

REFINITIV

## DELTA REPORT

### 10-Q

SFST - SOUTHERN FIRST BANCSHARES

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

**TOTAL DELTAS** 891

█ **CHANGES** 312

█ **DELETIONS** 182

█ **ADDITIONS** 397

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

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended **March 31, June 30, 2024**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 000-27719

**Southern First Bancshares, Inc.**

(Exact name of registrant as specified in its charter)

<b>South Carolina</b> (State or other jurisdiction of incorporation or organization)	<b>58-2459561</b> (I.R.S. Employer Identification No.)
6 Verdae Boulevard Greenville, S.C.	29607 (Zip Code)
(Address of principal executive offices)	

**864-679-9000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address, and former fiscal year, if changed since last report)

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

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

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

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

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

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

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

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

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

**8,156,109** **8,155,097** shares of common stock, par value \$0.01 per share, were issued and outstanding as of **April 30, 2024** **July 25, 2024**.

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### **SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY** March 31, June 30, 2024 Form 10-Q

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**PART I. CONSOLIDATED FINANCIAL INFORMATION**  
**Item 1. CONSOLIDATED FINANCIAL STATEMENTS**

**SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**

(dollars in thousands, except share data)	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
<b>ASSETS</b>				
Cash and cash equivalents:				
Cash and due from banks	\$ 13,925	28,020	\$ 21,567	28,020
Federal funds sold	144,595	119,349	164,432	119,349
Interest-bearing deposits with banks	8,789	8,801	8,828	8,801
Total cash and cash equivalents	167,309	156,170	194,827	156,170
Investment securities:				
Investment securities available for sale	125,996	134,702	121,353	134,702
Other investments	18,499	19,939	18,653	19,939
Total investment securities	144,495	154,641	140,006	154,641
Mortgage loans held for sale	11,842	7,194	14,759	7,194
Loans	3,643,766	3,602,627	3,622,521	3,602,627
Less allowance for credit losses	(40,441)	(40,682)	(40,157)	(40,682)
Loans, net	3,603,325	3,561,945	3,582,364	3,561,945
Bank owned life insurance	52,878	52,501	53,263	52,501
Property and equipment, net	93,007	94,301	91,533	94,301
Deferred income taxes, net	12,321	12,200	12,339	12,200
Other assets	20,527	16,837	20,758	16,837
<b>Total assets</b>	<b>\$ 4,105,704</b>	<b>4,055,789</b>	<b>\$ 4,109,849</b>	<b>4,055,789</b>
<b>LIABILITIES</b>				
Deposits	\$ 3,460,681	3,379,564	\$ 3,459,869	3,379,564
FHLB advances and related debt	240,000	275,000	240,000	275,000
Subordinated debentures	36,349	36,322	36,376	36,322
Other liabilities	53,418	52,436	54,856	52,436
<b>Total liabilities</b>	<b>3,790,448</b>	<b>3,743,322</b>	<b>3,791,101</b>	<b>3,743,322</b>
<b>SHAREHOLDERS' EQUITY</b>				
Preferred stock, par value \$.01 per share, 10,000,000 shares authorized	-	-	-	-
Common stock, par value \$.01 per share, 10,000,000 shares authorized, 8,156,109 and 8,088,186 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively	82	81		
Common stock, par value \$.01 per share, 20,000,000 shares authorized, 8,155,097 shares issued and outstanding at June 30, 2024; 10,000,000 shares authorized, 8,088,186 shares issued and outstanding at December 31, 2023			82	81
Nonvested restricted stock	(5,257)	(3,596)	(4,710)	(3,596)
Additional paid-in capital	124,159	121,777	124,174	121,777
Accumulated other comprehensive loss	(11,797)	(11,342)	(11,866)	(11,342)
Retained earnings	208,069	205,547	211,068	205,547
<b>Total shareholders' equity</b>	<b>315,256</b>	<b>312,467</b>	<b>318,748</b>	<b>312,467</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 4,105,704</b>	<b>4,055,789</b>	<b>\$ 4,109,849</b>	<b>4,055,789</b>

*See notes to consolidated financial statements that are an integral part of these consolidated statements.*

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**SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

(dollars in thousands, except share data)	For the three months ended March 31,		For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023	2024	2023
<b>Interest income</b>						
Loans	\$ 45,605	36,748	\$ 46,545	41,089	92,150	77,837
Investment securities	1,478	613	1,418	706	2,896	1,318
Federal funds sold and interest-bearing deposits with banks	1,280	969	2,583	891	3,863	1,860
Total interest income	48,363	38,330	50,546	42,686	98,909	81,015
<b>Interest expense</b>						
Deposits	26,932	17,179	28,216	21,937	55,148	39,115
Borrowings	2,786	727	2,802	1,924	5,588	2,651
Total interest expense	29,718	17,906	31,018	23,861	60,736	41,766
Net interest income	18,645	20,424	19,528	18,825	38,173	39,249
Provision for (reversal of) credit losses	(175)	1,825				
Net interest income after provision for (reversal of) credit losses	18,820	18,599				
Provision for credit losses			500	910	325	2,735
Net interest income after provision for credit losses			19,028	17,915	37,848	36,514
<b>Noninterest income</b>						
Mortgage banking income	1,164	622	1,923	1,337	3,087	1,959
Service fees on deposit accounts	387	325	416	331	810	656
ATM and debit card income	544	555	587	536	1,131	1,091
Income from bank owned life insurance	377	332	384	338	762	670
Other income	192	210	213	194	397	404
Total noninterest income	2,664	2,044	3,523	2,736	6,187	4,780
<b>Noninterest expenses</b>						
Compensation and benefits	10,857	10,356	11,290	10,287	22,147	20,643
Occupancy	2,557	2,457	2,552	2,518	5,109	4,975
Outside service and data processing costs	1,846	1,629	1,962	1,705	3,808	3,334
Insurance	955	689	965	897	1,920	1,586
Professional fees	618	660	582	751	1,200	1,410
Marketing	369	366	389	335	758	701
Other	898	947	903	900	1,801	1,848
Total noninterest expenses	18,100	17,104	18,643	17,393	36,743	34,497
Income before income tax expense	3,384	3,539	3,908	3,258	7,292	6,797
<b>Income tax expense</b>	862	836	909	800	1,771	1,636
<b>Net income</b>	\$ 2,522	2,703	\$ 2,999	2,458	5,521	5,161
<b>Earnings per common share</b>						
Basic	\$ 0.31	0.34	\$ 0.37	0.31	0.68	0.64
Diluted	0.31	0.33	0.37	0.31	0.68	0.64
<b>Weighted average common shares outstanding</b>						
Basic	8,110,249	8,025,876	8,125,869	8,051,131	8,118,059	8,038,642
Diluted	8,141,921	8,092,270	8,140,822	8,069,028	8,141,371	8,080,521

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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**SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
*(Unaudited)*

(dollars in thousands)	For the three months ended March 31,		For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023	2024	2023
Net income	\$ 2,522	2,703	\$ 2,999	2,458	5,521	5,161
Other comprehensive income (loss):						
Unrealized gain (loss) on securities available for sale:						
Unrealized holding gain (loss) arising during the period, pretax	(578)	2,070	(86)	(1,183)	(664)	888
Tax benefit (expense)	123	(435)	17	248	140	(188)
Other comprehensive income (loss)	(455)	1,635	(69)	(935)	(524)	700
Comprehensive income	\$ 2,067	4,338	\$ 2,930	1,523	4,997	5,861

*See notes to consolidated financial statements that are an integral part of these consolidated statements.*

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**SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(Unaudited)**

(dollars in thousands, except share data)	For the three months ended June 30,							
	Common stock		Preferred stock		Nonvested restricted stock	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings
	Shares	Amount	Shares	Amount				Total
<b>March 31, 2023</b>	<b>8,047,975</b>	<b>\$ 80</b>	-	-	<b>\$ (4,462)</b>	<b>\$ 120,683</b>	<b>\$ (11,775)</b>	<b>\$ 194,824</b>
Net income	-	-	-	-	-	-	-	2,458
Proceeds from exercise of stock options	10,000	1	-	-	-	168	-	169
Issuance of restricted stock, net of forfeitures	463	-	-	-	85	(85)	-	-
Compensation expense related to restricted stock, net of tax	-	-	-	-	326	-	-	326
Compensation expense related to stock options, net of tax	-	-	-	-	-	146	-	146
Other comprehensive loss	-	-	-	-	-	-	(935)	(935)
<b>June 30, 2023</b>	<b>8,058,438</b>	<b>\$ 81</b>	-	-	<b>\$ (4,051)</b>	<b>\$ 120,912</b>	<b>\$ (12,710)</b>	<b>\$ 197,282</b>
<b>March 31, 2024</b>	<b>8,156,109</b>	<b>\$ 82</b>	-	-	<b>\$ (5,257)</b>	<b>\$ 124,159</b>	<b>\$ (11,797)</b>	<b>\$ 208,069</b>
Net income	-	-	-	-	-	-	2,999	2,999
Proceeds from exercise of stock options	-	-	-	-	-	-	-	-
Issuance of restricted stock, net of forfeitures	(1,012)	-	-	-	78	(78)	-	-
Compensation expense related to restricted stock, net of tax	-	-	-	-	469	-	-	469
Compensation expense related to stock options, net of tax	-	-	-	-	-	93	-	93
Other comprehensive loss	-	-	-	-	-	-	(69)	(69)
<b>June 30, 2024</b>	<b>8,155,097</b>	<b>\$ 82</b>	-	-	<b>\$ (4,710)</b>	<b>\$ 124,174</b>	<b>\$ (11,866)</b>	<b>\$ 211,068</b>
For the six months ended June 30,								
(dollars in thousands, except share data)	Common stock		Preferred stock		Nonvested restricted stock	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings
	Shares	Amount	Shares	Amount				Total
	<b>December 31, 2022</b>	<b>8,011,045</b>	<b>\$ 80</b>	-	<b>\$ (3,306)</b>	<b>\$ 119,027</b>	<b>\$ (13,410)</b>	<b>\$ 192,121</b>
Net income	-	-	-	-	-	-	5,161	5,161
Proceeds from exercise of stock options	11,000	1	-	-	-	184	-	185
Issuance of restricted stock, net of forfeitures	36,393	-	-	-	(1,436)	1,436	-	-
Compensation expense related to restricted stock, net of tax	-	-	-	-	691	-	-	691
Compensation expense related to stock options, net of tax	-	-	-	-	-	265	-	265
Other comprehensive income	-	-	-	-	-	-	700	700
<b>June 30, 2023</b>	<b>8,058,438</b>	<b>\$ 81</b>	-	-	<b>\$ (4,051)</b>	<b>\$ 120,912</b>	<b>\$ (12,710)</b>	<b>\$ 197,282</b>
<b>December 31, 2023</b>	<b>8,088,186</b>	<b>\$ 81</b>	-	-	<b>\$ (3,596)</b>	<b>\$ 121,777</b>	<b>\$ (11,342)</b>	<b>\$ 205,547</b>
Net income	-	-	-	-	-	-	5,521	5,521
Proceeds from exercise of stock options	11,000	-	-	-	-	167	-	167
Issuance of restricted stock, net of forfeitures	55,911	1	-	-	(2,035)	2,034	-	-
Compensation expense related to restricted stock, net of tax	-	-	-	-	921	-	-	921
Compensation expense related to stock options, net of tax	-	-	-	-	-	196	-	196
Other comprehensive loss	-	-	-	-	-	-	(524)	(524)
<b>June 30, 2024</b>	<b>8,155,097</b>	<b>\$ 82</b>	-	-	<b>\$ (4,710)</b>	<b>\$ 124,174</b>	<b>\$ (11,866)</b>	<b>\$ 211,068</b>
For the three months ended March 31,								
(dollars in thousands, except share data)	Common stock		Preferred stock		Nonvested restricted stock	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings
	Shares	Amount	Shares	Amount				Total
	<b>December 31, 2022</b>	<b>8,011,045</b>	<b>\$ 80</b>	-	<b>\$ (3,306)</b>	<b>\$ 119,027</b>	<b>\$ (13,410)</b>	<b>\$ 192,121</b>
Net income	-	-	-	-	-	-	2,703	2,703
Proceeds from exercise of stock options	1,000	-	-	-	-	17	-	17
Issuance of restricted stock	35,930	-	-	-	(1,521)	1,521	-	-
Compensation expense related to restricted stock, net of tax	-	-	-	-	365	-	-	365
Compensation expense related to stock options, net of tax	-	-	-	-	-	118	-	118
Other comprehensive income	-	-	-	-	-	-	1,635	1,635
<b>March 31, 2023</b>	<b>8,047,975</b>	<b>\$ 80</b>	-	-	<b>\$ (4,462)</b>	<b>\$ 120,683</b>	<b>\$ (11,775)</b>	<b>\$ 194,824</b>
<b>December 31, 2023</b>	<b>8,088,186</b>	<b>\$ 81</b>	-	-	<b>\$ (3,596)</b>	<b>\$ 121,777</b>	<b>\$ (11,342)</b>	<b>\$ 205,547</b>
Net income	-	-	-	-	-	-	2,522	2,522
Proceeds from exercise of stock options	11,000	-	-	-	-	167	-	167
Issuance of restricted stock, net of forfeitures	56,923	1	-	-	(2,112)	2,111	-	-
Compensation expense related to restricted stock, net of tax	-	-	-	-	451	-	-	451
Compensation expense related to stock options, net of tax	-	-	-	-	-	104	-	104
Other comprehensive loss	-	-	-	-	-	-	(455)	(455)
<b>March 31, 2024</b>	<b>8,156,109</b>	<b>\$ 82</b>	-	-	<b>\$ (5,257)</b>	<b>\$ 124,159</b>	<b>\$ (11,797)</b>	<b>\$ 208,069</b>

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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**SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)**

(dollars in thousands)	For the three months ended		For the six months ended	
	March 31,		June 30,	
	2024	2023	2024	2023
<b>Operating activities</b>				
Net income	\$ 2,522	2,703	\$ 5,521	5,161
Adjustments to reconcile net income to cash provided by operating activities:				
Provision for (reversal of) credit losses	(175)	1,825		
Provision for credit losses			325	2,735
Depreciation and other amortization	1,214	1,203	2,418	2,397
Accretion and amortization of securities discounts and premium, net	131	129	281	259
Net change in operating leases	39	53	78	133
Compensation expense related to stock options and restricted stock grants	555	483	1,117	956
Gain on sale of loans held for sale	(1,014)	(530)	(2,757)	(1,636)
Loans originated and held for sale	(36,524)	(17,892)	(100,884)	(70,422)
Proceeds from sale of loans held for sale	32,890	15,360	96,076	60,194
Increase in cash surrender value of bank owned life insurance	(377)	(331)	(762)	(670)
Decrease in deferred tax asset			-	(21)
Increase in other assets	(3,690)	(508)	(3,921)	(4,076)
Increase (decrease) in other liabilities	1,505	(1,258)	3,543	(359)
<b>Net cash (used for) provided by operating activities</b>	<b>(2,924)</b>	<b>1,237</b>		
<b>Net cash provided by (used for) operating activities</b>			<b>1,035</b>	<b>(5,349)</b>
<b>Investing activities</b>				
Increase (decrease) in cash realized from:				
Increase in loans, net	(41,380)	(144,641)	(21,169)	(264,737)
Purchase of property and equipment	(280)	(180)	(372)	(767)
Purchase of investment securities:				
Available for sale	(5,191)	-	(5,191)	-
Other investments	(4,302)	(18,264)	(4,301)	(42,518)
Payments and maturities, calls and repayments of investment securities:				
Available for sale	13,190	1,252	17,596	2,427
Other investments	5,742	19,000	5,587	40,801
<b>Net cash used for investing activities</b>	<b>(32,221)</b>	<b>(142,833)</b>	<b>(7,850)</b>	<b>(264,794)</b>
<b>Financing activities</b>				
Increase in cash realized from:				
Increase in deposits, net	81,117	292,910	80,305	299,154
Decrease in Federal Home Loan Bank advances and other borrowings, net	(35,000)	(50,000)		
Increase (decrease) in Federal Home Loan Bank advances and other borrowings, net			(35,000)	5,000
Proceeds from the exercise of stock options	167	17	167	185
Net cash provided by financing activities	46,284	242,927	45,472	304,339
Net increase in cash and cash equivalents	11,139	101,331	38,657	34,196
Cash and cash equivalents at beginning of the period	156,170	170,874	156,170	170,874
Cash and cash equivalents at end of the period	<b>\$ 167,309</b>	<b>272,205</b>	<b>\$ 194,827</b>	<b>205,070</b>
<b>Supplemental information</b>				
Cash paid for:				
Interest	\$ 27,617	16,801	\$ 57,297	38,612
Income taxes			1,190	541
<b>Schedule of non-cash transactions</b>				
Unrealized gain (loss) on securities, net of income taxes	(455)	1,635	(524)	700

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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

**NOTE 1 – Summary of Significant Accounting Policies**

**Nature of Business**

**Southern First Bancshares, Inc.** (the "Company") is a South Carolina corporation that owns all of the capital stock of Southern First Bank (the "Bank") and all of the stock of Greenville First Statutory Trusts I and II (collectively, the "Trusts"). The Trusts are special purpose non-consolidated entities organized for the sole purpose of issuing trust preferred securities. The Bank's primary federal regulator is the Federal Deposit Insurance Corporation (the "FDIC"). The Bank is also regulated and examined by the South Carolina Board of Financial Institutions. The Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the FDIC, and providing commercial, consumer and mortgage loans to the general public.

**Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the **three-month period** **three and six-month periods** ended **March 31, 2024** **June 30, 2024** are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the U.S. Securities and Exchange Commission ("SEC") on March 5, 2024. The consolidated financial statements include the accounts of the Company and the Bank. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, "Consolidation," the financial statements related to the Trusts have not been consolidated.

**Business Segments**

The Company, through the Bank, provides a broad range of financial services to individuals and companies in South Carolina, North Carolina, and Georgia. These services include demand, time and savings deposits, lending services and ATM processing and mortgage banking services. While the Company's management periodically reviews limited production information for these revenue streams, that information is not complete as it does not include a full allocation of revenue, costs and capital from key corporate functions. Management will continue to evaluate these lines of business for separate reporting as facts and circumstances change. Accordingly, the Company's various banking operations are not considered by management to constitute more than one reportable operating segment.

**Risk and Uncertainties**

In the normal course of its business, the Company encounters two significant types of risks: economic and regulatory. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk to the degree that its interest-bearing liabilities mature or reprice at different speeds, or on different bases, than its interest-earning assets. Credit risk is the risk of default within the Company's loan portfolio that results from borrowers' inability or unwillingness to make contractually required payments. Market risk reflects changes in the value of collateral underlying loans receivable and the valuation of real estate held by the Company. There were three significant bank failures in the first five months of 2023, primarily due to the failed banks' lack of liquidity as depositors sought to withdraw their deposits. Due to rising interest rates, the failed banks were unable to sell investment securities held to meet liquidity needs without realizing substantial losses. As a result of the recent bank failures and in an effort to strengthen public confidence in the banking system and protect depositors, regulators announced that any losses to the Deposit Insurance Fund to support uninsured depositors will be recovered by a special assessment on banks, as required by law, which has and could continue to increase the cost of our FDIC insurance assessments. The ultimate impact of these bank failures on the economy, financial institutions and their depositors, as well as any governmental regulatory responses or actions resulting from the same, remains difficult to predict at this time.

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The Company is subject to the regulations of various governmental agencies. These regulations can and do change significantly from period to period. The Company also undergoes periodic examinations by the regulatory agencies, which may subject the Company to changes with respect to the valuation of assets, the amount of required credit loss allowance and operating restrictions resulting from the regulators' judgments based on information available to them at the time of their examinations.

The Bank makes loans to individuals and businesses in the Upstate, Midlands, and Lowcountry regions of South Carolina as well as the Triangle, Triad and Charlotte regions of North Carolina and Atlanta, Georgia for various personal and commercial purposes. The Bank's loan portfolio has a concentration of real estate loans. As of **March 31, 2024** **June 30, 2024** and 2023, real estate loans represented **84.3%** **84.3%** and **84.8%** **84.1%**, respectively, of total loans. However, borrowers' ability to repay their loans is not dependent upon any specific economic sector.

As of **March 31, 2024** **June 30, 2024**, the Company's and the Bank's capital ratios were in excess of all regulatory requirements. While management believes that we have sufficient capital to withstand an extended economic recession, our reported and regulatory capital ratios could be adversely impacted by future credit losses.

The Company maintains access to multiple sources of liquidity, including a **\$15.00** million holding company line of credit with another bank which could be used to support capital ratios at the subsidiary bank. As of **March 31, 2024** **June 30, 2024**, the **\$15.00** million line was unused.

### **Use of Estimates**

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of income and expenses during the reporting periods. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for credit losses, real estate acquired in the settlement of loans, fair value of financial instruments, and valuation of deferred tax assets.

### **Reclassifications**

#### **Reclassifications**

Certain amounts, previously reported, have been reclassified to state all periods on a comparable basis and had no effect on shareholders' equity or net income.

### **Subsequent Events**

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date.

### **Newly Issued, But Not Yet Effective Accounting Standards**

In December 2022, the FASB issued amendments to defer the sunset date of the Reference Rate Reform Topic of the Accounting Standards Codification from December 31, 2022 to December 31, 2024, because the current relief in Reference Rate Reform Topic may not cover a period of time during which a significant number of modifications may take place. The amendments were effective upon issuance. The Company does not expect these amendments to have a material effect on its financial statements.

In December 2023, the FASB amended the Income Taxes topic in the Accounting Standards Codification to improve the transparency of income tax disclosures. The amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company does not expect these amendments to have a material effect on its financial statements.

