

FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429

FORM 10-K

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

For the fiscal year ended December 31, 2025

FDIC Insurance Certificate Number: 35095

TOWNE BANK

(Exact name of registrant as specified in its charter)

VIRGINIA

(State or other jurisdiction of incorporation or organization)

54-1910608

(I.R.S. Employer Identification Number)

5716 High Street, Portsmouth, VA

(Address of principal executive offices)

23703

(Zip Code)

(757) 638-7500

(Registrant's telephone number, including area code)

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, par value \$1.667 per share	TOWN	The Nasdaq Global Select Market

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES [] NO [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES [] NO [X]

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. [X]

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES [] NO [X]

The aggregate market value of the common equity held by non-affiliates computed by reference to the price at which the common equity was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$2.41 billion.

Number of shares of common stock outstanding at February 20, 2026: 92,185,159 shares

DOCUMENTS INCORPORATED BY REFERENCE

(1) Portions of the Registrant's 2026 Proxy Statement for its Annual Meeting of Shareholders to be held May 20, 2026, are incorporated by reference into Part III.

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GLOSSARY OF ACRONYMS AND DEFINED TERMS

As used in this report, the terms "Company," "we," "us," and "our" refer to TowneBank and our consolidated subsidiaries. The following list of acronyms and abbreviations are used in various sections of this Report, including the Notes to Consolidated Financial Statements and Management's Discussion and Analysis.

ACL	Allowance for Credit Loss
AFS	Available-for-Sale
ALCO	Asset/Liability Management Committee
AMERIBOR	American Interbank Offered Rate
AML	Anti-Money Laundering
AOCI	Accumulated Other Comprehensive Income (Loss)
ASC	Accounting Standard Codification
ASU	Accounting Standards Update
Basel III	Basel Committee on Banking Supervision's Capital Guidelines for U.S. Banks
BOLI	Bank-Owned Life Insurance
bp	Basis Points
BHHS	Berkshire Hathaway HomeServices
C&I	Commercial and Industrial
CDA	Collateral-Dependent Asset
CDARS	Certificate of Deposit Account Registry Service
CECL	Current Expected Credit Loss
CET1	Common Equity Tier 1
CFPB	Consumer Financial Protection Bureau
CRA	Community Investment Act
CRE	Commercial Real Estate
DIF	Deposit Insurance Fund
Dogwood	Dogwood State Bank
EAD	Exposure at Default
ECL	Expected Credit Loss
EPS	Earnings Per Share
Farmers	Farmers Bankshares, Inc.
FASB	Financial Accounting Standards Board
FDIA	Federal Deposit Insurance Act
FDIC	Federal Deposit Insurance Corporation
Federal Reserve	Board of Governors of the Federal Reserve System
FHLB	Federal Home Loan Bank of Atlanta
FOMC	Federal Reserve Open Market Committee
FRB	Federal Reserve Bank
GAAP	Accounting Principles Generally Accepted in the United States of America
GNMA	Government National Mortgage Association
GSE	Government Sponsored Enterprise
HELOC	Residential Home Equity Lines of Credit
HTM	Held-to-Maturity
LGD	Loss Given Default
LIHTC	Low Income Housing Tax Credits

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GLOSSARY OF ACRONYMS AND DEFINED TERMS

MBS	Mortgage-backed Securities
N/M	Not Meaningful
NENC	North Eastern North Carolina
OCC	Office of the Comptroller of the Currency
OFAC	Office of Foreign Assets Control
Old Point	Old Point Financial Corporation
OREO	Other Real Estate Owned
Paragon	Paragon Commercial Corporation
Paragon Bank	Paragon Commercial Bank
PCD	Purchase Credit Deteriorated
PD	Probability of Default
REPO	Retail Repurchase Agreement
RJFS	Raymond James Financial Services, Inc.
ROU	Right of Use
SCC	Virginia State Corporation Commission
SEC	Securities and Exchange Commission
SERP	Supplemental Executive Retirement Plan
SOFR	Secured Overnight Financing Rate
TBA	To Be Announced
TWM	Towne Wealth Management
U.S.	United States of America
VIE	Variable Interest Entity
Village	Village Bank and Trust Financial Corp.

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FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains certain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts, but instead represent only the beliefs, expectations, or opinions of TowneBank and its management regarding future events, many of which, by their nature, are inherently uncertain. Forward-looking statements may be identified by the use of such words as: "believe," "expect," "anticipate," "intend," "plan," "estimate," or words of similar meaning, or future or conditional terms, such as "will," "would," "should," "could," "may," "likely," "probably," or "possibly." These statements may address issues that involve significant risks, uncertainties, estimates, and assumptions made by management. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following:

- *competitive pressures in the banking industry that may increase significantly;*
- *changes in the interest rate environment that may reduce margins and/or the volumes and values of loans made or held as well as the value of other financial assets held;*
- *an unforeseen outflow of cash or deposits or an inability to access the capital markets, which could jeopardize our overall liquidity or capitalization;*
- *changes in the creditworthiness of customers and possible impairment of the collectability of loans;*
- *insufficiency of our allowance for credit losses due to market conditions, inflation, changing interest rates, or other factors;*
- *adverse developments in the financial industry generally, such as the 2023 bank failures, responsive measures to mitigate and manage such developments, related supervisory and regulatory actions and costs, and related impacts on customer and client behavior;*
- *general economic conditions, either nationally or regionally, that may be less favorable than expected, resulting in, among other things, a deterioration in credit quality and/or a reduced demand for credit or other services;*
- *geopolitical instability, including wars, conflicts, trade restrictions and tariffs, civil unrest, and terrorist attacks and the potential impact, directly or indirectly, on our business;*
- *the effects of weather-related or natural disasters, which may negatively affect our operations and/or our loan portfolio and increase our cost of conducting business;*
- *public health events (such as the COVID-19 pandemic) and governmental and societal responses to them;*
- *changes in the legislative or regulatory environment, including changes in accounting standards and tax laws, and changes impacting the rulemaking, supervision, examination and enforcement priorities of the federal banking agencies, that may adversely affect our business;*
- *our ability to successfully integrate the businesses from past and future acquisitions, including our recent mergers with Old Point Financial Corporation and Dogwood State Bank, to the extent that process may take longer or be more difficult, time-consuming, or costly to accomplish than expected;*
- *deposit attrition, operating costs, customer losses, and business disruption associated with recently completed acquisitions, including reputational risk and adverse effects on relationships with employees, customers or other business partners, that may be greater than expected;*
- *costs or difficulties related to the integration of the businesses we have acquired that may be greater than expected;*
- *expected growth opportunities or cost savings associated with recently completed acquisitions that may not be fully realized or realized within the expected time frame;*
- *the diversion of management's attention and time from ongoing business operations and opportunities on merger and integration related matters;*
- *the introduction of new lines of business or new products and services;*
- *cybersecurity threats or attacks, whether directed at us or at vendors or other third parties with which we interact;*
- *the implementation of new technologies, and the ability to develop and maintain reliable electronic systems;*
- *our competitors that may have greater financial resources and develop products that enable them to compete more successfully;*
- *changes in business conditions;*

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FORWARD LOOKING STATEMENTS

- *changes in the securities market; and*
- *changes in our local economy with regard to our market area.*

Any forward-looking statements made by us or on our behalf speak only as of the date they are made or as of the date indicated, and we do not undertake any obligation to update forward-looking statements as a result of new information, future events, or otherwise. For additional information on factors that could materially influence forward-looking statements included in this report, see the risk factors in Item 1A., "Risk Factors" in this report.

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Item 1. BUSINESS

Overview

TowneBank is a financial services company incorporated as a Virginia chartered bank in September 1998 that began operations in April 1999. Unless indicated otherwise, the terms "Company," "we," "us," and "our" refer to TowneBank and our consolidated subsidiaries.

We place special emphasis on serving the financial needs of individuals, commercial enterprises, and professionals, offering retail and commercial banking services to numerous markets in Virginia, North Carolina, and South Carolina. In addition to a diversified range of financial services, we provide investment and asset management services and originate mortgage loans, the majority of which are sold to investors on the national secondary market.

Our common stock is listed on the Nasdaq Global Select Market under the symbol TOWN. Our bank's main office is located at 5716 High Street, Portsmouth, Virginia 23703 (telephone number 757-638-7500), and our Corporate Administration and Member Service Center is located at 6001 Harbour View Boulevard, Suffolk, Virginia 23435 (telephone number 757-638-6700). A list of our subsidiaries is filed as Exhibit 21.

Organization

We have four reportable segments: Banking, Mortgage, Resort Vacation Management, and Insurance.

Banking Segment. The Banking segment provides loan and deposit services to retail and commercial customers. We also provide commercial mortgage brokerage services and a variety of investment and asset management services.

Mortgage Segment. The Mortgage segment provides originations of a variety of mortgage loans. Mortgage loans are originated and sold principally in the secondary market through purchase commitments from investors. Prior to the sale of BHHS Towne Realty in second quarter 2023, the segment also offered residential real estate services and commercial and residential title insurance. The minority interest we retained in the newly formed company BHHS RW Towne Realty, LLC, is being reported in the Banking segment.

Resort Vacation Management Segment. The Resort Vacation Management segment provides residential resort property management services.

Insurance Segment. The Insurance segment provides solutions for businesses, individuals, and community organizations. As an independent agency, Towne Insurance works with a variety of carriers to provide a wide array of insurance products, including property, casualty, life, and health insurance.

Operating Strategy

Our business strategy focuses on building strong relationships with our members, employees, and communities, while maintaining disciplined underwriting standards and continuing our focus on operational efficiency. We emphasize the making of marketing and member decisions at the local level (within centrally mandated and monitored control standards) with administrative and operational decisions at the central Company level. In order to accomplish this, we have established a "TowneBanking Group" ("Banking Group") for each of our targeted markets.

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We operate a "Main Street" banking model by providing each Banking Group with its own president, commercial loan officers, and local board of directors who are active and visible in their respective communities. It is the responsibility of each local board, as empowered by the Company's Board of Directors, to direct our overall business development in their respective markets. The separate Banking Groups, with local decision-making authority, allow us to more effectively identify and respond to the financial needs of our members.

The Board of Directors believes the separate Banking Groups strategy facilitates member service by ensuring senior management is actively involved in each community and is available on a day-to-day basis to respond to the needs of the members in each community. From a member perspective, each Banking Group is positioned as a separate bank headquartered in its respective community.

Our business model is unique, with revenues from our Mortgage, Resort Vacation Management, and Insurance segments providing a counter cyclical balance to our Banking revenues. Our strategic plan places increased emphasis on developing and generating noninterest income. Such development involves looking for opportunities to grow that income source, including acquisitions of non-bank financial service providers.

Enterprise Risk Management

The Company has a formalized risk management framework aligned with our industry, size, and complexity. We, like other financial services companies, are subject to a number of risks that may adversely affect our financial condition or results of operations, many of which are outside of our direct control. Our framework is approved by our Enterprise Risk Management Committee of the Board of Directors. Key framework components include establishing our risk appetite, lines of defense and risk pillars, governance and committee oversight, as well as setting limits and escalation processes. Within this framework, the Company has identified eight risk pillars, while recognizing these risks are frequently interrelated or embedded within each other. Refer to the Company's risk pillars in Item 1A., "Risk Factors."

Services

We provide our members with high-quality and responsive technology services. Members have easy access to our decision-makers and enjoy continuity in service relationships, allowing a fast response to meet their needs. We plan to continue to pursue economically advantageous acquisitions and other strategic opportunities to grow our businesses.

Banking and Other Financial Services. Through our Banking segment, we offer a full range of treasury solutions and deposit products, including checking accounts, savings accounts, and various types of time deposit services, which range from daily money market accounts to long-term certificates of deposit. The transaction accounts and certificates of deposit are tailored by market area at rates competitive to those offered in the area. In addition, we offer retirement account services, such as Individual Retirement Accounts. All deposit accounts are insured by the Deposit Insurance Fund of the Federal Deposit Insurance Corporation ("FDIC") up to the maximum amount allowed by law and are solicited from individuals, businesses, associations and organizations, and governmental authorities.

Other services offered include safe deposit boxes, treasury management services, direct deposit of payroll and Social Security checks, and automatic drafts for various accounts. In addition, services to facilitate access to banking information and transactions, such as online banking, mobile banking, and on-call banking, are offered.

We offer a full range of short- to medium-term personal and commercial loans. Personal loans include secured and unsecured loans for financing automobiles, home improvements, education, and personal investments. Commercial loans include secured and unsecured loans for working capital (including inventory and receivables),

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business expansion (including acquisition of real estate and improvements), and equipment and machinery purchases. Additionally, we originate fixed- and floating-rate mortgage loans, as well as real estate acquisition, development, and construction loans. We also broker larger commercial loans that are not intended to remain in our portfolio.

Through Towne 1031 Exchange, LLC, we offer the ability to serve as a qualified intermediary assisting investors with tax-deferred exchanges under Section 1031 of the Internal Revenue Code. We provide all necessary documentation to accomplish tax deferral while the investors' proceeds are safely held in accounts established at TowneBank awaiting reinvestment as required by Internal Revenue Service regulations.

Through Towne Wealth Management, we offer other financial services, such as financial, retirement, and estate planning. We also offer assistance on a variety of investment options, including alternative investments, annuities, margin accounts, convertible bonds, and pension and profit-sharing plans. Towne Wealth Management employs full-service financial advisors supported by an affiliation with Raymond James Financial, Inc., a full-service broker-dealer.

Towne also offers personalized trust administration strategies through Towne Trust Company. Available services include estate planning, the preparation and administration of trusts, advanced planning strategies, as well as investment management of funds for trusts, estates, individuals, families, and non-profit organizations.

In addition, through our partnership with BHHS RW Towne Realty, LLC, we offer relocation and property management services, real estate brokerage services, and title and settlement services, perform real estate closings for residential properties, and issue title insurance policies for both residential and commercial transactions.

Mortgage Services. TowneBank Mortgage processes residential mortgage loans, from application acceptance to loan closing and funds disbursement. Once finalized, they are packaged and sold principally in the secondary market through purchase commitments from investors.

Resort Vacation Management Services. Our vacation rentals business specializes in residential resort property management, offering vacation rentals with many of the most distinctive resort properties in Hilton Head, South Carolina; McHenry, Maryland; Oak Island, North Carolina; Wilmington, North Carolina; Destin, Florida; and Gatlinburg, Pigeon Forge, Wears Valley, and Sevierville, Tennessee.

Insurance Services. The Insurance segment provides individual and business members with a wide array of insurance products, including life, property, casualty, and health insurance. Through Towne Insurance, we offer a full line of commercial and consumer insurance products and financial services, as well as individual and group life and health insurance.

Human Capital

The success of the Company is directly attributed to an exceptional team of people who are clearly committed to a caring and nurturing environment centered on serving others. Continuing to build a passionate team with adherence to our culture of caring, vision, and opportunity for all will be the cornerstone of our ongoing success.

We have a strategic focus on designing our compensation and incentive programs to ensure they are competitive and effective in attracting and retaining diverse talent across all lines of business. In addition to competitive base and incentive compensation plans, the Company offers competitive benefits, including paid vacation; family and sick leave; 401(k) plan; health, dental, and vision plans; life and disability coverage; wellness plan; paid training opportunities; pre-tax flexible spending accounts; and tuition reimbursement.

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As part of the Company's governance framework for human capital, the Board of Directors has a Compensation Committee composed of independent directors. Pursuant to the written charter of the Compensation Committee, the primary function of the committee is to provide independent oversight of TowneBank's compensation practices and to determine compensation or provide recommendations to the Board for the compensation of the Executive Chairman, the President and Chief Executive Officer, and all other executive officers of TowneBank. The committee also monitors all incentive and equity compensation plans for the benefit of Company officers and directors eligible to participate in such plans.

The Company's strategic plan has dedicated objectives and tactics to ensure we recruit, retain, and develop a diverse and talented team, with a specific focus on enhancing diversity, equity, and inclusion. We have established a Diversity Council with support at the highest level of leadership to ensure we meet its goals for a diverse, equitable, and inclusive workplace.

The Company has active learning and development programs designed to develop skills and knowledge, provide ongoing opportunities for teams to grow in existing roles, and to be prepared for future opportunities. For over 18 years, the Company has had a management development program designed to develop leadership and managerial talent for the future. Over this time, 227 employees have participated in this program, and many of these graduates have moved into leadership roles in the Company.

As of December 31, 2025, we had 2,976 full-time equivalent employees. None of our employees are represented by any collective bargaining agreements, and relations with employees are considered good.

Competition

Because we offer a wide variety of financial services, we compete with other financial institutions as well as other financial service providers, mortgage loan originators, and insurance companies. Competition is generally based on pricing and quality of products and services offered, convenience, availability, and the degree of expertise and personal manner in which services are offered.

There is significant competition within the banking and financial services industry in our market areas. We face competition from other banks, savings institutions, credit unions, consumer finance companies, insurance companies, real estate companies, and other financial institutions in our targeted market areas. Many of our larger competitors have broader geographic markets and substantially greater resources and can offer more diversified products and services. Increasingly, we compete with other companies based on financial technology and capabilities. Competition among providers of financial products and services continues to increase as technology advances have lowered the barriers to entry for financial technology companies, with customers having the opportunity to select from a growing variety of traditional and nontraditional alternatives, including crowdfunding, digital wallets, and money transfer services. The ability of non-banking financial institutions to provide services previously limited to commercial banks has intensified competition. Because non-bank financial institutions are not subject to the same regulatory restrictions as banks and bank holding companies, they can often operate with greater flexibility and lower cost structures.

Despite the intense level of competition, we believe the existing and future banking and financial services market in our market areas represents excellent opportunities for a locally owned and managed financial services company with a strong community philanthropic philosophy, such as TowneBank. Among other factors, the economic outlook for the areas and the size and growth potential of existing markets for banking and other financial services points to a growing demand for such services. Further, in view of the continuing trend in the financial services industry toward consolidations into larger, sometimes impersonal, national institutions, our company fulfills a market demand for the personal and customized financial services an independent, locally run company can offer.

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Concentrations

The majority of our depositors are located and doing business in our targeted market areas, and we lend a substantial portion of our capital and deposits to individual and business borrowers in these market areas. Any factors adversely affecting the economy of our targeted market areas could, in turn, adversely affect our performance. A geographic concentration exists with our loan portfolio because most of our business activity is with members in our targeted market areas. There were no significant concentrations in any one customer; however, we have a concentration in commercial real estate loans.

The following table presents loan and deposit balances by geographic area as of the date indicated (dollars in millions):

<i>(Amounts in millions)</i>	December 31, 2025			
	Deposits	%	Loans	%
Virginia Beach	\$ 2,516	15.24 %	\$ 1,947	14.60 %
Portsmouth	939	5.68 %	800	6.00 %
Chesapeake	1,208	7.32 %	650	4.87 %
Norfolk	1,578	9.56 %	1,045	7.84 %
Peninsula	2,089	12.65 %	1,313	9.85 %
Williamsburg	677	4.10 %	230	1.72 %
Richmond	1,422	8.61 %	1,484	11.13 %
Southside Central	544	3.30 %	569	4.27 %
Suffolk/Western Tidewater	940	5.69 %	283	2.12 %
Chesterfield	330	2.00 %	94	0.70 %
Virginia	12,243	74.15 %	8,415	63.10 %
Raleigh	1,195	7.24 %	1,324	9.93 %
Cary	295	1.78 %	506	3.79 %
Greenville	319	1.93 %	366	2.74 %
Charlotte	1,052	6.37 %	1,274	9.55 %
Triad	214	1.30 %	245	1.84 %
Currituck	734	4.45 %	311	2.33 %
North Carolina	3,809	23.07 %	4,026	30.18 %
Other	457	2.78 %	895	6.72 %
Total	\$ 16,509	100.00 %	\$ 13,336	100.00 %

Governmental Monetary Policies

Our earnings and growth are affected not only by general economic conditions, but also by the monetary policies of various governmental regulatory authorities, particularly the Board of Governors of the Federal Reserve System ("Federal Reserve"). An important function of the Federal Reserve is to implement national monetary policy in an effort to combat recession and curb inflationary pressures. Among the instruments of monetary policy used by the Federal Reserve are open market operations in United States government securities, control of the discount rate, and establishment of reserve requirements against both member and nonmember financial institutions' deposits.

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These actions have a significant effect on the overall growth and distribution of loans, investments, and deposits, as well as rates earned on loans or paid on deposits. Federal Reserve monetary policies have had a significant effect on the operating results of commercial banks in the past and are expected to do so in the future.

Development of Business

The following is a summary of developments in our business since January 1, 2025:

- On April 1, 2025, TowneBank completed its acquisition of Village and its wholly owned bank subsidiary, Village Bank, headquartered in Midlothian, Virginia, in an all-cash transaction. The acquisition added approximately \$576.24 million in loans and approximately \$637.49 million in deposits.
- On September 1, 2025, TowneBank completed its acquisition of Old Point Financial Corporation, and its wholly owned bank subsidiary, The Old Point National Bank of Phoebus, and Old Point Trust & Financial Services, N.A, headquartered in Hampton, Virginia. The acquisition added approximately \$958.72 million in loans and approximately \$1.21 billion in deposits.
- On January 12, 2026, the Company completed its acquisition of Dogwood State Bank, a North Carolina banking corporation headquartered in Raleigh, North Carolina. The acquisition added approximately \$2.00 billion in loans and approximately \$1.93 billion in deposits.
- TowneBank remained in first place in the latest Virginia Beach-Norfolk-Newport News, VA-NC Metropolitan Statistical Area ("MSA") Annual Deposit Market Share Report released by the FDIC. The report ranks institutions by share of FDIC-insured deposits as of June 30, 2025. TowneBank had a 31.73% share of deposits in Hampton Roads and was the only community bank with a share greater than 5%. TowneBank was in fifth place in the Richmond, VA MSA with a 3.26% market share as of June 30, 2025. In our North Carolina markets, TowneBank ranked sixth in the Raleigh, NC MSA with a 1.55% market share, fifth in the Greenville, NC MSA with a 9.69% market share, eleventh in the Charlotte, NC MSA with a 0.22% market share, and fifteenth in the Greensboro, NC MSA with a 1.01% market share.

Since 2016, our most significant acquisitions included the following:

- On January 13, 2023, the Company completed its acquisition of Farmers Bankshares, Inc., and its wholly owned bank subsidiary, Farmers Bank, Windsor, Virginia, a Virginia-chartered bank. The acquisition added approximately \$277.89 million in loans and approximately \$514.57 million in deposits.
- On January 26, 2018, the Company acquired Paragon Commercial Corporation and its wholly owned bank subsidiary, Paragon Commercial Bank, a Raleigh, North Carolina-based bank servicing Raleigh, Cary, and Charlotte, NC. The acquisition added approximately \$1.43 billion in loans and approximately \$1.25 billion in deposits.
- On June 24, 2016, TowneBank acquired Monarch Financial Holdings, Inc., and its wholly owned bank subsidiary, Monarch Bank, headquartered in Chesapeake, VA. The acquisition added approximately \$808.14 million in loans and approximately \$1.06 billion in deposits.

We anticipate concentrating on further development of our markets by seeking merger and acquisition opportunities or opening additional banking offices and fee-based businesses as business and other conditions warrant, and by expanding into new markets as opportunities arise. The regulatory approval process for opening additional banking offices takes into account a number of factors, including, among others, a determination that we

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have capital in an amount deemed necessary to warrant additional expansion, and a finding that the public interest will be served. Additionally, we will continue to focus on development of noninterest income sources and will look for growth opportunities, which could include additional acquisitions of non-bank financial service providers.

Supervision and Regulation

We are regulated extensively under both federal and state law. The following is a brief summary of the material statutes, acts, rules, and regulations that affect us. This summary is qualified in its entirety by reference to the full text of the statutes, acts, rules, regulations, and policies referenced below. Changes in statutes, acts, rules, regulations, or regulatory policies could have a material effect on our business.

General. We are organized as a Virginia chartered banking corporation and are regulated and supervised by the Bureau of Financial Institutions of the Virginia State Corporation Commission ("Bureau of Financial Institutions"). In addition, we are regulated and supervised by the FDIC, which serves as our primary federal regulator. The Bureau of Financial Institutions and the FDIC conduct regular examinations of us, reviewing the adequacy of our credit reserves, the quality of our loans and investments, the appropriateness of management practices, compliance with laws and regulations, and other aspects of our operations. In addition to these regular examinations, we must furnish to the FDIC quarterly and annual reports containing detailed financial statements and schedules. Federal and Virginia banking laws and regulations govern all areas of our operations, including reserves, loans, mortgages, capital, issuance of securities, payment of dividends, and establishment of branches. The FDIC and the Bureau of Financial Institutions have authority to impose penalties, initiate civil and administrative actions, and take other steps intended to prevent us from engaging in unsafe or unsound practices. In this regard, the FDIC has adopted capital adequacy requirements.

As a non-depository national banking association, Towne Trust Company is subject to regulation, supervision, and regular examination by the Office of the Comptroller of the Currency (the "OCC"). Towne Trust's exercise of fiduciary powers must comply with regulations promulgated by the OCC at 12 C.F.R. Part 9 and with Virginia law.

We are also subject to the enforcement and rule-making authority of the Consumer Financial Protection Bureau ("CFPB") regarding consumer financial products. The CFPB has the authority to create and enforce consumer protection rules and regulations and has the power to examine us for compliance with such rules and regulations. The CFPB also has the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over all banks and their affiliates, such as TowneBank, with more than \$10 billion in assets.

Capital Requirements. Federal bank regulatory agencies have adopted risk-based capital requirements for assessing bank capital adequacy. Virginia chartered banks must also satisfy the capital requirements adopted by the Bureau of Financial Institutions. Federal capital standards define capital and establish minimum capital requirements in relation to assets and off-balance-sheet exposure as adjusted for credit risk.

TowneBank is subject to certain risk-based capital and leverage capital requirements applicable to depository institutions under the U.S. Basel III capital rules ("Basel III"), adopted by the FDIC and other federal bank regulatory agencies.

Under Basel III, the Company's assets, exposures, and certain off-balance-sheet items are subject to risk weights used to determine total risk-weighted assets. These risk-weighted assets are used to calculate the following capital ratios:

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- Common Equity Tier 1 ("CET1") Risk-Based Capital Ratio, equal to the ratio of CET1 capital to risk-weighted assets. CET1 capital consists of common stock instruments that meet eligibility criteria, retained earnings, and common equity Tier 1 minority interest.
- Tier 1 Risk-Based Capital Ratio, equal to the ratio of Tier 1 capital to risk-weighted assets. Tier 1 capital primarily comprises CET1 capital and certain qualifying capital instruments.
- Total Risk-Based Capital Ratio, equal to the ratio of total capital, including CET1, Tier 1 capital, and Tier 2 capital, to risk-weighted assets. Tier 2 capital primarily includes qualifying subordinated debt and qualifying allowance for credit losses.
- Tier 1 Leverage Ratio, equal to the ratio of Tier 1 capital to quarterly average assets (net of goodwill, certain other intangible assets, and certain other deductions).

In addition to minimum capital ratios, Basel III adds a capital conservation buffer which is designed to absorb losses during periods of economic stress. Banking institutions that fail to meet the effective minimum ratios once the capital conservation buffer is taken into account will face limitations on the payment of dividends, common stock repurchases, and discretionary cash payments to executive officers based on the amount of the shortfall and the institution's "eligible retained income" (the greater of: four quarter trailing net income and four quarter trailing net income, net of distributions and tax effects not reflected in net income).

Prompt Corrective Action. The Federal Deposit Insurance Act, as amended ("FDIA"), requires, among other things, the federal bank regulatory agencies to take "prompt corrective action" against depository institutions that do not meet minimum capital requirements. The FDIA includes the following five capital tiers: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized."

At December 31, 2025, we had the following risk-based capital and leverage ratios relative to regulatory minimums (including the 2.5% conservation buffer under Basel III).

Ratio	TowneBank	Adequately Capitalized	Minimum Capital Requirements Including Conservation Buffer	Well Capitalized Under Prompt Corrective Action
Common equity Tier 1	11.34%	4.50%	7.00%	6.50%
Tier 1 risk-based capital	11.39%	6.00%	8.50%	8.00%
Total risk-based capital	14.14%	8.00%	10.50%	10.00%
Tier 1 leverage	9.36%	4.00%	4.00%	5.00%

The FDIC is authorized by federal legislation and regulations to take various enforcement actions against any undercapitalized insured depository institution and any insured depository institution that fails to submit an acceptable capital restoration plan, or fails to implement a plan accepted by the FDIC. These powers include, among other things, requiring a bank to be recapitalized, prohibiting asset growth, restricting interest rates paid, requiring prior approval of capital distributions, requiring divestiture by the institution of its subsidiaries, requiring new election of directors, and requiring dismissal of directors and officers.

Dividends. The amount of dividends payable depends upon our earnings and capital position and is limited by federal and state laws, regulations, and policies. In addition, under Virginia law, the Bureau of Financial Institutions may limit the ability of the bank to pay dividends. No dividend may be declared or paid that would impair a bank's paid-in capital.

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The Bureau of Financial Institutions and the FDIC have the general authority to limit dividends paid if such payments are deemed to constitute an unsafe and unsound practice. In particular, Section 38 of the FDIA would prohibit us from paying a dividend if we were "undercapitalized" or if such dividend would result in us becoming "undercapitalized."

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). On July 21, 2010, the Dodd-Frank Act was signed into law. The Dodd-Frank Act implemented significant changes to the regulation of the financial services industry and affected the lending, investment, trading, and operating activities of financial institutions. The legislation directed federal bank regulatory agencies to implement new leverage and capital requirements. These requirements take into account off-balance-sheet activities and other risks, including risks relating to securitized products and derivatives. The Dodd-Frank Act created a new Financial Stability Oversight Council to identify systemic risks in the financial system and give federal regulators new authority to take control of and liquidate financial firms. In addition, the Dodd-Frank Act contains a wide variety of provisions affecting the regulation of depository institutions, including restrictions related to mortgage originations, risk retention requirements as to securitized loans, establishment of the CFPB, and restrictions on proprietary trading.

Because our assets exceed \$10 billion, we are subject to the Durbin Amendment promulgated under the Dodd-Frank Act. Under the rule, the maximum permissible interchange fee for an electronic debit transaction is the sum of 21 cents per transaction and 5 basis points multiplied by the value of the transaction. The rules also allow for an upward adjustment of no more than 1 cent to an issuer's debit card interchange fee if the issuer develops and implements policies and procedures reasonably designed to achieve certain fraud-prevention standards. This limitation on interchange fees impacts noninterest income.

The Economic Growth, Regulatory Relief and Consumer Protection Act of 2018, which was signed into law on May 24, 2018 (the "EGRRCPA"), amended the Dodd-Frank Act to provide regulatory relief for certain smaller and regional financial institutions. The EGRRCPA, among other things, exempted banks with less than \$250 billion in total consolidated assets, such as the Company, from the enhanced prudential standards and the company-run and supervisory stress tests previously required under the Dodd-Frank Act.

The Dodd-Frank Act has had, and may in the future have, a material impact on the Company's operations, particularly through increased compliance costs resulting from new and possible future consumer and fair lending regulations. See Part I, Item 1A., "Risk Factors," for additional discussion of this topic.

FDIC Insurance Assessments. Substantially all of our members' deposit accounts are insured up to applicable limits by the Deposit Insurance Fund (the "DIF") of the FDIC. As such, the Company is subject to insurance assessments on member deposits to maintain the DIF.

The Dodd-Frank Act permanently increased the maximum deposit insurance amount for banks, savings institutions, and credit unions to \$250,000 per depositor, per insured depository institution, for each account ownership category.

The Dodd-Frank Act also broadened the base for FDIC insurance assessments. Assessments are now based on average consolidated total assets less tangible equity capital of a financial institution. FDIC insurance expense totaled \$9.37 million, \$9.29 million, and \$12.58 million in 2025, 2024, and 2023, respectively.

Because our total consolidated assets exceed \$10 billion, the FDIC uses a performance score and a loss-severity score to calculate our assessment rate. In calculating these scores, the FDIC uses a bank's capital level and regulatory supervisory ratings and certain financial measures to assess an institution's ability to withstand asset-related stress and funding-related stress. The FDIC also has the ability to make discretionary adjustments to the

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total score based upon significant risk factors that are not adequately captured in the calculations. In addition to ordinary assessments described above, the FDIC has the ability to impose special assessments in certain instances.

In response to several bank failures in early 2023, the FDIC implemented a special assessment to recover losses to the FDIC's Deposit Insurance Fund. Affected banks were assessed based on their December 31, 2022, estimated uninsured deposits in excess of the first \$5 billion. The assessment was to be collected at an annual rate of approximately 13.4 basis points (3.36 basis points per quarter) for an anticipated total of eight quarterly assessment periods, which began with the first quarterly assessment period of 2024. On December 16, 2025, the FDIC approved an interim final rule to reduce the special assessment rate for the eighth collection quarter from 3.36 basis points to 2.97 basis points. The rule is designed to allow for a full recovery to the FDIC and DIF while minimizing any amounts collected in excess of the estimated losses.

Community Reinvestment Act. Banks are subject to the provisions of the Community Reinvestment Act of 1977 ("CRA") that requires the appropriate federal bank regulatory agency, the FDIC in our case, to assess our record in meeting the credit needs of the communities we serve.

The CRA assessment is required by any bank that has applied to, among other things, establish a new branch office which will accept deposits; relocate an existing office; or merge, consolidate with, acquire the assets of, or assume the liabilities of a federally regulated financial institution. We have received seven consecutive "Outstanding" ratings in our CRA examinations.

On October 24, 2023, the federal bank regulatory agencies issued a final rule to modernize their respective CRA regulations. The revised rules would have substantially altered the methodology for assessing compliance with the CRA, and likely would have made it more challenging and/or costly for us to maintain our "Outstanding" rating. Following its finalization on March 29, 2024, the 2023 modernization rule became subject to an ongoing injunction. On July 16, 2025, the federal bank regulatory agencies issued a joint proposal to rescind the 2023 modernization rule. The agencies continue to apply the CRA rules as they existed before the 2023 modernization, considering the injunction and pending finalization of the rescission of the modernization rule.

Federal Deposit Insurance Corporation Improvement Act. The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") became effective July 2, 1993. FDICIA requires insured institutions with \$500 million or more in total assets at the beginning of their fiscal year to submit independently audited annual reports to the FDIC or the appropriate agency.

These publicly available reports must include: (i) annual financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and such other disclosure requirements as required by the FDIC or the appropriate agency, and (ii) a management report signed by the Chief Executive Officer and the Chief Financial Officer or Chief Accounting Officer of the institution that contains a statement of management's responsibilities for: (a) preparing the annual financial statements, (b) establishing and maintaining an adequate internal control structure and procedures for financial reporting, and (c) complying with the laws and regulations designated by the FDIC relating to safety and soundness, and an assessment of: (1) the effectiveness of the system of internal control and procedures for financial reporting as of the end of the fiscal year, and (2) the institution's compliance during the fiscal year with applicable laws and regulations designated by the FDIC relating to safety and soundness.

With respect to any internal control report, the institution's independent public accountants must attest to, and report separately on, certain assertions of the institution's management contained in such report for institutions with \$1 billion or more in total assets.

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On November 25, 2025, the FDIC issued a final rule that adjusts and indexes several regulatory thresholds across its regulations and will be effective starting January 1, 2026.

