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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, 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: 001-36741  
**FIRST NORTHWEST BANCORP**

(Exact name of registrant as specified in its charter)

<b>Washington</b> (State or other jurisdiction of incorporation or organization)	<b>46-1259100</b> (I.R.S. Employer I.D. Number)
<b>105 West 8th Street, Port Angeles, Washington</b> (Address of principal executive offices)	<b>98362</b> (Zip Code)
Registrant's telephone number, including area code:	<b>(360) 457-0461</b>

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, par value \$0.01 per share	FNWB	The Nasdaq Stock Market LLC

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

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

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Emerging growth company <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input checked="" 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: As of May 6, 2024, there were 9,442,187 shares of common stock, \$0.01 par value per share, outstanding.

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As used in this report, "First Northwest" refers to First Northwest Bancorp and "First Fed" or the "Bank" refers to First Fed Bank, the wholly owned subsidiary of First Northwest. The terms "we," "our," "us," and "Company" refer to First Northwest together with First Fed, unless the context indicates otherwise. For periods prior to June 30, 2023, Company references also include Quin Ventures, Inc., a former First Northwest joint venture.

## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements (Unaudited)

**FIRST NORTHWEST BANCORP AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in thousands, except share information) (Unaudited)

	March 31, 2024	December 31, 2023
<b>ASSETS</b>		
Cash and due from banks	\$ 15,562	\$ 19,845
Interest-earning deposits in banks	61,784	103,324
Investment securities available for sale, at fair value	325,955	295,623
Loans held for sale	988	753
Loans receivable (net of allowance for credit losses on loans of \$ 17,958 and \$17,510)	1,692,774	1,642,518
Federal Home Loan Bank (FHLB) stock, at cost	15,876	13,664
Accrued interest receivable	8,909	7,894
Premises held for sale at cost, net	6,751	—
Premises and equipment, net	11,028	18,049
Servicing rights on sold loans, at fair value	3,820	3,793
Bank-owned life insurance, net	34,681	40,578
Equity and partnership investments	15,121	14,794
Goodwill and other intangible assets, net	1,085	1,086
Deferred tax asset, net	12,704	13,001
Prepaid expenses and other assets	32,982	26,875
<b>Total assets</b>	<b>\$ 2,240,020</b>	<b>\$ 2,201,797</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits	\$ 1,666,624	\$ 1,676,892
Borrowings	371,455	320,936
Accrued interest payable	2,830	3,396
Accrued expenses and other liabilities	36,207	35,973
Advances from borrowers for taxes and insurance	2,398	1,260
<b>Total liabilities</b>	<b>2,079,514</b>	<b>2,038,457</b>
<b>Shareholders' Equity</b>		
Preferred stock, \$0.01 par value, authorized 5,000,000 shares, no shares issued or outstanding	—	—
Common stock, \$0.01 par value, authorized 75,000,000 shares; issued and outstanding 9,442,796 shares at March 31, 2024, and 9,611,876 shares at December 31, 2023	94	96
Additional paid-in capital	93,763	95,784
Retained earnings	106,202	107,349
Accumulated other comprehensive loss, net of tax	(32,465)	(32,636)
Unearned employee stock ownership plan (ESOP) shares	(7,088)	(7,253)
<b>Total shareholders' equity</b>	<b>160,506</b>	<b>163,340</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 2,240,020</b>	<b>\$ 2,201,797</b>

See selected notes to the consolidated financial statements.

**FIRST NORTHWEST BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Dollars in thousands, except per share data) (Unaudited)

	Three Months Ended March 31,	
	2024	2023
<b>INTEREST INCOME</b>		
Interest and fees on loans receivable	\$ 22,767	\$ 19,504
Interest on investment securities	3,632	3,182
Interest on deposits and other	645	404
FHLB dividends	282	192
Total interest income	<u>27,326</u>	<u>23,282</u>
<b>INTEREST EXPENSE</b>		
Deposits	10,112	4,353
Borrowings	3,286	2,624
Total interest expense	<u>13,398</u>	<u>6,977</u>
Net interest income	<u>13,928</u>	<u>16,305</u>
<b>PROVISION FOR CREDIT LOSSES</b>		
Provision for (recapture of) credit losses on loans	1,239	(515)
(Recapture of) provision for credit losses on unfunded commitments	(269)	15
Provision for (recapture of) credit losses	970	(500)
Net interest income after provision for (recapture of) credit losses	<u>12,958</u>	<u>16,805</u>
<b>NONINTEREST INCOME</b>		
Loan and deposit service fees	1,102	1,141
Sold loan servicing fees and servicing rights mark-to-market	219	493
Net gain on sale of loans	52	176
Increase in cash surrender value of bank-owned life insurance	243	226
Other income	572	298
Total noninterest income	<u>2,188</u>	<u>2,334</u>
<b>NONINTEREST EXPENSE</b>		
Compensation and benefits	8,128	7,837
Data processing	1,944	2,038
Occupancy and equipment	1,240	1,209
Supplies, postage, and telephone	293	355
Regulatory assessments and state taxes	513	389
Advertising	309	1,041
Professional fees	910	806
FDIC insurance premium	386	257
Other expense	580	939
Total noninterest expense	<u>14,303</u>	<u>14,871</u>
Income before provision for income taxes	843	4,268
Provision for income taxes	447	825
Net income	<u>396</u>	<u>3,443</u>
Net loss attributable to noncontrolling interest in Quin Ventures, Inc.		85
Net income attributable to parent	<u>\$ 396</u>	<u>\$ 3,528</u>
Basic and diluted earnings per common share	<u>\$ 0.04</u>	<u>\$ 0.39</u>

See selected notes to the consolidated financial statements.

**FIRST NORTHWEST BANCORP AND SUBSIDIARY**  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In thousands) (Unaudited)

	Three Months Ended March 31,	
	2024	2023
Net income	\$ 396	\$ 3,443
Other comprehensive income:		
Unrealized holding (losses) gains on investments available for sale arising during the period	(747)	4,791
Income tax benefit (provision) related to unrealized holding (losses) gains on investments	159	(1,029)
Amortization of unrecognized DB plan prior service cost	37	38
Income tax provision related to amortization of DB plan prior service cost	(8)	(8)
Unrealized holding gains (losses) on derivatives	929	(1,728)
Income tax (provision) benefit related to unrealized holding gains (losses) on derivatives	(199)	371
Other comprehensive income, net of tax	171	2,435
Comprehensive income	<u>567</u>	<u>5,878</u>
Comprehensive loss attributable to noncontrolling interest	<u>—</u>	<u>(85)</u>
Comprehensive income attributable to parent	<u>\$ 567</u>	<u>\$ 5,963</u>

See selected notes to the consolidated financial statements.

**FIRST NORTHWEST BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
For the Three Months Ended March 31, 2024 and 2023  
(Dollars in thousands, except share information) (Unaudited)

	Common Stock		Additional Paid-in Capital		Retained Earnings		Unearned ESOP Shares		Accumulated Other Comprehensive Loss, Net of Tax		Noncontrolling Interest		Total Shareholders' Equity
	Shares	Amount											
<b>Balance at December 31, 2022</b>	9,703,581	\$ 97	\$ 95,508	\$ 114,424	\$ (7,913)	\$ (40,543)	\$ (3,291)	\$ 158,282					
Net income					3,528						(85)		3,443
Common stock repurchased	(44,441)	—	(444)	(183)									(627)
Restricted stock award grants net of forfeitures	25,249	—	—										—
Restricted stock awards canceled	(10,334)	—	(145)										(145)
Other comprehensive income, net of tax									2,435				2,435
Reclassification resulting from adoption of Accounting Standards Codification 326, net of tax					(2,951)								(2,951)
Share-based compensation expense			391										391
ESOP shares committed to be released			23			164							187
Cash dividends declared (\$0.07 per share)				(679)									(679)
<b>Balance at March 31, 2023</b>	<b>9,674,055</b>	<b>\$ 97</b>	<b>\$ 95,333</b>	<b>\$ 114,139</b>	<b>\$ (7,749)</b>	<b>\$ (38,108)</b>	<b>\$ (3,376)</b>	<b>\$ 160,336</b>					
<b>Balance at December 31, 2023</b>	<b>9,611,876</b>	<b>\$ 96</b>	<b>\$ 95,784</b>	<b>\$ 107,349</b>	<b>\$ (7,253)</b>	<b>\$ (32,636)</b>	<b>\$ —</b>	<b>\$ 163,340</b>					
Net income				396									396
Common stock repurchased	(214,132)	(2)	(2,169)	(872)									(3,043)
Restricted stock award grants net of forfeitures	54,512	—	—										—
Restricted stock awards canceled	(9,460)	—	(148)										(148)
Other comprehensive income, net of tax									171				171
Share-based compensation expense			264										264
ESOP shares committed to be released			32			165							197
Cash dividends declared (\$0.07 per share)				(671)									(671)
<b>Balance at March 31, 2024</b>	<b>9,442,796</b>	<b>\$ 94</b>	<b>\$ 93,763</b>	<b>\$ 106,202</b>	<b>\$ (7,088)</b>	<b>\$ (32,465)</b>	<b>\$ —</b>	<b>\$ 160,506</b>					

See selected notes to the consolidated financial statements.

**FIRST NORTHWEST BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
 (In thousands) (Unaudited)

	Three Months Ended March 31,	
	2024	2023
<b>Cash flows from operating activities:</b>		
Net income before noncontrolling interest	\$ 396	\$ 3,443
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	382	396
Amortization of core deposit intangible	1	1
Amortization and accretion of premiums and discounts on investments, net	179	361
Accretion of deferred loan fees and purchased premiums, net	(353)	(111)
Amortization of debt issuance costs	19	19
Change in fair value of sold loan servicing rights	(17)	(269)
Additions to servicing rights on sold loans, net	(10)	(68)
Provision for (recapture of) credit losses on loans	1,239	(515)
(Recapture of) provision for credit losses on unfunded commitments	(269)	15
Allocation of ESOP shares	197	187
Share-based compensation expense	264	391
Gain on sale of loans, net	(52)	(176)
Increase in cash surrender value of life insurance, net	(243)	(226)
Origination of loans held for sale	(5,421)	(4,812)
Proceeds from sale of loans held for sale	5,238	5,586
<b>Change in assets and liabilities:</b>		
Increase in accrued interest receivable	(1,015)	(462)
(Increase) decrease in prepaid expenses and other assets	(6,303)	2,806
(Decrease) increase in accrued interest payable	(566)	53
Increase in accrued expenses and other liabilities	1,469	171
Net cash (used) provided by operating activities	<u>(4,865)</u>	<u>6,790</u>
<b>Cash flows from investing activities:</b>		
Purchase of securities available for sale	(45,292)	—
Proceeds from maturities, calls, and principal repayments of securities available for sale	14,031	1,913
Purchase of FHLB stock	(2,212)	(3,921)
Early surrender of bank-owned life insurance policy	6,140	—
Net increase in loans receivable	(51,142)	(32,746)
Purchase of premises and equipment, net	(113)	(559)
Capital contributions to equity and partnership investments	(50)	—
Capital disbursements received from equity and partnership investments	263	—
Capital contributions to low-income housing tax credit partnerships	(91)	—
Net cash used by investing activities	<u>(78,466)</u>	<u>(35,313)</u>

See selected notes to the consolidated financial statements.

**FIRST NORTHWEST BANCORP AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
 (In thousands) (Unaudited)

	Three Months Ended March 31,	
	2024	2023
<b>Cash flows from financing activities:</b>		
Net (decrease) increase in deposits	\$ (10,268)	\$ 29,953
Proceeds from long-term FHLB advances	30,000	15,000
Repayment of long-term FHLB advances	(15,000)	(10,000)
Net increase in short-term FHLB advances	32,000	90,000
Net increase (decrease) in line of credit	3,500	(1,000)
Net increase in advances from borrowers for taxes and insurance	1,138	1,034
Payment of dividends	(671)	(671)
Restricted stock awards canceled	(148)	(145)
Repurchase of common stock	(3,043)	(627)
Net cash provided by financing activities	<u>37,508</u>	<u>123,544</u>
Net (decrease) increase in cash and cash equivalents	(45,823)	95,021
Cash and cash equivalents at beginning of period	123,169	45,596
Cash and cash equivalents at end of period	<u>\$ 77,346</u>	<u>\$ 140,617</u>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest on deposits and borrowings	\$ 13,964	\$ 6,924
<b>Supplemental disclosures of noncash investing activities:</b>		
Change in unrealized (loss) gain on securities available for sale	\$ (747)	\$ 4,791
Change in unrealized gain (loss) on fair value hedge	\$ 929	\$ (1,728)
Amortization of unrecognized DB plan prior service cost	\$ 37	\$ 38
Cumulative effect of adoption of ASU 2016-13 Financial Instruments - Credit Losses on January 1, 2023	\$ —	\$ (3,735)

See selected notes to the consolidated financial statements.

**FIRST NORTHWEST BANCORP AND SUBSIDIARY**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

**Note 1 - Basis of Presentation and Critical Accounting Policies**

**Organization and nature of business** - First Northwest Bancorp, a Washington corporation ("First Northwest"), became the holding company of First Fed Bank ("First Fed" or the "Bank") on January 29, 2015, upon completion of the Bank's conversion from a mutual to stock form of organization (the "Conversion").

In connection with the Conversion, the Company issued an aggregate of 12,167,000 shares of common stock at an offering price of \$ 10.00 per share for gross proceeds of \$121.7 million. An additional 933,360 shares of Company common stock and \$ 400,000 in cash were contributed to the First Federal Community Foundation ("Foundation"), a charitable foundation that was established in connection with the Conversion, resulting in the issuance of a total of 13,100,360 shares. The Company received \$117.6 million in net proceeds from the stock offering of which \$ 58.4 million was contributed to the Bank upon Conversion.

Pursuant to the Bank's Plan of Conversion (the "Plan") adopted by its Board of Directors, and as approved by its members, the Company established an employee stock ownership plan ("ESOP"). On December 18, 2015, the ESOP completed its open market purchases, with funds borrowed from the Company, of 8% of the common stock issued in the Conversion for a total of 1,048,029 shares.

In April 2021, First Northwest entered into an Amended and Restated Joint Venture Agreement (the "Joint Venture Agreement") with the Bank, Peace of Mind, Inc. ("POM"), and Quin Ventures, Inc. ("Quin" or "Quin Ventures"). First Northwest extended \$8.0 million to Quin Ventures under a capital financing agreement and related promissory note and issued 29,719 shares of the Company's common stock to POM with a value of \$ 500,000. Quin Ventures sold substantially all of its assets in December 2022 to Quil Ventures, Inc. ("Quil"), at which time POM returned the 29,719 shares previously issued and the joint venture agreement was terminated. As part of the sale transaction, the Company received a 5% ownership stake in Quil valued at \$225,000 and recorded a \$1.5 million commitment receivable. In June 2023, First Northwest determined that Quin Ventures was no longer a going concern. The Company wrote off the remaining investment in Quin Ventures through retained earnings in accordance with applicable non-controlling interest accounting methods. The noncontrolling interest in Quin Ventures balance was moved to retained earnings, with no change to total shareholders' equity as a result of the transaction. In December 2023, the Company determined that Quil was no longer a going concern, making the collectability of the receivable from and investment in Quil unlikely. As result, the related investment of \$225,000 and commitment receivable of \$ 1.5 million were written off during the fourth quarter of 2023, impacting other noninterest income and other noninterest expense, respectively.

On October 31, 2021, the Bank converted from a State Savings Bank Charter to a State Commercial Bank Charter and was simultaneously renamed First Fed Bank from First Federal Savings and Loan Association of Port Angeles.

On August 5, 2022, First Northwest's election to be treated as a financial holding company became effective, allowing the Company to engage in activities that are financial in nature or incidental to financial activities.

First Northwest and the Bank are collectively referred to as the "Company." For periods prior to June 30, 2023, Company references also include Quin Ventures.

First Northwest's business activities generally are limited to passive investment activities and oversight of its investment in First Fed and former controlling interest in Quin Ventures. Accordingly, the information set forth in this report, including the consolidated unaudited financial statements and related data, relates primarily to the Bank for balance sheet related disclosures and the Bank and Quin Ventures for income statement related disclosures.

The Bank is a community-oriented financial institution providing commercial and consumer banking services to individuals and businesses in western Washington State with offices in Clallam, Jefferson, Kitsap, King, and Whatcom counties. These services include deposit and lending transactions that are supplemented with borrowing and investing activities.

**Basis of presentation** - The accompanying unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Accordingly, they do not include all the information and footnotes required by U.S. Generally Accepted Accounting Principles ("GAAP") for complete financial statements. These unaudited interim consolidated financial statements should be read in conjunction with our audited consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. In our opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the consolidated financial statements in accordance with GAAP have been included. Operating results for the three months ended March 31, 2024, are not necessarily indicative of the results that may be expected for future periods.

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In preparing the unaudited interim consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to a determination of the allowance for credit losses ("ACL"), fair value of financial instruments and derivatives, and deferred tax assets and liabilities.

**Principles of consolidation** - The accompanying consolidated financial statements include the accounts of First Northwest; its wholly owned subsidiary, First Fed, and its former controlling interest in Quin Ventures. All material intercompany accounts and transactions have been eliminated in consolidation. Through June 2023, First Northwest and POM shared equal ownership in Quin Ventures; however, it was previously determined that First Northwest had a controlling interest for financial reporting purposes under Accounting Standards Codification Topic 810. The Quin Ventures net loss allocable to POM is shown on the financial statements where applicable through a noncontrolling interest adjustment.

**Subsequent events** - The Company has evaluated subsequent events for potential recognition and disclosure and has included additional information where appropriate.

### **Recently adopted accounting pronouncements**

In June 2022, the FASB issued ASU No. 2022-03, *Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*. ASU 2022-03 clarifies that a contractual restriction on the sale of an equity security should not be considered in measuring fair value, nor should the contractual restriction be recognized and measured separately. Further, this ASU requires disclosure of the fair value of equity securities subject to contractual sale restrictions reflected in the balance sheet, the nature and remaining duration of the restriction(s), and the circumstances that could cause a lapse in the restriction(s). ASU 2022-03 is effective for the Company for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, with early adoption permitted. The adoption of this ASU did not have a material impact on the consolidated financial statements and related disclosures.

In March 2023, the FASB issued ASU 2023-02, *Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method, a consensus of the Emerging Issues Task Force*. ASU 2023-02 allows an entity the option to apply the proportional amortization method of accounting to other equity investments that are made for the primary purpose of receiving tax credits or other income tax benefits if certain conditions are met. Prior to this ASU, the application of the proportional amortization method of accounting was limited to investments in low-income housing tax credit structures. The proportional amortization method of accounting results in the amortization of applicable investments, as well as the related income tax credits or other income tax benefits received, being presented on a single line in the statements of income, income tax expense. Under this ASU, an entity has the option to apply the proportional amortization method of accounting to applicable investments on a tax-credit-program-by-tax-credit-program basis. In addition, the amendments in this ASU require that all tax equity investments accounted for using the proportional amortization method use the delayed equity contribution guidance in paragraph 323-740-25-3, requiring a liability to be recognized for delayed equity contributions that are unconditional and legally binding or for equity contributions that are contingent upon a future event when that contingent event becomes probable. Under this ASU, low-income housing tax credit investments for which the proportional amortization method is not applied can no longer be accounted for using the delayed equity contribution guidance. Further, this ASU specifies that impairment of low-income housing tax credit investments not accounted for using the equity method must apply the impairment guidance in Subtopic 323-10: *Investments - Equity Method and Joint Ventures - Overall*. This ASU also clarifies that for low-income housing tax credit investments not accounted for under the proportional amortization method or the equity method, an entity shall account for them under Topic 321: *Investments - Equity Securities*. The amendments in this ASU also require additional disclosures in interim and annual periods concerning investments for which the proportional amortization method is applied, including (i) the nature of tax equity investments, and (ii) the effect of tax equity investments and related income tax credits and other income tax benefits on the financial position and results of operations. ASU 2023-02 is effective for the Company for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, with early adoption permitted. The adoption of this ASU did not have a material impact on the consolidated financial statements and related disclosures.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. ASU 2023-07 requires public companies to provide more transparency in both quarterly and annual reports about the expenses they incur from revenue generating business units to better understand the Company's overall performance and potential future cash flows. The Company has identified one reporting segment.