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**NOTE 2 – Investment Securities**

The amortized costs and fair value of investment securities are as follows:

(dollars in thousands)	March 31, 2024				June 30, 2024			
	Amortized Cost	Gross Gains	Unrealized Losses	Fair Value	Amortized Cost	Gross Gains	Unrealized Losses	Fair Value
<b>Available for sale</b>								
Corporate bonds	\$ 2,140	-	253	1,887				
US treasuries	999	-	111	888				
Corporate bonds					\$ 2,134	-	247	1,887
US treasuries					999	-	109	890
US government agencies	20,183	-	1,986	18,197	19,600	-	1,900	17,700
State and political subdivisions	22,579	-	3,042	19,537	22,514	-	3,191	19,323
Asset-backed securities	34,247	33	76	34,204	31,555	78	58	31,575
Mortgage-backed securities	60,782	-	9,499	51,283	59,571	-	9,593	49,978
<b>Total investment securities available for sale</b>	<b>\$ 140,930</b>	<b>33</b>	<b>14,967</b>	<b>125,996</b>	<b>\$ 136,373</b>	<b>78</b>	<b>15,098</b>	<b>121,353</b>

(dollars in thousands)	December 31, 2023				December 31, 2023			
	Amortized Cost	Gross Gains	Unrealized Losses	Fair Value	Amortized Cost	Gross Gains	Unrealized Losses	Fair Value
<b>Available for sale</b>								
Corporate bonds	\$ 2,147	-	237	1,910	\$ 2,147	-	237	1,910
US treasuries	9,495	1	102	9,394	9,495	1	102	9,394
US government agencies	20,594	-	1,938	18,656	20,594	-	1,938	18,656
State and political subdivisions	22,642	11	2,912	19,741	22,642	11	2,912	19,741
Asset-backed securities	33,450	2	216	33,236	33,450	2	216	33,236
Mortgage-backed securities	60,730	-	8,965	51,765	60,730	-	8,965	51,765
<b>Total investment securities available for sale</b>	<b>\$ 149,058</b>	<b>14</b>	<b>14,370</b>	<b>134,702</b>	<b>\$ 149,058</b>	<b>14</b>	<b>14,370</b>	<b>134,702</b>

Contractual maturities and yields on the Company's investment securities at **March 31, 2024** June 30, 2024 and December 31, 2023 are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(dollars in thousands)	March 31, 2024												December 31, 2023												
	Less than one year		One to five years		Five to ten years		Over ten years		Total		Less than one year		One to five years		Five to ten years		Total		Less than one year		One to five years		Five to ten years		
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	
<b>Available for sale</b>																									
Corporate bonds	\$ -	-	\$ -	-	\$ 1,887	2.01%	\$ -	-	\$ 1,887	2.01%	\$ -	-	\$ -	-	\$ -	-	\$ 1,887	2.02%							
US treasuries	-	-	888	1.27%	-	-	-	-	888	1.27%	-	-	890	1.27%	-	-	890	1.27%	-	-					
US government agencies	980	0.45%	2,380	1.00%	14,837	4.38%	-	-	18,197	3.72%	992	0.45%	2,389	1.00%	14,319	4.29%	-	-							
State and political subdivisions	-	-	902	1.94%	5,744	1.89%	12,891	2.15%	19,537	2.07%	-	-	904	1.94%	5,729	1.89%	-	-							
Asset-backed securities	-	-	211	6.21%	-	-	33,993	6.61%	34,204	6.61%	-	-	132	3.88%	-	-	-	-							
Mortgage-backed securities	-	-	6,626	1.29%	3,419	1.54%	41,238	2.04%	51,283	1.91%	-	-	6,547	1.29%	3,411	1.54%	-	-							
<b>Total investment securities</b>	<b>\$ 980</b>	<b>0.45%</b>	<b>\$ 11,007</b>	<b>1.37%</b>	<b>\$ 25,887</b>	<b>3.28%</b>	<b>\$ 88,122</b>	<b>3.82%</b>	<b>\$ 125,996</b>	<b>3.47%</b>	<b>\$ 992</b>	<b>0.45%</b>	<b>\$ 10,862</b>	<b>1.31%</b>	<b>\$ 25,346</b>	<b>3.21%</b>									
December 31, 2023												December 31, 2023													

(dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
<b>Available for sale</b>																		
<b>Corporate bonds</b>	\$ -	-	\$ -	-	\$ 1,910	2.01%	\$ -	-	\$ 1,910	2.01%	\$ -	-	\$ -	-	\$ 1,910	2.01%	\$ -	-
<b>US treasuries</b>	8,497	5.42%	897	1.27%	-	-	-	-	9,394	5.02%	8,497	5.42%	897	1.27%	-	-	-	-
<b>US government agencies</b>	970	0.45%	2,385	1.00%	15,301	4.41%	-	-	18,656	3.77%	970	0.45%	2,385	1.00%	15,301	4.41%	-	-
<b>State and political subdivisions</b>	-	-	906	1.94%	5,769	1.89%	13,066	2.15%	19,741	2.06%	-	-	906	1.94%	5,769	1.89%	-	-
<b>Asset-backed securities</b>	-	-	296	(6.13%)	-	-	32,940	6.63%	33,236	6.57%	-	-	296	(6.13%)	-	-	-	-
<b>Mortgage-backed securities</b>	-	-	4,795	1.15%	5,400	1.59%	41,570	2.00%	51,765	1.87%	-	-	4,795	1.15%	5,400	1.59%	-	-
<b>Total investment securities</b>	\$ 9,467	4.91%	\$ 9,279	0.98%	\$ 28,380	3.20%	\$ 87,576	3.76%	\$ 134,702	3.55%	\$ 9,467	4.91%	\$ 9,279	0.98%	\$ 28,380	3.20%	\$ 9,467	4.91%

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The tables below summarize gross unrealized losses on investment securities and the fair market value of the related securities at **March 31, 2024** **June 30, 2024** and December 31, 2023, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

(dollars in thousands)	March 31, 2024										December 31, 2023									
	Less than 12 months				12 months or longer				Total		Less than 12 months				12 months or longer					
	#	Fair value	Unrealized losses	#	Fair value	Unrealized losses	#	Fair value	Unrealized losses	#	#	Fair value	Unrealized losses	#	#	Fair value	Unrealized losses	#		
<b>Available for sale</b>																				
Corporate bonds	-	\$ -	\$ -	-	1	\$ 1,887	\$ 253	1	\$ 1,887	\$ 253	-	\$ -	\$ -	-	1	\$ 1,887	\$ 247	1		
US treasuries	-	-	-	-	1	888	111	1	888	111	-	-	-	-	1	890	109	1		
US government agencies	2	7,133	39	10	11,064	1,947	12	18,197	1,986	-	-	-	-	12	17,700	1,900	12			
State and political subdivisions	2	759	4	30	18,778	3,038	32	19,537	3,042	2	748	13	30	18,575	3,178	32				
Asset-backed	4	11,343	31	7	4,567	45	11	15,910	76	3	11,479	42	7	3,708	16	10				
Mortgage-backed securities	1	1,387	8	64	49,896	9,491	65	51,283	9,499	1	1,161	1	63	48,817	9,592	64				
<b>Total investment securities</b>	<b>9</b>	<b>\$ 20,622</b>	<b>\$ 82</b>	<b>113</b>	<b>\$ 87,080</b>	<b>\$ 14,885</b>	<b>122</b>	<b>\$ 107,702</b>	<b>\$ 14,967</b>	<b>6</b>	<b>\$ 13,388</b>	<b>\$ 56</b>	<b>114</b>	<b>\$ 91,577</b>	<b>\$ 15,042</b>	<b>120</b>				
<b>Available for sale</b>																				
Corporate bonds	-	\$ -	\$ -	-	1	\$ 1,910	\$ 237	1	\$ 1,910	\$ 237	-	\$ -	\$ -	-	1	\$ 1,910	\$ 237	1		
US treasuries	-	-	-	-	1	897	102	1	897	102	-	-	-	-	1	897	102	1		
US government agencies	2	7,533	50	10	11,123	1,888	12	18,656	1,938	2	7,533	50	10	11,123	1,888	12				
State and political subdivisions	-	-	-	-	30	18,964	2,912	30	18,964	2,912	-	-	-	-	30	18,964	2,912	30		
Asset-backed	8	26,746	145	7	4,866	71	15	31,612	216	8	26,746	145	7	4,866	71	15				
Mortgage-backed securities	2	2,869	36	62	48,896	8,929	64	51,765	8,965	2	2,869	36	62	48,896	8,929	64				
<b>Total investment securities</b>	<b>12</b>	<b>\$ 37,148</b>	<b>\$ 231</b>	<b>111</b>	<b>\$ 86,656</b>	<b>\$ 14,139</b>	<b>123</b>	<b>\$ 123,804</b>	<b>\$ 14,370</b>	<b>12</b>	<b>\$ 37,148</b>	<b>\$ 231</b>	<b>111</b>	<b>\$ 86,656</b>	<b>\$ 14,139</b>	<b>123</b>				

At **March 31, 2024** **June 30, 2024**, the Company had **122** **120** individual investments that were in an unrealized loss position. The unrealized losses were primarily attributable to changes in interest rates, rather than deterioration in credit quality. The individual securities are each investment grade securities. The Company considers factors such as the financial condition of the issuer including credit ratings and specific events affecting the operations of the issuer, volatility of the security, underlying assets that collateralize the debt security, and other industry and macroeconomic conditions. The Company does not intend to sell these securities, and it is more likely than not that the Company will not be required to sell these securities before recovery of the amortized cost. The issuers of these securities continue to make timely principal and interest payments under the contractual terms of the securities. As such, there is no allowance for credit losses on available for sale securities recognized as of **March 31, 2024** **June 30, 2024**.

Other investments are comprised of the following and are recorded at cost which approximates fair value.

(dollars in thousands)	Federal Home Loan Bank stock	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
		\$ 14,633	\$ 16,063	\$ 14,633	\$ 16,063

<b>Other nonmarketable investments</b>	<b>3,463</b>	<b>3,473</b>	<b>3,617</b>	<b>3,473</b>
<b>Investment in Trust Preferred subsidiaries</b>	<b>403</b>	<b>403</b>	<b>403</b>	<b>403</b>
<b>Total other investments</b>	<b>\$ 18,499</b>	<b>19,939</b>	<b>\$ 18,653</b>	<b>19,939</b>

The Company has evaluated other investments for impairment and determined that the other investments are not impaired as of **March 31, 2024** **June 30, 2024** and that ultimate recoverability of the par value of the investments is probable. All of the FHLB stock is used to collateralize advances with the FHLB.

At **March 31, 2024** **June 30, 2024**, there were no securities pledges as collateral for repurchase agreements from brokers.

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**NOTE 3 – Mortgage Loans Held for Sale**

Mortgage loans originated and intended for sale in the secondary market are reported as loans held for sale and carried at fair value under the fair value option with changes in fair value recognized in current period earnings. At the date of funding of the mortgage loan held for sale, the funded amount of the loan, the related derivative asset or liability of the associated interest rate lock commitment, less direct loan costs becomes the initial recorded investment in the loan held for sale. Such amount approximates the fair value of the loan. At **March 31, 2024** June 30, 2024, mortgage loans held for sale totaled **\$11.8** **14.8** million compared to \$7.2 million at December 31, 2023.

**NOTE 4 – Loans and Allowance for Credit Losses**

The following table summarizes the composition of our loan portfolio. Total gross loans are recorded net of deferred loan fees and costs, which totaled **\$6.9** **6.8** million as of **March 31, 2024** June 30, 2024 and \$7.0 million as of December 31, 2023.

(dollars in thousands)	March 31, 2024		December 31, 2023		June 30, 2024		December 31, 2023	
	Amount	% of Total						
<b>Commercial</b>								
Owner occupied RE	\$ 631,047	17.3 %	\$ 631,657	17.5 %	\$ 642,008	17.7 %	\$ 631,657	17.5 %
Non-owner occupied RE	944,530	25.9 %	942,529	26.2 %				
Non-owner occupied RE					917,034	25.3 %	942,529	26.2 %
Construction	157,464	4.3 %	150,680	4.2 %	144,968	4.0 %	150,680	4.2 %
Business	520,073	14.3 %	500,161	13.9 %	527,017	14.5 %	500,161	13.9 %
<b>Total commercial loans</b>	<b>2,253,114</b>	<b>61.8 %</b>	<b>2,225,027</b>	<b>61.8 %</b>	<b>2,231,027</b>	<b>61.5 %</b>	<b>2,225,027</b>	<b>61.8 %</b>
<b>Consumer</b>								
Real estate	1,101,573	30.2 %	1,082,429	30.0 %	1,126,155	31.1 %	1,082,429	30.0 %
Home equity	184,691	5.1 %	183,004	5.1 %	189,294	5.3 %	183,004	5.1 %
Construction	53,216	1.5 %	63,348	1.7 %				
Construction					32,936	0.9 %	63,348	1.7 %
Other	51,172	1.4 %	48,819	1.4 %	43,109	1.2 %	48,819	1.4 %
<b>Total consumer loans</b>	<b>1,390,652</b>	<b>38.2 %</b>	<b>1,377,600</b>	<b>38.2 %</b>	<b>1,391,494</b>	<b>38.5 %</b>	<b>1,377,600</b>	<b>38.2 %</b>
<b>Total gross loans, net of deferred fees</b>	<b>3,643,766</b>	<b>100.0 %</b>	<b>3,602,627</b>	<b>100.0 %</b>	<b>3,622,521</b>	<b>100.0 %</b>	<b>3,602,627</b>	<b>100.0 %</b>
<b>Less—allowance for credit losses</b>	<b>(40,441)</b>		<b>(40,682)</b>		<b>(40,157)</b>		<b>(40,682)</b>	
<b>Total loans, net</b>	<b>\$ 3,603,325</b>		<b>\$ 3,561,945</b>		<b>\$ 3,582,364</b>		<b>\$ 3,561,945</b>	

*Maturities and Sensitivity of Loans to Changes in Interest Rates*

The information in the following tables summarizes the loan maturity distribution by type and related interest rate characteristics based on the contractual maturities of individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon maturity. Actual repayments of loans may differ from the maturities reflected below, because borrowers have the right to prepay obligations with or without prepayment penalties.

		March 31, 2024			
(dollars in thousands)		One year or less	After one but within five years	After five but within fifteen years	After fifteen years
Total					
<b>Commercial</b>					
Owner occupied RE	\$ 15,855	185,107	388,424	41,661	631,047
Non-owner occupied RE	77,445	516,176	326,650	24,259	944,530
Construction	32,425	61,546	63,493	-	157,464
Business	117,557	218,031	180,132	4,353	520,073
Total commercial loans	243,282	980,860	958,699	70,273	2,253,114
<b>Consumer</b>					
Real estate	10,230	52,771	310,383	728,189	1,101,573
Home equity	2,878	27,460	149,530	4,823	184,691
Construction	382	901	31,926	20,007	53,216
Other	12,564	34,683	3,103	822	51,172
Total consumer loans	26,054	115,815	494,942	753,841	1,390,652
Total gross loans, net of deferred fees	\$ 269,336	1,096,675	1,453,641	824,114	3,643,766
December 31, 2023					
(dollars in thousands)		One year or less	After one but within five years	After five but within fifteen years	After fifteen years
Total					
<b>Commercial</b>					
Owner occupied RE	\$ 17,358	177,203	395,130	41,966	631,657
Non-owner occupied RE	68,601	517,622	331,727	24,579	942,529
Construction	26,762	64,432	59,486	-	150,680
Business	114,432	194,416	186,927	4,386	500,161
Total commercial loans	227,153	953,673	973,270	70,931	2,225,027
<b>Consumer</b>					
Real estate	10,593	51,956	301,095	718,785	1,082,429
Home equity	2,716	27,578	147,855	4,855	183,004
Construction	-	252	39,459	23,637	63,348
Other	11,157	33,592	3,265	805	48,819
Total consumer loans	24,466	113,378	491,674	748,082	1,377,600
Total gross loans, net of deferred fees	\$ 251,619	1,067,051	1,464,944	819,013	3,602,627
June 30, 2024					
(dollars in thousands)		One year or less	After one but within five years	After five but within fifteen years	After fifteen years
Total					
<b>Commercial</b>					
Owner occupied RE	\$ 14,444	191,243	395,013	41,308	642,008
Non-owner occupied RE	95,160	499,411	300,272	22,191	917,034
Construction	27,588	69,004	48,376	-	144,968
Business	114,676	245,232	162,789	4,320	527,017
Total commercial loans	251,868	1,004,890	906,450	67,819	2,231,027
<b>Consumer</b>					
Real estate	17,847	59,442	306,892	741,974	1,126,155
Home equity	2,768	31,447	150,681	4,398	189,294
Construction	2,084	1,246	19,953	9,653	32,936
Other	5,017	34,340	2,963	789	43,109
Total consumer loans	27,716	126,475	480,489	756,814	1,391,494
Total gross loans, net of deferred fees	\$ 279,584	1,131,365	1,386,939	824,633	3,622,521
December 31, 2023					
(dollars in thousands)		One year or less	After one but within five years	After five but within fifteen years	After fifteen years
Total					
<b>Commercial</b>					
Owner occupied RE	\$ 17,358	177,203	395,130	41,966	631,657
Non-owner occupied RE	68,601	517,622	331,727	24,579	942,529
Construction	26,762	64,432	59,486	-	150,680
Business	114,432	194,416	186,927	4,386	500,161
Total commercial loans	227,153	953,673	973,270	70,931	2,225,027
<b>Consumer</b>					
Real estate	10,593	51,956	301,095	718,785	1,082,429
Home equity	2,716	27,578	147,855	4,855	183,004
Construction	-	252	39,459	23,637	63,348
Other	11,157	33,592	3,265	805	48,819
Total consumer loans	24,466	113,378	491,674	748,082	1,377,600
Total gross loans, net of deferred fees	\$ 251,619	1,067,051	1,464,944	819,013	3,602,627

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The following table summarizes the loans due after one year by category.

(dollars in thousands)	March 31, 2024		December 31, 2023		June 30, 2024		December 31, 2023	
	Interest Rate		Interest Rate		Interest Rate		Interest Rate	
	Fixed	Floating or Adjustable	Fixed	Floating or Adjustable	Fixed	Floating or Adjustable	Fixed	Floating or Adjustable
<b>Commercial</b>								
Owner occupied RE	\$ 600,279	14,913	605,199	9,100	\$ 607,993	19,571	605,199	9,100
Non-owner occupied RE	746,525	120,560	768,048	105,880	730,091	91,783	768,048	105,880
Construction	96,176	28,863	81,326	42,592	84,955	32,425	81,326	42,592
Business	293,897	108,619	293,920	91,809	288,076	124,265	293,920	91,809
<b>Total commercial loans</b>	<b>1,736,877</b>	<b>272,955</b>	<b>1,748,493</b>	<b>249,381</b>	<b>1,711,115</b>	<b>268,044</b>	<b>1,748,493</b>	<b>249,381</b>
<b>Consumer</b>								
Real estate	1,091,343	-	1,071,836	-	1,108,308	-	1,071,836	-
Home equity	11,485	170,328	11,441	168,847	10,791	175,735	11,441	168,847
Construction	52,834	-	63,348	-	30,852	-	63,348	-
Other	12,127	26,481	11,525	26,137	11,463	26,629	11,525	26,137
<b>Total consumer loans</b>	<b>1,167,789</b>	<b>196,809</b>	<b>1,158,150</b>	<b>194,984</b>	<b>1,161,414</b>	<b>202,364</b>	<b>1,158,150</b>	<b>194,984</b>
<b>Total gross loans, net of deferred fees</b>	<b>\$ 2,904,666</b>	<b>469,764</b>	<b>2,906,643</b>	<b>444,365</b>	<b>\$ 2,872,529</b>	<b>470,408</b>	<b>2,906,643</b>	<b>444,365</b>

**Credit Quality Indicators**

The Company tracks credit quality based on its internal risk ratings. Upon origination, a loan is assigned an initial risk grade, which is generally based on several factors such as the borrower's credit score, the loan-to-value ratio, the debt-to-income ratio, etc. After loans are initially graded, they are monitored regularly for credit quality based on many factors, such as payment history, the borrower's financial status, and changes in collateral value. Loans can be downgraded or upgraded depending on management's evaluation of these factors. Internal risk-grading policies are consistent throughout each loan type.

A description of the general characteristics of the risk grades is as follows:

- Pass—A pass loan ranges from minimal to average credit risk; however, still has acceptable credit risk.
- Watch—A watch loan exhibits above average credit risk due to minor weaknesses and warrants closer scrutiny by management.
- Special mention—A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or the institution's credit position at some future date.
- Substandard—A substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness, or weaknesses, which may jeopardize the liquidation of the debt. A substandard loan is characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.
- Doubtful—A doubtful loan has all of the weaknesses inherent in one classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of the currently existing facts, conditions and values, highly questionable and improbable.

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The following table presents loan balances classified by credit quality indicators by year of origination as of **March 31, 2024** **June 30, 2024**.

(dollars in thousands)	March 31, 2024							
	2024	2023	2022	2021	2020	Prior	Revolving	Revolving Converted to Term
<b>Commercial</b>								
Owner occupied RE								
Pass	\$ 11,770	42,283	180,226	134,787	63,949	164,174	85	-
Watch	-	-	3,429	456	15,880	10,101	-	29,866
Special Mention	-	-	177	-	-	2,889	-	3,066
Substandard	-	-	-	-	-	841	-	841
Total Owner occupied RE	11,770	42,283	183,832	135,243	79,829	178,005	85	-
Non-owner occupied RE								
Pass	12,575	79,336	303,755	169,028	105,833	226,072	303	896,902
Watch	-	1,002	2,596	448	527	15,911	-	20,494
Special Mention	-	-	967	7,707	-	9,049	-	17,723
Substandard	-	-	-	305	-	9,116	-	9,421
Total Non-owner occupied RE	12,575	80,338	307,318	177,488	106,360	260,148	303	944,530
Construction								
Pass	3,563	28,027	86,648	26,741	11,087	-	-	156,066
Watch	-	-	1,398	-	-	-	-	1,398
Total Construction	3,563	28,027	88,046	26,741	11,087	-	-	157,464
Business								
Pass	8,232	52,166	134,401	45,948	18,339	61,981	163,010	-
Watch	-	120	17,160	1,814	980	4,600	6,942	5
Special Mention	-	231	942	89	500	1,736	101	3,599
Substandard	-	-	-	151	-	625	-	776
Total Business	8,232	52,517	152,503	48,002	19,819	68,942	170,053	5
Current period gross write-offs	-	-	-	-	(346)	-	-	(346)
Total Commercial loans	36,140	203,165	731,699	387,474	217,095	507,095	170,441	5
Consumer								
Real estate								
Pass	18,718	146,761	281,881	276,118	171,468	168,438	-	1,063,384
Watch	-	488	5,615	7,360	3,883	5,876	-	23,222
Special Mention	-	142	2,487	1,905	1,282	5,253	-	11,069
Substandard	-	275	350	631	986	1,656	-	3,898
Total Real estate	18,718	147,666	290,333	286,014	177,619	181,223	-	1,101,573
Home equity								
Pass	-	-	-	-	-	-	173,125	-
Watch	-	-	-	-	-	-	6,103	-
Special Mention	-	-	-	-	-	-	5,007	-
Substandard	-	-	-	-	-	-	456	-
Total Home equity	-	-	-	-	-	-	184,691	-
Construction								
Pass	664	13,604	30,974	7,974	-	-	-	53,216
Total Construction	664	13,604	30,974	7,974	-	-	-	53,216
Other								
Pass	1,979	1,171	2,411	2,174	1,387	3,253	37,657	-
Watch	-	8	25	345	-	156	51	585
Special Mention	-	32	330	71	-	73	36	542
Substandard	-	-	-	-	-	-	13	13
Total Other	1,979	1,211	2,766	2,590	1,387	3,482	37,757	-
Current period gross write-offs	-	-	-	-	(38)	(40)	-	(78)
Total Consumer loans	21,361	162,481	324,073	296,578	179,006	184,705	222,448	-
Total loans	\$ 57,501	365,646	1,055,772	684,052	396,101	691,800	392,889	5 3,643,766
Total Current period gross write-offs	-	-	-	-	(346)	(38)	(40)	(424)

(dollars in thousands)	June 30, 2024							
	2024	2023	2022	2021	2020	Prior	Revolving	Revolving Converted to Term
<b>Commercial</b>								
Owner occupied RE								
Pass	\$ 23,203	44,004	179,234	139,629	69,627	157,231	85	240
Watch	501	-	3,400	1,483	8,947	10,562	-	24,893
Special Mention	-	-	172	-	-	2,866	-	3,038
Substandard	-	-	-	-	-	824	-	824
Total Owner occupied RE	23,704	44,004	182,806	141,112	78,574	171,483	85	240
Non-owner occupied RE								
Pass	18,752	78,134	307,936	163,811	106,253	200,283	348	875,517
Watch	-	997	2,363	444	522	11,614	-	15,940
Special Mention	-	-	-	7,662	-	8,999	-	16,661
Substandard	-	-	967	304	-	7,645	-	8,916
Total Non-owner occupied RE	18,752	79,131	311,266	172,221	106,775	228,541	348	917,034
Current period gross write-offs	-	-	-	-	-	(1,029)	-	(1,029)
Construction								
Pass	11,547	27,377	84,630	20,016	-	-	-	143,570

Watch	-	-	-	1,398	-	-	-	-	-	1,398
Total Construction	11,547	27,377	86,028	20,016	-	-	-	-	-	144,968
Business										
Pass	14,126	48,209	137,919	42,732	17,134	57,525	172,528	230	490,403	
Watch	-	152	16,870	1,965	1,448	4,394	6,985	146	31,960	
Special Mention	662	223	827	80	131	1,812	-	-	3,735	
Substandard	-	-	-	148	361	410	-	-	919	
Total Business	14,788	48,584	155,616	44,925	19,074	64,141	179,513	376	527,017	
Current period gross write-offs	-	-	-	-	(347)	(18)	-	-	(365)	
Total Commercial loans	68,791	199,096	735,716	378,274	204,423	464,165	179,946	616	2,231,027	
Consumer										
Real estate										
Pass	47,322	148,130	287,524	271,998	166,714	165,723	-	-	1,087,411	
Watch	-	487	5,590	7,305	4,764	5,813	-	-	23,959	
Special Mention	-	142	2,472	1,509	993	5,104	-	-	10,220	
Substandard	-	275	341	1,220	978	1,751	-	-	4,565	
Total Real estate	47,322	149,034	295,927	282,032	173,449	178,391	-	-	1,126,155	
Home equity										
Pass	-	-	-	-	-	-	175,981	-	175,981	
Watch	-	-	-	-	-	-	8,094	-	8,094	
Special Mention	-	-	-	-	-	-	3,724	-	3,724	
Substandard	-	-	-	-	-	-	1,495	-	1,495	
Total Home equity	-	-	-	-	-	-	189,294	-	189,294	
Construction										
Pass	2,638	10,263	15,424	4,611	-	-	-	-	32,936	
Total Construction	2,638	10,263	15,424	4,611	-	-	-	-	32,936	
Other										
Pass	2,411	1,066	2,316	2,034	1,320	3,053	29,800	-	42,000	
Watch	-	8	20	341	-	150	55	-	574	
Special Mention	5	31	327	69	-	68	30	-	530	
Substandard	-	-	-	-	-	-	5	-	5	
Total Other	2,416	1,105	2,663	2,444	1,320	3,271	29,890	-	43,109	
Current period gross write-offs	-	-	-	-	-	(38)	(41)	-	(79)	
Total Consumer loans	52,376	160,402	314,014	289,087	174,769	181,662	219,184	-	1,391,494	
Total loans	\$ 121,167	359,498	1,049,730	667,361	379,192	645,827	399,130	616	3,622,521	
Total Current period gross write-offs	-	-	-	-	(347)	(1,085)	(41)	-	(1,473)	

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The following table presents loan balances classified by credit quality indicators by year of origination as of December 31, 2023.

