4,596	4,591
NET INCOME	$ 21,048	$ 21,451
Basic Earnings per Share	$ 0.71	$ 0.73
Diluted Earnings per Share	$ 0.71	$ 0.73

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(unaudited, dollars in thousands except per share data)

	Nine Months Ended September 30,	
	2024	**2023**
INTEREST INCOME		
Interest and Fees on Loans	$ 178,196	$ 156,459
Interest on Federal Funds Sold and Other Short-term Investments	4,905	1,204
Interest and Dividends on Securities:		
Taxable	18,111	15,490
Non-taxable	13,276	16,492
TOTAL INTEREST INCOME	214,488	189,645
INTEREST EXPENSE		
Interest on Deposits	67,749	37,906
Interest on FHLB Advances and Other Borrowings	7,180	6,913
TOTAL INTEREST EXPENSE	74,929	44,819
NET INTEREST INCOME	139,559	144,826
Provision for Credit Losses	2,150	2,550
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	137,409	142,276
NON-INTEREST INCOME		
Wealth Management Fees	10,729	8,513
Service Charges on Deposit Accounts	9,325	8,653
Insurance Revenues	4,384	7,330
Company Owned Life Insurance	1,442	1,276
Interchange Fee Income	12,881	13,081
Gain on Sale of Assets of German American Insurance	38,323	—
Other Operating Income	3,826	3,943
Net Gains on Sales of Loans	2,424	1,831
Net Gains (Losses) on Securities	(34,788)	40
TOTAL NON-INTEREST INCOME	48,546	44,667
NON-INTEREST EXPENSE		
Salaries and Employee Benefits	61,853	62,296
Occupancy Expense	8,183	8,270
Furniture and Equipment Expense	2,988	2,684
FDIC Premiums	2,194	2,128
Data Processing Fees	8,986	8,277
Professional Fees	6,969	4,405
Advertising and Promotion	2,988	3,706
Intangible Amortization	1,594	2,204
Other Operating Expenses	14,783	14,793
TOTAL NON-INTEREST EXPENSE	110,538	108,763
Income before Income Taxes	75,417	78,180
Income Tax Expense	14,817	13,799
NET INCOME	$ 60,600	$ 64,381
Basic Earnings per Share	$ 2.04	$ 2.18
Diluted Earnings per Share	$ 2.04	$ 2.18

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, dollars in thousands)

	Three Months Ended September 30,	
	2024	**2023**
NET INCOME	$ 21,048	$ 21,451
Other Comprehensive Income (Loss):		
Unrealized Gains (Losses) on Securities:		
Unrealized Holding Gain (Loss) Arising During the Period	54,377	(99,787)
Reclassification Adjustment for Losses (Gains) Included in Net Income	(70)	—
Tax Effect	(11,477)	21,026
Net of Tax	42,830	(78,761)
Total Other Comprehensive Income (Loss)	42,830	(78,761)
COMPREHENSIVE INCOME	$ 63,878	$ (57,310)

	Nine Months Ended September 30,	
	2024	**2023**
NET INCOME	$ 60,600	$ 64,381
Other Comprehensive Income (Loss):		
Unrealized Gains (Losses) on Securities:		
Unrealized Holding Gain (Loss) Arising During the Period	18,460	(81,281)
Reclassification Adjustment for Losses (Gains) Included in Net Income	34,788	(40)
Tax Effect	(11,227)	17,146
Net of Tax	42,021	(64,175)
Total Other Comprehensive Income (Loss)	42,021	(64,175)
COMPREHENSIVE INCOME	$ 102,621	$ 206

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited, dollars in thousands)

	Common Stock					
	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balances, January 1, 2024	29,584,709	$ 29,585	$ 389,411	$ 461,622	$ (217,060)	$ 663,558
Net Income	—	—	—	19,022	—	19,022
Other Comprehensive Income (Loss)	—	—	—	—	(19,895)	(19,895)
Cash Dividends ($0.27 per share)	—	—	—	(7,955)	—	(7,955)
Issuance of Common Stock for:						
Restricted Share Grants Net	84,310	84	440	—	—	524
Balances, March 31, 2024	29,669,019	$ 29,669	$ 389,851	$ 472,689	$ (236,955)	$ 655,254
Net Income	—	—	—	20,530	—	20,530
Other Comprehensive Income (Loss)	—	—	—	—	19,086	19,086
Cash Dividends ($0.27 per share)	—	—	—	(7,963)	—	(7,963)
Issuance of Common Stock for:						
Restricted Share Grants Net	10,229	10	904	—	—	914
Balances, June 30, 2024	29,679,248	$ 29,679	$ 390,755	$ 485,256	$ (217,869)	$ 687,821
Net Income	—	—	—	21,048	—	21,048
Other Comprehensive Income (Loss)	—	—	—	—	42,830	42,830
Cash Dividends ($0.27 per share)	—	—	—	(7,964)	—	(7,964)
Issuance of Common Stock for:						
Restricted Share Grants Net	218	—	828	—	—	828
Balances, September 30, 2024	29,679,466	$ 29,679	$ 391,583	$ 498,340	$ (175,039)	$ 744,563

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited, dollars in thousands)

	Common Stock					
	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balances, January 1, 2023	29,493,193	$ 29,493	$ 387,171	$ 405,167	$ (263,438)	$ 558,393
Net Income	—	—	—	20,807	—	20,807
Other Comprehensive Income (Loss)	—	—	—	—	32,946	32,946
Cash Dividends ($0.25 per share)	—	—	—	(7,354)	—	(7,354)
Issuance of Common Stock for:						
Restricted Share Grants Net	80,246	80	459	—	—	539
Balances, March 31, 2023	29,573,439	$ 29,573	$ 387,630	$ 418,620	$ (230,492)	$ 605,331
Net Income	—	—	—	22,123	—	22,123
Other Comprehensive Income (Loss)	—	—	—	—	(18,360)	(18,360)
Cash Dividends ($0.25 per share)	—	—	—	(7,359)	—	(7,359)
Issuance of Common Stock for:						
Restricted Share Grants Net	(656)	—	830	—	—	830
Balances, June 30, 2023	29,572,783	$ 29,573	$ 388,460	$ 433,384	$ (248,852)	$ 602,565
Net Income	—	—	—	21,451	—	21,451
Other Comprehensive Income (Loss)	—	—	—	—	(78,761)	(78,761)
Cash Dividends ($0.25 per share)	—	—	—	(7,360)	—	(7,360)
Issuance of Common Stock for:						
Restricted Share Grants Net	2,668	2	495	—	—	497
Balances, September 30, 2023	29,575,451	$ 29,575	$ 388,955	$ 447,475	$ (327,613)	$ 538,392

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, dollars in thousands)

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	$ 60,600	$ 64,381
Adjustments to Reconcile Net Income to Net Cash from Operating Activities:		
Net Amortization on Securities	2,527	4,166
Depreciation and Amortization	6,961	7,208
Loans Originated for Sale	(101,914)	(81,608)
Proceeds from Sales of Loans Held-for-Sale	100,297	84,926
Provision for Credit Losses	2,150	2,550
Gain on Sale of Loans, net	(2,424)	(1,831)
(Gain) Loss on Securities, net	34,788	(40)
Gain on Sales of Other Real Estate and Repossessed Assets	(37)	(55)
Loss (Gain) on Disposition and Donation of Premises and Equipment	15	28
Gain on Disposition of Land	—	(83)
Increase in Cash Surrender Value of Company Owned Life Insurance	(1,040)	(1,374)
Equity Based Compensation	2,266	1,866
Gain on Sale of Assets of German American Insurance, net	(36,507)	—
Change in Assets and Liabilities:		
Interest Receivable and Other Assets	2,340	(5,214)
Interest Payable and Other Liabilities	(2,951)	2,737
Net Cash from Operating Activities	67,071	77,657
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from Maturities, Calls, and Redemptions of Securities Available-for-Sale	218,477	187,171
Proceeds from Sales of Securities Available-for-Sale	402,105	114,259
Purchase of Securities Available-for-Sale	(555,810)	(102,164)
Proceeds from Redemption of Federal Home Loan Bank Stock	199	274
Purchase of Loans	—	(544)
Loans Made to Customers, net of Payments Received	(91,891)	(104,168)
Proceeds from Sales of Other Real Estate	70	55
Property and Equipment Expenditures	(4,391)	(5,497)
Proceeds from Sales of Land and Buildings	—	252
Proceeds from Sale of German American Insurance Assets	40,000	—
Net Cash from Investing Activities	8,759	89,638
CASH FLOWS FROM FINANCING ACTIVITIES		
Change in Deposits	18,403	(213,927)
Change in Short-term Borrowings	(15,012)	57,142
Advances in Long-term Debt	75,000	25,000
Repayments of Long-term Debt	(50,114)	(97)
Dividends Paid	(23,882)	(22,073)
Net Cash from Financing Activities	4,395	(153,955)
Net Change in Cash and Cash Equivalents	80,225	13,340
Cash and Cash Equivalents at Beginning of Year	115,330	119,079
Cash and Cash Equivalents at End of Period	$ 195,555	$ 132,419
Cash Paid During the Period for		
Interest	$ 73,727	$ 40,442
Income Taxes	17,870	14,865
Supplemental Non Cash Disclosures		
Interest Rate Swap Fair Value Adjustment	$ (1,600)	$ 419

See accompanying notes to consolidated financial statements.

NOTE 1 – Basis of Presentation and Market Conditions

German American Bancorp, Inc. operates primarily in the banking industry. The accounting and reporting policies of German American Bancorp, Inc. and its subsidiaries (hereinafter collectively referred to as the "Company") conform to U.S. generally accepted accounting principles. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. All adjustments which are, in the opinion of management, necessary for a fair presentation of the results for the periods reported have been included in the accompanying unaudited consolidated financial statements, and all such adjustments are of a normal recurring nature. It is suggested that these consolidated financial statements and notes be read in conjunction with the financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Certain items included in the prior period financial statements were reclassified to conform to the current presentation. There was no effect on net income or total shareholders' equity based on these reclassifications.

NOTE 2 - Recent Accounting Pronouncements

Recently Adopted Accounting Guidance

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting". These amendments provide temporary optional guidance to ease the potential burden in accounting for reference rate reform. The ASU 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. It is intended to help stakeholders during the global market-wide reference rate transition period. In January 2021, the FASB issued ASU 2021-01 which clarifies that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. The guidance is effective for all entities as of March 12, 2020 through December 31, 2024. The Company has discontinued originating LIBOR based loans and transitioned formerly LIBOR indexed loans to term SOFR and other indices.

On March 31, 2022, the FASB issued ASU 2022-02, "Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures" which eliminates the troubled debt restructuring recognition and measurement guidance and instead requires an entity to evaluate whether the modification represents a new loan or a continuation of an existing loan. The amendments also enhance existing disclosures and include new disclosure requirements related to certain modifications of receivables made to borrowers experiencing financial difficulty. To improve consistency for vintage disclosures, the ASU requires that public business entities disclose current-period gross write-offs by year of origination for financing receivables and net investments in leases within the scope of Subtopic 326-20. For entities that have adopted ASU 2016-13, the amendments are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. For entities that have not adopted ASU 2016-13, the effective dates for the amendments are the same as the effective dates in ASU 2016-13. Early adoption is permitted if ASU 2016-13 has been adopted, including adoption in an interim period. If an entity elects to adopt the amendments in an interim period, the guidance should be applied as of the beginning of the fiscal year that includes the interim period. The Company adopted the new guidance prospectively with no material impact to the consolidated financial statements.

The SEC's Staff Accounting Bulletin No. 121 ("SAB 121") provides interpretive guidance regarding the accounting for obligations to safeguard crypto-assets an entity holds for its customers, either directly or through an agent or another third party acting on its behalf. SAB 121 requires an entity to recognize a liability on its balance sheet to reflect the obligation to safeguard the crypto-assets of others, along with a corresponding safeguarding asset, both of which are measured at fair value. The Company has completed an evaluation and concluded that it does not have a safeguarding obligation under SAB 121 and therefore the disclosures do not apply.

On March 29, 2023, the FASB issued ASU 2023-02, "Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method" to expand use of the proportional amortization method of accounting to equity investments in tax credit programs beyond those in low-income-housing tax credit (LIHTC) programs. The amendments in this update permit reporting entities to account for certain tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. This guidance provides clarifications to address interpretive issues and

(unaudited, dollars in thousands except share and per share data)

NOTE 2 - Recent Accounting Pronouncements (continued)

prescribes specific information that reporting entities must disclose about tax credit investments each period. The Company adopted this standard and there was no impact on the Company's financial statements or disclosures.

Issued But Not Yet Effective

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024. Retrospective application is required. The Company doesn't expect this guidance to have a material impact on its segment disclosure.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvement to Income Tax Disclosures". This updated accounting guidance requires expanded income tax disclosures, including the disaggregation of existing disclosures related to the tax rate reconciliation and income taxes paid. This guidance is effective for annual periods beginning after December 15, 2024 and will be applied on a prospective basis with the option to apply retrospectively. The Company is reviewing this guidance but doesn't expect it to have a material impact on the Company's tax disclosures.

NOTE 3 – Sale of Insurance Assets

Effective June 1, 2024, the Company completed a sale of substantially all of the assets of its wholly-owned subsidiary, German American Insurance, Inc. ("GAI"), to Hilb Group and ceased insurance-related activities for the Company. The all-cash sales price totaled $40,000 and resulted in an after-tax gain, net of transaction costs, of approximately $27,476, or $0.93 on a per share basis.

Gross Purchase Price pursuant to Asset Purchase Agreement	$	40,000
Write-off of Goodwill and Intangibles		(1,332)
Working Capital Adjustment Settled at Closing		(345)
Net Purchase Price		38,323
Transaction Costs		(1,816)
Pre-tax Gain on Sale of Insurance Assets	$	36,507
After-tax Gain on Sale of Insurance Assets	$	27,476

Based on management's review of ASC 205-20-45, the sale of GAI was determined not to have met all necessary criteria to be considered discontinued operations at, or prior to, the time of the sale.

(unaudited, dollars in thousands except share and per share data)

NOTE 4 – Per Share Data

The computation of Basic Earnings per Share and Diluted Earnings per Share are as follows:

	Three Months Ended September 30,	
	2024	2023
Basic Earnings per Share:		
Net Income	$ 21,048	$ 21,451
Weighted Average Shares Outstanding	29,679,464	29,573,461
Basic Earnings per Share	$ 0.71	$ 0.73
Diluted Earnings per Share:		
Net Income	$ 21,048	$ 21,451
Weighted Average Shares Outstanding	29,679,464	29,573,461
Potentially Dilutive Shares, Net	—	—
Diluted Weighted Average Shares Outstanding	29,679,464	29,573,461
Diluted Earnings per Share	$ 0.71	$ 0.73

For the three months ended September 30, 2024 and 2023, there were no anti-dilutive shares.

	Nine Months Ended September 30,	
	2024	2023
Basic Earnings per Share:		
Net Income	$ 60,600	$ 64,381
Weighted Average Shares Outstanding	29,649,020	29,551,558
Basic Earnings per Share	$ 2.04	$ 2.18
Diluted Earnings per Share:		
Net Income	$ 60,600	$ 64,381
Weighted Average Shares Outstanding	29,649,020	29,551,558
Potentially Dilutive Shares, Net	—	—
Diluted Weighted Average Shares Outstanding	29,649,020	29,551,558
Diluted Earnings per Share	$ 2.04	$ 2.18

For the nine months ended September 30, 2024 and 2023, there were no anti-dilutive shares.

(unaudited, dollars in thousands except share and per share data)

NOTE 5 – Securities

The amortized cost, unrealized gross gains and losses recognized in accumulated other comprehensive income (loss), and fair value of securities available-for-sale were as follows:

Securities Available-for-Sale:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2024				
U.S. Treasury	$ 116,385	$ 78	$ —	$ 116,463
Obligations of State and Political Subdivisions	583,453	43	(105,095)	478,401
MBS/CMO	812,528	5,586	(93,042)	725,072
US Gov't Sponsored Entities & Agencies	256,808	926	(29,676)	228,058
Total	$ 1,769,174	$ 6,633	$ (227,813)	$ 1,547,994
December 31, 2023				
U.S. Treasury	$ —	$ —	$ —	$ —
Obligations of State and Political Subdivisions	889,940	1,309	(122,374)	768,875
MBS/CMO	761,025	28	(116,013)	645,040
US Gov't Sponsored Entities & Agencies	220,295	—	(37,378)	182,917
Total	$ 1,871,260	$ 1,337	$ (275,765)	$ 1,596,832

All mortgage-backed securities in the above table (identified above and throughout this Note 5 as "MBS/CMO") are residential and multi-family mortgage-backed securities and guaranteed by government sponsored entities. The US Gov't Sponsored Entities & Agencies in the above table include securities that have underlying collateral of equipment, machinery and commercial real estate.

The amortized cost and fair value of securities available-for-sale at September 30, 2024 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because some issuers have the right to call or prepay certain obligations with or without call or prepayment penalties. Mortgage-backed Securities are not due at a single maturity date and are shown separately.

Securities Available-for-Sale:	Amortized Cost	Fair Value
Due in one year or less	$ 117,176	$ 117,254
Due after one year through five years	7,860	7,894
Due after five years through ten years	43,218	38,926
Due after ten years	531,584	430,790
MBS/CMO	812,528	725,072
US Gov't Sponsored Entities & Agencies	256,808	228,058
Total	$ 1,769,174	$ 1,547,994

During June 2024, the Company commenced a securities portfolio restructuring transaction whereby available-for-sale securities totaling $ 375,321 in book value were identified to be sold. As of June 30, 2024, $175,061 of securities had been sold with the remaining $ 200,259 sold during early July 2024. It was management's intent that these securities be sold as of June 30, 2024; therefore, the securities' amortized cost basis was reduced to fair value through income as of June 30, 2024. Approximately $80,000 of the proceeds of the securities sold were reinvested as of June 30, 2024 with the remainder reinvested during the third quarter of 2024.