ASU 2023-07 is effective for the Company for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, with early adoption permitted. The adoption of this ASU did not have a material impact on the consolidated financial statements and related disclosures.

**Recently issued accounting pronouncements not yet adopted**

In March 2024, the FASB issued ASU 2024-01, *Compensation—Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards*. ASU 2024-01 added an illustrative example to demonstrate how an entity should apply the scope guidance in paragraph 718-10-15-3 to determine whether a profits interest award should be accounted for in accordance with Topic 718. Awards not meeting the criteria should be accounted for in accordance with Topic 710. The illustrative example provides four fact patterns which are intended to reduce complexity in determining whether a profits interest award is subject to the guidance in Topic 718 and reduce existing diversity in practice. ASU 2024-01 is effective for the Company for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years, with early adoption permitted. The adoption of this ASU is not expected to have a material impact on the consolidated financial statements and related disclosures.

**Note 2 - Securities**

The amortized cost, gross unrealized gains and losses, and estimated fair value of securities classified as available-for-sale at March 31, 2024 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses (In thousands)	Estimated Fair Value	Allowance for Credit Losses
<b>Available for Sale</b>					
Municipal bonds	\$ 102,820	\$ —	\$ (15,816)	\$ 87,004	\$ —
U.S. government agency issued asset-backed securities (ABS agency)	14,859	3	(40)	14,822	—
Corporate issued asset-backed securities (ABS corporate)	13,951	1	(23)	13,929	—
Corporate issued debt securities (Corporate debt)	58,162	—	(5,131)	53,031	—
U.S. Small Business Administration securities (SBA)	7,925	5	(19)	7,911	—
Mortgage-backed securities:					
U.S. government agency issued mortgage-backed securities (MBS agency)	96,381	1	(13,111)	83,271	—
Non-agency issued mortgage-backed securities (MBS non-agency)	70,931	1	(4,945)	65,987	—
Total securities available for sale	\$ 365,029	\$ 11	\$ (39,085)	\$ 325,955	\$ —

The amortized cost, gross unrealized gains and losses, and estimated fair value of securities classified as available-for-sale at December 31, 2023, are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses (In thousands)	Estimated Fair Value	Allowance for Credit Losses
<b>Available for Sale</b>					
Municipal bonds	\$ 102,998	\$ —	\$ (15,237)	\$ 87,761	\$ —
ABS agency	11,847	—	(65)	11,782	—
ABS corporate	5,370	—	(84)	5,286	—
Corporate debt	56,515	—	(5,061)	51,454	—
Mortgage-backed securities:					
MBS agency	75,665	—	(12,418)	63,247	—
MBS non-agency	81,555	—	(5,462)	76,093	—
Total securities available for sale	\$ 333,950	\$ —	\$ (38,327)	\$ 295,623	\$ —

There were no securities classified as held-to-maturity at March 31, 2024 and December 31, 2023. There was no allowance for credit losses on investment securities recorded at March 31, 2024 and December 31, 2023, based on analysis performed by the Company.

Accrued interest receivable on available-for-sale debt securities totaled \$ 2.2 million and \$1.9 million as of March 31, 2024 and December 31, 2023, respectively. Accrued interest receivable on securities is reported in accrued interest receivable on the Consolidated Balance Sheets and is excluded from the calculation of the allowance for credit losses on investment securities.

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The following shows the unrealized gross losses and fair value of the investment portfolio by length of time that individual securities in each category have been in a continuous loss position as of March 31, 2024:

	Less Than Twelve Months		Twelve Months or Longer		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses (In thousands)	Fair Value	Gross Unrealized Losses	Fair Value
<b>Available for Sale</b>						
Municipal bonds	\$ —	\$ —	\$ (15,816)	\$ 86,704	\$ (15,816)	\$ 86,704
ABS agency	(40)	11,158	—	—	(40)	11,158
ABS corporate	(23)	9,912	—	—	(23)	9,912
Corporate debt	(10)	1,662	(5,121)	51,369	(5,131)	53,031
SBA	(19)	4,747	—	—	(19)	4,747
Mortgage-backed securities:						
MBS agency	(338)	20,472	(12,773)	58,676	(13,111)	79,148
MBS non-agency	(1)	1,024	(4,944)	62,955	(4,945)	63,979
Total available-for-sale in a loss position	<u>\$ (431)</u>	<u>\$ 48,975</u>	<u>\$ (38,654)</u>	<u>\$ 259,704</u>	<u>\$ (39,085)</u>	<u>\$ 308,679</u>

The following shows the unrealized gross losses and fair value of the investment portfolio by length of time that individual securities in each category have been in a continuous loss position as of December 31, 2023:

	Less Than Twelve Months		Twelve Months or Longer		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses (In thousands)	Fair Value	Gross Unrealized Losses	Fair Value
<b>Available for Sale</b>						
Municipal bonds	\$ —	\$ —	\$ (15,237)	\$ 87,461	\$ (15,237)	\$ 87,461
ABS agency	(65)	11,782	—	—	(65)	11,782
ABS corporate	(84)	3,771	—	—	(84)	3,771
Corporate debt	—	—	(5,061)	51,454	(5,061)	51,454
Mortgage-backed securities:						
MBS agency	(27)	3,941	(12,391)	59,305	(12,418)	63,246
MBS non-agency	—	—	(5,462)	76,086	(5,462)	76,086
Total available-for-sale in a loss position	<u>\$ (176)</u>	<u>\$ 19,494</u>	<u>\$ (38,151)</u>	<u>\$ 274,306</u>	<u>\$ (38,327)</u>	<u>\$ 293,800</u>

There were 22 available-for-sale securities with unrealized losses of less than one year, and 155 available-for-sale securities with an unrealized loss of more than one year at March 31, 2024. There were 6 available-for-sale securities with unrealized losses of less than one year, and 156 available-for-sale securities with an unrealized loss of more than one year at December 31, 2023. Management believes that the unrealized losses on our investment securities relate principally to the general change in interest rates, market liquidity and demand, and market volatility that has occurred since the initial purchase, and such unrecognized losses or gains will continue to vary with general interest rate level and market fluctuations in the future. We do not believe the unrealized losses on our securities are related to a deterioration in credit quality. Certain investments in a loss position are guaranteed by government entities or government sponsored entities. The Company believes that it is unlikely that we would be required to sell these investments prior to a market price recovery or maturity. Based on the Company's evaluation of these securities, no credit impairment was recorded at March 31, 2024, or December 31, 2023.

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The amortized cost and estimated fair value of investment securities by contractual maturity are shown in the following tables at the dates indicated. Expected maturities of mortgage-backed securities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties; therefore, these securities are shown separately.

	March 31, 2024	
	Available-for-Sale	
	Amortized Cost	Estimated Fair Value
	(In thousands)	
<b>Mortgage-backed securities:</b>		
Due within one year	\$ 19,531	\$ 19,352
Due after one through five years	16,351	15,759
Due after five through ten years	8,266	7,722
Due after ten years	123,164	106,425
Total mortgage-backed securities	<u>167,312</u>	<u>149,258</u>
<b>All other investment securities:</b>		
Due within one year	1,300	1,230
Due after one through five years	17,180	16,502
Due after five through ten years	61,982	55,194
Due after ten years	117,255	103,771
Total all other investment securities	<u>197,717</u>	<u>176,697</u>
<b>Total investment securities</b>	<u><u>\$ 365,029</u></u>	<u><u>\$ 325,955</u></u>
	December 31, 2023	
	Available-for-Sale	
	Amortized Cost	Estimated Fair Value
	(In thousands)	
<b>Mortgage-backed securities:</b>		
Due within one year	\$ 25,279	\$ 25,017
Due after one through five years	16,622	16,029
Due after five through ten years	8,874	8,197
Due after ten years	106,445	90,097
Total mortgage-backed securities	<u>157,220</u>	<u>139,340</u>
<b>All other investment securities:</b>		
Due within one year	300	300
Due after one through five years	18,187	17,384
Due after five through ten years	57,328	50,768
Due after ten years	100,915	87,831
Total all other investment securities	<u>176,730</u>	<u>156,283</u>
<b>Total investment securities</b>	<u><u>\$ 333,950</u></u>	<u><u>\$ 295,623</u></u>

There were no sales of securities available-for-sale during the three months ended March 31, 2024 and 2023.

**Note 3 - Loans Receivable**

The Company has defined its loan portfolio into three segments that reflect the structure of the lending function, the Company's strategic plan and the manner in which management monitors performance and credit quality. The three loan portfolio segments are: Real Estate Loans, Consumer Loans and Commercial Business Loans. These segments are further disaggregated into classes based on similar attributes and risk characteristics.

Loan amounts are presented at amortized cost which is comprised of the loan balance net of unearned loan fees in excess of unamortized costs and premiums of \$17.2 million as of March 31, 2024 and \$14.8 million as of December 31, 2023. The amortized cost reflected in total loans receivable does not include accrued interest receivable. Accrued interest receivable on loans was \$ 6.6 million as of March 31, 2024 and \$6.0 million as of December 31, 2023, and was reported in accrued interest receivable on the consolidated balance sheets and is excluded from the calculation of the allowance for credit losses on loans.

The amortized cost of loans receivable, net of the allowance for credit losses on loans ("ACLL"), consisted of the following at the dates indicated:

	March 31, 2024	December 31, 2023
	(In thousands)	
<b>Real Estate:</b>		
One-to-four family	\$ 383,905	\$ 378,432
Multi-family	339,538	333,094
Commercial real estate	385,130	387,983
Construction and land	125,347	129,691
Total real estate loans	1,233,920	1,229,200
<b>Consumer:</b>		
Home equity	72,391	69,403
Auto and other consumer	268,834	249,130
Total consumer loans	341,225	318,533
Commercial business loans	136,297	112,295
Total loans receivable	1,711,442	1,660,028
<b>Less:</b>		
Derivative basis adjustment	710	—
Allowance for credit losses on loans	17,958	17,510
<b>Total loans receivable, net</b>	<b>\$ 1,692,774</b>	<b>\$ 1,642,518</b>

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**Nonaccrual Loans.** The accrual of interest on loans is discontinued at the time the loan is 90 days delinquent unless the credit is well-secured and in process of collection. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash basis or cost recovery method until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. For those loans placed on nonaccrual status due to payment delinquency, return to accrual status will generally not occur until the borrower demonstrates repayment ability over a period of not less than six months.

The following table presents the amortized cost of nonaccrual loans by class of loan at the dates indicated:

	March 31, 2024			December 31, 2023		
	Nonaccrual Loans with ACLL	Nonaccrual Loans with No ACLL	Total Nonaccrual Loans	Nonaccrual Loans with ACLL	Nonaccrual Loans with No ACLL	Total Nonaccrual Loans
	(In thousands)					
One-to-four family	\$ 407	\$ 830	\$ 1,237	\$ 418	\$ 1,426	\$ 1,844
Multi-family	—	708	708	—	—	—
Commercial real estate	22	—	22	28	—	28
Construction and land	3	14,437	14,440	6	14,980	14,986
Home equity	91	30	121	92	31	123
Auto and other consumer	42	970	1,012	38	748	786
Commercial business	1,307	634	1,941	165	712	877
Total nonaccrual loans	<u>\$ 1,872</u>	<u>\$ 17,609</u>	<u>\$ 19,481</u>	<u>\$ 747</u>	<u>\$ 17,897</u>	<u>\$ 18,644</u>

Interest income recognized on a cash basis on nonaccrual loans for the three months ended March 31, 2024 and 2023, was \$75,000 and \$9,000, respectively.

**Past due loans.** Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. There were three loans with a total amortized cost of \$ 8.5 million that were past due 90 days or more and still accruing interest at March 31, 2024. The loans were well secured and met the regulatory criteria for continuing to accrue interest. There were no loans past due 90 days or more and still accruing interest at December 31, 2023.

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The following tables present the amortized cost of past due loans by segment and class as of the periods shown:

March 31, 2024	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due		Total Past Due	Current	Total Loans			
	(In thousands)									
<b>Real Estate:</b>										
One-to-four family	\$ 614	\$ 866	\$ 68	\$ 1,548	\$ 382,357	\$ 383,905				
Multi-family	—	708	—	708	338,830	339,538				
Commercial real estate	—	—	8,528	8,528	376,602	385,130				
Construction and land	13	—	14,437	14,450	110,897	125,347				
Total real estate loans	627	1,574	23,033	25,234	1,208,686	1,233,920				
<b>Consumer:</b>										
Home equity	90	—	—	90	72,301	72,391				
Auto and other consumer	1,324	608	1,016	2,948	265,886	268,834				
Total consumer loans	1,414	608	1,016	3,038	338,187	341,225				
Commercial business loans	2,033	—	1,823	3,856	132,441	136,297				
<b>Total loans</b>	<b>\$ 4,074</b>	<b>\$ 2,182</b>	<b>\$ 25,872</b>	<b>\$ 32,128</b>	<b>\$ 1,679,314</b>	<b>\$ 1,711,442</b>				

December 31, 2023	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due		Total Past Due	Current	Total Loans			
	(In thousands)									
<b>Real Estate:</b>										
One-to-four family	\$ 802	\$ —	\$ 1,010	\$ 1,812	\$ 376,620	\$ 378,432				
Multi-family	—	—	—	—	333,094	333,094				
Commercial real estate	—	8,526	—	8,526	379,457	387,983				
Construction and land	14	—	—	14	129,677	129,691				
Total real estate loans	816	8,526	1,010	10,352	1,218,848	1,229,200				
<b>Consumer:</b>										
Home equity	59	—	—	59	69,344	69,403				
Auto and other consumer	1,854	601	791	3,246	245,884	249,130				
Total consumer loans	1,913	601	791	3,305	315,228	318,533				
Commercial business loans	1,117	757	—	1,874	110,421	112,295				
<b>Total loans</b>	<b>\$ 3,846</b>	<b>\$ 9,884</b>	<b>\$ 1,801</b>	<b>\$ 15,531</b>	<b>\$ 1,644,497</b>	<b>\$ 1,660,028</b>				

**Credit quality indicator.** Federal regulations provide for the classification of lower quality loans and other assets, such as debt and equity securities, as substandard, doubtful, or loss; risk ratings 6, 7, and 8 in our 8-point risk rating system, respectively. An asset is considered substandard if it is inadequately protected by the current net worth and paying capacity of the borrower or of any collateral pledged. Substandard assets include those characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable, on the basis of currently existing facts, conditions, and values. Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted.

When First Fed classifies problem assets as either substandard or doubtful, it may choose to individually evaluate the expected credit loss or may determine that the characteristics are not significantly different from those in pooled loan analysis. The Company evaluates individual loans for expected credit losses when those loans do not share similar risk characteristics with loans evaluated using a collective (pooled) basis. When an insured institution classifies problem assets as a loss, it is required to charge off such assets in the period in which they are deemed uncollectible. Assets that do not currently expose First Fed to sufficient risk to warrant classification as substandard or doubtful but possess identified weaknesses are designated as either watch or special mention assets; risk ratings 4 and 5 in our risk rating system, respectively. Loans not otherwise classified are considered pass graded loans and are rated 1-3 in our risk rating system.

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The following table presents the amortized cost of loans receivable by internally assigned risk grade and class of loans as of March 31, 2024, as well as gross charge-off activity for the three months ended March 31, 2024. Term loans that are renewed or extended for periods longer than 90 days are presented as a new origination in the year of most recent renewal or extension.

	Term Loans by Year of Origination (1)						Revolving Loans	Total Loans
	2024	2023	2022	2021	2020	Prior		
(In thousands)								
<b>One-to-four family</b>								
Pass (Grades 1-3)	\$ —	\$ 1,991	\$ 110,224	\$ 119,355	\$ 68,383	\$ 77,265	\$ —	\$ 377,218
Watch (Grade 4)	—	—	275	1,330	1,021	1,686	—	4,312
Special Mention (Grade 5)	—	—	—	—	840	80	—	920
Substandard (Grade 6)	—	—	—	—	325	1,130	—	1,455
Total one-to-four family	—	1,991	110,499	120,685	70,569	80,161	—	383,905
Gross charge-offs year-to-date	—	—	—	—	—	—	—	—
<b>Multi-family</b>								
Pass (Grades 1-3)	5,088	52,168	105,927	91,093	56,949	11,565	—	322,790
Watch (Grade 4)	—	—	—	15,052	—	988	—	16,040
Substandard (Grade 6)	—	—	—	—	708	—	—	708
Total multi-family	5,088	52,168	105,927	106,145	57,657	12,553	—	339,538
Gross charge-offs year-to-date	—	—	—	—	—	—	—	—
<b>Commercial Real Estate</b>								
Pass (Grades 1-3)	751	52,559	86,745	99,663	75,997	35,186	—	350,901
Watch (Grade 4)	—	4,406	1,159	—	8,777	3,537	—	17,879
Special Mention (Grade 5)	—	—	—	6,516	—	—	—	6,516
Substandard (Grade 6)	—	—	22	8,528	1,284	—	—	9,834
Total commercial real estate	751	56,965	87,926	114,707	86,058	38,723	—	385,130
Gross charge-offs year-to-date	—	—	—	—	—	—	—	—
<b>Construction and Land</b>								
Pass (Grades 1-3)	3,011	24,556	42,424	18,841	719	667	—	90,218
Watch (Grade 4)	971	5,541	6,360	—	—	14	—	12,886
Special Mention (Grade 5)	7,790	—	—	—	—	13	—	7,803
Substandard (Grade 6)	—	14,437	—	—	—	3	—	14,440
Total construction and land	11,772	44,534	48,784	18,841	719	697	—	125,347
Gross charge-offs year-to-date	—	—	—	—	—	—	—	—
<b>Home Equity</b>								
Pass (Grades 1-3)	833	6,954	6,988	4,479	2,875	5,441	44,009	71,579
Watch (Grade 4)	—	—	—	—	37	79	504	620
Substandard (Grade 6)	—	—	—	30	58	12	92	192
Total home equity	833	6,954	6,988	4,509	2,970	5,532	44,605	72,391
Gross charge-offs year-to-date	—	—	—	—	—	—	—	—
<b>Auto and Other Consumer</b>								
Pass (Grades 1-3)	33,232	57,479	76,093	43,133	15,527	38,640	444	264,548
Watch (Grade 4)	110	679	940	182	216	214	2	2,343
Special Mention (Grade 5)	55	338	36	242	18	—	—	689
Substandard (Grade 6)	178	270	—	241	329	232	4	1,254
Total auto and other consumer	33,575	58,766	77,069	43,798	16,090	39,086	450	268,834
Gross charge-offs year-to-date	—	203	586	—	—	2	15	806
<b>Commercial business</b>								
Pass (Grades 1-3)	14,905	23,085	13,003	4,555	2,390	19,570	39,522	117,030
Watch (Grade 4)	—	39	4,740	6,190	—	—	—	10,969
Substandard (Grade 6)	—	283	4,662	102	758	—	2,493	8,298
Total commercial business	14,905	23,407	22,405	10,847	3,148	19,570	42,015	136,297
Gross charge-offs year-to-date	—	—	33	—	—	—	—	33
<b>Total loans</b>								
Pass (Grades 1-3)	57,820	218,792	441,404	381,119	222,840	188,334	83,975	1,594,284
Watch (Grade 4)	1,081	10,665	13,474	22,754	10,051	6,518	506	65,049
Special Mention (Grade 5)	7,845	338	36	6,758	858	93	—	15,928
Substandard (Grade 6)	178	14,990	4,684	8,901	3,462	1,377	2,589	36,181
Total loans	\$ 66,924	\$ 244,785	\$ 459,598	\$ 419,532	\$ 237,211	\$ 196,322	\$ 87,070	\$ 1,711,442
Total gross charge-offs year-to-date	\$ —	\$ 203	\$ 619	\$ —	\$ —	\$ 2	\$ 15	\$ 839

(1) Term loans that are renewed or extended for periods longer than 90 days are presented as a new origination in the year of most recent renewal or extension.