(dollars in thousands)	December 31, 2023								
	2023	2022	2021	2020	2019	Prior	Revolving	Revolving Converted to Term	Total
<b>Commercial</b>									
<b>Owner occupied RE</b>									
Pass	\$ 42,846	180,654	138,549	64,818	59,880	110,502	85	166	597,500
Watch	-	3,460	460	15,997	3,525	6,616	-	-	30,058
Special Mention	-	181	-	-	-	3,057	-	-	3,238
Substandard	-	-	-	-	-	861	-	-	861
<b>Total Owner occupied RE</b>	<b>42,846</b>	<b>184,295</b>	<b>139,009</b>	<b>80,815</b>	<b>63,405</b>	<b>121,036</b>	<b>85</b>	<b>166</b>	<b>631,657</b>
<b>Non-owner occupied RE</b>									
Pass	84,617	298,063	162,697	107,364	59,260	163,990	9,249	-	885,240
Watch	1,007	3,260	9,914	533	5,545	10,630	-	-	30,889
Special Mention	-	-	7,759	-	8,252	879	-	-	16,890
Substandard	-	-	313	-	8,088	1,109	-	-	9,510
<b>Total Non-owner occupied RE</b>	<b>85,624</b>	<b>301,323</b>	<b>180,683</b>	<b>107,897</b>	<b>81,145</b>	<b>176,608</b>	<b>9,249</b>	<b>-</b>	<b>942,529</b>
<b>Current period gross write-offs</b>	<b>-</b>	<b>(200)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(42)</b>	<b>-</b>	<b>-</b>	<b>(242)</b>
<b>Construction</b>									
Pass	27,262	86,161	24,399	11,459	-	-	-	-	149,281
Watch	-	1,399	-	-	-	-	-	-	1,399
<b>Total Construction</b>	<b>27,262</b>	<b>87,560</b>	<b>24,399</b>	<b>11,459</b>	-	-	-	-	150,680
<b>Business</b>									
Pass	48,705	134,999	48,557	18,868	17,292	47,708	146,745	1,431	464,305
Watch	127	15,867	1,833	1,010	842	3,584	7,570	506	31,339
Special Mention	241	961	98	857	184	447	150	97	3,035
Substandard	-	-	155	-	132	1,195	-	-	1,482
<b>Total Business</b>	<b>49,073</b>	<b>151,827</b>	<b>50,643</b>	<b>20,735</b>	<b>18,450</b>	<b>52,934</b>	<b>154,465</b>	<b>2,034</b>	<b>500,161</b>
<b>Current period gross write-offs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(28)</b>	<b>-</b>	<b>-</b>	<b>(15)</b>	<b>(22)</b>	<b>(65)</b>
<b>Total Commercial loans</b>	<b>204,805</b>	<b>725,005</b>	<b>394,734</b>	<b>220,906</b>	<b>163,000</b>	<b>350,578</b>	<b>163,799</b>	<b>2,200</b>	<b>2,225,027</b>
<b>Consumer</b>									
<b>Real estate</b>									
Pass	144,179	273,585	278,138	176,395	66,087	105,383	-	-	1,043,767
Watch	490	5,658	8,230	3,917	2,051	3,890	-	-	24,236
Special Mention	143	2,499	1,657	1,291	2,220	3,360	-	-	11,170
Substandard	-	-	635	817	318	1,486	-	-	3,256
<b>Total Real estate</b>	<b>144,812</b>	<b>281,742</b>	<b>288,660</b>	<b>182,420</b>	<b>70,676</b>	<b>114,119</b>	<b>-</b>	<b>-</b>	<b>1,082,429</b>
<b>Home equity</b>									
Pass	-	-	-	-	-	-	171,003	-	171,003
Watch	-	-	-	-	-	-	6,393	-	6,393
Special Mention	-	-	-	-	-	-	4,283	-	4,283
Substandard	-	-	-	-	-	-	1,325	-	1,325
<b>Total Home equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>183,004</b>	<b>-</b>	<b>183,004</b>
<b>Current period gross write-offs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(438)</b>	<b>-</b>	<b>(438)</b>
<b>Construction</b>									
Pass	14,339	39,893	9,116	-	-	-	-	-	63,348
<b>Total Construction</b>	<b>14,339</b>	<b>39,893</b>	<b>9,116</b>	-	-	-	-	-	63,348
<b>Other</b>									
Pass	1,278	2,551	2,361	1,457	803	2,604	36,549	-	47,603
Watch	9	29	348	-	15	163	58	-	622
Special Mention	33	333	-	-	23	82	41	-	512
Substandard	-	-	75	-	-	-	7	-	82
<b>Total Other</b>	<b>1,320</b>	<b>2,913</b>	<b>2,784</b>	<b>1,457</b>	<b>841</b>	<b>2,849</b>	<b>36,655</b>	<b>-</b>	<b>48,819</b>
<b>Current period gross write-offs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(16)</b>	<b>-</b>	<b>(16)</b>
<b>Total Consumer loans</b>	<b>160,471</b>	<b>324,548</b>	<b>300,560</b>	<b>183,877</b>	<b>71,517</b>	<b>116,968</b>	<b>219,659</b>	<b>-</b>	<b>1,377,600</b>
<b>Total loans</b>	<b>\$ 365,276</b>	<b>1,049,553</b>	<b>695,294</b>	<b>404,783</b>	<b>234,517</b>	<b>467,546</b>	<b>383,458</b>	<b>2,200</b>	<b>3,602,627</b>
<b>Total Current period gross write-offs</b>	<b>-</b>	<b>(200)</b>	<b>-</b>	<b>(28)</b>	<b>-</b>	<b>(42)</b>	<b>(469)</b>	<b>(22)</b>	<b>(761)</b>

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The following tables present loan balances by age and payment status.

(dollars in thousands)	March 31, 2024						June 30, 2024					
	Accruing 30-59 days past due	Accruing 60-89 days past due	Accruing 90 days or more past due	Nonaccrual loans	Accruing current	Total	Accruing 30-59 days past due	Accruing 60-89 days past due	Accruing 90 days or more past due	Nonaccrual loans	Accruing current	Total
<b>Commercial</b>												
Owner occupied RE	\$ -	-	-	-	631,047	631,047	\$ -	-	-	-	642,008	642,008
Non-owner occupied RE	8,031	27	-	1,410	935,062	944,530	115	-	-	7,949	908,970	917,034
Construction	-	-	-	-	157,464	157,464	-	-	-	-	144,968	144,968
Business	428	18	-	488	519,139	520,073	622	-	-	829	525,566	527,017
<b>Consumer</b>												
Real estate	2,903	-	-	1,380	1,097,290	1,101,573	124	871	-	1,876	1,123,284	1,126,155
Home equity	231	127	-	367	183,966	184,691	352	45	-	564	188,333	189,294
Construction	-	-	-	-	53,216	53,216	-	-	-	-	32,936	32,936
Other	-	7	-	1	51,164	51,172	-	-	-	-	43,109	43,109
<b>Total loans</b>	<b>\$ 11,593</b>	<b>179</b>	<b>-</b>	<b>3,646</b>	<b>3,628,348</b>	<b>3,643,766</b>	<b>\$ 1,213</b>	<b>916</b>	<b>-</b>	<b>11,218</b>	<b>3,609,174</b>	<b>3,622,521</b>
<b>Total loans over 90 days past due</b>						<b>889</b>						<b>1,527</b>
(dollars in thousands)	December 31, 2023						December 31, 2023					
	Accruing 30-59 days past due	Accruing 60-89 days past due	Accruing 90 days or more past due	Nonaccrual loans	Accruing current	Total	Accruing 30-59 days past due	Accruing 60-89 days past due	Accruing 90 days or more past due	Nonaccrual loans	Accruing current	Total
<b>Commercial</b>												
Owner occupied RE	\$ 74	-	-	-	631,583	631,657	\$ 74	-	-	-	631,583	631,657
Non-owner occupied RE	8,102	-	-	1,423	933,004	942,529	8,102	-	-	1,423	933,004	942,529
Construction	-	-	-	-	150,680	150,680	-	-	-	-	150,680	150,680
Business	567	-	-	319	499,275	500,161	567	-	-	319	499,275	500,161
<b>Consumer</b>												
Real estate	1,750	-	-	985	1,079,694	1,082,429	1,750	-	-	985	1,079,694	1,082,429
Home equity	601	30	-	1,236	181,137	183,004	601	30	-	1,236	181,137	183,004
Construction	-	-	-	-	63,348	63,348	-	-	-	-	63,348	63,348
Other	25	25	-	-	48,769	48,819	25	25	-	-	48,769	48,819
<b>Total loans</b>	<b>\$ 11,119</b>	<b>55</b>	<b>-</b>	<b>3,963</b>	<b>3,587,490</b>	<b>3,602,627</b>	<b>\$ 11,119</b>	<b>55</b>	<b>-</b>	<b>3,963</b>	<b>3,587,490</b>	<b>3,602,627</b>
<b>Total loans over 90 days past due</b>						<b>1,300</b>						<b>1,300</b>

As of **March 31, 2024** June 30, 2024 and December 31, 2023, loans 30 days or more past due represented **0.36%** 0.30% and 0.37% of the Company's total loan portfolio, respectively. Commercial loans 30 days or more past due were **0.24%** 0.23% and 0.27% of the Company's total loan portfolio as of **March 31, 2024** June 30, 2024 and December 31, 2023, respectively. Consumer loans 30 days or more past due were **0.11%** 0.07% and 0.09% of total loans as of **March 31, 2024** June 30, 2024 and December 31, 2023, respectively.

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The table below summarizes nonaccrual loans by major categories for the periods presented.

(dollars in thousands)	March 31, 2024			December 31, 2023			June 30, 2024			December 31, 2023		
	Nonaccrual loans with no allowance	Nonaccrual loans with an allowance	Total nonaccrual loans									
	Commercial	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total	Commercial	Consumer	Real estate	Home equity	Construction	Other
<b>Commercial</b>												
<b>Owner occupied RE</b>	\$ -	-	-	-	\$ -	-	-	-	\$ -	-	-	-
<b>Non-owner occupied RE</b>	646	764	1,410	653	770	1,423	5,454	2,495	7,949	653	770	1,423
<b>Construction</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Business</b>	-	488	488	164	155	319	-	829	829	164	155	319
<b>Total commercial</b>	646	1,252	1,898	817	925	1,742	5,454	3,324	8,778	817	925	1,742
<b>Consumer</b>												
<b>Real estate</b>	625	755	1,380	-	985	985	1,148	728	1,876	-	985	985
<b>Home equity</b>	367	-	367	343	893	1,236	489	75	564	343	893	1,236
<b>Construction</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Other</b>	-	1	1	-	-	-	-	-	-	-	-	-
<b>Total consumer</b>	992	756	1,748	343	1,878	2,221	1,637	803	2,440	343	1,878	2,221
<b>Total nonaccrual loans</b>	<b>\$ 1,638</b>	<b>2,008</b>	<b>3,646</b>	<b>\$ 1,160</b>	<b>2,803</b>	<b>3,963</b>	<b>\$ 7,091</b>	<b>4,127</b>	<b>11,218</b>	<b>\$ 1,160</b>	<b>2,803</b>	<b>3,963</b>

The Company did not recognize interest income on nonaccrual loans for the three months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023. The accrued interest reversed during the three months ended March 31, 2024 and March 31, 2023 June 30, 2024 was not \$76,000. Accrued interest reversed during the three months ended June 30, 2023 was not material. Foregone interest income on the nonaccrual loans for the three-month period ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023 was not material.

We did not recognize interest income on nonaccrual loans for the six months ended June 30, 2024 and June 30, 2023. Accrued interest of \$82,000 was reversed during the six months ended June 30, 2024 and \$23,000 was reversed during the six months ended June 30, 2023.

The table below summarizes information regarding nonperforming assets.

(dollars in thousands)	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
<b>Nonaccrual loans</b>	\$ 3,646	3,963	\$ 11,218	3,963
<b>Other real estate owned</b>	-	-	-	-
<b>Total nonperforming assets</b>	\$ 3,646	3,963	\$ 11,218	3,963
<b>Nonperforming assets as a percentage of:</b>				
<b>Total assets</b>	0.09 %	0.10 %	0.27 %	0.10 %
<b>Gross loans</b>	0.10 %	0.11 %	0.31 %	0.11 %
<b>Total loans over 90 days past due</b>	\$ 889	1,300	\$ 1,527	1,300
<b>Loans over 90 days past due and still accruing</b>	-	-	-	-

**Modifications to Borrowers Experiencing Financial Difficulty**

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

The allowance for credit losses incorporates an estimate of lifetime expected credit losses and is recorded on each asset upon origination or acquisition. The starting point for the estimate of the allowance for credit losses is historical loss information, which includes losses from modifications of receivables to borrowers experiencing financial difficulty. The Company uses a probability of default/loss given default model to determine the allowance for credit losses. An assessment of whether a borrower is experiencing financial difficulty is made on the date of a modification.

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Because the effect of most modifications made to borrowers experiencing financial difficulty is already included in the allowance for credit losses because of the measurement methodologies used to estimate the allowance, a change to the allowance for credit losses is generally not recorded upon modification.

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There were no loans modified. Loan modifications to borrowers experiencing financial difficulty during were not material for the three and six months ended March 31, 2024. The following table shows the amortized cost basis of the loans modified to borrowers experiencing financial difficulty during the twelve months ended December 31, 2023, disaggregated by class of loans June 30, 2024 and type of concession granted and describes the financial effect of the modifications made to borrowers experiencing financial difficulty.

(dollars in thousands)	Amortized Cost Basis	% of Total Loan Type	Term Extension	
			Financial Effect	
Commercial Business	\$ 309	0.06 %	Added a 1-year term to both of the loans modified. One loan was granted an extended amortization due to the inability to pay on a 3-year amortization. The other loan was given an interest only period due to the ability to pay only interest to get the loan renewed.	

Neither of the two loans modified had a payment default during the period. The Company closely monitors the performance of the loans that are modified for borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. Both loans are in current payment status since the loan modification occurred in the third quarter of 2023. There have been no commitments to lend additional funds to the borrowers experiencing financial difficulty as of March 31, 2024 June 30, 2023.

### Allowance for Credit Losses

The Company maintains an allowance for credit losses to provide for expected credit losses. Losses are charged against the allowance when management believes that the principal is uncollectable. Subsequent recoveries, if any, are credited to the allowance. Allocations of the allowance are made for specific loans and for pools of similar types of loans, although the entire allowance is available for any loan that, in management's judgment, should be charged against the allowance. A provision for credit losses is taken based on management's ongoing evaluation of the appropriate allowance balance.

A formal evaluation of the adequacy of the credit loss allowance is conducted quarterly. This assessment includes procedures to estimate the allowance and test the adequacy and appropriateness of the resulting balance. The level of the allowance is based upon management's evaluation of historical default and loss experience, current and projected economic conditions, asset quality trends, known and inherent risks in the portfolio, adverse situations that may affect the borrowers' ability to repay a loan, the estimated value of any underlying collateral, composition of the loan portfolio, industry and peer bank loan quality indications and other pertinent factors, including regulatory recommendations. Management believes the level of the allowance for credit losses is adequate to absorb all expected future losses inherent in the loan portfolio at the balance sheet date. The allowance is increased through provision for credit losses and decreased by charge-offs, net of recoveries of amounts previously charged-off.

The Company uses a lifetime probability of default and loss given default modeling approach to estimate the allowance for credit losses on loans. This method uses historical correlations between default experience and the age of loans to forecast defaults and losses, assuming that a loan in a pool shares similar risk characteristics such as loan product type, risk rating and loan age, and demonstrates similar default characteristics as other loans in that pool, as the loan progresses through its lifecycle. The Company calculates lifetime probability of default and loss given default rates based on historical loss experience, which is used to calculate expected losses based on the pool's loss rate and the age of loans in the pool. Management believes that the Company's historical loss experience provides the best basis for its assessment of expected credit losses to determine the allowance for credit losses. The Company uses its own internal data to measure historical credit loss experience within the pools with similar risk characteristics over an economic cycle. The probability of default and loss given default method also includes assumptions of observed migration over the lifetime of the underlying loan data. Loans that do not share risk characteristics are evaluated for expected credit losses on an individual basis and excluded from the collective evaluation.

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Management also considers further adjustments to historical loss information for current conditions and reasonable and supportable forecasts that differ from the conditions that exist for the period over which historical information is evaluated as well as other changes in qualitative factors not inherently considered in the quantitative analyses. The Company generally utilizes a four-quarter forecast period in evaluating the appropriateness of the reasonable and supportable forecast scenarios which are incorporated through qualitative adjustments. There is immediate reversion to historical loss rates. The qualitative categories and the measurements used to quantify the risks within each of these categories are subjectively selected by management but measured by objective measurements period over period. The data for each measurement may be obtained from internal or external sources. The current period measurements are evaluated and assigned a factor commensurate with the current level of risk relative to past measurements over time. The resulting qualitative adjustments are applied to the relevant collectively evaluated loan pools. These adjustments are based upon quarterly trend assessments in certain economic factors such as labor, inflation, consumer sentiment and real disposable income, as well as associate retention and turnover, portfolio concentrations, and growth characteristics. The qualitative analysis increases or decreases the allowance allocation for each loan pool based on the assessment of factors described above.

The following tables summarize the activity related to the allowance for credit losses for the three and six months ended **March 31, 2024** **June 30, 2024** and **March 31, 2023** **June 30, 2023** under the CECL methodology.

	Three months ended March 31, 2024								
	Commercial				Consumer				
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Real Estate	Home Equity	Construction	Other	Total
(dollars in thousands)									
<b>Balance, beginning of period</b>	\$ 6,118	11,167	1,594	7,385	10,647	2,600	677	494	40,682
Provision for credit losses	-	-	-	-	-	-	-	-	-
Loan charge-offs	-	-	-	(346)	-	-	-	(78)	(424)
Loan recoveries	-	-	-	15	-	119	-	49	183
Net loan recoveries (charge-offs)	-	-	-	(331)	-	119	-	(29)	(241)
<b>Balance, end of period</b>	\$ 6,118	11,167	1,594	7,054	10,647	2,719	677	465	40,441
Net charge-offs to average loans (annualized)									0.03%
Allowance for credit losses to gross loans									1.11%
Allowance for credit losses to nonperforming loans									1,109.13%

  

	Three months ended March 31, 2023								
	Commercial				Consumer				
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Real Estate	Home Equity	Construction	Other	Total
(dollars in thousands)									
<b>Balance, beginning of period</b>	\$ 5,867	10,376	1,292	7,861	9,487	2,551	893	312	38,639
Provision for credit losses	117	1,038	(182)	150	592	53	(83)	170	1,855
Loan charge-offs	-	(160)	-	(1)	-	-	-	-	(161)
Loan recoveries	-	31	-	12	-	59	-	-	102
Net loan recoveries (charge-offs)	-	(129)	-	11	-	59	-	-	(59)
<b>Balance, end of period</b>	\$ 5,984	11,285	1,110	8,022	10,079	2,663	810	482	40,435
Net charge-offs to average loans (annualized)									0.01%
Allowance for credit losses to gross loans									1.18%
Allowance for credit losses to nonperforming loans									854.33%

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(dollars in thousands)	Three months ended June 30, 2024								
	Commercial				Consumer				
	Owner occupied RE	Non- owner occupied RE	Construction	Business	Real Estate	Home Equity	Construction	Other	Total
<b>Balance, beginning of period</b>	\$ 6,118	11,167	1,594	7,054	10,647	2,719	677	465	40,441
Provision for credit losses	(651)	424	(263)	190	1,750	(244)	(399)	(57)	750
Loan charge-offs	-	(1,029)	-	(19)	-	-	-	(1)	(1,049)
Loan recoveries	-	-	-	11	-	4	-	-	15
Net loan recoveries (charge-offs)	-	(1,029)	-	(8)	-	4	-	(1)	(1,034)
<b>Balance, end of period</b>	<b>\$ 5,467</b>	<b>10,562</b>	<b>1,331</b>	<b>7,236</b>	<b>12,397</b>	<b>2,479</b>	<b>278</b>	<b>407</b>	<b>40,157</b>
Net charge-offs to average loans (annualized)									0.11 %
Allowance for credit losses to gross loans									1.11 %
Allowance for credit losses to nonperforming loans									357.95 %
Three months ended June 30, 2023									
(dollars in thousands)	Commercial				Consumer				
	Owner occupied RE	Non- owner occupied RE	Construction	Business	Real Estate	Home Equity	Construction	Other	Total
	\$ 5,984	11,285	1,110	8,022	10,079	2,663	810	482	40,435
Provision for credit losses	(88)	347	221	118	316	245	(126)	62	1,095
Loan charge-offs	-	(48)	-	-	-	(389)	-	(2)	(439)
Loan recoveries	-	-	-	12	-	2	-	-	14
Net loan recoveries (charge-offs)	-	(48)	-	12	-	(387)	-	(2)	(425)
<b>Balance, end of period</b>	<b>\$ 5,896</b>	<b>11,584</b>	<b>1,331</b>	<b>8,152</b>	<b>10,395</b>	<b>2,521</b>	<b>684</b>	<b>542</b>	<b>41,105</b>
Net charge-offs to average loans (annualized)									0.05 %
Allowance for credit losses to gross loans									1.16 %
Allowance for credit losses to nonperforming loans									1,363.11 %

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(dollars in thousands)	Six months ended June 30, 2024								
	Commercial				Consumer				
	Owner occupied RE	Non- owner occupied RE	Construction	Business	Real Estate	Home Equity	Construction	Other	Total
<b>Balance, beginning of period</b>	\$ 6,118	11,167	1,594	7,385	10,647	2,600	677	494	40,682
Provision for credit losses	(651)	424	(263)	190	1,750	(244)	(399)	(57)	750
Loan charge-offs	-	(1,029)	-	(365)	-	-	-	(79)	(1,473)
Loan recoveries	-	-	-	26	-	123	-	49	198
Net loan recoveries (charge-offs)	-	(1,029)	-	(339)	-	123	-	(30)	(1,275)
<b>Balance, end of period</b>	\$ 5,467	10,562	1,331	7,236	12,397	2,479	278	407	40,157
Net charge-offs to average loans (annualized)									0.07%
Allowance for credit losses to gross loans									1.11%
Allowance for credit losses to nonperforming loans									357.95%
Six months ended June 30, 2023									
(dollars in thousands)	Commercial				Consumer				
	Owner occupied RE	Non- owner occupied RE	Construction	Business	Real Estate	Home Equity	Construction	Other	Total
	\$ 5,867	10,376	1,292	7,861	9,487	2,551	893	312	38,639
Provision for credit losses	29	1,385	39	268	908	298	(209)	232	2,950
Loan charge-offs	-	(209)	-	(1)	-	(389)	-	(2)	(601)
Loan recoveries	-	32	-	24	-	61	-	-	117
Net loan recoveries (charge-offs)	-	(177)	-	23	-	(328)	-	(2)	(484)
<b>Balance, end of period</b>	\$ 5,896	11,584	1,331	8,152	10,395	2,521	684	542	41,105
Net charge-offs to average loans (annualized)									0.03%
Allowance for credit losses to gross loans									1.16%
Allowance for credit losses to nonperforming loans									1,363.11%

There was no provision for credit losses recorded during the first quarter of 2024, compared to a provision of \$1.9 million and \$1.1 million for the first quarter of 2023. No three months ended June 30, 2024 and June 30, 2023, respectively. In addition, the provision was recorded during the first quarter of 2024 due to continued low net charge-offs and a continued decline of the expected loss rates in the allowance for credit losses. The provision for credit losses was \$750,000 and \$3.0 million for the six months ended June 30, 2024 and June 30, 2023, respectively.