(unaudited, dollars in thousands except share and per share data)

NOTE 5 - Securities (continued)

Proceeds from the sales of securities are summarized below:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023
Proceeds from Sales	$ 175,738	$ —
Gross Gains on Sales	70	—
Gross Losses on Sales	—	—
Income Taxes on Net Gains (Losses)	15	—

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Proceeds from Sales	$ 402,105	$ 114,259
Gross Gains on Sales	614	346
Gross Losses on Sales	35,402	306
Income Taxes on Net Gains (Losses)	(7,305)	8

The carrying value of securities pledged to secure repurchase agreements, public and trust deposits, and for other purposes as required by law was $549,975 and $366,576 as of September 30, 2024 and December 31, 2023, respectively.

Below is a summary of securities with unrealized losses as of September 30, 2024 and December 31, 2023, presented by length of time the securities have been in a continuous unrealized loss position:

	Less than 12 Months		12 Months or More		Total	
September 30, 2024	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Obligations of State and Political Subdivisions	$ 4,461	$ (17)	$ 465,384	$ (105,078)	$ 469,845	$ (105,095)
MBS/CMO	42,139	(97)	491,567	(92,945)	533,706	(93,042)
US Gov't Sponsored Entities & Agencies	—	—	176,382	(29,676)	176,382	(29,676)
Total	$ 46,600	$ (114)	$ 1,133,333	$ (227,699)	$ 1,179,933	$ (227,813)

	Less than 12 Months		12 Months or More		Total	
December 31, 2023	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Obligations of State and Political Subdivisions	$ 13,469	$ (175)	$ 668,223	$ (122,199)	$ 681,692	$ (122,374)
MBS/CMO	135	(1)	643,172	(116,012)	643,307	(116,013)
US Gov't Sponsored Entities & Agencies	—	—	182,917	(37,378)	182,917	(37,378)
Total	$ 13,604	$ (176)	$ 1,494,312	$ (275,589)	$ 1,507,916	$ (275,765)

Available-for-sale debt securities in unrealized loss positions are evaluated for impairment related to credit losses at least quarterly. For available-for-sale debt securities in an unrealized loss position, the Company assesses whether we intend to sell, or it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the security's amortized cost basis is reduced to fair value through income. For available-for sale debt securities that do not meet the criteria, the Company evaluates whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the security and the issuer, among other factors. If this assessment indicates that a credit loss exists, we compare the present value of cash flows expected to be collected from the security with the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis for the security, a credit loss exists and an allowance for credit losses is recorded, limited to the amount that the fair value of the security is less than its

(unaudited, dollars in thousands except share and per share data)

NOTE 5 - Securities (continued)

amortized cost basis. Any impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive income, net of applicable taxes. Unrealized losses at September 30, 2024 and December 31, 2023 are considered temporary and the result of fair value adjustments caused by market interest rate fluctuations. There was no allowance for credit losses for available-for-sale debt securities at September 30, 2024 or December 31, 2023.

Although management has the ability to sell these securities if the need arises, their designation as available-for-sale should not necessarily be interpreted as an indication that management anticipates such sales.

Accrued interest receivable on available-for-sale debt securities totaled $ 6,847 at September 30, 2024 and $ 9,620 at December 31, 2023. Accrued interest receivable is excluded from the estimate of credit losses.

The Company's equity securities are listed as Other Investments on the Consolidated Balance Sheets and consist of one non-controlling investment in a single banking organization at September 30, 2024 and December 31, 2023. The original investment totaled $1,350 and other-than-temporary impairment was previously recorded totaling $997. The Company's equity securities are considered not to have readily determinable fair value and are carried at cost and evaluated for impairment. At September 30, 2024, there was no additional impairment recognized through earnings.

NOTE 6 - Derivatives

The Company executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. The notional amounts of these interest rate swaps and the offsetting counterparty derivative instruments were $143,111 at September 30, 2024 and $ 139,751 at December 31, 2023. These interest rate swaps are simultaneously hedged by offsetting interest rate swaps that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions with approved, reputable, independent counterparties with substantially matching terms. The agreements are considered stand-alone derivatives and changes in the fair value of derivatives are reported in earnings as non-interest income. While the derivatives represent economic hedges, they do not qualify as hedges for accounting purposes.

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. The Company's exposure is limited to the replacement value of the contracts rather than the notional, principal or contract amounts. There are provisions in the agreements with the counterparties that allow for certain unsecured credit exposure up to an agreed threshold. Exposures in excess of the agreed thresholds are collateralized. In addition, the Company minimizes credit risk through credit approvals, limits, and monitoring procedures.

The following table reflects the fair value of derivative instruments included in the Consolidated Balance Sheets as of:

	September 30, 2024		December 31, 2023	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Included in Other Assets:				
Interest Rate Swaps	$ 143,111	$ 5,803	$ 139,751	$ 7,458
Included in Other Liabilities:				
Interest Rate Swaps	$ 143,111	$ 5,868	$ 139,751	$ 7,467

The following table presents the effect of derivative instruments on the Consolidated Statements of Income for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Interest Rate Swaps:				
Included in Other Operating Income	$ (69)	$ 194	$ 168	$ 372

(unaudited, dollars in thousands except share and per share data)

NOTE 7 – Loans

Loans were comprised of the following classifications:

	September 30, 2024	December 31, 2023
Commercial:		
Commercial and Industrial Loans	$ 591,277	$ 589,541
Commercial Real Estate Loans	2,179,981	2,121,835
Agricultural Loans	417,473	423,803
Leases	78,827	71,988
Retail:		
Home Equity Loans	333,829	299,685
Consumer Loans	82,882	87,853
Credit Cards	22,671	20,351
Residential Mortgage Loans	362,415	362,844
Subtotal	4,069,355	3,977,900
Less: Unearned Income	(8,206)	(6,818)
Allowance for Credit Losses	(44,124)	(43,765)
Loans, net	$ 4,017,025	$ 3,927,317

The table above includes $11,926 and $13,237 of purchase credit deteriorated loans as of September 30, 2024 and December 31, 2023, respectively.

Allowance for Credit Losses for Loans

The following tables present the activity in the allowance for credit losses by portfolio segment for the three months ended September 30, 2024 and 2023:

September 30, 2024	Commercial and Industrial Loans	Commercial Real Estate Loans	Agricultural Loans	Leases	Consumer Loans	Home Equity Loans	Credit Cards	Residential Mortgage Loans	Total
Allowance for Credit Losses:									
Beginning balance	$ 7,200	$ 26,598	$ 3,697	$ 368	$ 722	$ 2,058	$ 413	$ 2,890	$ 43,946
Provision (Benefit) for credit loss expense	(137)	54	211	28	224	72	202	(29)	625
Loans charged-off	(92)	—	(7)	—	(364)	—	(156)	—	(619)
Recoveries collected	3	4	—	—	158	—	7	—	172
Total ending allowance balance	$ 6,974	$ 26,656	$ 3,901	$ 396	$ 740	$ 2,130	$ 466	$ 2,861	$ 44,124

September 30, 2023	Commercial and Industrial Loans	Commercial Real Estate Loans	Agricultural Loans	Leases	Consumer Loans	Home Equity Loans	Credit Cards	Residential Mortgage Loans	Total
Allowance for Credit Losses:									
Beginning balance	$ 13,567	$ 21,834	$ 3,956	$ 235	$ 640	$ 1,436	$ 288	$ 2,310	$ 44,266
Provision (Benefit) for credit loss expense	(436)	1,117	(168)	19	258	9	93	8	900
Loans charged-off	(175)	(56)	(2)	—	(352)	—	(64)	(1)	(650)
Recoveries collected	2	5	—	—	119	2	2	—	130
Total ending allowance balance	$ 12,958	$ 22,900	$ 3,786	$ 254	$ 665	$ 1,447	$ 319	$ 2,317	$ 44,646

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

The following tables present the activity in the allowance for credit losses by portfolio segment for the nine months ended September 30, 2024 and 2023:

September 30, 2024	Commercial and Industrial Loans	Commercial Real Estate Loans	Agricultural Loans	Leases	Consumer Loans	Home Equity Loans	Credit Cards	Residential Mortgage Loans	Total
Allowance for Credit Losses:									
Beginning balance	$ 7,921	$ 25,923	$ 3,837	$ 346	$ 759	$ 1,834	$ 383	$ 2,762	$ 43,765
Provision (Benefit) for credit loss expense	(768)	1,028	70	50	700	421	550	99	2,150
Loans charged-off	(223)	(308)	(8)	—	(1,117)	(134)	(489)	—	(2,279)
Recoveries collected	44	13	2	—	398	9	22	—	488
Total ending allowance balance	$ 6,974	$ 26,656	$ 3,901	$ 396	$ 740	$ 2,130	$ 466	$ 2,861	$ 44,124

September 30, 2023	Commercial and Industrial Loans	Commercial Real Estate Loans	Agricultural Loans	Leases	Consumer Loans	Home Equity Loans	Credit Cards	Residential Mortgage Loans	Total
Allowance for Credit Losses:									
Beginning balance	$ 13,749	$ 21,598	$ 4,188	$ 209	$ 595	$ 1,344	$ 257	$ 2,228	$ 44,168
Provision (Benefit) for credit loss expense	310	1,286	(375)	45	657	109	374	144	2,550
Loans charged-off	(1,252)	(56)	(27)	—	(980)	(39)	(325)	(58)	(2,737)
Recoveries collected	151	72	—	—	393	33	13	3	665
Total ending allowance balance	$ 12,958	$ 22,900	$ 3,786	$ 254	$ 665	$ 1,447	$ 319	$ 2,317	$ 44,646

The Company utilizes the static pool methodology in determining expected future credit losses. Static pool analysis means segmenting and tracking loans over a period of time based on similar risk characteristics such as loan structure, collateral type, industry of borrower and concentrations, contractual terms and credit risk indicators. Static pool calculates a loss rate on a closed pool of loans that existed on a specified start date based upon the remaining life of each segment.

The Company's expected loss estimate is anchored in historical credit loss experience, with an emphasis on all available portfolio data. The Company's historical look-back period includes January 2014 through the current period, on a monthly basis.

Qualitative reserves reflect management's overall estimate of the extent to which current expected credit losses on collectively evaluated loans will differ from historical loss experience. The analysis takes into consideration industry and collateral concentrations, acquired loan portfolio characteristics and other credit-related analytics as deemed appropriate. Management attempts to quantify qualitative reserves by anchoring to specific data points when possible.

The Company estimates the allowance balance using relevant available information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. Historical loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for changes in underwriting standards, portfolio mix, delinquency level, changes in environmental conditions, unemployment rates, risk classifications and collateral values. The allowance for credit losses is measured on a collective (pooled) basis when similar risk characteristics exist. Based on the potential increased losses related to the advancing stress on the economy as a result of inflationary pressures, rising interest rates and financial market volatility, the Company has considered this loss experience may align with loss experience from the recessionary period from 2008-2011 and qualitative adjustments have been made accordingly.

Loans that do not share risk characteristics are evaluated on an individual basis. Loans evaluated individually are not included in the collective evaluation. When the borrower is experiencing financial difficulty at the reporting date and repayment is expected to be provided substantially through the operation or sale of the collateral, expected credit losses are based on the fair value of the collateral at the reporting date adjusted for selling costs.

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

For the nine months ended September 30, 2024, the allowance for credit losses remained stable compared to December 31, 2023, with the Company adding reserve for loan portfolio growth during 2024. Key indicators utilized in forecasting for the allowance calculations include unemployment rates and gross domestic product as well as commodity prices for the agricultural segment of the portfolio. There has been some improvement in these factors over previous periods; however, rising interest rates and the expanded inflationary impact on consumer discretionary spending were considered in the qualitative factors to determine the allowance for credit losses.

All classes of loans, including loans acquired with deteriorated credit quality, are generally placed on non-accrual status when scheduled principal or interest payments are past due for 90 days or more or when the borrower's ability to repay becomes doubtful. For purchased loans, the determination is made at the time of acquisition as well as over the life of the loan. Uncollected accrued interest for each class of loans is reversed against income at the time a loan is placed on non-accrual. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. All classes of loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Loans are typically charged-off at 180 days past due, or earlier if deemed uncollectible. Exceptions to the non-accrual and charge-off policies are made when the loan is well secured and in the process of collection.

The following tables present the amortized cost in non-accrual loans and loans past due over 89 days still accruing by class of loans as of September 30, 2024 and December 31, 2023:

September 30, 2024	Non-Accrual With No Allowance for Credit Loss (1)	Total Non-Accrual	Loans Past Due Over 89 Days Still Accruing
Commercial and Industrial Loans	$ 1,482	$ 3,214	$ —
Commercial Real Estate Loans	1,246	2,173	—
Agricultural Loans	883	1,132	—
Leases	—	—	—
Home Equity Loans	794	794	—
Consumer Loans	328	328	—
Credit Cards	42	42	—
Residential Mortgage Loans	1,619	2,018	—
Total	$ 6,394	$ 9,701	$ —

(1) Includes non-accrual loans with no allowance for credit loss and are also included in Total Non-Accrual loans of $9,701.

Interest income on non-accrual loans recognized during the three and nine months ended September 30, 2024 totaled $ 33 and $108, respectively.

December 31, 2023	Non-Accrual With No Allowance for Credit Loss (1)	Total Non-Accrual	Loans Past Due Over 89 Days Still Accruing
Commercial and Industrial Loans	$ 1,864	$ 3,707	$ —
Commercial Real Estate Loans	942	1,889	55
Agricultural Loans	665	879	—
Leases	—	—	—
Home Equity Loans	1,033	1,033	—
Consumer Loans	111	111	—
Credit Cards	142	142	—
Residential Mortgage Loans	1,125	1,375	—
Total	$ 5,882	$ 9,136	$ 55

(1) Includes non-accrual loans with no allowance for credit loss and are also included in Total Non-Accrual loans of $9,136.

Interest income on non-accrual loans recognized during the year ended December 31, 2023 totaled $ 106.

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

The following tables present the amortized cost basis of collateral-dependent loans by class of loans as of September 30, 2024 and December 31, 2023:

September 30, 2024	Real Estate	Equipment	Accounts Receivable	Other	Total
Commercial and Industrial Loans	$ 4,405	$ 94	$ —	$ 133	$ 4,632
Commercial Real Estate Loans	8,349	—	—	—	8,349
Agricultural Loans	3,138	270	—	—	3,408
Leases	—	—	—	—	—
Home Equity Loans	422	—	—	—	422
Consumer Loans	10	—	—	—	10
Credit Cards	—	—	—	—	—
Residential Mortgage Loans	709	—	—	—	709
Total	$ 17,033	$ 364	$ —	$ 133	$ 17,530

December 31, 2023	Real Estate	Equipment	Accounts Receivable	Other	Total
Commercial and Industrial Loans	$ 3,668	$ 49	$ —	$ 1,888	$ 5,605
Commercial Real Estate Loans	8,553	—	—	—	8,553
Agricultural Loans	3,338	1,055	—	—	4,393
Leases	—	—	—	—	—
Home Equity Loans	420	—	—	—	420
Consumer Loans	9	—	—	—	9
Credit Cards	—	—	—	—	—
Residential Mortgage Loans	753	—	—	—	753
Total	$ 16,741	$ 1,104	$ —	$ 1,888	$ 19,733

The following tables present the aging of the amortized cost basis in past due loans by class of loans as of September 30, 2024 and December 31, 2023:

September 30, 2024	30-59 Days Past Due	60-89 Days Past Due	Greater Than 89 Days Past Due	Total Past Due	Loans Not Past Due	Total
Commercial and Industrial Loans	$ 794	$ —	$ 1,987	$ 2,781	$ 588,496	$ 591,277
Commercial Real Estate Loans	745	—	2,105	2,850	2,177,131	2,179,981
Agricultural Loans	60	—	801	861	416,612	417,473
Leases	—	—	—	—	78,827	78,827
Home Equity Loans	2,482	319	795	3,596	330,233	333,829
Consumer Loans	640	36	328	1,004	81,878	82,882
Credit Cards	111	102	42	255	22,416	22,671
Residential Mortgage Loans	4,437	2,531	1,837	8,805	353,610	362,415
Total	$ 9,269	$ 2,988	$ 7,895	$ 20,152	$ 4,049,203	$ 4,069,355

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

December 31, 2023	30-59 Days Past Due	60-89 Days Past Due	Greater Than 89 Days Past Due	Total Past Due	Loans Not Past Due	Total
Commercial and Industrial Loans	$ 832	$ 257	$ 3,299	$ 4,388	$ 585,153	$ 589,541
Commercial Real Estate Loans	1,215	484	938	2,637	2,119,198	2,121,835
Agricultural Loans	5	248	497	750	423,053	423,803
Leases	—	—	—	—	71,988	71,988
Home Equity Loans	1,016	571	1,033	2,620	297,065	299,685
Consumer Loans	658	84	110	852	87,001	87,853
Credit Cards	165	87	142	394	19,957	20,351
Residential Mortgage Loans	7,362	1,647	1,215	10,224	352,620	362,844
Total	$ 11,253	$ 3,378	$ 7,234	$ 21,865	$ 3,956,035	$ 3,977,900

Loan Modifications Made to Borrowers Experiencing Financial Difficulty

Effective January 1, 2023, the Company prospectively adopted ASU 2022-02, which eliminated the accounting for troubled debt restructurings while establishing a new standard for the treatment of modifications made to borrowers experiencing financial difficulties. As such, effective with the adoption of the new standard, the Company will not include, prospectively, financial difficulty modifications in its presentation of nonperforming loans, nonperforming assets or classified assets. Prior period data, which included troubled debt restructurings, has not been adjusted.

The Company's loan modifications for borrowers experiencing financial difficulties will typically include one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan. No modifications during the three and nine months ended September 30, 2024, or the year ended December 31, 2023, resulted in a permanent reduction of the recorded investment in the loan.

