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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2025

or

☐ **TRANSITION REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________.

Commission File Number: 001-38314

MVB Financial Corp.

(Exact name of registrant as specified in its charter)

West Virginia	**20-0034461**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
301 Virginia Avenue, Fairmont, WV	**26554**
(Address of principal executive offices)	(Zip Code)

(304) 363-4800

(Registrant's telephone number, including area code)

Not Applicable

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $1.00 par value	MVBF	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 and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

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

Indicate by check mark if 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 November 5, 2025, there were 12,584,334 shares of our common stock outstanding with a par value of $1.00 per share.

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Forward-Looking Statements:

Statements in this Quarterly Report on Form 10-Q, other than statements that are based on historical data, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations or forecasts of future events and include, among others, statements with respect to the beliefs, plans, objectives, goals, guidelines, expectations, anticipations and future financial condition, results of operations and performance of MVB Financial Corp. and its subsidiaries, including MVB Bank, Inc. (the “Bank”), and statements preceded by, followed by or that include the words “may,” “could,” “should,” “would,” “will,” “believe,” “anticipate,” “probable,” “estimate,” “target,” “expect,” “intend,” “plan,” “projects,” “outlook” or the negative of those terms or similar expressions.

These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing our view as of any subsequent date. Forward-looking statements involve significant risks and uncertainties (both known and unknown) and actual results may differ materially from those presented, either expressed or implied, including, but not limited to, those presented in *Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations*. Factors that might cause such differences include, but are not limited to:

- interest rate fluctuations in response to economic conditions and the policies of various governmental and regulatory agencies;
- the impact of the current U.S. administration on regulatory, policy and legislative landscapes, financial markets and geopolitical relations, including the impact of the imposition of international trade policies;
- changes in the economy, which could materially impact credit quality trends and the ability to generate loans and gather deposits;
- industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, nationally and in the markets in which we operate;
- evolving legislation and heightened regulatory scrutiny in emerging financial technology ("Fintech") and banking-as-a-service sectors;
- our ability to recruit, retain and train talented employees and executives with such knowledge, experience and industry expertise to understand and comply with evolving legislation and regulations and to successfully implement succession plans for such employees and executives;
- our ability to adapt to technological change, including our ability to assess and monitor the effect of artificial intelligence, machine learning, robotics, blockchain or new approaches to data mining on our business and operations, and to successfully execute business plans, manage risks and achieve objectives, including strategies related to investments in Fintech;
- our ability to maintain a sufficient cybersecurity risk management program to monitor for and safeguard against cyberattacks or other cyber incidents against us or third parties with whom we do business;
- market, economic, operational, liquidity, credit and interest rate risks associated with our business;
- changes, volatility and disruption in local, national and international political and economic conditions, including, without limitation, the imposition of international trade policies and any retaliatory responses thereto, significant developments such as wars, natural disasters, epidemics and pandemics, military actions, terrorist attacks and geopolitical conflict and any governmental or societal responses thereto;
- climate change, severe weather and natural disasters which could have a material adverse effect on our business, financial condition and results of operations;
- unanticipated changes in our liquidity position, including, but not limited to, changes in access to sources of liquidity and capital to address our liquidity needs;
- changes in volume or composition of deposits, including certain concentrations with large customers and industries, such as banking-as-a-service and gaming;
- the quality, composition and volume of our loan and securities portfolios;
- ability to successfully conduct acquisitions and integrate acquired businesses and potential difficulties in expanding businesses in existing and new markets;
- ability to successfully manage credit risk and the sufficiency of allowance for credit losses;
- increases in the levels of losses, customer bankruptcies, bank failures, claims and assessments;
- changes in government legislation and accounting policies;
- competition and consolidation in the financial services industry;
- new legal claims against us, including litigation, arbitration and proceedings brought by governmental or self-regulatory agencies or changes in existing legal matters;
- success in gaining regulatory approvals, when required, including for proposed mergers or acquisitions;
- changes in consumer spending and savings habits, including demand for loan products and deposit flow;

- increased competitive challenges and expanding product and pricing pressures among financial institutions and non-bank financial companies;
- operational risks or risk management failures by us, including our subsidiaries, our customers or critical third parties, including without limitation, with respect to data processing, information systems, technological changes, vendor problems, business interruptions and fraud risk;
- increasing risk of continually evolving, sophisticated cybersecurity activities faced by financial institutions and others that could result in, among other things, theft, loss, misuse or disclosure of confidential client, customer or corporate information or assets and a disruption of computer, software or network systems and the potential impact from such risks, including reputational damage, regulatory penalties, loss of revenues, additional costs (including repair, remediation and other costs), new disclosure obligations, exposure to litigation and other financial losses;
- failure or circumvention of internal controls;
- legislative or regulatory changes which adversely affect our operations or business, including the possibility of increased regulatory oversight due to changes in the nature and complexity of our business model;
- increased emphasis by regulators on federal and state consumer protection laws that extensively govern customer relationships;
- risks and potential losses involved with uninsured deposits beyond Federal Deposit Insurance Corporation (“FDIC”) limitations;
- concentration risk in our deposit base, including risk of losing large clients and concentration in certain industries, such as gaming deposits; and
- costs of deposit insurance and changes with respect to FDIC insurance coverage levels.

Further, we urge you to carefully review and consider the cautionary statements and disclosures, specifically those made in Part I, *Item 1A, Risk Factors*, of our Annual Report on Form 10-K for the year ended December 31, 2024 (the “2024 Form 10-K”), filed with the Securities and Exchange Commission (“SEC”) on March 13, 2025, and from time to time, in our other filings with the SEC. Actual results may differ materially from those expressed in or implied by any forward-looking statement. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Except to the extent required by law, we undertake no obligation to update any forward-looking statements in order to reflect any event or circumstance occurring after the date of this report or currently unknown facts or conditions or the occurrence of unanticipated events. All forward-looking statements are qualified in their entirety by this cautionary statement.

REFERENCES

Unless the context otherwise requires, references in this report to “MVB,” the “Company,” “we,” “us,” “our” and “ours” refer to the registrant, MVB Financial Corp., and its subsidiaries consolidated for the purposes of its financial statements.

PART I – FINANCIAL INFORMATION

Item 1 – Financial Statements

MVB Financial Corp. and Subsidiaries

Consolidated Balance Sheets

(Dollars in thousands, except per share data)

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
ASSETS		
Cash and cash equivalents:		
Cash and due from banks	$ 10,477	$ 7,876
Interest-bearing balances with banks	289,565	310,037
Total cash and cash equivalents	300,042	317,913
Investment securities available-for-sale	324,709	410,959
Equity securities	44,199	42,583
Loans receivable	2,259,386	2,100,131
Allowance for credit losses	(23,322)	(19,663)
Loans receivable, net	2,236,064	2,080,468
Premises and equipment, net	10,351	12,475
Bank-owned life insurance	55,726	45,455
Equity method investments	83,922	78,255
Assets held-for-sale	—	2,278
Accrued interest receivable and other assets	177,940	138,318
TOTAL ASSETS	$ 3,232,953	$ 3,128,704
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits:		
Noninterest-bearing	$ 1,027,231	$ 940,994
Interest-bearing	1,748,847	1,752,621
Total deposits	2,776,078	2,693,615
Accrued interest payable and other liabilities	52,172	52,032
Repurchase agreements	2,975	2,759
Subordinated debt	73,976	73,787
Liabilities held-for-sale	—	720
Total liabilities	2,905,201	2,822,913
STOCKHOLDERS' EQUITY		
Common stock - par value $1; 40,000,000 shares authorized as of September 30, 2025 and December 31, 2024; 13,891,704 and 12,570,104 shares issued and outstanding, respectively, as of September 30, 2025 and 13,793,311 and 12,945,295 shares issued and outstanding, respectively, as of December 31, 2024	13,892	13,793
Additional paid-in capital	167,608	164,677
Retained earnings	188,350	172,181
Accumulated other comprehensive loss	(15,239)	(28,231)
Treasury stock - 1,321,600 and 848,016 shares as of September 30, 2025 and December 31, 2024, respectively, at cost	(26,859)	(16,741)
Total equity attributable to parent	327,752	305,679
Noncontrolling interest	—	112
Total stockholders' equity	327,752	305,791
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 3,232,953	$ 3,128,704

See accompanying notes to unaudited consolidated financial statements.

MVB Financial Corp. and Subsidiaries

Consolidated Statements of Income

(Unaudited) (Dollars in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
INTEREST INCOME				
Interest and fees on loans	$ 36,009	$ 38,851	$ 106,339	$ 117,657
Interest on deposits with banks	4,396	5,218	12,722	17,624
Interest on investment securities	3,144	1,846	8,730	5,494
Interest on tax-exempt loans and securities	671	712	2,042	2,009
Total interest income	44,220	46,627	129,833	142,784
INTEREST EXPENSE				
Interest on deposits	16,836	19,214	48,301	55,775
Interest on short-term borrowings and repurchase agreements	14	19	112	25
Interest on subordinated debt	797	809	2,391	2,426
Interest on senior term loan	—	—	—	264
Total interest expense	17,647	20,042	50,804	58,490
NET INTEREST INCOME	26,573	26,585	79,029	84,294
Provision for credit losses	4,427	959	6,594	3,210
Net interest income after provision for credit losses	22,146	25,626	72,435	81,084
NONINTEREST INCOME				
Payment card and service charge income	3,753	3,852	13,391	12,482
Insurance income	87	78	235	208
Gain (loss) on sale of available-for-sale securities, net	(7,495)	—	(7,447)	658
Gain on sale of equity securities, net	—	—	118	103
Gain (loss) on sale of loans, net	—	26	(149)	26
Holding gain on equity securities	857	498	217	463
Compliance and consulting income	56	1,291	563	3,565
Equity method investments income	2,395	746	5,355	102
Gain on divestiture activity	34,086	—	34,694	—
Loss on disposal of assets	(47)	—	(404)	(68)
Other operating income	920	166	2,992	4,094
Total noninterest income	34,612	6,657	49,565	21,633
NONINTEREST EXPENSES				
Salaries and employee benefits	21,399	16,722	53,612	49,160
Occupancy expense	1,260	1,041	3,855	2,854
Equipment depreciation and maintenance	803	1,130	2,682	3,564
Data processing and communications	1,458	1,356	4,145	4,128
Software costs	1,213	881	3,545	2,403
Professional fees	2,954	4,649	10,016	15,578
Insurance, tax and assessment expense	920	1,041	2,955	3,018
Travel, entertainment, dues and subscriptions	751	901	2,122	2,363
Other operating expenses	2,573	1,764	7,669	5,538
Total noninterest expense	33,331	29,485	90,601	88,606
Income before income taxes	23,427	2,798	31,399	14,111
Income taxes	6,291	642	8,702	3,304

Net income, before noncontrolling interest	17,136	2,156	22,697	10,807
Net (income) loss attributable to noncontrolling interest	—	(76)	18	(156)
Net income attributable to parent	$ 17,136	$ 2,080	$ 22,715	$ 10,651
Earnings per common shareholder - basic	$ 1.36	$ 0.16	$ 1.77	$ 0.83
Earnings per common shareholder - diluted	$ 1.32	$ 0.16	$ 1.73	$ 0.81
Weighted-average shares outstanding - basic	12,615,475	12,927,962	12,824,037	12,874,311
Weighted-average shares outstanding - diluted	13,010,527	13,169,011	13,099,196	13,121,245

See accompanying notes to unaudited consolidated financial statements.

MVB Financial Corp. and Subsidiaries
Consolidated Statements of Comprehensive Income
(Unaudited) (Dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	**2024**	**2025**	**2024**
Net income, before noncontrolling interest	$ 17,136	$ 2,156	$ 22,697	$ 10,807
Other comprehensive income (loss):				
Unrealized holding gains on securities available-for-sale	9,104	8,257	9,383	8,514
Reclassification adjustment for (gains) losses recognized in income	7,495	—	7,447	(658)
Change in defined benefit pension plan	7	(496)	178	406
Reclassification adjustment for amortization of net actuarial loss recognized in income	38	43	114	129
Other comprehensive income, before tax	16,644	7,804	17,122	8,391
Income taxes related to items of other comprehensive income (loss):				
Unrealized holding gains on securities available-for-sale	(2,195)	(1,986)	(2,263)	(2,048)
Reclassification adjustment for (gains) losses recognized in income	(1,808)	—	(1,796)	158
Change in defined benefit pension plan	(2)	119	(44)	(99)
Reclassification adjustment for amortization of net actuarial loss recognized in income	(9)	(10)	(27)	(30)
Income taxes related to items of other comprehensive income (loss):	(4,014)	(1,877)	(4,130)	(2,019)
Total other comprehensive income, net of tax	12,630	5,927	12,992	6,372
Comprehensive (income) loss attributable to noncontrolling interest	—	(76)	18	(156)
Comprehensive income	$ 29,766	$ 8,007	$ 35,707	$ 17,023

See accompanying notes to unaudited consolidated financial statements.

MVB Financial Corp. and Subsidiaries

Consolidated Statements of Changes in Stockholders' Equity

(Unaudited) (Dollars in thousands except per share data)

	Common stock		Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock		Total stockholders' equity attributable to parent	Noncontrolling interest	Total stockholders' equity
	Shares	Amount				Shares	Amount			
Balance at December 31, 2024	13,793,311	$ 13,793	$ 164,677	$ 172,181	$ (28,231)	848,016	$ (16,741)	$ 305,679	$ 112	$ 305,791
Net income	—	—	—	3,577	—	—	—	3,577	(18)	3,559
Other comprehensive income	—	—	—	—	2,112	—	—	2,112	—	2,112
Dividends on common stock ($0.17 per share)	—	—	—	(2,201)	—	—	—	(2,201)	—	(2,201)
Stock-based compensation	—	—	815	—	—	—	—	815	—	815
Common stock options exercised	5,000	5	67	—	—	—	—	72	—	72
Divestiture	—	—	—	—	—	—	—	—	(94)	(94)
Balance at March 31, 2025	13,798,311	$ 13,798	$ 165,559	$ 173,557	$ (26,119)	848,016	$ (16,741)	$ 310,054	$ —	$ 310,054
Net income	—	—	—	2,002	—	—	—	2,002	—	2,002
Other comprehensive loss	—	—	—	—	(1,750)	—	—	(1,750)	—	(1,750)
Dividends on common stock ($0.17 per share)	—	—	—	(2,209)	—	—	—	(2,209)	—	(2,209)
Stock-based compensation	—	—	1,000	—	—	—	—	1,000	—	1,000
Restricted stock units vested	78,945	79	(79)	—	—	—	—	—	—	—
Minimum tax withholding on restricted stock units issued	—	—	(402)	—	—	—	—	(402)	—	(402)
Stock buyback program	—	—	—	—	—	314,580	(6,380)	(6,380)	—	(6,380)
Balance at June 30, 2025	13,877,256	$ 13,877	$ 166,078	$ 173,350	$ (27,869)	1,162,596	$ (23,121)	$ 302,315	$ —	$ 302,315
Net income	—	—	—	17,136	—	—	—	17,136	—	17,136
Other comprehensive income	—	—	—	—	12,630	—	—	12,630	—	12,630
Dividends on common stock ($0.17 per share)	—	—	—	(2,136)	—	—	—	(2,136)	—	(2,136)
Stock-based compensation	—	—	1,108	—	—	—	—	1,108	—	1,108
Acceleration of stock-based compensation related to divestiture	—	—	309	—	—	—	—	309	—	309
Common stock options exercised	11,481	11	147	—	—	—	—	158	—	158
Restricted stock units vested	2,967	4	(4)	—	—	—	—	—	—	—
Minimum tax withholding on restricted stock units issued	—	—	(30)	—	—	—	—	(30)	—	(30)
Stock buyback program	—	—	—	—	—	159,004	(3,738)	(3,738)	—	(3,738)
Balance at September 30, 2025	13,891,704	$ 13,892	$ 167,608	$ 188,350	$ (15,239)	1,321,600	$ (26,859)	$ 327,752	$ —	$ 327,752

	Common stock		Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock		Total stockholders' equity attributable to parent	Noncontrolling interest	Total stockholders' equity
	Shares	Amount				Shares	Amount			
Balance at December 31, 2023	13,606,399	$ 13,606	$ 160,488	$ 160,862	$ (28,831)	848,016	$ (16,741)	$ 289,384	$ (42)	$ 289,342
Net income	—	—	—	4,482	—	—	—	4,482	20	4,502
Other comprehensive loss	—	—	—	—	(1,968)	—	—	(1,968)	—	(1,968)
Dividends on common stock ($0.17 per share)	—	—	—	(2,145)	—	—	—	(2,145)	—	(2,145)
Stock-based compensation	—	—	780	—	—	—	—	780	—	780
Stock-based compensation related to equity method investments	—	—	104	—	—	—	—	104	—	104
Common stock options exercised	82,500	83	1,130	—	—	—	—	1,213	—	1,213
Balance at March 31, 2024	13,688,899	$ 13,689	$ 162,502	$ 163,199	$ (30,799)	848,016	$ (16,741)	$ 291,850	$ (22)	$ 291,828
Net income	—	—	—	4,089	—	—	—	4,089	60	4,149
Other comprehensive income	—	—	—		2,413	—	—	2,413	—	2,413
Dividends on common stock ($0.17 per share)	—	—	—	(2,192)	—	—	—	(2,192)	—	(2,192)
Stock-based compensation	—	—	814	—	—	—	—	814	—	814
Stock-based compensation related to equity method investments	—	—	104	—	—	—	—	104	—	104
Common stock options exercised	1,650	2	26	—	—	—	—	28	—	28
Restricted stock units vested	111,500	111	(111)	—	—	—	—	—	—	—
Minimum tax withholding on restricted stock units issued	(26,071)	(26)	(455)	—	—	—	—	(481)	—	(481)
Balance at June 30, 2024	13,775,978	$ 13,776	$ 162,880	$ 165,096	$ (28,386)	848,016	$ (16,741)	$ 296,625	$ 38	$ 296,663
Net income	—	—	—	2,080	—	—	—	2,080	76	2,156
Other comprehensive loss	—	—	—	—	5,927	—	—	5,927	—	5,927
Dividends on common stock ($0.17 per share)	—	—	—	(2,198)	—	—	—	(2,198)	—	(2,198)
Stock-based compensation	—	—	548	—	—	—	—	548	—	548
Stock-based compensation related to equity method investment	—	—	104	—	—	—	—	104	—	104
Balance at September 30, 2024	13,775,978	$ 13,776	$ 163,532	$ 164,978	$ (22,459)	848,016	$ (16,741)	$ 303,086	$ 114	$ 303,200

See accompanying notes to unaudited consolidated financial statements.

MVB Financial Corp. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited) (Dollars in thousands)

	Nine Months Ended September 30,	
	2025	**2024**
OPERATING ACTIVITIES		
Net income, before noncontrolling interest	$ 22,697	$ 10,807
Adjustments to reconcile net income, before noncontrolling interest, to net cash from operating activities:		
Net amortization and accretion of investments	515	1,583
Net amortization of deferred loan costs	1,074	1,478
Provision for credit losses	6,594	3,210
Depreciation and amortization	2,156	3,071
Stock-based compensation	2,923	2,454
Holding gain on equity securities	(217)	(463)
Loss (gain) on sale of available-for-sale securities, net	7,447	(658)
Gain on sale of equity securities, net	(118)	(103)
Loss (gain) on sale of loans held-for-investment	149	(26)
Gain on divestiture activity	(34,694)	—
Loss on sale of other real estate owned	179	—
Income on bank-owned life insurance	(942)	(867)
Deferred income taxes	39	(340)
Equity method investments income	(5,355)	(102)
Return on equity method investments	—	632
Other assets	19,728	(8,460)
Other liabilities	(3,172)	(1,954)
Net cash (used in) provided by operating activities	19,003	10,262
INVESTING ACTIVITIES		
Purchases of available-for-sale investment securities	(103,520)	(57,956)
Net maturities/paydowns of available-for-sale investment securities	102,007	10,377
Sales of available-for-sale investment securities	30,910	24,327
Purchases of premises and equipment	(1,407)	(1,486)
Disposals of premises and equipment	205	69
Net change in loans	(190,845)	141,028
Proceeds from the sale of loans held-for-investment	27,678	636
Proceeds from sale of other real estate owned	1,988	—
Purchase of bank-owned life insurance	(13,065)	—
Investment in equity method investments	—	(1,948)
Purchase of equity securities	(2,050)	(147)
Proceeds from sale of equity securities	769	39
Proceeds from divestiture, net	45,745	—
Net cash (used in) provided by investing activities	(101,585)	114,939
FINANCING ACTIVITIES		
Net change in deposits	81,261	100,172
Net change in repurchase agreements	216	(66)
Principal payments on senior term loan	—	(6,850)
Common stock options exercised	230	1,241
Withholding cash issued in lieu of restricted stock	(432)	(481)
Cash dividends paid on common stock	(6,546)	(6,535)
Repurchase of common stock	(10,018)	—
Net cash provided by financing activities	64,711	87,481
Net change in cash and cash equivalents	(17,871)	212,682
Cash and cash equivalents, beginning of period	317,913	398,229
Cash and cash equivalents, end of period	$ 300,042	$ 610,911

Cash payments for:				
Interest on deposits, repurchase agreements and borrowings	$	54,374	$	57,487
Income taxes		5,108		592
Supplemental disclosure of cash flow information:				
Unsettled proceeds from sale of available-for-sale securities	$	64,883	$	—
Change in unrealized holding losses on securities available-for-sale		16,538		7,226
Restricted stock units vested		83		111
Employee stock-based compensation tax withholding obligations		—		(26)
Loans transferred out of loans held-for-sale		—		(629)

See accompanying notes to unaudited consolidated financial statements.