Privacy Legislation. Several laws, including the Privacy of Consumer Financial Information (Part V of the Gramm-Leach-Bliley Act) and related regulations issued by federal bank regulatory agencies, provide protections against the transfer and use of customer information by financial institutions. A financial institution must provide to its customers information regarding its policies and procedures with respect to the handling of customers' personal information. Each institution must conduct an internal risk assessment of its ability to protect customer information. These privacy provisions generally prohibit a financial institution from providing a customer's personal financial information to unaffiliated parties without prior notice and approval from the customer.

Anti-Money Laundering Laws and Regulations. The Company is subject to several federal laws that are designed to combat money laundering, terrorist financing, and transactions with certain persons, companies, or foreign governments designated by U.S. authorities ("AML laws"). This category of laws includes the Bank Secrecy Act of 1970 (the "Bank Secrecy Act"), the Money Laundering Control Act of 1986, the USA PATRIOT Act of 2001, and the Anti-Money Laundering Act of 2020.

AML laws and their implementing regulations require insured depository institutions, broker-dealers, and certain other financial institutions to have policies, procedures, and controls to detect, prevent, and report money laundering and terrorist financing. AML laws and their regulations also provide for information sharing, subject to conditions, between federal law enforcement agencies and financial institutions, as well as among financial institutions, for counterterrorism purposes. Federal banking regulators are required, when reviewing bank holding company acquisition and bank merger applications, to take into account the effectiveness of the anti-money laundering activities of the applicants. To comply with these obligations, the Company has implemented appropriate internal practices, procedures, and controls.

Office of Foreign Assets Control. The U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") is responsible for administering and enforcing economic and trade sanctions against specified foreign parties, including countries and regimes, foreign individuals, and other foreign organizations and entities. OFAC publishes lists of prohibited parties that are regularly consulted by us in the conduct of our business in order to ensure compliance. We are responsible for, among other things, blocking accounts of, and transactions with, prohibited parties identified by OFAC, avoiding unlicensed trade and financial transactions with such parties, and reporting blocked transactions after their occurrence. Failure to comply with OFAC requirements could have serious legal, financial, and reputational consequences for TowneBank.

Incentive Compensation. The federal bank regulatory agencies have issued guidance on sound incentive compensation policies that applies to all banking organizations supervised by the agencies. Pursuant to the guidance, to be consistent with safety and soundness principles, a banking organization's incentive compensation arrangements should: (i) provide employees with incentives that appropriately balance risk and reward; (ii) be compatible with effective controls and risk management; and (iii) be supported by strong corporate governance including active and effective oversight by the banking organization's board of directors. The guidance also provides that monitoring methods and processes used by a banking organization should be commensurate with the size and complexity of the organization and its use of incentive compensation.

The Dodd-Frank Act required the federal bank regulatory agencies and the Securities and Exchange Commission (the "SEC") to establish joint regulations or guidelines for specified regulated entities, such as the Company, having at least \$1 billion in total assets, to prohibit incentive-based payment arrangements that encourage inappropriate risk-taking by providing an executive officer, employee, director, or principal shareholder with excessive compensation, fees, or benefits that could lead to material financial loss to the entity. As of December 31, 2025, these regulations have not been finalized.

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Consumer Financial Protection. We are subject to a number of federal and state consumer protection laws that extensively govern our relationship with our customers. These laws include, but are not limited to, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Home Mortgage Disclosure Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, the Fair Debt Collection Practices Act, the Service Members Civil Relief Act, laws governing flood insurance, federal and state laws prohibiting unfair and deceptive business practices, foreclosure laws, and various regulations that implement some or all of the foregoing. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, collecting loans, and providing other services. If we fail to comply with these laws and regulations, we may be subject to various penalties. Failure to comply with consumer protection requirements may also result in failure to obtain required bank regulatory approval for merger or acquisition transactions we may wish to pursue, or being prohibited from engaging in such transactions even if approval is not required.

The Dodd-Frank Act centralized responsibility for consumer financial protection by creating a new agency, the CFPB, and giving it responsibility for implementing, examining, and enforcing compliance with federal consumer protection laws. The CFPB focuses on (i) risks to consumers and compliance with federal consumer financial laws, (ii) the markets in which firms operate and risks to consumers posed by activities in those markets, (iii) depository institutions that offer a wide variety of consumer financial products and services, and (iv) non-depository companies that offer one or more consumer financial products or services.

In October 2024, the CFPB issued a final rule regarding personal financial data rights that is designed to promote “open banking.” The final rule requires, among other things, that data providers, including any financial institution, make available to consumers and certain authorized third parties, upon request, certain covered transaction, account, and payment information. Institutions with at least \$10 billion but less than \$250 billion in total assets, including the Company, were required to comply with the final rule by April 1, 2027. On the same day the final rule was released, certain industry participants filed a complaint against the CFPB challenging the final rule. The litigation is currently stayed while the CFPB considers revisions to the rule.

The CFPB has broad rule-making authority for a wide range of consumer financial laws that apply to all banks, including, among other things, the authority to prohibit “unfair, deceptive or abusive” acts and practices. Abusive acts or practices are defined as those that materially interfere with a consumer's ability to understand a term or condition of a consumer financial product or service or take unreasonable advantage of a consumer's (i) lack of financial savvy, (ii) inability to protect himself in the selection or use of consumer financial products or services, or (iii) reasonable reliance on a covered entity to act in the consumer's interests. The CFPB can issue cease-and-desist orders against banks and other entities that violate consumer financial laws. The CFPB may also institute a civil action against an entity in violation of federal consumer financial law in order to impose a civil penalty or injunction.

Notwithstanding ongoing, legal, budgetary and structural challenges affecting the CFPB, the CFPB remains an active federal regulatory agency with continuing supervisory and enforcement authority and retains its broad authority to pursue enforcement actions, including investigations, civil actions, and cease and desist proceedings. The CFPB may also refer civil and criminal findings to the Department of Justice for prosecution.

Mortgage Banking Regulation. In connection with making mortgage loans, we are subject to rules and regulations that, among other things, establish standards for loan origination; prohibit discrimination; provide for inspections and appraisals of property; require credit reports on prospective borrowers; in some cases restrict certain loan features and fix maximum interest rates and fees; require the disclosure of certain basic information to mortgagors concerning credit and settlement costs; limit payment for settlement services to the reasonable value of the services rendered; and require the maintenance and disclosure of information regarding the disposition of mortgage applications based on race, gender, geographical distribution, and income level. We are also subject to rules and

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regulations that require collection and reporting of significant amounts of information with respect to mortgage loans and borrowers. Our mortgage origination activities are subject to the Federal Reserve's Regulation Z, which implements the Truth in Lending Act. Certain provisions of Regulation Z require creditors to make a reasonable and good faith determination based on verified and documented information that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms.

Cybersecurity. Several regulatory statements have been issued regarding cybersecurity. Statements include that financial institutions should design multiple layers of security controls to establish lines of defense and to ensure their risk management processes address the risk posed by electronic banking platforms, interbank messaging, payments, and distant-servers ("cloud") technologies. Cybersecurity controls should include identification of compromised customer credentials, including security measures to reliably authenticate customers accessing internet-based services of the financial institution. A financial institution's management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption, and maintenance of the institution's operations after a cyberattack involving destructive malware. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations, address rebuilding network capabilities, and restore data if the institution or its critical service providers fall victim to this type of cyberattack. If the Company fails to observe the regulatory guidance, it could be subject to various regulatory sanctions, including financial penalties.

In November 2021, the federal bank regulatory agencies issued a final rule, effective in April 2022, imposing new notification requirements for cybersecurity incidents. The rule requires financial institutions to notify their primary federal regulator as soon as possible and no later than 36 hours after the institution determines that a cybersecurity incident has occurred that has materially disrupted or degraded, or is reasonably likely to materially disrupt or degrade, the institution's: (i) ability to carry out banking operations, activities, or processes, or deliver banking products and services to a material portion of its customer base, in the ordinary course of business, (ii) business line(s), including associated operations, services, functions, and support, which upon failure would result in a material loss of revenue, profit, or franchise value, or (iii) operations, including associated services, functions, and support, as applicable, the failure or discontinuance of which would pose a threat to the financial stability of the United States.

In July 2023, the SEC issued a final rule to enhance and standardize disclosures regarding cybersecurity risk management, strategy, governance, and incident reporting by public companies that are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Specifically, the final rule requires current reporting about material cybersecurity incidents, periodic disclosures about a registrant's policies and procedures to identify and manage cybersecurity risk, management's role in implementing cybersecurity policies and procedures, and the board of directors' cybersecurity expertise, if any, and its oversight of cybersecurity risk. See Item 1C., "Cybersecurity," of this Form 10-K for a discussion of the Company's cybersecurity risk management, strategy, and governance.

Mergers and Acquisitions. We are required to obtain prior approval of the FDIC to merge with another bank or purchase the assets or assume the deposits of another bank. In determining whether to approve a proposed bank acquisition, federal bank regulatory agencies will consider, among other factors, the effect of the acquisition on competition, the public benefits expected to be received from the acquisition, the projected capital ratios and levels on a post-acquisition basis, and the acquiring institution's record of addressing the credit needs of the communities it serves, consistent with the safe and sound operation of the bank, under the CRA.

Reporting Obligation Under Securities Laws. We are subject to the periodic reporting requirements of the Exchange Act as adopted by the FDIC, including the filing of annual, quarterly, and other reports with the FDIC. As an Exchange Act reporting bank with over \$500 million in assets, we are directly affected by the Sarbanes-Oxley Act of 2002 and regulations promulgated thereunder, which are aimed at improving corporate governance and reporting procedures. We are also subject to the rules and listing standards adopted by the Nasdaq Stock Market, LLC. We are complying with rules and regulations implemented pursuant to the Sarbanes-Oxley Act and

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by the Nasdaq Stock Market, LLC, and intend to comply with any applicable rules and regulations implemented in the future.

Fair Access to Financial Services. In August 2025, President Trump signed Executive Order 14331, “Guaranteeing Fair Banking Access for All Americans,” which states that it is the policy of the United States that no American should be denied access to financial services because of their constitutionally or statutorily protected beliefs, affiliations, or political views. The Executive Order directs the Treasury Secretary and federal banking regulators to address politicized or unlawful debanking activities. In recent years, certain states have also enacted, or have proposed to enact, statutes, regulations or policies that prohibit financial institutions from denying or canceling products or services to a person or business, or otherwise discriminating against a person or business in making available products or services, on the basis of certain social or political factors or other activities.

Future Legislation and Regulation. Congress may enact legislation from time to time that affects regulation of the financial services industry, and state legislatures may enact legislation from time to time affecting the regulation of financial institutions chartered by or operating in those states. Federal and state regulatory agencies also periodically propose and adopt changes to their regulations or change the manner in which existing regulations are applied. The substance or impact of pending or future legislation or regulation, or the application thereof, cannot be predicted, although enactment of the proposed legislation could impact the regulatory structure under which we operate and may significantly increase costs, impede the efficiency of internal business processes, require an increase in regulatory capital, require modifications to business strategy, and limit the ability to pursue business opportunities in an efficient manner.

Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports are filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act and are accessible at no cost on our website, www.townebank.com, as soon as reasonably practicable after those reports have been filed with or furnished to the FDIC. These materials are available free of charge in print to shareholders who request them by writing to: TowneBank, 6001 Harbour View Boulevard, Suffolk, Virginia 23435. A copy of the statements of beneficial ownership of our equity securities filed by our directors, officers, and 10% or greater shareholders under Section 16 of the Exchange Act may also be obtained through our website. The information contained on our website is not a part of or included in this Form 10-K.

The public may read and copy any of the reports filed with the FDIC at the FDIC's Accounting and Securities Disclosure Section, Division of Risk Management Supervision, 550 17th Street, NW, Washington, DC 20429. The public may contact the FDIC at 202-898-8913 should they require a copy of a filing be sent directly to them.

Item 1A. RISK FACTORS

Risk Factors Summary

Strategic Risk

- * Our risk management framework may not be effective in mitigating risk and loss.
- * Our methods for reducing risk exposures may not be effective.
- * Risks associated with acquisitions and the resulting integrations may affect costs and revenue.
- * Attractive acquisition or expansion opportunities may not be available to us in the future.
- * Our business is concentrated in the Mid-Atlantic region, and the deterioration of economic conditions in the markets in which we operate could have a material adverse impact on our financial condition and results of operations.

Operational Risk

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- * Loss of any of our key personnel could disrupt our operations and result in reduced revenues.
- * There are risks resulting from the use of models in our business.
- * Failure of our internal and disclosure controls and procedures could have a material adverse effect on our results of operations and financial condition.
- * Reliance on certain third parties could adversely affect our operations.
- * The value of our goodwill and other intangible assets may decline in the future.
- * We may be required to repurchase residential mortgage loans or reimburse investors and others as a result of breaches in contractual representations and warranties.
- * We are subject to losses due to errors, omissions, or fraudulent behavior by our employees, clients, counterparties, or other third parties.
- * Our mortgage revenue is cyclical and sensitive to the level of interest rates, changes in economic conditions, decreased economic activity, and slowdowns in the housing market, any of which could adversely impact our profits.

Credit Risk

- * Focus on loan type, industry type, borrower type, or location of the borrower or collateral may increase the risk of substantial credit losses.
- * We are subject to risk arising from conditions in the commercial real estate market.
- * The Company's focus on lending to small to mid-sized community-based businesses may increase its credit risk.
- * Our allowance for credit losses may prove to be insufficient.
- * Our credit standards and ongoing credit assessment processes might not protect us from significant credit losses.
- * We rely upon independent appraisals to determine the value of real estate that secures a significant portion of our loans, and the values indicated by such appraisals may not be realizable if we are forced to foreclose upon such loans.
- * We depend on the accuracy and completeness of information about clients and counterparties, and our financial condition could be adversely affected if we rely on misleading information.

Liquidity Risk

- * Liquidity could be impaired by an inability to access the capital markets or an unforeseen outflow of cash.
- * Our deposit account balances that exceed FDIC insurance limits may expose us to enhanced liquidity risk in times of financial distress.

Market Risk

- * Changes in interest rates could have a negative impact on our results of operations.
- * Loss of deposits or a change in deposit mix could increase our funding costs.
- * Economic and other conditions may cause volatility in the price of our common stock.
- * Continued growth may require raising additional capital, which may dilute current shareholders' ownership percentage.
- * Potential downgrades of U.S. government securities by one or more of the credit ratings agencies could have a material adverse effect on our operations, earnings, and financial condition.
- * Our quarterly financial results may fluctuate as a result of seasonality, which may make it difficult to predict our future performance and may adversely affect our common stock price.

Technology Risk

- * We continually encounter technological change.
- * A failure in, or breach of, our operational or security systems, infrastructure, or business continuity plans could disrupt our critical business operations and customer services and cause legal or reputational harm.
- * We, our colleagues, and/or customers, could be the target of cybersecurity risks including denial of service, hacking, social engineering attacks, identity theft, and malware intrusion or data corruption attempts that could result in the disclosure of confidential information, adversely affect our business or reputation, and create significant legal and financial exposure.

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- * Operational functions of business counterparties over which we may have limited or no control may experience disruptions that could adversely impact our operations.
- * The development and use of Artificial Intelligence ("AI") presents risks and challenges that may adversely impact the Company's business.

Compliance Risk

- * We operate in a highly regulated industry, and the laws and regulations that govern our operations, corporate governance, financial accounting, or reporting, including changes in them, may adversely affect us.
- * Restrictions relating to the acquisition of our common stock may discourage an acquisition.
- * We are subject to environmental liability risk associated with our lending activities.
- * Changes in federal, state, or local tax laws may negatively impact our financial performance.
- * Regulatory capital standards may have an adverse effect on our profitability, lending, and ability to pay dividends on our securities.
- * Noncompliance with AML laws could cause us material financial loss.
- * Regulations issued by the Consumer Financial Protection Bureau could adversely affect our earnings.
- * Scrutiny and evolving expectations from customers, regulators, investors, and other stakeholders with respect to our environmental, social, and governance ("ESG") practices may impose additional costs on us or expose us to new or additional risks.
- * Climate change and related legislative and regulatory initiatives may result in operational changes and expenditures that could significantly impact our business.

General Business

- * Negative perception of the Company through the media may adversely affect our reputation and business.
- * Security breaches and other disruptions could compromise our information and expose us to liability or result in the loss of money, which could damage our reputation and our business.
- * Strong competition in our primary market area and from non-traditional financial institutions may limit asset growth and profitability.
- * We are subject to the potential adverse effects of a U.S. federal government shutdown.
- * Severe weather, natural disasters, sea level rise, acts of war or terrorism, and other external events could significantly impact our business.

An investment in our Company involves risks and uncertainties inherent to our business that could impact the value of our common stock. In addition to the other information set forth in this Form 10-K, including the information addressed under "Forward-Looking Statements," investors in our common stock should carefully consider the risk factors described in this section, organized under the risk pillars discussed below. The following defines the Company's risk pillars, in no particular order of importance.

- Strategic risk - the risk to current or projected financial condition or resiliency arising from adverse business decisions, poor implementation of business decisions, or lack of responsiveness to changes in the banking industry and operating environment, as a function of strategic vision, business strategies, resources, and quality of implementation.
- Operational risk - the risk to current or projected financial condition or resiliency arising from inadequate or failed internal processes or systems, human error or misconduct, or from adverse external events.
- Credit risk - the risk to current or projected financial condition or resiliency arising from an obligor's failure to meet the terms of any contract with the Company or otherwise fail to perform as agreed.
- Liquidity risk - the risk to current or projected financial condition or resiliency arising from the inability, real or perceived, to meet obligations as they come due.
- Market risk - the risk to current or projected financial condition or resiliency arising from adverse movements in market rates or prices, including interest rate risk and price risk.

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- Technology risk - the risk to current or projected financial condition or resiliency arising from incomplete or inaccurate data used in business processes, a lack of availability of data to perform business processes, degradation of technology services or applications used in business processes, or significant loss exposure, data loss, technical service disruption, or theft of funds caused by exploiting cyber vulnerabilities.
- Compliance risk - the risk to current or projected financial condition or resiliency arising from violations of laws or regulations, or from nonconformance with prescribed practices, internal policies and procedures, or ethical standards, including the potential to cause harm to consumers.

These risk pillars and the related factors below could materially and adversely affect our business, financial condition, liquidity, results of operations, and capital position and could cause our actual results to differ materially from our historical results or the results contemplated by the forward-looking statements contained in this Form 10-K or in any other document we file with or furnish to the FDIC, in which case the trading price of our common stock could decline. This listing should not be considered all-inclusive. Additional risks and uncertainties, including those not presently known to us or that we currently consider immaterial, may also impair our business, financial condition, or operating results.

Strategic Risk

Our risk management framework may not be effective in mitigating risk and loss.

We maintain an enterprise risk management program that is designed to identify, quantify, monitor, report, and control the risks we face. While we assess and improve this program on an ongoing basis, there can be no assurance that our approach and framework for risk management and related controls will effectively mitigate all risk and limit losses in our business. If conditions or circumstances arise that expose flaws or gaps in our risk management program, or if our controls break down, our results of operations and financial condition may be adversely affected.

Our methods for reducing risk exposures may not be effective.

Instruments, systems, and strategies used, particularly in relation to our mortgage business, to hedge or otherwise manage exposure to various types of market, credit, or liquidity risks could be less effective than anticipated. As a result, the Company may not be able to effectively mitigate its risk exposures in particular market environments or against particular types of risk, which could have a material adverse impact on our business, financial condition, or results of operations.

Risks associated with acquisitions and the resulting integrations may affect costs and revenue.

A component of our business strategy includes growth through acquisitions. We completed two bank acquisitions in 2025 and one in early 2026. We have incurred, and expect to continue to incur, substantial costs in connection with integration of these banks into our business. There are a large number of processes, policies, procedures, operations, technologies and systems that need to be integrated, including purchasing, accounting and finance, payroll, compliance, treasury management, branch operations, vendor management, risk management, lines of business, pricing, and benefits. Although we have assumed that a certain level of costs will be incurred, there are many factors beyond our control that could affect the total amount or the timing of the integration costs. Moreover, many of the costs that we expect to incur are, by their nature, difficult to estimate accurately. Furthermore, there can be no assurances that the expected benefits and efficiencies related to the acquisitions will be realized to offset these transaction and integration costs over time. These integration costs may result in us taking charges against earnings in the future, and the amount and timing of such charges are uncertain at present. We cannot provide assurance that we will be successful in overcoming these risks or any other issues encountered in connection with acquisitions.

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Attractive acquisition or expansion opportunities may not be available to us in the future.

We may consider acquiring other businesses or expanding into new product lines or markets that we believe will help us fulfill our strategic objectives. We expect that other banking and financial companies, some of which have significantly greater resources, will compete with us to acquire financial services businesses. Our target base of attractive candidates may be limited, and competition could increase prices for potential acquisitions that we believe are attractive. Acquisitions may also be subject to various regulatory approvals. If we fail to receive the appropriate regulatory approvals, we will not be able to consummate acquisitions that we believe are in our best interests.

Our business is concentrated in the Mid-Atlantic region, and the deterioration of economic conditions in the markets in which we operate could have a material adverse impact on our financial condition and results of operations.

We do business primarily in the Richmond, Virginia, region, the Greater Hampton Roads region in southeastern Virginia, northeastern North Carolina, the Cary, Charlotte, Greensboro-Winston Salem, Greenville, and Raleigh metropolitan areas in North Carolina, and Charleston and Greenville, South Carolina. Since we are a community-focused financial institution, our business is particularly sensitive to local economic conditions in those markets. Adverse changes in economic conditions in our market areas would likely impair our ability to collect loans and could otherwise have a material adverse effect on our business, financial condition, and results of operations.

In addition, the U.S. military has a major presence in Greater Hampton Roads and is an important aspect of the Greater Hampton Roads economy. Actual and proposed cuts to federal spending, particularly defense and other security spending, could have an adverse impact on the Greater Hampton Roads economy, which could adversely affect our business, financial condition, and results of operations.

Operational Risk

Loss of any of our key personnel could disrupt our operations and result in reduced revenues.

We are a relationship-driven organization. A key aspect of our business strategy is for our senior officers to have primary contact with our customers. Our growth and development to date have been, in large part, a result of these personalized relationships with our customer base. The success of our acquisitions also often depends on our ability to retain and integrate the senior officers of acquired businesses.

Our senior officers have considerable experience in the banking industry and related financial services and are extremely valuable and would be difficult to replace. The loss of the services of these officers could have a material adverse effect upon future prospects. Although we have entered into employment contracts with our Executive Chairman, Chief Executive Officer, and our other senior officers, and purchased key man life insurance policies to mitigate the risk of an unforeseen departure or death of certain of our senior officers, we cannot offer any assurance that they and other key employees will remain employed by us. The unexpected loss of services of one or more of these key employees could have a material adverse effect on operations and possibly result in reduced revenues.

There are risks resulting from the use of models in our business.

We rely on quantitative models to measure risks and to estimate certain financial values. Models may be used in such processes as determining the pricing of various products, grading loans and extending credit, measuring interest rate and other market risks, predicting or estimating losses, assessing capital adequacy and calculating

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economic and regulatory capital levels, as well as estimating the value of financial instruments and balance sheet items. Poorly designed or implemented models present the risk that our business decisions based on information incorporating model output would be adversely affected due to the inadequacy of that information. Also, information we provide to the public or to our regulators based on poorly designed or implemented models could be inaccurate or misleading.

Failure of our internal and disclosure controls and procedures could have a material adverse effect on our results of operations and financial condition.

Effective internal and disclosure controls and procedures are necessary to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company and financial institution. Our management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, no matter how well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our results of operations and financial condition.

Reliance on certain third parties could adversely affect our operations.

We are reliant upon certain third parties to provide products and services necessary to maintain our day-to-day operations. Accordingly, our operations are exposed to risk that these third parties will not perform in accordance with the contracted arrangements under service-level agreements. We maintain a system of comprehensive policies and a control framework designed to monitor vendor risks including, among other things, (i) changes in the third party's financial condition, (ii) changes in the third party's support for existing products and services, and (iii) changes in the third party's strategic focus. While we believe these policies and procedures help to mitigate risk, the failure of a third party to perform in accordance with contracted arrangements under service-level agreements could be disruptive to our operations, which could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

The value of our goodwill and other intangible assets may decline in the future.

As of December 31, 2025, we had \$690.61 million of goodwill and other intangible assets. A significant decline in our expected future cash flows, a significant adverse change in the business climate, slower growth rates, or a significant and sustained decline in the price of our common stock may necessitate taking charges in the future related to the impairment of our goodwill and other intangible assets. If we were to conclude that a future write-down of goodwill and other intangible assets is necessary, we would record the appropriate charge, which could have a material adverse effect on our financial condition and results of operations.

We may be required to repurchase residential mortgage loans or reimburse investors and others as a result of breaches in contractual representations and warranties.

We sell residential mortgage loans to various parties, which may include government-sponsored entities and other bank and non-bank financial institutions that purchase residential mortgage loans for investment or private label securitization. We may be required to repurchase residential mortgage loans, indemnify the securitization trust, investor or insurer, or reimburse the securitization trust, investor or insurer, for credit losses incurred on loans in the event of a breach of contractual representations or warranties that is not remedied within a specified period (usually 60 days or less) after we receive notice of the breach. Contracts for residential mortgage loan sales to these entities include various types of specific remedies and penalties that could be applied to inadequate responses to repurchase requests. If economic conditions and the housing market deteriorate or future investor repurchase

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demand and our success at appealing repurchase requests differ from past experience, we could have increased repurchase obligations and increased loss severity on repurchases, which could adversely affect operations.

We are subject to losses due to errors, omissions, or fraudulent behavior by our employees, clients, counterparties, or other third parties.

We are exposed to many types of operational risk, including the risk of fraud by employees and third parties, clerical recordkeeping errors, and transactional errors. While our procedures are designed to follow customary, industry-specific security precautions, and while we provide employees with ongoing training and regular communications and guidance, our efforts might not be successful in mitigating or reducing errors, omissions, or fraudulent behavior, resulting in financial losses, increased litigation risk, and reputational harm. We could be materially and adversely affected if employees, clients, counterparties, or other third parties caused an operational breakdown or failure, either as a result of human error, fraudulent manipulation, or purposeful damage to any of our operations or systems.

Our mortgage revenue is cyclical and sensitive to the level of interest rates, changes in economic conditions, decreased economic activity, and slowdowns in the housing market, any of which could adversely impact our profits.

The success of our mortgage business is dependent upon our ability to originate loans and sell them to investors at or near current volumes. Loan production levels are sensitive to changes in the level of interest rates, product availability, and changes in economic conditions. Loan production levels may suffer if we experience a slowdown in housing markets in the regions in which we do business, or tightening credit conditions. Any sustained period of decreased activity caused by fewer home sales or refinancing transactions, higher interest rates, housing price pressure, or loan underwriting restrictions would adversely affect our mortgage originations and, consequently, could significantly reduce our income from mortgage activities. As a result, these conditions would also adversely affect our results of operations.

Credit Risk

Focus on loan type, industry type, borrower type, or location of the borrower or collateral may increase the risk of substantial credit losses.

Our credit risk and credit losses can increase if our loans are concentrated to borrowers engaged in the same or similar activities or to borrowers who individually or as a group may be uniquely or disproportionately affected by economic or market conditions. We offer a variety of loan products, including residential mortgage, consumer, construction, and commercial loans. At December 31, 2025, approximately 53.73% of loans were commercial and industrial loans and commercial loans secured by commercial real estate. It is expected that, as we grow, this percentage will remain fairly constant.

Commercial lending generally involves more risk than mortgage and consumer lending because loan balances are greater, and the borrower's ability to repay is contingent on the successful operation of a business. Risk of loan defaults is unavoidable in the banking industry. We attempt to limit exposure to this risk by monitoring carefully the amount of loans in specific industries and by exercising prudent lending practices. However, the risk that substantial credit losses could result in reduced earnings or losses cannot be eliminated.

We are subject to risk arising from conditions in the commercial real estate market.

As of December 31, 2025, approximately 42.81% of our loan portfolio was commercial real estate mortgage loans. These loans generally involve a greater degree of credit risk than residential real estate mortgage loans because

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they typically have larger balances and are more affected by adverse conditions in the real estate market or the economy or changes in government regulations. Accordingly, the federal bank regulatory agencies have expressed concerns about weaknesses in the current commercial real estate market. Failures in our risk management policies, procedures, and controls could adversely affect our ability to manage this portfolio going forward and could result in an increased rate of delinquencies in, and increased losses from, this portfolio, which, accordingly, could have a material adverse effect on our business, financial condition, and results of operations.

The Company's focus on lending to small to mid-sized community-based businesses may increase its credit risk.

Most of our commercial business and commercial real estate loans are made to small business or middle-market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. Additionally, these loans may increase concentration risk as to industry or collateral securing our loans. If general economic conditions in the market areas in which we operate negatively impact this important customer sector, our results of operations and financial condition may be adversely affected. Moreover, a portion of these loans has been made by the Company recently, and the borrowers may not have experienced a complete business or economic cycle. The deterioration of the borrowers' businesses may hinder their abilities to repay their loans with the Company, which could have a material adverse effect on our financial condition and results of operations.

Our allowance for credit losses may prove to be insufficient.

We maintain allowances for credit losses on loans, securities, and off-balance-sheet credit exposures. In the case of loans and securities, allowances for credit losses are contra-asset valuation accounts that are deducted from the amortized cost basis of these assets to present the net amount expected to be collected. In the case of off-balance-sheet credit exposures, the allowance for credit losses is a liability account reported as a component of other liabilities on our Consolidated Balance Sheets. The amount of each allowance account represents management's best estimate of current expected credit losses on these financial instruments considering available information, from internal and external sources, relevant to assessing exposure to credit loss over the contractual term of the instrument. Relevant available information includes historical credit loss experience, current conditions, and reasonable and supportable forecasts. As a result, determination of the appropriate level of allowance for credit losses inherently involves a high degree of subjectivity, and requires us to make significant estimates related to current and expected future credit risks and trends, all of which may materially change.

Factors that may impact the allowance for credit losses on loans, securities, and off-balance-sheet credit exposures include the following:

- Deterioration in economic conditions affecting borrowers and securities issuers, including the possibility of a recession, inflation, and higher interest rates
- New information regarding existing loans, credit commitments, and securities holdings
- Identification of additional problem loans
- Ratings downgrades and other factors, both within and outside of our control

In addition, bank regulatory agencies periodically review our allowance for credit losses and may require an increase in credit loss expense or the recognition of further loan charge-offs, based on judgments different than those of management. Furthermore, if any charge-offs related to loans, securities, or off-balance-sheet credit exposures in future periods exceed our allowances for credit losses on loans, securities, or off-balance-sheet credit exposures, we will need to recognize additional credit loss expense to increase the applicable allowance. Any increase in the allowance for credit losses on loans, securities, and off-balance-sheet credit exposures will result in

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a decrease in net income and, possibly, capital, and may have a material adverse effect on our business, financial condition, and results of operations.

Our credit standards and ongoing credit assessment processes might not protect us from significant credit losses.

We take credit risk by virtue of making loans and leases and extending loan commitments and letters of credit. We manage credit risk through a program of underwriting standards, the review of certain credit decisions, and an ongoing process of assessment of the quality of the credit already extended. Our exposure to credit risk is managed through the use of consistent underwriting standards that emphasize local lending while avoiding highly leveraged transactions, as well as excessive industry and other concentrations. Our credit administration function employs risk management techniques to help ensure that problem loans and leases are promptly identified. While these procedures are designed to provide us with the information needed to implement policy adjustments where necessary and to take appropriate corrective actions, there can be no assurance that such measures will be effective in avoiding undue credit risk.

We rely upon independent appraisals to determine the value of real estate that secures a significant portion of our loans, and the values indicated by such appraisals may not be realizable if we are forced to foreclose upon such loans.

A significant portion of our loan portfolio consists of loans secured by real estate. We rely upon independent appraisers to estimate the value of such real estate. Appraisals are only estimates of value, and the independent appraisers may make mistakes of fact or judgment that adversely affect the reliability of their appraisals. In addition, events occurring after the initial appraisal may cause the value of the real estate to increase or decrease. As a result of any of these factors, the real estate securing some of our loans may be more or less valuable than anticipated at the time the loans were made. If a default occurs on a loan secured by real estate that is less valuable than originally estimated, we may not be able to recover the outstanding balance of the loan.

We depend on the accuracy and completeness of information about clients and counterparties, and our financial condition could be adversely affected if we rely on misleading information.

In deciding whether to extend credit or to enter into other transactions with clients and counterparties, we may rely on information furnished to us by or on behalf of clients and counterparties, including financial statements and other financial information, which the Company does not independently verify. We also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, we may assume that a customer's audited financial statements conform with GAAP and present fairly, in all material respects, the financial condition, results of operations, and cash flows of the customer. Our financial condition and results of operations could be negatively impacted to the extent we rely on financial statements that do not comply with GAAP or are materially misleading.

Liquidity Risk

Liquidity could be impaired by an inability to access the capital markets or an unforeseen outflow of cash.

Liquidity is essential to our business. Our access to funding sources in amounts adequate to finance our activities or on terms that are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy generally. Factors that could reduce our access to liquidity sources include a reduction in our credit ratings, a downturn in the economy, difficult credit markets, or the liquidity needs of our depositors. A substantial majority of our liabilities are demand, savings, interest checking, and money market deposits, which are

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payable on demand or upon several days' notice, while a substantial portion of our assets are loans, which cannot be called or sold in the same time frame. We may not be able to replace maturing deposits and advances as necessary in the future, especially if a large number of our depositors sought to withdraw their accounts, regardless of the reason. Our access to deposits may be negatively impacted by, among other factors, changes in interest rates, which could promote increased competition for deposits, including from new financial technology competitors, or provide customers with alternative investment options. Additionally, negative news about us or the banking industry in general could negatively impact market and/or customer perceptions of our company, which could lead to a loss of depositor confidence and an increase in deposit withdrawals. A failure to maintain adequate liquidity could have a material adverse effect on our business, financial condition, and results of operations.

Our credit ratings are also important to our liquidity. These ratings are based on a number of factors, including our overall financial strength, as well as factors not entirely within our control, such as conditions affecting the financial services industry generally. As a result, there can be no assurance that we will maintain our current ratings. A reduction in our credit ratings could adversely affect our liquidity and competitive position, increase our borrowing costs, or limit our access to capital markets.

Our deposit account balances that exceed FDIC insurance limits may expose us to enhanced liquidity risk in times of financial distress.

In the wake of early 2023 bank failures, the FDIC and other banking regulators concluded that a significant contributing factor in those failures was the proportion of the deposits held by those institutions that exceeded FDIC insurance limits. Uninsured deposits have historically been viewed as less stable than insured deposits and, in the event of financial distress, they have been more likely to withdraw their deposits.

As of December 31, 2025, we had an estimated \$7.88 billion in uninsured deposits. If a significant portion of our deposits were to be withdrawn in a short period of time such that additional sources of funding would be required to meet withdrawal demands, we may be unable to obtain funding at favorable terms, which may have an adverse effect on our net interest margin. Additionally, obtaining adequate funding to meet our deposit obligations may be more challenging during periods of elevated prevailing interest rates, such as the present period. Our ability to attract depositors during a time of actual or perceived distress or instability in the marketplace may be limited. Interest rates on alternate funding generally exceed the interest rates paid to depositors and may result in additional margin compression. For additional information regarding uninsured deposits and liquidity, see sections of Part II, Item 7., "Management's Discussion and Analysis of Financial Conditions and Results of Operations."

Market Risk

Changes in interest rates could have a negative impact on our results of operations.