During the three and nine months ended September 30, 2024 and 2023, the Company had no modified loans made to borrowers experiencing financial difficulty. There were no modified loans that had a payment default during the three and nine months ended September 30, 2024 and 2023 and were modified in the twelve months prior to that default to borrowers experiencing financial difficulty. The Company considers a loan to be in payment default once it is 30 days contractually past due under the modified terms.

Credit Quality Indicators:

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company classifies loans as to credit risk by individually analyzing loans. This analysis includes commercial and industrial loans, commercial real estate loans, and agricultural loans with an outstanding balance greater than $250. This analysis is typically performed on at least an annual basis. The Company uses the following definitions for risk ratings:

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

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

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

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

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

Based on the analysis performed at September 30, 2024 and December 31, 2023, the risk category of loans by class of loans is as follows:

	Term Loans Amortized Cost Basis by Origination Year							
As of September 30, 2024	**2024**	**2023**	**2022**	**2021**	**2020**	**Prior**	**Revolving Loans Amortized Cost Basis**	**Total**
Commercial and Industrial:								
Risk Rating								
Pass	$ 83,323	$ 95,627	$ 100,299	$ 70,194	$ 19,325	$ 53,329	$ 152,318	$ 574,415
Special Mention	156	1,642	379	544	909	2,343	833	6,806
Substandard	100	—	189	3,289	976	1,723	3,779	10,056
Doubtful	—	—	—	—	—	—	—	—
Total Commercial & Industrial Loans	$ 83,579	$ 97,269	$ 100,867	$ 74,027	$ 21,210	$ 57,395	$ 156,930	$ 591,277
Current Period Gross Charge-Offs	$ —	$ 4	$ 96	$ 64	$ —	$ 13	$ 46	$ 223
Commercial Real Estate:								
Risk Rating								
Pass	$ 207,054	$ 317,427	$ 407,500	$ 429,879	$ 197,875	$ 525,716	$ 37,225	$ 2,122,676
Special Mention	495	13,498	3,077	12,582	2,014	14,994	200	46,860
Substandard	—	457	1,227	5,222	62	3,477	—	10,445
Doubtful	—	—	—	—	—	—	—	—
Total Commercial Real Estate Loans	$ 207,549	$ 331,382	$ 411,804	$ 447,683	$ 199,951	$ 544,187	$ 37,425	$ 2,179,981
Current Period Gross Charge-Offs	$ —	$ —	$ —	$ —	$ —	$ 308	$ —	$ 308
Agricultural:								
Risk Rating								
Pass	$ 42,832	$ 37,719	$ 49,689	$ 34,596	$ 37,571	$ 107,791	$ 79,919	$ 390,117
Special Mention	548	1,437	146	832	5,090	11,905	2,716	22,674
Substandard	176	—	—	—	—	4,506	—	4,682
Doubtful	—	—	—	—	—	—	—	—
Total Agricultural Loans	$ 43,556	$ 39,156	$ 49,835	$ 35,428	$ 42,661	$ 124,202	$ 82,635	$ 417,473
Current Period Gross Charge-Offs	$ —	$ —	$ —	$ —	$ —	$ 8	$ —	$ 8
Leases:								
Risk Rating								
Pass	$ 25,831	$ 28,480	$ 9,324	$ 7,430	$ 3,018	$ 4,744	$ —	$ 78,827
Special Mention	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—
Total Leases	$ 25,831	$ 28,480	$ 9,324	$ 7,430	$ 3,018	$ 4,744	$ —	$ 78,827
Current Period Gross Charge-Offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

	Term Loans Amortized Cost Basis by Origination Year							
As of December 31, 2023	**2023**	**2022**	**2021**	**2020**	**2019**	**Prior**	**Revolving Loans Amortized Cost Basis**	**Total**
Commercial and Industrial:								
Risk Rating								
Pass	$ 112,626	$ 134,590	$ 80,738	$ 28,492	$ 32,585	$ 45,764	$ 134,936	$ 569,731
Special Mention	47	453	128	829	—	1,948	3,048	6,453
Substandard	—	294	5,689	780	1,696	1,471	3,427	13,357
Doubtful	—	—	—	—	—	—	—	—
Total Commercial & Industrial Loans	$ 112,673	$ 135,337	$ 86,555	$ 30,101	$ 34,281	$ 49,183	$ 141,411	$ 589,541
Current Period Gross Charge-Offs	$ —	$ 911	$ 32	$ 493	$ 7	$ 88	$ 261	$ 1,792
Commercial Real Estate:								
Risk Rating								
Pass	$ 300,569	$ 416,874	$ 470,917	$ 225,668	$ 147,431	$ 458,821	$ 41,102	$ 2,061,382
Special Mention	13,906	2,401	11,155	1,651	259	19,532	638	49,542
Substandard	—	617	5,510	1,142	729	2,737	176	10,911
Doubtful	—	—	—	—	—	—	—	—
Total Commercial Real Estate Loans	$ 314,475	$ 419,892	$ 487,582	$ 228,461	$ 148,419	$ 481,090	$ 41,916	$ 2,121,835
Current Period Gross Charge-Offs	$ —	$ —	$ 56	$ —	$ —	$ —	$ —	$ 56
Agricultural:								
Risk Rating								
Pass	$ 44,948	$ 56,291	$ 39,852	$ 42,279	$ 23,217	$ 100,391	$ 89,455	$ 396,433
Special Mention	1,495	164	903	5,047	2,338	9,894	2,259	22,100
Substandard	—	—	199	188	200	4,683	—	5,270
Doubtful	—	—	—	—	—	—	—	—
Total Agricultural Loans	$ 46,443	$ 56,455	$ 40,954	$ 47,514	$ 25,755	$ 114,968	$ 91,714	$ 423,803
Current Period Gross Charge-Offs	$ —	$ —	$ —	$ 2	$ —	$ —	$ 25	$ 27
Leases:								
Risk Rating								
Pass	$ 36,848	$ 12,281	$ 10,634	$ 6,086	$ 4,788	$ 1,351	$ —	$ 71,988
Special Mention	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—
Total Leases	$ 36,848	$ 12,281	$ 10,634	$ 6,086	$ 4,788	$ 1,351	$ —	$ 71,988
Current Period Gross Charge-Offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

The Company considers the performance of the loan portfolio and its impact on the allowance for credit losses. For residential and consumer loan classes, the Company also evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity. The following tables present the amortized cost in residential, home equity and consumer loans based on payment activity.

	Term Loans Amortized Cost Basis by Origination Year							
As of September 30, 2024	**2024**	**2023**	**2022**	**2021**	**2020**	**Prior**	**Revolving Loans Amortized Cost Basis**	**Total**
Consumer:								
Payment performance								
Performing	$ 33,504	$ 26,797	$ 10,794	$ 6,217	$ 1,417	$ 1,779	$ 2,046	$ 82,554
Nonperforming	1	43	277	6	—	1	—	328
Total Consumer Loans	$ 33,505	$ 26,840	$ 11,071	$ 6,223	$ 1,417	$ 1,780	$ 2,046	$ 82,882
Current Period Gross Charge-Offs	$ 902	$ 125	$ 48	$ 37	$ —	$ 2	$ 3	$ 1,117
Home Equity:								
Payment performance								
Performing	$ 55	$ 264	$ 3,595	$ 639	$ 424	$ 3,623	$ 324,435	$ 333,035
Nonperforming	—	—	450	24	—	282	38	794
Total Home Equity Loans	$ 55	$ 264	$ 4,045	$ 663	$ 424	$ 3,905	$ 324,473	$ 333,829
Current Period Gross Charge-Offs	$ —	$ —	$ 35	$ 99	$ —	$ —	$ —	$ 134
Residential Mortgage:								
Payment performance								
Performing	$ 40,889	$ 52,945	$ 59,530	$ 75,581	$ 37,019	$ 94,433	$ —	$ 360,397
Nonperforming	—	138	154	422	386	918	—	2,018
Total Residential Mortgage Loans	$ 40,889	$ 53,083	$ 59,684	$ 76,003	$ 37,405	$ 95,351	$ —	$ 362,415
Current Period Gross Charge-Offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

	Term Loans Amortized Cost Basis by Origination Year							
As of December 31, 2023	**2023**	**2022**	**2021**	**2020**	**2019**	**Prior**	**Revolving Loans Amortized Cost Basis**	**Total**
Consumer:								
Payment performance								
Performing	$ 49,208	$ 21,459	$ 9,708	$ 2,756	$ 917	$ 1,911	$ 1,783	$ 87,742
Nonperforming	74	21	12	—	—	1	3	111
Total Consumer Loans	$ 49,282	$ 21,480	$ 9,720	$ 2,756	$ 917	$ 1,912	$ 1,786	$ 87,853
Current Period Gross Charge-Offs	$ 1,162	$ 42	$ 23	$ 71	$ 3	$ 1	$ 7	$ 1,309
Home Equity:								
Payment performance								
Performing	$ —	$ 170	$ 236	$ 90	$ 165	$ 1,207	$ 296,784	$ 298,652
Nonperforming	—	247	252	60	—	102	372	1,033
Total Home Equity Loans	$ —	$ 417	$ 488	$ 150	$ 165	$ 1,309	$ 297,156	$ 299,685
Current Period Gross Charge-Offs	$ —	$ —	$ —	$ 55	$ —	$ 24	$ 15	$ 94
Residential Mortgage:								
Payment performance								
Performing	$ 56,306	$ 65,301	$ 85,753	$ 41,352	$ 17,831	$ 94,926	$ —	$ 361,469
Nonperforming	11	60	417	287	109	491	—	1,375
Total Residential Mortgage Loans	$ 56,317	$ 65,361	$ 86,170	$ 41,639	$ 17,940	$ 95,417	$ —	$ 362,844
Current Period Gross Charge-Offs	$ —	$ —	$ 22	$ 36	$ —	$ —	$ —	$ 58

The Company considers the performance of the loan portfolio and its impact on the allowance for credit loan losses. For certain retail loan classes, the Company also evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity. The following table presents the recorded investment in credit cards based on payment activity:

Credit Cards	**September 30, 2024**	**December 31, 2023**
Performing	$ 22,629	$ 20,209
Nonperforming	42	142
Total	$ 22,671	$ 20,351

The following tables present loans purchased and/or sold during the year by portfolio segment and excludes the business combination activity:

September 30, 2024	**Commercial and Industrial Loans**	**Commercial Real Estate Loans**	**Agricultural Loans**	**Leases**	**Consumer Loans**	**Home Equity Loans**	**Credit Cards**	**Residential Mortgage Loans**	**Total**
Purchases	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Sales	—	—	—	—	—	—	—	—	—

(unaudited, dollars in thousands except share and per share data)

NOTE 7 - Loans (continued)

December 31, 2023	Commercial and Industrial Loans	Commercial Real Estate Loans	Agricultural Loans	Leases	Consumer Loans	Home Equity Loans	Credit Cards	Residential Mortgage Loans	Total
Purchases	$ —	$ 1,502	$ —	$ —	$ —	$ —	$ —	$ —	$ 1,502
Sales	—	—	—	—	—	—	—	—	—

NOTE 8 – Repurchase Agreements Accounted for as Secured Borrowings

Repurchase agreements are short-term borrowings included in FHLB Advances and Other Borrowings and mature overnight and continuously. Repurchase agreements, which were secured by mortgage-backed securities, totaled $50,956 and $40,968 as of September 30, 2024 and December 31, 2023, respectively. Risk could arise when the collateral pledged to a repurchase agreement declines in fair value. The Company minimizes risk by consistently monitoring the value of the collateral pledged. At the point in time where the collateral has declined in fair value, the Company is required to provide additional collateral based on the value of the underlying securities.

NOTE 9 – Segment Information

For the first five months of 2024, the Company's operations included three primary segments: core banking, wealth management services, and insurance operations. On June 1, 2024, the Company sold substantially all of the assets of its insurance operations to Hilb Group, and ceased insurance-related activities for the Company. As a result of the sale, insurance revenue and expenses reported within the accompanying financial statements reflect the first five months of 2024. See Note 3 for additional information on this sale.

The core banking segment involves attracting deposits from the general public and using such funds to originate consumer, commercial and agricultural, commercial and agricultural real estate, and residential mortgage loans, primarily in the Company's local markets by the Company's banking subsidiary, German American Bank. Net interest income from loans and investments funded by deposits and borrowings is the primary revenue for the core-banking segment. The core banking segment also involves the sale of residential mortgage loans in the secondary market. The wealth management segment's revenues are comprised primarily of fees generated by the wealth advisory and trust operations of the Company's banking subsidiary and by German American Investment Services, Inc. These fees are derived by providing trust, investment advisory, brokerage and retirement planning services to its customers. The insurance segment offered a full range of personal and corporate property and casualty insurance products, primarily in the Company's banking subsidiary's local markets. Commissions derived from the sale of insurance products by GAI were the primary source of revenue for the insurance segment.

The following segment financial information was derived from the internal financial statements of the Company which are used by management to monitor and manage financial performance. The accounting policies of the three segments are the same as those of the Company. The evaluation process for segments does not include holding company income and expense. Holding company amounts are the primary differences between segment amounts and consolidated totals, and are reflected in the column labeled "Other" below, along with amounts to eliminate transactions between segments.

(unaudited, dollars in thousands except share and per share data)

NOTE 9 - Segment Information (continued)

	Core Banking	Wealth Management Services	Insurance	Other	Consolidated Totals
Three Months Ended					
September 30, 2024					
Net Interest Income	$ 50,194	$ 43	$ —	$ (1,643)	$ 48,594
Net Gains on Sales of Loans	704	—	—	—	704
Net Gains (Losses) on Securities	70	—	—	—	70
Wealth Management Fees	1	3,579	—	—	3,580
Insurance Revenues	—	—	—	—	—
Noncash Items:					
Provision for Credit Losses	625	—	—	—	625
Depreciation and Amortization	2,177	5	—	114	2,296
Income Tax Expense (Benefit)	5,387	250	—	(1,041)	4,596
Segment Profit (Loss)	22,079	1,071	—	(2,102)	21,048
Segment Assets at September 30, 2024	6,303,835	12,650	—	(55,578)	6,260,907

	Core Banking	Wealth Management Services	Insurance	Other	Consolidated Totals
Three Months Ended					
September 30, 2023					
Net Interest Income	$ 48,794	$ 32	$ 15	$ (1,282)	$ 47,559
Net Gains on Sales of Loans	614	—	—	—	614
Net Gains (Losses) on Securities	—	—	—	—	—
Wealth Management Fees	1	2,956	—	—	2,957
Insurance Revenues	—	1	2,064	—	2,065
Noncash Items:					
Provision for Credit Losses	900	—	—	—	900
Depreciation and Amortization	2,236	7	12	114	2,369
Income Tax Expense (Benefit)	4,709	184	107	(409)	4,591
Segment Profit (Loss)	21,472	761	161	(943)	21,451
Segment Assets at December 31, 2023	6,137,687	9,508	3,509	1,494	6,152,198

(unaudited, dollars in thousands except share and per share data)

NOTE 9 - Segment Information (continued)

	Core Banking	Wealth Management Services	Insurance	Other	Consolidated Totals
Nine Months Ended					
September 30, 2024					
Net Interest Income	$ 143,581	$ 110	$ 1	$ (4,133)	$ 139,559
Net Gains on Sales of Loans	2,424	—	—	—	2,424
Net Gains (Losses) on Securities	(34,788)	—	—	—	(34,788)
Wealth Management Fees	4	10,725	—	—	10,729
Insurance Revenues	—	1	4,383	—	4,384
Noncash Items:					
Provision for Credit Losses	2,150	—	—	—	2,150
Depreciation and Amortization	6,594	15	10	342	6,961
Income Tax Expense (Benefit)	6,219	754	9,300	(1,456)	14,817
Segment Profit (Loss)	34,258	3,205	28,295	(5,158)	60,600
Segment Assets at September 30, 2024	6,303,835	12,650	—	(55,578)	6,260,907

	Core Banking	Wealth Management Services	Insurance	Other	Consolidated Totals
Nine Months Ended					
September 30, 2023					
Net Interest Income	$ 148,363	$ 86	$ 45	$ (3,668)	$ 144,826
Net Gains on Sales of Loans	1,831	—	—	—	1,831
Net Gains (Losses) on Securities	40	—	—	—	40
Wealth Management Fees	4	8,509	—	—	8,513
Insurance Revenues	1	22	7,307	—	7,330
Noncash Items:					
Provision for Credit Losses	2,550	—	—	—	2,550
Depreciation and Amortization	6,803	26	37	342	7,208
Income Tax Expense (Benefit)	14,099	474	427	(1,201)	13,799
Segment Profit (Loss)	63,987	2,083	1,470	(3,159)	64,381
Segment Assets at December 31, 2023	6,137,687	9,508	3,509	1,494	6,152,198

NOTE 10 – Stock Repurchase Plan

On January 31, 2022, the Company's Board of Directors approved a plan to repurchase up to 1,000,000 shares of the Company's outstanding common stock. On a share basis, the amount of common stock subject to the repurchase plan represented approximately 3% of the Company's outstanding shares at the time it was approved. The Company is not obligated to purchase shares under the plan, and the plan may be discontinued at any time. The actual timing, number and share price of shares purchased under the repurchase plan will be determined by the Company at its discretion and will depend upon such factors as the market price of the stock, general market and economic conditions and applicable legal requirements. The Company has not repurchased any shares under this repurchase plan.

In August 2022, the Inflation Reduction Act of 2022 (the "IRA") was enacted. Among other things, the IRA imposes a new 1% excise tax on the fair value of stock repurchased after December 31, 2022 by publicly traded U.S. corporations, like the Company. With certain exceptions, the value of stock repurchased is determined net of stock issued in the year, including shares issued pursuant to compensatory arrangements.