Collateral dependent loans are loans for which the repayment is expected to be provided substantially through the operation or sale of the collateral and the borrower is experiencing financial difficulty. The Company reviews individually evaluated loans for designation as collateral dependent loans, as well as other loans that management of the Company designates as having higher risk. These loans do not share common risk characteristics and are not included within the collectively evaluated loans for determining the allowance for credit losses.

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Under CECL, for collateral dependent loans, the Company has adopted the practical expedient to measure the allowance for credit losses based on the fair value of collateral. The allowance for credit losses is calculated on an individual loan basis based on the shortfall between the fair value of the loan's collateral, which is adjusted for liquidation costs/discounts, and amortized cost. If the fair value of the collateral exceeds the amortized cost, no allowance is required.

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The following tables present an analysis of collateral-dependent loans of the Company as of **March 31, 2024** **June 30, 2024** and December 31, 2023.

(dollars in thousands)	March 31, 2024				June 30, 2024			
	Real estate	Business assets	Other	Total	Real estate	Business assets	Other	Total
<b>Commercial</b>								
<i>Owner occupied RE</i>	\$ -	- -	- -	- -	\$ -	- -	- -	- -
<i>Non-owner occupied RE</i>	723	- -	- -	723	7,274	- -	- -	7,274
<i>Construction</i>	- -	- -	- -	- -	- -	- -	- -	- -
<i>Business</i>	- -	- -	- -	- -	361	321	- -	682
<b>Total commercial</b>	<b>723</b>	- -	- -	<b>723</b>	<b>7,635</b>	<b>321</b>	- -	<b>7,956</b>
<b>Consumer</b>								
<i>Real estate</i>	789	- -	- -	789	1,304	- -	- -	1,304
<i>Home equity</i>	367	- -	- -	367	564	- -	- -	564
<i>Construction</i>	- -	- -	- -	- -	- -	- -	- -	- -
<i>Other</i>	- -	- -	- -	- -	- -	- -	- -	- -
<b>Total consumer</b>	<b>1,156</b>	- -	- -	<b>1,156</b>	<b>1,868</b>	- -	- -	<b>1,868</b>
<b>Total</b>	<b>\$ 1,879</b>	- -	- -	<b>1,879</b>	<b>\$ 9,503</b>	<b>321</b>	- -	<b>9,824</b>
December 31, 2023								
(dollars in thousands)	Real estate	Business assets	Other	Total	Real estate	Business assets	Other	Total
<b>Commercial</b>								
<i>Owner occupied RE</i>	\$ -	- -	- -	- -	\$ -	- -	- -	- -
<i>Non-owner occupied RE</i>	720	- -	- -	720	720	- -	- -	720
<i>Construction</i>	- -	- -	- -	- -	- -	- -	- -	- -
<i>Business</i>	164	- -	- -	164	164	- -	- -	164
<b>Total commercial</b>	<b>884</b>	- -	- -	<b>884</b>	<b>884</b>	- -	- -	<b>884</b>
<b>Consumer</b>								
<i>Real estate</i>	166	- -	- -	166	166	- -	- -	166
<i>Home equity</i>	343	- -	- -	343	343	- -	- -	343
<i>Construction</i>	- -	- -	- -	- -	- -	- -	- -	- -
<i>Other</i>	- -	- -	- -	- -	- -	- -	- -	- -
<b>Total consumer</b>	<b>509</b>	- -	- -	<b>509</b>	<b>509</b>	- -	- -	<b>509</b>
<b>Total</b>	<b>\$ 1,393</b>	- -	- -	<b>1,393</b>	<b>\$ 1,393</b>	- -	- -	<b>1,393</b>

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**Allowance for Credit Losses - Unfunded Loan Commitments**

The allowance for credit losses for unfunded loan commitments was **\$1.7** **1.4** million and \$1.8 million at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively, and is separately classified on the balance sheet within other liabilities. The following table presents the balance and activity in the allowance for credit losses for unfunded loan commitments for the three **and six** months ended **March 31, 2024** **June 30, 2024** and for the twelve months ended December 31, 2023 **June 30, 2023**.

(dollars in thousands)	Three months ended March 31, 2024	Twelve months ended December 31, 2023	Three months ended June 30, 2024	Three months ended June 30, 2023
<b>Balance, beginning of period</b>	<b>\$ 1,831</b>	<b>2,780</b>	<b>\$ 1,656</b>	<b>2,750</b>
<b>Provision for (reversal of) credit losses</b>	<b>(175)</b>	<b>(949)</b>	<b>(250)</b>	<b>(185)</b>
<b>Balance, end of period</b>	<b>\$ 1,656</b>	<b>1,831</b>	<b>\$ 1,406</b>	<b>2,565</b>
<b>Unfunded Loan Commitments</b>	<b>\$ 710,669</b>	<b>724,606</b>	<b>\$ 694,524</b>	<b>849,977</b>
<b>Reserve for Unfunded Commitments to Unfunded Loan Commitments</b>	<b>0.23%</b>	<b>0.25%</b>	<b>0.20%</b>	<b>0.30%</b>
<hr/>				
(dollars in thousands)			Six months ended June 30, 2024	Six months ended June 30, 2023
<b>Balance, beginning of period</b>			<b>\$ 1,831</b>	<b>2,780</b>
<b>Provision for (reversal of) credit losses</b>			<b>(425)</b>	<b>(215)</b>
<b>Balance, end of period</b>			<b>\$ 1,406</b>	<b>2,565</b>
<b>Unfunded Loan Commitments</b>			<b>\$ 694,524</b>	<b>849,977</b>
<b>Reserve for Unfunded Commitments to Unfunded Loan Commitments</b>			<b>0.20%</b>	<b>0.30%</b>

**NOTE 5 – Derivative Financial Instruments**

The Company utilizes derivative financial instruments primarily to manage its exposure to changes in interest rates. All derivative financial instruments are recognized as either assets or liabilities and measured at fair value.

The Company enters into commitments to originate residential mortgage loans held for sale, at specified interest rates and within a specified period of time, with clients who have applied for a loan and meet certain credit and underwriting criteria (interest rate lock commitments). These interest rate lock commitments ("IRLCs") meet the definition of a derivative financial instrument and are reflected in the balance sheet at fair value with changes in fair value recognized in current period earnings. Unrealized gains and losses on the IRLCs are recorded as derivative assets and derivative liabilities, respectively, and are measured based on the value of the underlying mortgage loan, quoted mortgage-backed securities ("MBS") prices and an estimate of the probability that the mortgage loan will fund within the terms of the interest rate lock commitment, net of estimated commission expenses.

The Company manages the interest rate and price risk associated with its outstanding IRLCs and mortgage loans held for sale by entering into derivative instruments such as forward sales of MBS. These derivatives are **free-standing** derivatives and are not designated as instruments for hedge accounting. Management expects these derivatives will experience changes in fair value opposite to changes in fair value of the IRLCs and mortgage loans held for sale, thereby reducing earnings volatility. The Company takes into account various factors and strategies in determining the portion of the mortgage pipeline (IRLCs and mortgage loans held for sale) it wants to economically hedge. The gain or loss resulting from the change in the fair value of the derivative is recognized in the Company's statement of income during the period of change.

The Company entered into a pay-fixed portfolio layer method fair value swap, designated as a hedging instrument, with a total notional amount of **\$200** **200.0** million in the second quarter of 2023. The hedging instrument matures on May 25, 2028. The Company is designating the fair value swap under the portfolio layer method ("PLM"). Under this method, the hedged item is designated as a hedged layer of a closed portfolio of financial loans that is anticipated to remain outstanding for the designated hedged period. Adjustments are made to record the swap at fair value on the consolidated balance sheets, with changes in fair value recognized in interest income. The carrying value of the fair value swap on the consolidated balance sheets will also be adjusted through interest income, based on changes in fair value attributable to changes in the hedged risk.

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The following table represents the carrying value of the portfolio layer method hedged asset and liability and the cumulative fair value hedging adjustment included in the carrying value of the hedged asset as of **March 31, 2024**, **June 30, 2024** and December 31, 2023.

	March 31, 2024		December 31, 2023	
(dollars in thousands)	Carrying Amount	Hedged Asset	Carrying Amount	Hedged Liability
Fixed Rate Asset/Liability <sup>1</sup>	\$ 203,206	\$ 3,206	\$ 199,518	\$ 482

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(dollars in thousands)	June 30, 2024		December 31, 2023	
	Carrying Amount	Hedged Asset	Carrying Amount	Hedged Liability
Fixed Rate Asset/Liability <sup>1</sup>	\$ 203,986	\$ 3,986	\$ 199,518	\$ 482

1. These amounts included the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of the assets in the closed portfolio anticipated to be outstanding for the designated hedged period. As of **March 31, 2024** June 30, 2024, the amortized cost basis of the closed portfolio used in this hedging relationship was **\$706.9** **694.1** million, the cumulative basis adjustment associated with this hedging relationship was **\$3.2** **4.0** million, and the amount of the designated hedged item was **\$200.0** million.

The following table summarizes the Company's outstanding financial derivative instruments at **March 31, 2024** June 30, 2024 and December 31, 2023.

(dollars in thousands)	March 31, 2024				June 30, 2024			
	Notional	Balance Sheet Location	Fair Value		Notional	Balance Sheet Location	Fair Value	
			Asset/(Liability)	Asset/(Liability)			Asset/(Liability)	Asset/(Liability)
<b>Derivatives designated as hedging instruments:</b>								
<b>Fair value swap</b>	<b>\$ 200,000</b>	<b>Other assets</b>	<b>\$ 3,206</b>	<b>\$ 200,000</b>	<b>Other assets</b>	<b>\$ 3,986</b>	<b>\$ 200,000</b>	<b>Other assets</b>
<b>Derivatives not designated as hedging instruments:</b>								
<b>Mortgage loan interest rate lock commitments</b>	<b>28,986</b>	<b>Other assets</b>	<b>316</b>	<b>21,923</b>	<b>Other assets</b>	<b>253</b>	<b>291,000</b>	<b>Other assets</b>
<b>MBS forward sales commitments</b>	<b>19,500</b>	<b>Other liabilities</b>	<b>(59)</b>	<b>15,000</b>	<b>Other assets</b>	<b>21</b>	<b>293,000</b>	<b>Other assets</b>
<b>Total derivative financial instruments</b>	<b>\$ 248,486</b>		<b>\$ 3,463</b>	<b>\$ 236,923</b>		<b>\$ 4,260</b>	<b>\$ 291,000</b>	<b>Other assets</b>
(dollars in thousands)	December 31, 2023				December 31, 2023			
	Notional	Balance Sheet Location	Fair Value		Notional	Balance Sheet Location	Fair Value	
			Asset/(Liability)	Asset/(Liability)			Asset/(Liability)	Asset/(Liability)
<b>Derivatives designated as hedging instruments:</b>								
<b>Fair value swap</b>	<b>\$ 200,000</b>	<b>Other liabilities</b>	<b>\$ (482)</b>	<b>\$ 200,000</b>	<b>Other liabilities</b>	<b>\$ (482)</b>	<b>\$ 200,000</b>	<b>Other liabilities</b>
<b>Derivatives not designated as hedging instruments:</b>								
<b>Mortgage loan interest rate lock commitments</b>	<b>12,973</b>	<b>Other assets</b>	<b>159</b>	<b>12,973</b>	<b>Other assets</b>	<b>159</b>	<b>12,973</b>	<b>Other assets</b>
<b>MBS forward sales commitments</b>	<b>10,000</b>	<b>Other liabilities</b>	<b>(68)</b>	<b>10,000</b>	<b>Other liabilities</b>	<b>(68)</b>	<b>10,000</b>	<b>Other liabilities</b>
<b>Total derivative financial instruments</b>	<b>\$ 222,973</b>		<b>\$ (391)</b>	<b>\$ 222,973</b>		<b>\$ (391)</b>	<b>\$ 222,973</b>	<b>Other liabilities</b>

Accrued interest receivable related to the interest rate swap as of **March 31, 2024** June 30, 2024 totaled **\$291,000** **293,000** and is excluded from the fair value presented in the table above.

The Company assesses the effectiveness of the fair value swap hedge with a regression analysis that compares the changes in forward curves to determine the value. The effective portion of changes in fair value of derivatives designated as fair value hedges is recorded through interest income. The Company does not offset derivative assets and derivative liabilities for financial statement presentation purposes.

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The following table summarizes the effect of the fair value hedging relationship recognized in the consolidated statements of income for the three and six months ended **March 31, 2024** June 30, 2024 and **March 31, 2023** June 30, 2023.

(dollars in thousands)			<i>Three months ended March 31,</i>		<i>Three months ended June 30,</i>		<i>Six months ended June 30,</i>	
			<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>
	<i>Gain (loss) on fair value hedging relationship:</i>							
<i>Hedged asset</i>		\$ 3,688	-	\$ 3,986	2,750	\$ 3,986	2,750	
<i>Fair value derivative designated as hedging instrument</i>		(3,738)	-	(3,947)	(2,784)	(3,997)	(2,784)	
<i>Total gain (loss) recognized in interest income on loans</i>		\$ (50)	-	\$ 39	(34)	\$ (11)	(34)	

## **NOTE 6 – Fair Value Accounting**

FASB ASC 820, "Fair Value Measurement and Disclosures," defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an 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. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and

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minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

### **Level 1 – Quoted market price in active markets**

Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include certain debt and equity securities that are traded in an active exchange market.

### **Level 2 – Significant other observable inputs**

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 for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include fixed income securities and mortgage-backed securities that are held in the Company's available-for-sale portfolio and valued by a third-party pricing service, as well as certain individually evaluated loans.

### **Level 3 – Significant unobservable inputs**

Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data.

The methods of determining the fair value of assets and liabilities presented in this note are consistent with our methodologies disclosed in Note 12 of the Company's 2023 Annual Report on Form 10-K. See Note 5 for how the derivative asset fair value is determined. The Company's loan portfolio is initially fair valued using a segmented approach, using the eight categories of loans as disclosed in Note 4 – Loans and Allowance for Credit Losses. Loans are considered a Level 3 classification.

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*Assets and Liabilities Recorded at Fair Value on a Recurring Basis*

The tables below present the recorded amount of assets and liabilities measured at fair value on a recurring basis as of **March 31, 2024** June 30, 2024 and December 31, 2023.

(dollars in thousands)	March 31, 2024				June 30, 2024				
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
<b>Assets</b>									
<i>Securities available for sale</i>									
Corporate bonds	\$ -	1,887	-	1,887	\$ -	1,887	-	1,887	
US treasuries	-	888	-	888	-	890	-	890	
US government agencies	-	18,197	-	18,197	-	17,700	-	17,700	
Corporate bonds	\$ -	19,537	-	19,537	\$ -	19,323	-	19,323	
Asset-backed securities	-	34,204	-	34,204	-	31,575	-	31,575	
Mortgage-backed securities	-	51,283	-	51,283	-	49,978	-	49,978	
Mortgage loans held for sale	-	11,842	-	11,842	-	14,759	-	14,759	
Mortgage loan interest rate lock commitments	-	316	-	316	-	253	-	253	
<i>MBS forward sales commitments</i>						-	21	-	21
Derivative asset	-	3,206	-	3,206	-	3,986	-	3,986	
<b>Total assets measured at fair value on a recurring basis</b>	<b>\$ -</b>	<b>141,360</b>	-	141,360	<b>\$ -</b>	<b>140,372</b>	-	140,372	
<b>Liabilities</b>									
<i>MBS forward sales commitments</i>	\$ -	59	-	59	\$ -	59	-	59	
<b>Total liabilities measured at fair value on a recurring basis</b>	<b>\$ -</b>	<b>59</b>	-	59	\$ -	59	-	59	

The company had no liabilities recorded at fair value on a recurring basis as of June 30, 2024.

(dollars in thousands)	December 31, 2023			
	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
<i>Securities available for sale:</i>				
Corporate bonds	\$ -	1,910	-	1,910
US treasuries	-	9,394	-	9,394
US government agencies	-	18,656	-	18,656
State and political subdivisions	-	19,741	-	19,741
Asset-backed securities	-	33,236	-	33,236
Mortgage-backed securities	-	51,765	-	51,765
Mortgage loans held for sale	-	7,194	-	7,194
Mortgage loan interest rate lock commitments	-	159	-	159
<b>Total assets measured at fair value on a recurring basis</b>	<b>\$ -</b>	<b>142,055</b>	-	142,055
<b>Liabilities</b>				
Derivative liability	\$ -	482	-	482
MBS forward sales commitments	-	68	-	68
<b>Total liabilities measured at fair value on a recurring basis</b>	<b>\$ -</b>	<b>550</b>	-	550

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(dollars in thousands)	December 31, 2023			
	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Securities available for sale:				
Corporate bonds	\$	-	1,910	-
US treasuries		-	9,394	-
US government agencies		-	18,656	-
State and political subdivisions		-	19,741	-
Asset-backed securities		-	33,236	-
Mortgage-backed securities		-	51,765	-
Mortgage loans held for sale		-	7,194	-
Mortgage loan interest rate lock commitments		-	159	-
Total assets measured at fair value on a recurring basis	\$	-	142,055	-
<b>Liabilities</b>				
Derivative liability	\$	-	482	-
MBS forward sales commitments		-	68	-
Total liabilities measured at fair value on a recurring basis	\$	-	550	-

*Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis*

The tables below present the recorded amount of assets and liabilities measured at fair value on a nonrecurring basis as of **March 31, 2024** **June 30, 2024** and December 31, 2023.

(dollars in thousands)	As of March 31, 2024				As of June 30, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>								
<b>Individually evaluated loans</b>	\$	-	1,638	2,153	3,791	\$	-	8,560 1,867 10,427
<b>Individually evaluated loans</b>						\$	-	8,560 1,867 10,427
<b>Total assets measured at fair value on a nonrecurring basis</b>	\$	-	1,638	2,153	3,791	\$	-	8,560 1,867 10,427
<b>As of December 31, 2023</b>								
(dollars in thousands)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>								
<b>Individually evaluated loans</b>	\$	-	1,160	2,976	4,136	\$	-	1,160 2,976 4,136
<b>Individually evaluated loans</b>						\$	-	1,160 2,976 4,136
<b>Total assets measured at fair value on a nonrecurring basis</b>	\$	-	1,160	2,976	4,136	\$	-	1,160 2,976 4,136

The Company had no liabilities carried at fair value or measured at fair value on a nonrecurring basis.

For Level 3 assets and liabilities measured at fair value on a recurring or nonrecurring basis as of **March 31, 2024** **June 30, 2024** and December 31, 2023, the significant unobservable inputs used in the fair value measurements were as follows:

	Valuation Technique	Significant Unobservable Inputs	Range of Inputs
			0-25%
Individually evaluated loans	Appraised Value/ Discounted Cash Flows	Discounts to appraisals or cash flows for estimated holding and/or selling costs or age of appraisal	0-25%

*Fair Value of Financial Instruments*

Financial instruments require disclosure of fair value information, whether or not recognized in the consolidated balance sheets, when it is practical to estimate the fair value. A financial instrument is defined as cash, evidence of an ownership interest in an entity or a contractual obligation which requires the exchange of cash. Certain items are specifically excluded from the disclosure requirements, including the Company's common stock, premises and equipment and other assets and liabilities.

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The estimated fair values of the Company's financial instruments at **March 31, 2024** **June 30, 2024** and December 31, 2023 are as follows:

		March 31, 2024								
		Carrying Amount	Fair Value	Level 1	Level 2	Level 3				
(dollars in thousands)										
<b>Financial Assets:</b>										
Other investments, at cost	\$ 18,499	18,499	-	-	-	18,499				
Loans <sup>1</sup>	3,598,837	3,269,154	-	-	-	3,269,154				
<b>Financial Liabilities:</b>										
Deposits	3,460,681	2,954,382	-	2,954,382	-	-				
Subordinated debentures	36,349	40,617	-	40,617	-	-				
		December 31, 2023			June 30, 2024					
		Carrying Amount	Fair Value	Level 1	Level 2	Level 3				
(dollars in thousands)										
<b>Financial Assets:</b>										
Other investments, at cost	\$ 19,939	19,939	-	-	19,939	\$ 18,653	18,653	-	-	18,653
Loans <sup>1</sup>	3,557,120	3,337,768	-	-	3,337,768	3,570,321	3,270,848	-	-	3,270,848
<b>Financial Liabilities:</b>										
Deposits	3,379,564	2,961,182	-	2,961,182	-	3,459,869	3,223,811	-	3,223,811	-
Subordinated debentures	36,322	40,712	-	40,712	-	36,376	40,563	-	40,563	-
		December 31, 2023								
		Carrying Amount	Fair Value	Level 1	Level 2	Level 3				
(dollars in thousands)										
<b>Financial Assets:</b>										
Other investments, at cost	\$ 19,939	19,939	-	-	-	19,939				
Loans <sup>1</sup>	3,557,120	3,337,768	-	-	-	3,337,768				
<b>Financial Liabilities:</b>										
Deposits	3,379,564	2,961,182	-	2,961,182	-	-				
Subordinated debentures	36,322	40,712	-	40,712	-	40,712	-			

<sup>1</sup> Carrying amount is net of the allowance for credit losses and individually evaluated loans.

## NOTE 7 – Leases

The Company had operating right-of-use ("ROU") assets, included in property and equipment, of **\$21.8** **21.4** million and \$22.2 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. The Company had lease liabilities, included in other liabilities, of **\$24.3** **23.9** million and \$24.6 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. We maintain operating leases on land and buildings for various office spaces. The lease agreements have maturity dates ranging from April 2025 to February 2032, some of which include options for multiple five-year extensions. The weighted average remaining life of the lease term for these leases was **5.67** **5.43** years as of **March 31, 2024** **June 30, 2024**. The ROU asset and lease liability are recognized at lease commencement by calculating the present value of lease payments over the lease term. The ROU assets also include any initial direct costs incurred and lease payments made at or before commencement date and are reduced by any lease incentives.

The discount rate used in determining the lease liability for each individual lease was the FHLB fixed advance rate which corresponded with the remaining lease term at implementation of the accounting standard and as of the lease commencement date for leases subsequently entered into. The weighted average discount rate for leases was **2.29** **2.28%** as of **March 31, 2024** **June 30, 2024**.

The total operating lease costs were **\$593,000** **604,000** and **\$595,000** for the three months ended **March 31, 2024** **June 30, 2024** and 2023, respectively, and \$1.2 million for the six months ended June 30, 2024 and 2023, respectively.

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Operating lease payments due as of **March 31, 2024** **June 30, 2024** were as follows:

		Operating Leases	Leases
(dollars in thousands)			
<b>2024</b>		<b>\$ 1,578</b>	<b>\$ 1,056</b>
<b>2025</b>		<b>2,157</b>	<b>2,157</b>
<b>2026</b>		<b>2,210</b>	<b>2,210</b>
<b>2027</b>		<b>2,267</b>	<b>2,267</b>
<b>2028</b>		<b>2,015</b>	<b>2,015</b>
<b>Thereafter</b>		<b>20,187</b>	<b>20,187</b>
<b>Total undiscounted lease payments</b>		<b>30,414</b>	<b>29,892</b>
<b>Discount effect of cash flows</b>		<b>6,117</b>	<b>5,946</b>
<b>Total lease liability</b>		<b>\$ 24,297</b>	<b>\$ 23,946</b>

## NOTE 8 – Earnings Per Common Share

The following schedule reconciles the numerators and denominators of the basic and diluted earnings per share computations for the **three-month** **three and six month** periods ended **March 31, 2024** **June 30, 2024** and 2023. Dilutive common shares arise from the potentially dilutive effect of the Company's stock options that were outstanding at **March 31, 2024** **June 30, 2024**. The assumed conversion of stock options can create a difference between basic and diluted net income per common share. At **March 31, 2024** **June 30, 2024** and 2023, there were **212,863** **266,974** and **205,689** **386,003** options, respectively, that were not considered in computing diluted earnings per common share because they were anti-dilutive.