Our profitability is dependent to a large extent on our net interest income, which is the difference between interest income on interest-earning assets and interest expense on interest-bearing liabilities. Our net interest income is impacted by changes in market rates of interest, changes in credit spreads, changes in the shape of the yield curve, the interest rate sensitivity of our assets and liabilities, prepayments on our loans and investments, and the mix of our funding sources and assets.

Our interest-earning assets and interest-bearing liabilities may react in different degrees to changes in market interest rates. Interest rates on some types of assets and liabilities may fluctuate prior to changes in broader market interest rates, while rates on other types may lag behind. The result of these changes to rates may cause differing spreads on interest-earning assets and interest-bearing liabilities. Any substantial, unexpected, or prolonged change in market interest rates could have a material adverse effect on our business, financial condition, and results of operations. While we take measures, such as hedging our mortgage loans held for sale, intended to manage

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risks from changes in market interest rates, we cannot control or accurately predict changes in the rates of interest or be sure our protective measures are adequate.

Loss of deposits or a change in deposit mix could increase our funding costs.

Deposits are a low-cost and stable source of funding. We compete with banks and other financial institutions for deposits. Funding costs may increase because we may lose deposits and replace them with more expensive sources of funding, clients may shift their deposits into higher cost products, or we may need to raise interest rates to avoid losing deposits. Higher funding costs reduce our net interest margin, net interest income, and net income.

Economic and other conditions may cause volatility in the price of our common stock.

The price of our common stock can be affected by a variety of factors, such as expected or actual results of operations, changes in analysts' recommendations or projections, announcements of developments related to our businesses, operating and stock performance of other companies deemed to be peers, news or expectations based on the performance of others in the financial services industry, and expected impacts of a changing regulatory environment. These factors not only impact the price of our common stock, but could also affect the liquidity of the stock, given the Company's size, geographical footprint, and industry. The price for shares of our common stock may fluctuate significantly in the future, and these fluctuations may be unrelated to the Company's performance. General market price declines or market volatility in the future could adversely affect the price for shares of our common stock, and the current market price of such shares may not be indicative of future market prices.

Continued growth may require raising additional capital, which may dilute current shareholders' ownership percentage.

In order to meet applicable regulatory capital requirements, we may, from time to time, need to raise additional capital to support continued growth. If we sell our equity securities to raise additional funds, the relative ownership interests of our existing shareholders would likely be diluted.

Potential downgrades of U.S. government securities by one or more of the credit ratings agencies could have a material adverse effect on our operations, earnings, and financial condition.

A possible future downgrade of the sovereign credit ratings of the U.S. government and/or a decline in the perceived creditworthiness of U.S. government-related obligations could impact our ability to obtain funding that is collateralized by affected instruments, as well as affect the pricing of that funding when it is available. A downgrade may also adversely affect the market value of such instruments. We cannot predict if, when, or how any changes to the credit ratings or perceived creditworthiness of these obligations will affect economic conditions. A downgrade of the sovereign credit ratings of the U.S. government or the credit ratings of related institutions, agencies, or instruments could have a material adverse effect on our business, financial condition, and results of operations.

Our quarterly financial results may fluctuate as a result of seasonality, which may make it difficult to predict our future performance and may adversely affect our common stock price.

We engage in certain lines of business that are historically subject to seasonal trends. These include mortgage banking and real estate brokerage services that reflect the general patterns of housing sales, which typically peak in the spring and summer seasons. Our non-mortgage and real estate-related businesses have various seasonality trends that may create further fluctuations in our quarterly operating results. Any of these seasonal trends, or the

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combination of them, may negatively impact the price of our common stock. Due to the nature and timing of these fluctuations, Company comparisons should be made using annual results.

Technology Risk

We continually encounter technological change.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services, which increase efficiency and enable financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Service interruptions, transaction processing errors, and system conversion delays may cause us to fail to comply with applicable laws. Such failure or our inability to address the needs of our customers by using technology could have a material adverse effect on our business, financial condition, or results of operations.

A failure in, or breach of, our operational or security systems, infrastructure, or business continuity plans could disrupt our critical business operations and customer services and cause legal or reputational harm.

Our operational and security systems infrastructure, including computer systems, emerging technologies, and internal processes, as well as those of third parties, are integral to our performance. We also rely on our employees and third parties (including downstream service providers) in our day-to-day and ongoing operations, who may, as a result of human error, misconduct (including errors in judgment, malice, fraudulent activity, and/or engaging in violations of applicable policies, laws, rules, or procedures), malfeasance, or a failure or breach of systems or infrastructure cause disruptions to our organization and expose us to operational losses, regulatory risk, and reputational harm. We could also experience prolonged computer and network outages resulting in disruption to our critical business operations and customer services. We may experience sudden increases in customer transaction volume, or electrical, telecommunications, or other major physical infrastructure outages, newly identified vulnerabilities in key hardware or software, failure of aging infrastructure, and technology project implementation challenges, which could result in prolonged operational outages and cause legal, regulatory, or reputational harm.

Regardless of the measures we have taken to implement training, procedures, backup systems, and other safeguards to support our operations and bolster our operational resilience, our ability to conduct business may be adversely affected by any significant disruptions to us or to third parties (including their downstream providers) with whom we interact or upon whom we rely, including systemic cyber events that result in system outages and unavailability of part or all of the internet, cloud services, and/or the financial services industry infrastructure (including critical banking activities). Our ability to implement backup systems and other safeguards with respect to third-party systems and the financial services industry infrastructure is more limited than with respect to our own systems.

Furthermore, to the extent that backup systems are available and utilized, they may not process data as quickly as our primary systems, and some data might not have been backed up. We regularly update the systems on which we rely to support our operations and growth and to remain compliant with all applicable laws, rules, and regulations. This updating entails significant costs and creates risks associated with implementing new systems and integrating them into existing ones, including business interruptions.

We, our colleagues, and/or customers, could be the target of cybersecurity risks including denial of service, hacking, social engineering attacks, identity theft, and malware intrusion or data corruption attempts that could

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result in the disclosure of confidential information, adversely affect our business or reputation, and create significant legal and financial exposure.

Our business relies on the secure processing, transmission, storage, and retrieval of confidential, proprietary, and other information in our computer and data management systems and networks, and in the computer and data management systems and networks of third parties. In addition, to access our network, products, and services, our employees, customers, and other third parties may use personal mobile devices or computing devices that are outside of our network environment and are subject to their own cybersecurity risks. Due to applicable laws, regulations, and contractual obligations, we may be held responsible for cyber incidents attributed to these parties as they relate to the information we share with them.

Cybersecurity risks have significantly increased in recent years, and will likely continue to increase, in part because of the proliferation of artificial intelligence, new technologies, increased sophistication and activities of terrorist organizations, hostile foreign governments, organized crime affiliates, and the use of the internet and telecommunications technologies to conduct financial transactions. Remote work can also pose a risk related to cyber incidents as a result of our employees, vendors, and other third parties with which we interact working remotely on less secure systems and environments.

Targeted social engineering and email attacks are becoming more sophisticated and difficult to prevent. Techniques used by cyber criminals change frequently and may not be recognized until launch or well after a breach has occurred. Cyberattacks or other information security breaches, whether directed at us or third parties, may result in a material loss or have material consequences. A successful penetration or circumvention of system security could cause us serious negative consequences, including our loss of customers, business opportunities, significant business disruption, misappropriation, exposure, or destruction of our confidential information, reputational damage, reimbursement of other compensatory costs, additional compliance costs, and could adversely impact our results of operations, liquidity, and financial condition.

For more information regarding the Company's process of assessing, identifying, and managing material risks from cybersecurity threats, refer to Item 1C., "Cybersecurity."

Operational functions of business counterparties over which we may have limited or no control may experience disruptions that could adversely impact our operations.

Every year, retailers and service providers are the target of data systems incursions which result in the thefts of credit and debit card information, online account information, and other financial and personal data of tens of millions of their customers and users. These incursions affect cards issued and deposit accounts maintained by many banks, including the Company. Although our systems are not breached in such incursions, these events can cause us to reissue a significant number of cards and take other costly steps to avoid significant theft loss to us and our customers. In some cases, we may be required to reimburse customers for the losses they incur. Other possible points of intrusion or disruption not within our control include internet service providers, electronic mail portal providers, social media portals, cloud service providers, electronic data security providers, telecommunications companies, and smartphone manufacturers.

The development and use of Artificial Intelligence ("AI") presents risks and challenges that may adversely impact the Company's business.

The Company or its third-party vendors, clients, or counterparties may develop or incorporate AI technology in certain business processes, services, or products. The development and use of AI presents a number of risks and challenges to the Company's business. The legal and regulatory environment relating to AI is uncertain and rapidly evolving, and includes regulatory schemes targeted specifically at AI, as well as provisions in intellectual

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property, privacy, consumer protection, employment, and other laws applicable to the use of AI. These evolving laws and regulations could require changes in the Company's implementation of AI technology and increase the Company's compliance costs and the risk of non-compliance. AI models, particularly generative AI models, may produce output or take action that is incorrect; that reflects biases included in the data on which they are trained; that results in the release of private, confidential, or proprietary information; that infringes on the intellectual property rights of others; or that is otherwise harmful. In addition, the complexity of many AI models makes it difficult to understand why they are generating particular outputs. This limited transparency increases the challenges associated with assessing the proper operation of AI models, understanding and monitoring the capabilities of the AI models, reducing erroneous outputs, eliminating bias, and complying with regulations that require documentation or explanation of the basis on which decisions are made. Further, the Company may rely on AI models developed by third parties, and, to that extent, would be dependent in part on the manner in which those third parties develop and train their models, including risks arising from the inclusion of any unauthorized material in the training data for their models and the effectiveness of the steps these third parties have taken to limit the risks associated with the output of their models, matters over which the Company may have limited visibility. Any of these risks could expose the Company to liability or adverse legal or regulatory consequences and harm the Company's reputation and the public perception of its business or the effectiveness of its security measures.

Compliance Risk

We operate in a highly regulated industry, and the laws and regulations that govern our operations, corporate governance, financial accounting, or reporting, including changes in them, may adversely affect us.

The banking industry is highly regulated. We are subject to supervision, regulation, and examination by various federal and state regulators, including the FDIC, CFPB, OCC, and various state regulatory agencies. The statutory and regulatory framework that governs us is generally intended to protect depositors and customers, the DIF, the U.S. banking and financial system, and financial markets as a whole, not to protect shareholders. Regulations affecting us may be changed at any time, and the interpretation of those regulations by regulatory authorities is also subject to change. There can be no assurance that future changes in legislation, administrative regulations, or governmental policy will not adversely affect the financial services industry and our business. Our failure to comply with these laws and regulations, even if the failure was inadvertent or reflects a difference in interpretation, could subject us to restrictions on our business activities, fines, and other penalties, any of which could negatively impact our business, financial condition, and results of operations.

Restrictions relating to the acquisition of our common stock may discourage an acquisition.

Certain provisions of our articles of incorporation and bylaws could delay or frustrate the removal of incumbent directors and could make a merger, tender offer, or proxy contest more difficult, even in instances where shareholders deem the proposed transaction to be beneficial to their interests. These provisions, among others, provide for staggered terms for the Board of Directors and that a plan of merger, share exchange, sale of all or substantially all of our assets, or similar transaction must be approved and recommended by the affirmative vote of at least two-thirds of the directors in office or, if not so approved and recommended, by the affirmative vote of the holders of 80% of our outstanding shares, and limit the ability of shareholders to call a special meeting. In addition, certain provisions of state and federal law may also have the effect of discouraging or prohibiting a future takeover attempt in which our shareholders might otherwise receive a substantial premium for their shares over then-current market prices. To the extent that these provisions discourage or prevent takeover attempts, they may tend to reduce the market price for our common stock.

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

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or

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toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Environmental reviews of real property before initiating foreclosure actions may not be sufficient to detect all potential environmental hazards. Remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our financial condition and results of operations.

Changes in federal, state, or local tax laws may negatively impact our financial performance.

Changes in tax law could increase our effective tax rates. Such changes may be retroactive to previous periods and, as a result, could negatively affect our current and future financial performance. Similarly, our customers are likely to experience varying effects from both the individual and business tax provisions of new tax laws, and such effects, whether positive or negative, may have a corresponding impact on our business and the economy as a whole.

Regulatory capital standards may have an adverse effect on our profitability, lending, and ability to pay dividends on our securities.

We are subject to capital adequacy guidelines and other regulatory requirements specifying minimum amounts and types of capital that we must maintain. From time to time, regulators implement changes to these regulatory capital adequacy guidelines. If we fail to meet these minimum capital guidelines and/or other regulatory requirements, our financial condition would be materially and adversely affected. The Basel III Capital Rules require us to maintain significantly more capital as a result of higher required capital levels and more demanding regulatory capital risk weightings and calculations. We must also comply with the capital requirements set forth in the "prompt corrective action" regulations pursuant to Section 38 of the FDIA. Satisfying capital requirements may require us to limit our banking operations, retain net income, or reduce dividends to improve regulatory capital levels, which could negatively affect our business, financial condition, and results of operations.

Noncompliance with AML laws could cause us material financial loss.

AML laws contain anti-money laundering and financial transparency provisions intended to detect and prevent the use of the U.S. financial system for money laundering and terrorist financing activities. These provisions require depository institutions to undertake activities including maintaining an anti-money laundering program, verifying the identity of customers, monitoring for and reporting suspicious transactions, reporting on cash transactions exceeding specific thresholds, and responding to requests for information by regulatory authorities and law enforcement agencies. The Federal Crimes Enforcement Network, a unit of the U.S. Treasury Department that administers the Bank Secrecy Act, is authorized to impose significant civil monetary penalties for violations of those requirements and has engaged in coordinated enforcement efforts with the federal bank regulatory agencies, as well as the DOJ, Drug Enforcement Administration, and Internal Revenue Service.

We are subject to the rules enforced by the OFAC. If our policies, procedures, and systems are deemed deficient or the policies, procedures, and systems of the financial institutions that we have already acquired or may acquire in the future are deficient, we would be subject to liability, including fines and regulatory actions such as restrictions on our ability to pay dividends. We would also be required to obtain regulatory approvals to proceed with certain planned business activities, including acquisition plans, which would negatively impact our business, financial condition, and results of operations. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for the Company.

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Regulations issued by the Consumer Financial Protection Bureau could adversely affect our earnings.

The CFPB has broad rulemaking authority to administer and carry out the provisions of the Dodd-Frank Act with respect to financial institutions that offer covered financial products and services to consumers. As an independent bureau within the Federal Reserve System, the CFPB may impose requirements more severe than the previous bank regulatory agencies. The CFPB has also been directed to write rules identifying practices or acts that are unfair, deceptive, or abusive in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service. The CFPB has pursued an enforcement policy with respect to a range of regulatory compliance matters, specifically including fair lending, loan servicing, financial institution sales and marketing practices, and financial institution consumer fee and account management practices. Despite our ongoing compliance efforts, we may become subject to regulatory enforcement actions with respect to our programs and practices. The costs and limitations related to this additional regulatory scrutiny initiated by the CFPB with respect to consumer product offerings and services may adversely affect the Company's profitability.

Scrutiny and evolving expectations from customers, regulators, investors, and other stakeholders with respect to our environmental, social, and governance ("ESG") practices may impose additional costs on us or expose us to new or additional risks.

We face scrutiny from customers, regulators, investors, and other stakeholders related to our ESG practices and disclosure. Investor advocacy groups, investment funds, and influential investors may also focus on these practices, especially as they relate to climate risk, hiring practices, the diversity of the work force, and racial and social justice issues. Increased ESG-related compliance costs could result in increases to our overall operational costs. Failure to adapt to or comply with regulatory requirements or investor or stakeholder expectations and standards could negatively impact our reputation, ability to do business with certain partners, and our stock price. New government regulations could also result in new or more stringent forms of ESG oversight and expanding mandatory and voluntary reporting, diligence, and disclosure.

Climate change and related legislative and regulatory initiatives may result in operational changes and expenditures that could significantly impact our business.

The current and anticipated effects of climate change are creating an increasing level of concern for the state of the global environment. As a result, political and social attention to the issue of climate change has increased. Federal and state legislatures and regulatory agencies have continued to propose and advance numerous legislative and regulatory initiatives seeking to mitigate the effects of climate change. These climate-related initiatives could include increasing supervisory expectations with respect to banks' risk management practices, accounting for the effects of climate change in stress-testing scenarios and systemic risk assessments, revising expectations for credit portfolio concentrations based on climate-related factors, and encouraging investment by banks in climate-related initiatives and lending to communities disproportionately impacted by the effects of climate change. To the extent that these initiatives lead to the promulgation of new regulations or supervisory guidance applicable to the Company, we would likely experience increased compliance costs and other compliance-related risks.

The lack of empirical data surrounding credit and other financial risks posed by climate change render it impossible to predict how specifically climate change may impact our financial condition and results of operations; however, the physical effects of climate change may also directly impact us. Specifically, unpredictable and more frequent weather disasters may adversely impact the value of real property securing the loans in our loan portfolio. Additionally, if insurance obtained by borrowers is insufficient to cover any losses sustained to the collateral, or if insurance coverage is otherwise unavailable to borrowers, the collateral securing loans may be negatively impacted by climate change, which could impact our financial condition and results of operations. Further, the effects of climate change may negatively impact regional and local economic activity, which could lead to an adverse effect

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on customers and impact the communities in which we operate. Overall, climate change, its effects, and the resulting unknown impact could have a material adverse effect on our financial condition and results of operations.

General Business Risk

Negative perception of the Company through the media may adversely affect our reputation and business.

The Company's reputation is critical to the success of its business. We believe that our brand image has been well received by customers, reflecting the fact that the brand image, like our business, is based in part on trust and confidence. Our reputation and brand image could be negatively affected by rapid and widespread distribution of adverse publicity through social and traditional media channels. Our reputation could also be affected by our association with clients affected negatively through media distribution, or other third parties, or by circumstances outside of our control. Negative publicity, whether true or untrue, could affect our ability to attract or retain customers, or cause us to incur additional liabilities or costs, or result in additional regulatory scrutiny.

Security breaches and other disruptions could compromise our information and expose us to liability or result in the loss of money, which could damage our reputation and our business.

We rely on the secure processing, storage, and transmission of confidential and other information in our computer systems and networks. While we have policies and procedures designed to prevent or limit the effect of a possible security breach, our computer systems, software, and networks may be vulnerable to unauthorized access, computer viruses or other malicious code, and other events that could have a security impact. If one or more such events occur, this potentially could jeopardize our or our customers' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our or our customers' operations, or result in the loss of money. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance maintained by us.

Security breaches in our internet banking activities could further expose us to possible liability, financial loss, and damage to our reputation. Any compromise of our security also could deter customers from using our internet banking services that involve the transmission of confidential information. We have implemented security systems to provide the security and authentication necessary to effect secure transmission of data. These precautions may not protect our systems from compromises or breaches of our security measures, which could result in damage to our reputation and our business.

Strong competition in our primary market area and from non-traditional financial institutions may limit asset growth and profitability.

We encounter strong competition from other financial institutions in our primary market area. In addition, established financial institutions not already operating in our primary market area may open branches at future dates. In the conduct of certain aspects of our business, we also compete with savings institutions, credit unions, mortgage banking companies, consumer finance companies, insurance companies, real estate companies, and other institutions, some of which are not subject to the same degree of regulation or restrictions as are imposed upon us. Also, technology and other changes have lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks. In particular, the activity of financial technology ("fintech") companies has grown significantly over recent years and is expected to continue to grow. Fintech companies have and may continue to offer bank or bank-like products, and some fintech companies have applied for bank charters. In addition, other fintech companies have partnered with existing banks to allow them to offer deposit products to their customers. Many of these competitors have substantially greater resources and lending limits than we have

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and offer services that we do not provide. In addition, many of these competitors have numerous branch offices located throughout their extended market areas that provide them with a competitive advantage. Finally, these institutions may have differing pricing and underwriting standards, which may adversely affect our Company through the loss of business or cause a misalignment in our risk-return relationship. No assurance can be given that such competition will not have an adverse impact on our financial condition and results of operations.

We are subject to the potential adverse effects of a U.S. federal government shutdown.

A prolonged or repeated shutdown of the U.S. federal government could adversely affect our business, financial condition, liquidity, and results of operations. Funding gaps or lapses in federal appropriations may disrupt the operations of government agencies that provide critical economic data, administer regulatory functions, or directly support our customers and counterparties. During a shutdown, federal agencies such as the Internal Revenue Service, Small Business Administration, and various supervisory bodies may suspend or significantly curtail their activities, which can delay loan originations, hinder verification processes, impede regulatory approvals, and reduce the availability of government-guaranteed lending programs.

A shutdown may also impair the financial capacity of borrowers who depend on federal salaries, contracts, reimbursements, or benefit programs, including government employees, federal contractors, and recipients of government-funded services. Reduced or delayed income to these borrowers could increase delinquencies, reduce loan demand, negatively affect deposit inflows, and increase our credit risk exposure. In addition, disruptions to federal economic data releases or fiscal operations may create volatility in financial markets, affecting interest rates, liquidity conditions, and the valuation of securities in our investment portfolio.

The duration and economic impact of any government shutdown are inherently uncertain, and any such event could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

Severe weather, natural disasters, sea level rise, acts of war or terrorism, and other external events could significantly impact our business.

Severe weather, natural disasters, sea level rise and other environmental risks, acts of war or terrorism, trade restrictions and tariffs, and other adverse external events could have a significant impact on our ability to conduct business. In addition, such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue, and/or cause us to incur additional expenses. The occurrence of any such event in the future could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

TOWNE BANK

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Item 1C. CYBERSECURITY

The Company has processes in place to identify, assess, and monitor material risks from cybersecurity threats, which are part of the Company's overall enterprise risk management process and have been embedded in the Company's operating procedures, internal controls, and information systems. TowneBank aligns to Federal Financial Institutions Examination Council and NIST Cybersecurity Framework requirements to identify risks and review cybersecurity preparedness.

As part of our cybersecurity risk management system, our information technology team tracks and logs privacy and security incidents across the Company, our vendors, and other third-party service providers to remediate and resolve any such incidents. Significant incidents are reviewed by a cross-functional incident response team to determine whether further escalation is appropriate. Any incident assessed as potentially being, or potentially becoming, material is immediately escalated for further assessment, and then reported to designated members of senior management. We consult with outside counsel as appropriate, including on materiality analysis and disclosure matters, and our senior management makes the final materiality, disclosure, and other compliance determinations. Our senior management apprises TowneBank's independent public accounting firm of any relevant developments.

TowneBank maintains a robust vendor management program that evaluates risk related to third parties and key service providers. TowneBank's internal audit function independently tests cybersecurity controls. Senior management regularly discusses cyber risks and trends and, should they arise, would report any material incidents to the Enterprise Risk Management Committee.

Our business strategy, results of operations, and financial condition have not been materially affected by risks from cybersecurity threats, including as a result of previously identified cybersecurity incidents, but we cannot provide assurance that they will not be materially affected in the future by such risks or future material incidents. For more information on our cybersecurity related risks, see Item 1A., "Risk Factors," of this Annual Report on Form 10-K.

Item 2. PROPERTIES

Our bank's main office is located in Portsmouth, Virginia, and our Corporate Administration and Member Service Center is located in Suffolk, Virginia; we own both of these locations. As of December 31, 2025, we occupied an additional 181 properties, of which we own 90, in the cities and counties in which we operate. We consider our properties to be suitable and adequate for our present needs. Additional information with respect to the amounts at which Company premises and equipment are carried and commitments under long-term leases is set forth in Note 7, "Premises and Equipment," and Note 8, "Leases," in the Annual Report, which is incorporated herein by reference.

Item 3. LEGAL PROCEEDINGS

In the ordinary course of operations, we are a party to various legal proceedings. Based upon information currently available, management believes that such legal proceedings, in the aggregate, will not have a material adverse effect on our business, financial condition, or results of operations.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

PART II

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

Market Information

Our common stock is listed on the Nasdaq Global Select Market under the symbol TOWN. As of December 31, 2025, we had issued and outstanding 78,964,038 shares of common stock. These shares were held by approximately 9,015 shareholders of record.

Dividends

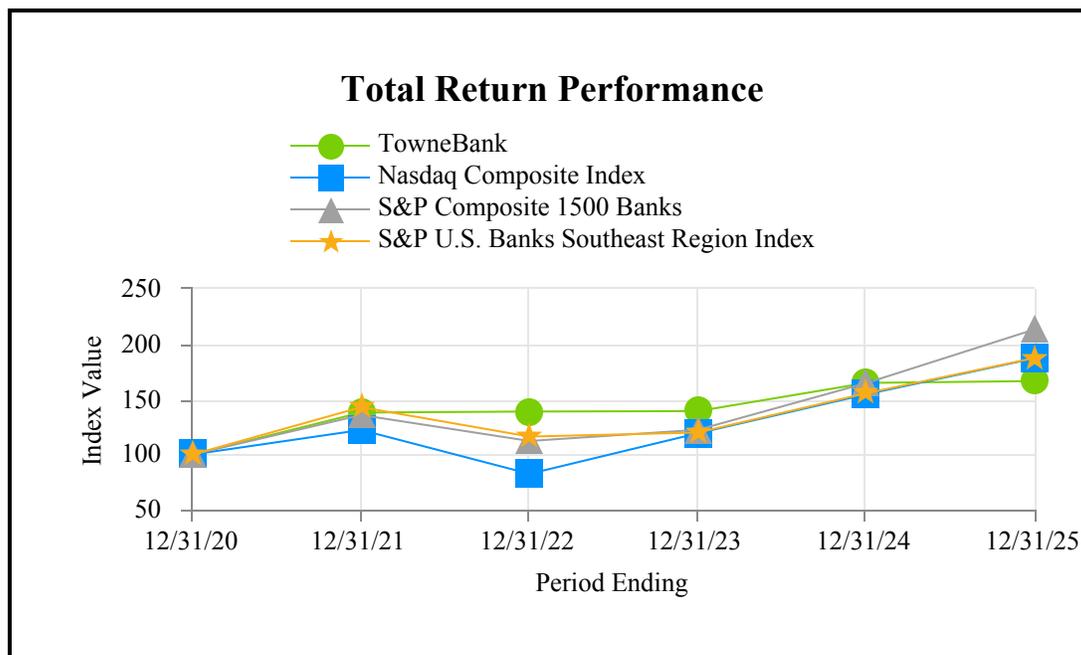
Beginning in second quarter 2025 through first quarter 2026, we declared quarterly cash dividends of \$0.27 per common share. In second quarter 2023 through first quarter 2025, we declared quarterly cash dividends of \$0.25 per common share. In first quarter 2023, we declared quarterly cash dividends of \$0.23 per common share. All dividends paid are limited by the requirement to meet capital guidelines issued by regulatory authorities, and future declarations are subject to financial performance and regulatory guidelines.

Our future dividend policy is subject to the discretion of the Board of Directors and will depend upon a number of factors, including future earnings, financial condition, cash requirements, and general business conditions. We are also subject to certain restrictions imposed by the reserve and capital requirements of federal and Virginia banking statutes and regulations. See Part I, Item 1. Business, "Supervision and Regulation," for information on regulatory restrictions on dividends.

Five-Year Stock Performance Graph

The following stock performance graph presents the cumulative total return comparison through December 31, 2025, of stock appreciation for our common stock, the Nasdaq Composite Index measuring all Nasdaq domestic and international-based common type stocks listed on the Nasdaq Stock Market ("Nasdaq Composite Index"), the S&P Securities Index including the Composite 1500 Banks Index ("S&P Bank Composite 1500 Index"), and the S&P Securities Index including only banks in the Southeast ("S&P Southeast Bank Index"). Returns assume an initial investment of \$100 at the market close of December 31, 2020, and reinvestment of dividends.

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Index	12/31/2020	12/31/2021	12/31/2022	12/31/2023	12/31/2024	12/31/2025
TowneBank	\$ 100.00	\$ 137.97	\$ 138.89	\$ 139.26	\$ 164.81	\$ 166.51
Nasdaq Composite Index	100.00	122.18	82.43	119.22	154.48	187.14
S&P Composite 1500 Banks	100.00	135.70	112.20	122.33	164.67	213.31
S&P U.S. Banks Southeast Region Index	100.00	142.83	116.18	119.85	155.47	187.40

Item 6. [RESERVED]

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

The following discussion is management's analysis to assist in the understanding and evaluation of the Consolidated Financial Condition and Results of Operations of the Company. It should be read in conjunction with the Consolidated Financial Statements and footnotes and the selected financial data presented elsewhere in this report. Within the tables presented, certain columns and rows may not sum due to the use of rounded numbers for disclosure purposes.

Discussion in this Annual Report on Form 10-K includes results of operations and financial condition for 2025 and 2024 and year-over-year comparisons between 2025 and 2024. For discussion on results of operations and financial condition pertaining to 2023 and year-over-year comparisons between 2024 and 2023, please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7. of our Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the FDIC. Please refer to "Available Information" in Part I, Item 1. of this Annual Report on Form 10-K for information on accessing prior filings with the FDIC.

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

TowneBank is a commercial and retail banking business that places special emphasis on serving the financial needs of individuals, commercial enterprises, and professionals in our geographic footprint. We offer a full range of banking and related financial services through our controlled divisions and subsidiaries.

Our financial services include banking, resort vacation management, mortgage, insurance, employee benefit services, and investments. We have four reportable segments: Banking, Mortgage, Resort Vacation Management, and Insurance. Our Banking segment provides loan and deposit services to retail and commercial customers and also provides a variety of investment and asset management services. The Mortgage segment provides originations of a variety of mortgage loans, and the Resort Vacation Management segment offers vacation rentals of distinctive resort properties. The Insurance segment provides a full line of commercial and consumer insurance products and financial services, as well as employee benefit services.

TowneBank had total assets of \$19.69 billion at December 31, 2025. The following table lists key asset and liability categories, as a percentage of total assets, as of the dates listed:

	December 31, 2025	December 31, 2024
Total Cash and Cash Equivalents	6.86 %	7.77 %
Total Securities	14.71 %	15.02 %
Mortgage loans held for sale	0.78 %	1.16 %
Loans, net of unearned income and deferred costs	67.74 %	66.47 %
Total Deposits	83.86 %	83.75 %
Noninterest-bearing Deposits	25.77 %	24.67 %
Total Borrowings	1.89 %	1.72 %

The Company completed two acquisitions in 2025 while management also continued to focus on maintaining a strong balance sheet, aligning loan growth with core deposit growth. The table below provides a snapshot of the Company balance sheets at December 31, 2025 and 2024, as well as Day 1 acquisition totals. Loans, net of unearned income and deferred cost, increased \$1.88 billion, total securities increased \$305.51 million, and total deposits increased \$2.07 billion. Borrowings increased \$74.24 million, primarily long-term FHLB advances.

The fair value of our AFS securities portfolio improved to an unrealized loss position of \$73.07 million at December 31, 2025, from an unrealized loss position of \$155.28 million at December 31, 2024. In addition to reducing the unrealized losses in our AFS securities portfolio, this swing, net of tax, positively impacted accumulated other comprehensive income, which is included in equity, by \$64.21 million.

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected balance sheet and income statement data as of the dates and for the periods indicated were as follows:

(dollars in thousands)	<u>December 31, 2025</u>	<u>December 31, 2024</u>	<u>Increase/ (Decrease)</u>	<u>% Change</u>	<u>Acquisitions (1)</u>
Total assets	\$ 19,687,341	\$ 17,238,321	\$ 2,449,020	14.21 %	\$ 2,148,005
Total cash and cash equivalents	1,350,649	1,339,475	11,174	0.83 %	149,583
Mortgage loans held for sale	154,444	200,460	(46,016)	(22.96)%	3,615
Total securities	2,895,381	2,589,876	305,505	11.80 %	287,432
Loans, net of unearned income and deferred costs	13,335,804	11,459,055	1,876,749	16.38 %	1,534,958
Other assets	639,386	606,910	32,476	5.35 %	32,603
Total liabilities	17,258,332	15,091,263	2,167,069	14.36 %	1,952,670
Total deposits	16,509,117	14,437,298	2,071,819	14.35 %	1,848,417
Total borrowings	371,139	296,902	74,237	25.00 %	91,177
Total equity	2,429,009	2,147,058	281,951	13.13 %	—
Net income attributable to TowneBank	169,526	161,356	8,170	5.06 %	—
Net interest income	563,607	442,605	121,002	27.34 %	—
Total provision for credit losses	23,937	(548)	24,485	N/M	—
Total noninterest income	272,110	250,681	21,429	8.55 %	—
Total noninterest expense	601,564	503,916	97,648	19.38 %	—

(1) Village and Old Point acquisitions. For further financial details, see Note 2, "Mergers and Acquisitions," in the Notes to Consolidated Financial Statements.

Net income attributable to TowneBank increased \$8.17 million for the year ended December 31, 2025, compared to 2024. Total revenue increased \$142.43 million, compared to prior year, driven by an increase in net interest income of \$121.00 million, and noninterest income increased \$21.43 million. Noninterest expense increased \$97.65 million, primarily in salaries and benefits and acquisition-related expenses, additionally, provision for credit losses increased \$24.49 million.

Noninterest income growth sources were insurance commissions, residential mortgage banking income, property management income, service charges, investment commission income, and a gain on sale of equity investment. Organic growth increased insurance income, higher production levels drove residential mortgage banking income and investment commission income, and an increase in the number of deposit accounts drove the increase in service charges. Property management income growth was attributable to changes in fee structure between years and improved results from Maryland and Tennessee properties. We recorded a gain on sale of equity investment in 2025 related to the sale of collateral from a 2013 loan charge-off.

Increases in our provision for credit losses and noninterest expenses were primarily driven by our acquisitions. Salaries and employee benefits, amortization, and acquisition-related expenses comprised \$86.14 million, or 88.21%, of the total increase in noninterest expense.

TOWNEBANK
MANAGEMENT'S DISCUSSION AND ANALYSIS

ANALYSIS OF RESULTS OF OPERATIONS

Consolidated Performance Summary

Results of Operations: We reported the following for the years ended December 31, 2025, 2024, and 2023:

<i>(dollars in thousands, except per share data)</i>	2025	2024	2023
Total revenue	\$ 835,717	\$ 693,286	\$ 693,414
Operating revenue (non-GAAP)	\$ 833,586	\$ 692,974	\$ 684,037
Diluted earnings per share	\$ 2.21	\$ 2.15	\$ 2.05
Return on average assets	0.92 %	0.95 %	0.92 %
Return on average tangible assets (non-GAAP)	1.03 %	1.04 %	1.02 %
Return on average equity	7.50 %	7.75 %	7.77 %
Return on average tangible equity (non-GAAP)	11.00 %	10.99 %	11.36 %
Net interest margin	3.40 %	2.87 %	3.03 %
Net interest margin taxable equivalent (non-GAAP)	3.42 %	2.90 %	3.06 %

Net Interest Income: Net interest income, the major source of our earnings, is the income generated by interest-earning assets reduced by the total interest cost of the funds incurred to carry them. It is impacted by market interest rates and the mix and volume of earning assets and interest-bearing liabilities. Net interest income increased \$121.00 million in 2025 compared to 2024, driven by a combination of increases in earning asset income and decreases in interest-bearing liability costs. The yields and rates in the following discussion and tables have been computed based upon interest income and expense adjusted to a taxable equivalent basis (non-GAAP) using a 21% federal marginal tax rate.

Net interest margin, on a tax-equivalent basis (non-GAAP), which is net interest income expressed as a percentage of average earning assets, was 3.42% in the year ended December 31, 2025, 52 bp higher than 2.90% one year ago. Net interest income, on a tax-equivalent basis (non-GAAP), was \$567.96 million for the year ended December 31, 2025, which was \$120.96 million, or 27.06%, over prior year. Primarily, volume-driven growth in acquired loans and investments contributed to the increase in interest income. This increase was further enhanced by rate-driven declines in interest expense.