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The following table presents the amortized cost of loans receivable by internally assigned risk grade and class of loans as of December 31, 2023, as well as gross charge-off activity for the year then ended. Term loans that are renewed or extended for periods longer than 90 days are presented as a new origination in the year of most recent renewal or extension.

	Term Loans by Year of Origination(1)						Revolving	Total
	2023	2022	2021	2020	2019	Prior	Loans	Loans
<b>One-to-four family</b>								
Pass (Grades 1-3)	\$ 2,282	\$ 102,389	\$ 118,028	\$ 69,229	\$ 13,882	\$ 65,701	\$ —	\$ 371,511
Watch (Grade 4)	—	275	1,338	1,569	—	1,295	—	4,477
Special Mention (Grade 5)	—	—	—	300	—	80	—	380
Substandard (Grade 6)	—	—	—	327	482	1,255	—	2,064
Total one-to-four family	2,282	102,664	119,366	71,425	14,364	68,331	—	378,432
Gross charge-offs for the year	—	—	—	—	—	—	—	—
<b>Multi-family</b>								
Pass (Grades 1-3)	52,208	105,902	88,293	57,588	6,922	5,356	—	316,269
Watch (Grade 4)	—	—	15,126	708	—	991	—	16,825
Total multi-family	52,208	105,902	103,419	58,296	6,922	6,347	—	333,094
Gross charge-offs for the year	—	—	—	—	—	—	—	—
<b>Commercial Real Estate</b>								
Pass (Grades 1-3)	52,823	87,712	99,058	76,664	13,096	22,425	—	351,778
Watch (Grade 4)	4,433	1,168	1,340	8,829	3,561	496	—	19,827
Special Mention (Grade 5)	—	—	6,528	—	—	2	—	6,530
Substandard (Grade 6)	—	28	8,526	1,294	—	—	—	9,848
Total commercial real estate	57,256	88,908	115,452	86,787	16,657	22,923	—	387,983
Gross charge-offs for the year	—	—	—	—	—	—	—	—
<b>Construction and Land</b>								
Pass (Grades 1-3)	20,772	49,508	23,988	727	344	464	—	95,803
Watch (Grade 4)	6,512	4,935	229	—	—	15	—	11,691
Special Mention (Grade 5)	7,196	—	—	—	—	14	—	7,210
Substandard (Grade 6)	14,981	—	—	—	—	6	—	14,987
Total construction and land	49,461	54,443	24,217	727	344	499	—	129,691
Gross charge-offs for the year	—	—	—	—	—	—	—	—
<b>Home Equity</b>								
Pass (Grades 1-3)	7,179	7,169	4,638	3,063	1,331	4,283	41,105	68,768
Watch (Grade 4)	—	—	—	—	—	155	345	500
Substandard (Grade 6)	—	—	30	59	—	13	33	135
Total home equity	7,179	7,169	4,668	3,122	1,331	4,451	41,483	69,403
Gross charge-offs for the year	—	—	—	—	—	10	—	10
<b>Auto and Other Consumer</b>								
Pass (Grades 1-3)	49,649	69,052	64,101	29,113	14,660	18,593	385	245,553
Watch (Grade 4)	270	919	579	204	138	59	4	2,173
Special Mention (Grade 5)	90	334	33	162	—	—	—	619
Substandard (Grade 6)	84	393	—	—	30	278	—	785
Total auto and other consumer	50,093	70,698	64,713	29,479	14,828	18,930	389	249,130
Gross charge-offs for the year	—	3,018	15	52	11	112	104	3,312
<b>Commercial business</b>								
Pass (Grades 1-3)	23,499	19,191	11,032	2,440	455	13,635	29,976	100,228
Watch (Grade 4)	340	62	275	270	—	(1)	3,806	4,752
Substandard (Grade 6)	291	3,653	104	779	—	(1)	2,489	7,315
Total commercial business	24,130	22,906	11,411	3,489	455	13,633	36,271	112,295
Gross charge-offs for the year	—	—	—	—	—	—	—	—
<b>Total loans</b>								
Pass (Grades 1-3)	208,412	440,923	409,138	238,824	50,690	130,457	71,466	1,549,910
Watch (Grade 4)	11,555	7,359	18,887	11,580	3,699	3,010	4,155	60,245
Special Mention (Grade 5)	7,286	334	6,561	462	—	96	—	14,739
Substandard (Grade 6)	15,356	4,074	8,660	2,459	512	1,551	2,522	35,134
Total loans	\$ 242,609	\$ 452,690	\$ 443,246	\$ 253,325	\$ 54,901	\$ 135,114	\$ 78,143	\$ 1,660,028
Total Gross charge-offs for the year	\$ —	\$ 3,018	\$ 15	\$ 52	\$ 11	\$ 122	\$ 104	\$ 3,322

(1) Term loans that are renewed or extended for periods longer than 90 days are presented as a new origination in the year of most recent renewal or extension.

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**Individually Evaluated Loans.** The Company evaluates loans collectively for purposes of determining the ACLL in accordance with ASC 326 by aggregating loans deemed to possess similar risk characteristics and individually evaluates loans that it believes no longer possess risk characteristics similar to other loans in the portfolio. These loans are typically identified from a substandard or worse internal risk grade, since the specific attributes and risks associated with such loans tend to become unique as the credit deteriorates. Such loans are typically nonperforming, modified loans made to borrowers experiencing financial difficulty, and/or are deemed collateral dependent, where the ultimate repayment of the loan is expected to come from the operation of or eventual sale of the collateral.

Loans that are deemed by management to possess unique risk characteristics are evaluated individually for purposes of determining an appropriate lifetime ACLL. The Company uses a discounted cash flow approach, using the loan's effective interest rate, for determining the ACL on individually evaluated loans, unless the loan is deemed collateral dependent. Collateral dependent loans are evaluated based on the estimated fair value of the underlying collateral, less estimated costs to sell. The Company may increase or decrease the ACLL for collateral dependent individually evaluated loans based on changes in the estimated expected fair value of the collateral. In cases where the loan is well-secured and the estimated value of the collateral exceeds the amortized cost of the loan, no ACLL is recorded. Changes in the ACLL for all other individually evaluated loans is based substantially on the Company's evaluation of cash flows expected to be received from such loans.

As of March 31, 2024, \$20.6 million of loans were individually evaluated with \$ 500,000 of ACLL attributed to such loans. At March 31, 2024, one individually evaluated loan totaling \$2.5 million was evaluated using a discounted cash flow approach and the remaining loans totaling \$ 18.1 million were evaluated based on the underlying value of the collateral. The loan evaluated using the discounted cash flow method and one of the collateral dependent loans were accruing at quarter end, while the remaining collateral dependent loans were all on nonaccrual status at March 31, 2024.

At December 31, 2023, \$20.0 million of loans were individually evaluated with \$ 165,000 of ACLL attributed to such loans. At December 31, 2023, one individually evaluated loan with a recorded investment of \$2.5 million was evaluated using a discounted cash flow approach and the remaining loans totaling \$17.5 million were evaluated based on the underlying value of the collateral. The loan evaluated using the discounted cash flow method was accruing at year end, while the collateral dependent loans were all on nonaccrual status at December 31, 2023.

**Collateral Dependent Loans.** Loans that have been classified as collateral dependent are loans where substantially all repayment of the loan is expected to come from the operation of or eventual liquidation of the collateral.

The following table summarizes individually evaluated collateral dependent loans by segment and collateral type as of the periods shown:

March 31, 2024	Collateral Type					Total
	Single Family Residence	Multi-family Housing	Condominium (In thousands)	Automobile	Business Assets	
One-to-four family	\$ 830	\$ —	\$ —	\$ —	\$ —	\$ 830
Multi-family	—	707	—	—	—	707
Construction and land	—	—	14,437	—	—	14,437
Home equity	30	—	—	—	—	30
Auto and other consumer	—	—	—	180	—	180
Commercial business	—	—	119	—	1,820	1,939
<b>Total collateral dependent loans</b>	<b>\$ 860</b>	<b>\$ 707</b>	<b>\$ 14,556</b>	<b>\$ 180</b>	<b>\$ 1,820</b>	<b>\$ 18,123</b>

December 31, 2023	Collateral Type					Total
	Single Family Residence	Condominium	Automobile (In thousands)	Business Assets		
One-to-four family	\$ 1,426	\$ —	\$ —	\$ —	\$ —	\$ 1,426
Construction and land	—	14,981	—	—	—	14,981
Home equity	30	—	—	—	—	30
Auto and other consumer	—	—	180	—	—	180
Commercial business	—	119	—	652	—	771
<b>Total collateral dependent loans</b>	<b>\$ 1,456</b>	<b>\$ 15,100</b>	<b>\$ 180</b>	<b>\$ 652</b>	<b>\$ —</b>	<b>\$ 17,388</b>

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**Modified Loans to Troubled Borrowers.** On January 1, 2023, the Company adopted ASU 2022-02, which introduced new reporting requirements for modifications of loans to borrowers experiencing financial difficulty. The Company refers to these loans as modified loans to troubled borrowers ("MLTB"). A MLTB arises from a modification made to a loan in order to alleviate temporary difficulties in the borrower's financial condition and/or constraints on the borrower's ability to repay the loan, and to minimize potential losses to the Company. GAAP requires that certain types of modifications be reported, which consist of the following: principal forgiveness, interest rate reduction, other-than-insignificant payment delay, term extension, or any combination of the foregoing. The ACLL for a MLTB is measured on a collective basis, as with other loans in the loan portfolio, unless management determines that such loans no longer possess risk characteristics similar to others in the loan portfolio. In those instances, the ACLL for a MLTB is determined through individual evaluation.

During the three months ended March 31, 2024 and 2023, there were no new MLTB to report.

During the year ended December 31, 2023, there was one new MLTB, a commercial business loan with a recorded investment of \$ 119,000 for which the Bank agreed to deferred principal payments. The borrower continues to make interest-only payments and the loan was current at year end based on the modified terms.

## **Note 4 - Allowance for Credit Losses on Loans**

The Company maintains an ACLL and an ACLUC in accordance with ASC 326: *Financial Instruments - Credit Losses*. ASC 326 requires the Company to recognize estimates for lifetime credit losses on loans and unfunded loan commitments at the time of origination or acquisition. The recognition of credit losses at origination or acquisition represents the Company's best estimate of lifetime expected credit losses, given the facts and circumstances associated with a particular loan or group of loans with similar risk characteristics. Determining the ACLL involves the use of significant management judgement and estimates, which are subject to change based on management's ongoing assessment of the credit quality of the loan portfolio and changes in economic forecasts used in the Bank's Current Expected Credit Loss ("CECL") model. The reserve is an estimate based upon factors and trends at the time the financial statements are prepared. The Company adopted ASU 2016-13 effective January 1, 2023, which increased the beginning ACLL.

The Company has identified segments of loans with similar risk characteristics for which it then applies one of two loss methodologies. The Company uses a DCF methodology for most of its segments to calculate the ACLL. For certain segments with smaller portfolios or where data is prohibitive to running a DCF calculation, management has elected to use a Remaining Life methodology. The Company will evaluate individual loans for expected credit losses when those loans do not share similar risk characteristics with loans evaluated using a collective (pooled) basis. The allowance for individually evaluated loans is calculated using the collateral value method, which considers the likely source of repayment as the value of the collateral, less estimated costs to sell, or another method such as the cash flow method, which considers the contractual principal and interest terms and estimated cash flows available from the borrower to satisfy the debt. When the cash flow method is used, cash flows are discounted back by the effective interest rate and compared to the total recorded investment. If the present value of cash flows is less than the total recorded investment, a reserve is calculated.

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The following tables detail activity in the allowance for credit losses on loans by class for the periods shown:

	At or For the Three Months Ended March 31, 2024					
	Beginning Balance	Charge-offs	Recoveries (In thousands)	Provision for (Recapture of) Credit Losses	Ending Balance	
One-to-four family	\$ 2,975	\$ —	\$ 2	\$ 1,099	\$ 4,076	
Multi-family	1,154	—	—	177	1,331	
Commercial real estate	3,671	—	—	(289)	3,382	
Construction and land	1,889	—	—	(899)	990	
Home equity	1,077	—	—	664	1,741	
Auto and other consumer	4,409	(806)	46	(806)	2,843	
Commercial business	2,335	(33)	—	1,293	3,595	
Total	\$ 17,510	\$ (839)	\$ 48	\$ 1,239	\$ 17,958	

  

	At or For the Three Months Ended March 31, 2023						
	Beginning Balance	Impact of Day 1 CECL Adoption	Adjusted Beginning Balance	Charge-offs (In thousands)	Recoveries	(Recapture of) Provision for Credit Losses	Ending Balance
One-to-four family	\$ 3,343	\$ (429)	\$ 2,914	\$ —	\$ —	\$ (11)	\$ 2,903
Multi-family	2,468	(1,449)	1,019	—	—	26	1,045
Commercial real estate	4,217	(604)	3,613	—	—	(634)	2,979
Construction and land	2,344	1,555	3,899	—	—	(1,117)	2,782
Home equity	549	346	895	(11)	—	200	1,084
Auto and other consumer	2,024	2,381	4,405	(954)	21	1,217	4,689
Commercial business	786	794	1,580	—	—	334	1,914
Unallocated	385	(385)	—	—	—	—	—
Total	\$ 16,116	\$ 2,209	\$ 18,325	\$ (965)	\$ 21	\$ 15	\$ 17,396

**Allowance for Credit Losses on Unfunded Loan Commitments.** The Company estimates expected credit losses on unfunded, off-balance sheet commitments over the contractual period in which the Company is exposed to credit risk from a contractual obligation to extend credit, unless the obligation is unconditionally cancellable by the Company. The Company has determined that no allowance is necessary for its home equity line of credit portfolio as it has the ability to unconditionally cancel the available lines of credit. The allowance methodology is similar to the ACLL, but additionally includes an estimate of the future utilization of the commitment as determined by historical commitment utilization. The credit risks associated with the unfunded commitments are consistent with the risks outlined for each loan class. The allowance is recognized in accrued expenses and other liabilities on the Consolidated Balance Sheets and is adjusted as a provision (reversal of provision) for credit losses on the Consolidated Statements of Income. The allowance for unfunded commitments was \$548,000 and \$817,000 at March 31, 2024, and December 31, 2023, respectively.

**Note 5 - Deposits**

Deposits and weighted-average interest rates at the dates indicated are as follows:

	March 31, 2024		December 31, 2023	
	Amount	Weighted-Average Interest Rate	Amount	Weighted-Average Interest Rate
		(Dollars in thousands)		
Noninterest-bearing demand deposits	\$ 252,761	—%	\$ 252,083	—%
Interest-bearing demand deposits	170,729	0.56%	169,418	0.56%
Money market accounts	395,480	2.21%	362,205	1.78%
Savings accounts	236,550	1.66%	242,148	1.62%
Certificates of deposit, retail	418,904	4.12%	443,412	4.04%
Certificates of deposit, brokered	192,200	4.74%	207,626	4.85%
<b>Total deposits</b>	<b>\$ 1,666,624</b>	<b>2.40%</b>	<b>\$ 1,676,892</b>	<b>2.34%</b>

The aggregate amount of time deposits in excess of the Federal Deposit Insurance Corporation ("FDIC") insured limit, currently \$250,000, at March 31, 2024 and December 31, 2023, were \$159.1 million and \$173.8 million, respectively.

Maturities of certificates at the dates indicated are as follows:

	March 31, 2024	December 31, 2023
	(In thousands)	
Within one year or less	\$ 493,494	\$ 495,605
After one year through two years	43,379	79,537
After two years through three years	28,716	24,777
After three years through four years	23,619	28,302
After four years through five years	21,896	22,817
<b>Total certificates of deposit</b>	<b>\$ 611,104</b>	<b>\$ 651,038</b>

At March 31, 2024 and December 31, 2023, deposits included \$115.8 million and \$114.2 million, respectively, in public fund deposits. The Bank had an outstanding letter of credit from the Federal Home Loan Bank of Des Moines ("FHLB") with a notional amount of \$60.0 million at March 31, 2024 and December 31, 2023, to secure public deposits. This exceeds the minimum collateral requirements established by the Washington Public Deposit Protection Commission. Also included in deposits at March 31, 2024 and December 31, 2023, were funds held by federally recognized tribes totaling \$18.3 million and \$18.4 million, respectively. Investment securities with a carrying value of \$ 23.0 million and \$23.8 million were pledged as collateral for these deposits at March 31, 2024 and December 31, 2023, respectively. This exceeds the minimum collateral requirements established by the Bureau of Indian Affairs.

Interest on deposits by type for the periods shown was as follows:

	Three Months Ended March 31,	
	2024	2023
	(In thousands)	
Demand deposits	\$ 187	\$ 194
Money market accounts	1,949	776
Savings accounts	953	376
Certificates of deposit, retail	4,494	1,871
Certificates of deposit, brokered	2,529	1,136
<b>Total interest expense on deposits</b>	<b>\$ 10,112</b>	<b>\$ 4,353</b>

**Note 6 - Borrowings**

First Fed is a member of the FHLB. As a member, First Fed has a committed line of credit of up to 35% of total assets, subject to the amount of FHLB stock ownership and certain collateral requirements.

First Fed maintains borrowing arrangements with the FHLB to borrow funds primarily under long-term, fixed-rate advance agreements. First Fed also has overnight borrowings through FHLB which renew daily until paid. First Fed periodically uses fixed-rate advances maturing in less than one year as an alternative source of funds. Available borrowing capacity was \$213.0 million and \$253.8 million at March 31, 2024 and December 31, 2023, respectively. All borrowings are secured by collateral consisting of single-family, home equity, commercial real estate, and multi-family loans receivable in the amounts of \$905.9 million and \$896.2 million at March 31, 2024 and December 31, 2023, respectively. The Bank had outstanding letters of credit from the FHLB with notional amounts of \$60.0 million to secure public deposits and \$772,000 to secure the Bellevue, Washington branch lease at March 31, 2024.

First Fed also has an established borrowing arrangement with the Federal Reserve Bank of San Francisco ("FRB") to utilize the discount window for short-term borrowing. Available borrowing capacity was \$17.4 million and \$6.6 million at March 31, 2024 and December 31, 2023, respectively. No funds have been borrowed to date. Investment securities with a carrying value of \$18.2 million and \$6.9 million were pledged to the FRB at March 31, 2024 and December 31, 2023, respectively.

On March 25, 2021, the Company completed a private placement of \$ 40.0 million of 3.75% fixed-to-floating rate subordinated notes due 2031 (the "Notes") to certain qualified institutional buyers and institutional accredited investors. The net proceeds to the Company from the sale of the Notes were approximately \$39.3 million after deducting placement agent fees and other offering expenses. The Notes have been structured to qualify as Tier 2 capital for the Company for regulatory capital purposes. The Company used the net proceeds of the offering for general corporate purposes.