Notes to the Consolidated Financial Statements

Note 1 – Nature of Operations and Basis of Presentation

Business and Organization

MVB Financial Corp. is a financial holding company organized in 2003 as a West Virginia corporation that operates principally through its wholly-owned subsidiary, MVB Bank, Inc. (the "Bank"). The Bank's consolidated subsidiaries include MVB Edge Ventures, Inc. ("Edge Ventures"), Paladin Fraud, LLC and MVB Insurance, LLC. Edge Ventures wholly-owns MVB Technology, LLC and Victor Technologies, Inc. The Bank also owns an equity method investment in Intercoastal Mortgage Company, LLC ("ICM") and MVB Financial Corp. owns equity method investments in Warp Speed Holdings, LLC ("Warp Speed") and Ayers Socure II, LLC ("Ayers Socure II"). MVB Financial Corp.'s consolidated subsidiaries also include SPE PR, LLC.

As of December 31, 2024, the Bank owned an 80.8% interest in Trabian Technology, Inc. ("Trabian"). In January 2025, the Bank entered into a stock repurchase agreement with Trabian in which Trabian repurchased all the shares held by MVB. Refer to *Note 13 – Divestitures*.

On September 30 2025, we executed an asset purchase agreement to sell substantially all assets and operations of Victor Technologies, Inc. ("Victor") to Jack Henry & Associates ("Jack Henry"). During the quarter ended September 30, 2025, we recorded a $34.1 million pre-tax gain associated with the sale of Victor that is included in gain on divestiture activity in the consolidated statement of income. Refer to *Note 13 – Divestitures*.

We conduct a wide range of business activities through the Bank, primarily commercial and retail ("CoRe") banking services, as well as Fintech banking.

CoRe Banking

We offer our customers a full range of products and services including:
- Various demand deposit accounts, savings accounts, money market accounts and certificates of deposit;
- Commercial, consumer and real estate mortgage loans and lines of credit;
- Debit cards;
- Cashier's checks; and
- Safe deposit rental facilities.

Fintech Banking

We provide innovative strategies to independent banking and corporate clients throughout the United States. Our dedicated Fintech team specializes in providing banking services to corporate Fintech clients, primarily focusing on operational risk management and compliance. Managing banking relationships with clients in the gaming, payments and banking-as-a-service industries is complex, from an operational and regulatory perspective. Due to this complexity, a limited number of banking institutions serve these industries, which can result in a lack of quality focus on these entities, providing us with an expanded pool of potential customers. When serviced safely and efficiently, we believe these industries provide a source of stable, lower-cost deposits and noninterest, fee-based income. We thoroughly analyze each industry in which our customers operate, as well as any new products or services provided, from an operational and regulatory perspective.

Principles of Consolidation and Basis of Presentation

The financial statements are consolidated to include the accounts of MVB and its subsidiaries, including the Bank and the Bank's subsidiaries. In our opinion, the accompanying consolidated financial statements contain all normal recurring adjustments necessary for a fair presentation of our financial statements for interim periods in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and with instructions for Form 10-Q and Article 10 of Regulation S-X of the SEC. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been omitted. All significant intercompany accounts and transactions have been eliminated in consolidated financial statements. The consolidated balance sheet as of December 31, 2024 has been derived from audited financial statements included in our 2024 Form 10-K. The information presented in this Quarterly Report on Form 10-Q should be read in conjunction with our audited consolidated financial statements and notes thereto included in the 2024 Form 10-K. Operating results for the three and nine months ended September 30, 2025 are not necessarily indicative of the results that may be expected for the year ending December 31, 2025.

Wholly-owned investments are required to be consolidated into our financial statements. We evaluate investments in entities on an ongoing basis to determine the need to consolidate.

Unconsolidated investments where we have the ability to exercise significant influence over the operating and financial policies of the respective investee are accounted for using the equity method of accounting. Those investments that are not consolidated or accounted for using the equity method of accounting are accounted for under cost or fair value accounting. For investments accounted for under the equity method, we record our investment in non-consolidated affiliates and the portion of income or loss in equity in earnings of non-consolidated affiliates. We periodically evaluate these investments for impairment. As of September 30, 2025, we held three equity method investments. See *Note 4 – Equity Method Investments* for further information.

Preparation of our consolidated financial statements in accordance with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates are based upon the best available information and actual results could differ from those estimates. An estimate that is particularly significant to the consolidated financial statements relates to the determination of the allowance for credit losses (“ACL”).

In certain instances, amounts reported in prior period consolidated financial statements and accompanying notes may be reclassified to conform to the current presentation. At September 30, 2025, we elected to reclassify certain securities from investment securities available-for-sale to accrued interest receivable and other assets. This reclassification is reflected on the consolidated balance sheet as of December 31, 2024 and within the tables as of as of December 31, 2024 in *Note 2 – Investment Securities, Note 7 – Fair Value of Financial Instruments* and *Note 8 – Fair Value Measurements*. For the three and nine months ended September 30, 2025 and 2024, we elected to reclassify the balance of software costs to a separate line item included in noninterest expenses titled software costs. These costs were previously included in the line item included in noninterest expenses titled travel, entertainment, dues and subscriptions.

We have evaluated subsequent events for potential recognition and/or disclosure through the date these consolidated financial statements were issued.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amendments require disaggregated information about a reporting entity's effective tax rate reconciliation, as well as information on income taxes paid. Public business entities will be required to disclose additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state and foreign income taxes. The amendments also require greater detail about individual reconciling items in the rate reconciliation to the extent that the impact of those items exceeds a specified threshold. The amendments are effective for annual reporting periods beginning after December 15, 2024. We are preparing to adopt the disclosure requirements included in this ASU and we do not believe that the amendments will have a material impact to our consolidated financial statements. We believe the impact of the amendments in this ASU will be isolated to our footnote disclosure regarding Income Taxes.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40).* The amendments improve the disclosures about a public business entity’s expenses and address requests from investors for more detailed information about the types of expenses (including purchases of inventory, employee compensation, depreciation, amortization and depletion) in commonly presented expense captions (such as cost of sales and research and development). The amendments are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. We are currently evaluating the impact these changes may have on our consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40).* The amendments improve the disclosures about software costs that are accounted for under Subtopic 350-40, *Intangibles - Goodwill and Other - Internal-Use Software*. The amendments are effective for all entities for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. We are currently evaluating the impact these changes may have on our consolidated financial statements.

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segments Disclosures.* The amendments are intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition, the amendments clarify circumstances in which an entity can disclose multiple segment measures of profit or loss and provide new segment disclosure requirements for entities with a single reportable segment. The amendments are effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. We applied this ASU to our segment disclosures as further described in *Note 12 – Segment Reporting*.

Note 2 – Investment Securities

The following tables present amortized cost and fair values of investment securities available-for-sale as of the periods shown:

	September 30, 2025			
(Dollars in thousands)	**Amortized Cost**	**Unrealized Gain**	**Unrealized Loss**	**Fair Value**
United States government agency securities	$ 24,589	$ 28	$ (2,545)	$ 22,072
United States sponsored mortgage-backed securities	202,884	2,204	(9,260)	195,828
United States treasury securities	19,983	—	(148)	19,835
Municipal securities	62,671	31	(7,768)	54,934
Corporate debt securities	24,447	144	(51)	24,540
Other debt securities	7,500	—	—	7,500
Investment securities available-for-sale	$ 342,074	$ 2,407	$ (19,772)	$ 324,709

	December 31, 2024			
(Dollars in thousands)	**Amortized Cost**	**Unrealized Gain**	**Unrealized Loss**	**Fair Value**
United States government agency securities	$ 45,449	$ 10	$ (5,613)	$ 39,846
United States sponsored mortgage-backed securities	161,032	130	(13,582)	147,580
United States treasury securities	106,095	—	(2,120)	103,975
Municipal securities	114,845	28	(12,733)	102,140
Corporate debt securities	9,943	67	(92)	9,918
Other debt securities	7,500	—	—	7,500
Total available-for-sale debt securities	$ 444,864	$ 235	$ (34,140)	$ 410,959

The following table presents amortized cost and fair values of available-for-sale debt securities by contractual maturity as of the period shown:

	September 30, 2025	
(Dollars in thousands)	**Amortized Cost**	**Fair Value**
Within one year	$ 21,633	$ 21,485
After one year, but within five years	18,611	18,466
After five years, but within ten years	34,402	33,016
After ten years	267,428	251,742
Total available-for-sale debt securities	$ 342,074	$ 324,709

The table above reflects contractual maturities. Actual results will differ as the loans underlying the mortgage-backed securities may be repaid sooner than scheduled.

Investment securities with a carrying value of $225.1 million and $247.4 million at September 30, 2025 and December 31, 2024, respectively, were pledged to secure public funds, repurchase agreements and potential borrowings at the Federal Reserve discount window.

Our investment portfolio includes securities that are in an unrealized loss position as of September 30, 2025. We evaluate available-for-sale debt securities to determine whether the unrealized loss is due to credit-related factors or non-credit-related factors. When determining the ACL on securities, we consider such factors as adverse conditions specifically related to a certain security or to specific conditions in an industry or geographic area, our ability to hold the security for a period of time sufficient to allow for anticipated recovery in value, whether or not the security has been downgraded by a rating agency and whether or not the financial condition of the security issuer has severely deteriorated.

During the quarter ended September 30, 2025, we recognized a $1.0 million credit-related loss on an available-for-sale subordinated debt security issued by a Fintech investee. An ACL of $1.0 million was recorded through the provision for credit losses and was charged off during the quarter when deemed uncollectible. The following table summarizes the activity in the ACL related to available-for-sale debt securities during the three and nine months ended September 30, 2025 and September 30, 2024.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	**2025**	**2024**	**2025**	**2024**
ACL, beginning of period	$ —	$ —	$ —	$ —
Provision for credit losses	1,000	500	1,000	500
Charge-offs	(1,000)	(500)	(1,000)	(500)
ACL, end of period	$ —	$ —	$ —	$ —

Although the available-for-sale debt securities in an unrealized loss position would result in a pre-tax loss of $19.8 million if sold at September 30, 2025, we have no intent to sell the applicable securities at such fair values and maintain that we have the ability to hold these securities until all principal has been recovered. It is more likely than not that we will not, for liquidity purposes, sell any securities at a loss. Declines in the fair values of these securities can be traced to general market conditions, which reflect the prospect for the economy as a whole, rather than credit-related conditions. Therefore, we have no ACL related to these securities as of September 30, 2025.

The following tables show available-for-sale debt securities in an unrealized loss position for which an ACL has not been recorded as of September 30, 2025 and December 31, 2024, aggregated by investment category and length of time that the individual securities have been in a continuous loss position:

	September 30, 2025			
(Dollars in thousands)	**Less than 12 months**		**12 months or more**	
Description and number of positions	**Fair Value**	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**
United States government agency securities (17)	$ 370	$ (2)	$ 18,698	$ (2,543)
United States sponsored mortgage-backed securities (49)	25,096	(482)	47,684	(8,778)
United States treasury securities (4)	—	—	19,835	(148)
Municipal securities (125)	8,961	(291)	43,790	(7,477)
Corporate debt securities (4)	10,026	(37)	1,986	(14)
Total	$ 44,453	$ (812)	$ 131,993	$ (18,960)

	December 31, 2024			
(Dollars in thousands)	**Less than 12 months**		**12 months or more**	
Description and number of positions	**Fair Value**	**Unrealized Loss**	**Fair Value**	**Unrealized Loss**
United States government agency securities (28)	$ 5,956	$ (264)	$ 32,854	$ (5,349)
United States sponsored mortgage-backed securities (75)	92,929	(2,291)	44,444	(11,291)
United States treasury securities (23)	—	—	103,975	(2,120)
Municipal securities (201)	17,613	(1,425)	83,592	(11,308)
Corporate debt securities (6)	990	(10)	2,818	(82)
Total	$ 117,488	$ (3,990)	$ 267,683	$ (30,150)

The following table summarizes investment sales, related gains and losses and unrealized holding losses for the periods shown:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	2025	2024	2025	2024
Proceeds from sales of available-for-sale securities	$ 66,313	$ —	$ 95,793	$ 24,327
Gains, gross	18	—	399	658
Losses, gross	7,513	—	7,846	—
Proceeds from sales of equity securities	$ 581	$ —	$ 769	$ 39
Gain, gross	—	—	118	103
Unrealized holding (losses) gains on equity securities	$ 857	$ 498	$ 217	$ 463

Note 3 – Loans and Allowance for Credit Losses

The following table presents the components of loans as of the periods shown:

(Dollars in thousands)	September 30, 2025	December 31, 2024
Commercial:		
Business	$ 677,339	$ 668,458
Real estate	819,031	632,898
Acquisition, development and construction	96,431	115,500
Total commercial	1,592,801	1,416,856
Residential real estate	637,226	650,708
Home equity lines of credit	10,476	12,933
Consumer	19,538	18,620
Total loans	2,260,041	2,099,117
Deferred loan origination costs, net	(655)	1,014
Loans receivable	$ 2,259,386	$ 2,100,131

Commercial loans include shared national credits, which are participations in loans or loan commitments of at least $100.0 million that are shared by three or more banks. As of September 30, 2025, the Bank had four shared national credit relationships with an aggregate commitment for $89.8 million and an aggregate outstanding balance of $61.2 million. These shared national credits are classified as pass rated and all payments are current and the loans are performing in accordance with their contractual terms. The Bank’s accounting policies for shared national credits, including our charge off and reserve policy, are consistent with the significant accounting policies disclosed in our financial statements for the total loan portfolio. Shared national credits are subject to the same underwriting guidelines as loans originated by the Bank and are subject to annual reviews where the risk rating of the loan is evaluated. Additionally, the Bank routinely obtains updated financial information and performs a financial analysis on a regular basis to ensure that the borrower can comply with the financial terms of the loan. The information used in the analysis is provided by the borrower through the agent bank.

We currently manage our loan portfolios and the respective exposure to credit losses (credit risk) by the specific portfolio segments shown below. Our loan portfolio segmentation is based primarily on call report codes, which are levels at which we develop and document our systematic methodology to determine the ACL attributable to each respective portfolio segment. The ACL portfolio segments are aggregated into broader segments in order to present informative disclosures, as follows:

Commercial business loans – Commercial business loans are made to provide funds for equipment and general corporate needs, as well as to finance owner-occupied real estate, and to finance future cash flows of federal government lease contracts. Repayment of these loans primarily uses the funds obtained from the operation of the borrower’s business. Commercial business loans also include lines of credit that are utilized to finance a borrower’s short-term credit needs and/or to finance a percentage of eligible working capital. This segment includes both internally originated and purchased participation loans. Credit risk is dependent upon the successful operation of the business, which may be affected by competition, rising interest rates, regulatory changes and adverse conditions in the local and regional economy. Commercial business loans include the following ACL segments: commercial and industrial (including both healthcare and U.S. Small Business Administration ("SBA") subsegments), commercial real estate owner-occupied (including both healthcare and SBA subsegments), government leases and other loans.

Commercial real estate loans – Commercial real estate loans consist of non-owner occupied properties, such as investment properties for retail, office and multifamily, with a history of occupancy and cash flow. This segment includes both internally originated and purchased participation loans. These loans carry the risk of adverse changes in the local economy and a tenant's deteriorating credit strength, lease expirations in soft markets and sustained vacancies, which can adversely impact cash flow. Commercial real estate loans include the following ACL segment: commercial real estate non-owner occupied (including both healthcare and SBA subsegments).

Commercial acquisition, development and construction loans – Commercial acquisition, development and construction loans are intended to finance the construction of commercial and residential properties, and also includes loans for the acquisition and development of land. Construction loans represent a higher degree of risk than permanent real estate loans and may be affected by a variety of factors such as the borrower's ability to control costs and adhere to time schedules and the risk that the market may not absorb constructed units within the anticipated time frame or at the anticipated price. The loan commitment on these loans often includes an interest reserve that allows the lender to periodically advance loan funds to pay interest charges on the outstanding balance of the loan. Commercial acquisition, development and construction loans include the following ACL segment: other construction (including an SBA subsegment).

Residential real estate – This residential real estate segment contains permanent and construction mortgage loans, principally to consumers, but also includes loans to residential real estate developers, secured by residential real estate. Residential real estate loans to consumers are evaluated for the adequacy of repayment sources at the time of approval, based upon measures including credit scores, debt-to-income ratios and collateral values. Credit risk arises from the continuing financial stability of the borrower and, where applicable, the builder, which can be adversely impacted by job loss, divorce, illness or personal bankruptcy, among other factors. Residential real estate secured loans to developers represent a higher degree of risk than permanent real estate loans and may be affected by a variety of factors such as the borrower's ability to control costs and adhere to time schedules and the risk that the market may not absorb constructed units within the anticipated time frame or at the anticipated price. Also impacting credit risk would be a shortfall in the value of the residential real estate in relation to the outstanding loan balance in the event of a default or subsequent liquidation of the real estate collateral. Residential real estate loans include the following ACL segment: residential and residential construction (including an SBA subsegment).

Home equity lines of credit – Credit risk is for home equity lines of credit is similar to residential real estate loans described above as it is subject to the borrower's continuing financial stability and the value of the collateral securing the loan. Home equity lines of credit include the following ACL segment: home equity lines of credit (including senior lien lines of credit and subordinate lien lines of credit).

Consumer loans – This segment of loans primarily includes installment loans and personal lines of credit. Credit risk is similar to residential real estate loans described above as it is subject to the borrower's continuing financial stability and the value of the collateral securing the loan. Substantially all of the outstanding loans in this segment are loans purchased from a third-party originator that originates loans in order to finance the purchase of personal automotive vehicles. Credit risk is unique as this segment includes only those loans provided to consumers who cannot typically obtain financing through traditional lenders. As such, these loans are subject to a higher risk of default than the typical consumer loan. Consumer loans include the following ACL segments: Americas Leading Finance consumer automotive and consumer.

As of September 30, 2025, the Bank's other real estate owned balance totaled $0.6 million. The other real estate owned balance consists of one residential mortgage with a balance of $0.1 million and one commercial loan from our 2020 acquisition of another bank with a balance of $0.5 million. Other real estate is included in accrued interest receivable and other assets on the consolidated balance sheet. As of September 30, 2025, there was one residential mortgage in the process of foreclosure with the loan balance totaling $0.4 million.

Bank management uses a nine-point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first five categories are considered not criticized and are aggregated as "Pass" rated. The criticized rating categories utilized by management generally follow bank regulatory definitions.

Loans categorized as "Pass" rated have adequate sources of repayment, with little identifiable risk of collection and general conformity to the Bank's policy requirements, product guidelines and underwriting standards. Any exceptions that are identified during the underwriting and approval process have been adequately mitigated by other factors.

Loans categorized as "Special Mention" rated have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution's credit position at some future date. Special mention assets are not adversely classified and do not expose the institution to sufficient risk to warrant adverse classification.

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

Loans categorized as “Doubtful” rated have all the weaknesses inherent in those classified as Substandard, with the added characteristic that the weakness makes collections or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable. However, these loans are not yet rated as loss because certain events may occur which would salvage the debt.