(unaudited, dollars in thousands except share and per share data)

NOTE 11 – Equity Plans and Equity Based Compensation

During the periods presented, the Company maintained its 2019 Long-Term Equity Incentive Plan (the “2019 LTI Plan”), under which stock options, restricted stock, and other equity incentive awards could be granted. The 2019 LTI Plan, which authorizes a maximum aggregate issuance of 1,000,000 shares of common stock (subject to certain permitted adjustments), became effective on May 16, 2019, following approval of the Company’s shareholders. It will remain in effect until May 16, 2029, or until all shares of common stock subject to the 2019 LTI Plan are distributed, all awards have expired or terminated, or the plan is terminated pursuant to its terms, whichever occurs first.

For the three and nine months ended September 30, 2024 and 2023, the Company granted no options. The Company recorded no stock compensation expense applicable to options during the three and nine months ended September 30, 2024 and 2023. In addition, there was no unrecognized option expense.

During the periods presented, awards of long-term incentives were granted in the form of restricted stock. In 2020, awards granted under the management incentive plan were granted in tandem with cash credit entitlements in the form of 66.67% restricted stock grants and 33.33% cash credit entitlements. Beginning in 2020, 100% of the cash portion of an award vested towards the end of the year in which the grant was made, followed by the restricted stock grants vesting 50% in each of the 2nd and 3rd years. Beginning in 2021, for named executive officers, awards are granted in the form of 100% restricted stock grants which vest in one-third installments on the first, second and third anniversaries of the award date. Awards that are granted to directors as additional retainers for their services do not include any cash credit entitlement. These director restricted stock grants are subject to forfeiture in the event that the recipient of the grant does not continue in service as a director of the Company through the end of the one-year compensation period or does not satisfy certain meeting attendance requirements, at which time they generally vest 100%. For measuring compensation costs, restricted stock awards are valued based upon the market value of the common shares on the date of grant. During the three and nine months ended September 30, 2024, the Company granted 218 and 102,106 shares of restricted stock, respectively. During the three and nine months ended September 30, 2023, the Company granted 2,076 and 81,118 shares of restricted stock, respectively. Total unvested shares of restricted stock at September 30, 2024 and December 31, 2023 were 187,692 and 116,632, respectively.

The following tables present expense recorded for restricted stock and cash entitlements as well as the related tax information for the periods presented:

	Three Months Ended September 30,	
	2024	2023
Restricted Stock Expense	$ 828	$ 497
Cash Entitlement Expense	193	209
Tax Effect	(265)	(183)
Net of Tax	$ 756	$ 523

	Nine Months Ended September 30,	
	2024	2023
Restricted Stock Expense	$ 2,508	$ 1,866
Cash Entitlement Expense	584	570
Tax Effect	(802)	(632)
Net of Tax	$ 2,290	$ 1,804

Unrecognized expense associated with the restricted stock grants and cash entitlements totaled $ 4,591 and $3,805 as of September 30, 2024 and 2023, respectively.

The Company’s shareholders approved the Company’s 2019 Employee Stock Purchase Plan on May 16, 2019, as well as an Amended and Restated 2019 Employee Stock Purchase Plan on May 21, 2020, which was amended and restated to reflect

NOTE 11 - Equity Plans and Equity Based Compensation (continued)

certain clarifying changes (the "2019 ESPP"). The 2019 ESPP provides for a series of 3-month offering periods, commencing on the first day and ending on the last trading day of each calendar quarter, for the purchase of the Company's common stock by participating employees. The purchase price of the shares has been set at 95% of the fair value of the Company's common stock on the last trading day of the offering period. A total of 750,000 common shares has been reserved for issuance under the 2019 ESPP. The 2019 ESPP will continue until September 30, 2029, or, if earlier, until all of the shares of common stock allocated to the 2019 ESPP have been purchased. Funding for the purchase of common stock is from employee and Company contributions.

For the three and nine months ended September 30, 2024, the Company recorded $ 4 and $16, respectively, of expense related to the 2019 ESPP resulting in $3 and $12, net of tax, respectively. For the three and nine months ended September 30, 2023, the Company recorded $7 and $23 of expense related to the 2019 ESPP resulting in $5 and $17, net of tax, respectively. There was no unrecognized compensation expense as of September 30, 2024 and 2023 for the 2019 ESPP. No stock options were outstanding as of September 30, 2024 and December 31, 2023.

NOTE 12 – Fair Value

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

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

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

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

The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Investment Securities: The fair values for investment securities are determined by quoted market prices, if available (Level 1). For investment securities where quoted prices are not available, fair values are calculated based on market prices of similar investment securities (Level 2). For investment securities where quoted prices or market prices of similar investment securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). Level 3 pricing is obtained from a third-party based upon similar trades that are not traded frequently without adjustment by the Company. At September 30, 2024, the Company held $77 in Level 3 securities which consist of non-rated Obligations of State and Political Subdivisions and $1,030 in Level 3 securities which consist of non-rated MBS/CMO. Absent the credit rating, significant assumptions must be made such that the credit risk input becomes an unobservable input and thus these investment securities are reported by the Company in a Level 3 classification.

Derivatives: The fair values of derivatives are based on valuation models using observable market data as of the measurement date (Level 2).

Individually Analyzed Loans: Fair values for collateral dependent loans are generally based on appraisals obtained from licensed real estate appraisers and in certain circumstances includes consideration of offers obtained to purchase properties prior to foreclosure. Appraisals for commercial real estate generally use three methods to derive value: cost, sales or market comparison and income approach. The cost method bases value in the cost to replace the current property. Value of market comparison approach evaluates the sales price of similar properties in the same market area. The income approach considers net operating income generated by the property and an investor's required return. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Comparable sales adjustments are based on known sales prices of similar type and similar use properties and duration

(unaudited, dollars in thousands except share and per share data)

NOTE 12 - Fair Value (continued)

of time that the property has been on the market to sell. Such adjustments made in the appraisal process are typically significant and result in a Level 3 classification of the inputs for determining fair value.

Appraisals for both collateral-dependent loans and other real estate owned are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, a member of the Company's Risk Management Area reviews the assumptions and approaches utilized in the appraisal. In determining the value of collateral dependent loans and other real estate owned, significant unobservable inputs may be used which include: physical condition of comparable properties sold, net operating income generated by the property and investor rates of return.

Other Real Estate: Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property utilizing similar techniques as discussed above for Individually Analyzed Loans, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, impairment loss is recognized.

Loans Held-for-Sale: The fair values of loans held for sale are determined by using quoted prices for similar assets, adjusted for specific attributes of that loan resulting in a Level 2 classification.

Assets and Liabilities Measured on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis, including financial assets and liabilities for which the Company has elected the fair value option, are summarized below:

	Fair Value Measurements at September 30, 2024 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
U.S. Treasury	$ 116,463	$ —	$ —	$ 116,463
Obligations of State and Political Subdivisions	—	478,324	77	478,401
MBS/CMO	—	724,042	1,030	725,072
US Gov't Sponsored Entities & Agencies	—	228,058	—	228,058
Total Securities	$ 116,463	$ 1,430,424	$ 1,107	$ 1,547,994
Loans Held-for-Sale	$ —	$ 9,173	$ —	$ 9,173
Derivative Assets	$ —	$ 5,803	$ —	$ 5,803
Derivative Liabilities	$ —	$ 5,868	$ —	$ 5,868

(unaudited, dollars in thousands except share and per share data)

NOTE 12 - Fair Value (continued)

	Fair Value Measurements at December 31, 2023 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
U.S. Treasury	$ —	$ —	$ —	$ —
Obligations of State and Political Subdivisions	—	768,800	75	768,875
MBS/CMO	—	644,056	984	645,040
US Gov't Sponsored Entities & Agencies	—	182,917	—	182,917
Total Securities	$ —	$ 1,595,773	$ 1,059	$ 1,596,832
Loans Held-for-Sale	$ —	$ 5,226	$ —	$ 5,226
Derivative Assets	$ —	$ 7,458	$ —	$ 7,458
Derivative Liabilities	$ —	$ 7,467	$ —	$ 7,467

As of September 30, 2024 and December 31, 2023, the aggregate fair value, contractual balance (including accrued interest), and gain or loss on Loans Held-for-Sale was as follows:

	September 30, 2024	December 31, 2023
Aggregate Fair Value	$ 9,173	$ 5,226
Contractual Balance	8,988	5,125
Gain (Loss)	185	101

The total amount of gains and losses from changes in fair value included in earnings for the three and nine months ended September 30, 2024 for loans held for sale were $(126) and $84, respectively. The total amount of gains and losses from changes in fair value included in earnings for the three and nine months ended September 30, 2023 for loans held for sale were $(44) and $(14), respectively.

The tables below present a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and nine months ended September 30, 2024 and 2023:

	Obligations of State and Political Subdivisions		MBS/CMO	
	2024	2023	2024	2023
Balance of Recurring Level 3 Assets at July 1	$ 76	$ 84	$ 1,009	$ 919
Total Gains (Losses) Included in Other Comprehensive Income	1	(2)	21	24
Maturities / Calls	—	—	—	—
Acquired through Bank Acquisition	—	—	—	—
Balance of Recurring Level 3 Assets at September 30	$ 77	$ 82	$ 1,030	$ 943

(unaudited, dollars in thousands except share and per share data)

NOTE 12 - Fair Value (continued)

	Obligations of State and Political Subdivisions		MBS/CMO	
	2024	2023	2024	2023
Balance of Recurring Level 3 Assets at January 1	$ 75	$ 83	$ 984	$ 906
Total Gains (Losses) Included in Other Comprehensive Income	2	(1)	46	37
Maturities / Calls	—	—	—	—
Acquired through Bank Acquisition	—	—	—	—
Balance of Recurring Level 3 Assets at September 30	$ 77	$ 82	$ 1,030	$ 943

Of the total gain (loss) included in earnings for the three months ended September 30, 2024 and 2023, $ 22 and $22 was attributable to other changes in fair value, respectively. Of the total gain (loss) included in earnings for the nine months ended September 30, 2024 and 2023, $48 and $36 was attributable to other changes in fair value, respectively.

Assets and Liabilities Measured on a Non-Recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis are summarized below:

	Fair Value Measurements at September 30, 2024 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
Individually Analyzed Loans				
Commercial and Industrial Loans	$ —	$ —	$ 2,096	$ 2,096
Commercial Real Estate Loans	$ —	$ —	$ 2,075	$ 2,075
Agricultural Loans	$ —	$ —	$ 2,043	$ 2,043
Consumer Loans	$ —	$ —	$ 10	$ 10
Home Equity Loans	$ —	$ —	$ 328	$ 328
Residential Mortgage Loans	$ —	$ —	$ 423	$ 423

	Fair Value Measurements at December 31, 2023 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
Individually Analyzed Loans				
Commercial and Industrial Loans	$ —	$ —	$ 2,506	$ 2,506
Commercial Real Estate Loans	$ —	$ —	$ 3,447	$ 3,447
Agricultural Loans	$ —	$ —	$ 2,395	$ 2,395
Consumer Loans	$ —	$ —	$ 9	$ 9
Home Equity Loans	$ —	$ —	$ 326	$ 326
Residential Mortgage Loans	$ —	$ —	$ 450	$ 450

(unaudited, dollars in thousands except share and per share data)

NOTE 12 - Fair Value (continued)

The following tables present quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at September 30, 2024 and December 31, 2023:

September 30, 2024	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range (Weighted Average)
Individual Analyzed Loans - Commercial and Industrial Loans	$ 2,096	Sales comparison approach	Adjustment for physical condition of comparable properties sold	30%-86% (45%)
Individual Analyzed Loans - Commercial Real Estate Loans	$ 2,075	Sales comparison approach	Adjustment for physical condition of comparable properties sold	30%-68% (44%)
Individual Analyzed Loans - Agricultural Loans	$ 2,043	Sales comparison approach	Adjustment for physical condition of comparable properties sold	31%-100% (50%)
Individual Analyzed Loans - Consumer Loans	$ 10	Sales comparison approach	Adjustment for physical condition of comparable properties sold	20%-20% (20%)
Individual Analyzed Loans - Home Equity Loans	$ 328	Sales comparison approach	Adjustment for physical condition of comparable properties sold	20%-20% (20%)
Individual Analyzed Loans - Residential Mortgage Loans	$ 423	Sales comparison approach	Adjustment for physical condition of comparable properties sold	20%-20% (20%)

December 31, 2023	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range (Weighted Average)
Individual Analyzed Loans - Commercial and Industrial Loans	$ 2,506	Sales comparison approach	Adjustment for physical condition of comparable properties sold	23%-100% (33%)
Individual Analyzed Loans - Commercial Real Estate Loans	$ 3,447	Sales comparison approach	Adjustment for physical condition of comparable properties sold	20%-68% (42%)
Individual Analyzed Loans - Agricultural Loans	$ 2,395	Sales comparison approach	Adjustment for physical condition of comparable properties sold	31%-100% (51%)
Individual Analyzed Loans - Consumer Loans	$ 9	Sales comparison approach	Adjustment for physical condition of comparable properties sold	20%-20% (20%)
Individual Analyzed Loans - Home Equity Loans	$ 326	Sales comparison approach	Adjustment for physical condition of comparable properties sold	20%-20% (20%)
Individual Analyzed Loans - Residential Mortgage Loans	$ 450	Sales comparison approach	Adjustment for physical condition of comparable properties sold	20%-20% (20%)

(unaudited, dollars in thousands except share and per share data)

NOTE 12 - Fair Value (continued)

The carrying amounts and estimated fair values of the Company's financial instruments not previously presented are provided in the tables below for the periods ending September 30, 2024 and December 31, 2023. Not all of the Company's assets and liabilities are considered financial instruments, and therefore are not included in the tables. Because no active market exists for a significant portion of the Company's financial instruments, fair value estimates were based on subjective judgments, and therefore cannot be determined with precision.

		Fair Value Measurements at September 30, 2024 Using			
	Carrying Value	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets:					
Cash and Short-term Investments	$ 195,555	$ 77,652	$ 117,903	$ —	$ 195,555
Interest Bearing Time Deposits with Banks	500	—	500	—	500
Loans, Net	4,010,050	—	—	3,919,756	3,919,756
Accrued Interest Receivable	29,101	—	7,354	21,747	29,101
Financial Liabilities:					
Demand, Savings, and Money Market Deposits	(4,361,711)	(4,361,711)	—	—	(4,361,711)
Time Deposits	(909,568)	—	(903,306)	—	(903,306)
Short-term Borrowings	(50,956)	—	(50,956)	—	(50,956)
Long-term Debt	(153,197)	—	(78,696)	(74,498)	(153,194)
Accrued Interest Payable	(8,275)	—	(7,904)	(371)	(8,275)

		Fair Value Measurements at December 31, 2023 Using			
	Carrying Value	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets:					
Cash and Short-term Investments	$ 115,330	$ 78,805	$ 36,525	$ —	$ 115,330
Interest Bearing Time Deposits with Banks	500	—	500	—	500
Loans, Net	3,918,184	—	—	3,801,738	3,801,738
Accrued Interest Receivable	30,595	—	10,014	20,581	30,595
Financial Liabilities:					
Demand, Savings, and Money Market Deposits	(4,485,921)	(4,485,921)	—	—	(4,485,921)
Time Deposits	(767,042)	—	(759,217)	—	(759,217)
Short-term Borrowings	(65,968)	(25,000)	(40,968)	—	(65,968)
Long-term Debt	(127,969)	—	(52,522)	(74,562)	(127,084)
Accrued Interest Payable	(7,073)	—	(6,701)	(372)	(7,073)

(unaudited, dollars in thousands except share and per share data)

NOTE 13 - Other Comprehensive Income (Loss)

The tables below summarize the changes in accumulated other comprehensive income (loss) by component for the three and nine months ended September 30, 2024 and 2023, net of tax:

September 30, 2024	Unrealized Gains and Losses on Available-for-Sale Securities	Postretirement Benefit Items	Total
Beginning Balance at July 1, 2024	$ (217,355)	$ (514)	$ (217,869)
Other Comprehensive Income (Loss) Before Reclassification	42,775	—	42,775
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	55	—	55
Net Current Period Other Comprehensive Income (Loss)	42,830	—	42,830
Ending Balance at September 30, 2024	$ (174,525)	$ (514)	$ (175,039)

September 30, 2024	Unrealized Gains and Losses on Available-for-Sale Securities	Postretirement Benefit Items	Total
Beginning Balance at January 1, 2024	$ (216,546)	$ (514)	$ (217,060)
Other Comprehensive Income (Loss) Before Reclassification	14,914	—	14,914
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	27,107	—	27,107
Net Current Period Other Comprehensive Income (Loss)	42,021	—	42,021
Ending Balance at September 30, 2024	$ (174,525)	$ (514)	$ (175,039)

September 30, 2023	Unrealized Gains and Losses on Available-for-Sale Securities	Postretirement Benefit Items	Total
Beginning Balance at July 1, 2023	$ (248,338)	$ (514)	$ (248,852)
Other Comprehensive Income (Loss) Before Reclassification	(78,761)	—	(78,761)
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	—	—	—
Net Current Period Other Comprehensive Income (Loss)	(78,761)	—	(78,761)
Ending Balance at September 30, 2023	$ (327,099)	$ (514)	$ (327,613)

(unaudited, dollars in thousands except share and per share data)

NOTE 13 - Other Comprehensive Income (Loss) (continued)

September 30, 2023	Unrealized Gains and Losses on Available-for-Sale Securities	Postretirement Benefit Items	Total
Beginning Balance at January 1, 2023	$ (262,924)	$ (514)	$ (263,438)
Other Comprehensive Income (Loss) Before Reclassification	(64,143)	—	(64,143)
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	(32)	—	(32)
Net Current Period Other Comprehensive Income (Loss)	(64,175)	—	(64,175)
Ending Balance at September 30, 2023	$ (327,099)	$ (514)	$ (327,613)

The tables below summarize the classifications out of accumulated other comprehensive income (loss) by component for the three and nine months ended September 30, 2024 and 2023:

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)	Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	$ 70	Net Gains (Losses) on Securities
	(15)	Income Tax Expense
	55	Net of Tax
Total Reclassifications for the Three Months Ended September 30, 2024	$ 55	

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)	Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	$ (34,788)	Net Gains (Losses) on Securities
	7,681	Income Tax Expense
	(27,107)	Net of Tax
Total Reclassifications for the Nine Months Ended September 30, 2024	$ (27,107)	

(unaudited, dollars in thousands except share and per share data)

NOTE 13 - Other Comprehensive Income (Loss) (continued)

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)	Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	$ —	Net Gains (Losses) on Securities
	—	Income Tax Expense
	—	Net of Tax
Total Reclassifications for the Three Months Ended September 30, 2023	$ —	

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)	Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	$ 40	Net Gains (Losses) on Securities
	(8)	Income Tax Expense
	32	Net of Tax
Total Reclassifications for the Nine Months Ended September 30, 2023	$ 32	

NOTE 14 - Revenue Recognition

The following tables present non-interest income, segregated by revenue streams in-scope and out-of-scope of FASB ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606)”, for the three and nine months ended September 30, 2024 and 2023. Wealth management fees are included in the wealth management services segment while insurance revenues are included in the insurance segment. All other revenue streams are primarily included in the banking segment. As a result of the sale of substantially all of the assets of GAI on June 1, 2024, insurance revenues reflect no GAI activity for the quarter ended September 30, 2024, and five months of GAI activity for the nine months ended September 30, 2024. See Note 3 for additional information on the sale.