	Three months ended March 31,		Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023	2024	2023
(dollars in thousands, except share data)						
<b>Numerator:</b>						
<b>Net income available to common shareholders</b>	<b>\$ 2,522</b>	<b>2,703</b>	<b>\$ 2,999</b>	<b>2,458</b>	<b>\$ 5,521</b>	<b>5,161</b>
<b>Denominator:</b>						
<b>Weighted-average common shares outstanding – basic</b>	<b>8,110,249</b>	<b>8,025,876</b>	<b>8,125,869</b>	<b>8,051,131</b>	<b>8,118,059</b>	<b>8,038,642</b>
<b>Common stock equivalents</b>	<b>31,672</b>	<b>66,394</b>	<b>14,953</b>	<b>17,897</b>	<b>23,312</b>	<b>41,879</b>
<b>Weighted-average common shares outstanding – diluted</b>	<b>8,141,921</b>	<b>8,092,270</b>	<b>8,140,822</b>	<b>8,069,028</b>	<b>8,141,371</b>	<b>8,080,521</b>
<b>Earnings per common share:</b>						
<b>Basic</b>	<b>\$ 0.31</b>	<b>0.34</b>	<b>\$ 0.37</b>	<b>0.31</b>	<b>\$ 0.68</b>	<b>0.64</b>
<b>Diluted</b>	<b>0.31</b>	<b>0.33</b>	<b>0.37</b>	<b>0.31</b>	<b>0.68</b>	<b>0.64</b>

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion reviews our results of operations for the **three and six month period** periods ended **March 31, 2024** **June 30, 2024** as compared to the **three and six month period** periods ended **March 31, 2023** **June 30, 2023** and assesses our financial condition as of **March 31, 2024** **June 30, 2024** as compared to December 31, 2023. You should read the following discussion and analysis in conjunction with the accompanying consolidated financial statements and the related notes and the consolidated financial statements and the related notes for the year ended December 31, 2023 included in our Annual Report on Form 10-K for that period. Results for the **three and six month period** periods ended **March 31, 2024** **June 30, 2024** are not necessarily indicative of the results for the year ending December 31, 2024 or any future period.

Unless the context requires otherwise, references to the "Company," "we," "us," "our," or similar references mean Southern First Bancshares, Inc. and its consolidated subsidiary. References to the "Bank" refer to Southern First Bank.

### CAUTIONARY WARNING REGARDING FORWARD-LOOKING STATEMENTS

This report contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). Forward-

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looking statements may relate to our financial condition, results of operations, plans, objectives, or future performance. These statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words "may," "would," "could," "should," "will," "seek to," "strive," "focus," "expect," "anticipate," "predict," "project," "potential," "believe," "continue," "assume," "intend," "plan," and "estimate," as well as similar expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ from those anticipated in any forward-looking statements include, but are not limited to:

- Restrictions or conditions imposed by our regulators on our operations;
- Increases in competitive pressure in the banking and financial services industries;
- Changes in access to funding or increased regulatory requirements with regard to funding, which could impair our liquidity;
- Changes in deposit flows, which may be negatively affected by a number of factors, including rates paid by competitors, general interest rate levels, regulatory capital requirements, returns available to clients on alternative investments and general economic or industry conditions;
- Credit losses as a result of declining real estate values, increasing interest rates, increasing unemployment, changes in payment behavior or other factors;
  - Credit losses due to loan concentration;
- Changes in the amount of our loan portfolio collateralized by real estate and weaknesses in the real estate market;
- Our ability to successfully execute our business strategy;
- Our ability to attract and retain key personnel;
- The success and costs of our expansion into the Charlotte, North Carolina, Greensboro, North Carolina and Atlanta, Georgia markets and into potential new markets;
- Risks with respect to future mergers or acquisitions, including our ability to successfully expand and integrate the businesses and operations that we acquire and realize the anticipated benefits of the mergers or acquisitions;
  - Changes in the interest rate environment which could reduce anticipated or actual margins;
  - Changes in political conditions or the legislative or regulatory environment, including new governmental initiatives affecting the financial services industry;
  - Changes in economic conditions resulting in, among other things, a deterioration in credit quality;
  - Changes occurring in business conditions and inflation;
  - Increased cybersecurity risk, including potential business disruptions or financial losses;
    - Changes in technology;
  - The adequacy of the level of our allowance for credit losses and the amount of loan loss provisions required in future periods;
  - Examinations by our regulatory authorities, including the possibility that the regulatory authorities may, among other things, require us to increase our allowance for credit losses or write-down assets;
  - Changes in U.S. monetary policy, the level and volatility of interest rates, the capital markets and other market conditions that may affect, among other things, our liquidity and the value of our assets and liabilities;
  - Any increase in FDIC assessments which will increase our cost of doing business;
  - Risks associated with complex and changing regulatory environments, including, among others, with respect to data privacy, artificial intelligence, information security, climate change or other environmental, social and governance matters, and labor matters, relating to our operations;
  - The rate of delinquencies and amounts of loans charged-off;

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- The rate of loan growth in recent years and the lack of seasoning of a portion of our loan portfolio;
- Our ability to maintain appropriate levels of capital and to comply with our capital ratio requirements;
- Adverse changes in asset quality and resulting credit risk-related losses and expenses;
- Changes in accounting standards, rules and interpretations and the related impact on our financial statements;
- Risks associated with actual or potential litigation or investigations by customers, regulatory agencies or others;
- Adverse effects of failures by our vendors to provide agreed upon services in the manner and at the cost agreed;
- The potential effects of events beyond our control that may have a destabilizing effect on financial markets and the economy, such as epidemics and pandemics, war or terrorist activities, such as the war in Ukraine, the Middle East conflict, and the conflict between China and Taiwan, disruptions in our customers' supply chains, disruptions in transportation, essential utility outages or trade disputes and related tariffs; and disruptions caused from widespread cybersecurity incidents; and
- Other risks and uncertainties detailed in Part I, Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2023, in Part II, Item 1A, "Risk Factors" of our Quarterly Reports on Form 10-Q, and in our other filings with the SEC.

If any of these risks or uncertainties materialize, or if any of the assumptions underlying such forward-looking statements proves to be incorrect, our results could differ materially from those expressed in, implied or projected by, such forward-looking statements. We urge investors to consider all of these factors carefully in evaluating the forward-looking statements contained in this Quarterly Report on Form 10-Q. We make these forward-looking statements as of the date of this document and we do not intend, and assume no obligation, to update the forward-looking statements or to update the reasons why actual results could differ from those expressed in, or implied or projected by, the forward-looking statements, except as required by law.

## **OVERVIEW**

Our business model continues to be client-focused, utilizing relationship teams to provide our clients with a specific banker contact and support team responsible for all of their banking needs. The purpose of this structure is to provide a consistent and superior level of professional service, and we believe it provides us with a distinct competitive advantage. We consider exceptional client service to be a critical part of our culture, which we refer to as "ClientFIRST." "ClientFIRST."

At **March 31, 2024** June 30, 2024, we had total assets of \$4.11 billion, a **1.2%** **1.3%** increase from total assets of \$4.06 billion at December 31, 2023. The largest component of our total assets is loans which were **\$3.64 billion** **\$3.62 billion** and **\$3.60 billion** at **March 31, 2024** June 30, 2024 and December 31, 2023, respectively. Our liabilities and shareholders' equity at **March 31, 2024** June 30, 2024 totaled \$3.79 billion and **\$315.3 million** **\$318.7 million**, respectively, compared to liabilities of \$3.74 billion and shareholders' equity of \$312.5 million at December 31, 2023. The principal component of our liabilities is deposits which were \$3.46 billion and \$3.38 billion at **March 31, 2024** June 30, 2024 and December 31, 2023, respectively.

Like most community banks, we derive the majority of our income from interest received on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowings. Another key measure is the spread between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities, which is called our net interest spread. In addition to earning interest on our loans and investments, we earn income through fees and other charges to our clients.

Our net income to common shareholders was **\$2.5 million** **\$3.0 million** and **\$2.7 million** **\$2.5 million** for the three months ended **March 31, 2024** June 30, 2024 and 2023, respectively. Diluted earnings per share ("EPS") was **\$0.31** **\$0.37** for the **first** **second** quarter of 2024 as compared to **\$0.33** **\$0.31** for the same period in 2023. The **decrease** **increase** in net income was primarily driven by a **decrease** in net interest income resulting from an increase in deposit and funding costs.

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net interest income resulting from additional interest income on our interest-earning assets combined with an increase in noninterest income, partially offset by an increase in noninterest expenses.

Our net income to common shareholders was \$5.5 million and \$5.2 million for the six months ended June 30, 2024 and 2023, respectively. Diluted EPS was \$0.68 for the six months ended June 30, 2024 as compared to \$0.64 for the same period in 2023. The increase in net income was primarily driven by the additional interest income on our interest-earning assets.

### **RESULTS OF OPERATIONS**

#### *Net Interest Income and Margin*

Our level of net interest income is determined by the level of earning assets and the management of our net interest margin. Our net interest income was \$18.6 million \$19.5 million for the **first** **second** quarter of 2024, **an 8.7% decrease** **a 3.7% increase** over net interest income of \$20.4 million \$18.8 million for the **first** **second** quarter of 2023, driven primarily by an \$11.8 million a \$7.9 million increase in interest **expense** **income** on our **deposit accounts**, interest-earning assets, partially offset by a \$10.0 million \$7.2 million increase in interest **income** **expense**. In addition, our net interest margin, on a tax-equivalent basis (TE), was **1.94%** **1.98%** for the **first** **second** quarter of 2024 compared to **2.36%** **2.05%** for the same period in 2023.

We have included a number of tables to assist in our description of various measures of our financial performance. For example, the "Average Balances, Income and Expenses, Yields and Rates" table reflects the average balance of each category of our assets and liabilities as well as the yield we earned or the rate we paid with respect to each category during the three and six month periods ended **March 31, 2024** **June 30, 2024** and 2023. A review of this table shows that our loans typically provide higher interest yields than do other types of interest-earning assets, which is why we direct a substantial percentage of our earning assets into our loan portfolio. Similarly, the "Rate/Volume Analysis" tables demonstrate the effect of changing interest rates and changing volume of assets and liabilities on our financial condition during the periods shown. We also track the sensitivity of our various categories of assets and liabilities to changes in interest rates, and we have included tables to illustrate our interest rate sensitivity with respect to interest-earning accounts and interest-bearing accounts.

The following tables entitled "Average Balances, Income and Expenses, Yield and Rates" set forth information related to our average balance sheets, average yields on assets, and average costs of liabilities. We derived these yields by dividing income or expense by the average balance of the corresponding assets or liabilities. We derived average balances from the daily balances throughout the periods indicated. During the same periods, we had no securities purchased with agreements to resell. All investments owned have an original maturity of over one year. Nonaccrual loans are included in the following tables. Loan yields have been reduced to reflect the negative impact on our earnings of loans on nonaccrual status. The net of capitalized loan costs and fees are amortized into interest income on loans.

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**Average Balances, Income and Expenses, Yields and Rates**

(dollars in thousands)	For the Three Months Ended March 31,						For the Three Months Ended June 30,					
	2024			2023			2024			2023		
	Average Balance	Income/Expense	Yield/Rate <sup>(1)</sup>	Average Balance	Income/Expense	Yield/Rate <sup>(1)</sup>	Average Balance	Income/Expense	Yield/Rate <sup>(1)</sup>	Average Balance	Income/Expense	Yield/Rate <sup>(1)</sup>
<b>Interest-earning assets</b>												
<b>Federal funds sold and interest-bearing deposits with banks</b>	\$ 94,420	\$ 1,280	5.44%	\$ 85,966	\$ 969	4.57%	\$ 186,584	\$ 2,583	5.57%	\$ 71,004	\$ 891	5.03%
<b>Investment securities, taxable</b>	137,271	1,436	4.20%	87,521	530	2.46%	133,507	1,376	4.15%	93,922	623	2.66%
<b>Investment securities, nontaxable<sup>(2)</sup></b>	8,097	55	2.70%	10,266	106	4.21%	8,027	55	2.73%	10,200	108	4.24%
<b>Loans<sup>(3)</sup></b>	3,622,972	45,605	5.05%	3,334,530	36,748	4.47%	3,645,595	46,545	5.14%	3,511,225	41,089	4.69%
<b>Total interest-earning assets</b>	<b>3,862,760</b>	<b>48,376</b>	<b>5.02%</b>	<b>3,518,283</b>	<b>38,353</b>	<b>4.42%</b>	<b>3,973,713</b>	<b>50,559</b>	<b>5.12%</b>	<b>3,686,351</b>	<b>42,711</b>	<b>4.65%</b>
<b>Noninterest-earning assets</b>	<b>155,362</b>			<b>161,310</b>			<b>165,093</b>			<b>155,847</b>		
<b>Total assets</b>	<b>\$ 4,018,122</b>			<b>\$ 3,679,593</b>			<b>\$ 4,138,806</b>			<b>\$ 3,842,198</b>		
<b>Interest-bearing liabilities</b>												
<b>NOW accounts</b>	\$ 295,774	660	0.90%	\$ 303,176	440	0.59%	\$ 302,881	621	0.82%	\$ 297,234	537	0.72%
<b>Savings &amp; money market</b>	1,620,521	16,299	4.03%	1,661,878	11,992	2.93%	1,611,991	16,324	4.07%	1,727,009	15,298	3.55%
<b>Time deposits</b>	801,734	9,973	4.99%	543,425	4,747	3.54%	898,878	11,271	5.04%	573,095	6,102	4.27%
<b>Total interest-bearing deposits</b>	<b>2,718,029</b>	<b>26,932</b>	<b>3.97%</b>	<b>2,508,479</b>	<b>17,179</b>	<b>2.78%</b>	<b>2,813,750</b>	<b>28,216</b>	<b>4.03%</b>	<b>2,597,338</b>	<b>21,937</b>	<b>3.39%</b>
<b>FHLB advances and other borrowings</b>	241,319	2,229	3.71%	18,243	200	4.45%	240,000	2,247	3.77%	135,922	1,382	4.08%
<b>Subordinated debentures</b>	36,333	557	6.15%	36,224	527	5.90%	36,360	555	6.14%	36,251	542	6.00%
<b>Total interest-bearing liabilities</b>	<b>2,995,681</b>	<b>29,718</b>	<b>3.98%</b>	<b>2,562,946</b>	<b>17,906</b>	<b>2.83%</b>	<b>3,090,110</b>	<b>31,018</b>	<b>4.04%</b>	<b>2,769,511</b>	<b>23,861</b>	<b>3.46%</b>
<b>Noninterest-bearing liabilities</b>	<b>707,890</b>			<b>818,123</b>			<b>731,843</b>			<b>771,388</b>		
<b>Shareholders' equity</b>	<b>314,551</b>			<b>298,524</b>			<b>316,853</b>			<b>301,299</b>		
<b>Total liabilities and shareholders' equity</b>	<b>\$ 4,018,122</b>			<b>\$ 3,679,593</b>			<b>\$ 4,138,806</b>			<b>\$ 3,842,198</b>		
<b>Net interest spread</b>			<b>1.04%</b>			<b>1.59%</b>			<b>1.08%</b>			<b>1.19%</b>
<b>Net interest income (tax equivalent) / margin</b>		\$ 18,658	<b>1.94%</b>		\$ 20,447	<b>2.36%</b>		\$ 19,541	<b>1.98%</b>		\$ 18,850	<b>2.05%</b>
<b>Less: tax-equivalent adjustment<sup>(2)</sup></b>		13			23			13			25	
<b>Net interest income</b>		\$ 18,645			\$ 20,424			\$ 19,528			\$ 18,825	

(1) Annualized for the three month period.

(2) The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.

(3) Includes mortgage loans held for sale.

Our net interest margin (TE) decreased **42** seven basis points to **1.94%** **1.98%** during the **first** second quarter of 2024, compared to the **first** second quarter of 2023, primarily due to our deposit and borrowing costs increasing faster than our loan yield as our interest-bearing liabilities have been more sensitive to changes in the federal funds rate over the past two years. Our average interest-bearing liabilities grew by **\$432.7 million** **\$320.6 million** during the **first** second quarter of 2024 from the prior year, while the rate on these liabilities increased **115** **58** basis points to **3.98%** **4.04%**. In contrast, our average interest-earning assets grew by **\$344.5 million** **\$287.4 million** during the **first** second quarter of 2024 from the prior year, while the average yield on these assets increased by only **60** **47** basis points to **5.02%** **5.12%** during the same period.

The increase in our average interest-bearing liabilities during the **first** second quarter of 2024 resulted primarily from a **\$209.6 million** **\$216.4 million** increase in our interest-bearing deposits from the prior year, while the **115** **58** basis point increase in rate on our interest-bearing liabilities was driven by a **119** **64** basis point increase in deposit rates.

The increase in average interest-earning assets for the **first** second quarter of 2024 related primarily to an increase of **\$288.4 million** **\$134.4 million** in our average loan balances from the prior **year**, **year** and a **\$115.6 million** increase in average federal funds sold and interest-bearing deposits with banks. The **60** **47** basis point increase in yield on our interest-earning assets was driven by a **58** **54** basis point increase in yield on federal funds sold and interest-bearing deposits with banks and a **45** basis point increase in loan **yield** as our **loan portfolio has repriced at rates higher than historical rates for the majority of the past 12 months**, **yield**.

Our net interest spread was **1.04%** **1.08%** for the **first** second quarter of 2024 compared to **1.59%** **1.19%** for the same period in 2023. The net interest spread is the difference between the yield we earn on our interest-earning assets and the rate we pay on our interest-bearing liabilities. The **115** **58** basis point increase in the rate on our interest-bearing liabilities was partially offset by a **60** **47** basis point increase in yield on our interest-earning assets, resulting in a **55** **11** basis point decrease in our net interest spread for the 2024 period. We anticipate continued pressure on our net interest spread

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and net interest margin in future periods as a significant portion of our loan portfolio is at fixed rates which do not move with the Federal Reserve's interest rate increases, while our deposit accounts reprice much more quickly.

### Average Balances, Income and Expenses, Yields and Rates

(dollars in thousands)	For the Six Months Ended June 30,					
	2024			2023		
	Average Balance	Income/Expense	Yield/Rate <sup>(1)</sup>	Average Balance	Income/Expense	Yield/Rate <sup>(1)</sup>
<b>Interest-earning assets</b>						
Federal funds sold and interest-bearing deposits with banks	\$ 140,502	\$ 3,863	5.53 %	\$ 78,445	\$ 1,860	4.78 %
Investment securities, taxable	127,084	2,812	4.45 %	90,739	1,152	2.56 %
Investment securities, nontaxable <sup>(2)</sup>	16,367	109	1.34 %	10,233	216	4.25 %
Loans <sup>(3)</sup>	3,634,284	92,150	5.10 %	3,423,365	77,837	4.59 %
Total interest-earning assets	3,918,237	98,934	5.08 %	3,602,782	81,065	4.54 %
Noninterest-earning assets	160,227			158,563		
<b>Total assets</b>	<b>\$ 4,078,464</b>			<b>\$ 3,761,345</b>		
<b>Interest-bearing liabilities</b>						
NOW accounts	\$ 299,328	1,283	0.86 %	\$ 300,189	977	0.66 %
Savings & money market	1,616,256	32,642	4.06 %	1,694,624	27,290	3.25 %
Time deposits	850,305	21,223	5.02 %	558,341	10,848	3.92 %
Total interest-bearing deposits	2,765,889	55,148	4.01 %	2,553,154	39,115	3.09 %
FHLB advances and other borrowings	240,659	4,476	3.74 %	77,408	1,582	4.12 %
Subordinated debentures	36,346	1,112	6.15 %	36,237	1,069	5.95 %
Total interest-bearing liabilities	3,042,894	60,736	4.01 %	2,666,799	41,766	3.16 %
Noninterest-bearing liabilities	719,868			794,627		
Shareholders' equity	315,702			299,919		
<b>Total liabilities and shareholders' equity</b>	<b>\$ 4,078,464</b>			<b>\$ 3,761,345</b>		
Net interest spread			1.06 %			1.38 %
Net interest income (tax equivalent) / margin	\$ 38,198		1.96 %	\$ 39,298		2.20 %
Less: tax-equivalent adjustment <sup>(2)</sup>	25			49		
<b>Net interest income</b>	<b>\$ 38,173</b>			<b>\$ 39,249</b>		

(1) Annualized for the six month period.

(2) The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.

(3) Includes mortgage loans held for sale.

During the first six months of 2024, our net interest margin (TE) decreased by 24 basis points to 1.96%, compared to 2.20% for the first six months of 2023, driven by the increase in yield on our interest-bearing liabilities. Our average interest-bearing liabilities grew by \$376.1 million from the prior year, with the average yield increasing by 85 basis points to 4.01%. In contrast, our average interest-earning assets grew by \$315.5 million, while the rate on these assets increased 54 basis points to 5.08%.

The increase in average interest-bearing liabilities for the first half of 2024 was driven by an increase in interest-bearing deposits of \$212.7 million and a \$163.3 million increase in FHLB advances and other borrowings, while the increase in cost was driven by a 92 basis point increase on our interest-bearing deposits.

The increase in average interest-earning assets for the first half of 2024 related primarily to a \$210.9 million increase in our average loan balances and a \$62.1 million increase in average federal funds sold and interest-bearing deposits with banks. The increase in yield on our interest-earning assets was driven by a 75 basis point increase in the yield on federal funds sold and interest-bearing deposits with banks and a 51 basis point increase in our loan yield.

Our net interest spread was 1.06% for the first half of 2024 compared to 1.38% for the same period in 2023. The 32 basis point decrease in our net interest spread was driven by the 85 basis point increase in yield on our interest-bearing liabilities.

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**Rate/Volume Analysis**

Net interest income can be analyzed in terms of the impact of changing interest rates and changing volume. The following tables set forth the effect which the varying levels of interest-earning assets and interest-bearing liabilities and the applicable rates have had on changes in net interest income for the periods presented.

(dollars in thousands)	<b>Three Months Ended</b>															
	<b>March 31, 2024 vs. 2023</b>					<b>March 31, 2023 vs. 2022</b>					<b>June 30, 2024 vs. 2023</b>					<b>June 30, 2023 vs. 2022</b>
	<b>Increase (Decrease) Due to</b>				<b>Increase (Decrease) Due to</b>				<b>Increase (Decrease) Due to</b>				<b>Increase (Decrease) Due to</b>		<b>Increase (Decrease) Due to</b>	
	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Volume	Rate
<b>Interest income</b>																
<b>Loans</b>	\$ 3,234	5,168	455	8,857	\$ 7,189	4,328	1,300	12,817	\$ 1,572	3,741	143	5,456	\$ 6,888	6,032		
<b>Investment securities</b>	297	382	186	865	(103)	309	(67)	139	254	337	121	712	(20)	295		
<b>Federal funds sold and interest-bearing deposits with banks</b>	45	254	12	311	(2)	945	(33)	910	1,450	92	150	1,692	(22)	83		
<b>Total interest income</b>	<b>3,576</b>	<b>5,804</b>	<b>653</b>	<b>10,033</b>	<b>7,084</b>	<b>5,582</b>	<b>1,200</b>	<b>13,866</b>	<b>3,276</b>	<b>4,170</b>	<b>414</b>	<b>7,860</b>	<b>6,846</b>	<b>7,152</b>		
<b>Interest expense</b>																
<b>Deposits</b>	503	8,987	263	9,753	253	12,521	3,497	16,271	1,139	4,886	254	6,279	403	16,195		
<b>FHLB advances and other borrowings</b>	2,444	(31)	(384)	2,029	1	170	17	188	1,058	(109)	(84)	865	165	42		
<b>Subordinated debentures</b>	2	28	-	30	1	146	-	147	(2)	15	-	13	4	13		
<b>Total interest expense</b>	<b>2,949</b>	<b>8,984</b>	<b>(121)</b>	<b>11,812</b>	<b>255</b>	<b>12,837</b>	<b>3,514</b>	<b>16,606</b>	<b>2,195</b>	<b>4,792</b>	<b>170</b>	<b>7,157</b>	<b>572</b>	<b>16,724</b>		
<b>Net interest income</b>	<b>\$ 627</b>	<b>(3,180)</b>	<b>774</b>	<b>(1,779)</b>	<b>\$ 6,829</b>	<b>(7,255)</b>	<b>(2,314)</b>	<b>(2,740)</b>	<b>\$ 1,081</b>	<b>(622)</b>	<b>244</b>	<b>703</b>	<b>\$ 6,274</b>	<b>(9,556)</b>		

Net interest income, the largest component of our income, was \$18.6 million \$19.5 million for the first second quarter of 2024 and \$20.4 million \$18.8 million for the first second quarter of 2023, a \$1.8 million \$703,000, or 3.7%, or 8.7%, decrease increase year over year. The decrease increase during 2024 was driven by a \$7.9 million increase in interest income primarily due to higher yields on our loan portfolio and an \$11.8 million increase in average loan balances and average federal funds sold and interest-bearing deposits with banks. Partially offsetting the increase in interest income was a \$7.2 million increase in interest expense which was primarily due driven by higher rates on our interest-bearing deposits.