Interest income, on a tax-equivalent basis (non-GAAP), was \$850.62 million for the year ended December 31, 2025, \$71.69 million, or 9.20%, higher than \$778.93 million for the year ended December 31, 2024. Average earning assets grew to \$16.59 billion in 2025 from \$15.43 billion in 2024, an increase of \$1.16 billion, or 7.51%. The yield on earning assets was 5.13% in the year ended December 31, 2025, compared to 5.05% in the year ended December 31, 2024. Average loan balances were \$1.04 billion, or 9.06%, higher in 2025 than in 2024, while loan yields increased 15 bp.

Interest expense for the year ended December 31, 2025, declined by \$49.27 million, or 14.84%, to \$282.65 million, from \$331.92 million for the year ended December 31, 2024. The balance of average interest-bearing liabilities increased to \$11.01 billion in 2025 from \$10.30 billion in 2024, an increase of \$0.71 billion, or 6.91%. Average interest-bearing deposits were \$10.69 billion, or 7.48%, higher in 2025 than 2024, while related interest cost decreased 64 bp.

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

Interest spread, which is the difference between average interest yield and average interest cost, increased 73 bp to 2.56% in 2025 compared to 1.83% in 2024. Interest-bearing deposits are typically short-term in nature and therefore reprice more frequently than loans which have longer maturities and repricing intervals.

The following table includes average balances, interest income and expense, and average yields and costs for the periods indicated (dollars in thousands):

	Year Ended December 31,								
	2025			2024			2023		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
Assets:									
Loans (net of unearned income and deferred costs)	\$12,467,388	\$ 694,504	5.57 %	\$11,431,451	\$ 619,505	5.42 %	\$11,177,132	\$ 565,453	5.06 %
Taxable investment securities	2,598,519	92,120	3.55 %	2,401,605	82,049	3.42 %	2,406,845	71,476	2.97 %
Tax-exempt investment securities	181,008	7,960	4.40 %	165,806	6,588	3.97 %	200,040	7,872	3.94 %
Total securities	2,779,527	100,080	3.60 %	2,567,411	88,637	3.45 %	2,606,885	79,348	3.04 %
Interest-bearing deposits	1,161,118	44,464	3.83 %	1,257,373	59,791	4.76 %	1,170,156	54,135	4.63 %
Mortgage loans held for sale	182,457	11,568	6.34 %	175,207	10,995	6.28 %	167,240	10,965	6.56 %
Total earning assets	16,590,490	850,616	5.13 %	15,431,442	778,928	5.05 %	15,121,413	709,901	4.69 %
Less: allowance for loan losses	(136,216)			(125,643)			(121,878)		
Total nonearning assets	1,953,254			1,750,922			1,657,151		
Total assets	<u>\$18,407,528</u>			<u>\$17,056,721</u>			<u>\$16,656,686</u>		
Liabilities and Equity:									
Interest-bearing deposits									
Demand and money market	\$ 7,734,850	\$ 167,901	2.17 %	\$ 6,950,210	\$ 188,936	2.72 %	\$ 6,459,679	\$ 143,574	2.22 %
Savings	328,637	2,728	0.83 %	319,369	3,345	1.05 %	368,440	3,639	0.99 %
Certificates of deposit	2,629,798	102,776	3.91 %	2,679,468	126,143	4.71 %	2,067,053	72,763	3.52 %
Total interest-bearing deposits	10,693,285	273,405	2.56 %	9,949,047	318,424	3.20 %	8,895,172	219,976	2.47 %
Borrowings	48,809	(890)	(1.80)%	95,448	4,529	4.67 %	407,125	18,600	4.51 %
Subordinated debt, net	271,024	10,138	3.74 %	256,489	8,970	3.50 %	254,129	8,886	3.50 %
Total interest-bearing liabilities	11,013,118	282,653	2.57 %	10,300,984	331,923	3.22 %	9,556,426	247,462	2.59 %
Noninterest-bearing liabilities									
Demand deposits	4,764,057			4,296,372			4,756,681		
Other noninterest-bearing liabilities	368,102			374,372			368,585		
Total liabilities	16,145,277			14,971,728			14,681,692		
Shareholders' equity	2,262,251			2,084,993			1,974,994		
Total liabilities and equity	<u>\$18,407,528</u>			<u>\$17,056,721</u>			<u>\$16,656,686</u>		
Net interest income (tax-equivalent basis)(3)		\$ 567,963			\$ 447,005			\$ 462,439	
Reconciliation of Non-GAAP Financial Measures:									
Tax-equivalent basis adjustment		(4,356)			(4,400)			(4,659)	
Net interest income (GAAP)		<u>\$ 563,607</u>			<u>\$ 442,605</u>			<u>\$ 457,780</u>	
Interest rate spread (1)(3)			2.56 %			1.83 %			2.10 %
Interest expense as a percent of average earning assets			1.70 %			2.15 %			1.64 %
Net interest margin (tax-equivalent basis) (2)(3)			3.42 %			2.90 %			3.06 %
Total cost of deposits			1.77 %			2.24 %			1.61 %

(1) Interest rate spread is the average yield earned on earning assets less the average rate paid on interest-bearing liabilities, tax-equivalent basis.

(2) Net interest margin is net interest income expressed as a percentage of average earning assets, tax-equivalent basis.

(3) Non-GAAP.

TOWNEBANK MANAGEMENT'S DISCUSSION AND ANALYSIS

The purpose of volume and rate analysis is to describe the impact on interest income resulting from changes in average balances and average interest rates from those in effect during the previous year. The following table includes volume and rate analysis for the periods indicated:

(in thousands)	2025 vs 2024 Increase (Decrease)			2024 vs 2023 Increase (Decrease)		
	Due to Changes In			Due to Changes In		
	Volume	Rate (1)	Total	Volume	Rate (1)	Total
Assets:						
Loans (net of unearned income and deferred costs)	\$ 54,470	\$ 20,529	\$ 74,999	\$ 13,088	\$ 40,964	\$ 54,052
Taxable investment securities	6,901	3,170	10,071	(156)	10,729	10,573
Tax-exempt investment securities	634	738	1,372	(1,360)	76	(1,284)
Interest-bearing deposits	(4,326)	(11,001)	(15,327)	4,117	1,539	5,656
Loans held for sale	459	114	573	511	(481)	30
Total earning assets	58,138	13,550	71,688	16,200	52,827	69,027
Liabilities and Equity:						
Interest-bearing deposits:						
Demand and money market accounts	18,796	(39,831)	(21,035)	11,520	33,842	45,362
Savings	95	(712)	(617)	(505)	211	(294)
Certificates of deposit	(2,299)	(21,068)	(23,367)	24,959	28,421	53,380
Total interest-bearing deposits	16,592	(61,611)	(45,019)	35,974	62,474	98,448
Borrowings:						
Borrowings	(1,413)	(4,006)	(5,419)	(14,714)	643	(14,071)
Subordinated debt	524	644	1,168	83	1	84
Total interest-bearing liabilities	15,703	(64,973)	(49,270)	21,343	63,118	84,461
Net interest income (tax-equivalent basis)(2)	\$ 42,435	\$ 78,523	\$ 120,958	\$ (5,143)	\$ (10,291)	\$ (15,434)

(1) Variances caused by the change in rate times the change in balances are allocated to rate.

(2) Non-GAAP.

Provision for Credit Losses: Financial assets with the contractual right to receive cash, including loans, HTM debt securities, trade receivables, net investments in leases, and off-balance-sheet credit exposures, are required to be measured at amortized cost and to be presented at the net amount expected to be collected. Credit losses on AFS debt securities are accounted for as an allowance for credit losses, which is a valuation account that is deducted from the amortized cost basis of the financial asset to present the net carrying value and the amount expected to be collected on the financial asset. The allowance is established through a provision for credit losses charged against earnings.

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table presents a breakdown of the provision for credit losses included in our Consolidated Statements of Income for the applicable periods (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Provision for loan losses	\$ 22,529	\$ (978)	\$ 17,141
Provision for off-balance-sheet exposures	1,540	609	1,124
Provision for HTM security losses	(12)	(7)	1
Provision for AFS security losses	(120)	(172)	413
Total provision for credit losses	\$ 23,937	\$ (548)	\$ 18,679
Initial provision for non-PCD Village loans and unfunded loan commitments	\$ 6,236	\$ —	\$ —
Initial provision for non-PCD Old Point loans and unfunded loan commitments	\$ 11,998	\$ —	\$ —
Initial provision for non-PCD Farmers loans and unfunded loan commitments	\$ —	\$ —	\$ 4,008

At loan acquisition or origination, the Company is required to calculate and record an estimated life of loan loss through earnings. Additionally, management is required to employ a prospective approach to reasonable and supportable forecasts to inform credit loss estimates. The provision for credit losses recorded in 2025 was an expense of \$23.94 million, compared to a benefit of \$0.55 million in 2024. Our 2025 provision included \$18.23 million in initial provision for credit losses from the acquisition of Old Point and Village. Our 2023 provision included \$4.01 million in initial provision for credit losses from the acquisition of Farmers. Net charge-offs for 2025 were \$2.85 million compared to \$1.56 million for 2024. Excluding the initial provision related to acquisitions in 2025, the provision expense was driven by a combination of modest loan growth, changes in our portfolio composition, continued strength in credit quality, and changes in the macroeconomic forecast scenarios utilized in our models. The allowance for credit losses on loans as a percentage of period-end loans was 1.10% and 1.08% at December 31, 2025 and 2024, respectively.

For further discussion and analysis of the loan portfolio and the allowance for credit losses on loans, see the "Analysis of Financial Condition" section found later in this report. Also, see Note 3, "Investment Securities," Note 4, "Loans," and Note 5, "Allowance for Credit Losses on Loans," in the Notes to Consolidated Financial Statements.

Noninterest Income: Total noninterest income for the year ended December 31, 2025, was \$272.11 million, \$21.43 million, or 8.55%, higher than 2024. Noninterest income, excluding the gain on sale of investment securities, for the year ended December 31, 2025, was 32.64% of total operating revenue, compared with 36.16% for 2024.

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table provides an analysis of noninterest income for the periods indicated (dollars in thousands):

For the Year Ended December 31,	2025	2024	2023	2025 over 2024		2024 over 2023	
				Increase/(Decrease)		Increase/(Decrease)	
				Amount	%	Amount	%
Residential mortgage banking income, net	\$ 48,584	\$ 46,957	\$ 39,415	\$ 1,627	3.46 %	\$ 7,542	19.13 %
Insurance commissions and related income, net	101,013	98,562	90,305	2,451	2.49 %	8,257	9.14 %
Property management income, net	57,620	50,028	47,083	7,592	15.18 %	2,945	6.25 %
Real estate brokerage income, net	—	—	3,530	—	N/M	(3,530)	(100.00)%
Service charges on deposit accounts	15,663	12,838	11,631	2,825	22.00 %	1,207	10.38 %
Credit card merchant fees, net	7,208	6,529	6,709	679	10.40 %	(180)	(2.68)%
BOLI	8,919	11,444	7,402	(2,525)	(22.06)%	4,042	54.61 %
Gain on sale of equity investments	2,125	238	9,377	1,887	792.86 %	(9,139)	N/M
Investment commissions, net	13,318	10,953	8,962	2,365	21.59 %	1,991	22.22 %
Other income							
Service fees on loans	7,161	6,589	6,471	572	8.68 %	118	1.82 %
Income (loss) from equity method investments	2,032	1,243	(966)	789	63.48 %	2,209	228.67 %
Commercial mortgage brokerage fees, net	313	158	95	155	98.10 %	63	66.32 %
Other	8,148	5,068	5,620	3,080	60.77 %	(552)	(9.82)%
Total other income	17,654	13,058	11,220	4,596	35.20 %	1,838	16.38 %
Noninterest income before securities gain/(loss)	272,104	250,607	235,634	21,497	8.58 %	14,973	6.35 %
Gain/(loss) on securities available for sale	6	74	—	(68)	(91.89)%	74	N/M
Total noninterest income	<u>\$272,110</u>	<u>\$250,681</u>	<u>\$235,634</u>	<u>\$ 21,429</u>	8.55 %	<u>\$ 15,047</u>	6.39 %

For the year ended December 31, 2025, residential mortgage banking income, net of commission expense, increased due to marginally higher production levels as well as an increase in the average per loan dollar value. Production volume was \$2.38 billion in 2025, increasing 7.29%, or \$161.38 million, as compared to 2024. Refinance activity increased during the year, but remained low at 10.89% of total volume in 2025 compared to 7.28% in 2024. For further information, refer to our discussion of the Mortgage segment in this Annual Report, which provides a comparative schedule of operations.

Insurance commissions and related income, net of commission expense, increased in 2025, driven by continued strong customer retention and organic growth. Contingency and bonus income declined year over year. Management continues to pursue opportunities to grow insurance revenues both organically and through strategic acquisitions.

For the year ended December 31, 2025, compared to 2024, the increase in property management income, net, was driven by changes in the fee structure and improved results at our Maryland and Tennessee properties. Property management income was revised in 2024 and 2023 to reflect changes in the timing of revenue recognition. These revisions did not have a material impact on property management income, net.

An increase of service charges on deposit accounts was driven by the volume of acquired accounts and fee structure changes. Average deposits increased 8.51% in the year ended December 31, 2025. Investment commissions, net, increased due to higher production levels. Income from BOLI decreased due to there being no claims on life insurance proceeds in 2025 and several claims in 2024.

In 2025, we recorded a \$2 million gain on the sale of an equity investment originally obtained in 2013 as collateral for a charged-off loan. Income from unconsolidated subs is included in other noninterest income.

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MANAGEMENT'S DISCUSSION AND ANALYSIS

In the year ended December 31, 2025, Towne recorded net gains on the sale of investment securities of \$6 thousand, and sales proceeds of \$100.72 million, compared to \$74 thousand, and sales proceeds of \$48.58 million in 2024.

Noninterest Expense: Total noninterest expense for 2025 was \$601.56 million, which was \$97.65 million, or 19.38%, higher than 2024. Total noninterest expense to total operating revenue was 72.17% for the year ended December 31, 2025, compared with 72.72% for 2024.

The following table provides an analysis of noninterest expense for the periods indicated (dollars in thousands):

For the year ended December 31,	2025	2024	2023	2025 over 2024		2024 over 2023	
				Increase/(Decrease) Amount	%	Increase/(Decrease) Amount	%
Salaries and benefits	\$317,492	\$289,248	\$270,158	\$ 28,244	9.76 %	\$ 19,090	7.07 %
Occupancy	40,479	38,309	36,886	2,170	5.66 %	1,423	3.86 %
Furniture and equipment	19,751	18,619	17,178	1,132	6.08 %	1,441	8.39 %
Amortization - intangibles	16,778	12,769	14,155	4,009	31.40 %	(1,386)	(9.79)%
Software	27,633	26,816	24,666	817	3.05 %	2,150	8.72 %
Data processing	17,210	17,011	15,033	199	1.17 %	1,978	13.16 %
Professional fees	11,122	15,134	12,286	(4,012)	(26.51)%	2,848	23.18 %
Advertising and marketing	15,127	15,627	15,390	(500)	(3.20)%	237	1.54 %
FDIC and other insurance	12,324	11,821	16,229	503	4.26 %	(4,408)	(27.16)%
Acquisition-related expense	55,227	1,342	9,594	53,885	4,015.28 %	(8,252)	(86.01)%
Other expenses							
Bank franchise tax/SCC fees	11,424	11,292	10,141	132	1.17 %	1,151	11.35 %
Charitable contributions	17,298	13,140	11,804	4,158	31.64 %	1,336	11.32 %
Directors' expense	3,888	4,831	3,442	(943)	(19.52)%	1,389	40.35 %
Foreclosed property expense	364	177	142	187	105.65 %	35	24.65 %
Other	21,174	13,924	17,791	7,250	52.07 %	(3,867)	(21.74)%
Stationery and office supplies	3,104	2,859	3,239	245	8.57 %	(380)	(11.73)%
Telephone and postage	5,964	5,814	6,293	150	2.58 %	(479)	(7.61)%
Travel/Meals/Entertainment	5,205	5,183	4,795	22	0.42 %	388	8.09 %
Total other expenses	68,421	57,220	57,647	11,201	19.58 %	(427)	(0.74)%
Total noninterest expense	<u>\$601,564</u>	<u>\$503,916</u>	<u>\$489,222</u>	<u>\$ 97,648</u>	19.38 %	<u>\$ 14,694</u>	3.00 %
Salaries and employee benefits/total noninterest expense	52.78 %	57.40 %	55.22 %				

Salaries and employee benefits, the largest portion of noninterest expense, increased in 2025, compared to prior year, driven by a higher number of bank employees due to acquisitions, increased year-over-year health insurance costs, annual base salary increases, and increases in performance-based compensation. Salaries and employee benefits, represents 52.78% of total noninterest expense for the year ended December 31, 2025, compared to 57.40% for the year ended December 31, 2024.

In our Banking segment, we had a total of 1,787 full-time equivalent employees at December 31, 2025, which was a 301 increase over 1,486 at December 31, 2024. In our non-Banking segments at December 31, 2025, we had a total of 1,189 full-time equivalent employees, a decrease from 1,234 at December 31, 2024.

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

Towne continues to reposition and grow its facilities for optimal member service. Increases in occupancy and furniture and equipment are related to acquisitions and these changes.

Acquisition-related expenses increased driven by the acquisition of Village and Old Point in 2025 and expenses related to the acquisition of Dogwood State Bank that was completed January 12, 2026. The increase in core deposit intangibles related to our 2025 acquisitions resulted in higher amortization of intangibles.

Professional fees decreased due to a reduction in the use of outside services and consulting. The Company increased its charitable contributions in 2025.

Income Taxes: Income taxes for the year ended December 31, 2025, were \$39.43 million. This was \$11.88 million over the 2024 total of \$27.55 million. The effective tax rate increased to 18.87% in 2025 compared to 14.58% in 2024, primarily due to a decreased benefit from tax losses and credits related to LIHTC investment properties and an increase in state tax expense and nondeductible expense related to acquisitions.

SEGMENT PERFORMANCE SUMMARY

Our reportable segments are a traditional full-service community bank, a mortgage business, a resort vacation management company, and a full-service insurance agency. In this section, we discuss the performance and financial results of our segments. For further financial details, see Note 26, "Segment Reporting," in the Notes to Consolidated Financial Statements.

Banking Segment: For the year ended December 31, 2025, the Banking segment represented 80.79%, or \$136.95 million, of our total consolidated net income, compared to 83.73% and \$135.11 million for 2024. Overall earnings increased \$1.84 million, or 1.36%.

The Banking segment's primary source of revenue is net interest income. Total interest income and fees increased \$70.46 million while total interest expense decreased \$49.71 million for a net interest income increase of \$120.17 million, or 27.35%, for the year ended December 31, 2025.

Noninterest income increases were driven by investment income, acquisition-related service charge growth, and a \$2 million gain on the sale of an equity investment originally obtained in 2013 as collateral for a charged-off loan.

Partially offsetting revenue growth were increases in the provision for credit losses and noninterest expense, driven primarily by Towne's two acquisitions during the year. The provision for credit losses increased \$24.44 million over prior year.

Salaries and employee benefits expense increased, driven by growth in the number of employees, annual base salary adjustments, health insurance cost increases, and performance-based incentive increases. Full-time equivalent employees in the Banking segment increased by 301 in 2025 compared to 2024, driven by acquisitions. Acquisition-related expenses increased \$52.57 million, and intangible amortization increased \$4.35 million.

The following chart presents revenue and expenses for the Banking segment for the periods indicated (dollars in thousands):

	Year Ended			Increase/(Decrease)			
	December 31,			2025 over 2024		2024 over 2023	
	2025	2024	2023	Amount	Percent	Amount	Percent
Interest income	\$828,769	\$758,309	\$689,030	\$ 70,460	9.29 %	\$ 69,279	10.05 %
Interest expense	269,184	318,892	232,959	(49,708)	(15.59)%	85,933	36.89 %
Net interest income	559,585	439,417	456,071	120,168	27.35 %	(16,654)	(3.65)%

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MANAGEMENT'S DISCUSSION AND ANALYSIS

	Year Ended			Increase/(Decrease)			
	December 31,			2025 over 2024		2024 over 2023	
	2025	2024	2023	Amount	Percent	Amount	Percent
Service charges on deposit accounts	15,663	12,838	11,631	2,825	22.00 %	1,207	10.38 %
Credit card merchant fees	7,208	6,529	6,709	679	10.40 %	(180)	(2.68)%
Investment income, net	13,318	10,953	8,962	2,365	21.59 %	1,991	22.22 %
BOLI	8,648	11,181	7,154	(2,533)	(22.65)%	4,027	56.29 %
Other income	14,592	8,370	9,002	6,222	74.34 %	(632)	(7.02)%
Net gain (loss) on investment securities	6	74	—	(68)	N/M	74	N/M
Total noninterest income	59,435	49,945	43,458	9,490	19.00 %	6,487	14.93 %
Total revenue	619,020	489,362	499,529	129,658	26.50 %	(10,167)	(2.04)%
Provision for credit losses	23,776	(665)	19,273	24,441	N/M	(19,938)	(103.45)%
Salaries and employee benefits	214,256	190,391	170,733	23,865	12.53 %	19,658	11.51 %
Occupancy	30,896	28,579	26,698	2,317	8.11 %	1,881	7.05 %
Furniture and equipment	16,795	15,423	13,771	1,372	8.90 %	1,652	12.00 %
Amortization - intangibles	8,724	4,378	5,154	4,346	99.27 %	(776)	(15.06)%
Software	18,160	17,358	16,065	802	4.62 %	1,293	8.05 %
Data processing	11,574	10,503	8,972	1,071	10.20 %	1,531	17.06 %
Professional fees	8,880	12,576	10,162	(3,696)	(29.39)%	2,414	23.76 %
Advertising and marketing	9,373	8,743	8,039	630	7.21 %	704	8.76 %
FDIC and other insurance	11,028	10,719	15,101	309	2.88 %	(4,382)	(29.02)%
Acquisition-related expenses	53,447	875	9,083	52,572	N/M	(8,208)	(90.37)%
Other expenses	52,916	42,032	42,397	10,884	25.89 %	(365)	(0.86)%
Total noninterest expenses	436,049	341,577	326,175	94,472	27.66 %	15,402	4.72 %
Income before income tax and corporate allocation	159,195	148,450	154,081	10,745	7.24 %	(5,631)	(3.65)%
Corporate allocation	5,924	4,696	4,817	1,228	26.15 %	(121)	(2.51)%
Income before income tax provision and noncontrolling interest	165,119	153,146	158,898	11,973	7.82 %	(5,752)	(3.62)%
Provision for income tax expense	27,900	18,006	23,866	9,894	54.95 %	(5,860)	(24.55)%
Net income	137,219	135,140	135,032	2,079	1.54 %	108	0.08 %
Noncontrolling interest	(267)	(29)	—	(238)	(820.69)%	(29)	N/M
Net income attributable to TowneBank	\$136,952	\$135,111	\$135,032	\$ 1,841	1.36 %	\$ 79	0.06 %
Salaries and employee benefits/total noninterest expense	49.14%	55.74%	52.34%	-660 bp	(11.84)%	340 bp	6.50 %
Net Income attributable to TowneBank % of total consolidated income	80.79%	83.73 %	88.13 %	-294 bp	(3.51)%	-440 bp	(4.99)%

Mortgage Segment: For the year ended December 31, 2025, the Mortgage segment reported income of \$146 thousand compared to \$1.75 million for 2024.

Total revenue increases were driven by a \$161.38 million increase in volume. However, gross realized gain on sale volume decreased 8 bp from 2024, and noninterest expense increases outpaced revenue growth. The primary areas of increases in noninterest expense were salaries and benefits and acquisition-related expenses. Full-time equivalent employees in the Mortgage segment increased by 11 in 2025 compared to 2024.

The following chart presents revenue and expenses for the Mortgage segment for the periods indicated (dollars in thousands):

TOWNEBANK
MANAGEMENT'S DISCUSSION AND ANALYSIS

	Year Ended			Increase/(Decrease)			
	December 31,			2025 over 2024		2024 over 2023	
	2025	2024	2023	Amount	Percent	Amount	Percent
Residential mortgage banking income, net	\$50,558	\$48,586	\$41,287	\$ 1,972	4.06 %	\$ 7,299	17.68 %
BOLI	271	263	248	8	3.04 %	15	6.05 %
Income from unconsolidated subsidiary	250	216	(1,309)	34	15.74 %	1,525	116.50 %
Gain on sale of equity investment	—	—	8,833	—	— %	(8,833)	(100.00)%
Net interest and other income	4,620	4,301	7,194	319	7.42 %	(2,893)	(40.21)%
Total revenue	55,699	53,366	56,253	2,333	4.37 %	(2,887)	(5.13)%
Provision for credit losses	161	117	(594)	44	(37.61)%	711	(119.70)%
Salaries and employee benefits	29,696	26,684	32,332	3,012	11.29 %	(5,648)	(17.47)%
Occupancy	3,900	4,079	5,312	(179)	(4.39)%	(1,233)	(23.21)%
Furniture and equipment	667	636	1,061	31	4.87 %	(425)	(40.06)%
Amortization - intangibles	—	288	575	(288)	(100.00)%	(287)	(49.91)%
Software	3,114	3,127	3,332	(13)	(0.42)%	(205)	(6.15)%
Data processing	755	717	621	38	5.30 %	96	15.46 %
Professional fees	663	847	864	(184)	(21.72)%	(17)	(1.97)%
Advertising and marketing	1,757	1,643	2,779	114	6.94 %	(1,136)	(40.88)%
FDIC and other insurance	470	399	538	71	17.79 %	(139)	(25.84)%
Acquisition-related expenses	1,780	—	288	1,780	N/M	(288)	(100.00)%
Other expenses	9,952	9,738	11,363	214	2.20 %	(1,625)	(14.30)%
Total expenses	52,754	48,158	59,065	4,596	9.54 %	(10,907)	(18.47)%
Income before income tax, corporate allocation, and noncontrolling interest	2,784	5,091	(2,218)	(2,307)	(45.32)%	7,309	329.53 %
Corporate allocation	(1,821)	(1,759)	(2,152)	(62)	(3.52)%	393	18.26 %
Income before income tax provision and noncontrolling interest	963	3,332	(4,370)	(2,369)	(71.10)%	7,702	(176.25)%
Provision for income tax	39	619	(1,048)	(580)	(93.70)%	1,667	159.06 %
Net income	924	2,713	(3,322)	(1,789)	(65.94)%	6,035	181.67 %
Noncontrolling interest	(778)	(967)	(835)	189	19.54 %	(132)	(15.81)%
Net income attributable to TowneBank	\$ 146	\$ 1,746	\$ (4,157)	\$ (1,600)	(91.64)%	\$ 5,903	142.00 %
Salaries and employee benefits/total noninterest expense	56.29 %	55.41 %	54.74 %	88 bp	1.59 %	67 bp	1.22 %
Net Income attributable to TowneBank % of total consolidated income	0.09 %	1.08 %	(2.71)%	-99 bp	(91.67)%	379 bp	(139.85)%

The following chart shows key data for the Mortgage segment for the periods indicated (dollars in thousands):

	Year Ended			Increase/(Decrease)			
	December 31,			2025 over 2024		2024 over 2023	
	2025	2024	2023	Amount	Percent	Amount	Percent
Key data:							
Loans originated, mortgage	\$1,791,462	\$1,526,396	\$1,340,454	\$265,066	17.37 %	\$185,942	13.87 %
Loans originated, joint venture	584,891	688,580	641,622	(103,689)	(15.06)%	46,958	7.32 %
Total loans originated	\$2,376,353	\$2,214,976	\$1,982,076	\$161,377	7.29 %	\$232,900	11.75 %
Purchase %	89.11%	92.72%	95.67%				
Refinance %	10.89%	7.28%	4.33%				
Refinance volume	\$258,723	\$ 161,257	\$ 85,789				

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	Year Ended			Increase/(Decrease)			
	December 31,			2025 over 2024		2024 over 2023	
	2025	2024	2023	Amount	Percent	Amount	Percent
Gross realized gain on sale and fees as a % of loans originated	3.21%	3.29%	3.07%				
Number of loans, mortgage	4,493	3,975	3,582	518	13.03 %	393	10.97 %
Number of loans, joint venture	1,668	2,098	2,106	(430)	(20.50)%	(8)	(0.38)%
Total number of loans	6,161	6,073	5,688	88	1.45 %	385	6.77 %
Average loan amount, mortgage	\$ 399	\$ 384	\$ 374	\$ 15	3.91 %	\$ 10	2.67 %
Average loan amount, joint venture	351	328	305	23	7.01 %	23	7.54 %
Average loan amount	\$ 386	\$ 365	\$ 348	\$ 21	5.75 %	\$ 17	4.89 %
Number of originators, mortgage	133	118	131	15	12.71 %	(13)	(9.92)%
Number of originators, joint venture	28	42	50	(14)	(33.33)%	(8)	(16.00)%
Number of originators	161	160	181	1	0.63 %	(21)	(11.60)%

Resort Vacation Management Segment: The Resort Vacation Management segment represented 6.06%, or \$10.28 million, of our total consolidated net income in 2025, compared to 1.68%, or \$2.70 million, in 2024.

Total revenue increased while noninterest expenses declined. This was driven by changes in fee structure and improved results at our Maryland and Tennessee properties. In 2024 and 2023, property management fees, net and net income were revised to reflect a change in the timing of revenue recognition. This revision did not have a material impact on earnings.

The following chart presents revenue and expenses for the Resort Vacation Management segment for the periods indicated (dollars in thousands):

	Year Ended			Increase/(Decrease)			
	December 31,			2025 over 2024		2024 over 2023	
	2025	2024	2023	Amount	Percent	Amount	Percent
Property management fees, net	\$57,620	\$50,028	\$46,658	\$ 7,592	15.18 %	\$ 3,370	7.22 %
Net interest and other income	150	107	51	43	40.19 %	56	109.80 %
Total revenue	57,770	50,135	46,709	7,635	15.23 %	3,426	7.33 %
Salaries and employee benefits	21,313	21,737	20,626	(424)	(1.95)%	1,111	5.39 %
Occupancy	2,530	2,561	1,846	(31)	(1.21)%	715	38.73 %
Furniture and equipment	1,628	1,751	1,483	(123)	(7.02)%	268	18.07 %
Amortization - intangibles	2,547	2,443	2,328	104	4.26 %	115	4.94 %
Software	3,377	3,434	2,933	(57)	(1.66)%	501	17.08 %
Data processing	4,385	5,334	4,834	(949)	(17.79)%	500	10.34 %
Professional fees	517	930	760	(413)	(44.41)%	170	22.37 %
Advertising and marketing	3,203	4,558	3,870	(1,355)	(29.73)%	688	17.78 %
FDIC and other insurance	314	239	129	75	31.38 %	110	85.27 %
Acquisition-related expenses	—	466	137	(466)	(100.00)%	329	240.15 %
Other expenses	2,383	2,560	2,111	(177)	(6.91)%	449	21.27 %
Total expenses	42,197	46,013	41,057	(3,816)	(8.29)%	4,956	12.07 %

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

Income before income tax, corporate allocation, and noncontrolling interest	15,573	4,122	5,652	11,451	277.80 %	(1,530)	(27.07)%
Corporate allocation	(1,262)	—	—	(1,262)	N/M	—	N/M
Income before income tax provision and noncontrolling interest	14,311	4,122	5,652	10,189	247.19 %	(1,530)	(27.07)%
Provision for income tax	3,811	1,397	1,576	2,414	172.80 %	(179)	(11.36)%
Net income	10,500	2,725	4,076	7,775	285.32 %	(1,351)	(33.15)%
Noncontrolling interest	(220)	(21)	(558)	(199)	(947.62)%	537	96.24 %
Net income attributable to TowneBank	<u>\$10,280</u>	<u>\$2,704</u>	<u>\$3,518</u>	<u>\$ 7,576</u>	280.18 %	<u>\$ (814)</u>	(23.14)%

Salaries and employee benefits/total noninterest expense	50.51 %	47.24 %	50.24 %	327 bp	6.92 %	-300 bp	(5.97)%
Net Income attributable to TowneBank % of total consolidated income	6.06 %	1.68 %	2.30 %	438 bp	(260.71)%	-62 bp	(26.96)%

Insurance Segment: The Insurance segment comprises property and casualty and group benefits divisions. The Insurance segment represented 13.06%, or \$22.15 million, of our total consolidated net income in 2025 compared to 13.51%, or \$21.80 million, in 2024.

Increases in revenue, driven by organic growth, were partially offset by reductions in contingency income. Contingent revenue consists primarily of amounts received from various property and casualty insurance carriers. These carriers use several nonclient-specific factors to determine the amount of contingency payments made to insurance brokers. Such factors include the aggregate loss performance of insurance policies previously placed and the volume of business, among other things. The Company expects to continue actively pursuing attractive insurance agency acquisitions, with a strategic objective to grow revenues to \$150-\$200 million.

Full-time equivalent employees decreased 1.03% to 480 in 2025, from 485 in 2024.

TOWNEBANK MANAGEMENT'S DISCUSSION AND ANALYSIS

The following chart presents revenue and expenses for the Insurance segment for the periods indicated (dollars in thousands):

	Year Ended			Increase/(Decrease)			
	December 31,			2025 over 2024		2024 over 2023	
	2025	2024	2023	Amount	Percent	Amount	Percent
Net commission and fee income:							
Property and casualty	\$91,444	\$86,679	\$80,054	\$ 4,765	5.50 %	\$ 6,625	8.28 %
Employee benefits	19,134	18,047	17,726	1,087	6.02 %	321	1.81 %
Specialized benefit services	—	10	481	(10)	(100.00)%	(471)	(97.92)%
Total net commissions and fees	110,578	104,736	98,261	5,842	5.58 %	6,475	6.59 %
Contingency and bonus revenue	11,746	13,110	10,619	(1,364)	(10.40)%	2,491	23.46 %
Other income	149	263	580	(114)	(43.35)%	(317)	(54.66)%
Total revenues	122,473	118,109	109,460	4,364	3.69 %	8,649	7.90 %
Employee commission expense	19,245	17,686	18,537	1,559	8.81 %	(851)	(4.59)%
Revenue, net of commission expense	103,228	100,423	90,923	2,805	2.79 %	9,500	10.45 %
Salaries and employee benefits	52,227	50,436	46,467	1,791	3.55 %	3,969	8.54 %
Occupancy	3,153	3,090	3,030	63	2.04 %	60	1.98 %
Furniture and equipment	661	809	863	(148)	(18.29)%	(54)	(6.26)%
Amortization - intangibles	5,507	5,660	6,098	(153)	(2.70)%	(438)	(7.18)%
Software	2,982	2,897	2,336	85	2.93 %	561	24.02 %
Data processing	496	457	606	39	8.53 %	(149)	(24.59)%
Professional fees	1,062	781	500	281	35.98 %	281	56.20 %
Advertising and marketing	794	683	702	111	16.25 %	(19)	(2.71)%
FDIC and other insurance	512	464	461	48	10.34 %	3	0.65 %
Acquisition-related expenses	—	1	86	(1)	(100.00)%	(85)	(98.84)%
Other expenses	3,170	2,890	1,776	280	9.69 %	1,114	62.73 %
Total operating expenses	70,564	68,168	62,925	2,396	3.51 %	5,243	8.33 %
Income before income tax, corporate allocation, and noncontrolling interest	32,664	32,255	27,998	409	1.27 %	4,257	15.20 %
Corporate allocation	(2,841)	(2,937)	(2,665)	96	3.27 %	(272)	(10.21)%
Income before income tax provision and noncontrolling interest	29,823	29,318	25,333	505	1.72 %	3,985	15.73 %
Provision for income tax	7,675	7,523	6,521	152	2.02 %	1,002	15.37 %
Net income	22,148	21,795	18,812	353	1.62 %	2,983	15.86 %
Noncontrolling interest	—	—	—	—	— %	—	— %
Net income attributable to TowneBank	\$22,148	\$21,795	\$18,812	\$ 353	1.62 %	\$ 2,983	15.86 %
Salaries and employee benefits/total noninterest expense	74.01 %	73.99 %	73.85 %	2 bp	0.03 %	14 bp	0.19 %
Net Income attributable to TowneBank % of total consolidated income	13.06 %	13.51 %	12.28 %	-45 bp	(3.33)%	123 bp	10.02 %

ANALYSIS OF FINANCIAL CONDITION

Overview: Our total assets increased \$2.45 billion, or 14.21%, to \$19.69 billion at December 31, 2025, from \$17.24 billion at December 31, 2024. Our loan portfolio increased by 16.38%, or \$1.88 billion, to \$13.34 billion at December 31, 2025, from \$11.46 billion at December 31, 2024. The primary drivers of asset and loan portfolio growth in 2025 were the acquisitions of Village and Old Point. Management continues to prioritize balance sheet strength and strong levels of liquidity in the current environment.