Any portion of a loan that has been or is expected to be charged off is placed in the “Loss” category.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories, unless a specific action, such as past due status, bankruptcy, repossession or death, occurs to raise awareness of a possible credit event. The Bank’s Chief Credit Officer is responsible for the timely and accurate risk rating of the loans in the portfolio at origination and on an ongoing basis. The Bank's credit department ensures that a review of all commercial relationships of $1.0 million or more is performed annually.

Review of the appropriate risk grade is included in both the internal and external loan review process on an ongoing basis. The Bank has an experienced credit department that continually reviews and assesses loans within the portfolio. The Bank engages an external consultant to conduct independent loan reviews on at least an annual basis. Generally, the external consultant reviews commercial relationships with the intent of reviewing 35% to 40% of the Bank's commercial outstanding loan balances on an annual basis. The Bank's credit department compiles detailed reviews, including plans for resolution, on loans classified as Substandard on a quarterly basis.

The following table presents the amortized cost of loans summarized by the aggregate Pass and the criticized categories of Special Mention, Substandard and Doubtful within the internal risk rating system by vintage year as of the periods shown:

	Term Loans Amortized Cost Basis by Origination Year							
(Dollars in thousands)	**2025**	**2024**	**2023**	**2022**	**2021**	**Prior**	**Revolving Loans Converted to Term**	**Total**
September 30, 2025								
Commercial business:								
Risk rating:								
Pass	$ 124,929	$ 83,387	$ 100,368	$ 127,332	$ 43,993	$ 152,393	$ 6,105	$ 638,507
Special Mention	—	—	—	14,267	197	1,516	695	16,675
Substandard	—	—	—	3,121	3,876	9,891	—	16,888
Doubtful	—	—	—	4,410	19	840	—	5,269
Total commercial business loans	$ 124,929	$ 83,387	$ 100,368	$ 149,130	$ 48,085	$ 164,640	$ 6,800	$ 677,339
Gross charge-offs	$ —	$ —	$ —	$ 1,577	$ 21	$ —	$ —	$ 1,598
Commercial real estate:								
Risk rating:								
Pass	$ 292,671	$ 42,696	$ 104,118	$ 127,901	$ 107,564	$ 106,204	$ 341	$ 781,495
Special Mention	—	—	—	—	11,060	9,506	—	20,566
Substandard	—	—	—	—	—	16,970	—	16,970
Doubtful	—	—	—	—	—	—	—	—
Total commercial real estate loans	$ 292,671	$ 42,696	$ 104,118	$ 127,901	$ 118,624	$ 132,680	$ 341	$ 819,031
Gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

(Dollars in thousands)	2025	2024	2023	2022	2021	Prior	Revolving Loans Converted to Term	Total
September 30, 2025								
Commercial acquisition, development and construction:								
Risk rating:								
Pass	$ 31,069	$ 35,920	$ 300	$ 6,544	$ 7,809	$ 1,319	$ —	$ 82,961
Special Mention	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	12,576	894	—	13,470
Doubtful	—	—	—	—	—	—	—	—
Total commercial acquisition, development and construction loans	$ 31,069	$ 35,920	$ 300	$ 6,544	$ 20,385	$ 2,213	$ —	$ 96,431
Gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Residential Real Estate:								
Risk rating:								
Pass	$ 53,355	$ 68,628	$ 29,282	$ 346,575	$ 81,265	$ 52,276	$ 2,624	$ 634,005
Special Mention	—	—	—	—	—	982	—	982
Substandard	—	—	—	2,038	—	91	110	2,239
Doubtful	—	—	—	—	—	—	—	—
Total residential real estate loans	$ 53,355	$ 68,628	$ 29,282	$ 348,613	$ 81,265	$ 53,349	$ 2,734	$ 637,226
Gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Home equity lines of credit:								
Risk rating:								
Pass	$ —	$ —	$ 56	$ 34	$ —	$ 10,305	$ —	$ 10,395
Special Mention	—	—	—	—	—	13	—	13
Substandard	—	—	—	—	—	68	—	68
Doubtful	—	—	—	—	—	—	—	—
Total home equity lines of credit loans	$ —	$ —	$ 56	$ 34	$ —	$ 10,386	$ —	$ 10,476
Gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Consumer:								
Risk rating:								
Pass	$ 6,109	$ —	$ 1,182	$ 9,367	$ 2,718	$ 33	$ —	$ 19,409
Special Mention	—	—	—	—	—	—	—	—
Substandard	25	—	28	14	62	—	—	129
Doubtful	—	—	—	—	—	—	—	—
Total consumer loans	$ 6,134	$ —	$ 1,210	$ 9,381	$ 2,780	$ 33	$ —	$ 19,538
Gross charge-offs	$ —	$ —	$ 144	$ 1,038	$ 201	$ —	$ —	$ 1,383

(Dollars in thousands)	2025	2024	2023	2022	2021	Prior	Revolving Loans Converted to Term	Total
September 30, 2025								
Total:								
Risk rating:								
Pass	$ 508,133	$ 230,631	$ 235,306	$ 617,753	$ 243,349	$ 322,530	$ 9,070	$ 2,166,772
Special Mention	—	—	—	14,267	11,257	12,017	695	38,236
Substandard	25	—	28	5,173	16,514	27,914	110	49,764
Doubtful	—	—	—	4,410	19	840	—	5,269
Total loans	$ 508,158	$ 230,631	$ 235,334	$ 641,603	$ 271,139	$ 363,301	$ 9,875	$ 2,260,041
Gross charge-offs	$ —	$ —	$ 144	$ 2,615	$ 222	$ —	$ —	$ 2,981

	Term Loans Amortized Cost Basis by Origination Year							
(Dollars in thousands)	2024	2023	2022	2021	2020	Prior	Revolving Loans Converted to Term	Total
December 31, 2024								
Commercial business:								
Risk rating:								
Pass	$ 68,129	$ 124,736	$ 211,526	$ 51,202	$ 58,015	$ 98,747	$ 6,439	$ 618,794
Special Mention	35	—	21,053	9,259	1,816	4,863	813	37,839
Substandard	—	1,227	2,549	1,777	508	2,290	207	8,558
Doubtful	—	—	1,681	292	278	1,016	—	3,267
Total commercial business loans	$ 68,164	$ 125,963	$ 236,809	$ 62,530	$ 60,617	$ 106,916	$ 7,459	$ 668,458
Gross charge-offs	$ 2	$ —	$ 3,125	$ 885	$ —	$ 367	$ —	$ 4,379
Commercial real estate:								
Risk rating:								
Pass	$ 63,058	$ 97,119	$ 121,694	$ 161,886	$ 9,222	$ 122,809	$ 431	$ 576,219
Special Mention	—	—	—	7,743	—	—	—	7,743
Substandard	—	—	—	17,984	—	30,952	—	48,936
Doubtful	—	—	—	—	—	—	—	—
Total commercial real estate loans	$ 63,058	$ 97,119	$ 121,694	$ 187,613	$ 9,222	$ 153,761	$ 431	$ 632,898
Gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Commercial acquisition, development and construction:								
Risk rating:								
Pass	$ 11,352	$ 13,675	$ 36,425	$ 29,885	$ 6,673	$ 1,287	$ —	$ 99,297
Special Mention	—	—	—	—	—	2,267	—	2,267
Substandard	—	—	—	13,506	—	430	—	13,936
Doubtful	—	—	—	—	—	—	—	—
Total commercial acquisition, development and construction loans	$ 11,352	$ 13,675	$ 36,425	$ 43,391	$ 6,673	$ 3,984	$ —	$ 115,500
Gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

(Dollars in thousands)	2024	2023	2022	2021	2020	Prior	Revolving Loans Converted to Term	Total
December 31, 2024								
Residential Real Estate:								
Risk rating:								
Pass	$ 81,559	$ 37,914	$ 375,065	$ 90,440	$ 32,902	$ 22,759	$ 2,666	$ 643,305
Special Mention	—	—	798	—	—	1,567	—	2,365
Substandard	—	—	2,798	—	360	1,672	115	4,945
Doubtful	—	—	—	—	—	93	—	93
Total residential real estate loans	$ 81,559	$ 37,914	$ 378,661	$ 90,440	$ 33,262	$ 26,091	$ 2,781	$ 650,708
Gross charge-offs	$ —	$ —	$ —	$ 11	$ —	$ —	$ —	$ 11
Home equity lines of credit:								
Risk rating:								
Pass	$ —	$ 57	$ 35	$ —	$ 1,056	$ 11,475	$ —	$ 12,623
Special Mention	—	—	—	—	—	142	—	142
Substandard	—	—	—	—	—	168	—	168
Doubtful	—	—	—	—	—	—	—	—
Total home equity lines of credit loans	$ —	$ 57	$ 35	$ —	$ 1,056	$ 11,785	$ —	$ 12,933
Gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Consumer:								
Risk rating:								
Pass	$ —	$ 1,597	$ 12,812	$ 3,949	$ —	$ 43	$ —	$ 18,401
Special Mention	—	—	—	—	—	—	—	—
Substandard	—	21	147	51	—	—	—	219
Doubtful	—	—	—	—	—	—	—	—
Total consumer loans	$ —	$ 1,618	$ 12,959	$ 4,000	$ —	$ 43	$ —	$ 18,620
Gross charge-offs	$ —	$ 384	$ 2,530	$ 452	$ —	$ —	$ —	$ 3,366
Total:								
Risk rating:								
Pass	$ 224,098	$ 275,098	$ 757,557	$ 337,362	$ 107,868	$ 257,120	$ 9,536	$ 1,968,639
Special Mention	35	—	21,851	17,002	1,816	8,839	813	50,356
Substandard	—	1,248	5,494	33,318	868	35,512	322	76,762
Doubtful	—	—	1,681	292	278	1,109	—	3,360
Total loans	$ 224,133	$ 276,346	$ 786,583	$ 387,974	$ 110,830	$ 302,580	$ 10,671	$ 2,099,117
Gross charge-offs	$ 2	$ 384	$ 5,655	$ 1,348	$ —	$ 367	$ —	$ 7,756

Management further monitors the performance and credit quality of the loan portfolio by analyzing the past due status of the portfolio, which is determined by the length of time a payment is past due.

The following table presents the amortized cost basis in loans by aging category and accrual status as of the periods shown:

(Dollars in thousands)	Current	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Total Loans	Non-Accrual	90+ Days Still Accruing	Non Accrual with No Credit Loss	Interest Income Recognized
September 30, 2025										
Commercial										
Business	$ 662,883	$ 3,869	$ 1,149	$ 9,438	$ 14,456	$ 677,339	$ 10,508	$ —	$ 5,761	$ —
Real estate	814,902	4,129	—	—	4,129	819,031	—	—	—	—
Acquisition, development and construction	96,431	—	—	—	—	96,431	13,470	—	13,470	—
Total commercial	1,574,216	7,998	1,149	9,438	18,585	1,592,801	23,978	—	19,231	—
Residential real estate	634,796	—	1,053	1,377	2,430	637,226	2,038	—	995	—
Home equity lines of credit	10,431	—	—	45	45	10,476	68	—	—	—
Consumer	17,738	1,368	302	130	1,800	19,538	130	—	—	—
Total loans	$ 2,237,181	$ 9,366	$ 2,504	$ 10,990	$ 22,860	$ 2,260,041	$ 26,214	$ —	$ 20,226	$ —
December 31, 2024										
Commercial										
Business	$ 662,163	$ 736	$ 2,252	$ 3,307	$ 6,295	$ 668,458	$ 6,174	$ —	$ 2,682	$ —
Real estate	614,914	—	—	17,984	17,984	632,898	—	17,984	—	—
Acquisition, development and construction	101,564	430	—	13,506	13,936	115,500	13,935	—	13,936	—
Total commercial	1,378,641	1,166	2,252	34,797	38,215	1,416,856	20,109	17,984	16,618	—
Residential real estate	645,430	3,364	45	1,869	5,278	650,708	4,110	—	1,871	—
Home equity lines of credit	12,799	40	46	48	134	12,933	168	—	—	—
Consumer	16,720	1,390	290	220	1,900	18,620	220	—	—	—
Total loans	$ 2,053,590	$ 5,960	$ 2,633	$ 36,934	$ 45,527	$ 2,099,117	$ 24,607	$ 17,984	$ 18,489	$ —

The ACL is a valuation reserve established and maintained by charges against income and is deducted from the amortized cost basis of loans to present the net amount expected to be collected on the loans. Loans are charged off against the ACL when management believes the loan balance is uncollectible. Accrued interest receivable is excluded from the estimate of credit losses. Management determines the ACL balance using relevant available information, from internal and external sources, relating to past events, current conditions and reasonable and supportable forecasts. Historical credit behaviors, along with model judgments, provide the basis for the estimation of expected credit losses. Adjustments to modeled loss estimates may be made for differences in current loan-specific risk characteristics such as differences in underwriting standards, portfolio mix, delinquency level or term, as well as for changes in environmental conditions, such as changes in economic conditions, property values or other relevant factors.

The Bank's methodology for determining the ACL is based on the requirements of *Accounting Standards Codification Topic 326 Financial Instruments - Credit Losses*. The ACL is calculated on a collective basis when similar risk characteristics exist. The ACL for the majority of loans was calculated using a discounted cash flow methodology applied at a loan level, with a one-year reasonable and supportable forecast period and a one-year straight-line reversion period with loss rates, prepayment assumptions and curtailment assumptions driven by each loan's collateral type. Expected credit loss rates were estimated using a regression model based on historical data from peer banks which incorporates a third-party vendor's economic forecast to predict the change in credit losses. As of September 30, 2025, the Bank expects the markets in which it operates will experience potential economic volatility over the next one to two years. The ACL for only one portfolio segment consisting entirely of automotive loans to consumers was calculated under the remaining life methodology using straight-line amortization over the remaining life of the portfolio.

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

The following table presents the amortized cost basis of collateral-dependent loans by class of loans as of the periods shown:

(Dollars in thousands)	Real Estate	Vehicles and Equipment	Assignment of Cash Flow	Accounts Receivable	Other	Totals	Allowance for Credit Losses
September 30, 2025							
Commercial							
Business	$ 2,290	$ 720	$ —	$ —	$ 5,243	$ 8,253	$ 2,890
Real estate	—	—	—	—	—	—	—
Acquisition, development and construction	12,576	—	—	—	—	12,576	—
Total commercial	$ 14,866	$ 720	$ —	$ —	$ 5,243	$ 20,829	$ 2,890
Residential	995	—	—	—	—	995	—
Home equity lines of credit	—	—	—	—	—	—	—
Consumer	—	130	—	—	—	130	46
Total	$ 15,861	$ 850	$ —	$ —	$ 5,243	$ 21,954	$ 2,936
Collateral value	$ 87,235	$ 1,355	$ —	$ —	$ 3,625	$ 92,215	
December 31, 2024							
Commercial							
Business	$ 2,500	$ 1,516	$ —	$ —	$ 240	$ 4,256	$ 827
Real estate	17,984	—	—	—	—	17,984	—
Acquisition, development and construction	13,506	—	—	—	—	13,506	—
Total commercial	$ 33,990	$ 1,516	$ —	$ —	$ 240	$ 35,746	$ 827
Residential	2,866	—	—	—	—	2,866	36
Home equity lines of credit	—	—	—	—	—	—	—
Consumer	—	220	—	—	—	220	73
Total	$ 36,856	$ 1,736	$ —	$ —	$ 240	$ 38,832	$ 936
Collateral value	$ 66,247	$ 2,578	$ —	$ —	$ —	$ 68,825	

The Bank evaluates certain loans in homogeneous pools, rather than on an individual basis, when those loans are below specific thresholds based on outstanding principal balance. More specifically, residential mortgage loans, home equity lines of credit and consumer loans are evaluated collectively for expected credit losses by applying allocation rates derived from the Bank's historical losses specific to these loans. The reserve for these certain loans in homogeneous pools was immaterial at September 30, 2025 and December 31, 2024.

Management has identified a number of additional qualitative factors that it uses to supplement the estimated losses derived from the loss rate methodologies employed within the current expected credit losses model because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from the loss rate methodologies. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory and governmental sources are: lending policies and procedures, nature and volume of the portfolio, experience and ability of lending management and staff, volume and severity of problem credits, quality of the loan review system, changes in the value of underlying collateral, effect of concentrations of credit from a loan type, industry and/or geographic standpoint, changes in economic and business conditions, consumer sentiment and other external factors.

To estimate the liability for off-balance sheet credit exposures, Bank management analyzed the portfolios of unfunded commitments based on the same segmentation used for the ACL calculation. The estimated funding rate for each segment was derived from a funding rate study created by a third-party vendor, which analyzed funding of various loan types over time to develop industry benchmarks at the call report code level. Once the estimated future advances were calculated, the allocation rate applicable to that portfolio segment was applied in the same manner as those used for the ACL calculation. The resulting estimated loss allocations were totaled to determine the liability for unfunded commitments related to these loans, which management considers necessary to anticipate potential losses on those commitments that have a reasonable probability of funding. As of September 30, 2025 and December 31, 2024, the liability for unfunded commitments related to loans held-for-investment was $1.8 million and $1.6 million, respectively.

Bank management reviews the loan portfolio on a quarterly basis using a defined, consistently-applied process in order to make appropriate and timely adjustments to the ACL. When information confirms that all or a part of specific loans is uncollectible, these amounts are promptly charged off against the ACL.

The following table presents the balance and activity for the primary segments of the ACL as of the periods shown:

	Commercial							
(Dollars in thousands)	**Business**	**Real Estate**	**Acquisition, development and construction**	**Total Commercial**	**Residential**	**Home Equity**	**Consumer**	**Total**
ACL balance at June 30, 2025	$ 7,704	$ 3,022	$ 1,907	$ 12,633	$ 6,955	$ 87	$ 1,110	$ 20,785
Provision (release of allowance) for credit losses[1]	2,064	295	(482)	1,877	1,255	10	67	3,209
Charge-offs	(546)	—	—	(546)	—	—	(421)	(967)
Recoveries	—	3	—	3	—	1	291	295
ACL balance at September 30, 2025	$ 9,222	$ 3,320	$ 1,425	$ 13,967	$ 8,210	$ 98	$ 1,047	$ 23,322
(Dollars in thousands)								
ACL at December 31, 2024	$ 6,495	$ 2,571	$ 1,772	$ 10,838	$ 7,322	$ 95	$ 1,408	$ 19,663
Provision (release of allowance) for credit losses[1]	4,275	741	(347)	4,669	888	—	(187)	5,370
Charge-offs	(1,598)	—	—	(1,598)	—	—	(1,383)	(2,981)
Recoveries	50	8	—	58	—	3	1,209	1,270
ACL at September 30, 2025	$ 9,222	$ 3,320	$ 1,425	$ 13,967	$ 8,210	$ 98	$ 1,047	$ 23,322

[1] Excludes the provision (release of allowance) for unfunded commitments and any provision for credit losses related to available-for-sale debt securities, as applicable.

	Commercial							
(Dollars in thousands)	Business	Real Estate	Acquisition, development and construction	Total Commercial	Residential	Home Equity	Consumer	Total
ACL balance at June 30, 2024	$ 9,573	$ 2,472	$ 1,437	$ 13,482	$ 6,248	$ 85	$ 2,269	$ 22,084
Provision (release of allowance) for credit losses[1]	(743)	308	228	(207)	839	5	(511)	126
Charge-offs	(415)	—	—	(415)	—	—	(977)	(1,392)
Recoveries	—	3	—	3	—	1	677	681
ACL balance at September 30, 2024	$ 8,415	$ 2,783	$ 1,665	$ 12,863	$ 7,087	$ 91	$ 1,458	$ 21,499

(Dollars in thousands)								
ACL balance at December 31, 2023	$ 7,931	$ 2,931	$ 1,674	$ 12,536	$ 6,412	$ 97	$ 3,079	$ 22,124
Provision (release of allowance) for credit losses[1]	2,734	(166)	(9)	2,559	640	(9)	(939)	2,251
Charge-offs	(2,292)	—	—	(2,292)	—	—	(2,788)	(5,080)
Recoveries	42	18	—	60	35	3	2,106	2,204
ACL balance at September 30, 2024	$ 8,415	$ 2,783	$ 1,665	$ 12,863	$ 7,087	$ 91	$ 1,458	$ 21,499

[1] Excludes the provision (release of allowance) for unfunded commitments and any provision for credit losses related to available-for-sale debt securities, as applicable.