(dollars in thousands)	<b>Six Months Ended</b>															
	<b>June 30, 2024 vs. 2023</b>					<b>June 30, 2023 vs. 2022</b>										
	<b>Increase (Decrease) Due to</b>				<b>Increase (Decrease) Due to</b>											
	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Volume	Rate
<b>Interest income</b>																
<b>Loans</b>	\$ 4,883	8,883	547	14,313	\$ 14,084	10,333	2,879	27,296								
<b>Investment securities</b>	557	719	302	1,578	(126)	604	(82)	396								
<b>Federal funds sold and interest-bearing deposits with banks</b>	1,479	292	232	2,003	(18)	1,776	(137)	1,621								
<b>Total interest income</b>	<b>6,919</b>	<b>9,894</b>	<b>1,081</b>	<b>17,894</b>	<b>13,940</b>	<b>12,713</b>	<b>2,660</b>	<b>29,313</b>								
<b>Interest expense</b>																
<b>Deposits</b>	1,605	13,865	563	16,033	682	28,597	7,084	36,363								
<b>FHLB advances and other borrowings</b>	3,351	(147)	(310)	2,894	143	597	725	1,465								
<b>Subordinated debentures</b>	3	39	1	43	2	281	1	284								
<b>Total interest expense</b>	<b>4,959</b>	<b>13,757</b>	<b>254</b>	<b>18,970</b>	<b>827</b>	<b>29,475</b>	<b>7,810</b>	<b>38,112</b>								
<b>Net interest income</b>	<b>\$ 1,960</b>	<b>(3,863)</b>	<b>827</b>	<b>(1,076)</b>	<b>\$ 13,113</b>	<b>(16,762)</b>	<b>(5,150)</b>	<b>(8,799)</b>								

Net interest income for the first half of 2024 was \$38.2 million compared to \$39.2 million for 2023, a \$1.1 million, or 2.74%, decrease. The decrease in net interest income during 2024 was driven by a \$19.0 million increase in interest expense, related primarily to higher rates on our interest-bearing deposits, combined with an increase in average FHLB

advances and other borrowings. Partially offsetting the increase in interest expense was a \$10.0 million increase in interest income which was primarily driven by an increase in yield on our loan portfolio, combined with a \$288.4 million increase in average loan balances for the first quarter of 2024. deposits.

*Provision for Credit Losses*

The provision for credit losses, which includes a provision for losses on unfunded commitments, is a charge to earnings to maintain the allowance for credit losses and reserve for unfunded commitments at levels consistent with management's assessment of expected losses in the loan portfolio at the balance sheet date. We review the adequacy of the allowance for credit losses on a quarterly basis. Please see the discussion included in Note 4 –

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Loans and Allowance for Credit Losses for a description of the factors we consider in determining the amount of the provision we expense each period to maintain this allowance.

We recorded a \$175,000 reversal of the \$500,000 provision for credit losses during the **first** second quarter of 2024, compared to a **\$1.8 million** \$910,000 provision for credit losses in the **first** second quarter of 2023. We recorded a provision expense of \$325,000 and \$2.7 million for the six months ended June 30, 2024 and June 30, 2023, respectively. The \$500,000 provision in 2024, which included a \$750,000 provision for credit losses and a \$250,000 reversal for unfunded commitments, was recorded driven by an increase in the level of charge-offs we experienced during the **first** second quarter, of 2024 as we continue to experience low net charge-offs, and combined with an increase in the expected loss rates in our allowance for credit losses continue to decline. specific reserve on individually assessed loans. During the **first** second quarter of 2024, we reversed \$175,000 charged-off \$1.0 million related to one relationship associated with the assisted living industry. The reversal of the reserve for unfunded commitments was due to a decrease in the balance of unfunded commitments at **March 31, 2024**, compared to **December 31, 2023** **June 30, 2024**.

**Table The \$325,000 provision expense for the first half of Contents**2024 included \$750,000 provision for credit losses and a \$425,000 reversal for unfunded commitments. The \$910,000 provision in 2023, which included a \$1.1 million provision for credit losses and a \$185,000 reversal for unfunded commitments, was driven by \$119.7 million in loan growth during the second quarter. The \$2.7 million provision expense for the first half of 2023 included a \$3.0 million provision for credit losses and a \$215,000 reversal for unfunded commitments.

#### Noninterest Income

The following table sets forth information related to our noninterest income.

(dollars in thousands)	Three months ended March 31,		Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023	2024	2023
<b>Mortgage banking income</b>	\$ 1,164	622	\$ 1,923	1,337	\$ 3,087	1,959
<b>Service fees on deposit accounts</b>	387	325	416	331	810	656
<b>ATM and debit card income</b>	544	555	587	536	1,131	1,091
<b>Income from bank owned life insurance</b>	377	332	384	338	762	670
<b>Other income</b>	192	210	213	194	397	404
<b>Total noninterest income</b>	<b>\$ 2,664</b>	<b>2,044</b>	<b>\$ 3,523</b>	<b>2,736</b>	<b>\$ 6,187</b>	<b>4,780</b>

Noninterest income was \$2.7 million \$3.5 million for the first second quarter of 2024, a \$620,000, \$787,000, or 30.3% 28.8%, increase from noninterest income of \$2.0 million \$2.7 million for the first second quarter of 2023. Mortgage banking income continues to be the largest component of our noninterest income at \$1.2 million \$1.9 million for the first second quarter of 2024. The 2024 an increase in noninterest income resulted primarily from a \$542,000, of \$586,000, or 87.1% 43.8%, increase in mortgage banking income over the prior year which year. The increase was driven by higher mortgage volume during the first second quarter of 2024.

Noninterest income was \$6.2 million for the first half of 2024, a \$1.4 million, or 29.4%, increase from noninterest income of \$4.8 million for the first half of 2023. Mortgage banking income increased by \$1.1 million, or 57.6%, over the prior year while service fees on deposit accounts increased \$154,000, or 23.5%, from the first half of 2023.

#### Noninterest expenses

The following table sets forth information related to our noninterest expenses.

(dollars in thousands)	Three months ended March 31,		Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023	2024	2023
<b>Compensation and benefits</b>	\$ 10,857	10,356	\$ 11,290	10,287	\$ 22,147	20,643
<b>Occupancy</b>	2,557	2,457	2,552	2,518	5,109	4,975
<b>Outside service and data processing costs</b>	1,846	1,629	1,962	1,705	3,808	3,334
<b>Insurance</b>	955	689	965	897	1,920	1,586
<b>Professional fees</b>	618	660	582	751	1,200	1,410
<b>Marketing</b>	369	366	389	335	758	701
<b>Other</b>	898	947	903	900	1,801	1,848
<b>Total noninterest expense</b>	<b>\$ 18,100</b>	<b>17,104</b>	<b>\$ 18,643</b>	<b>17,393</b>	<b>\$ 36,743</b>	<b>34,497</b>

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Noninterest expense was \$18.1 million \$18.6 million for the first second quarter of 2024, a \$996,000, \$1.3 million, or 5.8% 7.2%, increase from noninterest expense of \$17.1 million \$17.4 million for the first second quarter of 2023. The increase in noninterest expense was driven primarily by the following:

- Compensation and benefits expense increased \$501,000, \$1.0 million, or 4.8% 9.8%, relating primarily to annual salary increases an increase in salaries, bonuses, and higher benefit related equity compensation expenses.
- Outside service and data processing costs increased \$217,000, \$257,000, or 13.3% 15.1%, relating primarily to increases in software licensing and maintenance costs.

Partially offsetting these increases, professional fees decreased \$169,000, or 22.5%, relating primarily to decreases in loan appraisal fees and consulting fees.

Noninterest expense was \$36.7 million for the first half of 2024, a \$2.2 million, or 6.5%, increase from noninterest expense of \$34.5 million for the first half of 2023. The increase in noninterest expense was driven primarily by the following:

- Compensation and benefits expense increased \$1.5 million, or 7.3%, relating primarily to annual salary increases, bonuses, and equity compensation expenses.
- Outside service and data processing costs increased \$474,000, or 14.2%, relating primarily to increases in item processing, electronic banking and software licensing and maintenance costs.
- Insurance costs increased \$266,000, \$334,000, or 38.6% 21.1%, as a result of higher FDIC insurance premiums.

Partially offsetting these increases, professional fees decreased \$210,000, or 14.9%, relating primarily to decreases in loan appraisal fees and consulting fees.

Our efficiency ratio was 84.9% 80.9% for the first second quarter of 2024, compared to 76.1% 80.7% for the first second quarter of 2023. The efficiency ratio represents the percentage of one dollar of expense required to be incurred to earn a full dollar of revenue and is computed by dividing noninterest expense by the sum of net interest income and noninterest income. The higher ratio during the first quarter of 2024, compared to the first quarter of 2023, relates primarily to the decrease in net interest income combined with higher noninterest expenses.

We incurred income tax expense of \$862,000 \$909,000 and \$836,000 \$800,000 for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively, and \$1.8 million and \$1.6 million for the six months ended June 30, 2024 and 2023, respectively. Our effective tax rate was 25.5% 24.3% and 23.6% 24.1% for the three six months ended March 31, 2024 June 30, 2024 and 2023, respectively. The higher tax rate during the first quarter half of 2024 was driven by the effect of equity compensation transactions during the quarter period.

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### **BALANCE SHEET REVIEW**

#### *Investment Securities*

At **March 31, 2024** **June 30, 2024**, the **\$144.5 million** **\$140.0 million** in our investment securities portfolio represented approximately **3.5%** **3.4%** of our total assets. Our available for sale investment portfolio included corporate bonds, US treasuries, US government agency securities, state and political subdivisions, asset-backed securities and mortgage-backed securities with a fair value of **\$126.0 million** **\$121.4 million** and an amortized cost of **\$140.9 million** **\$136.4 million**, resulting in an unrealized loss of **\$14.9 million** **\$15.0 million**. At December 31, 2023, the \$154.6 million in our investment securities portfolio represented approximately 3.8% of our total assets, including investment securities with a fair value of \$134.7 million and an amortized cost of \$149.1 million for an unrealized loss of \$14.4 million. In addition, other investments, which include FHLB Stock and other nonmarketable investments, decreased **\$1.4 million** **\$1.3 million** from December 31, 2023 to **\$18.5 million** **\$18.7 million** at **March 31, 2024** **June 30, 2024**.

#### *Loans*

Since loans typically provide higher interest yields than other types of interest earning assets, a substantial percentage of our earning assets are invested in our loan portfolio. Average loans, excluding mortgage loans held for sale, for the **three** **six** months ended **March 31, 2024** **June 30, 2024** and 2023 were **\$3.62 billion** **\$3.63 billion** and **\$3.33 billion** **\$3.42 billion**, respectively. Before the allowance for credit losses, total loans outstanding at **March 31, 2024** **June 30, 2024** and December 31, 2023 were **\$3.64 billion** **\$3.62 billion** and \$3.60 billion, respectively.

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The principal component of our loan portfolio is loans secured by real estate mortgages. As of **March 31, 2024** **June 30, 2024**, our loan portfolio included **\$3.07 billion** **\$3.05 billion**, or 84.3%, of real estate loans, compared to \$3.05 billion, or 84.8%, at December 31, 2023. Most of our real estate loans are secured by residential or commercial property. We obtain a security interest in real estate, in addition to any other available collateral, in order to increase the likelihood of the ultimate repayment of the loan. Generally, we limit the loan-to-value ratio on loans to coincide with the appropriate regulatory guidelines. We attempt to maintain a relatively diversified loan portfolio to help reduce the risk inherent in concentration in certain types of collateral and business types. Home equity lines of credit totaled **\$184.7 million** **\$189.3 million** as of **March 31, 2024** **June 30, 2024**, of which approximately **48%** **46%** were in a first lien position, while the remaining balance was second liens. At December 31, 2023, our home equity lines of credit totaled \$183.0 million, of which approximately 46% were in first lien positions, while the remaining balance was in second liens. The average home equity loan had a balance of approximately \$86,000 and a loan to value of **70%** **71%** as of **March 31, 2024** **June 30, 2024**, compared to an average loan balance of \$85,000 and a loan to value of approximately 73% as of December 31, 2023. Further, **0.3%** **0.4%** and 0.8% of our total home equity lines of credit were over 30 days past due as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

Following is a summary of our loan composition at **March 31, 2024** **June 30, 2024** and December 31, 2023. During the first **three** **six** months of 2024, our loan portfolio increased by **\$41.1 million** **\$19.9 million**, or **1.14%** **0.55%**, with a **\$28.1 million** **\$6.0 million** increase in commercial loans while consumer loans increased by **\$13.0 million** **\$13.9 million** during the period. The majority of the increase was in loans secured by real estate. Our level of non-owner occupied commercial real estate and multi-family loans represents **271.4%** **257.7%** of the Bank's total risk-based capital at **March 31, 2024** **June 30, 2024**. Our consumer real estate portfolio grew by **\$19.1 million** **\$43.7 million** and includes high quality 1-4 family consumer real estate loans. Our average consumer real estate loan currently has a principal balance of **\$468,000**, **\$467,000**, a term of 23 years, and an average rate of **4.18%** **4.27%** as of **March 31, 2024** **June 30, 2024**, compared to a principal balance of \$469,000, a term of 23 years, and an average rate of 4.10% as of December 31, 2023.

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(dollars in thousands)	March 31, 2024		December 31, 2023		June 30, 2024		December 31, 2023	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
<b>Commercial</b>								
Owner occupied RE	\$ 631,047	17.3%	\$ 631,657	17.5%	\$ 642,008	17.7%	\$ 631,657	17.5%
Non-owner occupied RE	944,530	25.9%	942,529	26.2%	917,034	25.3%	942,529	26.2%
Construction	157,464	4.3%	150,680	4.2%	144,968	4.0%	150,680	4.2%
Business	520,073	14.3%	500,161	13.9%	527,017	14.5%	500,161	13.9%
Total commercial loans	2,253,114	61.8%	2,225,027	61.8%	2,231,027	61.5%	2,225,027	61.8%
<b>Consumer</b>								
Real estate	1,101,573	30.2%	1,082,429	30.0%	1,126,155	31.1%	1,082,429	30.0%
Home equity	184,691	5.1%	183,004	5.1%	189,294	5.3%	183,004	5.1%
Construction	53,216	1.5%	63,348	1.7%	32,936	0.9%	63,348	1.7%
Other	51,172	1.4%	48,819	1.4%	43,109	1.2%	48,819	1.4%
Total consumer loans	1,390,652	38.2%	1,377,600	38.2%	1,391,494	38.5%	1,377,600	38.2%
Total gross loans, net of deferred fees	3,643,766	100.0%	3,602,627	100.0%	3,622,521	100.0%	3,602,627	100.0%
Less—allowance for credit losses	(40,441)		(40,682)		(40,157)		(40,682)	
Total loans, net	\$ 3,603,325		\$ 3,561,945		\$ 3,582,364		\$ 3,561,945	

*Nonperforming assets*

Nonperforming assets include real estate acquired through foreclosure or deed taken in lieu of foreclosure and loans on nonaccrual status. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the contractual principal or interest on the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received. Our policy with respect to nonperforming loans requires the borrower to make a minimum of six consecutive payments in accordance with the loan terms and to show capacity to continue performing into the future before that loan can be placed back on accrual status. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we had no loans 90 days past due and still accruing.

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Following is a summary of our nonperforming assets.

(dollars in thousands)	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
<b>Commercial</b>	\$ 1,898	1,742	\$ 8,778	1,742
<b>Consumer</b>	1,748	2,221	2,440	2,221
<b>Total nonaccrual loans</b>	3,646	3,963	11,218	3,963
<b>Other real estate owned</b>	-	-	-	-
<b>Total nonperforming assets</b>	\$ 3,646	3,963	\$ 11,218	3,963

At **March 31, 2024** **June 30, 2024**, nonperforming assets were **\$3.6 million** **\$11.2 million**, or **0.09%** **0.27%** of total assets and **0.10%** **0.31%** of gross loans. Comparatively, nonperforming assets were \$4.0 million, or 0.10% of total assets and 0.11% of gross loans at December 31, 2023. Nonaccrual loans decreased \$317,000 increased \$7.3 million during the first **three** **six** months of 2024 due primarily to two relationships totaling \$6.9 million that **returned** to accrual status and one relationship that **paid off** went on nonaccrual during the **second** quarter.

The amount of foregone interest income on nonaccrual loans in the first **three** **six** months of 2024 and 2023 was not material. At **March 31, 2024** **June 30, 2024** and December 31, 2023, the allowance for credit losses represented **1,109.13%** **357.95%** and **1,026.55%** **1,026.58%** of the total amount of nonperforming loans, respectively. A significant portion of the nonperforming loans at **March 31, 2024** **June 30, 2024** were secured by real estate. We have evaluated the underlying collateral on these loans and believe that the collateral on these loans is sufficient to minimize future losses.

As a general practice, most of our commercial loans and a portion of our consumer loans are originated with relatively short maturities of less than ten years. As a result, when a loan reaches its maturity we frequently renew

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the loan and thus extend its maturity using similar credit standards as those used when the loan was first originated. Due to these loan practices, we may, at times, renew loans which are classified as nonaccrual after evaluating the loan's collateral value and financial strength of its guarantors. Nonaccrual loans are renewed at terms generally consistent with the ultimate source of repayment and rarely at reduced rates. In these cases, we will generally seek additional credit enhancements, such as additional collateral or additional guarantees to further protect the loan. When a loan is no longer performing in accordance with its stated terms, we will typically seek performance under the guarantee.

In addition, at **March 31, 2024** June 30, 2024, 84.3% of our loans were collateralized by real estate and **89.1%** **98.8%** of our individually evaluated loans were secured by real estate. Included in our real estate portfolio at **March 31, 2024** June 30, 2024 was **\$222.1 million** **\$219.7 million** of loans, or 6.1% of our total loan portfolio, collateralized by office properties, **\$172.6 million** of loans, or **4.7%** **4.8%**, collateralized by retail properties, **\$147.4 million** **\$131.0 million** of loans, or **4.0%** **3.6%**, collateralized by hotels, and **\$112.6 million** **\$109.1 million** of loans, or **3.1%** **3.0%**, collateralized by multifamily properties. We utilize third party appraisers to determine the fair value of collateral dependent loans. Our current loan and appraisal policies require us to obtain updated appraisals on an annual basis, either through a new external appraisal or an appraisal evaluation. Individually evaluated loans are reviewed on a quarterly basis to determine the level of impairment. As of **March 31, 2024** June 30, 2024, we did not have any individually evaluated real estate loans carried at a value in excess of the appraised value. We typically charge-off a portion or create a specific reserve for individually evaluated loans when we do not expect repayment to occur as agreed upon under the original terms of the loan agreement.

At **March 31, 2024** June 30, 2024, individually evaluated loans totaled **\$4.5 million** **\$12.1 million** with a reserve of approximately **\$697,000** **\$1.7 million** allocated in the allowance for credit losses. Comparatively, individually evaluated loans totaled \$4.8 million at December 31, 2023 for which \$3.7 million of these loans had a reserve of approximately \$688,000 allocated in the allowance for credit losses.

### *Allowance for Credit Losses*

The allowance for credit losses was **\$40.4 million** **\$40.2 million**, representing 1.11% of outstanding loans and providing coverage of **1,109.13%** **357.95%** of nonperforming loans at **March 31, 2024** June 30, 2024 compared to \$40.7 million, or 1.13% of outstanding loans and **1,026.58%** **1,026.55%** of nonperforming loans at December 31, 2023. At **March 31, 2023** June 30, 2023, the allowance for credit losses was **\$40.4 million** **\$41.1 million**, or **1.18%** **1.16%** of outstanding loans and **854.33%** **1,363.11%** of nonperforming loans.

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### *Deposits and Other Interest-Bearing Liabilities*

Our primary source of funds for loans and investments is our deposits and advances from the FHLB. In the past, we have chosen to obtain a portion of our certificates of deposits from areas outside of our market in order to obtain longer term deposits than are readily available in our local market. Our internal guidelines regarding the use of brokered CDs limit our brokered CDs to 30% of total deposits, which allows us to take advantage of the attractive terms that wholesale funding can offer while mitigating the related inherent risk.

Our retail deposits represented \$3.00 billion, or **86.7%** **86.6%** of total deposits, while our wholesale deposits represented **\$459.8 million** **\$463.7 million**, or **13.3%** **13.4%**, of total deposits at **March 31, 2024** **June 30, 2024**. At December 31, 2023, retail deposits represented \$3.00 billion, or 88.8%, of our total deposits and wholesale deposits were \$379.4 million, representing 11.2% of our total deposits. Our loan-to-deposit ratio was 105% at **March 31, 2024** **June 30, 2024** and 107% at December 31, 2023.

The following is a detail of our deposit accounts:

(dollars in thousands)	<i>March 31, 2024</i>	<i>December 31, 2023</i>
<b>Non-interest bearing</b>	<b>\$ 671,708</b>	<b>674,167</b>
<i>Interest bearing:</i>		
<i>NOW accounts</i>	<b>293,064</b>	<b>310,218</b>
<i>Money market accounts</i>	<b>1,603,796</b>	<b>1,605,278</b>
<i>Savings</i>	<b>32,248</b>	<b>31,669</b>
<i>Time, less than \$250,000</i>	<b>206,657</b>	<b>190,167</b>
<i>Time and out-of-market deposits, \$250,000 and over</i>	<b>653,208</b>	<b>568,065</b>
<b>Total deposits</b>	<b>\$ 3,460,681</b>	<b>3,379,564</b>

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(dollars in thousands)	June 30, 2024	December 31, 2023
Non-interest bearing	\$ 683,291	674,167
Interest bearing:		
NOW accounts	293,875	310,218
Money market accounts	1,562,786	1,605,278
Savings	28,739	31,669
Time, less than \$250,000	219,532	190,167
Time and out-of-market deposits, \$250,000 and over	671,646	568,065
<b>Total deposits</b>	<b>\$ 3,459,869</b>	<b>3,379,564</b>

Our primary focus is on increasing core deposits, which exclude out-of-market deposits and time deposits of \$250,000 or more, in order to provide a relatively stable funding source for our loan portfolio and other earning assets. **Our** While our non-interest bearing deposits increased by \$9.1 million from \$674.2 million at December 31, 2023, **our** core deposits were stable at decreased to \$2.79 billion from \$2.81 billion at March 31, 2024 and December 31, 2023. In addition, at **March 31, 2024** June 30, 2024 and December 31, 2023, we estimate that we have approximately \$1.3 billion, or **37.8%** 38.3% and 38.7% of total deposits, respectively, in uninsured deposits, including related interest accrued and unpaid. Since it is not reasonably practicable to provide a precise measure of uninsured deposits, the amounts above are estimates and are based on the same methodologies and assumptions used by the FDIC for the Bank's regulatory reporting requirements.