	Three Months Ended September 30,	
Non-interest Income	**2024**	**2023**
In-Scope of Topic 606:		
Wealth Management Fees	$ 3,580	$ 2,957
Service Charges on Deposit Accounts	3,330	2,982
Insurance Revenues	—	2,065
Interchange Fee Income	4,390	4,470
Other Operating Income:		
ATM Fees	313	295
Wire Transfer Fees	182	181
Other [1]	240	320
Non-interest Income (in-scope of Topic 606)	12,035	13,270
Non-interest Income (out-of-scope of Topic 606)	1,766	1,534
Total Non-interest Income	$ 13,801	$ 14,804

[1] “Other” income includes safe deposit box rentals and other non-interest related fees totaling $240 thousand and $320 thousand for the three months ended September 30, 2024 and 2023, respectively, all of which are within the scope of ASC 606.

(unaudited, dollars in thousands except share and per share data)

NOTE 14 - Revenue Recognition (continued)

	Nine Months Ended September 30,	
Non-interest Income	**2024**	**2023**
In-Scope of Topic 606:		
Wealth Management Fees	$ 10,729	$ 8,513
Service Charges on Deposit Accounts	9,325	8,653
Insurance Revenues	4,384	7,330
Interchange Fee Income	12,881	13,081
Other Operating Income:		
ATM Fees	906	527
Wire Transfer Fees	530	909
Other [1]	815	937
Non-interest Income (in-scope of Topic 606)	39,570	39,950
Non-interest Income (out-of-scope of Topic 606)	8,976	4,717
Total Non-interest Income	$ 48,546	$ 44,667

[1] "Other" income includes safe deposit box rentals and other non-interest related fees totaling $815 thousand and $937 thousand for the nine months ended September 30, 2024 and 2023, respectively, all of which are within the scope of ASC 606.

A description of the Company's revenue streams accounted for under Topic 606 follows:

Service Charges on Deposit Accounts: The Company earns fees from its deposit customers for transaction-based, account maintenance, and overdraft services. Transaction-based fees, which include services such as stop payment charges and statement rendering, are recognized at the time the transaction is executed (the point in time the Company fills the customer's request). Account maintenance fees, which relate primarily to monthly maintenance, are earned over the course of a month, representing the period over which the Company satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs.

Interchange Fee Income: The Company earns interchange fees from debit/credit cardholder transactions conducted through various payment networks. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder.

Wealth Management Fees: The Company earns wealth management and investment services income from its contracts with trust and brokerage customers to manage assets for investment and/or to transact their accounts. These fees are primarily earned over time as the Company provides the contracted monthly or quarterly services and are generally assessed based on the market value of assets under management at month-end. Fees that are transaction based, including trade execution services, are recognized at the point in time that the transaction is executed (trade date).

Insurance Revenues: The Company earned insurance revenue from commissions derived from the sale of personal and corporate property and casualty insurance products. These commissions were primarily earned over time as the Company provided the contracted insurance product to customers.

Other Operating Income: The other operating income revenue streams within the scope of Topic 606 consist of ATM fees, wire transfer fees, safe deposit box rentals, check printing commissions and other non-interest related fees.

NOTE 15 – Leases

At the inception of a contract, an entity should determine whether the contract contains a lease. Topic 842 defines a lease as a contract, or part of a contract, that conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration. Control over the use of an identified asset means that the customer

(unaudited, dollars in thousands except share and per share data)

NOTE 15 - Leases (continued)

has both (1) the right to obtain substantially all of the economic benefits from the use of the asset and (2) the right to direct the use of the asset.

The Bank has finance leases for branch offices as well as operating leases for branch offices, ATM locations and certain office equipment. The right-of-use asset is included in the 'Premises, Furniture and Equipment, Net' line of the Consolidated Balance Sheet. The lease liability is included in the 'Accrued Interest Payable and Other Liabilities' line of the Consolidated Balance Sheet.

The Company used the implicit lease rate when determining the present value of lease payments for finance leases. The present value of lease payments for operating leases was determined using the incremental borrowing rate as of the date the Company adopted this standard.

The components of lease expense were as follows:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023
Finance Lease Cost:		
Amortization of Right-of -Use Assets	$ 52	$ 52
Interest on Lease Liabilities	69	75
Operating Lease Cost	324	343
Short-term Lease Cost	—	—
Total Lease Cost	$ 445	$ 470

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Finance Lease Cost:		
Amortization of Right-of -Use Assets	$ 157	$ 157
Interest on Lease Liabilities	212	230
Operating Lease Cost	1,003	1,080
Short-term Lease Cost	—	—
Total Lease Cost	$ 1,372	$ 1,467

The weighted average lease term and discount rates were as follows:

	September 30, 2024	September 30, 2023
Weighted Average Remaining Lease Term:		
Finance Leases	8 years	9 years
Operating Leases	6 years	7 years
Weighted Average Discount Rate:		
Finance Leases	11.35 %	11.38 %
Operating Leases	3.10 %	3.05 %

(unaudited, dollars in thousands except share and per share data)

NOTE 15 - Leases (continued)

Supplemental balance sheet information related to leases were as follows:

	September 30, 2024	September 30, 2023
Finance Leases		
Premises, Furniture and Equipment, Net	$ 1,491	$ 1,700
Other Borrowings	2,466	2,699
Operating Leases		
Operating Lease Right-of-Use Assets	$ 4,596	$ 5,449
Operating Lease Liabilities	4,586	5,598

Supplemental cash flow information related to leases were as follows:

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Cash paid for amounts in the Measurement of Lease Liabilities:		
Operating Cash Flows from Finance Leases	$ 212	$ 230
Operating Cash Flows from Operating Leases	991	1,058
Financing Cash Flows from Finance Leases	194	154

The following table presents a maturity analysis of Finance and Operating Lease Liabilities:

	September 30, 2024	
	Finance Leases	Operating Leases
Year 1	$ 519	$ 1,212
Year 2	519	947
Year 3	506	752
Year 4	438	665
Year 5	438	564
Thereafter	1,181	1,114
Total Lease Payments	3,601	5,254
Less Imputed Interest	(1,135)	(668)
Total	$ 2,466	$ 4,586

NOTE 16 – Business Combinations

Pending Acquisition

On July 29, 2024, the Company entered into an Agreement and Plan of Reorganization with Heartland BancCorp ("Heartland"), pursuant to which Heartland agreed to merge with and into the Company. The merger agreement also provides that Heartland's wholly-owned banking subsidiary, Heartland Bank, will be merged with and into the Company's wholly-owned banking subsidiary, German American Bank, immediately following the holding company merger. Heartland is a financial holding company headquartered in Columbus, Ohio. As of June 30, 2024, Heartland Bank operated 20 full-service banking offices and had, on an unaudited basis, approximately $1,920,132 of total assets, $1,549,420 of total loans and $1,645,193 of total deposits.

Under the terms of the merger agreement, each record holder of Heartland common stock (other than dissenting shares and shares held in the Heartland 401(k) plan) will receive, for each share of Heartland common stock, 3.90 shares of the Company's common stock in a tax-free exchange. Heartland Bank, as the administrator and record holder of shares of Heartland common stock held in the Heartland 401(k) plan, will receive in exchange for each share of Heartland common stock held in such plan,

NOTE 16 – Business Combinations (continued)

on behalf of the beneficial owners of such shares, a cash payment based on the 3.90 exchange ratio. Any option to acquire a share of Heartland common stock outstanding at the closing of the merger will be cancelled in exchange for a cash cancellation payment based on the 3.90 exchange ratio, less the option exercise price per share and any applicable withholding taxes.

Based on the number of shares of Heartland common stock currently outstanding, the Company expects to issue approximately 7.66 million shares of its common stock, and pay approximately $24,967 in cash (based upon a $39.84 per share volume-weighted average price for the Company's common stock over the 10-day trading period ended July 26, 2024, the business day immediately preceding the date that the merger was announced), in exchange for all of the issued and outstanding shares of Heartland common stock (including the shares held in the Heartland 401(k) plan) and in cancellation of all outstanding options to acquire Heartland common stock.

Consummation of the merger is subject to approval by federal and state banking regulatory authorities, approval by the shareholders of both the Company and Heartland, and certain other closing conditions. Assuming such approvals are timely secured, the Company expects that the merger will be completed in the first quarter of 2025.

This pending bank acquisition will be consistent with the Company's strategy to enhance its scale and diversify its footprint by expanding into Columbus, Ohio, and Greater Cincinnati, two desired growth markets in the Midwest. The acquisition offers the Company the opportunity to increase profitability by introducing existing products and services to the acquired customer base as well as add new customers in the expanded region.

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

GERMAN AMERICAN BANCORP, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

German American Bancorp, Inc. is a Nasdaq-listed (symbol: GABC) financial holding company based in Jasper, Indiana. German American, through its banking subsidiary German American Bank, operates 74 banking offices in 20 contiguous southern Indiana counties and 14 Kentucky counties.

Throughout this Management's Discussion and Analysis, as elsewhere in this Report, when we use the term "Company," we will usually be referring to the business and affairs (financial and otherwise) of German American Bancorp, Inc. and its subsidiaries and affiliates as a whole. Occasionally, we will refer to the term "parent company" or "holding company" when we mean to refer to only German American Bancorp, Inc.

This section presents an analysis of the consolidated financial condition of the Company as of September 30, 2024 and December 31, 2023 and the consolidated results of operations for the three and nine months ended September 30, 2024 and 2023. This discussion should be read in conjunction with the consolidated financial statements and other financial data presented elsewhere herein and with the financial statements and other financial data, as well as the Management's Discussion and Analysis of Financial Condition and Results of Operations, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

MANAGEMENT OVERVIEW

This updated discussion should be read in conjunction with the Management Overview that was included in our Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Net income for the quarter ended September 30, 2024 totaled $21,048,000, or $0.71 per share, a decrease of 3% on a per share basis compared with the third quarter 2023 net income of $21,451,000, or $0.73 per share. Net income for the nine months ended September 30, 2024 totaled $60,600,000, or $2.04 per share, a decrease of 6% on a per share basis compared with the nine months ended September 30, 2023 net income of $64,381,000, or $2.18 per share.

Net income for the nine months ended September 30, 2024 was impacted by the Company's sale of substantially all of the assets of its wholly-owned subsidiary, German American Insurance, Inc. ("GAI"), to Hilb Group, an industry-leading insurance broker on June 1, 2024. The all-cash sale price totaled $40.0 million, and resulted in an after-tax gain, net of transaction costs, of approximately $27,476,000, or $0.93 per share.

Net income for the nine months ended September 30, 2024 was also impacted by a securities portfolio restructuring transaction whereby available securities totaling approximately $375.3 million in book value were identified in late June 2024 to be sold. The approximate loss on these securities totaled $34,893,000, $27,189,000 after tax, or $0.92 per share, and was included in earnings for the second quarter of 2024.

For further information regarding the insurance asset sale and the securities portfolio restructuring, see Note 3 and Note 5, respectfully, in the Notes to the Consolidated Financial Statements included in Item 1 of this Report.

On July 29, 2024, the Company entered into an Agreement and Plan of Reorganization with Heartland BancCorp ("Heartland"), pursuant to which Heartland agreed to merge with and into the Company. The merger agreement also provides that Heartland's wholly-owned banking subsidiary, Heartland Bank, will be merged with and into German American's wholly-owned banking subsidiary, German American Bank, immediately following the holding company merger.

Under the terms of the merger agreement, each record holder of Heartland common stock (other than dissenting shares and shares held in the Heartland 401(k) plan) will receive, for each share of Heartland common stock, 3.90 shares of the Company's common stock in a tax-free exchange. Heartland Bank, as the administrator and record holder of shares of Heartland common stock held in the Heartland 401(k) plan, will receive in exchange for each share of Heartland common stock held in such plan, on behalf of the beneficial owners of such shares, a cash payment based on the 3.90 exchange ratio. Any option to acquire a share of Heartland common stock outstanding at the closing of the merger will be cancelled in exchange for a cash cancellation payment based on the 3.90 exchange ratio, less the option exercise price per share and any applicable withholding taxes.

Based on the number of shares of Heartland common stock currently outstanding, the Company expects to issue approximately 7.66 million shares of its common stock, and pay approximately $25 million in cash (based upon a $39.84 per share volume-weighted average price for the Company's common stock over the 10-day trading period ended July 26, 2024, the business day immediately preceding the date that the merger was announced), in exchange for all of the issued and outstanding shares of Heartland common stock (including the shares held in the Heartland 401(k) plan) and in cancellation of all outstanding options to acquire Heartland common stock.

Heartland is a financial holding company headquartered in Columbus, Ohio. As of June 30, 2024, Heartland Bank operated 20 full-service banking offices and had approximately $1.9 billion of total assets, $1.5 billion of total loans and $1.6 billion of total deposits. Giving effect to the merger today, the combined organization will have more than $8.1 billion in assets and a banking office network of almost 94 rural, suburban and urban locations across Southern Indiana, Central and Northern Kentucky and Central and Southwest Ohio.

Consummation of the merger is subject to approval by federal and state banking regulatory authorities, approval by the shareholders of both the Company and Heartland, and certain other closing conditions. Assuming such approvals are timely secured, the Company expects that the merger will be completed in the first quarter of 2025.

For further information regarding this pending acquisition, see Note 16 in the Notes to the Consolidated Financial Statements included in Item 1 of this Report.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The financial condition and results of operations for the Company presented in the Consolidated Financial Statements, accompanying Notes to the Consolidated Financial Statements, and selected financial data appearing elsewhere within this Report, are, to a large degree, dependent upon the Company's accounting policies. The selection of and application of these policies involve estimates, judgments, and uncertainties that are subject to change. The critical accounting policies and estimates that the Company has determined to be the most susceptible to change in the near term relate to the determination of the allowance for credit losses, the valuation of securities available for sale, income tax expense, and the valuation of goodwill and other intangible assets.

Allowance for Credit Losses

The Company maintains an allowance for credit losses to cover the estimated expected credit losses over the expected contractual life of the loan portfolio. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off. A provision for credit losses is charged to operations based on management's periodic evaluation of the necessary allowance balance. Evaluations are conducted at least quarterly and more often if deemed necessary. The ultimate recovery of all loans is susceptible to future market factors beyond the Company's control.

The Company has an established process to determine the adequacy of the allowance for credit losses. The determination of the allowance is inherently subjective, as it requires significant estimates, including the amounts and timing of expected future cash flows on individually analyzed loans, estimated losses on other classified loans and pools of homogeneous loans, and consideration of past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, reasonable and supportable forecasts and other factors, all of which may be susceptible to significant change. The allowance consists of two components of allocations, specific and general. These two components represent the total allowance for credit losses deemed adequate to cover expected credit losses over the expected life of the loan portfolio.

Commercial and agricultural loans are subject to a standardized grading process administered by an internal loan review function. The need for specific reserves is considered for credits when: (a) the customer's cash flow or net worth appears insufficient to repay the loan; (b) the loan has been criticized in a regulatory examination; (c) the loan is on non-accrual; or (d) other reasons where the ultimate collectability of the loan is in question, or the loan characteristics require special monitoring.

Specific reserves on individually analyzed loans are determined by comparing the loan balance to the present value of expected cash flows or expected collateral proceeds. Allocations are also applied to categories of loans not individually analyzed but for which the rate of loss is expected to be greater than other similar type loans, including non-performing consumer or residential real estate loans. Such allocations are based on past loss experience, reasonable and supportable forecasts and information about specific borrower situations and estimated collateral values.

General allocations are made for commercial and agricultural loans that are graded as substandard and special mention, but are not individually analyzed for specific reserves as well as other pools of loans, including non-classified loans, homogeneous portfolios of consumer and residential real estate loans, and loans within certain industry categories believed to present unique risk of loss. General allocations of the allowance are primarily made based on historical averages for loan losses for these portfolios along with reasonable and supportable forecasts, judgmentally adjusted for economic, external and internal quantitative and qualitative factors and portfolio trends. Economic factors include evaluating changes in international, national, regional and local economic and business conditions that affect the collectability of the loan portfolio. Internal factors include evaluating changes in lending policies and procedures; changes in the nature and volume of the loan portfolio; and changes in experience, ability and depth of lending management and staff.

The allowance for credit losses for loans represents management's estimate of all expected credit losses over the expected contractual life of the loan portfolio. Determining the appropriateness and adequacy of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. Subsequent evaluations of the loan portfolio may result in significant changes in the allowance for credit losses in future periods.