On May 20, 2022, First Northwest consummated a borrowing arrangement with NexBank for a \$ 20.0 million revolving line of credit. Borrowings are secured by a blanket lien on First Northwest's personal property assets (with certain exclusions), including all the outstanding shares of First Fed, cash, loans receivable, and limited partnership investments. The line of credit matures on May 18, 2024, with the option for one 364-day extension.

In June 2023, First Fed established a Bank Term Funding Program ("BTFP") borrowing arrangement with the FRB as an additional source of liquidity. Available borrowing capacity was \$15.2 million at December 31, 2023. No funds were borrowed prior to the new loan cutoff date in March 2024, effectively ending the Bank's participation in the program. Investment securities with a carrying value of \$ 12.9 million were pledged to secure the BTFP at December 31, 2023.

The following table sets forth information regarding our borrowings at the end of and during the three months ended March 31, 2024. The table includes both long- and short-term borrowings.

	FHLB Long- Term Advances	FHLB Overnight Variable-Rate Advances	FHLB Short- Term Fixed-Rate Advances	(Dollars in thousands)	Line of Credit	Subordinated Debt, net
Balance outstanding	\$ 95,000	\$ 227,000	\$ —	\$ 10,000	\$ 39,455	
Maximum outstanding at any month-end	110,000	227,000	—	10,000		39,455
Average monthly outstanding during the period	95,000	171,000	—	7,648		39,446
Weighted-average daily interest rates						
Annual	2.58%	5.52%	—%	9.37%		4.02%
Period End	2.79%	5.52%	—%	9.30%		4.02%

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The amounts by year of maturity and weighted-average interest rate of FHLB long-term, fixed-rate advances at March 31, 2024 are as follows:

	Amount	Weighted- Average Interest Rate
	(Dollars in thousands)	
Within one year or less	\$ 30,000	2.48%
After one year through two years	30,000	3.03
After two years through three years	25,000	3.27
After three years through four years	10,000	1.76
<b>Total FHLB long-term advances</b>	<b>\$ 95,000</b>	<b>2.79%</b>

The following table sets forth information regarding our borrowings at the end of and during the year ended December 31, 2023. The table includes both long- and short-term borrowings.

	FHLB Long-Term Advances	FHLB Overnight Variable-Rate Advances	FHLB Short-Term Fixed-Rate Advances	Line of Credit	Subordinated Debt, net
	(Dollars in thousands)				
Balance outstanding	\$ 80,000	\$ 195,000	\$ —	\$ 6,500	\$ 39,436
Maximum outstanding at any month-end	85,000	195,000	95,000	11,000	39,436
Average monthly outstanding during the period	81,667	149,500	25,000	9,327	39,395
Weighted-average daily interest rates					
Annual	2.00%	5.26%	5.08%	9.15%	4.01%
Period End	2.09%	5.52%	5.27%	9.00%	4.00%

**Note 7 - Income Tax**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. These calculations are based on many complex factors including estimates of the timing of reversals of temporary differences, the interpretation of federal income tax laws, and a determination of the differences between the tax and the financial reporting basis of assets and liabilities. Actual results could differ significantly from the estimates and interpretations used in determining the current and deferred income tax assets and liabilities.

The effective tax rates were 53.0% and 19.3% for the three months ended March 31, 2024 and 2023, respectively. The effective tax rates differ from the statutory maximum federal tax rate for 2024 and 2023 of 21%, largely due to the nontaxable earnings on bank-owned life insurance ("BOLI") and tax-exempt interest income earned on certain investment securities and loans. The current quarter rate includes an estimate for taxes and penalties on the early surrender of a BOLI contract which was recorded in the first quarter of 2024.

**Note 8 - Earnings per Common Share**

The two-class method is used for computing basic and diluted earnings per share. Under the two-class method, EPS is determined for each class of common stock and participating security according to dividends declared and participating rights in undistributed earnings. The Company has issued restricted shares under share-based compensation plans which qualify as participating securities.

The following table presents a reconciliation of the components used to compute basic and diluted earnings per share for the periods shown:

	Three Months Ended March 31,	
	2024	2023
(In thousands, except share data)		
<b>Net income:</b>		
Net income available to common shareholders	\$ 396	\$ 3,528
Earnings allocated to participating securities	(1)	(20)
Earnings allocated to common shareholders	<u>\$ 395</u>	<u>\$ 3,508</u>
<b>Basic:</b>		
Weighted average common shares outstanding	9,542,514	9,703,115
Weighted average unvested restricted stock awards	(92,774)	(165,333)
Weighted average unallocated ESOP shares	(573,504)	(626,488)
Total basic weighted average common shares outstanding	<u>8,876,236</u>	<u>8,911,294</u>
<b>Diluted:</b>		
Basic weighted average common shares outstanding	8,876,236	8,911,294
Dilutive restricted stock awards	30,948	28,307
Total diluted weighted average common shares outstanding	<u>8,907,184</u>	<u>8,939,601</u>
Basic earnings per common share	\$ 0.04	\$ 0.39
Diluted earnings per common share	<u>\$ 0.04</u>	<u>\$ 0.39</u>

Potentially dilutive shares are excluded from the computation of EPS if their effect is anti-dilutive. At March 31, 2024 and 2023, antidilutive shares as calculated under the treasury stock method totaled 582 and 7,934, respectively.

**Note 9 - Employee Benefits**

**Employee Stock Ownership Plan**

In connection with the Conversion, the Company established an ESOP for eligible employees of the Company and the Bank. Employees of the Company and the Bank who have been credited with at least 1,000 hours of service during a 12-month period are eligible to participate in the ESOP.

Pursuant to the Plan, the ESOP purchased shares in the open market with funds borrowed from First Northwest. The Bank will make contributions to the ESOP in amounts necessary to amortize the ESOP loan payable to First Northwest over a period of 20 years, bearing estimated interest at 2.46%. The loan is secured by shares purchased with the loan proceeds and will be repaid by the ESOP with funds from the Bank's discretionary contributions to the ESOP and earnings on the ESOP assets. No principal and interest payment was made by the ESOP during the three months ended March 31, 2024.

As shares are committed to be released from collateral, the Company reports compensation expense equal to the average daily market prices of the shares and the shares become outstanding for EPS computations. The compensation expense is accrued monthly throughout the year. Dividends on allocated ESOP shares are recorded as a reduction of retained earnings; dividends on unallocated ESOP shares are recorded as a reduction of debt and accrued interest.

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Compensation expense related to the ESOP for the three months ended March 31, 2024 and 2023, was \$197,000 and \$187,000, respectively.

Shares issued to the ESOP as of the dates indicated are as follows:

	March 31, 2024	December 31, 2023
	(Dollars in thousands)	(Dollars in thousands)
Allocated shares	439,174	439,174
Committed to be released shares	39,771	26,514
Unallocated shares	569,084	582,341
Total ESOP shares issued	1,048,029	1,048,029
Fair value of unallocated shares	\$ 8,906	\$ 9,283

**Note 10 - Stock-based Compensation**

In May 2020, the Company's shareholders approved the First Northwest Bancorp 2020 Equity Incentive Plan ("2020 EIP"), which provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock shares or restricted stock units, and performance share awards to eligible participants through May 2030. The cost of awards under the 2020 EIP generally is based on the fair value of the awards on their grant date. The maximum number of shares that may be utilized for awards under the 2020 EIP is 520,000. As of March 31, 2024, there were 234,599 total shares available for grant under the 2020 EIP, all of which are available to be granted as restricted shares.

As a result of the approval of the 2020 EIP, the First Northwest Bancorp 2015 Equity Incentive Plan (the "2015 EIP") was frozen and no additional awards will be made. As of March 31, 2024, there were no shares available for grant under the 2015 EIP. At this date, there are 16,800 shares granted under the 2015 EIP that are expected to vest subject to the 2015 EIP plan provisions.

There were 55,987 and 27,049 shares of restricted stock awarded, respectively, during the three months ended March 31, 2024 and 2023. Awarded shares of restricted stock vest ratably over periods ranging from one to five years from the date of grant provided the eligible participant remains in service to the Company. The Company recognizes compensation expense for the restricted stock awards based on the fair value of the shares at the grant date amortized over the vesting period.

For the three months ended March 31, 2024 and 2023, total compensation expense for the equity incentive plans was \$ 264,000 and \$391,000, respectively. Included in the compensation expense for the three months ended March 31, 2024 and 2023, was directors' equity compensation of \$54,000 and \$58,000, respectively.

The following tables provide a summary of changes in non-vested restricted stock awards for the period shown:

	For the Three Months Ended March 31, 2024	
	Shares	Weighted-Average Grant Date Fair Value
Non-vested at January 1, 2024	96,022	\$ 17.02
Granted	55,987	15.69
Vested	(38,716)	17.48
Canceled (1)	(9,460)	17.48
Forfeited	(1,475)	13.50
Non-vested at March 31, 2024	<u>102,358</u>	<u>\$ 16.12</u>

(1) A surrender of vested stock awards by a participant surrendering the number of shares valued at the current stock price at the vesting date to cover the participant's tax obligation on the vested shares. The surrendered shares are canceled and are unavailable for reissue.

As of March 31, 2024, there was \$1.4 million of total unrecognized compensation cost related to non-vested shares granted as restricted stock awards. The cost is expected to be recognized over the remaining weighted-average vesting period of approximately 1.98 years.

## Note 11 - Fair Value Measurements

Fair value is the price to sell an asset or transfer a liability in an orderly transaction between market participants in the Company's principal market. The Company has established and documented its process for determining the fair values of its assets and liabilities, where applicable. Fair value is based on quoted market prices, when available, for identical or similar assets or liabilities. In the absence of quoted market prices, management determines the fair value of the Company's assets and liabilities using valuation models or third-party pricing services, both of which rely on market-based parameters when available, such as interest rate yield curves, option volatilities and credit spreads, or unobservable inputs. Unobservable inputs may be based on management's judgment, assumptions, and estimates related to credit quality, liquidity, interest rates, and other relevant inputs.

Any changes to valuation methodologies are reviewed by management to ensure they are relevant and justified. Valuation methodologies are refined as more market-based data becomes available.

A three-level valuation hierarchy is used in determining fair value that is based on the transparency of the inputs used in the valuation process. The inputs used in determining fair value in each of the three levels of the hierarchy are as follows:

**Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** - Either: (i) quoted prices for similar assets or liabilities; (ii) observable inputs, such as interest rates or yield curves; or (iii) inputs derived principally from or corroborated by observable market data.

**Level 3** - Unobservable inputs.

The hierarchy gives the highest ranking to Level 1 inputs and the lowest ranking to Level 3 inputs. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the overall fair value measurement.

The Company used the following methods to measure fair value on a recurring and nonrecurring basis.

**Securities available for sale:** Where quoted prices are available in an active market, securities are classified as Level 1. Level 1 instruments include highly liquid government bonds, securities issued by the U.S. Treasury, and exchange-traded equity securities. If quoted prices are not available, management determines fair value using pricing models, quoted prices of similar securities, which are considered Level 2, or discounted cash flows. In certain cases, where there is limited activity in the market for an instrument, assumptions must be made to determine their fair value. Such instruments are classified as Level 3.

**Equity and partnership investments:** Management determines fair value using quoted prices of similar investments or discounted cash flows, which are considered Level 2, when available. Where there is limited activity in the market for an instrument, assumptions must be made to determine their fair value. The Company believes that the net asset value obtained through financial statements provided by each partnership approximates fair value. Such instruments are classified as Level 3.

**Sold loan servicing rights, at fair value :** The fair value of sold loan servicing rights is determined through a discounted cash flow analysis, which uses interest rates, prepayment speeds, discount rates, and delinquency rate assumptions as inputs. Servicing rights are classified as Level 3 due to reliance on assumptions used in the valuation.

**Loans receivable, net:** The fair value of loans is estimated by discounting the future cash flows using the current rate at which similar loans and leases would be made to borrowers with similar credit and for the same remaining maturities. Additionally, to be consistent with the requirements under FASB ASC Topic 820 for Fair Value Measurements and Disclosures, the loans were valued at a price that represents the Company's exit price or the price at which these instruments would be sold or transferred.

**Interest rate swap derivative:** The fair values of interest rate swap agreements are based on valuation models using observable market data as of the measurement date (Level 2). The Company's securities derivatives are traded in an over-the-counter market where quoted market prices are not always available. The Company also entered into pay-fixed and receive-floating interest rate swaps associated with certain fixed rate loans. The fair values of derivatives are determined using quantitative models that utilize multiple market inputs. The inputs will vary based on the type of derivative, but could include interest rates, prices and indices to generate continuous yield or pricing curves, prepayment rates, and volatility factors to value the position. The majority of market inputs are actively quoted and can be validated through external sources, including market transactions and third-party pricing services. The fair values of all interest rate swaps are determined from third-party pricing services without adjustment.

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**Assets and liabilities measured at fair value on a recurring basis** - Assets and liabilities are considered to be valued on a recurring basis if fair value is measured regularly (i.e., daily, weekly, monthly, or quarterly). The following tables show the Company's assets and liabilities measured at fair value on a recurring basis at the dates indicated:

	March 31, 2024				
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	
<b>Financial Assets</b>	(In thousands)				
Securities available-for-sale					
Municipal bonds	\$ —	\$ 87,004	\$ —	\$ 87,004	
ABS agency	—	14,822	—	14,822	
ABS corporate	—	13,929	—	13,929	
Corporate debt	1,875	51,156	—	53,031	
SBA	—	7,911	—	7,911	
MBS agency	—	83,271	—	83,271	
MBS non-agency	—	48,636	17,351	65,987	
Sold loan servicing rights	—	—	3,820	3,820	
Equity and partnership investments	—	1,762	12,860	14,622	
Interest rate swap derivative	—	801	—	801	
Total assets measured at fair value	<u>\$ 1,875</u>	<u>\$ 309,292</u>	<u>\$ 34,031</u>	<u>\$ 345,198</u>	
<b>Financial Liabilities</b>	(In thousands)				
Interest rate swap derivative	<u>\$ —</u>	<u>\$ 44</u>	<u>\$ —</u>	<u>\$ 44</u>	
	December 31, 2023				
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	
<b>Financial Assets</b>	(In thousands)				
Securities available-for-sale					
Municipal bonds	\$ 5,118	\$ 82,643	\$ —	\$ 87,761	
ABS agency	—	11,782	—	11,782	
ABS corporate	—	5,286	—	5,286	
Corporate debt	1,883	49,571	—	51,454	
MBS agency	—	63,247	—	63,247	
MBS non-agency	—	48,624	27,469	76,093	
Sold loan servicing rights	—	—	3,793	3,793	
Partnership investments	—	—	13,183	13,183	
Total assets measured at fair value	<u>\$ 7,001</u>	<u>\$ 261,153</u>	<u>\$ 44,445</u>	<u>\$ 312,599</u>	
<b>Financial Liabilities</b>	(In thousands)				
Interest rate swap derivative	<u>\$ —</u>	<u>\$ 1,002</u>	<u>\$ —</u>	<u>\$ 1,002</u>	

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The following tables provide a description of the valuation technique, unobservable input, and qualitative information about the unobservable inputs for the Company's assets and liabilities classified as Level 3 and measured at fair value on a recurring basis at the dates indicated:

March 31, 2024	Fair Value (In thousands)	Valuation Technique	Unobservable Input (1)	Range (Weighted Average)
Sold loan servicing rights	\$ 3,820	Discounted cash flow	Constant prepayment rate	3.96% - 43.13% (6.81%)
			Discount rate	11.13% - 13.51% (11.85%)
MBS non-agency	\$ 17,351	Consensus pricing	Offered quotes	98 - 100
Partnership investments	\$ 12,860	Net asset value per share	Net asset value	n/a

(1) Unobservable inputs were weighted by the relative fair value of the instruments.

December 31, 2023	Fair Value (In thousands)	Valuation Technique	Unobservable Input (1)	Range (Weighted Average)
Sold loan servicing rights	\$ 3,793	Discounted cash flow	Constant prepayment rate	4.10% - 47.53% (7.39%)
			Discount rate	11.00% - 13.42% (11.74%)
MBS non-agency	\$ 27,469	Consensus pricing	Offered quotes	98 - 100
Partnership investments	\$ 13,183	Net asset value per share	Net asset value	n/a

(1) Unobservable inputs were weighted by the relative fair value of the instruments.

The following tables summarize the changes in Level 3 assets measured at fair value on a recurring basis, at the dates indicated:

	As of or For the Three Months Ended March 31,	
	2024	2023
(In thousands)		
Sold loan servicing rights:		
Balance at beginning of period	\$ 3,793	\$ 3,887
Servicing rights that result from transfers and sale of financial assets	10	68
Changes in fair value due to changes in model inputs or assumptions (1)	17	269
Balance at end of period	<u>\$ 3,820</u>	<u>\$ 4,224</u>

(1) Represents changes due to collection/realization of expected cash flows and curtailments.

	As of or For the Three Months Ended March 31,	
	2024	2023
(In thousands)		
Securities available for sale:		
MBS non-agency		
Balance at beginning of period	\$ 27,469	\$ 29,599
Principal payments received	(10,248)	—
Unrealized Gains	130	23
Balance at end of period	<u>\$ 17,351</u>	<u>\$ 29,622</u>

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	As of or For the Three Months Ended March 31,	
	2024	2023
(In thousands)		
Partnership investments		
Balance at beginning of period	\$ 13,183	\$ 12,563
Funding contributions	50	—
Distributions received	(263)	—
Unrealized Losses	(110)	(7)
Balance at end of period	<u>\$ 12,860</u>	<u>\$ 12,556</u>

**Assets and liabilities measured at fair value on a nonrecurring basis** - Assets are considered to be valued on a nonrecurring basis if the fair value measurement of the instrument does not necessarily result in a change in the amount recorded on the consolidated balance sheets. Generally, nonrecurring valuation is the result of the application of other accounting pronouncements that require assets or liabilities to be assessed for impairment or recorded at the lower of cost or fair value.

The following tables present the Company's assets measured at fair value on a nonrecurring basis at the dates indicated:

	March 31, 2024			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Individually evaluated collateral dependent loans				
	\$ —	\$ —	\$ 18,123	\$ 18,123

  

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Individually evaluated collateral dependent loans				
	\$ —	\$ —	\$ 17,388	\$ 17,388

At March 31, 2024 and December 31, 2023, there were no individually evaluated loans with discounts to appraisal disposition value or other unobservable inputs.