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MANAGEMENT'S DISCUSSION AND ANALYSIS

Our total average assets were \$18.41 billion for 2025, reflecting an increase of \$1.35 billion, or 7.92%, compared to the 2024 average of \$17.06 billion. Average earning assets were \$16.59 billion in 2025, reflecting an increase of \$1.16 billion, or 7.51%, compared to 2024. Our average total deposits were \$15.46 billion in 2025, reflecting growth of \$1.21 billion, or 8.51%, compared to 2024. Total deposits increased \$2.07 billion, or 14.35%, on a year-over-year basis. Noninterest-bearing deposits increased \$0.82 billion, or 19.28%.

Interest-Bearing Deposits in Financial Institutions: Interest-bearing deposits in other banks, at the FRB, and federal funds sold are used for daily cash management purposes, management of short-term interest rate opportunities, and liquidity. At December 31, 2025, these balances were \$1.22 billion, nearly level with \$1.23 billion one year prior, and consisted mainly of overnight deposits with the FRB and deposits in other banks.

The average balance of interest-bearing deposits at the FRB, in other banks, and federal funds sold in 2025 was \$1.16 billion, or 7.00% of average total earning assets, compared with \$1.26 billion, or 8.15% of average total earning assets in 2024.

Securities: Our securities consist of AFS debt securities, HTM debt securities, and other equity securities. Our AFS debt securities portfolio, which is held primarily for earnings, liquidity, and asset/liability management purposes, is reported at fair value based on market prices for similar instruments. Our HTM debt securities portfolio, which is held primarily for yield and pledging purposes, is valued at amortized cost. Our investment portfolio totaled \$2.90 billion as of December 31, 2025, with a balance of \$2.71 billion in AFS, \$156.63 million in HTM, \$12.22 million in other equity securities, and \$16.34 million in FHLB stock. Average yield on AFS debt securities was 3.55% at December 31, 2025, compared with 3.38% at December 31, 2024. Average yield on HTM debt securities was 1.65% at December 31, 2025, compared to 1.60% at December 31, 2024.

We record an allowance for credit losses on our AFS debt securities portfolio and on our HTM debt securities portfolio as appropriate. These portfolios are reviewed quarterly to assess whether an allowance for credit losses is required. The allowance is charged through a provision for credit losses in our Consolidated Statements of Income. Net unrealized losses related to the fair value of AFS debt securities decreased \$64.21 million, net of tax, in 2025. Unrealized losses in this portfolio are primarily related to changes in market interest rates rather than deterioration in credit quality. At December 31, 2025, our allowance for credit losses on AFS debt securities was \$1.21 million and our allowance for credit losses on HTM debt securities was \$65 thousand, compared to \$1.33 million and \$77 thousand, respectively, at December 31, 2024.

Both our AFS and HTM debt securities portfolios consist of U.S. Treasury notes, U.S. agency securities, municipal securities, MBS, and trust preferred corporate obligations. Our investment activities are governed internally by a written and board-approved investment policy, which is administered by our ALCO, which generally meets quarterly to review the economic environment, to assess current activities for appropriateness, and to establish investment strategies.

Investment strategies are established by the ALCO in consideration of the interest rate cycle, balance sheet mix, actual and anticipated loan demand, funding options, and our overall interest rate sensitivity. In general, the investment portfolio is managed in a manner appropriate with attainment of the following goals: (i) to provide a sufficient margin of liquid assets to cover unanticipated deposit and loan fluctuations, seasonal funds flow variations, and overall funds management objectives; (ii) to provide eligible securities to secure public funds, trust deposits, and repurchase agreements as prescribed by law; and (iii) to earn the maximum return on funds invested that is commensurate with meeting the requirements of (i) and (ii).

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MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table provides information regarding the composition of our AFS and HTM securities portfolio, showing selected maturities and yields for the periods indicated (dollars in thousands). For more information, refer to Note 3, "Investment Securities," in the Notes to Consolidated Financial Statements.

	Year Ended December 31,								
	2025			2024			2023		
	Amortized Cost	Estimated Fair Value	Weighted Average Yield (1)	Amortized Cost	Estimated Fair Value	Weighted Average Yield (1)	Amortized Cost	Estimated Fair Value	Weighted Average Yield (1)
Securities Available for Sale:									
U.S. agency securities	\$ 387,050	\$ 365,644	3.63 %	\$ 325,566	\$ 293,917	3.45 %	\$ 334,782	\$ 306,386	3.60 %
U.S. Treasury notes	81,860	83,631	4.03 %	29,247	28,429	2.97 %	28,559	27,684	2.97 %
Municipal securities	510,498	494,162	2.77 %	472,018	438,742	2.52 %	544,433	509,854	2.52 %
Trust preferred corporate securities	148,131	142,005	5.54 %	101,950	94,326	4.15 %	101,664	84,793	4.13 %
Mortgage-backed securities	1,656,923	1,624,747	3.57 %	1,581,189	1,497,951	3.58 %	1,283,525	1,200,625	3.15 %
Total securities available for sale	\$ 2,784,462	\$ 2,710,189	3.55 %	\$ 2,509,970	\$ 2,353,365	3.38 %	\$ 2,292,963	\$ 2,129,342	3.11 %
Securities Held to Maturity:									
U.S. agency securities	\$ 48,252	\$ 47,693	1.64 %	\$ 102,622	\$ 99,382	1.53 %	\$ 101,850	\$ 95,878	1.53 %
U.S. Treasury notes	95,783	93,733	1.46 %	96,710	91,518	1.45 %	362,593	353,578	1.69 %
Municipal securities	5,464	5,629	3.99 %	5,366	5,457	3.98 %	5,272	5,551	3.98 %
Trust preferred corporate securities	2,068	2,156	3.63 %	2,121	2,207	3.59 %	2,172	2,273	3.55 %
Mortgage-backed securities	5,130	5,058	2.01 %	5,533	5,319	2.30 %	5,705	5,376	2.35 %
Total securities held to maturity	\$ 156,697	\$ 154,269	1.65 %	\$ 212,352	\$ 203,883	1.60 %	\$ 477,592	\$ 462,656	1.70 %

(1) Yields are presented on a taxable-equivalent basis using the federal statutory tax rate of 21%.

TOWNEBANK MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table indicates the maturities of securities at December 31, 2025 (dollars in thousands):

	Available for Sale			Held to Maturity		
	Amortized Cost	Fair Market Value	Weighted Average Yield (1)	Amortized Cost	Fair Market Value	Weighted Average Yield (1)
U.S. Treasury notes						
Due in one year or less	\$ 3,989	\$ 3,992	4.07 %	\$ 20,905	\$ 20,479	1.25 %
After one year through five years	54,363	54,998	3.73 %	74,878	73,254	1.52 %
After five years through ten years	23,508	24,641	4.73 %	—	—	— %
After ten years	—	—	— %	—	—	— %
U.S. agency securities						
Due in one year or less	1,370	1,373	3.92 %	29,977	29,877	1.21 %
After one year through five years	49,202	48,441	2.88 %	18,275	17,816	2.35 %
After five years through ten years	54,422	52,619	3.46 %	—	—	— %
After ten years	282,056	263,211	3.79 %	—	—	— %
Municipal securities						
Due in one year or less	56,237	55,902	2.37 %	—	—	— %
After one year through five years	201,503	195,357	2.19 %	3,485	3,572	3.87 %
After five years through ten years	133,959	126,989	2.91 %	1,979	2,057	4.20 %
After ten years	118,799	115,914	3.78 %	—	—	— %
Mortgage-backed securities						
Due in one year or less	50,822	50,283	1.69 %	5,130	5,058	2.01 %
After one year through five years	481,473	462,935	2.35 %	—	—	— %
After five years through ten years	188,203	184,736	3.83 %	—	—	— %
After ten years	936,425	926,793	4.25 %	—	—	— %
Trust preferred corporate securities						
Due in one year or less	—	—	— %	500	588	8.75 %
After one year through five years	16,025	16,312	6.34 %	—	—	— %
After five years through ten years	132,106	125,693	5.44 %	1,568	1,568	2.00 %
After ten years	—	—	— %	—	—	— %
Total Portfolio	<u>\$ 2,784,462</u>	<u>\$ 2,710,189</u>	<u>3.55 %</u>	<u>\$ 156,697</u>	<u>\$ 154,269</u>	<u>1.65 %</u>

(1) Yields are presented on a taxable-equivalent basis using the federal statutory tax rate of 21%.

Loans Held for Sale: At December 31, 2025, we held \$154.44 million in mortgage loans originated and intended for sale in the secondary market, compared with \$200.46 million at December 31, 2024. Average loans held for sale were 1.10% and 1.14% of average earning assets for the years ended December 31, 2025 and 2024, respectively.

Our mortgage banking activities include two types of commitments: rate lock commitments and forward mortgage loan sales contracts. Rate lock commitments are loans in our pipeline that have an interest rate locked with the customer. The commitments are generally for periods of 60 days and are at market rates. In order to mitigate the effect of the interest rate risk inherent in providing rate lock commitments, we enter into either a forward loan sales contract under best efforts delivery, or a trade of TBA MBS ("notional securities") for mandatory delivery. When the interest rate is locked with the borrower, the rate lock commitment and MBS position are undesignated derivatives and marked to fair value through earnings. The fair value of the rate lock derivative is based on quoted prices for similar loans in the secondary market adjusted by a factor which considers the likelihood that the loan in a lock position will ultimately close. Both the rate lock commitment and the corresponding TBA MBS are considered derivatives, but are not accounted for using hedge accounting. As such, changes in the estimated fair value of the derivatives during the commitment period are recorded in current earnings and included in net residential mortgage banking income in the Consolidated Statements of Income. Forward loan sale commitments that economically hedge the closed loan inventory are recognized at fair value on the Consolidated Balance Sheet

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MANAGEMENT'S DISCUSSION AND ANALYSIS

in other assets or other liabilities, with changes in their fair values recorded as a component of mortgage banking activities in the Consolidated Statements of Income.

Loan Portfolio: Our loan portfolio, net of unearned income and deferred costs, totaled \$13.34 billion at December 31, 2025. As a percentage of total average earning assets, average loans were 75.15% in 2025, compared with 74.08% in 2024. Lending activities represent our primary source of income. The following tables provide the balance and composition of the loan portfolio by major classification for the periods indicated (dollars in thousands):

Year Ended December 31,	2025	2024
Commercial Real Estate		
Construction and land development	\$ 1,266,242	\$ 1,082,161
Owner occupied	1,932,015	1,628,731
Non-owner occupied	3,777,350	3,196,665
Multi-family	858,212	801,079
Total Commercial Real Estate	7,833,819	6,708,636
Residential 1-4 family	2,181,949	1,891,470
HELOC	583,725	410,594
C&I	1,455,455	1,280,394
Government	507,586	513,039
Indirect	672,401	567,245
Consumer and other	100,869	87,677
Loans, net of unearned income and deferred costs	\$ 13,335,804	\$ 11,459,055
Year Ended December 31,	2025	2024
Commercial Real Estate		
Construction and land development	9.50 %	9.44 %
Owner occupied	14.49 %	14.21 %
Non-owner occupied	28.32 %	27.90 %
Multi-family	6.44 %	6.99 %
Total Commercial Real Estate	58.75 %	58.54 %
Residential 1-4 family	16.36 %	16.51 %
HELOC	4.38 %	3.58 %
C&I	10.91 %	11.17 %
Government	3.81 %	4.48 %
Indirect	5.04 %	4.95 %
Consumer and other	0.75 %	0.77 %
Loans, net of unearned income and deferred costs	100.00 %	100.00 %

Commercial real estate loans constituted 58.75% and 58.54% of our loan portfolio at December 31, 2025 and 2024, respectively. The table below provides additional information regarding commercial real estate loans segregating by the type of property securing the loans and the geographic region in which the loans were originated as of December 31, 2025 (dollars in thousands):

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Description Within Major Classification	Consolidated	% of Major Class	Virginia / NENC	North Carolina	Classified (1)
Residential construction	\$ 231,681	18.30 %	\$ 146,125	\$ 85,556	\$ —
Improved lots	245,157	19.36 %	176,646	68,511	507
Land development	172,860	13.65 %	134,197	38,663	771
Raw land	170,038	13.43 %	109,455	60,583	5,971
Construction-to-perm	49,021	3.87 %	19,245	29,776	—
All other	397,485	31.39 %	287,774	109,711	—
Construction and land development	\$ 1,266,242	100.00 %	\$ 873,442	\$ 392,800	\$ 7,249
Percentage of Consolidated			68.98 %	31.02 %	0.57 %
Office buildings	\$ 523,164	27.08 %	\$ 345,090	\$ 178,074	\$ 5,315
Warehouse light industry	367,658	19.03 %	273,531	94,127	779
Auto dealer and repair	208,766	10.81 %	180,367	28,399	3,587
Restaurants	122,009	6.32 %	79,919	42,090	—
All other	710,418	36.76 %	513,500	196,918	10,013
Owner occupied	\$ 1,932,015	100.00 %	\$ 1,392,407	\$ 539,608	\$ 19,694
Percentage of Consolidated			72.07 %	27.93 %	1.02 %
Office buildings	\$ 799,562	21.17 %	\$ 503,861	\$ 295,701	\$ —
Hotels	883,341	23.39 %	715,307	168,034	2,069
Shopping centers	729,648	19.32 %	434,741	294,907	2,135
Warehouse light industry	442,283	11.71 %	245,893	196,390	—
All other	922,516	24.41 %	721,635	200,881	7,772
Non-owner occupied	\$ 3,777,350	100.00 %	\$ 2,621,437	\$ 1,155,913	\$ 11,976
Percentage of Consolidated			69.40 %	30.60 %	0.32 %
Less than \$1 Million Origination	\$ 117,716	13.72 %	\$ 82,597	\$ 35,119	\$ —
More than \$1 Million Origination	740,496	86.28 %	481,381	259,115	—
Multi-family	\$ 858,212	100.00 %	\$ 563,978	\$ 294,234	\$ —
Percentage of Consolidated			65.72 %	34.28 %	— %
Total Commercial Real Estate	\$ 7,833,819		\$ 5,451,264	\$ 2,382,555	\$ 38,919
Percentage of Consolidated Total Commercial Real Estate			69.59 %	30.41 %	0.50 %

(1) Classified loans are defined as substandard or doubtful. Classified commercial real estate loans totaled \$38.92 million, or 65.04% of total classified credits at December 31, 2025.

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The table below provides the maturity and sensitivity of the loan portfolio at December 31, 2025 (in thousands):

	Due in One Year or Less	Due After One Year Through Five Years	Due After Five Years Through Fifteen Years	Due After Fifteen Years	Totals	Due After One Year	
						Fixed Rates	Adjustable Rates
Commercial Real Estate							
Construction and land development	\$ 651,817	\$ 446,124	\$ 136,306	\$ 31,995	\$ 1,266,242	\$ 213,443	\$ 400,982
Owner occupied	164,236	904,061	756,900	106,818	1,932,015	1,529,507	238,272
Non-owner occupied	561,117	2,032,584	1,036,708	146,941	3,777,350	2,473,888	742,345
Multi-family	164,036	514,121	173,606	6,449	858,212	530,427	163,749
Residential 1-4 family	119,364	515,768	180,721	1,366,096	2,181,949	1,254,336	808,249
HELOC	52,752	43,494	65,976	421,503	583,725	6,803	524,170
C&I	694,086	526,258	232,226	2,885	1,455,455	521,160	240,209
Government	56,047	32,746	147,351	271,442	507,586	308,680	142,859
Indirect	2,103	476,162	194,136	—	672,401	670,275	23
Consumer and other	33,030	41,031	22,603	4,205	100,869	45,293	22,546
Loans, net of unearned income and deferred costs	<u>\$ 2,498,588</u>	<u>\$ 5,532,349</u>	<u>\$ 2,946,533</u>	<u>\$ 2,358,334</u>	<u>\$ 13,335,804</u>	<u>\$ 7,553,812</u>	<u>\$ 3,283,404</u>

The following table is a summary of our floating rate loan portfolio and contractual interest rate indices at December 31, 2025 (dollars in thousands):

Contractual Interest Rate Index	Floating Rate (at floor rate)	Floating Rate (not at floor or ceiling rate)	Floating Rate (at ceiling rate)	Total Floating Rate	Percentage of Floating Rate Loans
Wall Street Journal Prime	\$ 9,157	\$ 1,624,046	\$ 60,124	\$ 1,693,327	35.47 %
AMERIBOR	500	272,167	54,159	326,826	6.85 %
SOFR	38,538	1,880,598	27,939	1,947,075	40.79 %
Other contractual interest rate indices	36,057	747,160	23,348	806,565	16.89 %
	<u>\$ 84,252</u>	<u>\$ 4,523,971</u>	<u>\$ 165,570</u>	<u>\$ 4,773,793</u>	<u>100.00 %</u>

Allowance for Credit Losses and Asset Quality: We incorporate reasonable and supportable forecasts into our credit loss estimates, and losses are estimated over the life of the loan and recorded at origination or acquisition. The allowance for credit losses on funded loans is established through a provision for credit losses charged against earnings. The allowance for credit losses on unfunded commitments is recorded in other liabilities, with a provision for credit losses charged against earnings. The level of the allowance for credit losses is an estimate of expected losses inherent in the Company's portfolio at December 31, 2025.

<i>(in thousands)</i>	Initial ACL For Loans Acquired		
	PCD Loans	Non-PCD Loans	Combined
April 1 acquisition of Village	\$ 1,691	\$ 6,055	\$ 7,746
September 1 acquisition of Old Point	2,048	11,449	13,497
Total Initial ACL	<u>\$ 3,739</u>	<u>\$ 17,504</u>	<u>\$ 21,243</u>

The allowance for credit losses on funded loans at December 31, 2025 and 2024, was \$147.34 million and \$123.92 million, respectively. In 2025, the Company increased the allowance for credit losses on funded loans by \$23.42 million, \$21.24 million of which was related to acquired loans. The remaining increase of \$2.18 million was driven by limited organic loan growth, changes in portfolio risk profile, and was partially offset by slight

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improvements in the macroeconomic scenarios we use in our model. Net charge-offs were \$2.85 million in 2025. The allowance was equal to 1.10% of total loans outstanding at December 31, 2025, compared with 1.08% at December 31, 2024.

Classified loans, defined as loans in the substandard and doubtful categories, remained low at 0.45% of total loans at December 31, 2025, up from 0.43% at December 31, 2024. Loans 30 to 89 days past due were \$16.52 million at December 31, 2025, compared to \$9.88 million at December 31, 2024. The allowance for credit losses on funded loans was equal to 12.57x of nonperforming loans at December 31, 2025, compared with 16.69x at December 31, 2024. Our allowance for unfunded commitments was \$10.38 million and \$8.84 million at December 31, 2025 and 2024, respectively.

Our allowance for credit losses, for both funded loans and unfunded commitments, was determined by evaluating numerous variables, many of which are interrelated or dependent on other assumptions and estimates, and considered past events, current conditions, and reasonable and supportable forecasts. We believe the quality of our loan portfolio supports the level of our allowance for credit losses, and that it is adequate to cover estimated lifetime credit losses expected in the loan portfolio based on our reasonable and supportable forecasts at that date.

The following table provides a breakdown of the allowance for credit losses on funded loans among the various loan types as of the dates indicated (dollars in thousands):

	December 31,		December 31,	
	2025	%	2024	%
Real estate - construction and development	\$ 20,204	13.71 %	\$ 18,158	14.65 %
Real estate - commercial owner occupied	11,378	7.72 %	14,550	11.74 %
Real estate - commercial non-owner occupied	27,592	18.73 %	21,175	17.09 %
Real estate - multi-family	5,830	3.96 %	3,819	3.08 %
Real estate - residential 1-4 family	31,797	21.58 %	30,908	24.94 %
HELOC	20,803	14.12 %	17,371	14.02 %
C&I	11,852	8.04 %	9,594	7.74 %
Government	3,975	2.70 %	2,603	2.10 %
Indirect	11,462	7.78 %	3,781	3.05 %
Consumer and other loans	2,450	1.66 %	1,964	1.59 %
Total	\$ 147,343	100.00 %	\$ 123,923	100.00 %

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The following table provides information on the allowance for credit losses on nonperforming loans and assets for the periods indicated (dollars in thousands):

Year Ended December 31,	2025	2024
Nonperforming assets:		
Nonperforming loans	\$ 11,726	\$ 7,424
Former bank premises	879	—
Foreclosed property	1,754	443
Total nonperforming assets	\$ 14,359	\$ 7,867
Loans past due 90 days accruing interest	\$ 890	\$ 1,264
Asset Quality Ratios		
Allowance for loan losses to nonperforming loans	12.57x	16.69x
Allowance to nonperforming assets	10.26x	15.75x
Allowance for loan losses to period end loans	1.10 %	1.08 %
Nonperforming loans to period end loans	0.09 %	0.06 %
Nonperforming assets to period end assets	0.07 %	0.05 %
Net charge-offs to average loans	0.02 %	0.01 %

The following table provides the charge-offs and recoveries by portfolio for the periods indicated (in thousands):

	December 31, 2025		December 31, 2024	
	Charge-offs	Recoveries	Charge-offs	Recoveries
CRE - Construction and development	\$ 177	\$ 149	\$ 647	\$ 11
CRE - Owner occupied	—	91	6	21
CRE - Non-owner occupied	—	34	—	176
CRE - Multi-family	—	—	—	—
Residential 1-4 family	87	44	—	105
HELOC	12	213	—	99
C&I	1,523	788	366	1,026
Government	—	—	—	—
Indirect	2,343	262	2,068	305
Consumer and other loans	762	475	478	262
Total charge-offs and recoveries	\$ 4,904	\$ 2,056	\$ 3,565	\$ 2,005

All charge-offs and recoveries were in the Banking segment for both periods presented. For additional financial details regarding analysis of the allowance for credit losses on loans, see Note 5, "Allowance for Credit Losses on Loans," of the Notes to Consolidated Financial Statements in this report.

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The following table provides information on the composition of nonperforming loans by loan type as of the dates indicated (in thousands):

	December 31, 2025	December 31, 2024
CRE - Construction and development	\$ 1,621	\$ 273
CRE - Owner occupied	135	415
CRE - Non-owner occupied	3,058	1,452
CRE - Multi-family	—	—
Residential 1-4 family	2,272	2,421
HELOC	989	485
C&I	2,179	1,030
Government	—	—
Indirect	1,451	1,346
Consumer and other loans	21	2
Total nonperforming loans	<u>\$ 11,726</u>	<u>\$ 7,424</u>

Nonperforming assets consist of nonaccrual loans, foreclosed real estate, and other repossessed collateral. It is our policy to place commercial loans on nonaccrual status when full collection of principal and interest becomes doubtful, or when any portion of principal or interest becomes 90 days past due, whichever occurs first, unless the debt is both well-secured and in the process of collection. When loans are placed on nonaccrual status, interest receivable is reversed against interest income recognized in the current period, and any prior-year unpaid interest is charged off against the allowance for credit losses on loans. Interest payments received thereafter are applied as a reduction of the remaining principal balance so long as doubt exists as to the ultimate collection of the principal. Loans are removed from nonaccrual status when they become current as to both principal and interest and when the collection of principal or interest is no longer doubtful. Similarly, residential mortgage loans and other consumer loans are also placed on nonaccrual status when full collection of principal and interest becomes doubtful, or when any portion of principal or interest becomes 120 days past due, whichever occurs first, unless the debt is both well-secured and in the process of collection.

At December 31, 2025, foreclosed property totaled \$1.75 million, increasing from \$0.44 million at December 31, 2024, and consisted of a residential 1-4 family loan totaling \$401 thousand and \$1.35 million in repossessed autos. Foreclosed property consisted of repossessed autos at year-end 2024. The Company also held \$879 thousand in former bank premises in nonperforming assets at December 31, 2025.

At December 31, 2025, loans 60-89 days past due, excluding nonperforming loans, totaled \$3.10 million. All loans in these categories are subject to constant management attention, and their status is reviewed on a regular basis.

In order to maximize the collection of loan balances, we evaluate loans to borrowers experiencing financial difficulty on a case-by-case basis to determine if a loan modification would be appropriate. We may pursue loan modifications when there is a reasonable chance that an appropriate modification would allow our clients to continue servicing the debt. Because these modifications may not ultimately result in the complete collection of principal and interest (as modified by the terms of the restructuring), additional incremental losses could result. These potential incremental losses have been factored into our overall allowance for credit losses estimate.

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Nonaccruing loans that are modified can be placed back on accrual status when both principal and interest are current, there is a sustained repayment performance of six months or longer, and it is probable that we will be able to collect all amounts due (both principal and interest) according to the terms of the loan agreement.

Deposits: Customer deposits are attractive sources of liquidity because of their stability, low average cost, and the ability to generate fee income through the cross-sale of other services to depositors. Deposits are attracted principally from customers within our market area through the offering of a broad selection of deposit instruments, including demand deposits, savings accounts, money rate savings, certificates of deposit, and individual retirement accounts. Deposit account terms vary with respect to the minimum balance required, the time period the funds must remain on deposit, and service charge schedules.

Interest rates paid on specific deposit types are set by considering the (i) interest rates offered by competitors, (ii) anticipated amount and timing of funding needs, (iii) availability of and cost of alternative sources of funding, and (iv) anticipated future economic conditions and interest rates.

Deposit accounts held as of December 31, 2025, totaled \$16.51 billion. This represented an increase of \$2.07 billion, or 14.35%, from 2024. This increase was driven by acquisitions. Deposit accounts represent our primary source of funds and are provided by individuals, professionals, and small to medium-sized businesses in our market area. Approximately 66.24% of our deposits are business-related.

Our deposits consist of demand deposits, interest-bearing checking accounts, money market deposit accounts, and time deposits. Our interest-bearing deposits increased by \$1.25 billion, or 12.29%, and our noninterest-bearing deposits increased \$0.82 billion, or 19.28%. We had brokered time deposits of \$440.64 million and CDARS deposits of \$80.92 million at December 31, 2025, and \$316.38 million and \$82.49 million, respectively, at December 31, 2024.

The following table sets forth a summary of the ending balance by deposit category for the periods indicated (dollars in thousands). See Note 11, "Deposits," in the Notes to Consolidated Financial Statements for additional information on deposits.

	Total Deposits Period Ended		2025 over 2024	
	December 31,		Change	
	2025	2024	\$	%
Interest-bearing demand and money market accounts	\$ 8,390,884	\$ 7,329,669	\$ 1,061,215	14.48 %
Regular savings	332,752	311,841	20,911	6.71 %
Certificates of deposit	2,712,324	2,542,735	169,589	6.67 %
Total interest-bearing	11,435,960	10,184,245	\$ 1,251,715	12.29 %
Noninterest-bearing demand	5,073,157	4,253,053	820,104	19.28 %
Total	\$ 16,509,117	\$ 14,437,298	\$ 2,071,819	14.35 %

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The following tables provides a breakdown of our various deposit categories, by geographic region, as of the dates indicated (dollars in thousands):

	December 31, 2025			
	Consolidated	% of Total Deposits	Virginia (1)	North Carolina
Noninterest-bearing demand	\$ 5,073,157	30.73 %	\$ 4,249,797	\$ 823,360
Interest-bearing demand	2,132,357	12.92 %	1,648,316	484,041
Money market	6,258,527	37.90 %	4,812,064	1,446,463
Regular savings	332,752	2.02 %	325,643	7,109
Certificates of deposit	2,712,324	16.43 %	2,398,219	314,105
	<u>\$ 16,509,117</u>	100.00 %	<u>\$ 13,434,039</u>	<u>\$ 3,075,078</u>

(1) NENC is included in the Virginia geographic region.

	December 31, 2024			
	Consolidated	% of Total Deposits	Virginia (1)	North Carolina
Noninterest-bearing demand	\$ 4,253,053	29.46 %	\$ 3,572,147	\$ 680,906
Interest-bearing demand	1,631,898	11.30 %	1,203,013	428,885
Money market	5,697,771	39.47 %	4,128,223	1,569,548
Regular savings	311,841	2.16 %	303,920	7,921
Certificates of deposit	2,542,735	17.61 %	2,202,703	340,032
	<u>\$ 14,437,298</u>	100.00 %	<u>\$ 11,410,006</u>	<u>\$ 3,027,292</u>

(1) NENC is included in the Virginia geographic region.

At December 31, 2025, we had \$7.88 billion in estimated uninsured deposits, \$0.83 billion of which were collateralized by securities, for an estimated uncollateralized and adjusted uninsured deposit total of \$7.05 billion, or roughly 42.72% of total deposits. Total liquidity sources at December 31, 2025, totaled \$7.02 billion, or 99.53% of adjusted uninsured deposits. At December 31, 2024, we had \$7.05 billion in estimated uninsured deposits.

The following table provides the average balance and cost rate of interest-bearing deposits for the periods indicated (dollars in thousands). The aggregate amount of time deposits of \$250,000 or more was \$1.00 billion and \$966.59 million at December 31, 2025 and 2024, respectively.

For the Year Ended December 31,	Average Balance		Average Cost Rate	
	2025	2024	2025	2024
Noninterest-bearing demand deposits	\$ 4,764,057	\$ 4,296,372	—	—
Demand and money markets	7,734,850	6,950,210	2.17 %	2.72 %
Savings	328,637	319,369	0.83 %	1.05 %
Certificates of deposit:				
Less than \$250,000	1,687,566	1,642,466	3.87 %	4.67 %
\$250,000 or more	942,232	1,037,002	3.98 %	4.77 %
Total interest-bearing deposits	<u>10,693,285</u>	<u>9,949,047</u>	2.56 %	3.20 %
Total deposits	<u>\$15,457,342</u>	<u>\$14,245,419</u>	1.77 %	2.24 %

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The following table provides the scheduled maturities of time deposits greater than \$250,000 for the periods indicated (in thousands):

For the Year Ended December 31,	2025	2024
Months to maturity:		
Three or less	\$ 459,534	\$ 461,252
Over three through six	330,873	218,856
Over six through twelve	186,672	225,190
Over twelve	30,963	61,291
Total	<u>\$ 1,008,042</u>	<u>\$ 966,589</u>

Average noninterest-bearing demand deposits were 30.82% of average total deposits during the year ended December 31, 2025, and 30.16% for 2024. The average cost of interest-bearing deposits was 2.56% for the year ended December 31, 2025, compared with 3.20% for 2024.

Advances from the Federal Home Loan Bank: Our ability to borrow funds through nondeposit sources provides additional flexibility in meeting the liquidity needs of customers while enhancing our cost of funds structure. Average funds borrowed from the FHLB were \$23.76 million and \$63.44 million for the years ended December 31, 2025 and 2024, respectively. The balance at December 31, 2025, of \$52.45 million, increased \$49.23 million from the balance at December 31, 2024, of \$3.22 million, driven by \$50.00 million in acquired debt.

In addition to borrowings from the FHLB, we maintain various borrowing arrangements with financial institutions to support liquidity needs. As of December 31, 2025, we had no outstanding balances on these borrowing agreements with other financial institutions. Average total borrowings during 2025 were \$48.81 million, compared with \$95.45 million in 2024, while the average cost of these funds was (1.80)% and 4.67%, respectively. Refer to Note 12, "Borrowings," in the Notes to Consolidated Financial Statements for additional disclosures related to borrowing arrangements.

Subordinated Debt: On February 9, 2022, the Company issued \$250.00 million of fixed-to-floating-rate subordinated notes due February 15, 2032, in a public offering. The Company received \$246.90 million in net proceeds after deducting discounts and issuance costs. The subordinated notes accrue interest at a fixed rate of 3.125% for the first five years until February 15, 2027. From and including this date and for the remaining five years of the subordinated notes' term, interest will accrue at a floating rate of three-month SOFR plus 1.68%. The Company may redeem the subordinated notes, in whole or in part, on or after February 15, 2027.

With the January 2023 acquisition of Farmers, the Company assumed two issues of capital notes with an aggregate carrying value of \$8.50 million. The first issue, with a carrying value of \$2.69 million at acquisition, bears a 3.00% fixed annual rate and matured August 14, 2025. The second issue, with a carrying value of \$5.82 million at acquisition, bears a 3.25% fixed annual rate and matures August 14, 2027.

On December 5, 2024, TowneBank closed an offering of Series IV Towne Investment Units ("Series IV units"). This subscription offering was to members and emeritus members of the Company corporate and regional boards. Each Series IV unit consisted of 138 shares of common stock priced at \$36.44 per share and one 5-year 6% convertible subordinated capital note in the principal amount of \$5,000. The convertible subordinated notes are convertible into common stock at the discretion of the noteholder at an initial conversion price of \$36.44 per share (equal to a conversion rate of 138 shares per \$5,000 principal amount of notes).

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The Company sold 716 Series IV units, for aggregate proceeds of \$7.16 million in the offering, which resulted in the issuance of an aggregate of \$3.58 million in convertible subordinated capital notes and 98,808 shares of common stock. Interest on each note is payable on a semi-annual basis in arrears on June 1 and December 1 of each year, beginning June 1, 2025. The notes mature December 1, 2029.

With the April 2025 acquisition of Village, the Company assumed subordinated debt with a total carrying value of \$14.42 million. During second quarter 2025, the Company redeemed the notes.

The Company assumed 3.50% fixed-to-floating subordinated debt, originally issued July 14, 2021, with a carrying value of \$25.27 million, in the September 2025 acquisition of Old Point. These notes bear a fixed rate until July 15, 2026, when they convert to a floating rate based on the three-month SOFR plus 286 bp. Interest is paid semi-annually in arrears on the fixed debt. Upon conversion to a floating rate, interest will be paid quarterly in arrears. The notes mature July 15, 2031.