During the three and nine months ended September 30, 2025, there were charge-offs totaling $1.0 million and $3.0 million, respectively. For the three months ended September 30, 2025, $0.6 million of charge-offs were related to two commercial notes secured by business assets and $0.4 million of charge offs were related to the subprime consumer automotive segment. For the nine months ended September 30, 2025, $1.6 million of charge-offs were related to ten commercial notes secured by business assets and $1.4 million of charge-offs were related to the subprime automotive segment. During the three and nine months ended September 30, 2025, the provision related to unfunded commitments was $0.2 million for each period. During the three and nine months ended September 30, 2024, there was an $0.3 million and $0.5 million provision related to unfunded commitments, respectively.

The ACL is based on estimates and actual losses will vary from current estimates. Management believes that the granularity of the portfolio segments, the related loss estimation methodologies and other qualitative factors, as well as the consistency in the application of assumptions, result in an ACL that is representative of the risk found in the components of the portfolio at any given date.

Loan Modifications for Borrowers Experiencing Financial Difficulty

Occasionally, the Bank modifies loans to borrowers in financial distress by providing concessions that allow for the borrower to lower their payment obligations for a defined period. These modifications may include, but are not limited to: principal forgiveness, payment delays, term extensions, interest rate reductions and any combinations of the preceding.

The following tables summarize the period-end amortized cost basis of loans to borrowers in financial difficulty that were modified during the periods shown:

(Dollars in thousands)	Principal Forgiveness	Payment Delay	Term Extension	Interest Rate Reduction	Total	Total Class of Financing Receivable
Three Months Ended September 30, 2025						
Commercial						
Business	$ —	$ 1,920	$ 107	$ —	$ 2,027	— %
Real estate	—	—	—	—	—	— %
Acquisition, development and construction	—	—	—	—	—	— %
Total commercial	—	1,920	107	—	2,027	— %
Residential	—	—	—	—	—	— %
Home equity lines of credit	—	—	—	—	—	— %
Consumer	—	—	—	—	—	— %
Total	$ —	$ 1,920	$ 107	$ —	$ 2,027	— %
Three Months Ended September 30, 2024						
Commercial						
Business	$ —	$ —	$ 475	$ —	$ 475	— %
Real estate	—	—	—	—	—	— %
Acquisition, development and construction	—	—	—	—	—	— %
Total commercial	—	—	475	—	475	— %
Residential	—	—	—	—	—	— %
Home equity lines of credit	—	—	—	—	—	— %
Consumer	—	—	—	—	—	— %
Total	$ —	$ —	$ 475	$ —	$ 475	— %

(Dollars in thousands)	Principal Forgiveness	Payment Delay	Term Extension	Interest Rate Reduction	Total	Total Class of Financing Receivable
Nine Months Ended September 30, 2025						
Commercial						
Business	$ —	$ 8,045	$ 107	$ —	$ 8,152	1 %
Real estate	—	—	—	—	—	— %
Acquisition, development and construction	—	—	13,470	—	13,470	14 %
Total commercial	—	8,045	13,577	—	21,622	1 %
Residential	—		—	—	—	— %
Home equity lines of credit	—		—	—	—	— %
Consumer	—		—	—	—	— %
Total	$ —	$ 8,045	$ 13,577	$ —	$ 21,622	1 %
Nine Months Ended September 30, 2024						
Commercial						
Business	$ —	$ 5,333	$ 475	$ —	$ 5,808	1 %
Real estate	—	—	—	—	—	— %
Acquisition, development and construction	—	—	—	—	—	— %
Total commercial	—	5,333	475	—	5,808	— %
Residential	—	—	—	—	—	— %
Home equity lines of credit	—	—	—	—	—	— %
Consumer	—	—	—	—	—	— %
Total	$ —	$ 5,333	$ 475	$ —	$ 5,808	— %

The above tables present the amortized cost basis of loans at September 30, 2025 and 2024 that were experiencing financial difficulty and modified during the three and nine months ended September 30, 2025 and 2024, by class and by type of modification. Also presented above is the percentage of the amortized cost basis of loans that were modified for borrowers in financial distress as compared to the amortized cost basis of each class of financing receivable.

During the three months ended September 30, 2025, there are four loans to four borrowers that received a payment delay modification for $1.9 million, and one loan to one borrower that received a term extension modification for $0.1 million. These notes are to unrelated SBA borrowers and are secured by Owner Occupied Real Estate and various vehicles & equipment.

There are eight loans to eight borrowers that received payment delay modifications in the nine months ended September 30, 2025. These eight total loans that received payment delay modifications include seven commercial loans with government guarantees totaling $5.5 million and one note secured by a business valuation totaling $2.5 million. In addition, there is two loan to two borrower that received term extension modifications for $1.0 million. One of these notes is secured by residential lots valued at $1.3 million and the other is secured by business assets.

During the three and nine months ended September 30, 2024, there were $0.5 million and $5.8 million in modifications to one and 17 borrowers, respectively, experiencing financial difficulties.

The Bank closely monitors the performance of loans that are modified for borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. The following table presents the performance of such loans that have been modified as of the periods shown:

(Dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Greater Than 89 Days Past Due	Total Past Due
Three Months Ended September 30, 2025				
Commercial				
Business	$ 773	$ 107	$ 448	$ 1,328
Real estate	—	—	—	—
Acquisition, development and construction	—	—	—	—
Total commercial	773	107	448	1,328
Residential	—	—	—	—
Home equity lines of credit	—	—	—	—
Consumer	—	—	—	—
Total	$ 773	$ 107	$ 448	$ 1,328
Nine Months Ended September 30, 2025				
Commercial				
Business	$ 773	$ 107	$ 3,878	$ 4,758
Real estate	—	—	—	—
Acquisition, development and construction	—	—	—	—
Total commercial	773	107	3,878	4,758
Residential	—	—	—	—
Home equity lines of credit	—	—	—	—
Consumer	—	—	—	—
Total	$ 773	$ 107	$ 3,878	$ 4,758
Nine Months Ended September 30, 2024				
Commercial				
Business	$ 33	$ 1,412	$ 3,690	$ 5,135
Real estate	—	—	—	—
Acquisition, development and construction	—	—	—	—
Total commercial	33	1,412	3,690	5,135
Residential	—	—	—	—
Home equity lines of credit	—	—	—	—
Consumer	—	—	—	—
Total	$ 33	$ 1,412	$ 3,690	$ 5,135

As of September 30, 2025, there are three modified loans past due, with an amortized cost basis of $4.8 million. Two loans are commercial notes with government guarantees secured by business assets. One loan is a commercial note secured by owner occupied real estate. Two loans totaling $0.6 million are considered non-accrual as of September 30, 2025. There were no loans modified in the three months ended September 30, 2024 that were past due.

The following table presents the amortized cost basis of loans that had a payment default and were modified prior to that default to borrowers experiencing financial difficulty as of the period shown:

(Dollars in thousands)	Principal Forgiveness	Payment Delay	Term Extension	Interest Rate Reduction	Total
Three Months Ended September 30, 2025					
Commercial					
Business	$ —	$ 2,498	$ —	$ —	$ 2,498
Real estate	—	—	—	—	—
Acquisition, development and construction	—	—	—	—	—
Total commercial	—	2,498	—	—	2,498
Residential	—	—	—	—	—
Home equity lines of credit	—	—	—	—	—
Consumer	—	—	—	—	—
Total	$ —	$ 2,498	$ —	$ —	$ 2,498
Three Months Ended September 30, 2024					
Commercial					
Business	$ —	$ 1,864	$ —	$ —	$ 1,864
Real estate	—	—	—	—	—
Acquisition, development and construction	—	—	—	—	—
Total commercial	—	1,864	—	—	1,864
Residential	—	—	—	—	—
Home equity lines of credit	—	—	—	—	—
Consumer	—	—	—	—	—
Total	$ —	$ 1,864	$ —	$ —	$ 1,864
Nine Months Ended September 30, 2025					
Commercial					
Business	$ —	$ 2,498	$ —	$ —	$ 2,498
Real estate	—	—	—	—	—
Acquisition, development and construction	—	—	—	—	—
Total commercial	—	2,498	—	—	2,498
Residential	—	—	—	—	—
Home equity lines of credit	—	—	—	—	—
Consumer	—	—	—	—	—
Total	$ —	$ 2,498	$ —	$ —	$ 2,498
Nine Months Ended September 30, 2024					
Commercial					
Business	$ —	$ 2,275	$ —	$ —	$ 2,275
Real estate	—	—	—	—	—
Acquisition, development and construction	—	—	—	—	—
Total commercial	—	2,275	—	—	2,275
Residential	—	—	—	—	—
Home equity lines of credit	—	—	—	—	—
Consumer	—	—	—	—	—
Total	$ —	$ 2,275	$ —	$ —	$ 2,275

As of September 30, 2025, there was one modified loan that had defaulted, with an amortized cost basis of $2.5 million that is secured by business assets and is non-accrual. As of September 30, 2024, there were three modified loans that had defaulted, with an amortized cost basis of $2.3 million. All three loans were commercial notes that had government guarantees and were on non-accrual status as of September 30, 2024. Upon the Bank's determination that a modified loan (or portion of a loan) has subsequently been deemed uncollectible, the loan (or a portion of the loan) is written off. Therefore, the amortized cost basis of the loan is reduced by the uncollectible amount and the ACL is adjusted by the same amount.

Note 4 – Equity Method Investments

In accordance with Rules 3-09 and 4-08(g) of Regulation S-X, we must assess whether our equity method investments are significant. In evaluating the significance of these investments, we perform the income, investment and asset tests described in S-X 1-02(w) for each equity method investment. Rule 4-08(g) of Regulation S-X requires summarized financial information for all equity method investees in a quarterly report if any of the equity method investees, individually or in the aggregate, result in any of the tests exceeding 10%.

Under the income test, our proportionate share of the revenue from equity method investments in the aggregate exceeded the applicable threshold under Rule 4-08(g) of 10%, accordingly, we are required to provide summarized income statement information for all investees for all periods presented.

Our equity method investments are initially recorded at cost, including transaction costs to obtain the equity method investment, and are subsequently adjusted for our proportionate share of the entities' earnings.

ICM

The following table presents summarized income statement information for ICM for the periods shown:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	**2025**	**2024**	**2025**	**2024**
Total revenues	$ 10,749	$ 11,530	$ 33,278	$ 34,251
Net income	681	724	1,797	1,419
Gain on loans sold	$ 7,124	$ 6,961	$ 21,283	$ 20,532
Gain (loss) on loans held-for-sale	22	665	(96)	1,060
Volume of loans sold	329,360	356,537	1,034,805	1,016,775

Our ownership percentage of 40% of ICM allows us to have significant influence over the operations and decision making. Accordingly, the investment, which had a carrying value of $24.4 million at September 30, 2025, is accounted for as an equity method investment. Our share of ICM's net income totaled $0.2 million and $0.6 million for the three and nine months ended September 30, 2025, while our share of ICM's net income totaled $0.2 million and $0.4 million for the three and nine months ended September 30, 2024. As of September 30, 2025 and December 31, 2024, the mortgage pipeline was $461.7 million and $482.4 million, respectively.

Warp Speed

The following table presents summarized income statement information for our equity method investment in Warp Speed for the periods shown:

(Dollars in thousands)	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
Total revenues	$ 51,718	$ 42,542	$ 141,590	$ 110,695
Net income (loss)	5,769	1,339	$ 12,581	(3,012)
Gain on loans sold	$ 14,781	$ 13,770	$ 43,756	$ 35,309
Gain (loss) on loans held-for-sale	750	1,797	2,537	1,879
Volume of loans sold	373,578	463,811	1,011,852	1,082,435

Our ownership percentage of 37.5% of Warp Speed allows us to have significant influence over its operations and decision making. Accordingly, the investment, which had a carrying value of $57.9 million at September 30, 2025, is accounted for as an equity method investment. At the time of acquisition, we made a policy election to record our proportionate share of net income of the investee on a three month lag. Our share of Warp Speed's net income totaled $2.2 million and $4.7 million for the three and nine months ended September 30, 2025, while our share of net income and loss totaled $0.5 million and $0.3 million for the three and nine months ended September 30, 2024. As of September 30, 2025 and December 31, 2024, the mortgage pipeline was $712.6 million and $543.4 million, respectively.

Ayers Socure II

Our ownership percentage of Ayers Socure II is 10% and it was determined that we have significant influence over the company. Accordingly, the investment is accounted for as an equity method investment. Our share of net income from Ayers Socure II for the three and nine months ended September 30, 2025 and 2024 was not significant. The equity method investment in Ayers Socure II is not considered a significant investment based on the criteria of Rules 3-09 and 4-08(g) of Regulation S-X.

Ayers Socure II's sole business is ownership of equity securities in Socure Inc. (“Socure”). In addition to our equity method investment in Ayers Socure II, we also have a direct equity security ownership interest in Socure. With the combination of our investments in both Ayers Socure II and Socure directly, we own less than 1% of Socure in the aggregate.

Note 5 – Deposits

The following table presents the components of deposits as of the periods shown:

(Dollars in thousands)	September 30, 2025	December 31, 2024
Demand deposits of individuals, partnerships and corporations		
Noninterest-bearing demand	$ 1,027,231	$ 940,994
NOW	601,164	473,225
Savings and money markets	547,750	437,145
Time deposits, including CDs and IRAs	599,933	842,251
Total deposits	$ 2,776,078	$ 2,693,615
Time deposits that meet or exceed the FDIC insurance limit	$ 589	$ 2,962

The following table presents the maturities of time deposits for the twelve month periods ended September 30:

(Dollars in thousands)		
2026	$	371,425
2027		187,714
2028		39,447
2029		1,265
2030		63
Thereafter		19
Total	$	599,933

As of September 30, 2025 and December 31, 2024, overdrawn deposit accounts totaling $4.2 million and $2.8 million, respectively, were reclassified as loan balances.

Note 6 – Pension and Supplemental Executive Retirement Plans

We participate in a trusteed pension plan known as the Allegheny Group Retirement Plan. Benefits are based on years of service and the employee's compensation. Accruals under the plan were frozen as of May 31, 2014. Freezing the plan resulted in a remeasurement of the pension obligations and plan assets as of the freeze date. The pension obligation was remeasured using the discount rate based on the Citigroup Above Median Pension Discount Curve in effect on May 31, 2014 of 4.5%.

The following table presents information pertaining to the activity in our defined benefit pension plan, using the latest available actuarial valuations with a measurement date of September 30, 2025 and 2024 for the periods shown:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	2025	2024	2025	2024
Interest cost	$ 119	$ 113	357	339
Expected return on plan assets	(154)	(157)	(462)	(471)
Amortization of net actuarial loss	38	43	113	129
Net periodic benefit income	$ 3	$ (1)	$ 8	$ (3)
Contributions paid	$ —	$ —	$ —	$ —

There was no service cost or amortization of prior service cost for the three and nine months ended September 30, 2025 and 2024.

In June 2017, we approved a Supplemental Executive Retirement Plan (the "SERP"), pursuant to which the Chief Executive Officer of Potomac Mortgage Group ("PMG") was entitled to receive certain supplemental nonqualified retirement benefits. The SERP took effect on December 31, 2017. As the executive completed three years of continuous employment with PMG prior to retirement date, he was entitled to receive $1.8 million payable in 180 equal consecutive monthly installments upon retirement. The liability accrued for this obligation was $1.7 million as of December 31, 2024. The SERP was terminated in February 2024. Within the agreement, there was a one year provision for payment delay and the $1.8 million obligation was paid in April 2025.

Note 7 – Fair Value of Financial Instruments

The following table presents the carrying values and estimated fair values of our financial instruments as of the periods shown:

(Dollars in thousands)	Carrying Value	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
September 30, 2025					
Financial Assets:					
Cash and cash equivalents	$ 300,042	$ 300,042	$ 300,042	$ —	$ —
Securities available-for-sale	324,709	324,709	—	299,458	25,251
Equity securities	44,199	44,199	7,146	—	37,053
Loans receivable, net	2,236,064	2,406,676	—	—	2,406,676
Interest rate swaps	3,603	3,603	—	3,603	—
Accrued interest receivable	15,125	15,125	—	2,915	12,210
FHLB stock	2,880	2,880	—	2,880	—
Embedded derivative	648	648	—	—	648
Financial Liabilities:					
Deposits	2,776,078	2,758,866	—	2,758,866	—
Repurchase agreements	2,975	2,975	—	2,975	—
Interest rate swaps	3,603	3,603	—	3,603	—
Fair value hedge	1,089	1,089	—	1,089	—
Accrued interest payable	2,218	2,218	—	2,218	—
Subordinated debt	73,976	71,410	—	71,410	—
December 31, 2024					
Financial assets:					
Cash and cash equivalents	$ 317,913	$ 317,913	$ 317,913	$ —	$ —
Securities available-for-sale	410,959	410,959	—	385,466	25,493
Equity securities	42,583	42,583	4,994	—	37,589
Loans receivable, net	2,080,468	2,186,572	—	—	2,186,572
Interest rate swaps	5,913	5,913	—	5,913	—
Accrued interest receivable	16,537	16,537	—	6,815	9,722
FHLB stock	2,011	2,011	—	2,011	—
Embedded derivative	648	648	—	—	648
Financial liabilities:					
Deposits	$ 2,693,615	$ 2,606,342	$ —	$ 2,606,342	$ —
Repurchase agreements	2,759	2,759	—	2,759	—
Interest rate swaps	5,913	5,913	—	5,913	—
Fair value hedge	112	112	—	112	—
Accrued interest payable	5,788	5,788	—	5,788	—
Subordinated debt	73,787	106,038	—	106,038	—

Note 8 – Fair Value Measurements

Fair value estimates are made at a specific point in time, based on relevant market information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time of our entire holdings of a particular financial instrument. Because no market exists for a significant portion of our financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Fair value estimates are based on existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments.

The methods of determining the fair value of assets and liabilities presented in this footnote are consistent with our methodologies disclosed in *Note 1 - Summary of Significant Accounting Policies* to the consolidated financial statements included in *Item 8, Financial Statements and Supplementary Data*, of the 2024 Form 10-K. Valuation techniques for the assets and liabilities described below are consistent with techniques used in prior periods.

Assets Measured on a Recurring Basis

As required by accounting standards, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following measurements are made on a recurring basis.

Available-for-sale investment securities – Available-for-sale investment securities are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level I securities include those traded on an active exchange, such as the New York Stock Exchange and money market funds. Level II securities include mortgage-backed securities issued by government sponsored entities and private label entities, municipal bonds, United States Treasury securities that are traded by dealers or brokers in inactive over-the-counter markets and corporate debt securities. Certain local municipal securities related to tax increment financing ("TIF") are independently valued and classified as Level III instruments.

Equity securities – Certain equity securities are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors, such as credit loss assumptions. The valuation methodologies utilized may include significant unobservable inputs.

Loans held-for-sale – The fair value of loans held-for-sale is determined, when possible, using quoted secondary market prices or investor commitments. If no such quoted price exists, the fair value of a loan is determined using quoted prices for a similar asset or assets, adjusted for the specific attributes of that loan, which would be used by other market participants. If the fair value at the reporting date exceeds the amortized cost of a loan, the loan continues to be reported at amortized cost. As of September 30, 2025 and December 31, 2024, there were no loans held-for-sale.

Interest rate swaps – Interest rate swaps are recorded at fair value based on third-party vendors who compile prices from various sources and may determine the fair value of identical or similar instruments by using pricing models that consider observable market data.

Fair value hedges – Treated like an interest rate swap, fair value hedges are recorded at fair value based on third-party vendors who compile prices from various sources and may determine fair value of identical or similar instruments by using pricing models that consider observable market data.

Embedded derivatives – Accounted for and recorded separately from the underlying contract as a derivative at fair value on a recurring basis. Fair values are determined using the Monte Carlo model valuation technique. The valuation methodology utilized includes significant unobservable inputs.