The Company uses a number of economic variables in its scenarios to estimate the allowance for credit losses, with the most significant drivers being unemployment rate forecast, gross domestic product and agricultural producer price index as well as qualitative adjustments. Historical loss rates from periods where the average unemployment rate, gross domestic product and agricultural producer pricing index matches the forecast range are considered when calculating the forecast period loss rate. At September 30, 2024, the allowance for credit losses remained stable as compared to December 31, 2023.

Based on sensitivity analysis of all portfolios, a 0.050% change (slight improvement or decline on the Company's scale) in all ten qualitative risk factors would have a $1,900,000 impact on the reserve allocation. The sensitivity and related range of impact is a hypothetical analysis and is not intended to represent management's judgements or assumptions of qualitative loss factors that were utilized at September 30, 2024 in estimation of the allowance for credit losses on loans recognized on the Consolidated Balance Sheets.

Securities Valuation

Available-for-sale debt securities in unrealized loss positions are evaluated for impairment related to credit losses at least quarterly. For available-for-sale debt securities in an unrealized loss position, the Company assesses whether we intend to sell, or it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the security's amortized cost basis is written down to fair value through income. For available-for sale debt securities that do not meet the criteria, the Company evaluates whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the security and the issuer, among other factors. If this assessment indicates that a credit loss exists, the Company compares the present value of cash flows expected to be collected from the security with the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis for the security, a credit loss exists and an allowance for credit losses is recorded, limited to the amount that the fair value of the security is less than its amortized cost basis. Any impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive income, net of applicable taxes. No allowance for credit losses for available-for-sale debt securities was needed at September 30, 2024. Accrued interest receivable on available-for-sale debt securities is excluded from the estimate of credit losses. As of September 30, 2024, gross unrealized gains on the securities available-for-sale portfolio totaled approximately $6,633,000 and gross unrealized losses totaled approximately $227,813,000. The net amount of these two items, net of applicable taxes, is included in other comprehensive income (loss).

Equity securities that do not have readily determinable fair values are carried at cost, less impairment with observable price changes being recognized in earnings.

Income Tax Expense

Income tax expense involves estimates related to the valuation allowance on deferred tax assets and loss contingencies related to exposure from tax examinations presumed to occur.

A valuation allowance reduces deferred tax assets to the amount management believes is more likely than not to be realized. In evaluating the realization of deferred tax assets, management considers the likelihood that sufficient taxable income of appropriate character will be generated within carry-back and carry-forward periods, including consideration of available tax planning strategies. Tax-related loss contingencies, including assessments arising from tax examinations and tax strategies, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. In considering the likelihood of loss, management considers the nature of the contingency, the progress of any examination or related protest or appeal, the views of legal counsel and other advisors, experience of the Company or other enterprises in similar matters, if any, and management's intended response to any assessment.

Goodwill and Other Intangible Assets

Goodwill resulting from business combinations represents the excess of the purchase price over the fair value of the net assets of businesses acquired. Goodwill resulting from business combinations is generally determined as the excess of the fair value of the consideration transferred, plus the fair value of any noncontrolling interests in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but tested for impairment at least annually. The Company has selected December 31 as the date to perform the annual impairment test. Goodwill is the only intangible asset with an indefinite life on the Company's balance sheet. No impairment to Goodwill was indicated based on year-end testing.

Intangible assets with definite useful lives are amortized over their estimated useful lives to their estimated residual values. Other intangible assets consist of core deposit and acquired customer relationship intangible assets. They are initially measured at fair value and then are amortized over their estimated useful lives, which range from 6 to 10 years.

RESULTS OF OPERATIONS

Net income for the quarter ended September 30, 2024 totaled $21,048,000, or $0.71 per share, a decrease of 3% on a per share basis compared with the third quarter 2023 net income of $21,451,000, or $0.73 per share. Net income for the nine months ended September 30, 2024 totaled $60,600,000, or $2.04 per share, a decrease of 6% on a per share basis compared with the nine months ended September 30, 2023 net income of $64,381,000, or $2.18 per share.

Net income for the nine months ended September 30, 2024 was impacted by the previously discussed sale of substantially all of the assets of German American Insurance, Inc. to Hilb Group, an industry-leading insurance broker. The all-cash sale price totaled $40.0 million and resulted in an after-tax gain, net of transaction costs, of approximately $27,476,000, or $0.93 per share.

Net income for the nine months ended September 30, 2024 was also impacted by the aforementioned securities portfolio restructuring transaction whereby available securities totaling approximately $375.3 million in book value were identified to be sold. The approximate loss on these securities totaled $34,893,000, $27,189,000 after tax, or $0.92 per share, and was included in earnings for the second quarter of 2024.

Net Interest Income:

The following table summarizes net interest income (on a tax-equivalent basis) for the three months ended September 30, 2024 and 2023. For tax-equivalent adjustments, an effective tax rate of 21% was used for both periods[(1)].

	Average Balance Sheet (Tax-equivalent basis / dollars in thousands)					
	Three Months Ended September 30, 2024			Three Months Ended September 30, 2023		
	Principal Balance	Income / Expense	Yield / Rate	Principal Balance	Income / Expense	Yield / Rate
ASSETS						
Federal Funds Sold and Other Short-term Investments	$ 164,154	$ 2,223	5.39 %	$ 20,243	$ 199	3.91 %
Securities:						
Taxable	1,026,995	8,034	3.13 %	861,293	4,871	2.26 %
Non-taxable	463,812	4,123	3.55 %	735,360	6,806	3.70 %
Total Loans and Leases[(2)]	4,052,673	61,424	6.03 %	3,855,586	55,343	5.70 %
TOTAL INTEREST EARNING ASSETS	5,707,634	75,804	5.29 %	5,472,482	67,219	4.88 %
Other Assets	552,974			575,219		
Less: Allowance for Credit Losses	(44,324)			(44,632)		
TOTAL ASSETS	$ 6,216,284			$ 6,003,069		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing Demand Deposits	$ 1,673,806	$ 7,621	1.81 %	$ 1,766,829	$ 7,196	1.62 %
Savings Deposits and Money Market Accounts	1,296,910	6,215	1.91 %	1,207,080	3,405	1.12 %
Time Deposits	888,639	9,539	4.27 %	640,992	4,977	3.08 %
FHLB Advances and Other Borrowings	191,548	2,684	5.57 %	219,371	2,505	4.53 %
TOTAL INTEREST-BEARING LIABILITIES	4,050,903	26,059	2.56 %	3,834,272	18,083	1.87 %
Demand Deposit Accounts	1,411,377			1,524,682		
Other Liabilities	50,627			46,740		
TOTAL LIABILITIES	5,512,907			5,405,694		
Shareholders' Equity	703,377			597,375		
TOTAL LIBABILITIES AND SHAREHOLDERS' EQUITY	$ 6,216,284			$ 6,003,069		
COST OF FUNDS			1.82 %			1.31 %
NET INTEREST INCOME		$ 49,745			$ 49,136	
NET INTEREST MARGIN			3.47 %			3.57 %

(1) Effective tax rates were determined as though interest earned on the Company's investments in municipal bonds and loans was fully taxable.

(2) Loans held-for-sale and non-accruing loans have been included in average loans.

The following table summarizes net interest income (on a tax-equivalent basis) for the nine months ended September 30, 2024 and 2023. For tax-equivalent adjustments, an effective tax rate of 21% was used for both periods[(1)].

	Average Balance Sheet (Tax-equivalent basis / dollars in thousands)					
	Nine Months Ended September 30, 2024			Nine Months Ended September 30, 2023		
	Principal Balance	Income / Expense	Yield / Rate	Principal Balance	Income / Expense	Yield / Rate
ASSETS						
Federal Funds Sold and Other Short-term Investments	$ 122,703	$ 4,905	5.34 %	$ 40,303	$ 1,204	3.99 %
Securities:						
Taxable	905,901	18,111	2.67 %	908,835	15,490	2.27 %
Non-taxable	624,725	16,806	3.59 %	755,251	20,876	3.69 %
Total Loans and Leases[(2)]	4,015,973	178,988	5.95 %	3,805,903	156,939	5.51 %
TOTAL INTEREST EARNING ASSETS	5,669,302	218,810	5.16 %	5,510,292	194,509	4.72 %
Other Assets	558,066			572,791		
Less: Allowance for Credit Losses	(44,137)			(44,660)		
TOTAL ASSETS	$ 6,183,231			$ 6,038,423		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing Demand Deposits	$ 1,711,647	$ 23,248	1.81 %	$ 1,841,977	$ 20,449	1.48 %
Savings Deposits and Money Market Accounts	1,284,919	17,418	1.81 %	1,228,192	7,602	0.83 %
Time Deposits	859,272	27,083	4.21 %	547,233	9,855	2.41 %
FHLB Advances and Other Borrowings	190,290	7,180	5.04 %	213,628	6,913	4.33 %
TOTAL INTEREST-BEARING LIABILITIES	4,046,128	74,929	2.47 %	3,831,030	44,819	1.56 %
Demand Deposit Accounts	1,419,745			1,568,348		
Other Liabilities	47,222			45,775		
TOTAL LIABILITIES	5,513,095			5,445,153		
Shareholders' Equity	670,136			593,270		
TOTAL LIBABILITIES AND SHAREHOLDERS' EQUITY	$ 6,183,231			$ 6,038,423		
COST OF FUNDS			1.77 %			1.09 %
NET INTEREST INCOME		$ 143,881			$ 149,690	
NET INTEREST MARGIN			3.39 %			3.63 %

(1) Effective tax rates were determined as though interest earned on the Company's investments in municipal bonds and loans was fully taxable.

(2) Loans held-for-sale and non-accruing loans have been included in average loans.

During the third quarter of 2024, net interest income, on a non tax-equivalent basis, totaled $48,594,000, an increase of $1,035,000, or 2%, compared to the third quarter of 2023 net interest income of $47,559,000. The improvement in net interest income during the third quarter of 2024 compared with the third quarter of 2023 was primarily attributable to a higher level of earning assets, most notably an increased loan portfolio, partially offset by a lower net interest margin. During the first nine months of 2024, net interest income, on a non tax-equivalent basis, totaled $139,559,000, a decrease of $5,267,000, or 4%, compared to the first nine months of 2023 net interest income of $144,826,000. The decline in net interest income for the first nine months of 2024 compared to the same period of 2023 was primarily attributable to a decline in the Company's net interest margin.

The tax equivalent net interest margin for the quarter ended September 30, 2024 was 3.47% compared with 3.57% in the third quarter of 2023. The tax equivalent net interest margin for the nine months ended September 30, 2024 was 3.39% compared with 3.63% for the same period of 2023. The cost of funds continued to accelerate higher in both periods due to highly competitive deposit pricing in the marketplace, customers actively looking for yield opportunities within and outside the banking industry and a continued shift in the Company's deposit composition to a higher level of time deposits. The decline in the net interest margin in both the three and nine months ended September 30, 2024 compared to the same periods of 2023 was largely driven by the increased cost of funds and a lower level of accretion of loan discounts on acquired loans.

The Company's net interest margin and net interest income have been impacted by accretion of loan discounts on acquired loans. Accretion of discounts on acquired loans totaled $237,000 during the third quarter of 2024 and $1,288,000 during the third quarter of 2023. Accretion of discounts on acquired loans totaled $889,000 and $2,533,000 for the first nine months of 2024 and 2023, respectively. Accretion of loan discounts on acquired loans contributed approximately 2 basis points to the net interest margin in the third quarter of 2024 and 9 basis points in the third quarter of 2023. Accretion of loan discounts on acquired loans contributed approximately 2 basis points to the net interest margin in the first nine months of 2024 compared to 6 basis points in the first nine months of 2023.

Provision for Credit Losses:

The Company provides for credit losses through regular provisions to the allowance for credit losses. The provision is affected by net charge-offs on loans and changes in specific and general allocations of the allowance. During the quarter ended September 30, 2024, the Company recorded a provision for credit losses of $625,000 compared with a provision for credit losses of $900,000 during the third quarter of 2023. During the nine months ended September 30, 2024, the Company recorded a provision for credit losses of $2,150,000 compared with a provision for credit losses of $2,550,000 for the first half of 2023.

Net charge-offs totaled $447,000, or 4 basis points, on an annualized basis, of average loans outstanding during the third quarter of 2024 compared with $520,000, or 5 basis points, on an annualized basis, of average loans during the third quarter of 2023. Net charge-offs totaled $1,791,000, or 6 basis points, on an annualized basis, of average loans outstanding during the nine months ended September 30, 2024 compared with $2,072,000, or 7 basis points, on an annualized basis, of average loans outstanding during the same period of 2023.

The provision for credit losses made during the three and nine months ended September 30, 2024 was made at a level deemed necessary by management to absorb expected losses in the loan portfolio. A detailed evaluation of the adequacy of the allowance for credit losses is completed quarterly by management, the results of which are used to determine provision for credit losses. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and reasonable and supportable forecasts along with other qualitative and quantitative factors.

Non-interest Income:

During the quarter ended September 30, 2024, non-interest income totaled $13,801,000, a decline of $1,003,000, or 7%, compared with the third quarter of 2023. The third quarter of 2024 was positively impacted by an increase in wealth management fees. In addition, the comparison to the third quarter of 2023 was further impacted by the sale of the GAI assets, with no insurance revenues recognized in the third quarter of 2024 and three months of insurance revenues recognized in the third quarter of 2023.

Non-interest Income (dollars in thousands)	**Three Months Ended September 30,**		**Change From Prior Period**	
			Amount	**Percent**
	2024	**2023**	**Change**	**Change**
Wealth Management Fees	$ 3,580	$ 2,957	$ 623	21 %
Service Charges on Deposit Accounts	3,330	2,982	348	12
Insurance Revenues	—	2,065	(2,065)	(100)
Company Owned Life Insurance	476	446	30	7
Interchange Fee Income	4,390	4,470	(80)	(2)
Gain on Sale of Assets of German American Insurance	—	—	—	n/m (1)
Other Operating Income	1,251	1,270	(19)	(1)
Subtotal	13,027	14,190	(1,163)	(8)
Net Gains on Sales of Loans	704	614	90	15
Net Gains (Losses) on Securities	70	—	70	n/m (1)
Total Non-interest Income	$ 13,801	$ 14,804	$ (1,003)	(7)

(1) n/m = not meaningful

Wealth management fees increased $623,000, or 21%, during the third quarter of 2024 compared with the third quarter of 2023. The increase during the third quarter of 2024 compared with the third quarter of 2023 was driven by increased assets under management due to healthy capital markets and continued strong new business results.

Insurance revenues declined $2,065,000, during the quarter ended September 30, 2024, compared with the third quarter of 2023. The decline in insurance revenues was the result of the sale of the assets of GAI effective June 1, 2024, with no revenue recognized in the third quarter of 2024. For additional information on this sale, see Note 3 in the Notes to the Consolidated Financial Statements included in Item 1 of this Report.

Net gains on sales of loans increased $90,000, or 15%, compared with the third quarter of 2023. The increase during the third quarter of 2024 compared with the third quarter of 2023 was largely related to a higher volume of sales. Loan sales totaled $40.3 million during the third quarter of 2024 compared with $33.8 million during the third quarter of 2023.

During the nine months ended September 30, 2024, non-interest income totaled $48,546,000, an increase of $3,879,000, or 9%, compared with the first nine months of 2023. The first nine months of 2024 non-interest income was positively impacted by the aforementioned net proceeds of the sale of the GAI assets totaling approximately $38,323,000 and negatively impacted by $34,893,000 related to the net loss recognized on the securities restructuring transaction.

Non-interest Income (dollars in thousands)	**Nine Months Ended September 30,**		**Change From Prior Period**	
			Amount	**Percent**
	2024	**2023**	**Change**	**Change**
Wealth Management Fees	$ 10,729	$ 8,513	$ 2,216	26 %
Service Charges on Deposit Accounts	9,325	8,653	672	8
Insurance Revenues	4,384	7,330	(2,946)	(40)
Company Owned Life Insurance	1,442	1,276	166	13
Interchange Fee Income	12,881	13,081	(200)	(2)
Gain on Sale of Assets of German American Insurance	38,323	—	38,323	n/m [1]
Other Operating Income	3,826	3,943	(117)	(3)
Subtotal	80,910	42,796	38,114	89
Net Gains on Sales of Loans	2,424	1,831	593	32
Net Gains (Losses) on Securities	(34,788)	40	(34,828)	n/m [1]
Total Non-interest Income	$ 48,546	$ 44,667	$ 3,879	9

(1) n/m = not meaningful

Wealth management fees increased $2,216,000, or 26%, during the first nine months of 2024 compared with the same period of 2023. The increase during the first nine months of 2024 was largely attributable to increased assets under management due to healthy capital markets and strong new business results as compared with the first nine months of 2023.

Insurance revenues declined $2,946,000, or 40%, during the first nine months of 2024 compared with the same period of 2023. The decline during the first nine months of 2024 compared with the same period of 2023 was the result of the sale of the assets of GAI effective June 1, 2024, with only five months of revenue being recognized by the Company.

The first nine months of 2024 included $38,323,000 in net proceeds for the sale of the GAI assets. For additional information on this sale, see Note 3 in the Notes to the Consolidated Financial Statements included in Item 1 of this Report.

Net gains on sales of loans increased $593,000, or 32%, during the first nine months of 2024 compared with the first nine months of 2023. The increase during the first nine months of 2024 compared with the same period of 2023 was largely related to a higher volume of sales and modestly higher pricing for loans sold. Loan sales totaled $97.3 million during the first nine months of 2024 compared with $82.0 million during the same period of 2023.

The net loss on securities during the nine months ended September 30, 2024 totaled $34,788,000 and was primarily related to the net loss recognized on the securities restructuring transaction previously discussed.