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The following tables present the carrying value and estimated fair value of financial instruments at the dates indicated:

	March 31, 2024					
	Carrying Amount	Estimated Fair Value	Fair Value Measurements Using:			
			Level 1 (In thousands)	Level 2	Level 3	
<b>Financial assets</b>						
Cash and cash equivalents	\$ 77,346	\$ 77,346	\$ 77,346	\$ —	\$ —	—
Investment securities available for sale	325,955	325,955	1,875	306,729	17,351	—
Loans held for sale	988	988	—	988	—	—
Loans receivable, net	1,692,774	1,555,221	—	—	1,555,221	—
FHLB stock	15,876	15,876	—	15,876	—	—
Accrued interest receivable	8,909	8,909	—	8,909	—	—
Sold loan servicing rights, at fair value	3,820	3,820	—	—	3,820	—
Equity and partnership investments	14,622	14,622	—	1,762	12,860	—
Interest rate swap derivative	801	801	—	801	—	—
<b>Financial liabilities</b>						
Demand deposits	\$ 1,055,520	\$ 1,055,520	\$ 1,055,520	\$ —	\$ —	—
Time deposits	611,104	608,191	—	—	608,191	—
FHLB Borrowings	322,000	318,137	—	—	318,137	—
Line of Credit	10,000	10,193	—	—	10,193	—
Subordinated debt, net	39,455	41,162	—	—	41,162	—
Accrued interest payable	2,830	2,830	—	2,830	—	—
Interest rate swap derivative	44	44	—	44	—	—
December 31, 2023						
	Carrying Amount	Estimated Fair Value	Fair Value Measurements Using:			
			Level 1 (In thousands)	Level 2	Level 3	
<b>Financial assets</b>						
Cash and cash equivalents	\$ 123,169	\$ 123,169	\$ 123,169	\$ —	\$ —	—
Investment securities available for sale	295,623	295,623	7,001	261,153	27,469	—
Loans held for sale	753	753	—	753	—	—
Loans receivable, net	1,642,518	1,506,130	—	—	1,506,130	—
FHLB stock	13,664	13,664	—	13,664	—	—
Accrued interest receivable	7,894	7,894	—	7,894	—	—
Sold loan servicing rights, at fair value	3,793	3,793	—	—	3,793	—
Partnership investments	13,183	13,183	—	—	13,183	—
<b>Financial liabilities</b>						
Demand deposits	1,025,854	\$ 1,025,854	\$ 1,025,854	\$ —	\$ —	—
Time deposits	651,038	648,428	—	—	648,428	—
FHLB Borrowings	275,000	271,284	—	—	271,284	—
Line of Credit	6,500	6,524	—	—	6,524	—
Subordinated debt, net	39,436	42,116	—	—	42,116	—
Accrued interest payable	3,396	3,396	—	3,396	—	—
Interest rate swap derivative	1,002	1,002	—	1,002	—	—

**Note 12- Change in Accumulated Other Comprehensive Income ("AOCI")**

Our AOCI includes unrealized gains (losses) on available-for-sale securities, defined benefit plan assets and derivatives as well as an unrecognized defined benefit plan prior service cost. The following table presents changes to accumulated other comprehensive income after-tax for the periods shown:

	Unrealized Gains and Losses on Available-for-Sale Securities (In thousands)	Net Actuarial Gains (Losses) on Defined Benefit Plan Assets	Unrecognized Defined Benefit Plan Prior Service Cost, Net of Amortization	Unrealized Gains and Losses on Derivatives	Total
Balance at December 31, 2022	\$ (38,404)	\$ (600)	\$ (1,539)	\$ —	\$ (40,543)
Other comprehensive income (loss) before reclassification	3,762	—	—	(1,357)	2,405
Amounts reclassified from accumulated other comprehensive income	—	—	30	—	30
Net other comprehensive income	3,762	—	30	(1,357)	2,435
Balance at March 31, 2023	<u>\$ (34,642)</u>	<u>\$ (600)</u>	<u>\$ (1,509)</u>	<u>\$ (1,357)</u>	<u>\$ (38,108)</u>
Balance at December 31, 2023	\$ (30,099)	\$ (288)	\$ (1,421)	\$ (828)	\$ (32,636)
Other comprehensive (loss) income before reclassification	(588)	—	—	730	142
Amounts reclassified from accumulated other comprehensive income	—	—	29	—	29
Net other comprehensive (loss) income	(588)	—	29	730	171
Balance at March 31, 2024	<u>\$ (30,687)</u>	<u>\$ (288)</u>	<u>\$ (1,392)</u>	<u>\$ (98)</u>	<u>\$ (32,465)</u>

**Note 13 - Derivatives and Hedging Activities**

The Company is exposed to certain risk arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates.

**Fair Value Hedges of Interest Rate Risk**

The Company is exposed to changes in the fair value of certain of its fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate, the Secured Overnight Financing Rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable-rate payments over the life of the agreement without the exchange of the underlying notional amount. The fair value hedges are recorded as components of other assets and other liabilities in the Company's consolidated balance sheets. The gain or loss on these derivatives, as well as the offsetting loss or gain on the hedged items attributable to the hedged risk, are recognized in interest income in the Company's consolidated statements of income.

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The following amounts were recorded on the balance sheet related to cumulative basis adjustment for fair value hedges for the periods shown.

	Carrying Amount of the Hedged Assets	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets
	(In thousands)	
Line item in the Consolidated Balance Sheets where the hedged item is included:		
<b>March 31, 2024</b>		
Investment securities (1)	\$ 50,125	\$ 125
Loans receivable (2)	99,289	(711)
<b>Total</b>	<b>\$ 149,414</b>	<b>\$ (586)</b>
<b>December 31, 2023</b>		
Investment securities	\$ 51,054	\$ 1,054
<b>Total</b>	<b>\$ 51,054</b>	<b>\$ 1,054</b>

(1) These amounts include the amortized cost basis of a closed portfolio of AFS securities used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At March 31, 2024 and December 31, 2023, the amortized cost basis of the closed portfolio used in this hedging relationship was \$ 57.1 million and \$57.4 million, respectively; the cumulative basis adjustments associated with this hedging relationship was \$125,000 and \$1.1 million, respectively; and the amount of the designated hedged items was \$50.0 million for both periods.

(2) These amounts include the amortized cost basis of a closed portfolio of loans receivable used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At March 31, 2024, the amortized cost basis of the closed portfolio used in this hedging relationship was \$297.2 million, the cumulative basis adjustments associated with this hedging relationship was (\$711,000), and the amount of the designated hedged items was \$100.0 million. No prior year end information is provided as this hedging relationship was initiated in 2024.

The following table summarizes the Company's derivative instruments at the date indicated. The Company has master netting agreements with derivative dealers with which it does business, but reflects gross assets and liabilities as "Other assets" and "Other liabilities," respectively, on the Consolidated Balance Sheets, as follows:

	Notional Amount	Fair Value		
		Other Assets	Other Liabilities	
(In thousands)				
<b>March 31, 2024</b>				
Fair value hedges:				
Interest rate swaps - securities	\$ 50,000	\$ —	\$ 44	
Interest rate swaps - loans	100,000	801	—	
<b>December 31, 2023</b>				
Fair value hedges:				
Interest rate swaps - securities	\$ 50,000	\$ —	\$ 1,002	

The following table summarizes the effect of fair value accounting on the Consolidated Statements of Income for the periods shown:

	Three Months Ended March 31,	
	2024	2023
(In thousands)		
Total amounts recognized in interest on investment securities	\$ 3,632	\$ 3,182
Total amounts recognized in interest and fees on loans receivable	22,767	—
Net gains (losses) on fair value hedging relationships		
Interest rate swaps - securities		
Recognized on hedged items	\$ (967)	\$ 1,728
Recognized on derivatives designated as hedging instruments	1,155	(1,697)
Interest rate swaps - loans		
Recognized on hedged items	(711)	—
Recognized on derivatives designated as hedging instruments	884	—
Net income recognized on fair value	<b>\$ 361</b>	<b>\$ 31</b>

**Credit Risk-related Contingent Features**

The Company is exposed to credit-related losses in the event of nonperformance by counterparties to hedging instruments. The counterparties to all derivative transactions are major financial institutions with investment grade credit ratings. However, this does not eliminate the Company's exposure to credit risk with these institutions. This credit risk is limited to the unrealized gains in such contracts should any of these counterparties fail to perform as contracted.

The Company has interest rate swap agreements with its derivative counterparties that contain provisions where if the Company either defaults or fails to maintain its status as a well or adequately capitalized institution, then the Company could be required to terminate the contract or post additional collateral. At March 31, 2024, the Company had \$44,000 of derivatives in a net liability position related to these agreements. The Company has minimum collateral posting thresholds with its derivative counterparties and has posted cash of \$1.1 million to secure the related interest rate swap agreements at March 31, 2024. In certain cases, the Company will have posted excess collateral compared to total exposure due to initial margin requirements or day-to-day rate volatility.

As of March 31, 2024, the Company was in compliance with all credit risk-related contingent features. Given the considerations described above, the Company considers the impact of the risk of counterparty default to be immaterial.

**Note 14 - Segment Reporting**

First Fed is engaged in the business of attracting deposits and providing lending services. Substantially all income is derived from a diverse base of commercial, mortgage, and consumer lending activities and investments. The Company's activities are considered to be a single industry segment for financial reporting purposes. The chief operating decision maker ("CODM") is comprised of the chief financial officer, chief operating officer and the chief executive officer.

The accounting policies of the Bank are the same as those described in the summary of significant accounting policies in Note 1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 ("2023 Form 10-K"). The CODM assesses performance for the Bank and decides how to allocate resources based on net income that is reported on the income statement as consolidated net income. The measurement of segment assets is reported on the balance sheet as total consolidated assets.

The CODM uses net income to evaluate income generated from the segment assets (return on assets) in deciding whether to reinvest profits into the Bank or into other parts of the entity, such as to pay dividends or a share repurchase plan. Net income is used to monitor budget versus actual results and assess the performance of the Bank.

**Note 15 - Premises Held for Sale**

On January 30, 2024, the Bank entered into an agreement for the purchase and sale of real property (the "Sale Agreement") with Mountainseed Real Estate Services, LLC, a Georgia limited liability company ("Mountainseed"), providing for the Bank's sale to Mountainseed of up to six properties (the "Properties"). All of the Properties are currently operated as branches and located in Clallam County, Washington or Jefferson County, Washington. Upon signing the agreement, the Company classified the related properties as held for sale and presented them separately on the Consolidated Balance Sheets at cost, net of accumulated amortization.

The sale of all six properties was finalized on May 7, 2024, for an aggregate cash sales price of \$14.7 million. An estimated pre-tax gain on sale of \$7.9 million will be recorded in noninterest income for the second quarter of 2024.

Concurrent with the closing of the sale of the Properties, the Bank entered into triple net lease agreements (the "Lease Agreements") to lease back each of the Properties sold. Each Lease Agreement has an initial term of 15 years with one 15-year renewal option. Monthly rent expense of approximately \$130,000 in the aggregate for all Properties will be recorded in Occupancy and Equipment for a total expense of \$ 1.0 million in 2024. The increase in rent will be partially offset by the elimination of annualized depreciation expense on the buildings of \$204,000. The executed Lease Agreements also generated right of use assets totaling \$12.2 million and lease liabilities of \$12.2 million resulting in increases to other assets and other liabilities, respectively, on the Consolidated Balance Sheets that will be recorded during the second quarter of 2024.

## ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward-Looking Statements

Certain matters discussed in this Quarterly Report on Form 10-Q constitute forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact, are based on certain assumptions and are generally identified by the use of words such as "believes," "expects," "anticipates," "estimates" or similar expressions. Forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on current beliefs and expectations of management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the following factors:

- risks associated with lending and potential adverse changes in the credit quality of loans in our portfolio;
- legislative or regulatory changes, including increased insurance rates and assessments or expanded consumer protection regulations, responses to recent events in the banking industry, interest rates along the yield curve, and inflation, which could adversely affect the Company's business;
- continued depressed market demand for mortgage and Small Business Administration loans that we originate for sale;
- changes in monetary and fiscal policies including interest rate policies of the Federal Reserve and the relative differences between short and long-term interest rates, deposit interest rates, our net interest margin and funding sources;
- our ability to control operating costs and expenses;
- whether our management team can succeed in implementing our operational strategy, including but not limited to our ability to achieve higher net interest income and noninterest revenue growth;
- our ability to successfully execute on growth strategies related to our entry into new markets and delivery channels, including banking as a service;
- our ability to develop user-friendly digital applications to serve existing customers and attract new customers;
- the use of estimates in determining fair value of certain of our assets, which estimates may prove to be incorrect and result in significant declines in valuation;
- pressures on liquidity, including as a result of withdrawals of customer deposits or declines in the value of our investment portfolio;
- increased competitive pressures among financial services companies, particularly from non-traditional banking entities such as challenger banks, fintech, and mega technology companies;
- our ability to attract and retain deposits at a reasonable cost relative to the market;
- changes in consumer spending, borrowing and savings habits, resulting in reduced demand for banking products and services, particularly in the event of a recession that affects our market areas;
- results of examinations by our primary or other regulatory authorities, as well as a consent order we entered into with the Federal Deposit Insurance Corporation, could have an adverse impact on our business and operations;
- disruptions, security breaches, or other adverse events, failures or interruptions in, or attacks on, our information technology systems or on the third-party vendors who perform several of our critical processing functions;
- risks related to overall economic conditions, including the impact on the economy of an elevated interest rate environment and geopolitical instability, including the wars in Ukraine and the Middle East;
- any failure of key third-party vendors to perform their obligations to us;
- risks related to natural disasters, including droughts, fires, floods, earthquakes, pandemics, and other unexpected events;
- the effects of any reputational damage to the Company resulting from any of the foregoing; and
- other economic, competitive, governmental, regulatory and technical factors affecting our operations, pricing, products and services and other risks described elsewhere in our filings with the Securities and Exchange Commission, including this Form 10-Q and the Company's 2023 Form 10-K.

Any of the forward-looking statements that we make in this report and in other statements we make may turn out to be wrong because of inaccurate assumptions we might make, because of the factors illustrated above or because of other factors that we cannot anticipate or predict. Any forward-looking statements are based upon management's beliefs and assumptions at the time they are made. We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference in this document or to update the reasons why actual results could differ from those contained in such statements, whether as a result of new information, future events or otherwise. Due to these risks, uncertainties and assumptions, the forward-looking statements discussed in this report might not occur, and you should not put undue reliance on any forward-looking statements.

## General

First Northwest is a bank holding company and a financial holding company and is engaged in banking activities through its wholly owned subsidiary, First Fed Bank, as well as certain non-banking financial activities. Non-financial investments include several limited partnership investments, including a 33.3% interest in The Meriwether Group, LLC ("MWG"). The Company's business activities are generally focused on passive investment activities and oversight of the activities of First Fed. The Company also entered into partnerships to strategically invest in fintech-related businesses.

First Fed Bank is a community-oriented financial institution founded in 1923 in Port Angeles, Washington. We have 18 locations including 12 full-service branches, three business centers and three administration centers in Clallam, Jefferson, King, Kitsap, and Whatcom counties. First Fed's business and operating strategy is focused on building sustainable earnings by delivering a full array of financial products and services for individuals, small business, and commercial customers. Lending activities include the origination of first lien one-to-four family mortgage loans, commercial and multi-family real estate loans, residential and commercial construction and land loans, commercial business loans, SBA loans, and consumer loans, consisting primarily of home equity loans and lines of credit. Over the last five years, we have significantly increased the origination of commercial real estate, multi-family real estate, construction, and commercial business loans, and have increased our consumer loan portfolio through our manufactured home and auto loan purchase programs. We offer traditional consumer and business deposit products, including transaction accounts, savings and money market accounts and certificates of deposit ("CDs") for individuals and businesses. Deposits are our primary source of funding for our lending and investing activities.

First Northwest's limited partnership investments include Canapi Ventures Fund, LP; BankTech Ventures, LP; and JAM FINTOP Blockchain, LP. These limited partnerships invest in fintech-related businesses with a focus on developing digital solutions applicable to the banking industry. In 2022, First Northwest acquired a 33.3% interest in MWG, a boutique investment bank and consulting firm focused on providing entrepreneurs with resources to help them succeed. Also in 2022, the Company acquired a 25% equity interest as a general partner in Meriwether Group Capital, LLC ("MWGC"), which provides financial advice for borrowers and capital for the Meriwether Group Capital Hero Fund LP ("Hero Fund"). The Hero Fund is a private commercial lender focused on lower-middle market businesses, primarily in the Pacific Northwest. First Northwest also has a limited partnership investment in the Hero Fund. MWG also holds a 20% general partner interest in MWGC.

First Northwest is impacted by prevailing economic conditions as well as government policies and regulations concerning, among other things, monetary and fiscal affairs, housing and financial institutions. Deposit flows are influenced by several factors, including interest rates paid on competing deposits, alternative investment options available to our customers, account maturities, the number and quality of our deposit originators, digital delivery systems, branding and customer acquisition, and the overall level of personal income and savings in the markets where we do business. Lending activities are influenced by the demand and pricing for loan funds, our credit policies, the number and quality of our lenders and credit underwriters, digital delivery systems, branding and customer acquisition, and regional economic cycles.

Our primary source of pre-tax income is net interest income. Net interest income is the difference between interest income earned on our loans and investments and interest expense paid on our deposits and borrowings. Changes in our asset and liability mix, market and portfolio interest rates and cash flows from existing assets and liabilities affect our net interest income. A secondary source of income for the Company is noninterest income, which includes revenue earned from providing products and services, including service charges on deposit accounts, late and other charges on loans, mortgage banking income, loan sales and servicing income, interest rate swap fee income, earnings from bank-owned life insurance, investment services income, gains and losses from sales of securities, and changes in the market value of our equity and partnership investments.

An offset to net interest income is the provision for credit losses, which represents the periodic charge to operations that is required to adequately provide for losses inherent in our investment, loan and unfunded commitment portfolios through the ACL. A recapture of previously recognized provision for credit losses may be added to net income if the underlying assumptions driving anticipated loss rates within the CECL model improve, such as the United States unemployment and gross domestic product metrics; lowered qualitative factor adjustments to reflect improvements in the nonaccrual and past due status or upgrades in risk ratings of a particular loan segment; lower loan or unfunded commitment balances, or receipt of recoveries for amounts previously charged off.

Noninterest expenses incurred in operating our business consist of salaries and employee benefit costs, occupancy and equipment expenses, federal deposit insurance premiums and regulatory assessments, data processing expenses, marketing and other customer acquisition expenses, legal and other professional fees, expenses related to real estate and personal property owned, and other expenses.

## Critical Accounting Policies

There are no material changes to the critical accounting policies from those disclosed in the Company's 2023 Form 10-K.

### Comparison of Financial Condition at March 31, 2024 and December 31, 2023

**Assets.** Total assets increased to \$2.24 billion, or 1.7%, at March 31, 2024, from \$2.2 billion at December 31, 2023.

Cash and cash equivalents decreased by \$45.8 million, or 37.2%, to \$77.4 million as of March 31, 2024, compared to \$123.2 million as of December 31, 2023. Cash decreased during the current year as the Bank deployed funds into higher-yielding investment securities and loans.

Investment securities increased \$30.3 million, or 10.3%, to \$326.0 million at March 31, 2024, from \$295.6 million at December 31, 2023. Investment security purchases during the first quarter of 2024 totaled \$45.3 million, carrying an estimated weighted-average yield of 6.3% with a weighted-average life of 5.6 years. The purchases were partially offset by payment activity and a portfolio market value decrease of \$749,000. Our recent investments have primarily been floating rate securities to take advantage of higher short-term rates above those offered on cash and to reduce our liability sensitivity. The investment portfolio, including mortgage-backed securities, had an estimated projected average life of 7.8 years as of March 31, 2024, compared to 7.7 years as of December 31, 2023, and had an estimated average repricing term of 5.7 years as of March 31, 2024, compared to 6.3 years as of December 31, 2023, based on the interest rate environment at those times. The effective duration of the investment portfolio was 4.4 years at March 31, 2024, compared to 4.8 years at December 31, 2023. We believe prepayment activity may continue to slow if interest rates continue to rise, extending the projected duration and causing deterioration to the market value of our securities portfolio.

Included in MBS non-agency are \$29.9 million of commercial mortgage-backed securities ("CMBS"), of which 93.3% are in "A" tranches and the remaining 6.7% are in "B" tranches. Our largest exposure is to long-term care facilities, which comprises 65.3%, or \$19.5 million, of our private label CMBS securities. All of the CMBS bonds have credit enhancements ranging from 29% to 99%, with a weighted-average credit enhancement of 56%, that further reduces the risk of loss on these investments.

The investment portfolio was composed of 55.6% in amortizing securities at March 31, 2024, compared to 52.0% at December 31, 2023. The projected average life of our securities may vary due to prepayment activity, particularly in the mortgage-backed securities portfolio, which is impacted by prevailing market interest rates. Securities are bought and sold to manage liquidity, improve long-term portfolio yields and manage interest rate risk in the portfolio. For additional information, see Note 2 of the Notes to Consolidated Financial Statements contained in Item 1 of this Form 10-Q.