The following table provides summarized information on our subordinated notes as of the dates indicated (in thousands):

	December 31, 2025	December 31, 2024
Carrying value of subordinated notes	\$ 283,870	\$ 260,001
Average subordinate debt for the year ended	\$ 271,024	\$ 256,489
Average cost of subordinated notes for the quarter ended	3.74 %	3.50 %

Liquidity: Liquidity represents our ability to respond to current and future funding requirements, in a timely manner, at a reasonable cost, without impairing profitability. In addition to meeting member demand for loans and deposit withdrawals, we must fund balance sheet growth and meet current obligations in relation to operating costs, investment repurchases, and short-term funding sources. We manage liquidity through adherence to established policies, which are monitored by management and ALCO. Our liquid assets consist of cash, interest-bearing deposits in financial institutions, federal funds sold, securities available for sale, investments, and loans maturing within one year. Loans held for sale are typically held on our books for less than 60 days and are funded, primarily, through their sale. We also have the ability to access short-term and long-term borrowings through FHLB, correspondent banks, federal funds purchased, and the Federal Reserve discount window.

The following table provides summarized information on our availability of liquid funds and borrowings as of December 31, 2025 (in thousands):

Liquidity Sources	December 31, 2025
Available Liquid Funds:	
Cash and cash equivalents	\$ 1,350,649
Unencumbered investment securities	1,861,086
Availability of Borrowings:	
Amount available from FHLB	1,625,230
Amount available from unsecured lines of credit with correspondent banks	150,000
Amount available for Federal Reserve discount window	2,033,230
	<u>\$ 7,020,195</u>

We maintained an average of \$1.16 billion outstanding in overnight interest-bearing deposits during 2025, compared with \$1.26 billion for 2024. On average, noninterest-bearing demand deposits increased \$467.69 million, or 10.89%, in 2025. Ending noninterest-bearing demand deposits increased \$0.82 billion compared to December 31, 2024.

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We intend to maintain sufficient liquidity at all times to meet our funding commitments and growth plans. During 2025, we primarily funded our growth in total assets with excess liquidity and existing deposits.

Capital Resources: Federal banking laws set forth certain regulatory capital requirements that apply to us. Within the framework established by the law, we qualify for the classification "well-capitalized," which is the highest regulatory classification.

Additional information concerning our capital resources is contained in Note 19, "Regulatory Capital Requirements," in the Notes to Consolidated Financial Statements.

Impact of Inflation and Changing Prices: The financial statements and related data presented herein have been prepared in accordance with GAAP. These principles dictate that financial position and operating results be measured in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. A financial institution's assets and liabilities are primarily monetary in nature. As a result, general inflation levels typically have a less significant effect on financial performance than do changes in interest rates; however, noninterest expenses tend to rise in periods of general inflation.

Interest Sensitivity: Prudent balance sheet management requires processes that monitor and protect us against unanticipated or significant changes in the level of market interest rates. Net interest income stability should be maintained in changing rate environments by ensuring that interest rate risk is kept to an acceptable level. The ability to reprice our interest-sensitive assets and liabilities over various time intervals is of critical importance.

We use a variety of traditional and on-balance-sheet tools to manage our interest rate risk. Gap analysis, which monitors the "gap" between interest-sensitive assets and liabilities, is one such tool. In addition, we use simulation modeling to forecast future balance sheet and income statement behavior. By studying the effects on net interest income of rising, stable, and falling interest rate scenarios, we can position ourselves to take advantage of anticipated interest rate movement, and protect ourselves from unanticipated rate movements, by understanding the dynamic nature of our balance sheet components.

An asset-sensitive balance sheet structure implies that assets, such as loans and securities, will reprice faster than liabilities; consequently, net interest income should be positively affected in an increasing interest rate environment. Conversely, a liability-sensitive balance sheet structure implies that liabilities, such as deposits, will reprice faster than assets; consequently, net interest income should be positively affected in a decreasing interest rate environment. At December 31, 2025, we had \$4.90 billion more liabilities than assets subject to repricing within one year. This is a one-day position that is continually changing and is not necessarily indicative of our position at any other time.

Market Risk Management: The effective management of market risk is essential to achieving our strategic objectives. As a financial institution, our most significant market risk exposure is interest rate risk. The primary objective of the management of interest rate risk is to minimize the effect that changes in interest rates have on net interest income. This is accomplished through active management of asset and liability portfolios, with a focus on the strategic pricing of asset and liability accounts and management of appropriate maturity mixes of assets and liabilities. The goal of these activities is the development of appropriate maturity and repricing opportunities in our portfolios of assets and liabilities that will produce consistent net interest income during periods of changing interest rates. Our ALCO monitors loan, investment, and liability portfolios to ensure comprehensive management of interest rate risk. These portfolios are analyzed for proper fixed-rate and variable-rate mixes under various interest rate scenarios.

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The asset and liability management process is designed to achieve relatively stable net interest margins and ensure liquidity by coordinating the volumes, maturities, and/or repricing opportunities of earning assets, deposits, and borrowed funds. It is the responsibility of the ALCO to determine and achieve the most appropriate volume and mix of earning assets and interest-bearing liabilities, as well as ensure an adequate level of liquidity and capital within the context of corporate performance goals. The ALCO also sets policy guidelines and establishes long-term strategies with respect to interest rate risk exposure and liquidity. The ALCO meets regularly to review our interest rate risk and liquidity positions in relation to present and prospective market and business conditions. In addition, funding and balance sheet management strategies are adopted with the intent to ensure that potential impacts on earnings and liquidity due to fluctuations in interest rates are within acceptable standards. We currently do not use off-balance-sheet financial instruments to manage interest rate sensitivity and net interest income at the portfolio level.

Earnings Simulation Analysis: Management uses simulation analysis to measure the sensitivity of net interest income to changes in interest rates. The model calculates an earnings estimate based on current and projected balances and rates. This method is subject to the accuracy of the assumptions that underlie the process, but it provides an additional analysis of the sensitivity of earnings to changes in interest rates to static gap analysis. Assumptions used in the model rates are derived from historical trends, peer analysis, and management's outlook, and include loans and deposit growth rates and projected yields and rates. All maturities, calls, and prepayments in the securities portfolio are assumed to be reinvested in like instruments. Mortgage loans and mortgage-backed securities prepayment assumptions are based on industry estimates of prepayment speeds for portfolios with similar coupon ranges and seasoning. Different interest rate scenarios and yield curves are used to measure the sensitivity of earnings to changing interest rates. Interest rates on different asset and liability accounts move differently when the prime rate changes and is reflected in the different rate scenarios.

The following table represents interest rate sensitivity on our net interest income using different rate scenarios as of December 31, 2025:

Change in Prime Rate	% Change in Net Interest Income
+ 200 basis points	2.53 %
+ 100 basis points	1.34 %
- 100 basis points	(2.25)%
- 200 basis points	(3.70)%

Market Value Simulation: Market value simulation is used to calculate the estimated fair value of assets and liabilities over different interest rate environments. Market values are calculated based on discounted cash flow analysis. The net market value is the market value of all assets minus the market value of all liabilities. The change in net market value over different rate environments is an indication of the longer term repricing risk in the balance sheet. The same assumptions are used in the market value simulation as in the earnings simulation. The following table reflects the change in net market value over different rate environments as of December 31, 2025:

Change in Prime Rate	Change in Net Market Value (in thousands)
+ 200 basis points	\$ (45,224)
+ 100 basis points	\$ (17,607)
- 100 basis points	\$ (11,690)
- 200 basis points	\$ (38,838)

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Credit Risk Elements: We place commercial loans in nonaccrual status when management believes, after considering economic and business conditions and collections efforts, that the borrower's financial condition is such that full collection of principal and interest is doubtful or when the loan is past due for 90 days or more, unless the debt is both well-secured and in the process of collection. Residential mortgage loans and other consumer loans are placed on nonaccrual status when full collection of principal and interest becomes doubtful or when the loan is past due for 120 days or more, unless the debt is both well-secured and in the process of collection.

NON-GAAP FINANCIAL MEASURES

This report contains financial information determined by methods other than in accordance with GAAP. The Company's management uses these non-GAAP financial measures in its analysis of the Company's performance. Management believes presentations of these non-GAAP financial measures provide useful supplemental information that is essential to a proper understanding of the operating results of the Company's core businesses. These non-GAAP disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

Taxable Equivalent Basis. Interest income, yields, and ratios on a taxable equivalent basis are considered non-GAAP financial measures. Management believes net interest income on a taxable equivalent basis provides an insightful picture of the interest margin for comparison purposes. The taxable equivalent basis also allows management to assess the comparability of revenue arising from both taxable and tax-exempt sources. The taxable equivalent basis assumes a federal statutory tax rate of 21%.

The Company presents return on average assets, return on average tangible assets, return on average equity, return on average tangible equity, return on average common equity, and return on average tangible common equity. The Company excludes the balance of average goodwill and other intangible assets from our calculation of return on average tangible assets and return on average tangible equity. This adjustment allows management to review the Company's core operating results and core capital position. The following presents a reconciliation of non-GAAP financial measures as of the dates indicated (dollars in thousands):

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Year Ended December 31,	2025	2024	2023
Average assets (GAAP basis)	\$ 18,407,528	\$ 17,056,721	\$ 16,656,686
Less: average goodwill and other intangibles	597,703	522,419	525,546
Average tangible assets (non-GAAP)	<u>\$ 17,809,825</u>	<u>\$ 16,534,302</u>	<u>\$ 16,131,140</u>
Average equity (GAAP basis)	\$ 2,262,251	\$ 2,084,993	\$ 1,974,994
Less: average goodwill and other intangibles	597,703	522,419	525,546
Average tangible equity (non-GAAP)	<u>\$ 1,664,548</u>	<u>\$ 1,562,574</u>	<u>\$ 1,449,448</u>
Average common equity (GAAP)	\$ 2,252,777	\$ 2,068,671	\$ 1,959,208
Less: average goodwill and other intangibles	597,703	522,419	525,546
Average tangible common equity (non-GAAP)	<u>\$ 1,655,074</u>	<u>\$ 1,546,252</u>	<u>\$ 1,433,662</u>
Net interest income (GAAP)	\$ 563,607	\$ 442,605	\$ 457,780
Add: Tax equivalent basis adjustment	4,356	4,400	4,659
Tax equivalent net interest income (non-GAAP)	<u>\$ 567,963</u>	<u>\$ 447,005</u>	<u>\$ 462,439</u>
Net income (GAAP)	\$ 169,526	\$ 161,356	\$ 153,205
Add: Amortization of intangibles, net of tax	13,255	10,088	11,182
Tangible net income (non-GAAP)	<u>\$ 182,781</u>	<u>\$ 171,444</u>	<u>\$ 164,387</u>
Total revenue (GAAP)	\$ 835,717	\$ 693,286	\$ 693,414
Net gain (loss) on investment securities/equity investments	2,131	312	9,377
Operating revenue (non-GAAP)	<u>\$ 833,586</u>	<u>\$ 692,974</u>	<u>\$ 684,037</u>
Total noninterest expenses (GAAP)	\$ 601,564	\$ 503,916	\$ 489,222
Less: Amortization of intangibles	16,778	12,769	14,155
Operating expense (non-GAAP)	<u>\$ 584,786</u>	<u>\$ 491,147</u>	<u>\$ 475,067</u>

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

Year Ended December 31,	2025	2024	2023
Return on average assets (GAAP basis)	0.92 %	0.95 %	0.92 %
Impact of excluding average goodwill and other intangibles and amortization	0.11 %	0.09 %	0.10 %
Return on average tangible assets (non-GAAP)	1.03 %	1.04 %	1.02 %
Return on average equity (GAAP basis)	7.50 %	7.75 %	7.77 %
Impact of excluding average goodwill and other intangibles and amortization	3.50 %	3.24 %	3.59 %
Return on average tangible equity (non-GAAP)	11.00 %	10.99 %	11.36 %
Return on average common equity (GAAP basis)	7.53 %	7.81 %	7.83 %
Impact of excluding average goodwill and other intangibles and amortization	3.53 %	3.30 %	3.66 %
Return on average tangible common equity (non-GAAP)	11.06 %	11.11 %	11.49 %
Efficiency ratio (GAAP)	71.98 %	72.69 %	70.55 %
Impact of exclusions	(1.83)%	(1.81)%	(1.10)%
Efficiency ratio (non-GAAP) (1)	70.15 %	70.88 %	69.45 %

(1) Operating expense/operating revenue.

The Company presents book value per share (period-ended shareholders' equity divided by the period-ended common shares outstanding) and tangible book value per share. In calculating tangible book value per share, the Company excludes goodwill and other intangible assets, allowing management to review its core capital position.

(dollars in thousands, except per share data)

Year Ended December 31,	Per share		
	2025	2024	2023
Book value (GAAP basis)	\$ 30.67	\$ 28.33	\$ 27.14
Impact of excluding average goodwill and other intangibles and amortization	(8.74)	(6.89)	(6.96)
Tangible book value (non-GAAP)	\$ 21.93	\$ 21.44	\$ 20.18

Period End:

Common equity (GAAP basis)	\$ 2,422,067	\$ 2,131,629	\$ 2,032,670
Less: goodwill and other intangibles	690,608	517,790	520,969
Tangible common equity (non-GAAP)	\$ 1,731,459	\$ 1,613,839	\$ 1,511,701

CRITICAL ACCOUNTING ESTIMATES

Preparation of financial statements and related disclosures in conformity with GAAP requires management to make judgments, assumptions, and estimates in certain circumstances that affect amounts reported in the Consolidated Financial Statements and the accompanying footnotes. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from management's current judgments.

TOWNEBANK

MANAGEMENT'S DISCUSSION AND ANALYSIS

We consider accounting estimates to be critical to reported financial results if the outcome of such estimates could have a material impact on our financial statements based on the following:

- The estimate requires management to make assumptions about matters that are highly uncertain.
- Management could have potentially utilized a different set of assumptions and estimates in the current period.
- Changes in the estimate are reasonably likely to occur from period to period.

We consider our policy for the allowance for credit losses on loans to be a critical accounting policy. The allowance for credit losses on loans includes both the allowance for loan losses and the allowance for loan-related off-balance-sheet credit exposures, and is calculated with the objective of maintaining a life-of-credit reserve for current expected credit losses and the remaining contractual life of the portfolio. Management uses loss factors, based on estimated probability of default for internal risk ratings and loss given default, to determine the allowance for credit losses for the majority of the loan portfolio and off-balance-sheet credit exposures. A well-documented methodology, which includes the use of macroeconomic variables sourced from third parties and weightings based on the Company's economic outlook, has been developed and is applied to ensure consistency across our markets. We also have a formalized independent loan review program to evaluate loan administration, credit quality, and compliance with corporate loan standards. This program includes regularly scheduled reviews of problem loan reports, delinquencies, and charge-offs.

In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for credit losses on loans. Such agencies may require us to recognize additions to the allowance based on their judgments of information available to them at the time of their examination. The allowance represents our best estimate of expected losses in the loan portfolio, but significant downturns in circumstances relating to loan quality and economic conditions could result in a requirement for additional allowance. Likewise, an upturn in loan quality and improved economic conditions may allow a reduction in the required allowance. In either instance, unanticipated changes could have a significant impact on our financial condition and results of operations. Significant accounting policies and effects of new accounting pronouncements are discussed in detail in Note 1, "Summary of Significant Accounting Policies," in the Notes to Consolidated Financial Statements.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Reference is made to the information in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," under "Analysis of Financial Condition" and subsections "Interest Sensitivity," "Market Risk Management," "Earnings Simulation Analysis," "Market Value Simulation," and "Credit Risk Elements," in this Report, which is incorporated herein by reference.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

Shareholders and the Board of Directors
TowneBank

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of TowneBank (the “Company”) as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by COSO.

Basis for Opinion

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

We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management's Report on Internal Control, the scope of management's assessment of internal control over financial reporting as of December 31, 2025, has excluded Old Point Financial Corporation ("Old Point") acquired on September 1, 2025. We have also excluded Old Point from the scope of our audit of internal control over financial reporting. Old Point represented 2.66 percent of the Company's consolidated revenues for the year ended December 31, 2025 and 6.27 percent of consolidated total assets as of December 31, 2025.

Definitions and Limitations of Internal Control Over Financial Reporting

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

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

Critical Audit Matter

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

Allowance for Credit Losses on Loans

As described in Notes 1 and 5 to the consolidated financial statements, the Company's consolidated allowance for credit losses on loans ("ACL") was \$147.3 million at December 31, 2025 and represents an estimate of expected losses inherent within the Company's loan portfolio. As described by management, estimating the ACL includes collectively assessing loans aggregated into pools with similar risk characteristics and individually evaluating loans that do not share similar risk characteristics.

The Company builds an estimate of expected credit losses (“ECL”) using a methodology that incorporates probability of default (“PD”), loss given default (“LGD”), and exposure at default (“EAD”) which are derived from various vendor models, internally developed statistical models, or nonstatistical estimation approaches. PD is projected in these models or estimation approaches using loan level and macroeconomic variables. Multiple outcomes are weighted based on the Company’s economic outlook and incorporate relevant information including the Company’s historical loss experience, current conditions, and reasonable and supportable forecasts. After quantitative expected loss estimates are calculated, management adjusts these estimates to incorporate considerations of current trends and conditions that are not captured in the quantitative loss estimates using qualitative and/or environmental factors.

We identified the ACL as a critical audit matter. The principal considerations for our determination of the ACL as a critical audit matter includes the subjectivity and complexity involved in management’s determination of loan credit loss estimates and assumptions, specifically the determination of the weightings applied to the reasonable and supportable forecast and other calculations made by management within the quantitative model. This required an increased auditor effort, including specialized skill and knowledge, and a high degree of auditor subjectivity in evaluating the estimated credit losses for the loan portfolio.

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

- We tested the design and operating effectiveness of controls relating to management’s determination of the ACL, including controls over:
 - The completeness and accuracy of inputs into the model used to determine the allowance for loan credit losses.
 - Management’s review of reasonable and supportable forecasts.
 - Management’s review of the quantitative adjustments within the modeled ECL calculation.
- We evaluated management’s determination of reasonable and supportable forecasts, including testing the reasonableness of the forecasts, including forecast scenario weightings, in the quantitative ECL calculation. We also utilized our internal specialists to assist us in testing the application of the forecast to the ECL calculation.
- We evaluated management’s determination of quantitative adjustments within the modeled ECL calculation.

/s/ Forvis Mazars, LLP

We have served as the Company’s auditor since 1999.

Tysons, Virginia
February 27, 2026

TOWNEBANK

MANAGEMENT'S REPORT ON INTERNAL CONTROL

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of TowneBank is responsible for the preparation and fair presentation of the financial statements and other financial information contained in this report. The accompanying Consolidated Financial Statements were prepared in conformity with accounting principles generally accepted in the United States of America and include, as necessary, best estimates and judgments by management. Management also prepared other information in the Annual Report and is responsible for its accuracy and consistency with the Consolidated Financial Statements. Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for our compliance with laws and regulations relating to safety and soundness designated by the Federal Deposit Insurance Corporation ("FDIC"). Our internal control system was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

We maintain systems of controls that we believe are reasonably designed to provide our management with timely and accurate information about our operations. The system of internal controls includes, but is not limited to, maintaining internal audit and compliance functions; establishing formal written policies, procedures, and codes of conduct; training personnel; and segregating key duties and functions, where appropriate.

The Audit Committee of the Board of Directors participates in the adequacy of the system of internal controls and financial reporting. The Audit Committee consists of independent directors who meet regularly with management, the internal auditor, and the independent auditors to review the scope of their work and findings.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2025, including controls over regulatory financial statements in accordance with the Federal Financial Institutions Examination Council instructions for Consolidated Reports of Condition and Income. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control – Integrated Framework (2013)*. Based on our assessment we believe that, as of December 31, 2025, our internal control over financial reporting is effective based on those criteria.

The scope of management's assessment of internal control over financial reporting as of December 31, 2025, has excluded Old Point Financial Corporation ("Old Point") acquired on September 1, 2025. We have also excluded Old Point from the scope of our audit of internal control over financial reporting. Old Point represented 2.66 percent of the Company's consolidated revenues for the year ended December 31, 2025 and 6.27 percent of consolidated total assets as of December 31, 2025.

Financial Statements

Our management is responsible for the preparation, integrity, and fair presentation of our published Consolidated Financial Statements as of December 31, 2025, and for the year then ended. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and, as such, include amounts, some of which are based on management's judgments and estimates.

TOWNEBANK
MANAGEMENT'S REPORT ON INTERNAL CONTROL

Compliance with Designated Laws and Regulations

Our management is also responsible for compliance with federal and state laws and regulations concerning dividend restrictions and federal laws and regulations concerning loans to insiders designated by the FDIC as safety and soundness laws and regulations. Management assessed our compliance with the designated laws and regulations. Based on this assessment, our management believes that we complied, in all significant respects, with the designated laws and regulations relating to safety and soundness for the year ended December 31, 2025.

Management's assessment of the effectiveness of internal control over financial reporting, including controls over the preparation of regulatory financial statements in accordance with the Federal Financial Institutions Examination Council instructions for Consolidated Reports of Condition and Income, as of December 31, 2025, has been audited by Forvis Mazars, LLP the independent registered public accounting firm, as stated in their report dated February 27, 2026. A copy of this report, which is combined with the report expressing an opinion on the Consolidated Financial Statements, precedes.

February 27, 2026

/s/ William I. Foster III

William I. Foster III
President and Chief Executive Officer

/s/ William B. Littreal

William B. Littreal
Senior Executive Vice President and Chief Financial Officer

TOWNEBANK

CONSOLIDATED BALANCE SHEETS

(dollars in thousands)
December 31, 2025 and 2024

ASSETS	2025	2024
Cash and due from banks	\$ 129,941	\$ 108,750
Interest-bearing deposits at FRB	1,097,155	1,127,878
Interest-bearing deposits in financial institutions	123,553	102,847
Total Cash and Cash Equivalents	1,350,649	1,339,475
Securities available for sale, at fair value (amortized cost of \$2,784,462 and \$2,509,970, and allowance for credit losses of \$1,207 and \$1,326 at December 31, 2025 and 2024, respectively)	2,710,189	2,353,365
Securities held to maturity, at amortized cost (fair value of \$154,269 and \$203,883 at December 31, 2025 and 2024, respectively)	156,697	212,352
Less: allowance for credit losses	(65)	(77)
Securities held to maturity, net of allowance for credit losses	156,632	212,275
Other equity securities	12,219	12,100
FHLB stock	16,341	12,136
Total Securities	2,895,381	2,589,876
Mortgage loans held for sale	154,444	200,460
Loans, net of unearned income and deferred costs	13,335,804	11,459,055
Less: allowance for credit losses on loans	(147,343)	(123,923)
Net Loans	13,188,461	11,335,132
Premises and equipment, net	430,987	368,876
Goodwill	594,080	457,619
Other intangible assets, net	96,528	60,171
BOLI	337,425	279,802
Other assets	639,386	606,910
TOTAL ASSETS	\$ 19,687,341	\$ 17,238,321
LIABILITIES AND EQUITY		
Deposits:		
Noninterest-bearing demand	\$ 5,073,157	\$ 4,253,053
Interest-bearing:		
Demand and money market accounts	8,390,884	7,329,669
Savings	332,752	311,841
Certificates of deposit	2,712,324	2,542,735
Total Deposits	16,509,117	14,437,298
Advances from the FHLB	52,452	3,218
Subordinated debt, net	283,870	260,001
Repurchase agreements and other borrowings	34,817	33,683
Total Borrowings	371,139	296,902
Other liabilities	378,076	357,063
TOTAL LIABILITIES	17,258,332	15,091,263
Commitments and contingencies (Note 13)		
Preferred stock, 2,000,000 shares authorized and unissued	—	—
Common stock, \$1.667 par value: 150,000,000 shares authorized		
Issued and outstanding shares - 78,964,038 in 2025 and 75,255,205 in 2024	131,633	125,455
Capital surplus	1,254,776	1,122,147
Retained earnings	1,087,343	1,000,072
Common stock issued to deferred compensation trust, at cost		
1,086,290 shares in 2025 and 1,046,121 shares in 2024	23,293	21,868
Deferred compensation trust	(23,293)	(21,868)
Accumulated other comprehensive income (loss)	(51,685)	(116,045)
TOTAL SHAREHOLDERS' EQUITY	2,422,067	2,131,629
Noncontrolling interest	6,942	15,429
TOTAL EQUITY	2,429,009	2,147,058
TOTAL LIABILITIES AND EQUITY	\$ 19,687,341	\$ 17,238,321

Other assets, total assets, noncontrolling interest and retained earnings were revised in the prior year to reflect a change in the timing of revenue recognition related to property management income. This revision did not have a material impact on the financial statements. See Note 1, "Summary of Significant Accounting Policies" for additional details.

TOWNEBANK

CONSOLIDATED STATEMENTS OF INCOME

(dollars in thousands, except per share data)

For the Years Ended December 31, 2025, 2024, and 2023

	2025	2024	2023
INTEREST INCOME:			
Loans, including fees	\$ 691,529	\$ 616,248	\$ 562,160
Investment securities	98,699	87,494	77,982
Interest-bearing deposits in financial institutions and federal funds sold	44,464	59,791	54,135
Mortgage loans held for sale	11,568	10,995	10,965
Total interest income	846,260	774,528	705,242
INTEREST EXPENSE:			
Deposits	273,405	318,424	219,976
Advances from the FHLB	939	3,435	17,754
Subordinated debt, net	10,138	8,970	8,886
Repurchase agreements and other borrowings	(1,829)	1,094	846
Total interest expense	282,653	331,923	247,462
Net interest income	563,607	442,605	457,780
PROVISION FOR CREDIT LOSSES	23,937	(548)	18,679
Net interest income after provision for credit losses	539,670	443,153	439,101
NONINTEREST INCOME:			
Residential mortgage banking income, net	48,584	46,957	39,415
Insurance commissions and related income, net	101,013	98,562	90,305
Property management income, net	57,620	50,028	47,083
Real estate brokerage income, net	—	—	3,530
Service charges on deposit accounts	15,663	12,838	11,631
Credit card merchant fees, net	7,208	6,529	6,709
Investment commissions, net	13,318	10,953	8,962
BOLI	8,919	11,444	7,402
Other income	17,654	13,058	11,220
Gain on sale of equity investments	2,125	238	9,377
Net gain on investment securities	6	74	—
Total noninterest income	272,110	250,681	235,634
NONINTEREST EXPENSE:			
Salaries and employee benefits	317,492	289,248	270,158
Occupancy	40,479	38,309	36,886
Furniture and equipment	19,751	18,619	17,178
Amortization - intangibles	16,778	12,769	14,155
Software	27,633	26,816	24,666
Data processing	17,210	17,011	15,033
Professional fees	11,122	15,134	12,286
Advertising and marketing	15,127	15,627	15,390
FDIC and other insurance	12,324	11,821	16,229
Acquisition-related expenses	55,227	1,342	9,594
Other expenses	68,421	57,220	57,647
Total noninterest expense	601,564	503,916	489,222
Income before income tax expense and noncontrolling interest	210,216	189,918	185,513
Provision for income tax expense	39,425	27,545	30,915
Net income	\$ 170,791	\$ 162,373	\$ 154,598
Net income attributable to noncontrolling interest	(1,265)	(1,017)	(1,393)
Net income attributable to TowneBank	\$ 169,526	\$ 161,356	\$ 153,205
Per common share information			
Basic earnings	\$ 2.22	\$ 2.15	\$ 2.05
Diluted earnings	\$ 2.21	\$ 2.15	\$ 2.05

Property management income and net income have been revised in prior periods to reflect a change in the timing of revenue recognition. This revision did not have a material impact on the financial statements. See Note 1, "Summary of Significant Accounting Policies" for additional details.

TOWNEBANK**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(in thousands)

For the Years Ended December 31, 2025, 2024, and 2023

	2025	2024	2023
Net income	\$ 170,791	\$ 162,373	\$ 154,598
Other comprehensive income (loss)			
Unrealized gains (losses) on securities			
Unrealized holding gains (losses) arising during the period	82,221	6,916	28,930
Tax effect	(18,009)	(1,505)	(6,985)
Realized (gains) losses reclassified into earnings	(6)	(74)	—
Tax effect	1	16	—
Net unrealized gains (losses)	64,207	5,353	21,945
Pension and postretirement benefit plans			
Prior service costs	(483)	—	(216)
Tax effect	104	—	47
Actuarial gain (loss)	1,693	(1,858)	1,550
Tax effect	(366)	404	(337)
Amortization of prior service costs	626	662	662
Tax effect	(135)	(144)	(155)
Amortization of net actuarial (gain) loss	(1,651)	(2,176)	(2,303)
Tax effect	365	476	550
Change in retirement plans, net of tax	153	(2,636)	(202)
Other comprehensive income (loss), net of tax	64,360	2,717	21,743
Comprehensive income	\$ 235,151	\$ 165,090	\$ 176,341
Comprehensive income attributable to noncontrolling interest	(1,265)	(1,017)	(1,393)
Comprehensive income attributable to TowneBank	\$ 233,886	\$ 164,073	\$ 174,948

Property management income and net income have been revised in prior periods to reflect a change in the timing of revenue recognition. This revision did not have a material impact on the financial statements. See Note 1, "Summary of Significant Accounting Policies" for additional details.

See accompanying Notes to Consolidated Financial Statements.

TOWNEBANK

CONSOLIDATED STATEMENTS OF EQUITY

(dollars in thousands, except share data)

For the Years Ended December 31, 2025, 2024, and 2023

	Common Shares	Common Stock	Capital Surplus	Retained Earnings	Deferred Compensation Trust	Common Stock Issued to Deferred Compensation Trust	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total
Balance, December 31, 2022	72,841,379	\$ 121,426	\$ 1,052,262	\$ 833,985	\$ 18,974	\$ (18,974)	\$ (140,505)	\$ 13,919	\$ 1,881,087
Net income	—	—	—	153,205	—	—	—	1,393	154,598
Other comprehensive income (loss), net of taxes	—	—	—	—	—	—	21,743	—	21,743
Cash dividends declared on common stock (\$0.98 per share)	—	—	—	(73,366)	—	—	—	—	(73,366)
Directors' deferred compensation	—	—	—	—	1,839	(1,839)	—	—	—
Investment of noncontrolling interest in consolidated joint ventures	—	—	—	—	—	—	—	786	786
Distribution of interests in joint ventures, net	—	—	—	—	—	—	—	(1,098)	(1,098)
Issuance of common stock - acquisitions	1,897,019	3,162	56,442	—	—	—	—	—	59,604
Issuance of common stock - stock compensation plans	155,064	259	6,004	—	—	—	—	—	6,263
Purchase of noncontrolling interest	—	—	(1,947)	—	—	—	—	—	(1,947)
Balance, December 31, 2023	74,893,462	\$ 124,847	\$ 1,112,761	\$ 913,824	\$ 20,813	\$ (20,813)	\$ (118,762)	\$ 15,000	\$ 2,047,670
Net income	—	—	—	161,356	—	—	—	1,017	162,373
Other comprehensive income (loss), net of taxes	—	—	—	—	—	—	2,717	—	2,717
Cash dividends declared on common stock (\$1.00 per share)	—	—	—	(75,108)	—	—	—	—	(75,108)
Directors' deferred compensation	—	—	—	—	1,055	(1,055)	—	—	—
Distribution of interests in joint ventures, net	—	—	—	—	—	—	—	(588)	(588)
Conversion of convertible debt into common stock	208	1	3	—	—	—	—	—	4
Issuance of common stock - stock compensation plans	262,727	442	5,968	—	—	—	—	—	6,410
Issuance of common stock - net contingent consideration earned on acquisitions	98,808	165	3,415	—	—	—	—	—	3,580
Balance, December 31, 2024	75,255,205	\$ 125,455	\$ 1,122,147	\$ 1,000,072	\$ 21,868	\$ (21,868)	\$ (116,045)	\$ 15,429	\$ 2,147,058
Net income	—	—	—	169,526	—	—	—	1,265	170,791
Other comprehensive income (loss), net of taxes	—	—	—	—	—	—	64,360	—	64,360
Cash dividends declared on common stock (\$1.06 per share)	—	—	—	(81,843)	—	—	—	—	(81,843)
Directors' deferred compensation	—	—	—	—	1,425	(1,425)	—	—	—
Distribution of interests in joint ventures, net	—	—	—	—	—	—	—	(1,089)	(1,089)
Conversion of Series IV Notes into common stock	1,372	2	48	—	—	—	—	—	50
Issuance of common stock - acquisitions	3,473,562	5,791	121,639	—	—	—	—	—	127,430
Issuance of common stock - stock compensation plans	233,899	385	6,640	—	—	—	—	—	7,025
Purchase of noncontrolling interest	—	—	4,302	(412)	—	—	—	(8,663)	(4,773)
Balance, December 31, 2025	78,964,038	\$ 131,633	\$ 1,254,776	\$ 1,087,343	\$ 23,293	\$ (23,293)	\$ (51,685)	\$ 6,942	\$ 2,429,009

Noncontrolling interest and retained earnings were revised in prior years to reflect a change in the timing of revenue recognition related to property management income. This revision did not have a material impact on the financial statements. See Note 1, "Summary of Significant Accounting Policies" for additional details.

See accompanying Notes to Consolidated Financial Statements.

TOWNEBANK

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

For the Years Ended December 31, 2025, 2024, and 2023

OPERATING ACTIVITIES:	2025	2024	2023
Net income	\$ 170,791	\$ 162,373	\$ 154,598
Adjustments to reconcile net income to net cash from operating activities:			
Net amortization of securities	(1,610)	3,684	7,046
Investment securities losses (gains)	(6)	(74)	—
Depreciation, amortization, and other intangible amortization	40,227	35,067	34,224
Amortization of debt issuance costs	674	623	619
Provision for credit losses	23,937	(548)	18,679
BOLI	(8,919)	(11,444)	(7,402)
Deferred income tax (benefit) expense	(16,478)	(11,629)	(3,319)
Share-based compensation expense	9,714	7,873	7,022
(Gain) loss on sale and write-down of foreclosed assets	(28)	(9)	(198)
Loss (gain) on sale of fixed assets	65	(639)	(2,103)
Gain on sale of equity investments	(2,000)	—	(9,377)
Gain on sale of noncontrolling interest	—	—	—
Originations of mortgage loans held for sale	(2,409,067)	(2,257,640)	(2,026,505)
Proceeds from sales of mortgage loans held for sale	2,530,938	2,276,390	2,035,953
Gain on sales of mortgage loans held for sale	(72,239)	(69,223)	(57,096)
Changes in:			
Interest receivable	(8,118)	1,788	(8,493)
Other assets	16,205	24,776	(8,078)
Interest payable	711	(2,329)	17,007
Other liabilities	(13,330)	(21,322)	6,624
Net cash provided by operating activities	<u>261,467</u>	<u>137,717</u>	<u>159,201</u>
INVESTING ACTIVITIES:			
Purchase of available-for-sale securities	(329,763)	(491,339)	(159,207)
Purchase of other securities	—	—	(773)
Sale of available-for-sale securities	100,403	48,098	—
Net change in FHLB stock	(289)	9,235	(11,755)
Proceeds from maturities, calls, and prepayments of available-for-sale securities	239,838	222,651	130,489
Proceeds from maturities, calls, and prepayments of held-to-maturity securities	55,446	265,213	70,447
Proceeds from maturities, calls, and prepayments of other securities	253	1,692	—
Net increase in loans	(345,984)	(136,657)	(263,287)
Net change in investment in LIHTC	(13,676)	(72,612)	(84,663)
Purchases of premises and equipment	(49,800)	(56,626)	(42,032)
Proceeds from sales of premises and equipment	1,663	4,319	1,199
Proceeds from sales of foreclosed assets	5,212	5,537	7,448
Proceeds from sale of equity investments	2,000	—	—
Proceeds from BOLI	2,011	8,437	—
Investment from noncontrolling interest in consolidated joint ventures	—	—	786
Acquisition of business, net of cash acquired	(54,209)	(10,075)	17,776
Net cash used for investing activities	<u>(386,895)</u>	<u>(202,127)</u>	<u>(333,572)</u>
FINANCING ACTIVITIES:			
Net change in deposit accounts	223,402	544,092	84,411
Net change in short-term borrowings	(351)	(199,144)	141,152
Repayment of long-term borrowings	(765)	(739)	(1,239)
Proceeds from issuance of subordinated debt, net of issuance costs	—	3,339	—
Redemption of convertible debt	50	—	—
Proceeds from issuance of common stock	(575)	3,584	—
Purchase of noncontrolling interest	(4,773)	—	(1,947)
Distribution of interests in joint ventures	(1,089)	(587)	(1,098)
Cash dividends paid	(79,297)	(75,017)	(71,381)
Net cash provided by financing activities	<u>136,602</u>	<u>275,528</u>	<u>149,898</u>
Change in cash and cash equivalents	11,174	211,118	(24,473)
Cash and cash equivalents at beginning of year	1,339,475	1,128,357	1,152,830
Cash and cash equivalents at end of year	<u>\$ 1,350,649</u>	<u>\$ 1,339,475</u>	<u>\$ 1,128,357</u>
Supplemental cash flow information:			
Cash paid for interest	\$ 281,943	\$ 334,252	\$ 230,455
Cash paid for federal income taxes	\$ 4,526	\$ (724)	\$ 9,206
Cash paid for state income taxes - total	\$ 3,009	\$ 1,947	\$ 4,240
Detail of state taxes:			
Maryland	\$ 409	\$ 157	\$ 762
North Carolina	\$ 2,381	\$ 1,784	\$ 1,746

See accompanying Notes to Consolidated Financial Statements.