Non-interest Expense:

During the quarter ended September 30, 2024, non-interest expense totaled $36,126,000, an increase of $705,000, or 2%, compared with the third quarter of 2023. Non-interest expenses were impacted during the third quarter of 2024 by the pending merger transaction with Heartland BancCorp ("Heartland"), with merger-related transaction costs totaling approximately $747,000.

Non-interest Expense (dollars in thousands)	Three Months Ended September 30,		Change From Prior Period	
			Amount	Percent
	2024	2023	Change	Change
Salaries and Employee Benefits	$ 19,718	$ 20,347	$ (629)	(3) %
Occupancy, Furniture and Equipment Expense	3,880	3,691	189	5
FDIC Premiums	755	700	55	8
Data Processing Fees	3,156	2,719	437	16
Professional Fees	1,912	1,229	683	56
Advertising and Promotion	941	1,278	(337)	(26)
Intangible Amortization	484	685	(201)	(29)
Other Operating Expenses	5,280	4,772	508	11
Total Non-interest Expense	$ 36,126	$ 35,421	$ 705	2

Salaries and benefits decreased $629,000, or 3%, during the quarter ended September 30, 2024 compared with the third quarter of 2023. The decline in salaries and benefits during the third quarter of 2024 compared with the same period of 2023 was primarily due to a lower level of full-time equivalent employees resulting from the sale of the assets of GAI during the second quarter of 2024.

Data processing fees increased $437,000, or 16%, during the third quarter of 2024 compared with the third quarter of 2023. The increase during the third quarter of 2024 compared with the third quarter of 2023 was largely driven by costs associated with enhancements to the Company's digital banking systems.

Professional fees increased $683,000, or 56%, in the third quarter of 2024 compared with the third quarter of 2023. The increase during the third quarter of 2024 compared with the same period of 2023 was primarily attributable to the professional fees associated with the pending merger transaction with Heartland.

Advertising and promotion expense declined $337,000, or 26%, in the third quarter of 2024 compared with the third quarter of 2023, as the Company began employing a more targeted focus for sponsorship and contributions during 2024.

Intangible amortization expense consists primarily of amortization associated with the core deposit intangible of acquired deposit portfolios. The core deposit intangibles are generally amortized on an accelerated basis over a period of six to ten years. Intangible Amortization decreased $201,000, or 29%, during the quarter ended September 30, 2024 compared with the same period of the prior year with the decrease in the third quarter of 2024 primarily attributable to the accelerated method for which the intangible assets are amortized.

Other operating expense increased $508,000, or 11%, in the three months ended September 30, 2024 compared with the same period of 2023. The increase during the three months ended September 30, 2024 compared with the same period of the prior year was largely attributable to the timing of the payment of director compensation, increased loan collection costs and changes in the liability for unfunded loan commitments. In previous years, the equity component of director compensation was granted in December. Beginning in 2024, the equity component was granted in July, along with the customary payment of the cash component.

During the nine months ended September 30, 2024, non-interest expense totaled $110,538,000, an increase of $1,775,000, or 2%, compared to the first nine months of 2023. The increase in non-interest expenses during the first half of 2024 was primarily the result of professional fees related to the previously mentioned GAI asset sale and the pending merger transaction with Heartland, which totaled approximately $2,636,000.

Non-interest Expense (dollars in thousands)	Nine Months Ended September 30,		Change From Prior Period	
			Amount	Percent
	2024	2023	Change	Change
Salaries and Employee Benefits	$ 61,853	$ 62,296	$ (443)	(1) %
Occupancy, Furniture and Equipment Expense	11,171	10,954	217	2
FDIC Premiums	2,194	2,128	66	3
Data Processing Fees	8,986	8,277	709	9
Professional Fees	6,969	4,405	2,564	58
Advertising and Promotion	2,988	3,706	(718)	(19)
Intangible Amortization	1,594	2,204	(610)	(28)
Other Operating Expenses	14,783	14,793	(10)	—
Total Non-interest Expense	$ 110,538	$ 108,763	$ 1,775	2

Data processing fees increased $709,000, or 9%, during the first three quarters of 2024 compared with the first nine months of 2023, largely driven by costs associated with enhancements to the Company's digital banking systems as well as costs related to continued data system enhancements.

Professional fees increased $2,564,000, or 58%, during the nine months ended September 30, 2024 compared with the same period of 2023. The increase during the first nine months of 2024 compared with the first nine months of 2023 was largely attributable to the professional fees associated with the sale of assets of GAI and the pending merger transaction with Heartland totaling $2,636,000.

Advertising and promotion expense declined $718,000, or 19%, in the first nine months of 2024 compared with the same period of 2023 as the Company began employing a more targeted focus for sponsorships and contributions during 2024.

Intangible amortization expense consists primarily of amortization associated with the core deposit intangible of acquired deposit portfolios. Intangible Amortization decreased $610,000, or 28%, during the nine months ended September 30, 2024 compared with the same period of the prior year which was largely related to the accelerated method for which the intangible assets are amortized.

Income Taxes:

The Company's effective income tax rate was 17.9% and 17.6%, respectively, during the three months ended September 30, 2024 and 2023. The Company's effective income tax rate was 19.6% and 17.7%, respectively, during the nine months ended September 30, 2024 and 2023. The increase in effective tax rate for the nine months ended September 30, 2024 as compared to the same period of the prior year was primarily attributable to the previously mentioned sale of GAI assets and the securities restructuring transaction. The effective tax rate in all periods presented was lower than the blended statutory rate resulting primarily from the Company's tax-exempt investment income on securities, loans and company-owned life insurance, income tax credits generated from affordable housing projects, and income generated by subsidiaries domiciled in a state with no state or local income tax.

FINANCIAL CONDITION

Total assets for the Company totaled $6.261 billion at September 30, 2024, representing an increase of $108.7 million compared with December 31, 2023. The increase in total assets at September 30, 2024 compared with December 31, 2023 was largely related to an increase in total loans and federal funds sold and other short-term investments, partially offset by a decline in the securities portfolio.

Securities available-for-sale declined $48.8 million as of September 30, 2024 compared with December 31, 2023. The decline at September 30, 2024 in the available-for-sale securities portfolio compared with year end 2023 was largely the result of the Company's utilization of cash flows from the securities portfolio to fund loan growth.

During June 2024, the Company commenced a securities portfolio restructuring transaction whereby available-for-sale securities totaling approximately $375 million in book value were identified to be sold. As of June 30, 2024, $175 million of securities had been sold with the remaining $200 million sold during early July 2024. The tax-equivalent yield on the bonds sold was approximately 3.12% with a duration of approximately 7 years. Approximately $80 million of the proceeds of the securities sold were reinvested into the securities portfolio as of June 30, 2024 with the remainder reinvested during the third quarter of 2024.

September 30, 2024 total loans increased $91.5 million, or 3% on an annualized basis, compared with December 31, 2023. The increase during the first nine months of 2024 compared with December 31, 2023 was broad-based across most segments of the portfolio. Commercial and industrial loans increased $8.6 million, or 2% on an annualized basis, commercial real estate loans increased $58.1 million, or 4% on an annualized basis, and retail loans grew by $31.1 million, or 5% on an annualized basis. Partially offsetting these increases was a decline in agricultural loans of $6.3 million, or 2% on an annualized basis, as line of credit utilization declined in this segment.

The composition of the loan portfolio has remained relatively stable and diversified over the past several years, including 2024. The portfolio is most heavily concentrated in commercial real estate loans at 54% of the portfolio, followed by commercial and industrial loans at 16% of the portfolio, and agricultural loans at 10% of the portfolio.

End of Period Loan Balances: (dollars in thousands)	**September 30, 2024**	**December 31, 2023**	**Current Period Change**
Commercial and Industrial Loans and Leases	$ 670,104	$ 661,529	$ 8,575
Commercial Real Estate Loans	2,179,981	2,121,835	58,146
Agricultural Loans	417,473	423,803	(6,330)
Home Equity and Consumer Loans	439,382	407,889	31,493
Residential Mortgage Loans	362,415	362,844	(429)
Total Loans	$ 4,069,355	$ 3,977,900	$ 91,455

The Company's commercial real estate portfolio is well-diversified over numerous property types. The table below provides property type detail for the most significant segments of the Company's commercial real estate loan portfolio.

	September 30, 2024		**December 31, 2023**	
	% of Commercial Real Estate Portfolio	**% of Total Loan Portfolio**	**% of Commercial Real Estate Portfolio**	**% of Total Loan Portfolio**
Multi-Family Dwellings	22 %	12 %	21 %	11 %
Retail Space	15 %	8 %	14 %	7 %
1-4 Family Investment Properties	11 %	6 %	12 %	7 %
Industrial, Manufacturing, Warehousing Properties	10 %	5 %	10 %	5 %
Office Real Estate	8 %	4 %	8 %	4 %
Healthcare Facilities	7 %	4 %	7 %	4 %
Land Development and Construction	7 %	4 %	6 %	3 %
Lodging	6 %	3 %	6 %	3 %

The Company's commercial real estate loan portfolio is further diversified by occupancy type, with approximately 77% of the CRE portfolio being non-owner occupied at September 30, 2024 (which is 41% of the Company's overall loan portfolio), and 23% of the CRE portfolio being owner occupied (which is 12% of the Company's total loan portfolio). At December 31, 2023, the Company's commercial real estate loan portfolio was diversified by occupancy type, with approximately 77% of the CRE portfolio being non-owner occupied (which was 41% of the Company's overall loan portfolio), and 23% of the CRE portfolio being owner occupied (which was 12% of the Company's total loan portfolio).

Commercial real estate loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and prudently expand its business. Like much of the Bank's lending activities, the underwriting standards for commercial real estate are designed to promote relationship banking rather than transactional banking. Once it is determined that the borrower's management possesses sound ethics and solid business acumen, our management examines market conditions and current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed. Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. As discussed above, the properties securing our commercial real estate portfolio are diverse in terms of property type, occupancy type, and geographic location. This diversity helps reduce the Bank's exposure to adverse economic events that affect any single market or industry. Management will continue to monitor and evaluate commercial real estate loans based on collateral, geography and risk grade criteria.

The following table indicates the breakdown of the allowance for credit losses for the periods indicated (dollars in thousands):

	September 30, 2024	December 31, 2023
Commercial and Industrial Loans and Leases	$ 7,370	$ 8,267
Commercial Real Estate Loans	26,656	25,923
Agricultural Loans	3,901	3,837
Home Equity and Consumer Loans	3,336	2,976
Residential Mortgage Loans	2,861	2,762
Unallocated	—	—
Total Allowance for Credit Losses	$ 44,124	$ 43,765

The Company's allowance for credit losses totaled $44.1 million at September 30, 2024 compared to $43.8 million at December 31, 2023. The allowance for credit losses represented 1.09% of period-end loans at September 30, 2024 compared with 1.10% at December 31, 2023. Under the CECL model, certain acquired loans continue to carry a fair value discount as well as an allowance for credit losses. As of September 30, 2024, the Company held net discounts on acquired loans of $3.1 million.

The following is an analysis of the Company's non-performing assets at September 30, 2024 and December 31, 2023:

Non-performing Assets: (dollars in thousands)	September 30, 2024	December 31, 2023
Non-accrual Loans	$ 9,701	$ 9,136
Past Due Loans (90 days or more)	—	55
Total Non-performing Loans	9,701	9,191
Other Real Estate	—	—
Total Non-performing Assets	$ 9,701	$ 9,191
Restructured Loans	$ —	$ —
Non-performing Loans to Total Loans	0.24 %	0.23 %
Non-performing Assets to Period End Assets	0.15 %	0.15 %
Allowance for Credit Loss to Non-performing Loans	454.84 %	476.17 %

The following table presents non-accrual loans and loans past due 90 days or more still on accrual by class of loans:

	Non-Accrual Loans		Loans Past Due 90 Days or More & Still Accruing	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Commercial and Industrial Loans and Leases	$ 3,214	$ 3,707	$ —	$ —
Commercial Real Estate Loans	2,173	1,889	—	55
Agricultural Loans	1,132	879	—	—
Home Equity Loans	794	1,033	—	—
Consumer Loans	370	253	—	—
Residential Mortgage Loans	2,018	1,375	—	—
Total	$ 9,701	$ 9,136	$ —	$ 55

Non-performing assets totaled $9.7 million at September 30, 2024 compared to $9.2 million at December 31, 2023. Non-performing assets represented 0.15% of total assets at September 30, 2024 consistent with 0.15% at year-end 2023. Non-performing loans totaled $9.7 million at September 30, 2024 compared to $9.2 million at December 31, 2023. Non-performing loans represented 0.24% of total loans at September 30, 2024 compared to 0.23% at December 31, 2023.

September 30, 2024 total deposits increased $18.3 million, or approximately 1% on an annualized basis, compared to December 31, 2023. The Company has continued to see customer movement from both interest bearing and non-interest bearing transactional accounts to time deposits due primarily to a higher interest rate environment. Non-interest bearing deposits have remained relatively stable as a percent of total deposits with September 30, 2024 non-interest deposits totaling 27% of total deposits while non-interest deposits totaled 28% of total deposits at December 31, 2023. The deposit base remains diverse with stable and manageable exposure to uninsured and uncollaterized deposits of approximately 22% of total deposits.

End of Period Deposit Balances: (dollars in thousands)	September 30, 2024	December 31, 2023	Current Period Change
Non-interest-bearing Demand Deposits	$ 1,406,405	$ 1,493,160	$ (86,755)
Interest-bearing Demand, Savings, & Money Market Accounts	2,955,306	2,992,761	(37,455)
Time Deposits < $100,000	349,824	289,077	60,747
Time Deposits of $100,000 or more	559,744	477,965	81,779
Total Deposits	$ 5,271,279	$ 5,252,963	$ 18,316

Capital Resources:

As of September 30, 2024, shareholders' equity increased by $81.0 million to $744.6 million compared with $663.6 million at year-end 2023. The increase in shareholders' equity was primarily attributable to increased retained earnings of $36.7 million due to net income of $60.6 million. Partially offsetting the increase in retained earnings was the payment of $23.9 million in shareholder dividends.

Shareholders' equity represented 12% of total assets at September 30, 2024 and 11.0% of total assets at December 31, 2023. Shareholders' equity included $183.5 million of goodwill and other intangible assets at September 30, 2024 compared to $186.7 million of goodwill and other intangible assets at December 31, 2023.

In January 2022, the Company's Board of Directors approved a plan to repurchase up to 1.0 million shares of the Company's outstanding common stock. On a share basis, the amount of common stock subject to the repurchase plan represented approximately 3% of the Company's outstanding shares on the date it was approved. The Company is not obligated to purchase any shares under the plan, and the plan may be discontinued at any time. The actual timing, number and share price of shares purchased under the repurchase plan will be determined by the Company at its discretion and will depend upon such factors as the market price of the stock, general market and economic conditions and applicable legal requirements. The Company has not repurchased any shares of common stock under the repurchase plan.

Federal banking regulations provide guidelines for determining the capital adequacy of bank holding companies and banks. These guidelines provide for a more narrow definition of core capital and assign a measure of risk to the various categories of assets. The Company is required to maintain minimum levels of capital in proportion to total risk-weighted assets and off-balance sheet exposures.

The current risk-based capital rules, as adopted by federal banking regulators, are based upon guidelines developed by the Basel Committee on Banking Supervision and reflect various requirements of the Dodd-Frank Act (the "Basel III Rules"). The Basel III Rules require banking organizations to, among other things, maintain a minimum ratio of Total Capital to risk-weighted assets, a minimum ratio of Tier 1 Capital to risk-weighted assets, a minimum ratio of "Common Equity Tier 1 Capital" to risk-weighted assets, and a minimum leverage ratio (calculated as the ratio of Tier 1 Capital to adjusted average consolidated assets). In addition, under the Basel III Rules, in order to avoid limitations on capital distributions, including dividend payments, the Company is required to maintain a 2.5% capital conservation buffer above the adequately capitalized regulatory capital ratios. At September 30, 2024, the capital levels for the Company and its subsidiary bank remained well in excess of the minimum amounts needed for capital adequacy purposes and the Bank's capital levels met the necessary requirements to be considered well-capitalized.

The table below presents the Company’s consolidated and the subsidiary bank’s capital ratios under regulatory guidelines:

	9/30/2024 Ratio	12/31/2023 Ratio	Minimum for Capital Adequacy Purposes [1]	Well-Capitalized Guidelines
Total Capital (to Risk Weighted Assets)				
Consolidated	17.22 %	16.50 %	8.00 %	N/A
Bank	15.28 %	14.76 %	8.00 %	10.00 %
Tier 1 (Core) Capital (to Risk Weighted Assets)				
Consolidated	15.76 %	14.97 %	6.00 %	N/A
Bank	14.46 %	14.04 %	6.00 %	8.00 %
Common Tier 1 (CET 1) Capital Ratio (to Risk Weighted Assets)				
Consolidated	15.04 %	14.26 %	4.50 %	N/A
Bank	14.46 %	14.04 %	4.50 %	6.50 %
Tier 1 Capital (to Average Assets)				
Consolidated	12.30 %	11.75 %	4.00 %	N/A
Bank	11.29 %	11.03 %	4.00 %	5.00 %

(1) Excludes capital conservation buffer.

The Company adopted the CECL accounting standard under GAAP effective January 1, 2020. The regulatory capital rules applicable to the Company provided an optional three-year phase-in period for the day-one adverse regulatory capital effects of adopting CECL. In addition, as part of pandemic-related legislation enacted during 2020, banking organizations were further permitted to mitigate the estimated cumulative regulatory capital effects of CECL for up to an additional two years. As a result, on January 1, 2022, the Company began the required three-year phase-in by reflecting 25% of the previously deferred estimated capital impact of CECL in its regulatory capital. An additional 25% was phased in on each of January 1, 2023 and January 1, 2024, and another 25% will be phased in on January 1, 2025 (at which time the cumulative effects of adopting CECL will have been fully phased into our regulatory capital). Under the five-year transition option, the amount of adjustments to regulatory capital that could be deferred until the phase-in period began included both the initial impact of our adoption of CECL at January 1, 2020 and 25% of subsequent changes in our allowance for credit losses during each quarter of the two-year period ended December 31, 2021.