The following table shows the average balance amounts and the average rates paid on deposits.

(dollars in thousands)	Three months ended March 31,				Six months ended June 30,			
	2024		2023		2024		2023	
	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate
<b>Noninterest-bearing demand deposits</b>	<b>\$ 653,223</b>	<b>0.00 %</b>	<b>\$ 766,916</b>	<b>0.00 %</b>	<b>\$ 663,446</b>	<b>0.00 %</b>	<b>\$ 742,274</b>	<b>0.00 %</b>
<b>Interest-bearing demand deposits</b>	<b>295,774</b>	<b>0.90 %</b>	<b>303,176</b>	<b>0.59 %</b>	<b>299,328</b>	<b>0.86 %</b>	<b>300,189</b>	<b>0.66 %</b>
<b>Money market accounts</b>	<b>1,588,788</b>	<b>4.11 %</b>	<b>1,621,885</b>	<b>3.01 %</b>	<b>1,585,544</b>	<b>4.12 %</b>	<b>1,655,878</b>	<b>3.32 %</b>
<b>Savings accounts</b>	<b>31,734</b>	<b>0.17 %</b>	<b>39,993</b>	<b>0.06 %</b>	<b>30,712</b>	<b>0.20 %</b>	<b>38,746</b>	<b>0.08 %</b>
<b>Time deposits less than \$250,000</b>	<b>146,477</b>	<b>4.41 %</b>	<b>59,469</b>	<b>4.57 %</b>	<b>149,995</b>	<b>4.49 %</b>	<b>85,325</b>	<b>3.75 %</b>
<b>Time deposits greater than \$250,000</b>	<b>655,256</b>	<b>5.12 %</b>	<b>483,956</b>	<b>3.43 %</b>	<b>700,311</b>	<b>5.12 %</b>	<b>473,017</b>	<b>1.12 %</b>
<b>Total deposits</b>	<b>\$ 3,371,252</b>	<b>3.20 %</b>	<b>\$ 3,275,395</b>	<b>2.13 %</b>	<b>\$ 3,429,336</b>	<b>3.23 %</b>	<b>\$ 3,295,429</b>	<b>1.99 %</b>

During the first **three** six months of 2024, our average transaction account balances decreased by **\$162.5 million** \$158.1 million, or **6.0%** 5.8%, from the prior year, while our average time deposit balances increased by **\$258.3 million** \$292.0 million, or **47.5%** 52.3%.

All of our time deposits are certificates of deposits. The maturity distribution of our time deposits \$250,000 or more at **March 31, 2024** June 30, 2024 was as follows:

(dollars in thousands)	March 31, 2024
<b>Three months or less</b>	<b>\$ 84,482</b>
<b>Over three through six months</b>	<b>65,646</b>
<b>Over six through twelve months</b>	<b>144,396</b>
<b>Over twelve months</b>	<b>358,684</b>
<b>Total</b>	<b>\$ 653,208</b>

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(dollars in thousands)	June 30, 2024
Three months or less	\$ 67,302
Over three through six months	113,150
Over six through twelve months	241,895
Over twelve months	249,299
Total	\$ 671,646

Time deposits that meet or exceed the FDIC insurance limit of \$250,000 at **March 31, 2024** **June 30, 2024** and December 31, 2023 were **\$653.2 million** **\$671.6 million** and \$568.1 million, respectively. We have a relationship with IntraFi Promontory Network, allowing us to provide deposit customers with access to aggregate FDIC insurance in amounts exceeding \$250,000. This gives us the ability, as and when needed, to attract and retain large deposits from insurance conscious customers. With IntraFi, we have the option to keep deposits on balance sheet or sell them to other members of the network.

At **March 31, 2024** **June 30, 2024**, the Company we had \$240.0 million of convertible fixed rate FHLB advances with a weighted average rate of **3.65%** **3.76%**, while at December 31, 2023, the Company we had \$275.0 million in FHLB Advances. Of the \$275.0 million outstanding at December 31, 2023, \$35.0 million was at a variable rate and \$240.0 million was at fixed rates. The \$240.0 million was secured with approximately **\$1.30 billion** **\$1.32 billion** of mortgage loans and \$14.6 million of stock in the FHLB at **March 31, 2024** **June 30, 2024**. The \$275.0 million was secured with approximately \$1.25 billion of mortgage loans and \$16.1 million of stock in the FHLB at December 31, 2023.

Listed below is a summary of the terms and maturities of the advances outstanding at **March 31, 2024** **June 30, 2024** and December 31, 2023.

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(dollars in thousands)	March 31,				December 31,				June 30,				December 31,				
	2024		2023		2024		2023		2024		2023		2024		2023		
	Maturity	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate
February 29, 2024	\$ -	-	\$ 35,000	5.57%	\$ -	-	\$ 35,000	5.57%	\$ -	-	\$ 35,000	5.57%	\$ -	-	\$ 35,000	5.57%	
April 28, 2028	40,000	3.51%	40,000	3.51%	40,000	3.51%	40,000	3.51%	40,000	3.54%	40,000	3.54%	40,000	3.54%	40,000	3.54%	
May 15, 2028	35,000	3.13%	35,000	3.13%	-	-	-	-	-	-	-	-	-	35,000	3.13%		
June 28, 2028	40,000	3.54%	40,000	3.54%	40,000	3.54%	40,000	3.54%	40,000	3.57%	40,000	3.57%	40,000	3.57%	40,000	3.57%	
July 10, 2028	45,000	3.78%	45,000	3.78%	45,000	3.78%	45,000	3.78%	45,000	3.87%	45,000	3.87%	45,000	3.87%	45,000	3.87%	
July 10, 2028	40,000	3.87%	40,000	3.87%	40,000	3.87%	40,000	3.87%	40,000	3.96%	40,000	3.96%	40,000	3.96%	40,000	3.96%	
July 10, 2028	40,000	3.96%	40,000	3.96%	40,000	3.96%	40,000	3.96%	40,000	3.96%	40,000	3.96%	40,000	3.96%	40,000	3.96%	
May 15, 2029														35,000	3.90%	-	-
	\$ 240,000	3.65%	\$ 275,000	3.89%	\$ 240,000	3.76%	\$ 275,000	3.89%									

**LIQUIDITY AND CAPITAL RESOURCES**

Liquidity is our ability to fund operations, to meet depositor withdrawals, to provide for customers' credit needs, and to meet maturing obligations and existing commitments. Our liquidity principally depends on our cash flows from operating activities, investment in and maturity of assets, changes in balances of deposits and borrowings, and our ability to borrow funds. The bank failures in the first five months of 2023 exemplify the potential serious results of the unexpected inability of insured depository institutions to obtain needed liquidity to satisfy deposit withdrawal requests, including how quickly such requests can accelerate once uninsured depositors lose confidence in an institution's ability to satisfy its obligations to depositors. We seek to ensure our funding needs are met by maintaining a level of liquidity through asset and liability management. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

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At **March 31, 2024** **June 30, 2024** and December 31, 2023, our cash and cash equivalents totaled **\$167.3 million** **\$194.8 million** and **\$156.2 million**, respectively, or **4.1%** **4.7%** and 3.9% of total assets, respectively. Our investment securities at **March 31, 2024** **June 30, 2024** and December 31, 2023 amounted to **\$144.5 million** **\$140.0 million** and **\$154.6 million**, respectively, or **3.5%** **3.4%** and 3.8% of total assets, respectively. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, loan payoffs, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain **five** **six** federal funds purchased lines of credit with correspondent banks totaling **\$108.5 million** **\$128.5 million** for which there were no borrowings against the lines of credit at **March 31, 2024** **June 30, 2024**. We also had **\$236.1 million** **\$235.1 million** pledged and available with the Federal Reserve Discount Window at **March 31, 2024** **June 30, 2024**. Comparatively, at December 31, 2023, we had **\$227.1 million** pledged and available with the Federal Reserve Discount Window. At December 31, 2023, we had **\$13.0 million** of marketable investment securities pledged in the Federal Reserve's Bank Term Funding Program which closed on March 11, 2024.

We are also a member of the FHLB, from which applications for borrowings can be made. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at **March 31, 2024** **June 30, 2024** was **\$590.0 million** **\$598.5 million**, based primarily on the Bank's qualifying mortgages available to secure any future borrowings. However, we are able to pledge additional securities to the FHLB in order to increase our available borrowing capacity. In addition, at **March 31, 2024** **June 30, 2024** and December 31, 2023 we had **\$386.8 million** **\$393.4 million** and **\$388.3 million**, respectively, of letters of credit outstanding with the FHLB to secure client deposits.

We have a relationship with IntraFi Promontory Network, allowing us to provide deposit customers with access to aggregate FDIC insurance in amounts exceeding \$250,000. This gives us the ability, as and when needed, to attract and retain large deposits from insurance conscious customers. With IntraFi, we have the option to keep deposits on balance sheet or sell them to other members of the network. Additionally, subject to certain limits, the Bank can

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use IntraFi to purchase cost-effective funding without collateralization and in lieu of generating funds through traditional brokered CDs or the FHLB. In this manner, IntraFi can provide us with another funding option. Thus, it serves as a deposit-gathering tool and an additional liquidity management tool. Under the Economic Growth, Regulatory Relief, and Consumer Protection Act, a well capitalized bank with a CAMELS rating of 1 or 2 may hold reciprocal deposits up to the lesser of 20% of its total liabilities or \$5 billion without those deposits being treated as brokered deposits.

We also have a line of credit with another financial institution for \$15.0 million, which was unused at **March 31, 2024** **June 30, 2024**. The line of credit was issued on December 28, 2023 at an interest rate of the U.S. Prime Rate plus 0.25% and a maturity date of February 28, 2025.

We believe that our existing stable base of core deposits, federal funds purchased lines of credit with correspondent banks, availability with the Federal Reserve Discount Window, and borrowings from the FHLB will enable us to successfully meet our long-term liquidity needs. However, as short-term liquidity needs arise, we have the ability to sell a portion of our investment securities portfolio to meet those needs.

Total shareholders' equity was **\$315.3 million** **\$318.7 million** at **March 31, 2024** **June 30, 2024** and \$312.5 million at December 31, 2023. The **\$2.8 million** **\$6.3 million** increase from December 31, 2023 is primarily related to net income of **\$2.5 million** **\$5.5 million** during the first **three** **six** months of 2024 and stock option exercises and equity compensation expenses of **\$722,000**, **\$1.3 million**, partially offset by a **\$455,000 loss** **\$524,000 increase** in other comprehensive **income** **loss** related to our available for sale securities.

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), equity to assets ratio (average equity divided by average assets), and tangible common equity ratio (total equity less preferred stock divided by total assets) annualized for the **three** **six** months ended **March 31, 2024** **June 30, 2024** and the year ended December 31, 2023. Since our inception, we have not paid cash dividends.

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
<b>Return on average assets</b>	<b>0.25 %</b>	<b>0.34 %</b>
<b>Return on average equity</b>	<b>3.22 %</b>	<b>4.44 %</b>
<b>Return on average common equity</b>	<b>3.22 %</b>	<b>4.44 %</b>
<b>Average equity to average assets ratio</b>	<b>7.83 %</b>	<b>7.71 %</b>
<b>Tangible common equity to assets ratio</b>	<b>7.68 %</b>	<b>7.70 %</b>

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	June 30, 2024	December 31, 2023
Return on average assets	0.27 %	0.34 %
Return on average equity	3.52 %	4.44 %
Return on average common equity	3.52 %	4.44 %
Average equity to average assets ratio	7.74 %	7.71 %
Tangible common equity to assets ratio	7.76 %	7.70 %

Under the capital adequacy guidelines, regulatory capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common shareholders' equity, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed to be inherent in the type of asset. Tier 2 capital consists of Tier 1 capital plus the general reserve for credit losses, subject to certain limitations. We are also required to maintain capital at a minimum level based on total average assets, which is known as the Tier 1 leverage ratio.

Regulatory capital rules, which we refer to as Basel III, impose minimum capital requirements for bank holding companies and banks. The Basel III rules apply to all national and state banks and savings associations regardless of size and bank holding companies and savings and loan holding companies other than "small bank holding companies," generally holding companies with consolidated assets of less than \$3 billion. In order to avoid restrictions on capital distributions or discretionary bonus payments to executives, a covered banking organization must maintain a "capital conservation buffer" on top of our minimum risk-based capital requirements. This buffer must consist solely of common equity Tier 1, but the buffer applies to all three measurements (common equity Tier 1, Tier 1 capital and total capital). The capital conservation buffer consists of an additional amount of CET1 equal to 2.5% of risk-weighted assets.

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To be considered "well capitalized" for purposes of certain rules and prompt corrective action requirements, the Bank must maintain a minimum total risked-based capital ratio of at least 10%, a total Tier 1 capital ratio of at least 8%, a common equity Tier 1 capital ratio of at least 6.5%, and a leverage ratio of at least 5%. As of **March 31, 2024** **June 30, 2024** our capital ratios exceed these ratios and we remain "well capitalized."

The following table summarizes the capital amounts and ratios of the Bank and the regulatory minimum requirements.

	March 31, 2024							June 30, 2024						
	For capital adequacy purposes			To be well capitalized under prompt corrective action provisions			For capital adequacy purposes			To be well capitalized under prompt corrective action provisions				
	Actual		minimum plus the capital conservation buffer		minimum		Actual		minimum plus the capital conservation buffer		minimum			
	(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	
<b>Total Capital (to risk weighted assets)</b>	\$ 393,470	12.29 %	\$ 256,023	8.00 %	\$ 320,029	10.00 %	\$ 396,713	12.47 %	\$ 254,489	8.00 %	\$ 318,112	10.00 %		
<b>Tier 1 Capital (to risk weighted assets)</b>	353,461	11.04 %	192,017	6.00 %	256,023	8.00 %	356,944	11.22 %	190,867	6.00 %	254,489	8.00 %		
<b>Common Equity Tier 1 Capital (to risk weighted assets)</b>	353,461	11.04 %	144,013	4.50 %	208,019	6.50 %	356,944	11.22 %	143,150	4.50 %	206,773	6.50 %		
<b>Tier 1 Capital (to average assets)</b>	353,461	8.77 %	161,255	4.00 %	201,569	5.00 %	356,944	8.59 %	166,147	4.00 %	207,683	5.00 %		
December 31, 2023														
Actual														
For capital adequacy purposes minimum plus the capital conservation buffer														
(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Total Capital (to risk weighted assets)</b>	\$ 390,197	12.28 %	\$ 254,278	8.00 %	\$ 317,847	10.00 %								
<b>Tier 1 Capital (to risk weighted assets)</b>	350,455	11.03 %	190,708	6.00 %	254,278	8.00 %								
<b>Common Equity Tier 1 Capital (to risk weighted assets)</b>	350,455	11.03 %	143,031	4.50 %	206,601	6.50 %								
<b>Tier 1 Capital (to average assets)</b>	350,455	8.47 %	165,414	4.00 %	206,767	5.00 %								

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The following table summarizes the capital amounts and ratios of the Company and the minimum regulatory requirements.

	March 31, 2024							June 30, 2024							
	Actual			For capital adequacy purposes minimum plus the capital conservation buffer <sup>(1)</sup>		To be well capitalized under prompt corrective action provisions minimum		Actual			For capital adequacy purposes minimum plus the capital conservation buffer <sup>(4)</sup>		To be well capitalized under prompt corrective action provisions minimum		
	(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Total Capital (to risk weighted assets)</b>	\$ 403,062	12.59 %	\$ 256,023	8.00 %	N/A	N/A	\$ 406,383	12.77 %	\$ 254,489	8.00 %	N/A	N/A			
<b>Tier 1 Capital (to risk weighted assets)</b>	340,053	10.63 %	192,017	6.00 %	N/A	N/A	343,614	10.80 %	190,867	6.00 %	N/A	N/A			
<b>Common Equity Tier 1 Capital (to risk weighted assets)</b>	327,053	10.22 %	144,013	4.50 %	N/A	N/A	330,614	10.39 %	143,150	4.50 %	N/A	N/A			
<b>Tier 1 Capital (to average assets)</b>	340,053	8.44 %	161,255	4.00 %	N/A	N/A	343,614	8.27 %	166,171	4.00 %	N/A	N/A			
December 31, 2023															
	Actual							For capital adequacy purposes minimum plus the capital conservation buffer <sup>(1)</sup>							
	(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Total Capital (to risk weighted assets)</b>	\$ 399,551	12.57 %	\$ 254,278	8.00 %	N/A	N/A									
<b>Tier 1 Capital (to risk weighted assets)</b>	336,809	10.60 %	190,708	6.00 %	N/A	N/A									
<b>Common Equity Tier 1 Capital (to risk weighted assets)</b>	323,809	10.19 %	143,031	4.50 %	N/A	N/A									
<b>Tier 1 Capital (to average assets)</b>	336,809	8.14 %	165,436	4.00 %	N/A	N/A									

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							December 31, 2023
				For capital adequacy purposes minimum plus the capital conservation buffer			To be well capitalized under prompt corrective action provisions minimum <sup>(1)</sup>
(dollars in thousands)	Amount	Actual	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to risk weighted assets)	\$ 399,551	12.57 %	\$ 254,278	8.00 %	N/A	N/A	
Tier 1 Capital (to risk weighted assets)	336,809	10.60 %	190,708	6.00 %	N/A	N/A	
Common Equity Tier 1 Capital (to risk weighted assets)	323,809	10.19 %	143,031	4.50 %	N/A	N/A	
Tier 1 Capital (to average assets)	336,809	8.14 %	165,436	4.00 %	N/A	N/A	

(1) The prompt corrective action provisions are only applicable at the Bank level. The Bank exceeded the general minimum regulatory requirements to be considered "well capitalized."

The ability of the Company to pay cash dividends to shareholders is dependent upon receiving cash in the form of dividends from the Bank. The dividends that may be paid by the Bank to the Company are subject to legal limitations and regulatory capital requirements. Since our inception, we have not paid cash dividends to shareholders.

**EFFECT OF INFLATION AND CHANGING PRICES**

The effect of relative purchasing power over time due to inflation has not been taken into account in our consolidated financial statements. Rather, our financial statements have been prepared on an historical cost basis in accordance with generally accepted accounting principles.

Unlike most industrial companies, our assets and liabilities are primarily monetary in nature. Therefore, the effect of changes in interest rates will have a more significant impact on our performance than will the effect of changing prices and inflation in general. In addition, interest rates may generally increase as the rate of inflation increases, although not necessarily in the same magnitude. As discussed previously, we seek to manage the relationships between interest sensitive assets and liabilities in order to protect against wide rate fluctuations, including those resulting from inflation.

**OFF-BALANCE SHEET RISK**

Commitments to extend credit are agreements to lend money to a client as long as the client has not violated any material condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. At **March 31, 2024** June 30, 2024 unfunded commitments to extend credit were **\$710.7 million** **\$694.5 million**, of which **\$116.0 million** **\$88.2 million** were at fixed rates and **\$595.0 million** **\$606.3 million** were at variable rates. At December 31, 2023, unfunded commitments to extend credit were \$724.6 million, of which approximately \$145.6 million were at fixed rates and \$579.0 million were at variable rates. A significant portion of the unfunded commitments related to commercial business loans and consumer home equity lines of credit. We evaluate each client's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon extension of credit, is based on our credit evaluation of the borrower. The type of collateral varies but may include accounts receivable, inventory, property, plant and equipment, and commercial and residential real estate.

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As of **March 31, 2024** **June 30, 2024**, the reserve for unfunded commitments was **\$1.7 million** **\$1.4 million** or **0.23%** **0.20%** of total unfunded commitments. As of December 31, 2023, the reserve for unfunded commitments was \$1.8 million or 0.25% of total unfunded commitments.

At **March 31, 2024** **June 30, 2024** and December 31, 2023, there were commitments under letters of credit for **\$12.0 million** **\$13.0 million** and \$16.1 million, respectively. The credit risk and collateral involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Since most of the letters of credit are expected to expire without being drawn upon, they do not necessarily represent future cash requirements.

Except as disclosed in this report, we are not involved in off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments that significantly impact earnings.

### **CRITICAL ACCOUNTING ESTIMATES**

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States and with general practices within the banking industry in the preparation of our financial statements.

Certain accounting policies inherently involve a greater reliance on the use of estimates, assumptions and judgments and, as such, have a greater possibility of producing results that could be materially different than originally reported, which could have a material impact on the carrying values of our assets and liabilities and our results of operations. Of the significant accounting policies used in the preparation of our consolidated financial statements, we have identified certain items as critical accounting policies based on the associated estimates, assumptions, judgments and complexity. See "Management's Discussion and Analysis of Financial Condition and

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Results of Operations—Critical Accounting Estimates" in our Annual Report on Form 10-K for the year ended December 31, 2023, for a description of our significant accounting policies that use critical accounting estimates.

### **ACCOUNTING, REPORTING, AND REGULATORY MATTERS**

See Note 1 – Summary of Significant Accounting Policies in the accompanying notes to consolidated financial statements included elsewhere in this report for details of recently issued accounting pronouncements and their expected impact on our consolidated financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

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

Market risk is the risk of loss from adverse changes in market prices and rates, which principally arises from interest rate risk inherent in our lending, investing, deposit gathering, and borrowing activities. Other types of market risks, such as foreign currency exchange rate risk and commodity price risk, do not generally arise in the normal course of our business.

We actively monitor and manage our interest rate risk exposure in order to control the mix and maturities of our assets and liabilities utilizing a process we call asset/liability management. The essential purposes of asset/liability management are to seek to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. Our asset/liability management committee ("ALCO") monitors and considers methods of managing exposure to interest rate risk. We have both an internal ALCO consisting of senior management that meets no less than quarterly and a board risk committee that meets quarterly. These committees are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within board-approved limits.

As of **March 31, 2024** **June 30, 2024**, the following table summarizes the forecasted impact on net interest income using a base case scenario given upward and downward movements in interest rates of 100, 200, and 300 basis points based

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on forecasted assumptions of prepayment speeds, nominal interest rates and loan and deposit repricing rates. Estimates are based on current economic conditions, historical interest rate cycles and other factors deemed to be relevant. However, underlying assumptions may be impacted in future periods which were not known to management at the time of the issuance of the Consolidated Financial Statements. Therefore, management's assumptions may or may not prove valid. No assurance can be given that changing economic conditions and other relevant factors impacting our net interest income will not cause actual occurrences to differ from underlying assumptions. In addition, this analysis does not consider any strategic changes to our balance sheet which management may consider as a result of changes in market conditions.

Interest rate scenario	Change in net interest income from base
Up 300 basis points	(7.17 13.97)%
Up 200 basis points	(4.75 8.73)%
Up 100 basis points	(2.36 3.94)%
Base	-
Down 100 basis points	3.99 4.75%
Down 200 basis points	6.87 8.96%
Down 300 basis points	9.51 13.49%

## Item 4. CONTROLS AND PROCEDURES.

### *Evaluation of Disclosure Controls and Procedures*

Management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial

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Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is (i) recorded, processed, summarized and reported as and when required and (ii) accumulated and communicated to our management, including our Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### *Changes in Internal Control over Financial Reporting*

There has been no change in the Company's internal control over financial reporting during the ~~three~~ six months ended ~~March 31, 2024~~ June 30, 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.

We are a party to claims and lawsuits arising in the course of normal business activities. Management is not aware of any material pending legal proceedings against the Company which, if determined adversely, would have a material adverse impact on the company's financial position, results of operations or cash flows.

### Item 1A. RISK FACTORS.

Investing in shares of our common stock involves certain risks, including those identified and described in Item 1A. of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as well as cautionary statements contained in this Quarterly Report on Form 10-Q, including those under the caption "Cautionary Warning Regarding Forward-Looking Statements" set forth in Part I, Item 2 of this Form 10-Q, risks and matters described elsewhere in this Form 10-Q, and in our other filings with the SEC.

There have been no material changes to the risk factors previously disclosed in the Company's (i) Annual Report on Form 10-K for fiscal year ended December 31, 2023.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES, PROCEEDS.

- (a) Sales of Unregistered Securities - None
- (b) Use of Proceeds – Not applicable
- (c) Issuer Purchases of Securities

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As of **March 31, 2024** **June 30, 2024**, the Company does not have an authorized share repurchase program.