Net loans, excluding loans held for sale, increased \$50.3 million to \$1.69 billion at March 31, 2024, from \$1.64 billion at December 31, 2023. During the three months ended March 31, 2024, commercial business loans increased \$24.0 million, including an increase in our participation in the Northpointe Bank Mortgage Purchase Program from \$9.5 million last quarter to \$15.0 million at the current quarter end, \$8.7 million of Bankers Healthcare group loans and organic originations partially offset by repayments. Auto and other consumer loans increased \$19.7 million during the current quarter with \$13.4 million of new Woodside auto loan purchases and a pool purchase of Triad manufactured home loans totaling \$5.1 million, partially offset by payment activity. Multi-family loans increased \$6.4 million during the current quarter. The increase was primarily the result of \$12.7 million of construction loans converting into permanent amortizing loans, partially offset by scheduled payments. One-to-four family loans increased \$5.5 million during the current quarter as a result of \$10.4 million in residential construction loans that converted to permanent amortizing loans, partially offset by payments received. Home equity loan outstanding balances increased \$3.0 million over the previous quarter due to draws on new and existing line of credit commitments and \$833,000 from home equity loan production. Commercial real estate loans decreased \$2.9 million during the current quarter compared to the previous quarter due to a reclassification of \$2.9 million to multi-family along with payoffs and scheduled payments exceeding originations.

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Construction and land loans decreased \$4.3 million, or 3.3%, to \$125.4 million at March 31, 2024, from \$129.7 million at December 31, 2023, with \$14.5 million converting into fully amortizing loans, partially offset by draws on new and existing loan commitments. Construction loans in the portfolio are geographically dispersed throughout western Washington and one loan in Oregon. We manage construction lending by utilizing a licensed third-party vendor to assist us in monitoring our higher-risk projects while internal staff monitor the progress toward completion of our lower-risk projects. We continue to monitor the impact of inflation and consumer demand in the current interest rate environment on completion of the projects currently in the portfolio. As of the date of this report, we have no reason to believe that any of the projects in process will not be completed. At March 31, 2024, 51% of construction commitments were for one-to-four family residential properties, which are anticipated to convert into amortizing loans upon completion.

We monitor real estate values and general economic conditions in our market areas, in addition to assessing the strength of our borrowers, including their equity contributions to a project, to prudently underwrite construction loans. We continually assess our lending strategies across all product lines and markets where we do business to improve earnings while also prudently managing credit risk.

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The following tables show our construction commitments by type and geographic concentrations at the dates indicated:

March 31, 2024	North Olympic Peninsula (1)	Puget Sound Region (2)	Other Washington (In thousands)	Oregon	Idaho	Total
<b>Construction Commitment</b>						
One-to-four family residential	\$ 11,225	\$ 70,764	\$ 4,521	\$ 540	\$ —	\$ 87,050
Multi-family residential	—	52,675	6,226	—	—	58,901
Commercial real estate	—	23,858	—	—	—	23,858
Total commitment	<u>\$ 11,225</u>	<u>\$ 147,297</u>	<u>\$ 10,747</u>	<u>\$ 540</u>	<u>\$ —</u>	<u>\$ 169,809</u>
<b>Construction Funds Disbursed</b>						
One-to-four family residential	\$ 4,961	\$ 50,566	\$ 3,525	\$ 176	\$ —	\$ 59,228
Multi-family residential	—	42,971	3,082	—	—	46,053
Commercial real estate	—	13,492	—	—	—	13,492
Total disbursed	<u>\$ 4,961</u>	<u>\$ 107,029</u>	<u>\$ 6,607</u>	<u>\$ 176</u>	<u>\$ —</u>	<u>\$ 118,773</u>
<b>Undisbursed Commitment</b>						
One-to-four family residential	\$ 6,264	\$ 20,198	\$ 996	\$ 364	\$ —	\$ 27,822
Multi-family residential	—	9,704	3,144	—	—	12,848
Commercial real estate	—	10,366	—	—	—	10,366
Total undisbursed	<u>\$ 6,264</u>	<u>\$ 40,268</u>	<u>\$ 4,140</u>	<u>\$ 364</u>	<u>\$ —</u>	<u>\$ 51,036</u>
<b>Land Funds Disbursed</b>						
One-to-four family residential	\$ 3,119	\$ 3,039	\$ 91	\$ —	\$ —	\$ 6,249
Commercial real estate	—	845	—	—	—	845
Total disbursed for land	<u>\$ 3,119</u>	<u>\$ 3,884</u>	<u>\$ 91</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 7,094</u>
(1) Includes Clallam and Jefferson counties.						
(2) Includes Kitsap, Mason, Thurston, Pierce, King, Snohomish, Skagit, Whatcom, and Island counties.						
December 31, 2023	North Olympic Peninsula (1)	Puget Sound Region (2)	Other Washington (In thousands)	Oregon	Idaho	Total
	(In thousands)					
<b>Construction Commitment</b>						
One-to-four family residential	\$ 10,260	\$ 54,320	\$ 6,489	\$ 540	\$ —	\$ 71,609
Multi-family residential	—	78,196	11,076	—	—	89,272
Commercial real estate	—	17,332	1	—	—	17,333
Total commitment	<u>\$ 10,260</u>	<u>\$ 149,848</u>	<u>\$ 17,566</u>	<u>\$ 540</u>	<u>\$ —</u>	<u>\$ 178,214</u>
<b>Construction Funds Disbursed</b>						
One-to-four family residential	\$ 3,790	\$ 34,725	\$ 5,065	\$ 175	\$ —	\$ 43,755
Multi-family residential	—	61,288	5,879	—	—	67,167
Commercial real estate	—	11,849	—	—	—	11,849
Total disbursed	<u>\$ 3,790</u>	<u>\$ 107,862</u>	<u>\$ 10,944</u>	<u>\$ 175</u>	<u>\$ —</u>	<u>\$ 122,771</u>
<b>Undisbursed Commitment</b>						
One-to-four family residential	\$ 6,470	\$ 19,595	\$ 1,424	\$ 365	\$ —	\$ 27,854
Multi-family residential	—	16,908	5,197	—	—	22,105
Commercial real estate	—	5,483	1	—	—	5,484
Total undisbursed	<u>\$ 6,470</u>	<u>\$ 41,986</u>	<u>\$ 6,622</u>	<u>\$ 365</u>	<u>\$ —</u>	<u>\$ 55,443</u>
<b>Land Funds Disbursed</b>						
One-to-four family residential	\$ 3,310	\$ 3,002	\$ 272	\$ —	\$ —	\$ 6,584
Commercial real estate	—	845	—	—	—	845
Total disbursed for land	<u>\$ 3,310</u>	<u>\$ 3,847</u>	<u>\$ 272</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 7,429</u>
(1) Includes Clallam and Jefferson counties.						
(2) Includes Kitsap, Mason, Thurston, Pierce, King, Snohomish, Skagit, Whatcom, and Island counties.						

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During the three months ended March 31, 2024, the Company added \$50.0 million of organic loan originations and commitments to the portfolio, of which \$36.1 million, or 72.1%, were located in the Puget Sound region, \$10.4 million, or 20.8%, in the North Olympic Peninsula, \$448,000, or 0.9%, in other areas throughout Washington State, and \$3.1 million, or 6.1%, in other states. The Company purchased an additional \$18.1 million in auto loans, \$13.8 million in manufactured home loans, and \$9.1 million in commercial business loans to borrowers located throughout the United States during the three months ended March 31, 2024. We will continue to strategically evaluate opportunities to acquire assets through wholesale channels in order to supplement organic originations and increase net interest income. The Northpointe Bank Mortgage Purchase Program ("Northpointe MPP") also provides a temporary source of additional interest income but is dependent on demand for funding, with repayment of advances to this program typically occurring within 30 days or less. The total loan portfolio was composed of 78.6% organic originations and 21.4% purchased loans at March 31, 2024.

The ACLL increased to \$18.0 million at March 31, 2024, as the Company recorded a \$1.2 million provision for credit loss on loans for the three-month period. Net charge-offs were \$791,000 for the three-month period. The ACLL as a percentage of total loans was 1.05% and 1.10% at March 31, 2024 and December 31, 2023, respectively.

Nonaccrual loans increased \$837,000, or 4.5%, to \$19.5 million at March 31, 2024, from \$18.6 million at December 31, 2023, primarily attributable to two delinquent commercial business loans with an aggregate total of \$1.1 million and a \$708,000 multi-family loan placed on nonaccrual due to credit concerns, partially offset by a \$544,000 payment received on the commercial construction loan previously placed on nonaccrual and a \$591,000 single family residence loan that was paid off during the current quarter. Nonaccrual loans to total loans was 1.14% at March 31, 2024, compared to 1.12% at December 31, 2023. The ACLL as a percentage of nonaccrual loans decreased to 92% at March 31, 2024, down from 94% at December 31, 2023.

Classified loans increased \$1.1 million to \$36.2 million at March 31, 2024, from \$35.1 million at December 31, 2023, due to the downgrade of the three loans during the first quarter as noted above. A \$14.4 million construction loan relationship, which became a classified loan in the fourth quarter of 2022, and a \$9.3 million commercial loan relationship which became classified in the fourth quarter of 2023, account for 66% of the classified loan balance at March 31, 2024. The Bank has exercised legal remedies, including the appointment of a third-party receivership and foreclosure actions, to liquidate the underlying collateral to satisfy the real estate loans in the two relationships. Proceeds from the sale of a unit in the construction loan relationship during the first quarter of 2024 were used to the paydown principal of the related loan balance.

Loan charge-offs are concentrated mainly in purchased unsecured consumer loans. Charged-off balances related to loans purchased through the Splash Financial unsecured consumer loan program totaled \$713,000 during the current quarter, or 85% of gross charge-offs. The Bank's participation in the program was discontinued in 2023. Total Splash loan balances of \$6.0 million and \$7.3 million were included in Auto and Other Consumer loans at March 31, 2024 and December 31, 2023, respectively. We believe the ACLL is adequate to absorb the known and inherent risks of loss in the overall loan portfolio as of March 31, 2024.

Loans receivable, excluding loans held for sale, consisted of the following at the dates indicated :

	March 31, 2024	December 31, 2023 (In thousands)	Increase (Decrease)	
			Amount	Percent
<b>Real Estate:</b>				
One-to-four family	\$ 383,905	\$ 378,432	\$ 5,473	1.4%
Multi-family	339,538	333,094	6,444	1.9
Commercial real estate	385,130	387,983	(2,853)	(0.7)
Construction and land	125,347	129,691	(4,344)	(3.3)
Total real estate loans	1,233,920	1,229,200	4,720	0.4
<b>Consumer:</b>				
Home equity	72,391	69,403	2,988	4.3
Auto and other consumer	268,834	249,130	19,704	7.9
Total consumer loans	341,225	318,533	22,692	7.1
<b>Commercial business loans</b>				
Total loans	136,297	112,295	24,002	21.4
<b>Less:</b>				
Derivative basis adjustment	710	—	710	100.0
Allowance for credit losses on loans	17,958	17,510	448	2.6
Loans receivable, net	<u><u>\$ 1,692,774</u></u>	<u><u>\$ 1,642,518</u></u>	<u><u>\$ 50,256</u></u>	<u><u>3.1</u></u>

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The following table represents nonperforming assets at the dates indicated.

	March 31, 2024	December 31, 2023	Increase (Decrease)	
			Amount	Percent
(In thousands)				
<b>Nonaccrual loans:</b>				
Real estate loans:				
One-to-four family	\$ 1,237	\$ 1,844	\$ (607)	(32.9)%
Multi-family	708	—	708	100.0
Commercial real estate	22	28	(6)	(21.4)
Construction and land	14,440	14,986	(546)	(3.6)
Total real estate loans	16,407	16,858	(451)	(2.7)
Consumer loans:				
Home equity	121	123	(2)	(1.6)
Auto and other consumer	1,012	786	226	28.8
Total consumer loans	1,133	909	224	24.6
Commercial business	1,941	877	1,064	121.3
<b>Total nonaccrual loans</b>	<b>\$ 19,481</b>	<b>\$ 18,644</b>	<b>\$ 837</b>	<b>4.5</b>
Nonaccrual and 90 days or more past due loans as a percentage of total loans		1.64%	1.12%	0.52%
				46.4

In the first quarter of 2024, the Bank changed the classification of assets related to the six properties included in the Sale Agreement with Mountainseed to properties held for sale on the Consolidated Balance Sheets. The Bank received the full sales price of \$14.7 million. It is expected that proceeds of the sale transaction will be deployed into interest-earning assets or used to pay down advances. First Fed is leasing back the six properties sold to Mountainseed under agreements with initial terms of 15 years with one 15-year renewal option each. The leases, recorded in the second quarter of 2024, resulted in an increase of \$12.2 million to both other assets and other liabilities for the related right-of-use assets and lease liabilities created by the contracts, respectively.

**Liabilities.** Total liabilities increased to \$2.08 billion at March 31, 2024, from \$2.04 billion at December 31, 2023, due to an increase in borrowings of \$50.5 million, partially offset by a decrease in deposits of \$10.3 million.

Deposit balances decreased \$10.3 million to \$1.67 billion at March 31, 2024 from \$1.68 billion at December 31, 2023. During first quarter of 2024, total retail deposit balances increased \$5.2 million while brokered deposit balances decreased \$15.4 million. Within retail deposit balances, an increase in money market accounts of \$33.2 million and demand deposit accounts of \$2.0 million was partially offset by a decrease in retail CDs of \$24.5 million and savings accounts of \$5.6 million. Increases in demand and money market accounts were driven by customer behavior as they sought out higher rates offered as CD specials matured. We utilize brokered CDs as an additional funding source to provide liquidity, manage cost of funds, reduce reliance on FHLB advances, and manage interest rate risk. Overall, the current rate environment continues to contribute to greater competition for deposits with additional deposit rate specials offered to attract new funds.

FHLB advances increased \$47.0 million, or 17.1% to \$322.0 million at March 31, 2024, from \$275.0 million at December 31, 2023. We increased both short-term and long-term advances to provide additional balance sheet liquidity and fund loan growth.

**Equity.** Total shareholders' equity decreased \$2.8 million to \$160.5 million for the three months ended March 31, 2024. The Company recorded year-to-date net income of \$396,000 and a \$730,000 increase in the fair market value of derivatives, net of taxes. Increases were offset by an increase in the after-tax unrealized loss on available-for-sale investments securities of \$588,000, \$671,000 of dividends declared and \$3.0 million for the cost of repurchased shares. Year-to-date, we repurchased 214,132 shares of common stock under the October 2020 stock repurchase plan at an average price of \$14.03 per share for a total of \$3.0 million, with no shares remaining in the current share repurchase program. In April 2024, the Board of Directors authorized a new buyback plan of up to 10% of shares outstanding.

**Comparison of Results of Operations for the Three Months Ended March 31, 2024 and 2023**

**General.** Net income attributable to the Company was \$396,000 for the three months ended March 31, 2024, compared to \$3.5 million for the three months ended March 31, 2023. A \$3.9 million decrease in net interest income after provision for credit losses and a \$146,000 decrease in noninterest income was offset by a \$568,000 decrease in noninterest expense.

**Net Interest Income.** Net interest income decreased \$2.4 million to \$13.9 million for the three months ended March 31, 2024, from \$16.3 million for the three months ended March 31, 2023. This decrease was mainly the result of higher rates paid on interest-bearing liabilities, which increased 133 basis points to 3.14% for the three months ended March 31, 2024, compared to 1.81% for the same period in the prior year. This was due to higher rates paid on all deposits and borrowings and an increase in the average balances of CDs and borrowings. The cost of total deposits increased 131 basis points to 2.43% for the three months ended March 31, 2024, compared to 1.12% for the same period in 2023. The average yield on interest-earning assets increased 47 basis points to 5.42% for the three months ended March 31, 2024, compared to 4.95% for the same period last year, due primarily to higher yields on variable-rate assets and new loan originations.

Total cost of funds increased 121 basis points to 2.74% for the three months ended March 31, 2024, from 1.53% for the same period in 2023. The net interest margin decreased 70 basis points to 2.76% for the three months ended March 31, 2024, from 3.46% for the same period in 2023. While increases in the cost of funding currently outpace the growth of the yield on interest-earning assets, the Company has taken measures to reverse interest rate margin compression. Organic loan production was augmented with higher-yielding purchased loans through established third-party relationships. Lower yielding investment securities were sold at a loss in December 2023 and \$45.3 million of higher-yielding security investments were purchased during the first quarter of 2024. Income on the Bank's fair value hedging agreements on securities increased quarter-over-quarter by \$157,000. The fair value hedge on loans established mid-quarter brought in \$173,000 for the first quarter of 2024.

**Interest Income.** Total interest income increased \$4.0 million, or 17.4%, to \$27.3 million for the three months ended March 31, 2024, from \$23.3 million for the comparable period in 2023, primarily due to higher yields on interest-earning assets. Interest and fees on loans receivable increased \$3.3 million, to \$22.8 million for the three months ended March 31, 2024, from \$19.5 million for the three months ended March 31, 2023, primarily due to an increase in average loan yields to 5.51% for the three months ended March 31, 2024, from 5.16% for the same period in 2023, coupled with an increase in the average balance of net loans receivable of \$127.1 million compared to the first quarter of 2023. The loan portfolio has grown through our renewed short-term participation in the Northpointe MPP, draws on new and existing business lines of credit, originations of multi-family real estate loans, and purchases of auto, manufactured home, and purchased Bankers Healthcare Group commercial loans. Loan yields increased over the prior year due to higher rates on new originations as well as the repricing of variable rate loans tied to the Prime Rate or other indices. The yield earned on investment securities also increased 82 basis points to 4.75% compared to the same period in 2023, as increases in floating bond rates, sales of lower-yielding bonds, purchases of new bonds at higher yields and a reduction in amortization of premium costs as prepayment speeds slow down have all positively impacted investment securities income. The yield on interest-earning deposits in banks also increased to 5.57% from 4.63% for the comparable period in 2023, benefitting from increases in rates paid on excess balances held at the FRB.

The following table compares average earning asset balances, associated yields, and resulting changes in interest income for the periods shown:

	Three Months Ended March 31,					
	2024		2023		(Dollars in thousands)	Increase in Interest Income
	Average Balance Outstanding	Yield	Average Balance Outstanding	Yield		
Loans receivable, net	\$ 1,661,420	5.51%	\$ 1,534,312	5.16%	\$ 3,263	
Investment securities	307,490	4.75	328,364	3.93		450
FHLB stock	12,328	9.20	11,175	6.97		90
Interest-earning deposits in banks	46,583	5.57	35,420	4.63		241
<b>Total interest-earning assets</b>	<b>\$ 2,027,821</b>	<b>5.42%</b>	<b>\$ 1,909,271</b>	<b>4.95%</b>		<b>\$ 4,044</b>

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**Interest Expense.** Total interest expense increased \$6.4 million, or 92.0%, to \$13.4 million for the three months ended March 31, 2024, compared to \$7.0 million for the three months ended March 31, 2023. The increase over the first quarter of 2023 was the result of an increase in the cost of deposits to 2.43% from 1.12% in same period one year ago along with higher volumes of CDs. A shift in the deposit mix from no or low-cost transaction and money market accounts to a higher volume of CDs resulted in higher costs of deposits. Borrowing expense increased due to an average balance increase of \$20.7 million and an increase in the cost of advances, primarily FHLB advances, compared to the same period in 2023.