TOWNEBANK

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

For the Years Ended December 31, 2025, 2024, and 2023

South Carolina	\$	16	\$	(163)	\$	103
Tennessee	\$	103	\$	63	\$	83
Virginia	\$	(75)	\$	—	\$	1,628
All Other	\$	175	\$	106	\$	(82)
Noncash financing and investing activities:						
Transfer from loans to foreclosed property	\$	5,084	\$	5,063	\$	5,262
Net unrealized gain (loss) on available-for-sale securities, net of tax	\$	64,207	\$	5,353	\$	21,945
Dividends declared but not paid	\$	21,525	\$	18,979	\$	18,888

Property management income and net income have been revised in prior periods to reflect a change in the timing of revenue recognition. This revision did not have a material impact on annual earnings. See *Note 1, "Summary of Significant Accounting Policies"* for additional details.

TOWNEBANK

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business: TowneBank was organized and incorporated under the laws of the Commonwealth of Virginia on September 1, 1998, and commenced operations on April 8, 1999. The Company, including its banking and non-banking divisions and subsidiaries, provides a diverse range of financial services and products throughout Richmond, Virginia, the Greater Hampton Roads region in southeastern Virginia, northeastern North Carolina, and the Raleigh, Charlotte, Greensboro, and Greenville, North Carolina, metropolitan areas.

Basis of presentation: The Consolidated Financial Statements include the accounts of the Company and all other entities in which the Company has a controlling financial interest. The Company reports any noncontrolling interests in its subsidiaries in the equity section of the Consolidated Balance Sheets and separately presents the income and loss attributable to the noncontrolling interest of a consolidated subsidiary in its Consolidated Statements of Income. The accompanying Consolidated Financial Statements are prepared in conformity with GAAP and prevailing practices of the banking industry. All significant intercompany balances and transactions have been eliminated in consolidation. The following is a summary of the significant accounting and reporting policies used in preparing the Consolidated Financial Statements.

Reclassifications and corrections: To maintain consistency and comparability, certain amounts from prior periods may have been reclassified to conform to current period presentation. No reclassifications have a material effect on net income or shareholders' equity as previously reported.

Immaterial Correction of an Error: During the fourth quarter of fiscal year 2025, we identified an immaterial error related to our accrual of property management income, resulting in timing differences in the recording of noninterest income, provision for income taxes, and net income attributable to noncontrolling interests in 2023 and 2024. In accordance with Staff Accounting Bulletin (“SAB”) No. 99, Materiality, and SAB No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements, we evaluated the errors and determined that the related impact was not material to results of operations, financial position, or cash flows for any historical annual or interim period. Prior year amounts have been adjusted to reflect the immaterial correction, which (i) overstated accounts receivable and property management income, net \$464 thousand and \$708 thousand, respectively, (ii) overstated and understated income tax expense and overstated income tax receivable each by \$104 thousand and \$170 thousand, respectively, and, (iii) understated income attributable to noncontrolling interest by \$40 thousand and overstated income attributable to noncontrolling interest by \$29 thousand, in each case as of the years ended December 31, 2024, and 2023, respectively. Additionally, retained earnings and non-controlling interest as of December 31, 2022 were overstated by \$6.79 million and \$878 thousand, respectively, and were adjusted to reflect the immaterial correction.

Use of estimates: The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, the fair value of financial instruments, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates and assumptions. The material estimate that is particularly susceptible to significant changes in the near term relates to the determination of the allowance for credit losses.

Cash and cash equivalents: For purposes of reporting cash flows, the Company considers cash and due from banks, interest-bearing deposits in financial institutions, and federal funds sold as cash and cash equivalents. Generally, federal funds and securities purchased under agreements to resell are purchased and sold for one-day periods.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Current expected credit losses: The Company's allowance for credit losses is determined using a CECL model. Financial instruments, measured at amortized cost, potentially held by TowneBank and subject to the measurement of credit losses under the CECL methodology include loans receivable, HTM debt securities, trade receivables, net investments in leases, and off-balance-sheet credit exposures not accounted for as insurance, unless specifically excluded from scope. Financial assets measured at an amortized cost basis are presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset to present the net carrying value and the amount expected to be collected on the financial asset. AFS debt securities are accounted for as an allowance rather than as a direct write-down of the AFS debt securities which management does not intend to sell or does not believe that it is more likely than not they will be required to sell.

Investment securities: Investment securities are classified in three categories and accounted for as follows:

- a) Debt securities that the Company has the positive intent and ability to hold to maturity are classified as HTM securities and reported at amortized cost.
- b) Debt and equity securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings.
- c) Debt securities not classified as either HTM or trading securities are classified as AFS securities and reported at fair value, with unrealized holding gains and losses, not related to impairment, excluded from earnings and reported net of tax as other comprehensive income, a separate component of shareholders' equity, until realized.

Interest income on debt securities includes the amortization of purchase premiums and discounts. Premiums and discounts on securities are generally amortized on the effective yield method without anticipating prepayments, except for MBS where prepayments are anticipated. Premiums on callable securities are amortized to their earliest call date.

Gains and losses on sales of securities are determined on a trade date basis using specific identification of the adjusted cost of each security and included in noninterest income. Amortization of premiums and accretion of discounts are computed by the effective yield method and included in interest income.

Debt securities are evaluated individually at each trade level. A debt security is placed on nonaccrual status at the time any principal or interest payments become 90 days delinquent. Interest accrued but not received for a security placed on nonaccrual is reversed against interest income on a timely basis. At a minimum, debt securities are evaluated for potential losses on a quarterly basis, and more frequently, if deemed necessary. We charge off any portion of an investment security we determine to be uncollectible. The amortized cost basis, excluding accrued interest, is charged off through the allowance for credit losses. Accrued interest is charged off as a reduction to interest income. Recoveries of previously charged off principal amounts are recognized in our provision for credit losses when received.

When the fair value of an individual AFS debt security has declined below its amortized cost basis, the Company will assess whether (i) we intend to sell, or (ii) it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. If either is affirmative, any previously recognized allowances are charged off and the security's amortized cost is written down to fair value through income. If neither is affirmative, the Company will assess whether the decline is from a credit loss or other factor.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In our assessment of whether the decline in fair value of AFS debt securities below the amortized cost is due to credit factors, all relevant information is considered at the individual security level. Specifically, the Company considers both qualitative and quantitative factors:

- Qualitative Factors
 - Market spread
 - The extent to which the fair value is less than the amortized cost basis
 - Adverse changes in the financial condition of the issuer
 - Adverse conditions specifically related to the security, such as past due principal or interest
 - Adverse changes in security ratings
 - Economic conditions and demographics
- Quantitative Factors
 - The present value of cash flows expected to be collected from the security compared with the amortized cost basis of the security
 - The likelihood the Company will be able to collect all amounts due in accordance with the contractual terms of the debt security

If our assessment indicates that a credit loss exists, the Company records an allowance for credit losses for the excess of the amortized cost basis over the present value of cash flows expected to be collected, subject to the fair value floor. Subsequent changes in the allowance for credit losses are recorded as an addition to (or reversal of) the provision for credit loss expense, in the period in which they occur. This change results in recognition and presentation of credit losses on the income statement.

For HTM debt securities, an allowance is recognized when lifetime credit losses are expected, for an amount that reflects the expected contractual credit losses, even when the risk of credit losses is remote. As such, credit losses for HTM debt securities will generally be recognized earlier than credit losses for AFS debt securities, which are not recognized until there is evidential support of a potential loss.

Loans: Our loan portfolio is divided into portfolio segments, which are further broken down into loan classifications:

Portfolio Segment	Loan Classification
Commercial Real Estate	Construction and land development
	Owner occupied
	Non-owner occupied
	Multi-family
Residential 1-4 family	1 - 4 family mortgage and subordinated mortgage
HELOC	Residential home equity lines of credit
C&I	C&I
	Dealer floorplans
Government	Municipal loans / bonds
Indirect	Indirect auto
Consumer	Consumer and other loans

Loans that management has the intent and ability to hold for the foreseeable future, or until maturity or payoff, generally are stated at the amount of outstanding principal less unamortized fees and costs on originated loans, unearned income, and participation interests sold to other lending institutions. Interest on loans is accrued and

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

credited to income based upon the principal amount outstanding. Fees collected and costs incurred in connection with loans originated are deferred and recognized as interest income over the term of the loan as an adjustment of yield on a level yield basis.

We charge off loans, or portions of loans, we determine to be uncollectible. The amortized cost basis, excluding interest, is charged off as a reduction to the allowance for credit losses. Accrued interest on loans determined to be uncollectible is reversed as a reduction of interest income. When received, recoveries of previously charged off amounts are recorded as an increase to the allowance for credit losses until prior charge-offs have been fully recovered.

Allowance for credit losses on loans: Credit risk is inherent in the business of extending loans to borrowers and is continuously monitored by management and reflected within the allowance for credit losses on loans. The allowance for credit losses on loans is established through a provision for loan losses charged against earnings. It consists of reserves for expected losses that have been identified related to specific borrowing relationships, as well as expected losses inherent in the loan portfolio that are not specifically identified.

In estimating the allowance for credit losses, loans with similar risk characteristics are aggregated into pools and collectively assessed. Risk characteristics for pooling include, but are not limited to: loan purpose, underlying collateral, and similarities in performance and structure. Some loans are not sufficiently similar in risk characteristics to other loans. These loans are excluded from collective evaluation and evaluated on an individual basis. Loans identified for individual assessment include: substandard loans greater than or equal to \$1.0 million, PCD loans with specific reserves, and/or loans identified as no longer sharing similar risk characteristics with other pooled loans.

The level of the allowance for credit losses on loans is based on management's estimates of expected loss inherent in the portfolio using relevant available information from internal and external sources, related to past events, current conditions, and reasonable and supportable forecasts. To facilitate development of these estimates, management utilizes a model that deploys multiple economic scenarios with probability weightings, reasonable and supportable forecasting with reversion to long-term historical loss after two years, and in-depth portfolio analysis.

In determining the allowance for credit losses, management utilizes two approaches:

- Risk parameter - PD, LGD, EAD
- Qualitative adjustment

For government and dealer floorplans, which have limited data history and limited history of defaults, baseline estimated credit losses are adjusted quantitatively to determine the allowance for credit losses. Baseline ECL is defined as the most likely scenario for financial outcome based on the current conditions of U.S. monetary policy, fiscal policy, U.S. dollar strength, and energy prices as provided through widely published macroeconomic modeling tools. For all other segments/portfolios, we build an estimate of ECLs using an expected loss methodology that incorporates risk parameters which are derived from various vendor models, internally developed statistical models, or nonstatistical estimation approaches.

- PD - estimates the frequency of loss events by assigning probabilities of default within each period to each account
- LGD - calculates the loss severity for defaulted accounts relative to their exposure at the point of default
- EAD - calculates the exposure the account faces at default

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PD is projected in these models or estimation approaches using loan-level and macroeconomic variables. Loan-level variables can include structural, performance, and credit variables such as amortization terms, balance, and credit scores, including age groupings. Macroeconomic variables, as detailed below, are sourced from third parties. Multiple outcomes are weighted based on the Company's economic outlook and incorporate relevant information about past events, current conditions, and reasonable and supportable forecasts. Weighting of the outcomes of economic scenarios involves significant judgment by management about the effects of matters that are inherently uncertain. Additionally, these weightings are subject to change between periods, and adjustments may be added to capture risk, based on management's assessment of the economic realities, and identified sensitivities unique to the Company and its markets. For economic forecasts, management uses scenarios from an independent third party.

The Company's PD models share a common definition of default, which include loans that are 90 days past due, on nonaccrual status, and/or have a write-off or obligor bankruptcy. All of the Company's models utilize an eight-quarter reasonable and supportable forecast period followed by a four-quarter input reversion period. The Company's loan segments' LGD was developed from actual cumulative loss history. Based on model development results, the Company applies an average net charge-off rate for each modeling segment utilizing internal loss historical observations. For off-balance-sheet commitments, EAD includes estimates of amounts available to draw for loans considered not unconditionally cancellable. Calculations for EAD utilize a flat-rate assumption methodology based on median over time for C&I, consumer, and HELOC loans, and average utilization at default for CRE loans.

For most of the Company's loan segments, prepayment rate assumptions are based on prepayment patterns of pools with shared risk characteristics. Prepayment trends are sensitive to interest rates and the macroeconomic environment. While both fixed-rate and variable-rate loans are influenced by interest rates, variable rate loans are more heavily influenced by the macroeconomic environment. After quantitative expected loss estimates are calculated, management then adjusts these estimates to incorporate considerations of current trends and conditions that are not captured in the quantitative loss estimates through the use of qualitative and/or environmental factors.

The allowance for credit losses on loans is applied to amortized cost, which is defined as the amount at which a financing receivable is originated or acquired, adjusted for applicable accrued interest, accretion of discount, or amortization of premium, discount, and net of deferred fees and costs, collection of cash, and write-offs. ASC 326 allows a company to make a separate accounting policy election to exclude accrued interest receivable balances from the calculation of an allowance, contingent on the company having an accounting policy in place that results in the timely reversal, or write-off, of any unpaid accrued interest. The Company has such a policy in place, and has elected to exclude accrued interest from the calculation of its allowance for credit losses.

It is our policy to assign internal risk grades to all loans as a component of the approval process. Based on the size of the loan, senior credit officers, regional credit administrators, and the Chief Credit Officer review the classification to ensure accuracy and consistency of classifications, which are then validated by the internal loan review process. Loan classifications are internally reviewed to determine if any changes in the circumstances of the loan require a different risk grade. To determine the most appropriate risk grade classification for each loan, the credit officers examine the borrower's liquidity level, asset quality, the amount of the borrower's other indebtedness, cash flow, earnings, sources of financing, and existing lending relationships. The allowances established for expected losses on specific loans are based on a regular analysis and evaluation of classified loans.

The Company's internally assigned risk grades are as follows:

Pass - Several pass credit grades comprise loans in this category, which are assigned based on varying levels of risk, ranging from credits that are secured by cash or marketable securities, to management attention credits, which have all the characteristics of an acceptable credit risk but warrant a more than normal level of monitoring.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Special Mention - These assets are characterized by well-defined credit weaknesses and carry the distinct possibility that the Company will sustain some loss if such weakness or deficiency is not corrected.

Substandard - The borrower's ability to repay is threatened by a clearly defined weakness, related to the capacity of the obligor, which jeopardizes ultimate repayment of the loan according to terms.

Doubtful - The borrower's ability to repay in full, on the basis of currently existing facts, conditions, and values, is highly questionable and improbable. Some loss of principal and income is likely; however, the total amount of such loss cannot be determined at the present time. Loans in this category are immediately placed on nonaccrual status with all payments applied to principal until such time as the potential loss exposure is eliminated.

Allowance for credit losses - off-balance-sheet credit exposures: The allowance for credit losses on off-balance-sheet credit exposures is a liability account representing expected credit losses over the contractual period for which we are exposed to credit risk resulting from a contractual obligation to extend credit. No allowance is recognized if we have the unconditional right to cancel the obligation. The allowance is reported as a component of other liabilities on our Consolidated Balance Sheets. Adjustments to the allowance are reported in our Consolidated Statements of Income as a component of the provision for credit loss expense.

Loans acquired: Loans acquired through the completion of a transfer, including loans acquired in a business combination, which have evidence of more-than-insignificant deterioration of credit quality since origination, are initially recorded at the purchase price plus the allowance for credit losses expected at the time of acquisition. The Day 1 allowance for credit losses established for loans identified with more-than-insignificant deterioration in credit quality since origination has no income statement impact and is allocated to each individual loan regardless of whether the initial allowance was determined on an individual or collective basis at the time of acquisition. PCD loans are pooled based on similar risk characteristics unless individual assessment is required in the same manner as the Company's originated loans. Subsequent to the initial recording, PCD loans are evaluated each reporting period for credit losses in accordance with the Allowance for Credit Losses Policy, and the initial allowance is adjusted for any change in the estimate of expected credit losses and recognized immediately into net income through the provision for credit losses. The noncredit discount or premium determined at the acquisition date is allocated to each individual loan and accreted or amortized into income using the effective interest rate method or the cost recovery method when a reasonable expectation of the amount expected to be collected is unknown.

Purchased loans not deemed PCD at acquisition are recorded at fair value. Non-PCD loans are aggregated and accounted for based on common risk characteristics in the same manner as the Company's originated loans for purposes of determining an allowance for credit loss. Any established allowance for credit loss is recognized in net income through the provision for credit losses at the initial and subsequent reporting dates. The noncredit discount or premium determined at the acquisition date is allocated to each individual loan and accreted or amortized into income using the effective interest rate method or the cost recovery method when a reasonable expectation of the amount expected to be collected is unknown.

Loan modifications: For borrowers experiencing financial difficulties that result in loan modifications, we provide additional disclosures. These disclosures apply to the type of modification, the financial effect, and outcome for borrowers that have benefited from the following adjustments: principal forgiveness, interest reduction, an other-than-insignificant payment delay, or a term extension.

Mortgage loans held for sale: Loans originated and intended for sale in the secondary market are carried at estimated fair value. When the market is favorable, we sell mortgage loans under both "mandatory" and "best

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

efforts" delivery programs. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income.

Premises and equipment: Premises and equipment are stated at cost, less accumulated depreciation. Leasehold improvements are amortized over the lives of the respective leases or the estimated useful life of the leasehold improvement, whichever is less.

For financial reporting purposes, depreciation is computed by the straight-line method over the estimated useful lives of the assets. For income tax purposes, the modified accelerated cost recovery system is used. Costs of maintenance and repairs are charged to expense as incurred. Costs of replacing structural parts of major units are considered individually and are expensed or capitalized as the facts dictate.

Fixed assets may be retired and disposed of by sale, trade, abandonment, or through a casualty loss such as a fire or storm. At retirement, the cost of the asset and its related accumulated depreciation are removed from the accounts. The type of disposal will determine the specific treatment of the asset.

Leases: The Company has operating and financing leases for certain office space, land, and equipment. Leases with an initial term of 12 months or less are not recorded on the Consolidated Balance Sheets; instead, the lease expenses for these leases are recognized over the lease term. The Company has elected the practical expedient of not separating lease components from non-lease components, and instead accounts for each separate lease component and the non-lease components associated with that lease as a single lease component.

Lease terms typically comprise contractual terms, but may include extension options reasonably certain of being exercised at lease inception. Lease agreements do not contain any material residual value guarantees or material restrictive covenants. Because most of the Company's lease agreements do not provide for an implicit interest rate, payments are discounted using the rate the Company would pay to borrow amounts equal to the lease payments over the lease term (the Company's incremental borrowing rate). Most of the Company's lease agreements include periodic rate adjustments for inflation. Certain leases include one or more options to renew, with renewal terms that can extend the lease term up to 15 years. The exercise of lease renewal options is at the Company's sole discretion. When it is reasonably certain that the Company will exercise the option to renew or extend the lease term, that option is included in estimating the value of the right-of-use asset and lease liability. The depreciable life of assets and leasehold improvements are limited to the expected lease term.

Right-of-use assets represent the Company's right to use an underlying asset during the lease term, and lease liabilities represent its obligation to make lease payments arising from the lease. Operating leases in which the Company is the lessee are recorded as operating lease ROU assets and operating lease liabilities, and are included in other assets and other liabilities, respectively, on the Consolidated Balance Sheets. Operating lease expense is recognized on a straight-line basis over the lease term, while variable lease payments are recognized as incurred. Common area maintenance and other executory costs are the main components of variable lease payments. Operating and variable lease expenses are recorded in net occupancy expense in the Consolidated Statements of Income.

Finance leases in which the Company is the lessee are recorded as finance lease ROU assets and finance lease liabilities and are included in other assets and other liabilities, respectively, on our Consolidated Balance Sheets. Finance lease expense comprises amortization of the ROU asset, which is recognized on a straight-line basis over the lease term and recorded in net occupancy expense in the Consolidated Statements of Income, and the implicit interest accreted on the lease liability, which is recognized using the effective interest method over the lease term and recorded in interest expense in our Consolidated Statements of Income.

Goodwill and other intangibles: Goodwill is not subject to amortization, but is subject to an annual assessment for impairment by applying a fair-value-based test as required by FASB ASC 350, *Goodwill and Other Intangible*

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Assets. Additionally, under ASC 350, acquired intangible assets are separately recognized if the benefit of the assets can be sold, transferred, licensed, rented, or exchanged, and amortized over their useful life.

Goodwill is tested for impairment at the reporting unit level on an annual basis as of August 31, or more often if events or circumstances indicate there may be impairment. In accordance with ASC 350, the Company may elect to assess qualitative factors to determine whether it is more likely than not the fair value of the reporting unit was less than its carrying amount. If the Company elects to bypass the qualitative analysis or concludes using a qualitative analysis that the carrying amount exceeds the implied fair value, based on the qualitative assessment, a quantitative one-step impairment test will then be applied. An impairment loss will be recognized for any excess of the carrying value over fair value of goodwill. Subsequent increases in goodwill are not recognized in the Consolidated Financial Statements.

Significant judgment is applied when goodwill is assessed for impairment. This judgment includes developing cash flow projections, selecting appropriate discount rates, identifying relevant market comparables, and incorporating general economic and market conditions. Selection and weighting of the various fair value techniques may result in a higher or lower fair value. Judgment is applied in determining the weightings most representative of fair value.

Intangible assets are amortized or tested for impairment based on whether they have finite or indefinite lives. Intangibles that have finite lives are amortized on a straight-line basis over their useful life and tested for impairment whenever events or circumstances indicate the carrying amount of the assets may not be recoverable. Intangibles with indefinite lives are tested annually for impairment. Note 9 provides additional information related to goodwill and other intangible assets.

Other real estate owned: When held, OREO is included in other assets on the Consolidated Balance Sheets, and consists primarily of commercial and residential real estate that has been obtained in partial or full satisfaction of loan obligations. When transferred from the loan portfolio, OREO is adjusted to fair value less estimated selling costs, with any difference between the fair value of the property, less estimated selling costs, and the carrying value of the loan recorded through a charge to the allowance for credit losses. Subsequent write-downs required for declines in value are recorded through a valuation allowance, or taken directly to the asset, charged to other noninterest expense.

Transfers of financial assets: Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (i) the asset has been isolated from the Company, (ii) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred asset, and (iii) the Company does not maintain effective control over the transferred asset.

Credit-related financial instruments: In the ordinary course of business, the Company has entered into commitments to extend credit, including commitments under credit card arrangements, commercial letters of credit, and standby letters of credit. Such financial instruments are recorded when they are funded. They are considered in calculating the provision for credit losses, and any reserve is recognized in other liabilities.

Interest rate lock commitments and TBA MBS: The Company enters into rate lock commitments with its mortgage customers whereby the interest rate on the mortgage loan is determined prior to funding. The commitments are generally for periods of 60 days and are at market rates. The Company is also a party to sales of TBA MBS. The rate lock commitment and MBS position are undesignated derivatives and marked to fair value through earnings. Both the rate lock commitment and the corresponding MBS are considered derivatives, but are not accounted for using hedge accounting. As such, changes in the estimated fair value of the derivatives are recorded in current earnings and included in net residential mortgage banking income in the Consolidated

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Statements of Income, and gains and losses are recorded as a component of gains on sales of mortgage loans held for sale in the Consolidated Statements of Cash Flows.

We sell mortgage loans under both "mandatory" and "best efforts" delivery programs. Under "best efforts," in order to mitigate risk from interest rate fluctuations, the Company enters into forward loan sale commitments on a loan-by-loan basis while the loan is in the pipeline. Under the "mandatory" delivery system, loans with interest rate locks are paired with the sale of TBA MBS bearing similar attributes. We commit to deliver loans to an investor at an agreed-upon price after the close of such loans.

Revenue recognition: ASC 606, *Revenue from Contracts with Customers*, requires the disaggregation of revenue from contracts with customers into categories that show how economic factors affect the nature, timing, and uncertainty of revenue and cash flows. Revenue recognized from contracts with customers is included in the Company's noninterest income.

The majority of the Company's revenue-generating transactions are not subject to ASC 606, including revenue generated from interest-earning assets such as loans, mortgage loans held for sale, and investment securities. Revenue earned on interest-earning assets is recognized based on the effective yield of the financial instrument. Interest income and certain other types of noninterest income are accounted for under other applicable accounting standards.

For revenue-generating transactions that are within the scope of ASC 606, suggested categories of disaggregation include but are not limited to: (1) type of good or service, (2) geographical region, (3) market or type of customer, (4) type of contract, (5) contract duration, (6) timing of the transfer of goods or services, and (7) sales channels. The Company disaggregates revenue from contracts by major product line or type of good or service.

Descriptions of revenue-generating activities that are within the scope of ASC 606, which are presented in the Company's noninterest income, are as follows:

- Investment management services - Revenues are earned in the form of commissions and fees on performance obligations related to the referral of business to a third-party asset manager. Performance obligations are satisfied when a new customer enters into a contract with the third-party asset manager and when the manager collects a fee from the customer. Commissions are typically collected shortly after fees are collected by the third-party asset manager, which completes the revenue recognition process. In carrying out this performance obligation, TowneBank acts in the capacity of an agent.
- Insurance income - Revenues are earned in the form of commissions and fees received for selling insurance policies as an independent agent of external insurance companies who underwrite the insurance policies. Revenues earned are reduced by an estimate of policy cancellations. The external insurance companies retain the risks associated with the insurance policies. Performance obligations are related to the placement of business with third-party insurance companies and are satisfied when a new customer enters into a contract with the third-party insurance company. Contingent income is estimated and recorded at the time of the sale of the insurance policy and updated throughout the year to the extent it is probable that there will not be a material amount of the income reversed. In carrying out this performance obligation, TowneBank acts in the capacity of an agent.
- Property management income - Revenue is mainly in the form of commission and fee income. The revenue is earned on resort management properties and is recognized either when reservations are booked or upon guest checkout, depending on the nature of the performance obligation. TowneBank's performance obligations related to the resort property management business is to deliver reservations (including collection of rent), deliver the guest to the property, and provide facility management services.

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The performance obligation to deliver reservations is satisfied when a customer makes a booking. The performance obligation to deliver the guest to the property is satisfied ratably over the guest's stay. While this performance obligation is satisfied ratably over the stay, it is being recognized upon checkout because it is not materially different. Facility management services obligations are ongoing until a customer vacates a property. TowneBank acts in the capacity of an agent.

The Company applies the practical expedient in ASC paragraph 606-10-50-14(a) and does not disclose information about remaining performance obligations that are part of a contract with an original expected duration of one year or less. The timing of revenue billings and cash collections may result in contract assets (the Company performing on its obligations prior to receiving payment unrelated to the passage of time) and contract liabilities (the Company receiving payment from a customer prior to performing on its obligation to that customer) on the Consolidated Balance Sheets. See Note 17 for additional information about revenue from contracts with customers.

Service charges on deposit accounts are recognized as charged. Credit-related fees, including letter of credit fees, are recognized in noninterest income when earned.

Income recognition on nonaccrual loans: Commercial loans are generally classified as nonaccrual when full collection of principal and interest becomes doubtful, or if they are past due as to maturity or payment of principal or interest for a period of more than 90 days, whichever occurs first, unless such loans are well-secured and in the process of collection. Residential mortgage loans and other consumer loans are classified as nonaccrual when full collection of principal and interest becomes doubtful, or if they are past due as to maturity or payment of principal or interest for a period of more than 120 days, whichever occurs first, unless the debt is both well-secured and in the process of collection. If a loan or a portion of a loan is classified as doubtful or is partially charged off, the loan is generally classified as nonaccrual. Loans that are on a current payment status or past due less than 90 days may also be classified as nonaccrual, if repayment in full of principal and/or interest is unlikely.

When loans are placed on nonaccrual status, interest receivable is reversed against interest income recognized in the current period, and any prior-year unpaid interest is charged off against the allowance for credit losses. Interest payments received thereafter are applied as a reduction of the remaining principal balance as long as doubt exists as to the ultimate collection of the principal. Loans are removed from nonaccrual status when they become current as to both principal and interest and when the collection of principal or interest is no longer doubtful.

When the probability of collecting the recorded loan balance is expected, interest income may be recognized on a cash basis. In the case where a nonaccrual loan had been partially charged off, recognition of interest on a cash basis is limited to that which would have been recognized on the recorded loan balance at the contractual interest rate. Cash interest receipts in excess of that amount are recorded as recoveries to the allowance for loan losses until prior charge-offs have been fully recovered.

Nonaccruing loans that are modified can be placed back on accrual status when both principal and interest are current, there is a sustained repayment performance of six months or longer, and it is probable that we will be able to collect all amounts due (both principal and interest) according to the terms of the loan agreement.

Advertising costs: Advertising costs are expensed as incurred.

Segment information: Operating segments as defined by ASC 280, *Segment Reporting*, are components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance. The accounting policies of operating segments are the same as those described elsewhere in this footnote. Revenue for all segments is derived from external sources. See Note 26 for further discussion of the Company's operating segments.

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Mergers and acquisitions: Mergers and acquisitions are accounted for using the acquisition method, as required by ASC 805, *Business Combinations*. Under this method, the cost of the acquired entity will be allocated to the assets acquired and liabilities assumed based on their fair values at the date of acquisition. The excess of the cost over the fair value of the acquired net assets is recognized as goodwill, and any merger-related costs are expensed as incurred. See Note 2 for further discussion on the Company's mergers and acquisitions.

Variable Interest Entities: In the normal course of business, the Company is involved with various entities that are considered to be Variable Interest Entities. A VIE is an entity that has either a total equity investment which is insufficient to permit the entity to finance its activities without additional subordinated financial support, or whose equity investors lack the characteristics of a controlling financial interest. In accordance with existing accounting guidance, we are required to consolidate any VIE of which we are determined to be the primary beneficiary. The primary beneficiary is the entity that has (i) the power to direct the activities of a VIE which most significantly impact the entity's economic performance; and (ii) the obligation to absorb losses of the entity which could potentially be significant to the VIE, or the right to receive benefits from the entity which could potentially be significant to the VIE. We review all significant interests in the VIEs we are involved with, including the amounts and types of financial and other support, including equity investments, debt financing, and guarantees. We also consider the activities of the VIEs that most significantly impact the VIEs' economic performance and whether we have control over those activities. We assess whether or not we are the primary beneficiary of a VIE on an ongoing basis. To provide the necessary disclosures, we aggregate similar VIEs based on the nature and purpose of the entities.

As part of its community reinvestment initiatives, the Company invests in low income housing partnerships within its footprint. These investments, in multi-family affordable housing developments, take the form of limited partnerships. The Company receives tax credits for its partnership investments. The Company has determined that these partnerships are VIEs when it does not own 100% of the entity, because the holders of the equity investment at risk do not have the power through voting rights or similar rights to direct the activities of the entity that most significantly impact the entity's economic performance. Accordingly, the Company's limited partner interests are variable interests that the Company evaluates for purposes of determining whether the Company is the primary beneficiary.

For each of the partnerships, the Company acts strictly in a limited partnership capacity. The Company has determined that it is not the primary beneficiary of these partnerships because the general partner of each limited partnership has both the power to direct the activities that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits that could be significant to the entities. The Company accounts for its limited partner interests in accordance with the accounting guidance for investments in affordable housing projects. Note 22 provides additional information on the Company's VIEs.

Income taxes: Current income tax expense represents the amounts expected to be reported on the Company's income tax returns, and deferred tax expense or benefit represents the change in net deferred tax assets and liabilities. The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. Valuation allowances are recorded as appropriate to reduce deferred tax assets to the amount considered likely to be realized. Note 23 provides additional information on the Company's income taxes.

Comprehensive income: Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income or loss. Although certain changes in assets and liabilities, such as unrealized

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with the operating net income or loss, are components of comprehensive income or loss. Other comprehensive income or loss includes unrealized gains and losses on available-for-sale securities and actuarial gains and losses on our SERP and other postretirement benefit plans.

Share-based compensation: The Company has a share-based employee compensation plan, which is described in more detail in Note 15. The Company accounts for the plan using the fair value method, which requires that compensation cost relating to stock-based payment transactions be recognized in the financial statements over the vesting period. The compensation cost is measured based on the fair value of the instruments issued.

Earnings per share: Basic earnings per share are computed by dividing earnings available to common shareholders by the weighted-average number of common shares outstanding for the year, less the average number of nonvested restricted stock awards. Diluted earnings per share reflect potential dilution from the issuance of additional shares of common stock caused by the exercise of stock options and restricted stock awards. See Note 27 for further discussion on the Company's earnings per share.