Item 3. DEFAULTS UPON SENIOR SECURITIES.

None.

Item 4. MINE SAFETY DISCLOSURES.

Not applicable.

Item 5. OTHER INFORMATION.

Trading Plans

During the **three** **six** months ended **March 31, 2024** **June 30, 2024**, no director or “officer” of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K of the Securities Act of 1933.

Item 6. Item 6. EXHIBITS.

The exhibits required to be filed as part of this Quarterly Report on Form 10-Q are listed in the Index to Exhibits attached hereto and are incorporated herein by reference.

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### INDEX TO EXHIBITS

Exhibit Number	Description
<a href="#">3.1</a>	<a href="#">Amended and Restated Articles, as amended, of Southern First Bancshares, Inc. (effective May 30, 2024).</a>
<a href="#">3.1.1</a>	<a href="#">Amended and Restated Articles, as amended, of Southern First Bancshares, Inc. (effective May 30, 2024). (redline version of amended sections).</a>
<a href="#">10.1</a>	<a href="#">Employment Agreement by and between Southern First Bank and Christian Zych, dated May 6, 2024 (incorporated by reference to Exhibit 10.1 of Southern First Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on May 7, 2024).*</a>
<a href="#">10.2</a>	<a href="#">Amendment to Employment Agreement by and between Southern First Bank and Calvin C. Hurst, dated May 6, 2024 (incorporated by reference to Exhibit 10.2 of Southern First Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on May 7, 2024).*</a>
<a href="#">10.3</a>	<a href="#">Amendment to Employment Agreement by and between Southern First Bank and William M. Aiken, III, dated May 6, 2024 (incorporated by reference to Exhibit 10.3 of Southern First Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on May 7, 2024).*</a>
<a href="#">31.1</a>	<a href="#">Rule 13a-14(a) Certification of the Principal Executive Officer.</a>
<a href="#">31.2</a>	<a href="#">Rule 13a-14(a) Certification of the Principal Financial Officer.</a>
<a href="#">32</a>	<a href="#">Section 1350 Certifications.</a>
101	The following materials from the Quarterly Report on Form 10-Q of Southern First Bancshares, Inc. for the quarter ended <a href="#">March 31, 2024</a> <a href="#">June 30, 2024</a> , formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Unaudited Consolidated Financial Statements.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
*	Management contract or compensatory plan or arrangement.

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SIGNATURES

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

**SOUTHERN FIRST BANCSHARES, INC.**

Registrant

Date: **April 30, 2024** July 31, 2024

/s/R. Arthur Seaver, Jr.

R. Arthur Seaver, Jr.

Chief Executive Officer (Principal Executive Officer)

Date: **April 30, 2024** July 31, 2024

/s/R. Arthur Seaver, Jr. **Christian J. Zych**

Christian J. Zych

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

**Exhibit 3.1**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTHERN FIRST BANCSHARES, INC.  
(as amended effective May 30, 2024)  
(restated for purposes of Item 601(b)(3) of Regulation S-K only)**

**ARTICLE ONE  
NAME**

The name of the corporation is Southern First Bancshares, Inc. (the "Corporation").

**ARTICLE TWO  
ADDRESS AND REGISTERED AGENT**

The street address of the registered office of the Corporation shall be 6 Verdae Boulevard, Greenville, South Carolina 29607. The name of the Corporation's registered agent at such address shall be R. Arthur Seaver.

**ARTICLE THREE  
CAPITALIZATION**

The Corporation shall have the authority, exercisable by its board of directors, to issue up to 20,000,000 shares of voting common stock, par value \$0.01 per share, and to issue up to 10,000,000 shares of preferred stock, par value \$0.01 per share. The board of directors shall have the authority to specify the preferences, limitations and relative rights of each class of preferred stock.

**ARTICLE FOUR  
PREEMPTIVE RIGHTS**

The shareholders shall not have any preemptive rights to acquire additional stock in the Corporation.

**ARTICLE FIVE  
NO CUMULATIVE VOTING RIGHTS**

The Corporation elects not to have cumulative voting, and no shares issued by this Corporation may be cumulatively voted for directors of the Corporation (or for any other decision).

**ARTICLE SIX  
LIMITATION ON DIRECTOR LIABILITY**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except that such liability shall not be eliminated for:

- (i) any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (ii) acts or omissions not in good faith or which involve gross negligence, intentional misconduct, or a knowing violation of law;

- (iii) liability imposed under Section 33-8-330 (or any successor provision or redesignation thereof) of the Act; and
- (iv) any transaction from which the director derived an improper personal benefit.

If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article Six shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

## ARTICLE SEVEN CONTROL SHARE ACQUISITIONS

The provisions of Title 35, Chapter 2, Article 1 of the Code of Laws of South Carolina shall not apply to control share acquisitions of shares of the Corporation.

## ARTICLE EIGHT CLASSIFIED BOARD OF DIRECTORS

At the annual meeting of shareholders that is held in calendar year 2023, the Class III directors shall be elected for a term expiring at the annual meeting of shareholders that is held in calendar year 2026 and until such directors' successors have been elected and qualified. At the annual meeting of shareholders that is held in calendar year 2024, the Class I directors shall be elected for a term expiring at the annual meeting of shareholders that is held in calendar year 2025 and until such directors' successors shall have been elected and qualified. At the annual meeting of shareholders that is held in calendar year 2025, the Class I and Class II directors shall be elected for a term expiring at the annual meeting of shareholders that is held in calendar year 2026 and until such directors' successors shall have been elected and qualified. At each annual shareholders' meeting held thereafter, all directors shall be elected for terms expiring at the next annual meeting of shareholders and until such directors' successors shall have been elected and qualified. Each director, except in the case of his earlier death, written resignation, retirement, disqualification or removal, shall serve for the duration of his term, as staggered, and thereafter until his successor shall have been elected and qualified.

## ARTICLE NINE CONSIDERATION OF OTHER CONSTITUENCIES

In discharging the duties of their respective positions and in determining what is in the best interests of the Corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any actions on the Corporation and its shareholders, may consider the interests of the employees, customers, suppliers, creditors, and other constituencies of the Corporation and its subsidiaries, the communities and geographical areas in which the Corporation and its subsidiaries operate or are located, and all other factors such directors consider pertinent. This provision solely grants discretionary authority to the board of directors and shall not be deemed to provide to any other constituency any right to be considered.

**CERTIFICATE OF DESIGNATIONS  
OF  
FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES T  
OF  
SOUTHERN FIRST BANCSHARES, INC.**

Pursuant to the provisions of the articles of incorporation and the bylaws of the Company and applicable law, a series of Preferred Stock, \$0.01 par value per share, of the Company be and hereby is created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

**Part 1. Designation and Number of Shares.** There is hereby created out of the authorized and unissued shares of preferred stock of the Company a series of preferred stock designated as the "Fixed Rate Cumulative Perpetual Preferred Stock, Series T" (the "Designated Preferred Stock"). The authorized number of shares of Designated Preferred Stock shall be 17,299.

**Part 2. Standard Provisions.** The Standard Provisions contained in Annex A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Certificate of Designations to the same extent as if such provisions had been set forth in full herein.

**Part. 3. Definitions.** The following terms are used in this Certificate of Designations (including the Standard Provisions in Annex A attached hereto) as defined below:

(a) "Common Stock" means the common stock, par value \$0.01 per share, of the Corporation.

(b) "Dividend Payment Date" means February 15, May 15, August 15 and November 15 of each year.

(c) "Junior Stock" means the Common Stock, and any other class or series of stock of the Company the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Company.

(d) "Liquidation Amount" means \$1,000.00 per share of Designated Preferred Stock.

(e) "Minimum Amount" means \$4,324,750.

(f) "Parity Stock" means any class or series of stock of the Company (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Company (in each case without regard to whether dividends accrue cumulatively or non-cumulatively).

(g) "Signing Date" means the Original Issue Date.

**Part. 4. Certain Voting Matters.** Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.

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## STANDARD PROVISIONS

**Section 1. General Matters.** Each share of Designated Preferred Stock shall be identical in all respects to every other share of Designated Preferred Stock. The Designated Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Certificate of Designations. The Designated Preferred Stock shall rank equally with Parity Stock and shall rank senior to Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Corporation.

**Section 2. Standard Definitions.** As used herein with respect to Designated Preferred Stock:

(a) "Applicable Dividend Rate" means (i) during the period from the Original Issue Date to, but excluding, the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 5% per annum and (ii) from and after the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 9% per annum.

(b) "Appropriate Federal Banking Agency" means the "appropriate Federal banking agency" with respect to the Corporation as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)), or any successor provision.

(c) "Business Combination" means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Corporation's stockholders.

(d) "Business Day" means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

(e) "Bylaws" means the bylaws of the Corporation, as they may be amended from time to time.

(f) "Certificate of Designations" means the Certificate of Designations or comparable instrument relating to the Designated Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

(g) "Charter" means the Corporation's certificate or articles of incorporation, articles of association, or similar organizational document.

(h) "Dividend Period" has the meaning set forth in Section 3(a).

(i) "Dividend Record Date" has the meaning set forth in Section 3(a).

(j) "Liquidation Preference" has the meaning set forth in Section 4(a).

(k) "Original Issue Date" means the date on which shares of Designated Preferred Stock are first issued.

(l) "Preferred Director" has the meaning set forth in Section 7(b).

(m) "Preferred Stock" means any and all series of preferred stock of the Corporation, including the Designated Preferred Stock.

(n) "Qualified Equity Offering" means the sale and issuance for cash by the Corporation to persons other than the Corporation or any of its subsidiaries after the Original Issue Date of shares of perpetual Preferred Stock, Common Stock or any combination of such stock, that, in each case, qualify as and may be included in Tier 1 capital of the Corporation at the time of issuance under the applicable risk-based capital guidelines of the Corporation's Appropriate Federal Banking Agency (other than any such sales and issuances made pursuant to agreements or arrangements entered into, or pursuant to financing plans which were publicly announced, on or prior to October 13, 2008).

(o) "Share Dilution Amount" has the meaning set forth in Section 3(b).

(p) "Standard Provisions" mean these Standard Provisions that form a part of the Certificate of Designations relating to the Designated Preferred Stock.

(q) "Successor Preferred Stock" has the meaning set forth in Section 5(a).

(r) "Voting Parity Stock" means, with regard to any matter as to which the holders of Designated Preferred Stock are entitled to vote as specified in Sections 7(a) and 7(b) of these Standard Provisions that form a part of the Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

### **Section 3. Dividends.**

(a) Rate. Holders of Designated Preferred Stock shall be entitled to receive, on each share of Designated Preferred Stock if, as and when declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of assets legally available therefor, cumulative cash dividends with respect to each Dividend Period (as defined below) at a rate per annum equal to the Applicable Dividend Rate on (i) the Liquidation Amount per share of Designated Preferred Stock and (ii) the amount of accrued and unpaid dividends for any prior Dividend Period on such share of Designated Preferred Stock, if any. Such dividends shall begin to accrue and be cumulative from the Original Issue Date, shall compound on each subsequent Dividend Payment Date (i.e., no dividends shall accrue on other dividends unless and until the first Dividend Payment Date for such other dividends has passed without such other dividends having been paid on such date) and shall be payable quarterly in arrears on each Dividend Payment Date, commencing with the first such Dividend Payment Date to occur at least 20 calendar days after the Original Issue Date. In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "Dividend Period", provided that the initial Dividend Period shall be the period from and including the Original Issue Date to, but excluding, the next Dividend Payment Date. Dividends that are payable on Designated Preferred Stock in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on Designated Preferred Stock on any date prior to the end of a Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Designated Preferred Stock on any Dividend Payment Date will be payable to holders of record of Designated Preferred Stock as they appear on the stock register of the Corporation on the applicable record date, which shall be the 15th calendar day immediately preceding such Dividend

Payment Date or such other record date fixed by the Board of Directors or any duly authorized committee of the Board of Directors that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a "Dividend Record Date"). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Holders of Designated Preferred Stock shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on Designated Preferred Stock as specified in this Section 3 (subject to the other provisions of the Certificate of Designations).

(b) Priority of Dividends. So long as any share of Designated Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock, subject to the immediately following paragraph in the case of Parity Stock, and no Common Stock, Junior Stock or Parity Stock shall be, directly or indirectly, purchased, redeemed or otherwise acquired for consideration by the Corporation or any of its subsidiaries unless all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been or are contemporaneously declared and paid in full (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Designated Preferred Stock on the applicable record date). The foregoing limitation shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business (including purchases to offset the Share Dilution Amount (as defined below) pursuant to a publicly announced repurchase plan) and consistent with past practice, provided that any purchases to offset the Share Dilution Amount shall in no event exceed the Share Dilution Amount; (ii) purchases or other acquisitions by a broker-dealer subsidiary of the Corporation solely for the purpose of market-making, stabilization or customer facilitation transactions in Junior Stock or Parity Stock in the ordinary course of its business; (iii) purchases by a broker-dealer subsidiary of the Corporation of capital stock of the Corporation for resale pursuant to an offering by the Corporation of such capital stock underwritten by such broker-dealer subsidiary; (iv) any dividends or distributions of rights or Junior Stock in connection with a stockholders' rights plan or any redemption or repurchase of rights pursuant to any stockholders' rights plan; (v) the acquisition by the Corporation or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Corporation or any of its subsidiaries), including as trustees or custodians; and (vi) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock. "Share Dilution Amount" means the increase in the number of diluted shares outstanding (determined in accordance with generally accepted accounting principles in the United States, and as measured from the date of the Corporation's consolidated financial statements most recently filed with the Securities and Exchange Commission prior to the Original Issue Date) resulting from the grant, vesting or exercise of equity-based compensation to employees and equitably adjusted for any stock split, stock dividend, reverse stock split, reclassification or similar transaction. When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon Designated Preferred Stock and any shares of Parity Stock, all dividends declared on Designated Preferred Stock and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared pro rata so that the respective amounts of such dividends declared shall

bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of Designated Preferred Stock (including, if applicable as provided in Section 3(a) above, dividends on such amount) and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) (subject to their having been declared by the Board of Directors or a duly authorized committee of the Board of Directors out of legally available funds and including, in the case of Parity Stock that bears cumulative dividends, all accrued but unpaid dividends) bear to each other. If the Board of Directors or a duly authorized committee of the Board of Directors determines not to pay any dividend or a full dividend on a Dividend Payment Date, the Corporation will provide written notice to the holders of Designated Preferred Stock prior to such Dividend Payment Date. Subject to the foregoing, and not otherwise, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and holders of Designated Preferred Stock shall not be entitled to participate in any such dividends.

#### **Section 4. Liquidation Rights.**

(a) **Voluntary or Involuntary Liquidation.** In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Designated Preferred Stock shall be entitled to receive for each share of Designated Preferred Stock, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Corporation, subject to the rights of any creditors of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Corporation ranking junior to Designated Preferred Stock as to such distribution, payment in full in an amount equal to the sum of (i) the Liquidation Amount per share and (ii) the amount of any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount), whether or not declared, to the date of payment (such amounts collectively, the "Liquidation Preference").

(b) **Partial Payment.** If in any distribution described in Section 4(a) above the assets of the Corporation or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with Designated Preferred Stock as to such distribution, holders of Designated Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) **Residual Distributions.** If the Liquidation Preference has been paid in full to all holders of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with Designated Preferred Stock as to such distribution has been paid in full, the holders of other stock of the Corporation shall be entitled to receive all remaining assets of the Corporation (or proceeds thereof) according to their respective rights and preferences.

(d) **Merger, Consolidation and Sale of Assets Not Liquidation.** For purposes of this Section 4, the merger or consolidation of the Corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Designated Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Corporation, shall not constitute a liquidation, dissolution or winding up of the Corporation.

#### **Section 5. Redemption.**

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**(a) Optional Redemption.** Except as provided below, the Designated Preferred Stock may not be redeemed prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date. On or after the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption. Notwithstanding the foregoing, prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption; provided that (x) the Corporation (or any successor by Business Combination) has received aggregate gross proceeds of not less than the Minimum Amount (plus the "Minimum Amount" as defined in the relevant certificate of designations for each other outstanding series of preferred stock of such successor that was originally issued to the United States Department of the Treasury (the "Successor Preferred Stock") in connection with the Troubled Asset Relief Program Capital Purchase Program) from one or more Qualified Equity Offerings (including Qualified Equity Offerings of such successor), and (y) the aggregate redemption price of the Designated Preferred Stock (and any Successor Preferred Stock) redeemed pursuant to this paragraph may not exceed the aggregate net cash proceeds received by the Corporation (or any successor by Business Combination) from such Qualified Equity Offerings (including Qualified Equity Offerings of such successor). The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Corporation or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

**(b) No Sinking Fund.** The Designated Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Designated Preferred Stock will have no right to require redemption or repurchase of any shares of Designated Preferred Stock.

**(c) Notice of Redemption.** Notice of every redemption of shares of Designated Preferred Stock shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Designated Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Designated Preferred Stock. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Corporation or any other similar facility, notice of redemption may be given to the holders of Designated Preferred Stock at such time and in any manner permitted by such

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facility. Each notice of redemption given to a holder shall state: (1) the redemption date; (2) the number of shares of Designated Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price.

(d) **Partial Redemption.** In case of any redemption of part of the shares of Designated Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either pro rata or in such other manner as the Board of Directors or a duly authorized committee thereof may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors or a duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Designated Preferred Stock shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) **Effectiveness of Redemption.** If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been deposited by the Corporation, in trust for the pro rata benefit of the holders of the shares called for redemption, with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least \$500 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Corporation, after which time the holders of the shares so called for redemption shall look only to the Corporation for payment of the redemption price of such shares.

(f) **Status of Redeemed Shares.** Shares of Designated Preferred Stock that are redeemed, repurchased or otherwise acquired by the Corporation shall revert to authorized but unissued shares of Preferred Stock (provided that any such cancelled shares of Designated Preferred Stock may be reissued only as shares of any series of Preferred Stock other than Designated Preferred Stock).

**Section 6. Conversion.** Holders of Designated Preferred Stock shares shall have no right to exchange or convert such shares into any other securities.

**Section 7. Voting Rights.**

(a) **General.** The holders of Designated Preferred Stock shall not have any voting rights except as set forth below or as otherwise from time to time required by law.

(b) **Preferred Stock Directors.** Whenever, at any time or times, dividends payable on the shares of Designated Preferred Stock have not been paid for an aggregate of six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Corporation shall automatically be increased by two and the holders of the Designated Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Corporation's next annual meeting of stockholders

(or at a special meeting called for that purpose prior to such next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been declared and paid in full at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned; provided that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Corporation to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Corporation may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any termination of the right of the holders of shares of Designated Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Designated Preferred Stock at the time outstanding voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) **Class Voting Rights as to Particular Matters.** So long as any shares of Designated Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Charter, the vote or consent of the holders of at least 66 2/3% of the shares of Designated Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) **Authorization of Senior Stock.** Any amendment or alteration of the Certificate of Designations for the Designated Preferred Stock or the Charter to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Corporation ranking senior to Designated Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Corporation;

(ii) **Amendment of Designated Preferred Stock.** Any amendment, alteration or repeal of any provision of the Certificate of Designations for the Designated Preferred Stock or the Charter (including, unless no vote on such merger or consolidation is required by Section 7(c)(iii) below, any amendment, alteration or repeal by means of a merger, consolidation or otherwise) so as to adversely affect the rights, preferences, privileges or voting powers of the Designated Preferred Stock; or

(iii) **Share Exchanges, Reclassifications, Mergers and Consolidations.** Any consummation of a binding share exchange or reclassification involving the Designated Preferred Stock, or of a merger or consolidation of the Corporation with another corporation or other entity, unless in each case (x) the shares of Designated Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and

limitations and restrictions thereof, of Designated Preferred Stock immediately prior to such consummation, taken as a whole; provided, however, that for all purposes of this Section 7(c), any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Designated Preferred Stock necessary to satisfy preemptive or similar rights granted by the Corporation to other persons prior to the Signing Date, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Designated Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Designated Preferred Stock.

**(d) Changes after Provision for Redemption.** No vote or consent of the holders of Designated Preferred Stock shall be required pursuant to Section 7(c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of the Designated Preferred Stock shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 5 above.

**(e) Procedures for Voting and Consents.** The rules and procedures for calling and conducting any meeting of the holders of Designated Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which Designated Preferred Stock is listed or traded at the time.

**Section 8. Record Holders.** To the fullest extent permitted by applicable law, the Corporation and the transfer agent for Designated Preferred Stock may deem and treat the record holder of any share of Designated Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

**Section 9. Notices.** All notices or communications in respect of Designated Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Charter or Bylaws or by applicable law. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Corporation or any similar facility, such notices may be given to the holders of Designated Preferred Stock in any manner permitted by such facility.

**Section 10. No Preemptive Rights.** No share of Designated Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Corporation, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

**Section 11. Replacement Certificates.** The Corporation shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Corporation. The Corporation shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Corporation.

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of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Corporation.

**Section 12. Other Rights.** The shares of Designated Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Charter or as provided by applicable law.

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**Exhibit 31.1**

**Rule 13a-14(a) Certification of the Principal Executive Officer.**

**Exhibit 3.1.1**

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTHERN FIRST BANCSHARES, INC.  
(as amended effective May 30, 2024)  
(redline version of amended sections)

ARTICLE THREE  
CAPITALIZATION

The Corporation shall have the authority, exercisable by its board of directors, to issue up to ~~10,000,000~~20,000,000 shares of voting common stock, par value \$.01 per share, and to issue up to 10,000,000 shares of preferred stock, par value \$.01 per share, ~~of which 17,299 shares have been designated as Fixed Rate Cumulative Perpetual Preferred Stock, Series T, having the voting powers, preferences and relative participating, optional and other special rights, and qualifications, limitations and restrictions thereof set forth on the Certificate of Designations attached hereto and made a part hereof.~~ The board of directors shall have the authority to specify the preferences, limitations and relative rights of each class of preferred stock.

**Exhibit 31.1**

**Rule 13a-14(a) Certification of the Principal Executive Officer.**

I, R. Arthur Seaver, Jr., certify that:

**Exhibit 31.1**

**Rule 13a-14(a) Certification of the Principal Executive Officer.**

I, R. Arthur Seaver, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southern First Bancshares, Inc.;
2. Based on my knowledge, this quarterly 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;
5. The ~~registrant's~~ other certifying officers 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 controls over financial reporting which are reasonably likely to adversely affect the ~~registrant's~~ ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the ~~registrant's~~ internal control over financial reporting.

Date: **April 30, 2024** July 31, 2024

By: /s/ R. Arthur Seaver, Jr.  
R. Arthur Seaver, Jr.  
Chief Executive Officer

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## Exhibit 31.2

### Rule 13a-14(a) Certification of the Principal Financial Officer.

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#### Exhibit 31.2

##### Rule 13a-14(a) Certification of the Principal Financial Officer.

**I, R. Arthur Seaver, Jr., certify that:**

Rule 13a-14(a) Certification of the Principal Financial Officer.

I, Christian J. Zych, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southern First Bancshares, Inc.;
2. Based on my knowledge, this quarterly 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 officers 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 controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2024 By: /s/ R. Arthur Seaver, Jr.

R. Arthur Seaver, Jr. Date: July 31, 2024

By: /s/Christian J. Zych

Christian J. Zych  
Principal Financial Officer

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## Exhibit 32

### Section 1350 Certifications.

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#### Exhibit 32

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

**The undersigned, the Chief Executive Officer and the Principal Financial Officer of Southern First Bancshares, Inc. (the "Company"), each certify that, to his knowledge on the date of this certification:**

**The undersigned, the Chief Executive Officer and the Principal Financial Officer of Southern First Bancshares, Inc. (the "Company"), each certify that, to his knowledge on the date of this certification:**

1. The quarterly report of the Company for the period ended **March 31, 2024** **June 30, 2024** as filed with the Securities and Exchange Commission on this date (the "Report" "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ R. Arthur Seaver, Jr.*

R. Arthur Seaver, Jr.  
Chief Executive Officer  
Date: **April 30, 2024** **July 31, 2024**

*/s/ R. Arthur Seaver, Jr. Christian J. Zych*

Christian J. Zych  
Principal Financial Officer  
Date: **April 30, 2024** **July 31, 2024**

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R. Arthur Seaver, Jr.

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