Average deposit account balances were composed of 85% in interest-bearing deposits and 15% in noninterest-bearing deposits at March 31, 2024, compared to 81% and 19%, respectively, at March 31, 2023. During the three months ended March 31, 2024, interest expense increased on CDs due to an increase in the average balances of \$195.7 million, along with an increase in the average rates paid of 135 basis points, compared to the three months ended March 31, 2023. During the same period, the average balances of money market accounts decreased \$56.6 million, offset by a 135 basis point average rate increase, resulting in an increase to interest expense. The average cost of interest-bearing deposit accounts increased to 2.86% for the three months ended March 31, 2024, from 1.37% for the three months ended March 31, 2023, due to changes to the deposit mix, driven by customer preferences and the use of higher-rate promotional products designed to retain existing deposits and generate new deposits. The mix of customer deposit balances shifted from non-maturity accounts towards higher cost term certificate products. Customer CDs represented 28.4% and 22.8% of customer deposits at March 31, 2024 and 2023, respectively.

The following table details average balances, cost of funds and the change in interest expense for the periods shown:

	Three Months Ended March 31,						Increase (Decrease) in Interest Expense	
	2024		2023		(Dollars in thousands)	Rate		
	Average Balance Outstanding	Rate	Average Balance Outstanding	Rate				
Interest-bearing demand deposits	\$ 165,379	0.45%	\$ 187,288	0.42%	\$ (7)			
Money market accounts	377,505	2.08	434,057	0.73	1,173			
Savings accounts	235,784	1.63	219,366	0.70	577			
Certificates of deposit, retail	437,525	4.13	293,488	2.59	2,623			
Certificates of deposit, brokered	205,923	4.94	154,230	2.99	1,393			
Advances	252,912	4.60	232,189	3.90	662			
Subordinated debt	39,446	4.02	39,365	4.06	—			
Total interest-bearing liabilities	<u>\$ 1,714,474</u>	3.14%	<u>\$ 1,559,983</u>	1.81%	<u>\$ 6,421</u>			

**Provision for Credit Losses.** The Company recorded a \$970,000 provision for credit losses in the three months ended March 31, 2024. A provision for credit losses on loans of \$1.2 million was the result of an increase in the loss factors applied to residential real estate and commercial business loans, growth in the commercial business loan portfolio and additional charge-offs from the Splash unsecured consumer loan program, partially offset by a decrease in the loss factors applied to Woodside auto and construction loans. A recapture of \$269,000 due to a lower loss factor applied to unfunded commitment balances further offset the provision for credit losses on loans recorded during the current quarter. This compares to a \$500,000 loan loss provision recapture for the three months ended March 31, 2023. While the ACLL as a percentage of nonaccrual loans at period end has decreased significantly compared to the same period in 2023, a large portion of the nonaccrual loan balance is comprised of well-secured real estate loans which the Company believes will be sufficient to repay the loans in full upon sale of the underlying collateral.

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The following table details activity and information related to the allowance for credit losses on loans and reserve for unfunded commitments for the periods shown:

	Three Months Ended March 31,	
	2024	2023
Provision for (recapture of) credit losses on loans	\$ 1,239	\$ (515)
Net charge-offs	(791)	(944)
Allowance for credit losses on loans	17,958	17,396
Allowance for losses as a percentage of gross loans receivable at period end	1.05%	1.10%
Total nonaccrual loans	19,481	2,633
Allowance for credit losses on loans as a percentage of nonaccrual loans at period end	92%	661%
Nonaccrual and 90 days or more past due loans as a percentage of total loans	1.64%	0.17%
Total loans receivable	\$ 1,711,442	\$ 1,579,464
(Recapture of) provision for credit losses on unfunded commitments	\$ (269)	\$ 15
Reserve for unfunded commitments	548	1,336
Unfunded loan commitments	148,736	202,720

**Noninterest Income.** Noninterest income decreased \$146,000, or 6.3%, to \$2.2 million for the three months ended March 31, 2024, from \$2.3 million for the three months ended March 31, 2023. The decrease was primarily due to lower servicing asset valuation and gain on sale of loans, partially offset by an unrealized gain on partnership investments. Saleable mortgage loan production and related gains continued to be impacted by higher market rates on mortgage loans compared to the prior year. The conversion of lower-yielding BOLI policies was initiated in the first quarter of 2024 and is expected to be finalized in the third quarter.

The following table provides a detailed analysis of the changes in the components of noninterest income for the periods shown:

	Three Months Ended March 31,		Increase (Decrease)	
	2024	2023	Amount	Percent
Loan and deposit service fees	\$ 1,102	\$ 1,141	\$ (39)	(3.4)%
Sold loan servicing fees and servicing rights mark-to-market	219	493	(274)	(55.6)
Net gain on sale of loans	52	176	(124)	(70.5)
Increase in cash surrender value of bank-owned life insurance	243	226	17	7.5
Other income	572	298	274	91.9
Total noninterest income	<u>\$ 2,188</u>	<u>\$ 2,334</u>	<u>\$ (146)</u>	<u>(6.3)%</u>

**Noninterest Expense.** Noninterest expense decreased \$568,000, or 3.8%, to \$14.3 million for the three months ended March 31, 2024, compared to \$14.9 million for the three months ended March 31, 2023. The decrease in expenses compared to the first quarter of 2023 is mainly due to lower advertising costs and a \$218,000 reduction in the accrual for a civil money penalty assessed by the FDIC. The civil money penalty was originally accrued for in the fourth quarter of 2023. The Company continues to focus on controlling compensation expense and reducing advertising and other discretionary spending while the net interest margin compression persists, given higher market rates and an inverted yield curve.

The following table provides an analysis of the changes in the components of noninterest expense for the periods shown:

	Three Months Ended March 31,		Increase (Decrease)	
	2024	2023	Amount	Percent
Compensation and benefits	\$ 8,128	\$ 7,837	\$ 291	3.7%
Data processing	1,944	2,038	(94)	(4.6)
Occupancy and equipment	1,240	1,209	31	2.6
Supplies, postage, and telephone	293	355	(62)	(17.5)
Regulatory assessments and state taxes	513	389	124	31.9
Advertising	309	1,041	(732)	(70.3)
Professional fees	910	806	104	12.9
FDIC insurance premium	386	257	129	50.2
Other expense	580	939	(359)	(38.2)
Total noninterest expense	<u>\$ 14,303</u>	<u>\$ 14,871</u>	<u>\$ (568)</u>	<u>(3.8)%</u>

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**Provision for Income Tax.** An income tax expense of \$447,000 was recorded for the three months ended March 31, 2024, compared to \$825,000 for the three months ended March 31, 2023, due to a year-over-year decrease in income before taxes of \$3.4 million. The current year provision also includes a tax penalty estimate for the early surrender of a BOLI contract. The provision includes accruals for both federal and state income taxes. For additional information, see Note 7 of the Notes to Consolidated Financial Statements contained in Item 1 of this Form 10-Q.

**Average Balances, Interest and Average Yields/Cost**

The following tables set forth, for the periods indicated, information regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities, resultant yields, interest rate spread, net interest margin (otherwise known as net yield on interest-earning assets), and the ratio of average interest-earning assets to average interest-bearing liabilities. Also presented is the weighted average yield on interest-earning assets, rates paid on interest-bearing liabilities and the net spread as of March 31, 2024 and 2023. Income and all average balances are monthly average balances, which management deems to be not materially different than daily averages. Nonaccrual loans have been included in the table as loans carrying a zero yield.

	Three Months Ended March 31,					
	2024			2023		
	Average Balance Outstanding	Interest Earned/Paid	Yield/Rate	Average Balance Outstanding	Interest Earned/Paid	Yield/Rate
(Dollars in thousands)						
<b>Interest-earning assets:</b>						
Loans receivable, net (1) (2)	\$ 1,661,420	\$ 22,767	5.51%	\$ 1,534,312	\$ 19,504	5.16%
Investment securities	307,490	3,632	4.75	328,364	3,182	3.93
FHLB dividends	12,328	282	9.20	11,175	192	6.97
Interest-earning deposits in banks	46,583	645	5.57	35,420	404	4.63
Total interest-earning assets (3)	2,027,821	27,326	5.42	1,909,271	23,282	4.95
Noninterest-earning assets	138,366			140,939		
Total average assets	<u>\$ 2,166,187</u>			<u>\$ 2,050,210</u>		
<b>Interest-bearing liabilities:</b>						
Interest-bearing demand deposits	\$ 165,379	\$ 187	0.45	\$ 187,288	\$ 194	0.42
Money market accounts	377,505	1,949	2.08	434,057	776	0.73
Savings accounts	235,784	953	1.63	219,366	376	0.70
Certificates of deposit, retail	437,525	4,494	4.13	293,488	1,871	2.59
Certificates of deposit, brokered	205,923	2,529	4.94	154,230	1,136	2.99
Total interest-bearing deposits (4)	1,422,116	10,112	2.86	1,288,429	4,353	1.37
Advances	252,912	2,892	4.60	232,189	2,230	3.90
Subordinated debt	39,446	394	4.02	39,365	394	4.06
Total interest-bearing liabilities	1,714,474	13,398	3.14	1,559,983	6,977	1.81
Noninterest-bearing deposits (4)	249,283			294,235		
Other noninterest-bearing liabilities	40,563			36,673		
Total average liabilities	<u>2,004,320</u>			<u>1,890,891</u>		
Average equity	161,867			159,319		
Total average liabilities and equity	<u>\$ 2,166,187</u>			<u>\$ 2,050,210</u>		
Net interest income		<u>\$ 13,928</u>			<u>\$ 16,305</u>	
Net interest rate spread		2.28				3.14
Net earning assets	\$ 313,347			\$ 349,288		
Net interest margin (5)		2.76				3.46
Average interest-earning assets to average interest-bearing liabilities	118.3%			122.4%		

(1) The average loans receivable, net balances include nonaccrual loans.

(2) Interest earned on loans receivable includes net deferred costs of \$171,000 and \$88,000 for the three months ended March 31, 2024 and 2023, respectively.

(3) Includes interest-earning deposits (cash) at other financial institutions.

(4) Cost of all deposits, including noninterest-bearing demand deposits, was 2.43% and 1.12% for the three months ended March 31, 2024 and 2023, respectively.

(5) Net interest income divided by average interest-earning assets.

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**Rate/Volume Analysis**

The following table presents the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. It distinguishes between the changes related to outstanding balances and changes in interest rates. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (i.e., changes in volume multiplied by old rate) and (ii) changes in rate (i.e., changes in rate multiplied by old volume). For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to the change due to volume and the change due to rate.

Three Months Ended March 31, 2024 Compared to March 31, 2023					
	Increase (Decrease) Due to		Total Increase (Decrease)		
	Volume	Rate (In thousands)			
<b>Interest-earning assets:</b>					
Loans receivable, net	\$ 1,724	\$ 1,539	\$ 3,263		
Investments	(191)	641	450		
FHLB stock	21	69	90		
Other (1)	131	110	241		
Total interest-earning assets	<u>\$ 1,685</u>	<u>\$ 2,359</u>	<u>\$ 4,044</u>		
<b>Interest-bearing liabilities:</b>					
Interest-bearing demand deposits	\$ (21)	\$ 14	\$ (7)		
Money market accounts	(98)	1,271	1,173		
Savings accounts	30	547	577		
Certificates of deposit, retail	938	1,685	2,623		
Certificates of deposit, brokered	390	1,003	1,393		
Advances	211	451	662		
Subordinated debt	—	—	—		
Total interest-bearing liabilities	<u>\$ 1,450</u>	<u>\$ 4,971</u>	<u>\$ 6,421</u>		
Change in net interest income	<u>\$ 235</u>	<u>\$ (2,612)</u>	<u>\$ (2,377)</u>		

(1) Includes interest-earning deposits (cash) at other financial institutions.

**Off-Balance Sheet Activities**

In the normal course of operations, First Fed engages in a variety of financial transactions that are not recorded in the financial statements. These transactions involve varying degrees of off-balance sheet credit, interest rate and liquidity risks. These transactions are used primarily to manage customers' requests for funding and take the form of loan commitments and lines of credit. For the three months ended March 31, 2024 and the year ended December 31, 2023, we engaged in no off-balance sheet transactions likely to have a material effect on our financial condition, results of operations or cash flows.

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**Contractual Obligations**

At March 31, 2024, our scheduled maturities of contractual obligations were as follows:

	Within 1 Year	After 1 Year Through 3 Years	After 3 Years Through 5 Years (In thousands)	Beyond 5 Years	Total Balance
Certificates of deposit	\$ 493,494	\$ 72,095	\$ 45,515	\$ —	\$ 611,104
FHLB advances	257,000	55,000	10,000	—	322,000
Line of credit	10,000	—	—	—	10,000
Subordinated debt obligation	—	—	—	39,455	39,455
Operating leases	916	1,859	1,525	3,076	7,376
Borrower taxes and insurance	2,398	—	—	—	2,398
Deferred compensation	126	292	214	863	1,495
Total contractual obligations	<u>\$ 763,934</u>	<u>\$ 129,246</u>	<u>\$ 57,254</u>	<u>\$ 43,394</u>	<u>\$ 993,828</u>

**Commitments and Off-Balance Sheet Arrangements**

The following table summarizes our commitments and contingent liabilities with off-balance sheet risks as of March 31, 2024:

	Amount of Commitment by Expiration				
	Within 1 Year	After 1 Year Through 3 Years	After 3 Years Through 5 Years (In thousands)	Beyond 5 Years	Total Amounts Committed
<b>Commitments to originate loans:</b>					
Variable-rate	\$ 330	\$ —	\$ —	\$ —	\$ 330
Unfunded commitments under lines of credit	17,347	11,306	3,791	63,654	96,098
Unfunded commitments under existing construction loans	19,553	14,977	760	15,748	51,038
Unfunded commitments under existing maritime loans	—	—	—	1,600	1,600
Standby letters of credit	3,605	58	—	200	3,863
Unfunded commitments under partnership agreements	3,659	—	—	—	3,659
Total commitments	<u>\$ 44,494</u>	<u>\$ 26,341</u>	<u>\$ 4,551</u>	<u>\$ 81,202</u>	<u>\$ 156,588</u>

**Liquidity Management**

Liquidity is the ability to meet current and future short-term and long-term financial obligations. Our primary sources of funds consist of investment security principal and interest payments, customer and brokered deposit inflows, loan repayments and maturities, sales of securities, and borrowings from the FHLB. While maturities and scheduled amortization of loans and securities are usually predictable sources of funds, deposit flows, calls of investment securities and borrowed funds, and prepayments on loans and investment securities are greatly influenced by general interest rates, economic conditions and competition, which can cause those sources of funds to fluctuate.

Management regularly adjusts our investments in liquid assets based upon an assessment of expected loan demand, expected deposit flows, yields available on interest-earning deposits and securities, and the objectives of our liquidity management, interest-rate risk and investment policies.

Our most liquid assets are cash and cash equivalents followed by available-for-sale securities. The levels of these assets depend on our operating, financing, lending and investing activities during any given period. At March 31, 2024, cash and cash equivalents totaled \$77.4 million and unpledged securities classified as available-for-sale had a market value of \$284.8 million. The Bank pledged collateral of \$595.8 million to support borrowings from the FHLB, with a remaining borrowing capacity of \$213.0 million at March 31, 2024. The Bank also has an established discount window borrowing arrangement with the FRB, for which available-for-sale securities with a market value of \$18.2 million were pledged as of March 31, 2024, providing a borrowing capacity of \$17.4 million, which the Bank has not borrowed against to-date. First Northwest has a \$20.0 million borrowing arrangement with NexBank which is secured by First Northwest's personal property assets (with certain exclusions), including all the outstanding shares of First Fed, cash, loans receivable, and limited partnership investments. The remaining borrowing capacity of the NexBank line of credit was \$10.0 million at March 31, 2024.

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At March 31, 2024, we had \$330,000 in commitments to originate new loans, \$3.9 million in standby letters of credit and \$148.7 million in undisbursed loans, including \$51.0 million in undisbursed construction loan commitments and \$1.6 million in undisbursed maritime fabrication loan commitments.

CDs due within one year as of March 31, 2024, totaled \$493.5 million, or 80.8% of CDs with a weighted-average rate of 4.42%. If these maturing deposits are not renewed, we will seek other sources of funds, including other CDs, non-maturity deposits, and borrowings. We have the ability to attract and retain deposits by adjusting the interest rates offered as well as through sales and marketing efforts in the markets we serve. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on CDs. We believe that our branch network, and the general cash flows from our existing lending and investment activities, will provide adequate short-term and long-term liquidity. For additional information, see the Consolidated Statements of Cash Flows in Item 1 of this Form 10-Q.

First Fed has a diversified deposit base with approximately 59% of deposit account balances held by consumers, 29% held by business and public fund depositors, and 12% in brokered deposits. The average deposit account balance, excluding brokered and public fund accounts, was \$27,000 at March 31, 2024. We estimate that 20-25% of our customer deposit balances are over the \$250,000 FDIC insurance limit, representing less than 5% of deposit customers. Management believes that maintaining a diversified deposit base is an important factor in managing and maintaining adequate levels of liquidity.

The Company is a separate legal entity from the Bank and provides for its own liquidity. At March 31, 2024, the Company, on an unconsolidated basis, had liquid assets of \$587,000. In addition to its operating expenses, the Company is responsible for paying dividends declared, if any, to its shareholders, and for Company stock repurchases, interest payments on subordinated notes held at the Company level, payments on the NexBank revolving credit facility, and commitments to limited partnership investments. The Company may receive dividends or capital distributions from the Bank, although there may be regulatory limitations on the ability of the Bank to pay dividends.

## **Capital Resources**

At March 31, 2024, shareholders' equity totaled \$160.5 million, or 7.2% of total assets. Our book value per share of common stock was \$17.00 at March 31, 2024, compared to \$16.99 at December 31, 2023.

At March 31, 2024, the Bank exceeded all regulatory capital requirements and was considered "well capitalized" under FDIC regulatory capital guidelines.

The following table provides the capital requirements and actual results for First Fed at March 31, 2024.

	Actual		Minimum Capital Requirements		Minimum Required to be Well-Capitalized	
	Amount	Ratio	Amount (Dollars in thousands)	Ratio	Amount	Ratio
Tier 1 leverage capital (to average assets)	\$ 212,829	9.7%	\$ 87,400	4.0%	\$ 109,250	5.0%
Common equity tier 1 (to risk-weighted assets)	\$ 212,829	12.6	76,223	4.5	110,100	6.5
Tier 1 risk-based capital (to risk-weighted assets)	\$ 212,829	12.6	101,631	6.0	135,508	8.0
Total risk-based capital (to risk-weighted assets)	\$ 229,860	13.6	135,508	8.0	169,385	10.0

In order to avoid limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses, the Bank must maintain common equity tier 1 capital ("CET1") at an amount greater than the required minimum levels plus a capital conservation buffer of 2.5%.

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### **Effect of Inflation and Changing Prices**

The consolidated financial statements and related financial data presented in this report have been prepared according to GAAP, which require the measurement of financial and operating results in terms of historical dollars without considering the change in the relative purchasing power of money over time due to inflation. The primary impact of inflation on our operations is reflected in increased operating costs and the effect that general inflation may have on both short-term and long-term interest rates. Unlike companies in many other industries, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates generally have a more significant impact on a financial institution's performance than do general levels of inflation. Although inflation expectations do affect interest rates, interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

There has not been any material change in the market risk disclosures contained in the 2023 Form 10-K.