The following tables present assets and liabilities reported on the consolidated statements of financial condition at their fair value on a recurring basis as of the periods shown by level within the fair value hierarchy:

	September 30, 2025			
(Dollars in thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets:				
United States government agency securities	$ —	$ 22,072	$ —	$ 22,072
United States sponsored mortgage-backed securities	—	195,828	—	195,828
United States treasury securities	—	19,835	—	19,835
Municipal securities	—	37,183	17,751	54,934
Corporate debt securities	—	24,540	—	24,540
Equity securities	7,146	—	—	7,146
Interest rate swaps	—	3,603	—	3,603
Embedded derivative	—	—	648	648
Liabilities:				
Interest rate swaps	—	3,603	—	3,603
Fair value hedge	—	1,089	—	1,089

	December 31, 2024			
(Dollars in thousands)	**Level I**	**Level II**	**Level III**	**Total**
Assets:				
United States government agency securities	$ —	$ 39,846	$ —	$ 39,846
United States sponsored mortgage-backed securities	—	147,580	—	147,580
United States treasury securities	—	103,975	—	103,975
Municipal securities	—	84,147	17,993	102,140
Corporate debt securities	—	9,918	—	9,918
Other securities	—	681	—	681
Equity securities	4,994	—	—	4,994
Interest rate swaps	—	5,913	—	5,913
Embedded derivative	—	—	648	648
Liabilities:				
Interest rate swaps	—	5,913	—	5,913
Fair value hedge	—	112	—	112

The following table represents recurring Level III assets and liabilities as of the periods shown:

(Dollars in thousands)	Municipal Securities	Embedded Derivatives	Total
Balance at June 30, 2025	$ 17,435	$ 648	$ 18,083
Maturities/calls	(75)	—	(75)
Unrealized gain included in other comprehensive income	391	—	391
Balance at September 30, 2025	$ 17,751	$ 648	$ 18,399
Balance at December 31, 2024	$ 17,993	$ 648	$ 18,641
Realized and unrealized income included in earnings	1	—	1
Maturities/calls	(308)	—	(308)
Unrealized gain included in other comprehensive loss	65	—	65
Balance at September 30, 2025	$ 17,751	$ 648	$ 18,399
Balance at Balance at June 30, 2024	$ 17,929	$ 648	$ 18,577
Maturities/calls	(72)	—	(72)
Unrealized gain included in other comprehensive income	1,015	—	1,015
Balance at September 30, 2024	$ 18,872	$ 648	$ 19,520
Balance at December 31, 2023	$ 18,245	$ 648	$ 18,893
Realized gain included in earnings	5	—	5
Maturities/calls	(297)	—	(297)
Unrealized gain included in other comprehensive income	919	—	919
Balance at September 30, 2024	$ 18,872	$ 648	$ 19,520

Assets Measured on a Nonrecurring Basis

From time to time, we may be required to measure certain financial assets, financial liabilities, non-financial assets and non-financial liabilities at fair value on a nonrecurring basis in accordance with U.S. GAAP. These include assets that are measured at the lower of cost or market value that were recognized at fair value below cost at the end of the period. Certain non-financial assets measured at fair value on a non-recurring basis include foreclosed assets (upon initial recognition or subsequent impairment), non-financial assets and non-financial liabilities measured at fair value in the quantitative analysis of a goodwill impairment test and intangible assets and other non-financial long-lived assets measured at fair value for impairment assessment.

Collateral-dependent loans – Certain loans receivable are evaluated individually for credit loss when the borrower is experiencing financial difficulties and repayment is expected to be provided substantially through the operation or sale of collateral. Estimated credit losses are based on the fair value of the collateral, adjusted for costs to sell. Collateral values are estimated using Level II inputs based on observable market data or Level III inputs based on customized discounting criteria. For a majority of collateral-dependent real estate related loans, we obtain an external appraisal. Other valuation techniques are used as well, including internal valuations, comparable property analysis and contractual sales information.

Other real estate owned – Other real estate owned, which is obtained through the Bank's foreclosure process, is valued utilizing the appraised collateral value. Collateral values are estimated using Level II inputs based on observable market data or Level III inputs based on customized discounting criteria. At the time the foreclosure is completed, we obtain an external appraisal.

The following table presents the fair value of these assets as of the periods shown:

	September 30, 2025			
(Dollars in thousands)	Level I	Level II	Level III	Total
Collateral-dependent loans	$ —	$ —	$ 19,016	$ 19,016
Other real estate owned	—	—	601	601

	December 31, 2024			
(Dollars in thousands)	Level I	Level II	Level III	Total
Collateral-dependent loans	$ —	$ —	$ 37,895	$ 37,895
Other real estate owned	—	—	2,827	2,827

The following tables present quantitative information about the Level III significant unobservable inputs for assets and liabilities measured at fair value as of the periods shown:

	Quantitative Information about Level III Fair Value Measurements			
(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Input	Range
September 30, 2025				
Nonrecurring measurements:				
Collateral-dependent loans	$ 19,016	Appraisal of collateral [1]	Appraisal adjustments [2]	0% - 20%
			Liquidation expense [2]	6%
Other real estate owned	$ 601	Appraisal of collateral [1]	Appraisal adjustments [2]	0% - 20%
			Liquidation expense [2]	6%
Recurring measurements:				
Municipal securities [3]	$ 17,751	Appraisal of bond [4]	Bond appraisal adjustment [5]	5% - 15%
Embedded derivatives	$ 648	Monte Carlo pricing model	Deferred payment	$0 - $49.1 million
			Volatility	59%
			Term	4.75 years
			Risk free rate	3.59%
December 31, 2024				
Nonrecurring measurements:				
Collateral-dependent loans	$ 37,895	Appraisal of collateral [1]	Appraisal adjustments [2]	0% - 20%
			Liquidation expense [2]	6%
Other real estate owned	$ 2,827	Appraisal of collateral [1]	Appraisal adjustments [2]	0% - 20%
			Liquidation expense [2]	6%
Recurring measurements:				
Municipal securities [3]	$ 17,993	Appraisal of bond [4]	Bond appraisal adjustment [5]	5% - 15%
Embedded derivatives	$ 648	Monte Carlo pricing model	Deferred payment	$0 - $49.1 million
			Volatility	59%
			Term	4.75 years
			Risk free rate	3.59%

[1] Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various Level III inputs that are not observable.

[2] Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range and weighted-average of liquidation expenses and other appraisal adjustments are presented as a percent of the undiscounted appraisal value.

[3] Municipal securities classified as Level III instruments are comprised of TIF bonds related to certain local municipal securities.

[4] Fair value is determined through independent analysis of liquidity, rating, yield and duration.

[5] Appraisals may be adjusted for qualitative factors, such as local economic conditions, liquidity, marketability and legal structure.

Note 9 – Derivatives

We use certain derivative instruments to meet the needs of customers, as well as to manage the interest rate risk associated with certain transactions. All derivative financial instruments are recognized as either assets or liabilities and measured at fair value.

Fair Value Hedges of Interest Rate Risk

We are exposed to changes in the fair value of fixed rate mortgages included in a closed portfolio due to changes in benchmark interest rates.

In 2023, we entered into five portfolio layer method fair value swaps, designated as hedging instruments, to manage exposure to changes in fair value on fixed rate mortgages and certain fixed rate available for sale securities attributable to the designated interest rate. Four of the interest rate swaps were designated to hedge a closed portfolio of fixed rate mortgages and one of the interest rate swaps was designated to hedge a closed portfolio of fixed rate municipal bonds. The interest rate swaps involve the payment of fixed-rate amounts to a counterparty in exchange for us receiving variable-rate payments over the life of the agreements, without the exchange of the underlying notional amount.

In October 2024, we discontinued a portfolio layer method fair value swap designated as a hedging instrument to hedge a closed portfolio of fixed rate mortgages. The hedge, which had a notional amount of $250.0 million, was fully dedesignated, and we paid the counterparty $2.1 million to terminate the swap. We recorded a $0.5 million loss in 2023 and $1.7 million remained on the balance sheet at the time of discontinuance as a basis adjustment to the loans that were part of the hedged portfolio, which will be amortized over the life of the underlying hedged items. As of September 30, 2025, the basis adjustment remaining on the hedged portfolio was $1.5 million. We recorded a $0.1 million gain on the derivative as a result of the discontinuance in 2024.

In January 2025, we discontinued a portfolio layer method fair value swap designated as a hedging instrument to hedge a closed portfolio of fixed rate mortgages. The hedge, which had a notional amount of $30.0 million, was fully dedesignated, and we were paid a nominal fee by the counterparty to terminate the swap. The amount that remained on the balance sheet as a basis adjustment to the loans that were part of the hedged portfolio was not material and was recognized in interest income during the first quarter of 2025.

In January 2025, we discontinued the portfolio layer method fair value swap designated as a hedging instrument to hedge a closed portfolio of fixed rate municipal bonds. The hedge, which had a notional amount of $50.0 million, was fully dedesignated, and we paid the counterparty $0.5 million to terminate the swap. A basis adjustment to the hedged securities portfolio of $0.5 million remained on the balance sheet at the time of discontinuance, which will be amortized over the life of the underlying hedged items. In September 2025, we sold approximately $35.2 million of municipal bonds that were part of the hedged portfolio. As of September 30, 2025, the amortized cost basis of the closed portfolio of municipal bonds was $20.1 million, inclusive of a $0.1 million remaining basis adjustment.

The remaining active fair value swaps are designated under the portfolio layer method. The notional amount of the two active swaps was $86.9 million as of September 30, 2025, one of which is amortizing and included a $33.1 million amortization adjustment to the notional amount at September 30, 2025. Under this method, the hedged items are designated as a hedged layer of closed portfolios of financial loans that are anticipated to remain outstanding for the designated hedged periods. Adjustments are made to record the swaps at fair value based on changes in the hedged risk.

The following table, which includes active fair value hedged items and discontinued fair value hedged items on which a basis adjustment still remains, represents the carrying value of the portfolio layer method hedged assets and the cumulative fair value hedging adjustments included in the carrying value of the hedged assets as of September 30, 2025 and December 31, 2024:

		September 30, 2025			
(Dollars in thousands)	**Balance Sheet Location**	**Amortized Cost Basis of Closed Portfolio**	**Carrying Amount of Hedged Asset**	**Basis Adjustment - Active Hedges**	**Basis Adjustment - Discontinued Hedges**
Fixed rate mortgages	Loans receivable	$ 416,399	$ 336,938	$ 1,089	$ 1,468
Fixed rate bonds	Investment securities available-for-sale	20,139	20,000	—	139
Total hedged assets		$ 436,538	$ 356,938	$ 1,089	$ 1,607

(Dollars in thousands)	Balance Sheet Location	December 31, 2024 Amortized Cost Basis of Closed Portfolio	Carrying Amount of Hedged Asset	Basis Adjustment - Active Hedges	Basis Adjustment - Discontinued Hedges
Fixed rate mortgages	Loans receivable	$ 443,830	$ 375,993	$ (505)	$ 1,593
Fixed rate bonds	Investment securities available-for-sale	58,318	50,000	618	—
Total hedged assets		$ 502,148	$ 425,993	$ 113	$ 1,593

Derivatives Not Designated as Hedging Instruments

Matched Interest Rate Swaps. We enter into interest rate swap contracts to help commercial loan borrowers manage their interest rate risk. The interest rate swap contracts with commercial loan borrowers allow them to convert floating-rate loan payments to fixed-rate loan payments. When we enter into an interest rate swap contract with a commercial loan borrower, we simultaneously enter into a "mirror" swap contract with a third-party. The third-party exchanges the borrower's fixed-rate loan payments for floating-rate loan payments. These derivatives are not designated as hedges and changes in fair value are recognized in earnings. Because these derivatives have mirror-image contractual terms, the changes in fair value substantially offset each other through earnings. Fees earned in connection with the execution of derivatives related to this program are recognized in earnings through loan-related derivative income.

Outstanding Financial Derivative Instruments

The following tables summarize outstanding financial derivative instruments as of September 30, 2025 and December 31, 2024:

(Dollars in thousands)	Balance Sheet Location	September 30, 2025 Notional Amount	Fair Value of Asset (Liability)	Gain (Loss)
Fair value hedge of interest rate risk:				
Pay fixed rate swaps with counterparty	Accrued interest receivable and other assets	$ 86,938	$ (1,089)	$ (977)
Not designated hedges of interest rate risk:				
Matched interest rate swaps with borrowers	Accrued interest receivable and other assets	129,102	3,603	2,310
Matched interest rate swaps with counterparty	Accrued interest payable and other liabilities	129,102	(3,603)	(2,310)
Total derivatives		$ 345,142	$ (1,089)	$ (977)

(Dollars in thousands)	Balance Sheet Location	December 31, 2024 Notional Amount	Fair Value of Asset (Liability)	Gain (Loss)
Fair value hedge of interest rate risk:				
Pay fixed rate swaps with counterparty	Accrued interest receivable and other assets	$ 175,993	$ (112)	$ 5,998
Not designated hedges of interest rate risk:				
Matched interest rate swaps with borrowers	Accrued interest receivable and other assets	133,942	5,913	5,913
Matched interest rate swaps with counterparty	Accrued interest payable and other liabilities	133,942	(5,913)	(5,913)
Total derivatives		$ 443,877	$ (112)	$ 5,998

Embedded Derivatives

In 2022, we entered into an agreement to sell a portion of our shares of Interchecks Technologies, Inc., a former equity method investment that was subsequently reclassified to equity securities due to the decrease in the remaining ownership percentage. Based on the terms of the sale, we recognized the cash received at closing, as well as a receivable for the remaining installment payment, which is based on a future economic event and is accounted for and separately recorded as a derivative. The derivative instrument is included in accrued interest receivable and other assets on the consolidated balance sheet, while the gains and losses are included in noninterest income on the consolidated statement of income. The fair value of the embedded derivative was $0.6 million at September 30, 2025 and December 31, 2024, with no gain or loss for the three and nine months ended September 30, 2025 and September 30, 2024.

Note 10 – Earnings per Share

We determine basic earnings per share ("EPS") by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted EPS is determined by dividing net income available to common shareholders by the weighted-average number of shares outstanding, increased by the number of shares that would be issued assuming the exercise of instruments under our incentive stock plan.

The following table presents our calculation of EPS for the periods shown:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands except shares and per share data)	**2025**	**2024**	**2025**	**2024**
Numerator for earnings per share:				
Net income, before noncontrolling interest	$ 17,136	$ 2,156	$ 22,697	$ 10,807
Net (income) loss attributable to noncontrolling interest	—	(76)	18	(156)
Net income available to common shareholders	$ 17,136	$ 2,080	$ 22,715	$ 10,651
Denominator:				
Weighted-average shares outstanding - basic	12,615,475	12,927,962	12,824,037	12,874,311
Effect of dilutive instruments	395,052	241,049	275,159	246,934
Weighted-average shares outstanding - diluted	13,010,527	13,169,011	13,099,196	13,121,245
Earnings per common share - basic	$ 1.36	$ 0.16	$ 1.77	$ 0.83
Earnings per share common share - diluted	$ 1.32	$ 0.16	$ 1.73	$ 0.81
Instruments not included in the computation of diluted EPS because the effect would be antidilutive	54,191	125,826	159,679	136,838

Note 11 – Comprehensive Income

The following tables present the reclassified components of accumulated other comprehensive income ("AOCI") as of and for the periods shown:

(Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,		
	2025	2024	2025	2024	
Details about AOCI components	**Amount reclassified from AOCI**	**Amount reclassified from AOCI**	**Amount reclassified from AOCI**	**Amount reclassified from AOCI**	**Affected income statement line item**
Available-for-sale securities					
Realized gain (loss) recognized in income	$ (7,495)	$ —	$ (7,447)	$ 658	Gain (loss) on sale of available-for-sale securities, net
Income tax effect	1,808	—	1,796	(158)	Income taxes
Realized gain (loss) recognized in income, net of tax	(5,687)	—	(5,651)	500	
Defined benefit pension plan items					
Amortization of net actuarial loss	(38)	$ (43)	$ (114)	$ (129)	Salaries and employee benefits
Income tax effect	9	10	27	30	Income taxes
Defined benefit pension plan items, net of tax	(29)	(33)	(87)	(99)	
Total reclassifications	$ (5,716)	$ (33)	$ (5,738)	$ 401	

(Dollars in thousands)	Unrealized gains (losses) on available for-sale securities	Defined benefit pension plan items	Investment hedge	Total
Balance at June 30, 2025	$ (25,773)	$ (2,096)	$ —	$ (27,869)
Other comprehensive income before reclassification	6,909	5	—	6,914
Amounts reclassified from accumulated other comprehensive income	5,687	29	—	5,716
Net current period other comprehensive income	12,596	34	—	12,630
Balance at September 30, 2025	$ (13,177)	$ (2,062)	$ —	$ (15,239)
Balance at December 31, 2024	$ (25,948)	$ (2,283)	$ —	$ (28,231)
Other comprehensive income before reclassification	7,120	134	—	7,254
Amounts reclassified from accumulated other comprehensive income	5,651	87	—	5,738
Net current period other comprehensive income	12,771	221	—	12,992
Balance at September 30, 2025	$ (13,177)	$ (2,062)	$ —	$ (15,239)
Balance at June 30, 2024	$ (26,176)	$ (2,244)	$ 34	$ (28,386)
Other comprehensive income (loss) before reclassification	6,271	(377)	—	5,894
Amounts reclassified from accumulated other comprehensive income	—	33	—	33
Net current period other comprehensive income (loss)	6,271	(344)	—	5,927
Balance at September 30, 2024	$ (19,905)	$ (2,588)	$ 34	$ (22,459)
Balance at December 31, 2023	$ (25,871)	$ (2,994)	$ 34	$ (28,831)
Other comprehensive income before reclassification	6,466	307	—	6,773
Amounts reclassified from accumulated other comprehensive income	(500)	99	—	(401)
Net current period other comprehensive income	5,966	406	—	6,372
Balance at September 30, 2024	$ (19,905)	$ (2,588)	$ 34	$ (22,459)

Note 12 – Segment Reporting

We have identified three reportable segments: CoRe Banking, Mortgage Banking and Financial Holding Company. All other operating segments are summarized in an Other category. We determined these segments based on differences in products and services.

Our CoRe Banking segment, which includes our Fintech division, represents banking products and services offered to customers by the Bank, primarily loans and deposits accounts. Revenue from banking activities consists primarily of interest earned on loans and investment securities and service charges on deposit accounts.

Revenue from our Mortgage Banking segment is primarily comprised of our share of net income or loss from mortgage banking activities of our equity method investments in ICM and Warp Speed.

Revenue from Financial Holding Company activities is mainly comprised of intercompany service income and dividends.

The Other category consists of professional services and our Edge Venture companies. Revenue from the professional services are primarily made up of professional consulting income derived from banks and Fintech companies. Revenue from our Edge Ventures companies, including Victor, primarily consist of software services, offering account functionality and transactions to customers through web-based platforms. On September 30 2025, we executed an asset purchase agreement to sell substantially all assets and operations of Victor and recognized a $34.1 million pre-tax gain during the three and nine months ended September 30, 2025 that is included in the Other category in the tables below. The Other category will no longer include substantially all of the income and expense activity derived from Victor beginning October 1, 2025.

Our chief operating decision makers ("CODMs") regularly review the performance of operating segments to assess performance and allocate resources between segments as necessary. The CODMs consist of the Chief Executive Officer and President, Chief Financial Officer and Chief Administrative Officer. The measure used by the CODMs to assess performance and decide how to allocate resources is based on operating income that also is reported on the income statement as consolidated income before income taxes. Operating income is used by the CODMs to monitor budget versus actual results, as well as benchmarking to our peers. Operating income on a segment basis is reported below.

The following tables present information about the reportable segments and reconciliation to the consolidated financial statements for the periods shown:

Three Months Ended September 30, 2025 **(Dollars in thousands)**	**CoRe Banking**	**Mortgage Banking**	**Financial Holding Company**	**Other**	**Intercompany Eliminations**	**Consolidated**
Interest income	$ 44,153	$ 103	$ 2	$ —	$ (38)	$ 44,220
Interest expense	16,850	—	797	38	(38)	17,647
Net interest income (expense)	27,303	103	(795)	(38)	—	26,573
Provision for credit losses	3,427	—	1,000	—	—	4,427
Net interest income (expense) after provision for credit losses	23,876	103	(1,795)	(38)	—	22,146
Noninterest income	(3,091)	2,395	3,511	35,646	(3,849)	34,612
Noninterest Expenses:						
Salaries and employee benefits	12,293	—	7,899	1,207	—	21,399
Occupancy expense	1,260	—	146	—	(146)	1,260
Equipment depreciation and maintenance	395	—	93	315	—	803
Data processing and communications	1,260	—	110	88	—	1,458
Professional fees	1,905	—	1,163	171	(285)	2,954
Other expenses[1]	7,989	—	783	103	(3,418)	5,457
Total noninterest expenses	25,102	—	10,194	1,884	(3,849)	33,331
Operating income (loss)	$ (4,317)	$ 2,498	$ (8,478)	$ 33,724	$ —	$ 23,427
Capital expenditures for the three months ended September 30, 2025	$ 858	$ —	$ 78	$ 19	$ —	$ 955
Total assets as of September 30, 2025	3,202,350	93,365	370,610	81,933	(515,305)	3,232,953
Total assets as of December 31, 2024	3,076,644	32,697	405,010	23,090	(408,737)	3,128,704
Goodwill as of September 30, 2025	—	—	—	1,200	—	1,200
Goodwill as of December 31, 2024	—	—	—	2,838	—	2,838
Investment in equity method investees as of September 30, 2025	—	83,922	—	—	—	83,922
Investment in equity method investees as of December 31, 2024	—	78,255	—	—	—	78,255

[1]Other expenses consist of software costs, insurance, tax and assessment expenses, travel, entertainment, dues and subscription expenses and other operating expenses.