Liquidity:

The Consolidated Statement of Cash Flows details the elements of changes in the Company’s consolidated cash and cash equivalents. Total cash and cash equivalents increased $80.2 million during the nine months ended September 30, 2024 ending at $195.6 million. During the nine months ended September 30, 2024, operating activities resulted in net cash inflows of $67.1 million. Investing activities resulted in net cash inflows of $8.8 million during the nine months ended September 30, 2024. Financing activities resulted in net cash inflows for the nine months ended September 30, 2024 of $4.4 million.

The Company’s primary source of funding is its customer deposits, supplemented by reciprocal deposits. The bank subsidiary of the Company also utilizes short-term funding sources from time to time. These sources consist of overnight federal funds purchased from other financial institutions, secured repurchase agreements that generally mature within one day of the transaction date, and secured overnight variable rate borrowings from the FHLB. These borrowings represent an important source of short-term liquidity for the Company’s bank subsidiary. In addition, the Company, as a separate and distinct corporation from its bank and other subsidiaries, also has the ability to borrow funds from other financial institutions and to raise debt or equity capital from the capital markets and other sources.

The Company’s bank subsidiary is authorized by its Board to borrow up to 15% of total assets or approximately $936 million at the FHLB, but availability at September 30, 2024 was limited to approximately $457 million based on the then pledged collateral and outstanding borrowings. In addition, the Company had a borrowing capacity of approximately $291 million at the Federal Reserve Bank as of September 30, 2024, based on the then pledged collateral. The capacity for borrowings from the FHLB and the Federal Reserve Bank could be increased, in each case, by the Company pledging additional available collateral. The Company’s Asset/Liability Committee closely monitors the availability of these sources as part of its overall oversight and management of the bank subsidiary’s liquidity.

The parent company is a corporation separate and distinct from its bank and other subsidiaries. The Company uses funds at the parent-company level to pay dividends to its shareholders, to acquire or make other investments in other businesses or their securities or assets, to repurchase its stock from time to time, and for other general corporate purposes including debt service. The parent company does not have access at the parent-company level to the deposits and certain other sources of funds that are available to its bank subsidiary to support its operations. Instead, the parent company has historically derived most of its revenues from dividends paid to the parent company by its bank subsidiary. The Company's banking subsidiary is subject to statutory restrictions on its ability to pay dividends to the parent company. The parent company has, from time-to-time, supplemented the dividends received from its subsidiaries with borrowings. As of September 30, 2024, the parent company had approximately $84.4 million of cash and cash equivalents available to meet its cash flow needs.

FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS

The Company from time to time in its oral and written communications makes statements relating to its expectations regarding the future. These types of statements are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company may include forward-looking statements in filings with the Securities and Exchange Commission ("SEC"), such as this Form 10-Q, in other written materials, and in oral statements made by senior management to analysts, investors, representatives of the media, and others. Such forward looking statements can include statements about the Company's net interest income or net interest margin; its adequacy of allowance for credit losses, levels of provisions for credit losses, and the quality of the Company's loans, investment securities and other assets; simulations of changes in interest rates; expected results from mergers with or acquisitions of other businesses; litigation results; tax estimates and recognition; dividend policy; parent company cash resources and cash requirements, and parent company capital resources; estimated cost savings, plans and objectives for future operations; and expectations about the Company's financial and business performance and other business matters as well as economic and market conditions and trends. They often can be identified by the use of words like "plan," "expect," "can," "might," "may," "will," "would," "could," "should," "intend," "project," "estimate," "believe" or "anticipate," or similar expressions.

Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the forward-looking statement is made.

Readers are cautioned that, by their nature, all forward-looking statements are based on assumptions and are subject to risks, uncertainties, and other factors. Actual results may differ materially and adversely from the expectations of the Company that are expressed or implied by any forward-looking statement. The discussions in this Item 2 list some of the factors that could cause the Company's actual results to vary materially from those expressed or implied by any forward-looking statements. Other risks, uncertainties, and factors that could cause the Company's actual results to vary materially from those expressed or implied by any forward-looking statement include:

- changes in interest rates and the timing and magnitude of any such changes;
- unfavorable economic conditions, including a prolonged period of inflation, and the resulting adverse impact on, among other things, credit quality;
- the soundness of other financial institutions and general investor sentiment regarding the stability of financial institutions;
- changes in our liquidity program;
- the impacts of epidemics, pandemics or other infectious disease outbreaks;
- changes in competitive conditions;
- the introduction, withdrawal, success and timing of asset/liability management strategies or of mergers and acquisitions and other business initiatives and strategies;
- changes in customer borrowing, repayment, investment and deposit practices;
- changes in fiscal, monetary and tax policies;
- changes in financial and capital markets;
- capital management activities, including possible future sales of new securities, or possible repurchases or redemptions by the Company of outstanding debt or equity securities;
- risks of expansion through acquisitions and mergers, such as unexpected credit quality problems of the acquired loans or other assets, unexpected attrition of the customer base or employee base of the acquired institution or branches, and difficulties in integration of the acquired operations;

- factors driving credit losses on investments;
- the impact, extent and timing of technological changes;
- potential cyber-attacks, information security breaches and other criminal activities;
- litigation liabilities, including related costs, expenses, settlements and judgments, or the outcome of matters before regulatory agencies, whether pending or commencing in the future;
- actions of the Federal Reserve Board;
- changes in accounting principles and interpretations;
- potential increases of federal deposit insurance premium expense, and possible future special assessments of FDIC premiums, either industry wide or specific to the Company's banking subsidiary;
- actions of the regulatory authorities under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and the Federal Deposit Insurance Act and other possible legislative and regulatory actions and reforms;
- impacts resulting from possible amendments or revisions to the Dodd-Frank Act and the regulations promulgated thereunder, or to Consumer Financial Protection Bureau rules and regulations;
- the continued availability of earnings and excess capital sufficient for the lawful and prudent declaration and payment of cash dividends; and
- with respect to the proposed merger with Heartland: (i) failure to obtain necessary regulatory and shareholder approvals when expected or at all, the risk that regulatory approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction, or the failure of either company to satisfy any of the other closing conditions to the transaction on a timely basis or at all; (ii) the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement; and (iii) the possibility that the anticipated benefits of the transaction, including anticipated cost savings and strategic gains, are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies, unexpected credit quality problems of the acquired loans or other assets, or unexpected attrition of the customer base of the acquired institution or branches, or as a result of the strength of the economy, competitive factors in the areas where the Company and Heartland do business, or as a result of other unexpected factors or events.

Such statements reflect our views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the Company. Readers are cautioned not to place undue reliance on these forward-looking statements.

Investors should consider these risks, uncertainties, and other factors, in addition to those mentioned by the Company in its Annual Report on Form 10-K for its fiscal year ended December 31, 2023, this Quarterly Report on Form 10-Q, and other SEC filings from time to time, when considering any forward-looking statement.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's exposure to market risk is reviewed on a regular basis by the Asset/Liability Committee and Boards of Directors of the parent company and its subsidiary bank. Primary market risks which impact the Company's operations are liquidity risk and interest rate risk.

The liquidity of the parent company is dependent upon the receipt of dividends from its subsidiary bank, which is subject to certain regulatory limitations. The Bank's source of funding is predominately core deposits, maturities of securities, repayments of loan principal and interest, federal funds purchased, securities sold under agreements to repurchase, and borrowings from the Federal Home Loan Bank and the Federal Reserve Bank.

The Company monitors interest rate risk by the use of computer simulation modeling to estimate the potential impact on its net interest income under various interest rate scenarios, and by estimating its static interest rate sensitivity position. Another method by which the Company's interest rate risk position can be estimated is by computing estimated changes in its net portfolio value ("NPV"). This method estimates interest rate risk exposure from movements in interest rates by using interest rate sensitivity analysis to determine the change in the NPV of discounted cash flows from assets and liabilities. NPV represents the market value of portfolio equity and is equal to the estimated market value of assets minus the estimated market value of liabilities.

Computations for measuring both net interest income and NPV are based on a number of assumptions, including the relative levels of market interest rates and prepayments in mortgage loans and certain types of investments. These computations do not contemplate any actions management may undertake in response to changes in interest rates, and should not be relied upon as indicative of actual results. In addition, certain shortcomings are inherent in the method of computing both net interest income and NPV. Should interest rates remain or decrease below current levels, the proportion of adjustable rate loans could decrease in future periods due to refinancing activity. In the event of an interest rate change, prepayment levels would likely be different from those assumed in the modeling. Lastly, the ability of many borrowers to repay their adjustable rate debt may decline during a rising interest rate environment.

The Company from time to time utilizes derivatives to manage interest rate risk. Management continuously evaluates the merits of such interest rate risk products but does not anticipate the use of such products to become a major part of the Company's risk management strategy.

The table below provides an assessment of the risk to net interest income over the next 12 months in the event of a sudden and sustained 1% and 2% increase and decrease in prevailing interest rates (dollars in thousands).

Interest Rate Sensitivity as of September 30, 2024 - Net Interest Income

	Net Interest Income	
Changes in Rates	**Amount**	**% Change**
+2%	$ 211,385	(0.16)%
+1%	211,849	0.06 %
Base	211,720	—
-1%	209,098	(1.24)%
-2%	205,283	(3.04)%

The above table is a measurement of the Company's net interest income at risk, assuming a static balance sheet as of September 30, 2024 and instantaneous parallel changes in interest rates. The Company also monitors interest rate risk under other scenarios including a more gradual movement in market interest rates. This type of scenario can at times produce different modeling results in measuring interest rate risk sensitivity.

The table below provides an assessment of the risk to NPV in the event of a sudden and sustained 1% and 2% increase and decrease in prevailing interest rates (dollars in thousands).

Interest Rate Sensitivity as of September 30, 2024 - Net Portfolio Value

	Net Portfolio Value		Net Portfolio Value as a % of Present Value of Assets	
Changes in Rates	**Amount**	**% Change**	**NPV Ratio**	**Change**
+2%	$ 645,587	(12.58)%	11.61 %	(90) b.p.
+1%	694,570	(5.94)%	12.12 %	(39) b.p.
Base	738,468	—	12.51 %	—
-1%	772,418	4.60 %	12.71 %	20 b.p.
-2%	790,081	6.99 %	12.63 %	12 b.p.

This Item 3 includes forward-looking statements. See "Forward-looking Statements and Associated Risks" included in Part I, Item 2 of this Report for a discussion of certain factors that could cause the Company's actual exposure to market risk to vary materially from that expressed or implied above. These factors include possible changes in economic conditions; interest rate fluctuations, competitive product and pricing pressures within the Company's markets; and equity and fixed income market fluctuations. Actual experience may also vary materially to the extent that the Company's assumptions described above prove to be inaccurate.

Item 4. Controls and Procedures

As of September 30, 2024, the Company carried out an evaluation, under the supervision and with the participation of its principal executive officer and principal financial officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based on this evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were, as of that date, effective in timely alerting them to material information required to be included in the Company's periodic reports filed with the Securities and Exchange Commission. There are inherent limitations to the effectiveness of systems of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective systems of disclosure controls and procedures can provide only reasonable assurances of achieving their control objectives.

There was no change in the Company's internal control over financial reporting that occurred during the Company's third fiscal quarter of 2024 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are no pending legal proceedings, other than routine litigation incidental to the business of the Company's subsidiaries, to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in German American Bancorp, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

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

Issuer Purchases of Equity Securities

The following table sets forth information regarding the Company's purchases of its common shares during each of the three months ended September 30, 2024.

Period	Total Number of Shares (or Units) Purchased	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs [1]	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased under the Plans or Programs [1]
July 2024	—	—	—	1,000,000
August 2024	—	—	—	1,000,000
September 2024	—	—	—	1,000,000
Total	—	—	—	

(1) On January 31, 2022, the Company's Board of Directors approved a plan to repurchase up to 1.0 million shares of the Company's outstanding common stock. On a share basis, the amount of common stock subject to the repurchase plan represented approximately 3% of the Company's outstanding shares on the date it was approved. The Company is not obligated to purchase any shares under the plan, and the plan may be discontinued at any time. The actual timing, number and share price of shares purchased under the repurchase plan will be determined by the Company at its discretion and will depend upon such factors as the market price of the stock, general market and economic conditions and applicable legal requirements. The Company has not repurchased any shares under this repurchase plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(a) Information required to be disclosed in a report on Form 8-K.

None.

(b) Changes to director nomination procedures.

None.

(c) Insider trading arrangements.

During the three months ended September 30, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

The following exhibits are included with this Report or incorporated herein by reference.

Exhibit No.	Description
2.1#	Agreement and Plan of Reorganization by and among German American Bancorp, Inc., German American Bank, Heartland BancCorp, and Heartland Bank, dated as of July 29, 2024, is incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed July 29, 2024 (SEC File No. 001-15877).
3.1	Amended and Restated Articles of Incorporation of German American Bancorp, Inc., are incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed May 26, 2020 (SEC File No. 001-15877).
3.2	Amended and Restated Bylaws of German American Bancorp, Inc. are incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed December 20, 2023 (SEC File No. 001-15877).
4.1	Terms of Common Shares and Preferred Shares of the Registrant (included in Restatement of Articles of Incorporation) are incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 26, 2020 (SEC File No. 001-15877).
4.2	Specimen stock certificate for Common Shares of the Registrant is incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed October 21, 2010 (SEC File No. 001-15877).
4.3	Indenture, dated as of June 25, 2019, by and between German American Bancorp, Inc. and U.S. Bank National Association, as trustee, is incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed June 25, 2019 (SEC File No. 001-15877).
4.4	Form of 4.50% Fixed-to-Floating Subordinated Note due 2029 of German American Bancorp, Inc. is incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed June 25, 2019 (SEC File No. 001-15877).
10.1*	Description of Director Compensation Arrangements, effective as of July 1, 2024, is incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, filed August 9, 2024 (SEC File No. 001-15877).
10.2	Voting Agreement, dated as of July 29, 2024, among German American Bancorp, Inc., each member of the Board of Directors and certain officers of Heartland BancCorp is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 29, 2024 (SEC File No. 001-15877).
10.3	Voting Agreement, dated as of July 29, 2024, among Heartland BancCorp and each member of the Board of Directors of German American Bancorp, Inc. is incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed July 29, 2024 (SEC File No. 001-15877).
31.1+	Sarbanes-Oxley Act of 2002, Section 302 Certification of Principal Executive Officer.
31.2+	Sarbanes-Oxley Act of 2002, Section 302 Certification of Principal Financial Officer.
32.1++	Sarbanes-Oxley Act of 2002, Section 906 Certification of Principal Executive Officer.
32.2++	Sarbanes-Oxley Act of 2002, Section 906 Certification of Principal Financial Officer.
101.INS+	Inline XBRL Instance Document (The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.)
101.SCH+	Inline XBRL Taxonomy Extension Schema Document
101.CAL+	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF+	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB+	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE+	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

Note: No long-term debt instrument issued by the Registrant exceeds 10% of consolidated total assets or is registered. In accordance with paragraph 4 (iii) of Item 601(b) of Regulation S-K, the Registrant will furnish the Securities and Exchange Commission copies of long-term debt instruments and related agreements upon request.

Schedules to the subject agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule will be furnished to the Securities and Exchange Commission upon request.

* Exhibits that describe or evidence management contracts or compensatory plans or arrangements required to be filed as exhibits to this Report are indicated by an asterisk.

+ Filed with this Report (other than through incorporation by reference to other disclosures or exhibits).

++ Furnished with this Report.

SIGNATURES

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

GERMAN AMERICAN BANCORP, INC.

Date: November 8, 2024

By: /s/D. Neil Dauby

D. Neil Dauby
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: November 8, 2024

By: /s/Bradley M. Rust

Bradley M. Rust
President and Chief Financial Officer
(Principal Financial Officer)

Date: November 8, 2024

By: /s/Vicki L. Schuler

Vicki L. Schuler
Senior Vice President, Controller
(Principal Accounting Officer)

Exhibit 31.1

Sarbanes-Oxley Act of 2002, Section 302 Certification of Principal Executive Officer

I, D. Neil Dauby, Chairman and Chief Executive Officer of German American Bancorp, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of German American Bancorp, Inc. (the “registrant”):

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

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

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

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated 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 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.

November 8, 2024
Date

/s/ D. Neil Dauby
D. Neil Dauby
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Sarbanes-Oxley Act of 2002, Section 302 Certification of Principal Financial Officer

I, Bradley M. Rust, President and Chief Financial Officer of German American Bancorp, Inc. certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of German American Bancorp, Inc. (the “registrant”):

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

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

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

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated 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 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.

November 8, 2024
Date

/s/ Bradley M. Rust
Bradley M. Rust
President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Sarbanes-Oxley Act of 2002, Section 906 Certification of Principal Executive Officer

I, D. Neil Dauby, Chairman and Chief Executive Officer of German American Bancorp, Inc. certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), that:

1. The Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (the “Periodic Report”), which this statement accompanies, fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

2. Information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of German American Bancorp, Inc.

This certificate is being furnished solely for purposes of Section 906 and is not being filed as part of the Periodic Report.

November 8, 2024
Date

/s/ D. Neil Dauby
D. Neil Dauby
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

Sarbanes-Oxley Act of 2002, Section 906 Certification of Principal Financial Officer

I, Bradley M. Rust, President and Chief Financial Officer of German American Bancorp, Inc. certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), that:

1. The Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (the “Periodic Report”), which this statement accompanies, fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

2. Information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of German American Bancorp, Inc.

This certificate is being furnished solely for purposes of Section 906 and is not being filed as part of the Periodic Report.

November 8, 2024
Date

/s/ Bradley M. Rust
Bradley M. Rust
President and Chief Financial Officer
(Principal Financial Officer)