### **Item 4. Controls and Procedures**

#### **(a) Evaluation of Disclosure Controls and Procedures.**

An evaluation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) was carried out under the supervision and with the participation of the Company's Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial and Accounting Officer), and other members of the Company's management team as of the end of the period covered by this quarterly report. The Company's Chief Executive Officer and Chief Financial Officer concluded that as of March 31, 2024, the Company's disclosure controls and procedures were effective in ensuring that the information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is (i) accumulated and communicated to the Company's management (including the Chief Executive Officer and Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

#### **(b) Changes in Internal Controls.**

There have been no changes in the Company's internal control over financial reporting (as defined in 13a-15(f) of the Exchange Act) that occurred during the quarter ended March 31, 2024, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company intends to continually review and evaluate the design and effectiveness of its disclosure controls and procedures and to improve its controls and procedures over time and to correct any deficiencies that it may discover in the future. The goal is to ensure that senior management has timely access to all material financial and non-financial information concerning the Company's business. While the Company believes the present design of its disclosure controls and procedures is effective to achieve its goal, future events affecting its business may cause the Company to modify its disclosure controls and procedures. The Company does not expect that its disclosure controls and procedures and internal control over financial reporting will prevent every error or instance of fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedure are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns in controls or procedures can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any control procedure is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control procedure, misstatements due to error or fraud may occur and not be detected.

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

From time to time, the Company is engaged in legal proceedings in the ordinary course of business, none of which are currently considered to have a material impact on the Company's financial position or results of operations.

**Item 1A. Risk Factors**

There have been no material changes to the risk factors set forth in Part I. Item 1A of the Company's 2023 Form 10-K.

**Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities**

(a) Not applicable.

(b) Not applicable.

(c) The following table summarizes common stock repurchases during the three months ended March 31, 2024:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Repurchased as Part of Publicly Announced Plans (2)	Maximum Number of Shares that May Yet Be Repurchased Under the Plans
January 1, 2024 - January 31, 2024	14,176	\$ 14.07	12,477	201,655
February 1, 2024 - February 29, 2024	201,655	14.03	201,655	—
March 1, 2024 - March 31, 2024	7,761	—	—	—
<b>Total</b>	<b>223,592</b>	<b>\$ 14.03</b>	<b>214,132</b>	

(1) Shares repurchased by the Company during the quarter include shares acquired from restricted stock award participants in connection with the cancellation of restricted stock to pay withholding taxes upon vesting totaling 1,699 shares, 0 shares, and 7,761 shares, respectively, for the periods indicated.

(2) On October 28, 2020, the Company announced that its Board of Directors had authorized the repurchase of up to an additional 1,023,420 shares of its common stock, or approximately 10% of its shares of common stock issued and outstanding as of October 27, 2020. As of March 31, 2024, a total of 1,023,420 shares, or 100.0% percent of the shares authorized in the October 2020 stock repurchase plan, have been purchased at an average cost of \$15.41 per share, leaving 0 shares available for future purchases. In April 2024, the Board of Directors authorized a new buyback plan of up to 10% of shares outstanding.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

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

**Item 6. Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Description</u></b>	<b><u>Filed Herewith</u></b>	<b><u>Form</u></b>	<b><u>Original Exhibit No.</u></b>	<b><u>Filing Date</u></b>
10.1*	<a href="#">First Fed 2024 Officer Incentive Plan</a>	X			
10.2*	<a href="#">Non-Employee Director Compensation Policy</a>	X			
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act</a>	X			
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act</a>	X			
32	<a href="#">Certification pursuant to Section 906 of the Sarbanes-Oxley Act</a>	X			
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, formatted in Inline Extensible Business Reporting Language (iXBRL): (1) Consolidated Balance Sheets; (2) Consolidated Statements of Income; (3) Consolidated Statements of Comprehensive Income; (4) Consolidated Statements of Changes in Shareholders' Equity; (5) Consolidated Statements of Cash Flows; and (6) Selected Notes to Consolidated Financial Statements				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				

\* Denotes a management contract or compensatory plan or arrangement.

**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.

FIRST NORTHWEST BANCORP

Date: May 13, 2024

/s/ Matthew P. Deines

Matthew P. Deines  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

Date: May 13, 2024

/s/ Geraldine Bullard

Geraldine Bullard  
Executive Vice President, Chief Financial Officer and Chief Operating Officer  
(Principal Financial and Accounting Officer)

## First Fed Bank 2024 Officer Incentive Plan

### OBJECTIVES

The objectives of the First Fed Bank (the "Bank") 2024 Officer Incentive Plan (the "Plan") are to reward and incent designated executives for their contributions to the performance and success of the Bank. The Plan seeks to reward financial performance which the Bank Board of Directors and the Compensation Committee (the "Committee") determine to be critical to the Bank's growth and profitability. This document provides an overview of the elements and features of the Plan. The document operates in conjunction with the Plan participation agreements that are entered into by each employee who is designated for participation in the Plan.

The key objectives for the Plan are as follows:

- Communicate expectations in terms of the Bank's business goals and results;
- Recognize and reward achievement of the Bank's short-term performance objectives;
- Motivate and reward high performance;
- Attract and retain talent needed for the Bank's success;
- Encourage teamwork and collaboration; and
- Ensure incentives are appropriately risk-balanced (i.e., do not unintentionally motivate inappropriate risk taking).

### PLAN YEAR

The Plan Year will correspond with the Bank's fiscal year, January 1, 2024 to December 31, 2024.

### ELIGIBILITY/PARTICIPATION

Eligibility – Eligibility for participation in the Plan will include senior management and key executives who impact organization-wide results. Actual participation will be based upon determinations made by the Committee, which will consider among other matters input from the Chief Executive Officer. To participate in the Plan, the employee must meet the following requirements:

- Employees hired before October 1<sup>st</sup> will receive a pro-rata award based on the number of full months employed during the Plan Year.
- Employees hired after September 30<sup>th</sup> must wait until the following Plan Year to participate.
- Any designated employee must enter into a Plan participation agreement that specifies, with respect to the employee, and for the Plan Year, the annual incentive targets, applicable weightings between corporate and team performance, the performance goals, the corporate performance weightings, the applicable team performance weightings, and such other provisions that the Committee determines to be necessary or appropriate.

### 2024 CASH INCENTIVE AWARD OPPORTUNITY

Each participant is assigned a target award level, expressed as a percentage of "Eligible Earnings" (as defined in the "PAYOUTS" section below – generally base salary determined prior to pretax deferrals), and range that defines their incentive opportunity. Actual awards will be allocated based on specific performance goals defined for each participant and will range from 0% to 150% of the participant's target incentive opportunity. Performance goals will be determined at "target", "threshold" and "stretch" levels, where "target" represents the expected level of achievement, "threshold" represents the minimum level of performance for which a payment may be made, and "stretch" represents outstanding performance resulting in a maximum level of payment.

Awards may be determined based on a weighted combination of corporate and team performance.

### 2024 PLAN YEAR CORPORATE PERFORMANCE MEASURES

For the 2024 Plan Year, the Committee has approved the following corporate cash incentive performance measures based upon the consolidated performance of First Northwest Bancorp (FNWB):

- Return on Average Equity ("ROAE"), which is defined as net income divided by annual average total equity for the year ended 12/31/2024.
- Net Interest Margin, which is defined as (interest income minus interest expense), divided by average earning assets for the year ended 12/31/2024, expressed as a percent.
- Net Promoter Score, which is defined as a measure of customer loyalty based on a single question, "How likely are you to recommend our company to a friend or colleague, on a scale of 1-10". Calculated by subtracting the percentage of Detractors from the percentage of Promoters, i.e. % Promoters less % Detractors for the year ended 12/31/2024, based on the following definitions:
  - o Promoters: Respondents that provide a score of 9 or 10.
  - o Passives: Respondents that provide a score of 7 or 8.
  - o Detractors: Respondents that provide a score of 1-6.
- Coverage Ratio, which is defined as total classified assets, plus other real estate owned, plus personal property owned, divided by total risk-based capital at 12/31/2024.
- Customer Deposits/FTE, which is defined as total customer deposits divided by the total FTE at 12/31/2024.

Financial performance determination for the corporate performance measures will be made at the holding company level.

Each participant's corporate performance goals and weightings will be set forth in his or her participation agreement. Each participant's team performance measures, goals, and weightings, if any, also will be set forth in his or her participation agreement.

### EXCEPTIONS TO THE ABOVE PLAN PERFORMANCE MEASURES:

- Chief Banking Officer/EVP: Payout for the above measures are reduced. Additionally, this position receives incentive pay as a percentage of the following production and further defined in the participant agreement:
  - Nonowner-occupied commercial real estate ("CRE") new loan production
  - Owner-occupied CRE new loan production
  - Commercial business new loan production
  - Business interest bearing deposit new account openings
  - Business and consumer noninterest bearing deposit new account openings
  - Assumable Rate Conversion Premiums
  - Small Business Administration Gain on Sale
- Directors of Commercial Banking/SVP: Staff in this position are excluded from the Cash Incentive Plan. Instead, this position receives quarterly production incentive pay as participants in the Commercial Lending Incentive plan.
- Director of Mortgage Banking/SVP: Excluded from Cash Incentive Plan described above. Instead, this position receives production incentive pay as a participant in the Mortgage Incentive plan.
- Director of Mortgage and Consumer Credit/SVP: Participates in the Cash Incentive Plan as described above. Additionally, this position participates in the Mortgage Support Incentive plan as the manager of the Mortgage Underwriters.

#### **CASH INCENTIVE AWARD PAYOUTS**

Payouts will be made in a cash lump sum. In order to receive payment, a participant must be employed on the date the payment is processed. Payment of earned incentives under the Plan, if any, will occur within two weeks of the form 10-K filing, following the end of the Plan Year. Incentive awards will be considered taxable income, unless the participant elects to defer payments into the 401(k) or deferred compensation plans.

Each participant's payout is calculated on Eligible Earnings. Eligible Earnings reflect the annualized base salary as of the end of the Plan Year determined prior to any pretax deferrals. The actual incentive calculation is then based on each participant's performance goals as outlined in the participant's participation agreement. Actual payouts for each performance goal will be pro-rated between threshold and stretch levels to reward incremental improvement.

Performance of each specific goal is calculated independently to determine the payout for the goal. The sum of the awards for each of the performance goals determines the total incentive award. Performance exceeding Threshold to just below Stretch will be determined using straight line interpolation. Performance meeting or exceeding Stretch will be paid at the Stretch rate.

#### **2024 EQUITY INCENTIVE AWARD OPPORTUNITY**

Beginning with awards granted in 2021, the Committee has adopted a plan of granting equity awards to officers covering a number of shares based on the achievement of specified performance goals for the year preceding the grant date. The performance goals are distinct from those associated with cash incentives and are related to shareholder metrics. The target payment is an economic value equal to a percentage of base pay. The measures are equally weighted and have threshold, target, and stretch payments.

For the 2024 Plan Year, the Committee has approved the following corporate equity incentive performance measures based upon the consolidated performance of FNWB:

- Total Shareholder Return, which is defined as the annual FNWB shareholder return divided by the annual return on the Community Bank Exchange-Traded Fund (Ticker: KRE) for the year ended 12/31/2024, expressed as a percent.
- Earnings per Share Growth, which is defined as (earnings per share at 12/31/2024 minus prior year end earnings per share) divided by prior year end earnings per share, expressed as a percent.

Grants of equity incentive award shares earned, if any, will be made in March of the year following the end of the Plan Year. Pursuant to the 2020 Equity Incentive Plan approved by shareholders on May 5, 2020, awards granted will vest equally over three years with continuous service required during the vesting period.

#### **COMMITTEE DISCRETION**

The Committee reserves the right to apply positive or negative discretion to the payments as needed to reflect the business environment and market conditions that may affect First Northwest Bancorp's financial and stock price performance. The Committee also reserves the right to amend, modify and adjust payouts as necessary, including but not limited to complying with any statutory or regulatory requirements. However, no change may be made regarding when or how the payments are made, if such change would violate any Federal or state law or regulation, specifically including Section 409A of the Internal Revenue Code.

#### **GENERAL TERMS AND CONDITIONS**

*This section provides a general overview of the major terms and conditions of the Plan. These provisions are subject to change and do not constitute a binding agreement.*

#### **Effective Date**

The Plan will become effective on the date it is approved by the Committee. The Plan will be reviewed annually by the Committee, with input from the Bank's executive management, to ensure proper alignment with the Bank's business objectives.

#### **Plan Administration**

The Plan is authorized by the Bank Board of Directors and administered by the Committee. The Committee has the sole authority to interpret the Plan and all participation agreements and to make or nullify any rules and procedures, as necessary, for proper administration. Any determination by the Committee will be final and binding on all participants.

#### **Program Changes or Discontinuance**

The Bank has developed the Plan on the basis of existing business, market and economic conditions; current services; and staff assignments. If substantial changes occur that affect these conditions, services, assignments, or forecasts, the Bank may add to, amend, modify or discontinue any of the terms or conditions of the Plan or any participation agreement at any time.

The Committee may, at its sole discretion, waive, change or amend any of the Plan or participation agreement provisions as it deems appropriate.

#### **Program Funding**

Plan payouts are made solely from the Bank's general assets. The Plan is funded and accrued based on holding company performance results for a given year. Achieving higher levels of performance will increase the Plan payouts to participants. Similarly, achieving less than target performance will reduce the Plan payouts.

Any rights accruing to a participant or his/her beneficiary under the Plan shall be solely those of an unsecured general creditor of the Bank. Nothing contained in the Plan, and no action taken pursuant to the provisions hereof, will create or be construed to create a trust of any kind, or a pledge, or a fiduciary relationship between the Bank or the Committee and the participant or any other person. Nothing herein will be construed to require the Bank to maintain any fund or to segregate any amount for a participant's benefit.

#### **New Hires, Reduced Work Schedules, Promotions, Transfers, Performance**

Participants who are not employed by the Bank at the beginning of the Plan Year will receive a pro rata incentive award based on their length of employment during a given year. Employees hired after September 30<sup>th</sup> will not be eligible to participate until the next Plan Year.

If a participant changes his/her role or is promoted during the Plan Year, he/she will be eligible for the new role's target incentive award opportunity on a pro rata basis (i.e., the award will be prorated based on the number of full months employed in the respective positions). In the event of an approved leave of absence, the award opportunity level for the year will be adjusted to reflect the time in active status. For example, a participant on leave status for 13 weeks during a Plan Year will have his or her calculated award reduced by one-fourth (13 weeks/52 weeks) to reflect the period of leave. The manner of adjustment shall be determined solely by the Committee.

If an employee is on a performance improvement plan or other performance related disciplinary action, the Bank may, at its discretion, choose to reduce or pay no incentive to a participant. The employee must also have received a total comprehensive performance score of 2.0 or greater in the most recent evaluation period to be eligible for an incentive payout.

#### **Clawback**

The Plan will be subject to the Bank's clawback policy, as it may be modified from time to time.

In the event that the Bank or FNWB is required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement under the securities laws, the Bank will recover cash incentive compensation awarded to current or former executive officers (during the preceding three years) to the extent the original awards exceeded the amounts that would have been paid under the restated results. By accepting participation in this Plan, the employee agrees to be bound by this repayment requirement, and such repayment shall be fully made within 60 days of when requested by the Bank.

#### **Death or Disability**

In the event of a participant's death during active service or termination due to disability, then to the extent it is determined by the Committee following the end of the Plan Year that the cash performance goals have been attained, the participant shall be entitled to a full payment based on the actual achievement of performance goals during the entire performance period. Payment under these circumstances, if any, shall be made at the time payments are made to participants who did not terminate service during the Plan Year.

#### **Interpretation**

If there is any ambiguity as to the meaning of any terms or provisions of this Plan or any questions as to the correct interpretation of any information contained therein, the Bank's interpretation expressed by the Committee will be final and binding.

#### **Miscellaneous**

The Plan will not be deemed to give any participant the right to be retained as an employee of the Bank, nor will the Plan interfere with the right of the Bank to discharge any participant at any time.

In the absence of an authorized, written employment contract, the relationship between employees and the Bank is one of at-will employment. The Plan does not alter the relationship.

This Plan and the transactions and payments hereunder shall, in all respect, be governed by, and construed and enforced in accordance with the laws of the State of Washington and where applicable Federal law.

Each provision in this Plan and any participation agreement is severable, and if any provision is held to be invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions shall not, in any way, be affected or impaired thereby.

## FIRST FED BANK and FIRST NORTHWEST BANCORP

Non-Employee Director Compensation Policy  
(effective January 1, 2024)**Compensation for Non-Employee Directors**

For purposes of this Policy, it is anticipated that the non-employee directors of First Northwest Bancorp ("FNWB") will also serve as the non-employee directors of First Fed Bank ("First Fed", and, together with FNWB, the "Company"). Directors of FNWB and First Fed will be collectively referred to as "Directors." It further anticipated that Directors will serve in identical roles for the Boards and Committees of FNWB and First Fed to the extent such roles exist for both companies. The Boards have therefore determined that Directors shall be compensated for their collective service to the Company unless Directors serve a specific role with either FNWB or First Fed, but not both.

Effective January 1, 2023, Directors shall be compensated for their service on the boards of FNWB and First Fed in accordance with the following:

1. The Company pays each Director an annual retainer of **\$36,530** which amount shall be paid in equal monthly installments (the "Annual Retainer"). Non-employee directors are not compensated for participation in Board or Committee meetings.
2. In addition to the Annual Retainer, the Chairperson of the Boards of Directors shall be paid an annual retainer of **\$15,000** which amount shall be paid in equal monthly installments.
3. In addition to the Annual Retainer for Board membership, each Director who is a member of a Committee, shall be paid an annual Membership Retainer as outlined below. In addition to the Annual Retainer for Board membership and Committee Membership Retainer, the Chair of each committee shall be paid an Additional Chair Retainer as outlined below.

Committee/Position	Annual Retainer
<b>Audit Committee</b>	
Additional Chair Retainer	\$4,680
Membership Retainer	\$4,800
<b>Compensation Committee</b>	
Additional Chair Retainer	\$3,900
Membership Retainer	\$2,800
<b>Nominating and Corporate Governance Committee</b>	
Additional Chair Retainer	\$3,120
Membership Retainer	\$2,800
<b>F3P Committee</b>	
Additional Chair Retainer	\$3,900
Membership Retainer	\$3,000
<b>Board Loan Committee (First Federal only)</b>	
Additional Chair Retainer	\$3,120
Membership Retainer	\$2,800

4. In accordance with the FNWB 2020 Equity Incentive Plan (the "Plan"), the Company may also grant each Director shares of restricted stock pursuant to each Directors' Equity Share Plan Agreement ("the Share Agreement"), which stock vests in accordance with, and which are subject to the rights and limitations as expressed in the Plan and Share Agreement.
5. Directors who are also employees of FNWB and/or First Fed shall receive no additional compensation for serving as a Director or as a member of any Committee of the Boards of Directors for such companies.

**Certification of Chief Executive Officer Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Matthew P. Deines, President, Chief Executive Officer and Director of First Northwest Bancorp, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Northwest Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly 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 fiscal fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2024

/s/Matthew P. Deines

Matthew P. Deines  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

**Certification of Chief Financial Officer Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Geraldine Bullard, Executive Vice President and Chief Financial Officer of First Northwest Bancorp, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Northwest Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly 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 fiscal fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2024

/s/Geraldine Bullard  
Geraldine Bullard  
Executive Vice President, Chief Financial Officer and Chief Operating  
Officer  
(Principal Financial and Accounting Officer)

**Certification of Chief Executive Officer and Chief Financial Officer of First Northwest Bancorp  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Each of the undersigned hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with this Quarterly Report on Form 10-Q, for the quarter ended March 31, 2024, that:

1. the report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

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/s/Matthew P. Deines

Matthew P. Deines  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

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/s/Geraldine Bullard

Geraldine Bullard  
Executive Vice President, Chief Financial Officer and Chief Operating Officer  
(Principal Financial and Accounting Officer)

Dated: May 13, 2024