Three Months Ended September 30, 2024

(Dollars in thousands)	CoRe Banking	Mortgage Banking	Financial Holding Company	Other	Intercompany Eliminations	Consolidated
Interest income	$ 46,539	$ 103	$ 2	$ —	$ (17)	$ 46,627
Interest expense	19,234	—	808	17	(17)	20,042
Net interest income (expense)	27,305	103	(806)	(17)	—	26,585
Provision for credit losses	459	—	500		—	959
Net interest income (expense) after provision for credit losses	26,846	103	(1,306)	(17)	—	25,626
Noninterest income	4,574	768	2,956	2,332	(3,973)	6,657
Noninterest Expenses:						
Salaries and employee benefits	10,075	—	4,528	2,119	—	16,722
Occupancy expense	1,040	—	37	—	(36)	1,041
Equipment depreciation and maintenance	480	—	124	526	—	1,130
Data processing and communications	1,103	—	122	131	—	1,356
Professional fees	3,978	—	1,301	336	(966)	4,649
Other expenses[1]	6,563	4	656	335	(2,971)	4,587
Total noninterest expenses	23,239	4	6,768	3,447	(3,973)	29,485
Operating income (loss)	$ 8,181	$ 867	$ (5,118)	$ (1,132)	$ —	$ 2,798
Capital expenditures for the three months ended September 30, 2024	$ 91	$ —	$ 81	$ 137	$ —	$ 309

[1]Other expenses consist of software costs, insurance, tax and assessment expenses, travel, entertainment, dues and subscription expenses and other operating expenses.

Nine Months Ended September 30, 2025 (Dollars in thousands)	CoRe Banking	Mortgage Banking	Financial Holding Company	Other	Intercompany Eliminations	Consolidated
Interest income	$ 129,620	$ 309	$ 6	$ —	$ (102)	$ 129,833
Interest expense	48,413	—	2,391	102	(102)	50,804
Net interest income (expense)	81,207	309	(2,385)	(102)	—	79,029
Provision for credit losses	5,594	—	1,000	—	—	6,594
Net interest income (expense) after provision for credit losses	75,613	309	(3,385)	(102)	—	72,435
Noninterest income	6,895	5,358	9,253	38,316	(10,257)	49,565
Noninterest Expenses:						
Salaries and employee benefits	31,079	—	18,310	4,223	—	53,612
Occupancy expense	3,855	—	254	—	(254)	3,855
Equipment depreciation and maintenance	1,217	—	246	1,219	—	2,682
Data processing and communications	3,501	—	372	272	—	4,145
Professional fees	6,294	—	3,712	945	(935)	10,016
Other expenses	22,657	—	2,278	424	(9,068)	16,291
Total noninterest expenses	68,603	—	25,172	7,083	(10,257)	90,601
Operating income (loss)	$ 13,905	$ 5,667	$ (19,304)	$ 31,131	$ —	$ 31,399
Capital expenditures for the nine months ended September 30, 2025	$ 1,250	$ —	$ 108	$ 49	$ —	$ 1,407

[1]Other expenses consist of software costs, insurance, tax and assessment expenses, travel, entertainment, dues and subscription expenses and other operating expenses.

Nine Months Ended September 30, 2024 (Dollars in thousands)	CoRe Banking	Mortgage Banking	Financial Holding Company	Other	Intercompany Eliminations	Consolidated
Interest income	$ 142,519	$ 309	$ 7	$ —	$ (51)	$ 142,784
Interest expense	55,796	—	2,689	56	(51)	58,490
Net interest income (expense)	86,723	309	(2,682)	(56)	—	84,294
Provision for credit losses	2,710	—	500	—	—	3,210
Net interest income (expense) after provision for credit losses	84,013	309	(3,182)	(56)	—	81,084
Noninterest income	16,993	124	7,990	8,724	(12,198)	21,633
Noninterest Expenses:						
Salaries and employee benefits	29,257	—	13,679	6,224	—	49,160
Occupancy expense	2,852	—	110	—	(108)	2,854
Equipment depreciation and maintenance	1,717	—	326	1,521	—	3,564
Data processing and communications	3,343	—	396	389	—	4,128
Professional fees	13,368	—	3,552	1,290	(2,632)	15,578
Other expenses	18,962	4	1,777	2,037	(9,458)	13,322
Total noninterest expenses	69,499	4	19,840	11,461	(12,198)	88,606
Operating income (loss)	$ 31,507	$ 429	$ (15,032)	$ (2,793)	$ —	$ 14,111
Capital expenditures for the nine months ended September 30, 2024	$ 902	$ —	$ 189	$ 395	$ —	$ 1,486

[1]Other expenses consist of software costs, insurance, tax and assessment expenses, travel, entertainment, dues and subscription expenses and other operating expenses.

Note 13 – Divestitures

Victor Technologies, Inc.

During the quarter ended September 30, 2025, the Board of Directors and Finance Committee approved a plan to sell substantially all the assets and operations of Victor. On September 30, 2025, we executed an asset purchase agreement to sell substantially all assets and operations of Victor. During the quarter ended September 30, 2025, we recorded a $34.1 million pre-tax gain associated with the sale of Victor that is included in gain on divestiture activity in the consolidated statement of income. We will continue to offer certain customers the account functionality through Victor through an agreement with Jack Henry. The transaction does not meet the criteria for discontinued operations, because the sale of Victor does not represent a strategic shift that will have a major effect on our operations and financial results.

Trabian Technology, Inc.

As of December 31, 2024, the Bank owned an 80.8% interest in Trabian and consolidated 100% of Trabian within the consolidated financial statements. In December 2024, the Board of Directors and Finance Committee approved a plan to sell the Bank's controlling interest in Trabian. As such, Trabian's assets, including $1.6 million of goodwill, and liabilities were classified as held-for-sale on the consolidated balance sheet as of December 31, 2024. In January 2025, we entered into a stock repurchase agreement with Trabian in which Trabian repurchased all the shares held by us for $3.5 million. As a result of the transaction, we recognized a gain of $0.6 million for the nine months ended September 30, 2025.

The following table presents the major classes of assets and liabilities held-for-sale:

(Dollars in thousands)	September 30, 2025	December 31, 2024
Premises and equipment, net	$ —	$ 33
Accrued interest receivable and other assets	—	2,245
Total assets held-for-sale	$ —	$ 2,278
Accrued interest payable and other liabilities	$ —	$ 720
Total liabilities held-for-sale	$ —	$ 720

Note 14 – Subsequent Event

Stock Repurchase Plan

As previously announced in October 2025, the Board of Directors approved a stock repurchase program of up to $10 million of the Company's common stock. We intend to begin repurchasing common stock in November 2025 and the stock repurchase program will expire upon the expenditure of $10 million, when terminated or otherwise completed.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the accompanying notes included elsewhere in this Quarterly Report on Form 10-Q and with the consolidated financial statements and accompanying notes and other detailed information appearing in the 2024 Form 10-K. To the extent that this discussion describes prior performance, the descriptions relate only to the periods listed, which may not be indicative of our future financial outcomes. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause results to differ materially from management's expectations. See the "Forward-Looking Statements" section of this report for further information on forward-looking statements.

Executive Summary

We continue to adapt our business model due to challenging market conditions, primarily due to the current interest rate environment and economy, as well as consideration of regulatory and geopolitical environments, among others. The Federal Reserve has lowered its federal funds interest rate range to 4.00% to 4.25% as of September 30, 2025. We have seen an increase in loan balances compared to the second quarter of 2025, which primarily reflects the Bank's execution of its asset generation strategies that include the diversification of risk among loans with relatively smaller loan balances, as well as a focus on loans with fixed interest rates. We remain committed to the gaming, payments and banking-as-a-service industries. We continue to expand the Bank's treasury services function to support the banking needs of financial and emerging technology companies, which we believe will further enhance CoRe deposits, notably through the expansion of deposit acquisition and fee income strategies through the Fintech division. Additionally, we have expanded our compliance and risk management team to support the growth in these lines of business.

During the three months ended September 30, 2025, the $34.1 million pre-tax gain recognized from the sale of Victor stands as a powerful validation of our Fintech incubator model. We built and scaled a next-generation payments solution in only four years and the sale of Victor generated substantial shareholder return, while strengthening our balance sheet and expanding our strategic flexibility. We immediately put that enhanced flexibility to work through a strategic repositioning of our securities portfolio that included the sale of approximately $72.5 million of available-for-sale investment securities and recognition of a $7.6 million pre-tax loss on sale of these securities during the three months ended September 30, 2025. The securities sold had a weighted-average tax-equivalent yield of 1.7% and a weighted-average life of approximately 9.6 years. The securities portfolio repositioning, combined with expense efficiencies expected from the Victor sale, position us to deliver $0.30 to $0.35 in additional annualized earnings per share, prospectively.

Financial Results

Three Months Ended September 30, 2025 vs. Three Months Ended September 30, 2024

During the three months ended September 30, 2025, net interest income remained consistent at $26.6 million, noninterest income increased $28.0 million and noninterest expense increased $3.8 million compared to the three months ended September 30, 2024. Our tax-equivalent yield on earning assets for the three months ended September 30, 2025 was 5.90% compared to 6.32% for the three months ended September 30, 2024. Loans receivable increased $106.1 million to $2.26 billion during the three months ended September 30, 2025. Our overall cost of interest-bearing liabilities was 3.38% for the three months ended September 30, 2025 compared to 4.04% at September 30, 2024. This cost of interest-bearing liabilities, combined with the earning asset yield, resulted in a tax-equivalent net interest margin of 3.55% for the three months ended September 30, 2025, compared to 3.61% in the three months ended September 30, 2024.

Our net income for the three months ended September 30, 2025 was $17.1 million compared to $2.1 million for the three months ended September 30, 2024. Earnings for the three months ended September 30, 2025 equated to a return on average assets of 2.1% and a return on average equity of 22.9%, compared to the three months ended September 30, 2024 results of 0.3% and 2.8%, respectively. Basic and diluted earnings per share were $1.36 and $1.32, respectively, for the three months ended September 30, 2025, compared to $0.16 for both basic and diluted earnings per share for the three months ended September 30, 2024. Our results for the three months ended September 30, 2025 included a $4.4 million provision for credit losses that includes specific reserves of $1.2 million associated with one credit that was downgraded, a $1.0 million write-down of a Fintech investment that had been classified as an available-for-sale security, enhancements to the qualitative adjustments used in our credit loss model, and loan growth during the quarter, compared to a $1.0 million provision for credit losses for the three months ended September 30, 2024 that included a $0.5 million write-down of a Fintech investment that had been classified as an available-for-sale security. Our results for the three months ended September 30, 2025 also included a $34.1 million pre-tax gain on the sale of Victor and a $7.6 million loss on the sale of available-for-sale securities associated with a strategic repositioning of our investment portfolio.

Nine Months Ended September 30, 2025 vs. Nine Months Ended September 30, 2024

During the nine months ended September 30, 2025, net interest income declined $5.3 million, noninterest income increased $27.9 million and noninterest expense increased by $2.0 million compared to the nine months ended September 30, 2024. Our yield on tax-equivalent earning assets for the nine months ended September 30, 2025 was 5.95% compared to 6.31% for the nine months ended September 30, 2024. Loans receivable increased by $159.3 million to $2.26 billion during the nine months ended September 30, 2025. Our overall cost of interest-bearing liabilities was 3.51% for the nine months ended September 30, 2025 compared to 4.14% at September 30, 2024. This cost of interest-bearing liabilities, combined with the earning asset yield, resulted in a tax-equivalent net interest margin of 3.63% in the nine months ended September 30, 2025, compared to 3.73% in the nine months ended September 30, 2024.

Our net income for the nine months ended September 30, 2025 was $22.7 million compared to $10.7 million for the nine months ended September 30, 2024. Earnings for the nine months ended September 30, 2025 equated to a return on average assets of 0.9% and a return on average equity of 10.0%, compared to the nine months ended September 30, 2024 results of 0.4% and 4.9%, respectively. Basic and diluted earnings per share were $1.77 and $1.73, respectively, for the nine months ended September 30, 2025, compared to $0.83 and $0.81, respectively, for the nine months ended September 30, 2024. Our results for the nine months ended September 30, 2025 included a $6.6 million provision for credit losses that includes specific reserves of $1.2 million associated with one credit that was downgraded, a $1.0 million write-down of a Fintech investment that had been classified as an available-for-sale security, enhancements to the qualitative adjustments used in our credit loss model, and loan growth during the period, compared to a $3.2 million provision for credit losses for the three months ended September 30, 2024 that included a $0.5 million write-down of a Fintech investment that had been classified as an available-for-sale security. Our results for the nine months ended September 30, 2025 also included a $34.1 million pre-tax gain on the sale of Victor and a $7.6 million pre-tax loss on the sale of available-for-sale securities associated with a strategic repositioning of our investment portfolio.

Net Interest Income and Net Interest Margin (Average Balance Schedules)

The following tables present information regarding (i) average balances, the total dollar amount of interest income from interest earning assets and the resultant average yields; (ii) average balances, the total dollar amount of interest expense on interest-bearing liabilities and the resultant average rates; (iii) the interest rate spread, income and margin (tax-equivalent); (iv) net interest spread, income and margin as of and for the periods shown. The average balances presented are derived from daily average balances.

	Three Months Ended September 30,					
	2025			2024		
(Dollars in thousands)	**Average Balance**	**Interest Income/Expense**	**Yield/Cost**	**Average Balance**	**Interest Income/Expense**	**Yield/Cost**
Assets						
Interest-bearing balances with banks	$ 410,979	$ 4,396	4.24 %	$ 400,330	$ 5,218	5.19 %
Investment securities:						
Taxable	299,747	3,144	4.16	258,151	1,846	2.84
Tax-exempt [1]	94,081	822	3.47	104,769	867	3.29
Loans: [2]						
Commercial	1,589,996	29,194	7.28	1,553,666	31,136	7.97
Tax exempt [1]	2,588	29	4.45	3,129	34	4.32
Real estate	527,420	5,638	4.24	558,691	6,446	4.59
Consumer	61,642	1,177	7.58	68,337	1,269	7.39
Total loans	2,181,646	36,038	6.55	2,183,823	38,885	7.08
Total earning assets	2,986,453	44,400	5.90	2,947,073	46,816	6.32
Less: Allowance for credit losses	(21,157)			(22,043)		
Cash and due from banks	11,012			4,638		
Other assets	299,774			284,640		
Total assets	$ 3,276,082			$ 3,214,308		
Liabilities						
Deposits:						
NOW	$ 746,687	$ 5,676	3.02 %	$ 534,494	$ 4,422	3.29 %
Money market checking	486,684	3,216	2.62	434,174	3,378	3.10
Savings	151,801	1,249	3.26	116,861	883	3.01
IRAs	7,410	67	3.59	8,164	91	4.43
CDs	601,020	6,628	4.38	800,986	10,440	5.19
Repurchase agreements and federal funds sold	3,309	14	1.68	3,589	19	2.11
FHLB and other borrowings	145	—	—	44	—	—
Subordinated debt	73,951	797	4.28	73,702	809	4.37
Total interest-bearing liabilities	2,071,007	17,647	3.38	1,972,014	20,042	4.04
Noninterest-bearing demand deposits	862,124			910,787		
Other liabilities	43,482			37,591		
Total liabilities	2,976,613			2,920,392		
Stockholders' equity						
Common stock	13,883			13,776		
Paid-in capital	166,488			163,189		
Treasury stock	(25,578)			(16,741)		
Retained earnings	172,258			160,694		
Accumulated other comprehensive loss	(27,582)			(27,069)		
Total stockholders' equity	299,469			293,849		
Noncontrolling interest	—			67		
Total stockholders' equity attributable to parent	299,469			293,916		
Total liabilities and stockholders' equity	$ 3,276,082			$ 3,214,308		
Net interest spread (tax-equivalent)			2.52 %			2.28 %
Net interest income and margin (tax-equivalent) [1]		$ 26,753	3.55 %		$ 26,774	3.61 %
Less: Tax-equivalent adjustments		$ (180)			$ (189)	
Net interest spread			2.49 %			2.25 %
Net interest income and margin		$ 26,573	3.53 %		$ 26,585	3.59 %

[1] In order to make pre-tax income and resultant yields on tax-exempt loans and investment securities comparable to those on taxable loans and investment securities, a tax-equivalent adjustment has been computed using a federal tax rate of 21% for the three months ended September 30, 2025 and 2024, which is a non-U.S. GAAP financial measure. See the reconciliation of this non-U.S. GAAP financial measure to its most directly comparable U.S. GAAP financial measure following this table.
[2] Non-accrual loans are included in total loan balances, lowering the effective yield for the portfolio in the aggregate.

(Dollars in thousands)	Nine Months Ended September 30, 2025 Average Balance	2025 Interest Income/Expense	2025 Yield/Cost	2024 Average Balance	2024 Interest Income/Expense	2024 Yield/Cost
Assets						
Interest-bearing balances with banks	$ 396,125	$ 12,722	4.29 %	$ 443,475	$ 17,624	5.31 %
Investment securities:						
Taxable	310,905	8,730	3.75	252,423	5,494	2.91
Tax-exempt [1]	97,376	2,497	3.43	104,622	2,436	3.11
Loans: [2]						
Commercial	1,523,973	85,584	7.51	1,592,295	94,112	7.89
Tax exempt [1]	2,710	89	4.39	3,254	106	4.35
Real estate	537,305	17,326	4.31	565,923	19,450	4.59
Consumer	61,869	3,429	7.41	73,039	4,095	7.49
Total loans	2,125,857	106,428	6.69	2,234,511	117,763	7.04
Total earning assets	2,930,263	130,377	5.95	3,035,031	143,317	6.31
Less: Allowance for loan losses	(20,088)			(22,298)		
Cash and due from banks	8,750			4,856		
Other assets	309,504			308,351		
Total assets	$ 3,228,429			$ 3,325,940		
Liabilities						
Deposits:						
NOW	$ 642,378	$ 13,776	2.87 %	$ 518,595	$ 13,490	3.47 %
Money market checking	394,352	7,593	2.57	414,453	10,474	3.38
Savings	119,843	2,750	3.07	130,848	3,468	3.54
IRAs	7,514	216	3.84	7,958	246	4.13
CDs	690,273	23,966	4.64	735,883	28,097	5.10
Repurchase agreements and federal funds sold	3,520	53	2.01	3,334	23	0.92
FHLB and other borrowings	1,738	59	4.54	29	2	5.99
Senior term loan [3]	—	—	—	3,146	264	11.21
Subordinated debt	73,890	2,391	4.33	73,634	2,426	4.40
Total interest-bearing liabilities	1,933,508	50,804	3.51	1,887,880	58,490	4.14
Noninterest-bearing demand deposits	946,335			1,109,089		
Other liabilities	45,376			38,566		
Total liabilities	2,925,219			3,035,535		
Stockholders' equity						
Common stock	13,835			13,722		
Paid-in capital	165,695			162,416		
Treasury stock	(20,148)			(16,741)		
Retained earnings	172,012			161,113		
Accumulated other comprehensive loss	(28,196)			(29,965)		
Total stockholders' equity	303,198			290,545		
Noncontrolling interest	12			(140)		
Total stockholders' equity attributable to parent	303,210			290,405		
Total liabilities and stockholders' equity	$ 3,228,429			$ 3,325,940		
Net interest spread (tax-equivalent)			2.44 %			2.17 %
Net interest income and margin (tax-equivalent) [1]		$ 79,573	3.63 %		$ 84,827	3.73 %
Less: Tax-equivalent adjustments		$ (544)			$ (533)	
Net interest spread			2.41 %			2.14 %
Net interest income and margin		$ 79,029	3.61 %		$ 84,294	3.71 %

[1] In order to make pre-tax income and resultant yields on tax-exempt loans and investment securities comparable to those on taxable loans and investment securities, a tax-equivalent adjustment has been computed using a federal tax rate of 21% for the nine months ended September 30, 2025 and 2024, which is a non-U.S. GAAP financial measure. See the reconciliation of this non-U.S. GAAP financial measure to its most directly comparable U.S. GAAP financial measure following this table.

[2] Non-accrual loans are included in total loan balances, lowering the effective yield for the portfolio in the aggregate.

[3] The senior term loan was paid off in May 2024 and the unamortized debt issuance costs were recorded as interest expense upon the repayment.

The following table presents the reconciliation of net interest margin for the periods shown:

(Dollars in thousands)	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
Net interest margin - U.S. GAAP basis				
Net interest income	$ 26,573	$ 26,585	$ 79,029	$ 84,294
Average interest-earning assets	2,986,453	2,947,073	2,930,263	3,035,031
Net interest margin	3.53 %	3.59 %	3.61 %	3.71 %
Net interest margin - non-U.S. GAAP basis				
Net interest income	$ 26,573	$ 26,585	$ 79,029	$ 84,294
Impact of fully tax-equivalent adjustment	180	189	544	533
Net interest income on a fully tax-equivalent basis	$ 26,753	$ 26,774	$ 79,573	$ 84,827
Average interest-earning assets	$ 2,986,453	$ 2,947,073	$ 2,930,263	$ 3,035,031
Net interest margin on a fully tax-equivalent basis	3.55 %	3.61 %	3.63 %	3.73 %

Key Metrics

(Dollars in thousands, except per share data)	As of and for the Three Months Ended September 30, 2025	As of and for the Three Months Ended September 30, 2024	As of and for the Nine Months Ended September 30, 2025	As of and for the Nine Months Ended September 30, 2024
Book value per common share	$ 26.07	$ 23.44	$ 26.07	$ 23.44
Tangible book value per common share [1]	$ 25.98	$ 23.20	$ 25.98	$ 23.20
Efficiency ratio [2]	54.5 %	88.7 %	70.5 %	83.6 %
Overhead ratio [3, 4]	4.1 %	3.7 %	3.7 %	3.6 %
Net loan charge-offs to total loans [3, 5]	0.1 %	0.1 %	0.1 %	0.2 %
Allowance for credit losses to total loans	1.03 %	0.99 %	1.03 %	0.99 %
Nonperforming loans	$ 26,214	$ 28,556	$ 26,214	$ 28,556
Nonperforming loans to total loans	1.2 %	1.3 %	1.2 %	1.3 %
Equity to assets	10.1 %	8.9 %	10.1 %	8.9 %
Community Bank Leverage Ratio	11.1 %	10.9 %	11.1 %	10.9 %

[1] Non-U.S. GAAP metric.
[2] Noninterest expense as a percentage of net interest income and noninterest income.
[3] Annualized for the quarterly periods presented.
[4] Noninterest expense as a percentage of average assets.
[5] Charge-offs less recoveries.

Tangible book value ("TBV") per common share was $25.98 and $23.20 as of September 30, 2025 and September 30, 2024, respectively. TBV per common share is a non-U.S. GAAP measure that we believe is helpful to interpreting financial results. A reconciliation of TBV per common share is included below.

	As of September 30,			
(Dollars in thousands, except per share data)	**2025**		**2024**	
Goodwill	$	1,200	$	2,838
Intangibles		—		285
Total intangibles	$	1,200	$	3,123
Total equity attributable to parent	$	327,752	$	303,086
Less: Total intangibles		(1,200)		(3,123)
Tangible common equity	$	326,552	$	299,963
Tangible common equity	$	326,552	$	299,963
Common shares outstanding (000s)		12,570		12,928
Tangible book value per common share	$	25.98	$	23.20

Net Interest Income

Net interest income is the amount by which interest income on earning assets exceeds interest expense incurred on interest-bearing liabilities. Interest-earning assets include loans and investment securities. Interest-bearing liabilities include interest-bearing deposits and borrowed funds, such as sweep accounts, repurchase agreements and subordinated debt. Net interest income, which is the primary source of revenue for the Bank, is also impacted by changes in market interest rates and the mix of interest-earning assets and interest-bearing liabilities.

Net interest margin is calculated by dividing net interest income by average interest-earning assets and measures the net revenue stream generated by the Bank's balance sheet. Net interest spread is calculated by taking the difference between interest earned on earning assets and interest paid on interest-bearing liabilities in an effort to maximize net interest income, while maintaining an appropriate level of interest rate risk. We continually analyze methods to deploy assets into an earning asset mix to generate a stronger net interest margin.

Three Months Ended September 30, 2025 vs. Three Months Ended September 30, 2024

Net interest margin on a tax-equivalent basis was 3.55% for the three months ended September 30, 2025 compared to 3.61% for the three months ended September 30, 2024. The decline in net interest margin on a tax-equivalent basis primarily reflects a decline in earning asset yields, partially offset by lower funding costs. Tax-equivalent net interest spread was 2.52% for the three months ended September 30, 2025 compared to 2.28% for the three months ended September 30, 2024. The difference between the tax-equivalent net interest margin and tax-equivalent net interest spread was 103 basis points for the three months ended September 30, 2025 compared to 133 basis points for the three months ended September 30, 2024.

During the three months ended September 30, 2025, net interest income remained consistent at $26.6 million compared to the three months ended September 30, 2024. Average total earning assets were $2.99 billion as of September 30, 2025, compared to $2.95 billion as of September 30, 2024. Total interest income declined by $2.4 million, or 5.2%, to $44.2 million for the three months ended September 30, 2025 from $46.6 million for the three months ended September 30, 2024, primarily reflecting lower interest income from lower yields and balances of loans and cash, partially offset by higher interest income on investment securities balances due to higher rates earned on these investments and a higher overall balance of investment securities. Average total loans remained consistent at $2.18 billion as of September 30, 2025 compared to September 30, 2024.

Average investment securities increased $30.9 million as the result of a $41.6 million increase in taxable investments, partially offset by a $10.7 million decline in tax-exempt investments during the three months ended September 30, 2025, compared to the three months ended September 30, 2024. The yield on taxable securities increased 132 basis points and the yield on tax-exempt securities increased 18 basis points.

Average interest-bearing liabilities increased $99.0 million, which was primarily the result of average balance increases of $212.2 million in negotiable order of withdrawal accounts, $52.5 million in money market checking accounts and $34.9 million in savings accounts, partially offset by a decrease of $200.0 million in certificates of deposit.

Average interest-bearing deposits were $1.99 billion for the three months ended September 30, 2025 and $1.89 billion for the three months ended September 30, 2024. Total interest expense declined $2.4 million, primarily driven by lower interest rates. The cost of interest-bearing liabilities declined to 3.38% for the three months ended September 30, 2025 from 4.04% for the three months ended September 30, 2024.

Nine Months Ended September 30, 2025 vs. Nine Months Ended September 30, 2024

Net interest margin on a tax-equivalent basis was 3.63% for the nine months ended September 30, 2025 compared to 3.73% for the nine months ended September 30, 2024. The decrease in net interest margin on a tax-equivalent basis primarily reflects a decline in earning asset yields, partially offset by lower funding costs. Tax-equivalent net interest spread was 2.44% for the nine months ended September 30, 2025 compared to 2.17% for the nine months ended September 30, 2024. The difference between the tax-equivalent net interest margin and tax-equivalent net interest spread was 119 basis points in the nine months ended September 30, 2025 compared to 156 basis points in the nine months ended September 30, 2024. This difference was driven by the decrease in interest rates.

During the nine months ended September 30, 2025, net interest income declined by $5.3 million, or 6.2%, to $79.0 million from $84.3 million during the nine months ended September 30, 2024. This decrease is largely due to lower yields on earning assets, partially offset by a decrease in the cost of funds. Average total earning assets were $2.93 billion in the nine months ended September 30, 2025 compared to $3.04 billion in the nine months ended September 30, 2024. Total interest income declined by $13.0 million, or 9.1%, to $129.8 million in the nine months ended September 30, 2025 from $142.8 million in the nine months ended September 30, 2024, primarily reflecting lower interest income from decreased interest rates and balances of loans and cash, partially offset by higher interest income on investment securities balances due to higher rates earned on these investments and a higher overall balance of investment securities. Average total loans decreased to $2.13 billion in the nine months ended September 30, 2025 from $2.23 billion in the nine months ended September 30, 2024, primarily as the result of a $68.3 million decrease in average commercial loans, a $28.6 million decrease in average real estate loans and a $11.2 million decrease in average consumer loans.

Average investment securities increased $51.2 million as the result of a $58.5 million increase in taxable investments, partially offset by a $7.2 million decrease in tax-exempt investments during the nine months ended September 30, 2025, compared to the nine months ended September 30, 2024. The yield on taxable securities increased 84 basis points and the tax-exempt securities yield increased 32 basis points.

Average interest-bearing liabilities increased by $45.6 million for the nine months ended September 30, 2025 from the nine months ended September 30, 2024. The increase was primarily the result of average balance increases of $123.8 million in negotiable order of withdrawal accounts, partially offset by declines of $45.6 million in certificates of deposit, $20.1 million in money market checking accounts and $11.0 million in saving accounts.

Average interest-bearing deposits were $1.85 billion for the nine months ended September 30, 2025 and $1.81 billion for the nine months ended September 30, 2024. Total interest expense decreased by $7.7 million, primarily driven by decreases in interest rates. The cost of interest-bearing liabilities decreased to 3.51% in the nine months ended September 30, 2025 from 4.14% in the nine months ended September 30, 2024.

Provision for Credit Losses

The provision for credit losses, which is a product of management's analysis, is recorded in response to an estimate of lifetime expected losses in the loan and available-for-sale investment security portfolios.

Three Months Ended September 30, 2025 vs. Three Months Ended September 30, 2024

The provision for credit losses totaled $4.4 million for the three months ended September 30, 2025 compared to $1.0 million in the three months ended September 30, 2024. This increase in provision is due primarily to specific reserves of $1.2 million associated with one credit that was downgraded, a $1.0 million write-down of a Fintech investment that had been classified as an available-for-sale security, enhancements to the qualitative adjustments used in our credit loss model and loan growth during the three months ended September 30, 2025. The provision for credit losses for the three months ended September 30 2024 included a

$0.5 million write-down of a Fintech investment that had been classified as an available-for-sale security. Loan balances increased $106.1 million during the three months ended September 30, 2025, resulting in an additional provision of $0.3 million. The provision for unfunded commitments totaled $0.2 million and $0.3 million during the three months ended September 30, 2025 and 2024, respectively. Net charge-offs totaled $0.7 million during both the three months ended September 30, 2025 and 2024.

Nine Months Ended September 30, 2025 vs. Nine Months Ended September 30, 2024

The provision for credit losses totaled $6.6 million during the nine months ended September 30, 2025, compared to $3.2 million in the nine months ended September 30, 2024. Loan balances increased $159.3 million during the nine months ended September 30, 2025, resulting in a $0.7 million provision. Enhancements to the qualitative adjustments used in our credit loss model and increases specific reserves required by individually analyzed loans required an additional $3.0 million in provision during the nine months ended September 30, 2025. In addition, we recognized a $1.0 million write-down of a Fintech investment that had been classified as an available-for-sale security during the nine months ended September 30, 2025. The provision for credit losses for the nine months ended September 30, 2024 included a $0.5 million write-down of a Fintech investment that had been classified as an available-for-sale security. The provision for unfunded commitments was $0.2 million and $0.5 million during the nine months ended September 30, 2025 and 2024, respectively. Net charge-offs totaled $1.7 million and $2.9 million during the nine months ended September 30, 2025 and 2024, respectively.

Noninterest Income

Payment card and service charge income, equity method investment income or loss and gains on sale of loans generally account for the majority of our noninterest income. From time to time, we also recognize gains or losses on acquisition and divestiture activity, sales of assets or our investment portfolio.

Three Months Ended September 30, 2025 vs. Three Months Ended September 30, 2024

Noninterest income totaled $34.6 million for the three months ended September 30, 2025, an increase of $28.0 million from $6.7 million for the three months ended September 30, 2024. The increase was primarily the result of a $34.1 million gain on divestiture activity related to the sale of Victor and a $1.6 million increase in equity method investment income from our mortgage segment, partially offset by a net loss of $7.5 million related to sales of available-for-sale investment securities and a $1.2 million decline in compliance and consulting income, primarily due to the sale of Trabian during the quarter ended March 31, 2025.

Nine Months Ended September 30, 2025 vs. Nine Months Ended September 30, 2024

Noninterest income totaled $49.6 million for the nine months ended September 30, 2025, an increase of $27.9 million from $21.6 million for the nine months ended September 30, 2024. The increase was primarily the result of a $34.7 million gain on divestiture activity related to the sales of Victor and Trabian, a $5.3 million increase in equity method investment income from our mortgage segment and a $0.9 million increase in payment card and service charge income. These increases were offset by a loss of $7.4 million related to sales of available-for-sale investment securities compared to a gain of $0.7 million in the prior year period, a $3.0 million decline in compliance and consulting income and a $1.1 million decline in other operating income.

Noninterest Expense

Three Months Ended September 30, 2025 vs. Three Months Ended September 30, 2024

Noninterest expense was $33.3 million and $29.5 million in the three months ended September 30, 2025 and 2024, respectively. The increase from the prior period primarily reflects increases of $4.7 million in salaries and employee benefits, $0.8 million in other operating expense, $0.3 million in software subscriptions and $0.2 million in occupancy expense. These increases were partially offset by decreases of $1.7 million in professional fees, $0.3 million in equipment depreciation and maintenance expense and $0.2 million in travel, entertainment, dues and subscriptions. Approximately 64.2% and 56.7% of noninterest expense for the three months ended September 30, 2025 and 2024, respectively, was related to personnel costs. Personnel costs are a significant part of our noninterest expense as such costs are critical to financial services organizations.

Nine Months Ended September 30, 2025 vs. Nine Months Ended September 30, 2024

Noninterest expense was $90.6 million and $88.6 million for the nine months ended September 30, 2025 and 2024, respectively.

The increase from the prior year period primarily reflects increases of $4.5 million in salaries and employee benefits, $2.1 million in other operating expense, $1.1 million in software costs and $1.0 million in occupancy expense. These increases were partially offset by declines of $5.6 million in professional fees, $0.9 million in equipment depreciation and maintenance expense and $0.2 million in travel, entertainment, dues and subscriptions. Approximately 59.2% and 55.5% of noninterest expense for the nine months ended September 30, 2025 and 2024, respectively, was related to personnel costs. Personnel costs are a significant part of our noninterest expense, as such costs are critical to financial services organizations.

Return on Assets and Equity

Assets

Three Months Ended September 30, 2025 vs. Three Months Ended September 30, 2024

Our return on average assets was 2.1% for the three months ended September 30, 2025, compared to 0.3% for the three months ended September 30, 2024. The higher return for the three months ended September 30, 2025 is the result of a $15.1 million increase in earnings, primarily due to the $34.1 million gain on the sale of Victor, partially offset by the $7.6 million loss on the sale of available-for-sale securities associated with a strategic repositioning of our investment securities portfolio during the three months ended September 30, 2025. The increase in earnings was partially offset by an increase in average total assets of $61.8 million, which was primarily the result of a $36.3 million increase in average commercial loans, $30.9 million increase in average investment securities and $10.6 million increase in average interest-bearing balances with banks, partially offset by a $31.3 million decline in average real estate loans.

Nine Months Ended September 30, 2025 vs. Nine Months Ended September 30, 2024

Our return on average assets was 0.9% for the nine months ended September 30, 2025, compared to 0.4% for the nine months ended September 30, 2024. The higher return for the nine months ended September 30, 2025 is the result of a $12.1 million increase in earnings, primarily due to the previously mentioned gain on sale of Victor and loss associated with the strategic repositioning of our investment securities portfolio during the three months ended September 30, 2025, and a decrease of $97.5 million in average total assets, mainly the result of a a $68.3 million decrease in average commercial loans, a $47.4 million decrease in average interest-bearing deposits with banks, a $28.6 million decrease in average real estate loans and a $11.2 million decrease in average consumer loans, partially offset by $51.2 million increase in average investment securities.

Equity

Three Months Ended September 30, 2025 vs. Three Months Ended September 30, 2024

Our return on average stockholders’ equity was 22.9% for the three months ended September 30, 2025, compared to 2.8% for the three months ended September 30, 2024. The higher return for the three months ended September 30, 2025 is a result of the previously discussed $15.1 million increase in earnings, while average equity increased by $5.6 million.

Nine Months Ended September 30, 2025 vs. Nine Months Ended September 30, 2024

Our return on average stockholders’ equity was 10.0% for the nine months ended September 30, 2025, compared to 4.9% for the nine months ended September 30, 2024. The higher return for the nine months ended September 30, 2025 is a result of the previously discussed $12.1 million increase in earnings, while average equity increased by $12.8 million.

Statement of Financial Condition

Cash and Cash Equivalents

Cash and cash equivalents totaled $300.0 million at September 30, 2025, compared to $317.9 million at December 31, 2024. We believe the current balance of cash and cash equivalents adequately serves our liquidity and performance needs. Total cash and cash equivalents fluctuate daily due to transactions in process and other liquidity demands.

Investment Securities

Investment securities, including equity securities, totaled $368.9 million at September 30, 2025, compared to $453.5 million at December 31, 2024. The following table presents a summary of the investment securities portfolio as of the periods shown. The available-for-sale securities are reported at estimated fair value.

(Dollars in thousands)	September 30, 2025	December 31, 2024
Available-for-sale securities:		
United States government agency securities	$ 22,072	$ 39,846
United States sponsored mortgage-backed securities	195,828	147,580
United States treasury securities	19,835	103,975
Municipal securities	54,934	102,140
Corporate debt securities	24,540	9,918
Other debt securities	7,500	7,500
Investment securities available-for-sale	$ 324,709	$ 410,959
Equity securities	$ 44,199	$ 42,583

Management monitors the earnings performance and liquidity of the investment portfolio on a regular basis through the Asset and Liability Committee ("ALCO") meetings. The ALCO also monitors net interest income and assists in the management of interest rate risk. Through active balance sheet management and analysis of the investment securities portfolio, sufficient liquidity is maintained to satisfy depositor requirements and the various credit needs of our customers. Management believes the risk characteristics inherent in the investment portfolio are acceptable based on these parameters.

Our equity securities primarily consist of investments in private entities within the Fintech industry and these investments may not be as liquid as our investments in other types of securities.

Subsequent to September 30, 2025, we reinvested $70.8 million in proceeds from the securities restructuring in U.S. sponsored mortgage-backed securities and subordinated debt securities with a weighted-average yield of approximately 5.1%.

Loans

Our loan portfolio totaled $2.26 billion as of September 30, 2025 and $2.10 billion as of December 31, 2024. The Bank's lending is primarily focused in North Central West Virginia, Northern Virginia, North Carolina and South Carolina. The portfolio consists principally of commercial lending, retail lending, which includes single-family residential mortgages, and consumer lending.

For more information regarding our loans, see *Note 3 – Loans and Allowance for Credit Losses* accompanying the consolidated financial statements included elsewhere in this report.

Loan Concentration

At September 30, 2025 and December 31, 2024, commercial and non-residential real estate loans comprised the largest component of the loan portfolio. A large portion of commercial loans are secured by real estate and are diverse in terms of geographical location and industry. Loans that are not secured by real estate are typically secured by accounts receivable, mortgages or equipment. While the loan concentration is in commercial loans, the commercial portfolio is comprised of loans to many different borrowers in numerous industries, generally located in our primary market areas. Additionally, within the commercial portfolio, loans within the healthcare industry, which include loans to physicians, nursing homes and pharmacies, represent 22% and 23% of our total loan portfolio as of September 30, 2025 and December 31, 2024, respectively.

Allowance for Credit Losses

The ACL was $23.3 million, or 1.03% of loans receivable, at September 30, 2025, compared to $19.7 million, or 0.94% of loans receivable, at December 31, 2024. Over the nine months ended September 30, 2025, changes to the loan portfolio balances, qualitative factor adjustments and expected loss forecasts within the expected credit loss calculations resulted in allowances increases of $1.6 million to the commercial business, commercial real estate and commercial acquisition, development and construction segments. There was a further increase of $1.8 million in provision related to the individually analyzed segment, as well as an increase of $0.6 million in allowance required by the residential, home equity lines of credit and consumer segments and provision reduction of $0.3 million in the unallocated segment. Bank management expects the markets in which it operates will experience potential economic viability over the next one to two years and for the nine months ended September 30, 2025 has observed overall increases to both loan balances and allocation rates within the pooled loan portfolio.

Management continually monitors the risk in the loan portfolio by reviewing the monthly delinquency reports and through the Loan Review Committee. The Loan Review Committee is responsible for determining the adequacy of the ACL. This analysis involves the portfolio's experience to date and the makeup of the overall portfolio. Specific loss estimates are derived for individual loans based on specific criteria, such as current delinquent status, related deposit account activity, where applicable, and changes in the local and national economy. When appropriate, we also consider public knowledge and verifiable information from the local market to assess risks to specific loans and the loan portfolios as a whole.

Funding Sources

The Bank considers a number of alternatives including, but not limited to, deposits, short-term borrowings and long-term borrowings when evaluating funding sources.

Deposits remain the most significant source of funds, totaling $2.78 billion, or 97.3% of funding sources at September 30, 2025. This same information at December 31, 2024 reflected $2.69 billion in deposits representing 97.2% of funding sources. Of these amounts, Fintech deposits totaled $1.10 billion and $964.1 million at September 30, 2025 and December 31, 2024, respectively. The increase in Fintech deposits is primarily attributable to increases in banking-as-a-service and digital asset deposits to $288.9 million and $79.0 million at September 30, 2025, respectively, from $208.1 million and $22.6 million at December 31, 2024, respectively. The increase in banking-as-a-service is primarily the result of on-balance sheet deposit management, while the increase in digital asset deposits was primarily due to the acquisition of a new client during the three months ended September 30, 2025. Certificates of deposit (“CDs”) have decreased to $592.4 million at September 30, 2025, compared to $834.2 million at December 31, 2024, primarily driven by a decrease of $190.4 million of brokered CDs.

Borrowings represented 2.6% of funding sources at September 30, 2025, versus 2.7% at December 31, 2024. Repurchase agreements, which are available to large corporate customers, represented 0.1% of funding sources at both September 30, 2025 and December 31, 2024.

At September 30, 2025, noninterest-bearing balances totaled $1.03 billion, compared to $941.0 million at December 31, 2024, or 37.0% and 34.9%, respectively, of total deposits. Interest-bearing deposits totaled $1.75 billion at September 30, 2025, compared to $1.75 billion at December 31, 2024.

The following table presents the balance of each of the deposit categories as of the periods shown:

(Dollars in thousands)	September 30, 2025	December 31, 2024
Deposits:		
Noninterest-bearing demand	$ 1,027,231	$ 940,994
NOW	601,164	473,225
Savings and money markets	547,750	437,145
Time deposits, including CDs and IRAs	599,933	842,251
Total deposits	$ 2,776,078	$ 2,693,615
Time deposits that meet or exceed the FDIC insurance limit	$ 589	$ 2,962

Average interest-bearing deposits were $1.99 billion during the three months ended September 30, 2025, compared to $1.89 billion during the same time period in 2024 and average noninterest-bearing deposits were $862.1 million during the three months ended September 30, 2025 compared to $910.8 million during the same time period in 2024.

Average interest-bearing deposits were $1.85 billion during the nine months ended September 30, 2025 compared to $1.81 billion during the same time period in 2024 and average noninterest-bearing deposits were $946.3 million during the nine months ended September 30, 2025 compared to $1.11 billion during the same time period in 2024.

We utilize a custodial deposit transference structure for certain deposit programs whereby we, acting as custodian of account holder funds, place a portion of such account holder funds that are not needed to support near term settlement at one or more third-party banks insured by the FDIC (each, a program bank). Accounts opened at program banks are established in our name as custodian, for the benefit of our account holders. We remain the issuer of all accounts under the applicable account holder agreements and have sole custodial control and transaction authority over the accounts opened at program banks. We maintain the records of each account holder's deposits maintained at program banks. Program banks undergo robust due diligence prior to becoming a program bank and are also subject to continuous monitoring. These off-balance sheet deposits totaled $911.6 million at September 30, 2025 and $1.42 billion at December 31, 2024 and primarily represent the gaming and banking-as-a-service industries.

Along with traditional deposits, the Bank has access to both short-term borrowings from the Federal Home Loan Bank ("FHLB"), Federal Reserve Bank and overnight repurchase agreements to fund its operations and investments.

Deposit Concentration

Three of our primary deposit verticals are payments, banking-as-a-service and gaming, with such deposits totaling $492.8 million, $288.9 million and $234.6 million as of September 30, 2025, respectively, compared to $505.8 million, $208.1 million and $227.6 million as of December 31, 2024, respectively. Of the gaming deposits, $244.0 million is with our three largest gaming clients at September 30, 2025.

Capital Resources

During the nine months ended September 30, 2025, stockholders' equity increased $22.1 million to $327.8 million. This increase primarily consists of net income of $22.7 million, stock based compensation expense of $2.9 million and other comprehensive income of $13.0 million, partially offset by the repurchase of 473,584 shares of common stock for a total of $10.0 million and cash dividends paid of $6.5 million.

During the nine months ended September 30, 2025, total assets increased $104.2 million. The equity to assets ratio increased to 10.1% at September 30, 2025 from 9.8% at December 31, 2024 due to the increase in stockholders' equity. We paid dividends to common shareholders of $6.5 million during the nine months ended September 30, 2025 and 2024, compared to earnings of $22.7 million and $10.7 million during the nine months ended September 30, 2025 and 2024, respectively, resulting in the dividend payout ratio decreasing to 28.8% for the nine months ended September 30, 2025 from 61.7% for the nine months ended September 30, 2024.

MVB and the Bank are also subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a material effect on our consolidated financial statements. The Bank is required to comply with applicable capital adequacy standards established by the federal banking agencies. West Virginia state chartered banks, such as the Bank, are subject to similar capital requirements adopted by the West Virginia Division of Financial Institutions. Bank regulators have established "risk-based" capital requirements designed to measure capital adequacy. Risk-based capital ratios reflect the relative risks of various assets companies hold in their portfolios. A weight category of 0% (lowest risk assets), 20%, 50%, 100% or 150% (highest risk assets) is assigned to each asset on the balance sheet. Detailed information concerning our risk-based capital ratios can be found in *Supervision and Regulation* in *Item 1, Business* and *Note 15 – Regulatory Capital Requirements* to the consolidated financial statements included in *Item 8, Financial Statements and Supplementary Data*, of the 2024 Form 10-K.

The optional community bank leverage ratio ("CBLR") framework, which is issued through interagency guidance, intends to provide a simple alternative measure of capital adequacy for electing qualifying depository institutions as directed under the Economic Growth, Regulatory Relief and Consumer Protection Act. Under the CBLR, if a qualifying depository institution elects to use such measure, such institutions will be considered well capitalized if its ratio of Tier 1 capital to average total consolidated assets (i.e., leverage ratio) exceeds a 9% threshold, subject to a limited two quarter grace period, during which the leverage ratio cannot go 100 basis points below the then applicable threshold, and will not be required to calculate and report risk-based capital ratios.

The Bank has elected to use the CBLR and intends to utilize this measure for the foreseeable future. Eligibility criteria to utilize the CBLR includes the following:

- Total assets of less than $10 billion;
- Total trading assets plus liabilities of 5% or less of consolidated assets;
- Total off-balance sheet exposures of 25% or less of consolidated assets;
- Cannot be an advanced approaches banking organization; and
- Leverage ratio greater than 9%.

The Bank's CBLR at September 30, 2025 was 11.1%, which is above the minimum requirement of 9%. Management believes that capital continues to provide a strong base for profitable growth.

Liquidity

Maintenance of a sufficient level of liquidity is a primary objective of the ALCO. Liquidity, as defined by the ALCO, is the ability to meet anticipated operating cash needs, loan demand and deposit withdrawals, without incurring a sustained negative impact on net interest income. It is our policy to optimize the funding of the balance sheet, continually balancing the stability and cost factors of various funding sources. We believe liquidity needs are satisfied by the current balance of cash and cash equivalents, readily available access to traditional and non-traditional funding sources and the portions of the investment and loan portfolios that mature within one year. Our liquid assets totaled $354.8 million as of September 30, 2025. We expect that these sources of funds should enable us to meet cash obligations as they come due.

The main source of liquidity for the Bank comes through deposit growth. Liquidity is also provided from cash generated from investment maturities, principal payments from loans and income from loans and investment securities. For the nine months ended September 30, 2025, cash from operating and financing activities totaled $19.0 million and $64.7 million, respectively, while cash used in investing activities totaled $101.6 million. Significant cash flows during the quarter included inflows of $102.0 million in maturities and paydowns of available-for-sale investment securities, $81.3 million related to the net change in deposits, $45.7 million in net proceeds from divestitures, $30.9 million in proceeds from sales of available-for-sale investment securities and $27.7 million in proceeds from the sale of loans. These inflows were offset by outflows of $190.8 million related to the net change in loans and $103.5 million to purchase available-for-sale investment securities.

When appropriate, the Bank has the ability to take advantage of external sources of funds such as advances from the FHLB, national market certificate of deposit issuance programs, the Federal Reserve discount window, brokered deposits and multiple deposit networks. These external sources often provide attractive interest rates and flexible maturity dates that enable the Bank to match funding with the contractual maturity dates of assets. Securities in the investment portfolio are classified as available-for-sale and can be utilized as an additional source of liquidity.

We have an effective shelf registration covering $75 million of debt and equity securities, all of which is available, subject to authorization from the Board of Directors and market conditions, to issue debt or equity securities at our discretion. While we seek to preserve flexibility with respect to cash requirements, there can be no assurance that market conditions would permit us to sell securities on acceptable terms or at all.

Current Economic Conditions

We consider North Central West Virginia and Northern Virginia to be our primary market areas for CoRe banking services. We consider our Fintech banking market to be customers located throughout the entire United States.

We believe that the current economic climate in our primary market areas reflects economic climates that are consistent with the general national economic climate. Unemployment in the United States was 4.5% for September 2025 and 3.9% for September 2024.

Commitments and Contingent Liabilities

In the ordinary course of business, we offer financial instruments with off-balance sheet risk to meet our customers' financing needs. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the statements of financial condition.

Our exposure to credit loss in the event of nonperformance by the counterparty to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. We use the same credit policies when making commitments and conditional obligations as we do for on-balance sheet instruments.

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

Standby letters of credit are conditional commitments issued by us to guarantee a customer's performance to a third-party. Standby letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. Our policy for obtaining collateral and the nature of such collateral is substantially the same as that involved in making commitments to extend credit.

Concentration of Credit Risk

We grant a majority of our commercial, financial, agricultural, real estate and installment loans to customers throughout the North Central West Virginia, Northern Virginia, North Carolina and South Carolina markets. Collateral for loans is primarily residential and commercial real estate, personal property and business equipment. We evaluate the creditworthiness of each of our customers on a case-by-case basis and the amount of collateral they obtain is based on management’s credit evaluation.

Contingent Liability

The Bank is involved in various legal actions arising in the ordinary course of business. In the opinion of management and counsel, the outcome of these matters will not have a significant adverse effect on the consolidated financial statements.

Off-Balance Sheet Commitments

The Bank has entered into certain agreements that represent off-balance sheet arrangements that could significantly impact the consolidated financial statements and could have a significant impact in future periods. Specifically, the Bank has entered into agreements to extend credit or provide conditional payments pursuant to standby and commercial letters of credit. In addition, the Bank utilizes letters of credit issued by the FHLB to collateralize certain public funds deposits.

Commitments to extend credit, including loan commitments, standby letters of credit and commercial letters of credit do not necessarily represent future cash requirements, as these commitments often expire without being drawn upon.

Critical Accounting Policies and Estimates

The preparation of the accompanying condensed consolidated financial statements in conformity with U.S. GAAP requires us to use judgment in making estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses.

There have been no significant changes to our critical accounting policies and estimates or in the underlying accounting assumptions and estimates used in these critical accounting policies from those disclosed in the consolidated financial statements and accompanying notes contained in the 2024 Form 10-K.

Recent Accounting Pronouncements and Developments

Recent accounting pronouncements and developments applicable us are described further in *Note 1 – Nature of Operations and Basis of Presentation* accompanying the consolidated financial statements included elsewhere in this report.

Item 3 – Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our market risk is composed primarily of interest rate risk. The ALCO is responsible for reviewing the interest rate sensitivity position and establishing policies to monitor and coordinate our sources, uses and pricing of funds.

The objective of the asset/liability management function is to structure the balance sheet in ways that maintain consistent growth in net interest income and minimize exposure to market risks within our policy guidelines. This objective is accomplished by managing balance sheet liquidity and interest rate risk exposure based on changes in economic conditions, interest rate levels and customer preferences. We manage balance sheet liquidity through the investment portfolio, sales of commercial and residential real estate loans and through the utilization of diversified funding sources, including retail deposits, a variety of wholesale funding sources and borrowings through the FHLB. Interest rate risk is managed through the use of interest rate swaps, commercial loan swap transactions, interest rate lock commitments on mortgage loans held-for-sale and the structuring of loan terms that provide cash flows to be consistently re-invested along the rate cycle.

We believe that accepting some level of interest rate risk is necessary to achieve realistic profit goals. Management and our Board of Directors have chosen an interest rate risk profile that is consistent with our strategic business plan. While management carefully monitors the exposure to changes in interest rates and takes actions as warranted to decrease any adverse impact, there can be no assurance about the actual effect of interest rate changes on net interest income.

Credit Risk

We have counterparty risk which may arise from the possible inability of third-party investors to meet the terms of their forward sales contracts, including derivative contracts such as interest rate swaps and fair value hedges. We work with third-party investors that are generally well-capitalized, are investment grade and exhibit strong financial performance to mitigate this risk. We monitor the financial condition of these third parties on an annual basis and we do not currently expect these third parties to fail to meet their obligations.

Item 4 – Controls and Procedures

As of September 30, 2025, we carried out an evaluation under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on the results of this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2025.

During the three months ended September 30, 2025, there were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

From time to time in the ordinary course of business, we and our subsidiaries may be subject to claims, asserted or unasserted, or named as a party to lawsuits or investigations. Litigation, in general, and intellectual property and securities litigation, in particular, can be expensive and disruptive to normal business operations. Moreover, the results of legal proceedings cannot be predicted with any certainty, and in the case of more complex legal proceedings, the results can be difficult to predict. We are not currently aware of any material pending legal proceedings to which we or any of our subsidiaries is a party or of which any of their property is the subject.

Item 1A – Risk Factors

Our operations are subject to many risks that could adversely affect our future financial condition and performance, including the risk factors that are described in the 2024 Form 10-K. There have been no material changes in our risk factors from those disclosed, except for the following:

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

Our business strategy includes expected growth in loans, deposits and fee income. Our ability to successfully grow will depend on a variety of factors, including our ability to hire or retain a sufficient number of qualified employees, the continued availability of desirable business opportunities, competition from other financial institutions and our ability to manage our growth. Growth opportunities may not be available to us or we may not be able to manage our growth successfully. If we do not manage our growth effectively, our financial condition and operating results could be negatively affected.

Our future success will depend on the ability of our officers and key employees to achieve operational scalability through the implementation and improvement of our financial and management controls, reporting systems and procedures and manage a growing number of customer relationships. We may not implement improvements to our management information and control systems in an efficient or timely manner and may discover deficiencies in existing systems and controls. Consequently, any future growth may place a strain on our administrative and operational infrastructure. Any such strain could increase our costs, reduce or eliminate our profitability and reduce the trading price of our common stock.

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

The following table summarized the shares of common stock repurchased during the three months ended September 30, 2025.

Period	Total number of shares purchased	Average price paid per share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [1]	Approximate dollar value of shares that may yet be purchased under the plans or programs (in thousands) [2]
July 1, 2025 - July 31, 2025	87,700	22.94	87,700	1,609
August 1, 2025 - August 31, 2025	71,304	22.81	71,304	—
September 1, 2025 - September 30, 2025	—	—	—	—
Total	159,004	$ 22.88	159,004	

[1] During the nine months ended September 30, 2025, all shares of common stock were repurchased pursuant to the 2025 Stock Repurchase Program, which was approved by our Board of Directors in 2025. Under the 2025 Stock Repurchase Program, we are authorized to repurchase shares of our common stock totaling up to $10 million. Purchases may be made in open-market transactions, in block transactions on or off an exchange, in privately negotiated transactions or by other means as determined by management and in accordance with the regulations of the Securities and Exchange Commission.

[2] The 2025 Stock Repurchase Program was completed in August 2025. On October 27, 2025, we announced the authorization by our Board of Directors of a new stock repurchase program of up to $10 million of our common stock. The stock repurchase program will expire upon the expenditure of $10 million, when terminated or otherwise completed. Purchases may be made in open-market transactions, in block transactions on or off an exchange, in privately negotiated transactions or by other means as determined by MVB's management and in accordance with the regulations of the Securities and Exchange Commission. The timing of purchases and the number of shares repurchased under the stock repurchase program will depend on a variety of factors including price, trading volume, market conditions and corporate and regulatory requirements.

Item 3 – Defaults Upon Senior Securities

None.

Item 4 – Mine Safety Disclosures

Not applicable.

Item 5 – Other Information

During the three months ended September 30, 2025, none of our directors or officers 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

Exhibit Number	Description	Exhibit Location
Exhibit 10.1	Transition Agreement, dated July 10, 2025, by and between MVB Financial Corp. and Donald T. Robinson	Form 8-K, File No. 001-38314, filed July 11, 2025, and incorporated by reference herein
Exhibit 10.2	Employment Agreement, dated July 10, 2025, by and between MVB Financial Corp. and Michael Sumbs	Form 8-K, File No. 001-38314, filed July 11, 2025, and incorporated by reference herein
Exhibit 31.1	Certificate of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
Exhibit 31.2	Certificate of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
Exhibit 32.1	Certificate of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
Exhibit 32.2	Certificate of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
Exhibit 101.INS	XBRL Instance Document	Filed herewith
Exhibit 101.SCH	XBRL Taxonomy Extension Schema	Filed herewith
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase	Filed herewith
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase	Filed herewith
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase	Filed herewith
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed herewith
Exhibit 104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	Filed herewith

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.

		MVB Financial Corp.	
Date:	November 6, 2025	By:	/s/ Larry F. Mazza
			Larry F. Mazza CEO, President and Director (Principal Executive Officer)
Date:	November 6, 2025	By:	/s/ Michael R. Sumbs
			Michael R. Sumbs Executive Vice President and CFO (Principal Financial and Accounting Officer)

Exhibit 31.1

Form 10-Q Certification

CERTIFICATION

I, Larry F. Mazza, certify that:

1. I have reviewed this report on Form 10-Q of MVB Financial Corp.;

1. 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;

1. 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;

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

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    a. 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 account principles;

    a. 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

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

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

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

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

Date: November 6, 2025

/s/ Larry F. Mazza

Larry F. Mazza
CEO, President and Director
(Principal Executive Officer)

Exhibit 31.2

Form 10-Q Certification

CERTIFICATION

I, Michael R. Sumbs, certify that:

1. I have reviewed this report on Form 10-Q of MVB Financial Corp.;

1. 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;

1. 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;

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

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    a. 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 account principles;

    a. 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

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

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

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

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

Date: November 6, 2025

/s/ Michael R. Sumbs

Michael R. Sumbs
Executive Vice President and CFO
(Principal Financial and Accounting Officer)

Exhibit 32.1

Certification Pursuant to
18 U.S.C. Section 1350
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Larry F. Mazza, Chief Executive Officer of MVB Financial Corp., certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that the quarterly report of MVB Financial Corp. on Form 10-Q for the quarterly period ended September 30, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of MVB Financial Corp. at the dates and for the periods indicated.

Date:	November 6, 2025	/s/ Larry F. Mazza
		Larry F. Mazza
		CEO, President and Director
		(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to MVB Financial Corp. and will be retained by MVB Financial Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification Pursuant to
18 U.S.C. Section 1350
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Michael R. Sumbs, Chief Financial Officer of MVB Financial Corp., certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that the quarterly report of MVB Financial Corp. on Form 10-Q for the quarterly period ended September 30, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of MVB Financial Corp. at the dates and for the periods indicated.

Date:	November 6, 2025	/s/ Michael R. Sumbs
		Michael R. Sumbs
		Executive Vice President and CFO
		(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to MVB Financial Corp. and will be retained by MVB Financial Corp. and furnished to the Securities and Exchange Commission or its staff upon request.