Recent accounting pronouncements:

Accounting standards adopted in current year		
Standard	Summary of guidance	Effects on financial statements
Topic 740 - Income Taxes - Improvements to Income Tax Disclosures ASU 2023-09 Issued December 2023	Requires public business entities to increase both qualitative and quantitative disclosures as they relate to state and federal income tax. Requirements include a tabular reconciliation, using both percentages and reporting currency amounts, according to eight specifically named categories. Additionally, separate disclosure is required for specifically named reconciling items, greater than 5% of the amount computed by multiplying the income from continuing operations before income tax by the statutory income tax rate.	The Company adopted this standard effective January 1, 2025. This standard is to be applied on a prospective basis; retrospective application is permitted. Early adoption is permitted for annual financial statements that have not yet been issued. The adoption of this standard did not have a material impact on the Company's Consolidated Financial Statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Accounting standards not yet adopted		
Standard	Summary of guidance	Effects on financial statements
<p>Topic 220 - Income Statement - Reporting Comprehensive Income - Subtopic 220-40 Expense Disaggregation Disclosures</p> <p>ASU 2024-03 Issued November 2024</p>	<p>Requires disclosure in the notes to the financial statements of specified information about certain costs and expenses.</p>	<p>Effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted.</p> <p>This standard can be applied either prospectively or retrospectively.</p> <p>The Company will comply with the new disclosure requirements and does not expect this pronouncement to have a material impact on its Consolidated Financial Statements.</p>
<p>Topic 326 - Financial Instruments - Credit Losses Measurement of Credit Losses on Financial Instruments - Purchased Loans</p> <p>ASU 2025-08 Issued November 2025</p>	<p>Expands the population of acquired financial assets subject to the gross-up approach in Topic 326. The amendments in this update expand to include loans (excluding credit cards) acquired without credit deterioration and deemed as "seasoned" to be purchased seasoned loans and accounted for using the gross-up approach at acquisition. Specifically, after an entity determines a loan is a non-PCD asset, the loan should be accounted for using the gross-up approach.</p>	<p>Effective for annual reporting periods beginning after December 15, 2026, and interim periods within those annual reporting periods. Early adoption is permitted in an interim or annual reporting period.</p> <p>This standard is to be applied prospectively to loans that are acquired on or after the initial application date.</p> <p>The Company elected to early adopt this standard, effective January 1, 2026, and will comply with the new requirements. The Company does not expect this pronouncement to have a material impact on its Consolidated Financial Statements.</p>
<p>Topic 350 - Intangibles - Goodwill and Other Subtopic 350-40 Internal-Use Software</p> <p>ASU 2025-06 Issued September 2025</p>	<p>Requires an entity to start capitalizing software costs when management has authorized and committed to funding a software project, it is probable the project will be completed, and it will be used to perform the function intended.</p>	<p>Effective for annual reporting periods beginning after December 15, 2027, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted.</p> <p>This standard is to be applied either on a prospective transition approach, a modified transition approach, or a retrospective transition approach.</p> <p>The Company will comply with the new requirements and does not expect this pronouncement to have a material impact on its Consolidated Financial Statements.</p>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2. MERGERS AND ACQUISITIONS

Dogwood State Bank: On January 12, 2026, TowneBank completed its acquisition of Dogwood State Bank (“Dogwood”), a North Carolina banking corporation. At January 12, 2026, Dogwood had total assets of \$2.37 billion, total loans of \$2.00 billion, and total deposits of \$1.93 billion.

In the merger with Dogwood, each share of Dogwood voting common stock and non-voting common stock issued and outstanding immediately prior to the merger, other than dissenting shares and certain shares held by Dogwood or TowneBank, was converted into the right to receive 0.700 shares of TowneBank common stock. Based on the number of Dogwood common stock shares outstanding immediately prior to January 12, 2026, the aggregated consideration paid to former Dogwood common shareholders and former holders of equity awards to acquire Dogwood common stock was \$457.96 million.

Old Point Financial Corporation: On September 1, 2025, TowneBank completed its acquisition of Old Point Financial Corporation (“Old Point”), and its wholly owned bank subsidiary, The Old Point National Bank of Phoebus (“OPNB”), and Old Point Trust & Financial Services, N.A. (“Old Point Wealth Management”).

In the merger with Old Point, Old Point shareholders elected to receive either \$41.00 per share in cash or 1.140 shares of TowneBank common stock for each outstanding share of Old Point common stock. This corresponded to an aggregate transaction value of \$211.36 million, based on Old Point common stock outstanding. The elections were subject to proration and allocation procedures as included in the merger agreement, including procedures so that the total stock consideration issued would represent between 50% and 60% of the total consideration paid. At the effective time of the merger, 40% of the shares of Old Point common stock were converted into the right to receive the cash consideration, and 60% of the shares of Old Point common stock were converted into the right to receive the stock consideration. The cash consideration was funded through cash on hand from TowneBank.

The merger has been accounted for under the acquisition method of accounting. Under this guidance, an entity is required to recognize the assets acquired, liabilities assumed, and consideration given at their fair value on the acquisition date. The assets and liabilities, both tangible and intangible, were recorded at the estimated fair values as of the September 1, 2025, merger date. Such fair values are preliminary estimates and are subject to adjustment for up to one year after the merger date, or when additional information relative to the closing date fair values becomes available and such information is considered final, whichever is earlier. The primary areas of the preliminary allocation of the fair value of consideration transferred that are not yet finalized relate to the fair values of loans, deferred tax assets, certain intangible assets acquired, and the residual goodwill. The fair value of consideration exchanged exceeded the recognized amount of the identifiable net assets and resulted in goodwill of \$93.53 million. Goodwill resulted from a combination of synergies. None of the goodwill recognized is expected to be deductible for income tax purposes.

The following table presents the estimated fair values of the assets acquired and liabilities assumed for Old Point as of September 1, 2025 (in thousands):

Fair value of assets acquired:	
Cash and cash equivalents	\$ 117,241
Securities available for sale	208,834
Other securities	3,043
Loans held for investment	958,719

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Bank premises and equipment		24,475
Core deposit intangible		31,390
BOLI		36,935
Other assets		21,412
Total assets		<u>\$ 1,402,049</u>
Fair value of liabilities assumed:		
Deposits	\$	1,210,923
Repurchase agreements		1,484
FHLB advances		40,000
Subordinated debt, net		25,274
Other liabilities		6,541
Total liabilities		<u>\$ 1,284,222</u>
Net identifiable assets acquired	\$	117,827
Goodwill		93,530
Purchase price		<u>\$ 211,357</u>
Purchase price:		
Number of Company common shares issued		3,488,818
Purchase price per share of Company's common stock	\$	36.69
Value of common stock issued	\$	128,005
Cash paid	\$	83,352
Total purchase price	\$	<u>211,357</u>

During the quarter ended December 31, 2025, immaterial adjustments were made to the initial fair value estimate of cash and cash equivalents, loans held for investment, other assets, subordinated debt, net, and other liabilities which resulted in an overall \$2.09 million decrease in net identifiable assets acquired. The loans acquired in the Old Point merger were divided into PCD loans, which are accounted for under ASC 326-10, and loans that do not meet this criteria (purchased performing). As of September 1, 2025, the estimated fair value of the Old Point purchased performing loans acquired was \$879.31 million, the related gross contractual amount was \$1.04 billion, and the estimated contractual cash flows not expected to be collected were \$7.08 million.

The following table presents a reconciliation of the difference between the purchase price and the par value of PCD assets acquired at the acquisition date (in thousands):

Purchase price of financial assets with credit deterioration	\$	79,409
Allowance for credit losses at acquisition date		2,048
Discount attributable to other factors		4,997
Par value of financial assets with credit deterioration	\$	<u>86,454</u>

Village Bank and Trust Financial Corp.: On April 1, 2025, TowneBank completed its acquisition of Village and its wholly owned bank subsidiary, Village Bank, in an all-cash transaction.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In the merger with Village, Village shareholders received \$80.25 per share in cash for each outstanding share of Village common stock held immediately prior to the effective date of the merger. Based on the number of Village common stock shares outstanding immediately prior to April 1, 2025, the aggregated consideration paid to former Village common shareholders and former holders of equity awards to acquire Village common stock was \$120.44 million.

The merger has been accounted for under the acquisition method of accounting. Under this guidance, an entity is required to recognize the assets acquired, liabilities assumed, and consideration given at their fair value on the acquisition date. The assets and liabilities, both tangible and intangible, were recorded at the estimated fair values as of the April 1, 2025, merger date. Such fair values are preliminary estimates and are subject to adjustment for up to one year after the merger date, or when additional information relative to the closing date fair values becomes available and such information is considered final, whichever is earlier. The primary areas of the preliminary allocation of the fair value of consideration transferred that are not yet finalized relate to the fair values of loans, deferred tax assets, certain intangible assets acquired, and the residual goodwill. The fair value of consideration exchanged exceeded the recognized amount of the identifiable net assets and resulted in goodwill of \$42.93 million. Goodwill resulted from a combination of synergies. None of the goodwill recognized is expected to be deductible for income tax purposes.

The following table presents the estimated fair values of the assets acquired and liabilities assumed for Village as of April 1, 2025 (in thousands):

Fair value of assets acquired:	
Cash and cash equivalents	\$ 32,342
Securities available for sale	74,310
Other securities	1,245
Mortgage loans held for sale	3,615
Loans held for investment	576,239
Bank premises and equipment	12,896
Core deposit intangible	21,020
BOLI	13,098
Other assets	11,191
Total assets	<u>\$ 745,956</u>
Fair value of liabilities assumed:	
Deposits	\$ 637,494
FHLB advances	10,000
Subordinated debt, net	14,419
Other liabilities	6,535
Total liabilities	<u>\$ 668,448</u>
Net identifiable assets acquired	\$ 77,508
Goodwill	42,931
Purchase price	<u>\$ 120,439</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Purchase price:

Cash Paid	\$	120,439
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During the quarter ended December 31, 2025, immaterial adjustments were made to the initial fair value estimate of loans held for investment, which resulted in an overall \$0.29 million decrease in net identifiable assets acquired. The loans acquired in the Village merger were divided into loans with evidence of credit quality deterioration, or PCD, which are accounted for under ASC 326-10, and loans that do not meet this criteria (purchased performing). As of April 1, 2025, the estimated fair value of the Village purchased performing loans acquired was \$519.32 million, the related gross contractual amount was \$602.61 million, and the estimated contractual cash flows not expected to be collected were \$3.56 million.

The following table presents a reconciliation of the difference between the purchase price and the par value of PCD assets acquired at the acquisition date (dollars in thousands):

Purchase price of financial assets with credit deterioration	\$	56,919
Allowance for credit losses at acquisition date		1,691
Discount attributable to other factors		4,566
Par value of financial assets with credit deterioration	\$	<u>63,176</u>

Results of operations for Old Point and Village prior to the acquisition dates are not included in the Consolidated Statements of Income for the year ended December 31, 2025. For informational purposes only, the following table presents the results of activities that are included in the Consolidated Statements of Income, related to the former Old Point and Village entities, from the date of acquisition through December 31, 2025 (dollars in thousands):

	Actual from Acquisition Date Through 12/31/2025
Village:	
Revenues (net interest income plus noninterest income)	\$ 23,851
Net Income	\$ 13,009
Old Point:	
Revenues (net interest income plus noninterest income)	\$ 20,105
Net Income	\$ 12,388

The following table presents, for illustrative purposes only, certain pro forma information as if the Company had acquired Old Point and Village on January 1, 2024. These results combine the historical results of Old Point and Village in the Company's Consolidated Statements of Income and, while certain adjustments were made for the estimated impact of certain fair value adjustments and other acquisition-related activity, they are not indicative of what would have occurred had the acquisition taken place on January 1, 2024. No adjustments have been made to the pro forma results regarding possible revenue enhancements, provision for credit losses, or expense efficiencies. Pro forma adjustments below include the net impact of Village and Old Point's accretion and merger-related costs, as disclosed below. The Company expects to achieve further operating cost savings and other business synergies as a result of the acquisitions, which are not reflected in the pro forma amounts below (dollars in thousands):

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Pro Forma for the Twelve Months Ended	
	December 31,	
	2025 (1)	2024 (1)
Revenues (net interest income plus noninterest income)	\$ 883,071	\$ 798,847
Net income (2)	\$ 225,440	\$ 122,816

(1) Includes the net impact of accretion adjustments of \$21.84 million and \$5.71 million for the 12-month periods ended December 31, 2024 and December 31, 2025, respectively.

(2) For the periods presented, includes Old Point and Village acquisition-related costs of \$55.64 million for the period ended December 31, 2024 and excludes \$55.64 million as of December 31, 2025.

NOTE 3. INVESTMENT SECURITIES

Available-for-sale debt securities

The Company elected not to measure an allowance for credit losses for accrued interest receivables because uncollectible accrued interest receivables are written off in a timely manner and, as such, the accrued interest receivable on AFS debt securities amounting to \$12.81 million as of December 31, 2025, and \$11.02 million as of December 31, 2024, was excluded from the estimate of expected credit loss and included in other assets.

As of December 31, 2025, we have recognized no credit losses on Company-held MBS issued by GSEs, U.S. government sponsored agency securities, and U.S. Treasury securities because these securities are either explicitly or implicitly guaranteed by the U.S. government, are highly rated by major rating agencies, and have a long history of no credit losses. As such, the Company has excluded them, under the zero risk of loss expectation, from the impairment analysis under ASC 326-30.

Held-to-maturity debt securities

As of December 31, 2025, no credit losses on Company-held MBS issued by GSEs, U.S. government sponsored agency securities, and U.S. Treasury securities have been recognized because these securities are either explicitly or implicitly guaranteed by the U.S. government, are highly rated by major rating agencies, and have a long history of no credit losses. As such, the Company has excluded them under the zero risk of loss exception in the allowance for credit losses under ASC 326-20.

For HTM debt securities not implicitly or explicitly guaranteed by the U.S. government, the Company measures expected credit losses on a collective basis, by major security type with each type sharing similar characteristics, utilizing published statistical information from annual default and recovery tables. Accrued interest receivable on HTM debt securities totaling \$0.78 million as of December 31, 2025, and \$0.90 million as of December 31, 2024, was included in other assets and excluded from the estimate of expected credit losses. At December 31, 2025, all HTM debt securities are current for both principal and interest. There were no in-scope collateral-dependent HTM debt securities at December 31, 2025.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Available-for-sale debt securities

The following table summarizes amortized cost and fair values of AFS debt securities as of the dates indicated (in thousands):

December 31, 2025	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Fair Value
U.S. agency securities	\$ 387,050	\$ 1,174	\$ (22,580)	\$ —	\$ 365,644
U.S. Treasury notes	81,860	1,956	(185)	—	83,631
Municipal securities	510,498	2,089	(18,207)	(218)	494,162
Trust preferred and other corporate securities	148,131	1,331	(6,468)	(989)	142,005
MBS issued by GSEs and GNMA	1,656,923	7,016	(39,192)	—	1,624,747
Total available-for-sale securities	<u>\$ 2,784,462</u>	<u>\$ 13,566</u>	<u>\$ (86,632)</u>	<u>\$ (1,207)</u>	<u>\$ 2,710,189</u>

December 31, 2024	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Fair Value
U.S. agency securities	\$ 325,566	\$ 149	\$ (31,798)	\$ —	\$ 293,917
U.S. Treasury notes	29,247	—	(818)	—	28,429
Municipal securities	472,018	75	(32,978)	(373)	438,742
Trust preferred and other corporate securities	101,950	1,093	(7,764)	(953)	94,326
MBS issued by GSEs and GNMA	1,581,189	1,255	(84,493)	—	1,497,951
Total available-for-sale securities	<u>\$ 2,509,970</u>	<u>\$ 2,572</u>	<u>\$ (157,851)</u>	<u>\$ (1,326)</u>	<u>\$ 2,353,365</u>

For the year ended December 31, 2025, the Company recorded net gains of \$6 thousand on securities sales consisting of gross gains of \$13 thousand and gross losses of \$7 thousand, and sales proceeds totaled \$100.72 million. For the year ended December 31, 2024, the Company recorded net gains of \$74 thousand on securities sales consisting of gross gains of \$421 thousand and gross losses of \$347 thousand, and sales proceeds totaled \$48.58 million. There were no security sales in the year ended December 31, 2023.

Held-to-maturity debt securities

The following table summarizes amortized cost and fair values of HTM debt securities as of the dates indicated (in thousands):

December 31, 2025	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Allowance for Credit Losses
U.S. agency securities	\$ 48,252	\$ —	\$ (559)	\$ 47,693	\$ —
U.S. Treasury notes	95,783	—	(2,050)	93,733	—
Municipal securities	5,464	165	—	5,629	(4)
Trust preferred and other corporate securities	2,068	88	—	2,156	(61)
MBS issued by GSEs	5,130	—	(72)	5,058	—
Total held-to-maturity securities	<u>\$ 156,697</u>	<u>\$ 253</u>	<u>\$ (2,681)</u>	<u>\$ 154,269</u>	<u>\$ (65)</u>

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December 31, 2024	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Allowance for Credit Losses
U.S. agency securities	\$ 102,622	\$ —	\$ (3,240)	\$ 99,382	\$ —
U.S. Treasury notes	96,710	—	(5,192)	91,518	—
Municipal securities	5,366	91	—	5,457	(6)
Trust preferred and other corporate securities	2,121	86	—	2,207	(71)
MBS issued by GSEs	5,533	1	(215)	5,319	—
Total held-to-maturity securities	<u>\$ 212,352</u>	<u>\$ 178</u>	<u>\$ (8,647)</u>	<u>\$ 203,883</u>	<u>\$ (77)</u>

Maturities of debt securities

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The amortized cost and estimated fair value of debt securities are shown by contractual maturity (including MBS) as of the dates indicated, in the following table (in thousands):

December 31, 2025	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 112,419	\$ 111,549	\$ 56,012	\$ 55,414
Due after one year through five years	802,566	778,044	97,138	95,230
Due after five years through ten years	532,198	514,678	1,979	2,057
Due after ten years	1,337,279	1,305,918	1,568	1,568
	<u>\$ 2,784,462</u>	<u>\$ 2,710,189</u>	<u>\$ 156,697</u>	<u>\$ 154,269</u>

December 31, 2024	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 7,610	\$ 7,541	\$ 54,790	\$ 53,710
Due after one year through five years	803,383	751,841	152,019	144,493
Due after five years through ten years	498,298	465,020	3,660	3,796
Due after ten years	1,200,679	1,128,963	1,883	1,884
	<u>\$ 2,509,970</u>	<u>\$ 2,353,365</u>	<u>\$ 212,352</u>	<u>\$ 203,883</u>

The following table reflects the gross unrealized losses and fair values of AFS debt securities without an allowance for credit losses, aggregated by investment category and length of time that individual securities have been in continuous unrealized loss position as of the dates indicated (dollars in thousands):

December 31, 2025	Description of Securities	Number	Less than 12 months		12 months or more		Total	
			Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	U.S. agency securities	61	\$ 24,410	\$ (178)	\$ 228,559	\$ (22,402)	\$ 252,969	\$ (22,580)
	U.S. Treasury notes	1	—	—	28,773	(185)	28,773	(185)
	Municipal securities	42	2,272	(1)	140,200	(8,741)	142,472	(8,742)
	Trust preferred and other corporate securities	1	1,515	(8)	—	—	1,515	(8)
	MBS issued by GSEs and GNMA	244	153,664	(775)	948,747	(38,417)	1,102,411	(39,192)
	Total AFS securities	<u>349</u>	<u>\$ 181,861</u>	<u>\$ (962)</u>	<u>\$ 1,346,279</u>	<u>\$ (69,745)</u>	<u>\$ 1,528,140</u>	<u>\$ (70,707)</u>

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December 31, 2024		Less than 12 months		12 months or more		Total	
Description of Securities	Number	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. agency securities	64	\$ 66,465	\$ (1,653)	\$ 203,864	\$ (30,145)	\$ 270,329	\$ (31,798)
U.S. Treasury notes	2	—	—	28,429	(818)	28,429	(818)
Municipal securities	55	15,165	(125)	89,750	(8,957)	104,915	(9,082)
MBS issued by GSEs and GNMA	273	452,521	(10,901)	883,687	(73,592)	1,336,208	(84,493)
Total AFS securities	394	\$ 534,151	\$ (12,679)	\$ 1,205,730	\$ (113,512)	\$ 1,739,881	\$ (126,191)

The following table is a roll-forward of our allowance for credit losses on AFS debt securities as of the dates indicated (in thousands):

Twelve Months Ended December 31, 2025	Municipal Securities	Trust Preferred and Other Corporate Securities	Total
Beginning balance	\$ 373	\$ 953	\$ 1,326
Provision for credit losses	(155)	36	(119)
Ending balance	\$ 218	\$ 989	\$ 1,207

Twelve Months Ended December 31, 2024	Municipal Securities	Trust Preferred and Other Corporate Securities	Total
Beginning balance	\$ 280	\$ 1,218	\$ 1,498
Provision for credit losses	93	(265)	(172)
Ending balance	\$ 373	\$ 953	\$ 1,326

Twelve Months Ended December 31, 2023	Municipal Securities	Trust Preferred and Other Corporate Securities	Total
Beginning balance	\$ 351	\$ 735	\$ 1,086
Provision for credit losses	(71)	483	412
Ending balance	\$ 280	\$ 1,218	\$ 1,498

We monitor the credit quality of HTM debt securities through the use of credit ratings. These ratings are updated on a monthly basis, and were last updated December 31, 2025. The following table reflects the credit ratings aggregated by investment category for HTM debt securities as of the dates indicated (in thousands):

December 31, 2025	Credit Ratings					Total
	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and below	
U.S. agency securities	\$ 48,252	\$ —	\$ —	\$ —	\$ —	\$ 48,252
U.S. Treasury notes	74,878	20,905	—	—	—	95,783
Municipal securities	1,979	3,485	—	—	—	5,464
Trust preferred and other corporate securities	—	—	—	2,068	—	2,068
Mortgage-backed securities issued by GSEs	5,130	—	—	—	—	5,130
Total	\$ 130,239	\$ 24,390	\$ —	\$ 2,068	\$ —	\$ 156,697

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December 31, 2024	Credit Ratings						
	Description of Securities	AAA	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and below	Total
U.S. agency securities	\$ 102,622	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 102,622
U.S. Treasury notes	96,710	—	—	—	—	—	96,710
Municipal securities	1,899	3,467	—	—	—	—	5,366
Trust preferred and other corporate securities	—	—	—	2,121	—	—	2,121
Mortgage-backed securities issued by GSEs	5,533	—	—	—	—	—	5,533
Total	<u>\$ 206,764</u>	<u>\$ 3,467</u>	<u>\$ —</u>	<u>\$ 2,121</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 212,352</u>

The following table provides a breakdown, by major security type and year of origination, for our HTM debt securities as of the dates indicated (in thousands):

December 31, 2025

Description of Securities	2025	2024	2023	2022	2021	Prior	Total
U.S. agency securities	\$ —	\$ —	\$ —	\$ 18,275	\$ 29,977	\$ —	\$ 48,252
U.S. Treasury notes	—	—	—	74,878	20,905	—	95,783
Municipal securities	—	—	—	—	—	5,464	5,464
Trust preferred and other corporate securities	—	—	—	—	—	2,068	2,068
Mortgage-backed securities issued by GSEs	—	—	—	—	—	5,130	5,130
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 93,153</u>	<u>\$ 50,882</u>	<u>\$ 12,662</u>	<u>\$ 156,697</u>

December 31, 2024

Description of Securities	2024	2023	2022	2021	2020	Prior	Total
U.S. agency securities	\$ —	\$ —	\$ 28,011	\$ 74,611	\$ —	\$ —	\$ 102,622
U.S. Treasury notes	—	—	74,776	21,934	—	—	96,710
Municipal securities	—	—	—	—	—	5,366	5,366
Trust preferred and other corporate securities	—	—	—	—	—	2,121	2,121
Mortgage-backed securities issued by GSEs	—	—	—	—	—	5,533	5,533
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 102,787</u>	<u>\$ 96,545</u>	<u>\$ —</u>	<u>\$ 13,020</u>	<u>\$ 212,352</u>

The following table is a roll-forward of our allowance for credit losses on HTM debt securities as of the dates indicated (in thousands):

Twelve Months Ended December 31, 2025	Trust Preferred and Other Corporate Securities		Total
	Municipal Securities		
Beginning balance	\$ 6	\$ 71	\$ 77
Provision for credit losses	(2)	(10)	(12)
Ending balance	<u>\$ 4</u>	<u>\$ 61</u>	<u>\$ 65</u>

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Twelve Months Ended December 31, 2024	Municipal Securities	Trust Preferred and Other Corporate Securities	Total
Beginning balance	\$ 6	\$ 78	\$ 84
Provision for credit losses	—	(7)	(7)
Ending balance	\$ 6	\$ 71	\$ 77

Twelve Months Ended December 31, 2023	Municipal Securities	Trust Preferred and Other Corporate Securities	Total
Beginning balance	\$ 8	\$ 75	\$ 83
Provision for credit losses	(2)	3	1
Ending balance	\$ 6	\$ 78	\$ 84

Equity securities

We hold certain securities that do not have a readily determinable fair value and are recognized using cost or other measurement principles. These equity securities include FHLB stock, private equity, and tax credit investments. At December 31, 2025, FHLB stock totaled \$16.34 million and other equity securities totaled \$12.22 million. At December 31, 2024, FHLB stock totaled \$12.14 million and other equity securities totaled \$12.10 million. No impairments or adjustments have been recorded on these investments.

The Company is required to maintain an investment in the capital stock of the FHLB. This stock is stated at cost, since it is a restricted security without readily determinable fair value. Based on the Company's review of the credit quality of the institution, the institution's ability to repurchase shares, and the Company's carrying value in the shares, the Company does not consider this investment impaired.

Pledged securities

The market values of investment securities the Company had pledged as of the dates indicated are as follows (in thousands):

	December 31, 2025	December 31, 2024
To secure federal, state, and municipal deposits	\$ 739,843	\$ 555,231
To secure borrowings from the FHLB	\$ 2,822	\$ 4,236
To secure repurchase agreements with commercial customers	\$ 58,987	\$ 59,002

NOTE 4. LOANS

The Company grants commercial, real estate, and consumer loans to customers throughout our lending area. Although the Company has a diversified loan portfolio, a substantial portion of the Company's debtors' abilities to honor their contracts is dependent upon the economic environment of the lending area.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents loan balances by major classification as of the dates indicated (in thousands):

	December 31, 2025	December 31, 2024
Commercial Real Estate		
Construction and land development	\$ 1,266,242	\$ 1,082,161
Owner occupied	1,932,015	1,628,731
Non-owner occupied	3,777,350	3,196,665
Multi-family	858,212	801,079
Total Commercial Real Estate	7,833,819	6,708,636
Residential 1-4 family	2,181,949	1,891,470
HELOC	583,725	410,594
C&I	1,455,455	1,280,394
Government	507,586	513,039
Indirect	672,401	567,245
Consumer and other	100,869	87,677
Loans, net of unearned income and deferred costs	<u>\$ 13,335,804</u>	<u>\$ 11,459,055</u>

The following table presents information related to our loan portfolio as of the dates indicated (in thousands):

	December 31, 2025	December 31, 2024
Deferred loan costs in excess of unearned income	\$ 1,727	\$ 3,061
Unaccrued discount on PCD loans	(9,521)	(2,869)
Unaccrued discount on non-PCD loans	(34,246)	(3,908)
Nonaccrual loans ⁽¹⁾	11,726	7,424
Loans pledged as collateral to secure overnight borrowings with the FHLB	2,977,435	3,037,444

⁽¹⁾ Interest that would have been earned if interest on nonaccrual loans had been accrued:

	December 31, 2025	December 31, 2024
Year ended	\$ 672	\$ 490

Modifications to Debtors Experiencing Financial Difficulty

The Company has elected to exclude accrued interest from the calculation of loan modifications. The following table shows the amortized cost basis at the end of the reporting period of the loans modified to borrowers experiencing financial difficulty, disaggregated by class of financial receivable and type of concession granted (dollars in thousands):

Loan Classification	Loan Modifications Made to Borrowers Experiencing Financial Difficulty			
	For the Year Ended December 31, 2025		For the Year Ended December 31, 2024	
	Term Extension		Term Extension	
	Amortized Cost Basis	% of Total Class of Financing Receivable	Amortized Cost Basis	% of Total Class of Financing Receivable
Commercial Real Estate				
Construction and land development	\$ 771	0.06 %	\$ 2,354	0.22 %
Owner occupied	4,632	0.24 %	16,851	1.03 %

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Non-owner occupied	16,506	0.44 %	6,819	0.21 %
Total Commercial Real Estate	21,909	0.28 %	26,024	0.39 %
Residential 1-4 family	708	0.03 %	1,839	0.10 %
HELOC	2,210	0.38 %	98	0.02 %
C&I	3,323	0.23 %	9,530	0.74 %
Indirect	38	0.01 %	—	— %
Total	<u>\$ 28,188</u>	<u>0.21 %</u>	<u>\$ 37,491</u>	<u>0.33 %</u>

Loan Classification	For the Year Ended December 31, 2025		For the Year Ended December 31, 2024	
	Interest Only		Interest Only	
	Amortized Cost Basis	% of Total Class of Financing Receivable	Amortized Cost Basis	% of Total Class of Financing Receivable
Commercial Real Estate				
Owner occupied	\$ —	— %	\$ 649	0.04 %
Non-owner occupied	—	— %	1,451	0.05 %
Total Commercial Real Estate	—	— %	2,100	0.03 %
Consumer and other	—	— %	1,462	1.67 %
Total	<u>\$ —</u>	<u>— %</u>	<u>\$ 3,562</u>	<u>0.03 %</u>

Loan Classification	Combination - Term Extension and Interest Only		Combination - Term Extension and Interest Only	
	Amortized Cost Basis	% of Total Class of Financing Receivable	Amortized Cost Basis	% of Total Class of Financing Receivable
	Commercial Real Estate			
Owner occupied	\$ 1,383	0.07 %	\$ —	— %
Non-owner occupied	—	— %	14,002	0.44 %
Total Commercial Real Estate	1,383	0.02 %	14,002	0.21 %
C&I	111	0.01 %	—	— %
Consumer and other	1,421	1.41 %	—	— %
Total	<u>\$ 2,915</u>	<u>0.02 %</u>	<u>\$ 14,002</u>	<u>0.12 %</u>

Loan Classification	Total of All Modifications		Total of All Modifications	
	Amortized Cost Basis	% of Total Class of Financing Receivable	Amortized Cost Basis	% of Total Class of Financing Receivable
	Commercial Real Estate			
Construction and land development	\$ 771	0.06 %	\$ 2,354	0.22 %
Owner occupied	6,015	0.31 %	17,500	1.07 %
Non-owner occupied	16,506	0.44 %	22,272	0.70 %
Total Commercial Real Estate	23,292	0.30 %	42,126	0.63 %
Residential 1-4 family	708	0.03 %	1,839	0.10 %
HELOC	2,210	0.38 %	98	0.02 %
C&I	3,434	0.24 %	9,530	0.74 %
Indirect	38	0.01 %	—	— %
Consumer and other	1,421	1.41 %	1,462	1.67 %
Total (1)	<u>\$ 31,103</u>	<u>0.23 %</u>	<u>\$ 55,055</u>	<u>0.48 %</u>

(1) Accrued interest is excluded from amortized cost and is immaterial.

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The following table describes the financial effect of the modifications made to borrowers experiencing financial difficulty:

Term Extension/ Interest Only	
Loan Classification	Financial Effect
Commercial Real Estate	
Construction and land development	Extended maturities to allow time for resolution and/or alternate financing. These modifications did not impact the weighted-average life of C&D loans.
Owner occupied	Extended maturities and/or rate to allow time for resolution and/or alternate financing. These modifications did not impact the weighted-average life of CRE-OO loans.
Non-owner occupied	Extended maturities to allow time for resolution and/or alternate financing. These modifications did not impact the weighted-average life of CRE-NOO loans.
Residential 1-4 family	Reamortized balances and extended maturities, which reduced monthly payment amounts for borrowers. These modifications did not impact the weighted-average life of Residential 1-4 family loans.
HELOC	Extended maturities to allow time for resolution and/or alternate financing. These modifications did not impact the weighted-average life of HELOC loans.
C&I	Extended maturities and/or rate to allow time for resolution and/or alternate financing. These modifications did not impact the weighted-average life of C&I loans.
Indirect	Extended maturities to allow time for resolution and/or alternate financing. These modifications did not impact the weighted-average life of Indirect loans.
Consumer and other	Extended maturities and/or rate to allow time for resolution and/or alternate financing. These modifications did not impact the weighted-average life of Consumer loans.

The following table provides the amortized cost basis of financing receivables that had a payment default during the period and were modified in the 12 months before default to borrowers experiencing financial difficulty (dollars in thousands):

Loan Classification	Amortized Cost Basis of Modified Financing Receivables that Subsequently Defaulted				
	Interest Rate Reduction	Term Extension	Principal Forgiveness	Combination-Term Extension and Principal Forgiveness	Combination-Term Extension and Interest Rate Reduction
Defaults as of December 31, 2025					
C&I	\$ —	\$ 12	\$ —	\$ —	\$ —
CRE non-owner occupied (1)	—	5,814	—	—	—
HELOC	—	500	—	—	—
Total Defaults	\$ —	\$ 6,326	\$ —	\$ —	\$ —
Defaults as of December 31, 2024					
C&I (2)	\$ —	\$ 924	\$ —	\$ —	\$ —
Construction and land development (3)	—	771	—	—	—
CRE non-owner occupied	1,451	—	—	—	—
Total Defaults	\$ 1,451	\$ 1,695	\$ —	\$ —	\$ —

(1) One loan that defaulted in third quarter 2025 for \$3.04 million was subsequently brought current.

(2) Three of four defaults in first quarter 2024, all subsequently brought current or paid off, \$355 thousand still in default.

(3) Default in second quarter 2024, subsequently brought current.

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We closely monitor the performance of loans that are modified for borrowers experiencing financial difficulty to understand the effectiveness of our modification efforts. The following table depicts the performance of loans that have been modified in the last 12 months as of the dates indicated (in thousands):

December 31, 2025	Payment Status (Amortized Cost Basis)		
	Current	30 - 89 Days Past Due	90+ Days Past Due
Loan Classification			
Commercial Real Estate			
Construction and land development	\$ 771	\$ —	\$ —
Owner occupied	6,015	—	—
Non-owner occupied	13,835	—	2,671
Total Commercial Real Estate	20,621	—	2,671
Residential 1-4 family	708	—	—
HELOC	1,710	—	500
C&I	3,422	—	12
Indirect	38	—	—
Consumer and other	1,421	—	—
	\$ 27,920	\$ —	\$ 3,183

December 31, 2024	Payment Status (Amortized Cost Basis)		
	Current	30 - 89 Days Past Due	90+ Days Past Due
Loan Classification			
Commercial Real Estate			
Construction and land development	\$ 2,354	\$ —	\$ —
Owner occupied	17,500	—	—
Non-owner occupied	20,821	—	1,451
Total Commercial Real Estate	40,675	—	1,451
Residential 1-4 family	1,839	—	—
HELOC	98	—	—
C&I	9,175	—	355
Consumer and other	1,462	—	—
	\$ 53,249	\$ —	\$ 1,806

The nature and extent of impairment of modified loans, including those which have experienced a subsequent payment default, are considered in the determination of an appropriate level of the ACL.

The following table lists modified loans with unused commitments as of the dates indicated (dollars in thousands):

Loan Classification	December 31, 2025		December 31, 2024	
	Number	Available Commitment	Number	Available Commitment
Commercial Real Estate				
Owner occupied	5	\$ 1,023	2	\$ 161
Non-owner occupied	—	—	2	3,042
Total Commercial Real Estate	5	1,023	4	3,203
Residential 1-4 family	—	—	1	13
C&I	6	816	2	328
	11	\$ 1,839	7	\$ 3,544

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NOTE 5. ALLOWANCE FOR CREDIT LOSSES ON LOANS

The following table presents information related to our estimate of ECL as of the dates indicated (in thousands):

	December 31, 2025	December 31, 2024
Accrued interest receivable on loans excluded from the estimate of ECL	\$ 42,858	\$ 36,297
Individually assessed loans	54,767	33,681
Specific reserves on individually assessed loans	1,651	574
Provision for credit losses on loans and unfunded loan commitments	\$ 24,069	\$ (369)
Initial provision for non-PCD Village loans and unfunded loan commitments	\$ 6,236	\$ —
Initial provision for non-PCD Old Point loans and unfunded loan commitments	\$ 11,998	\$ —

The following table presents a roll-forward of the allowance for our on-balance-sheet credit losses on our loans held for investment, at amortized cost, for the years ended December 31, 2025, 2024, and 2023 (in thousands):

	Twelve Months Ended December 31, 2025									
	Balance, Beginning of Period	Initial Provision		Initial Allowance			Provision (Benefit)	Writeoffs	Recoveries	Balance, End of Period
		Non-PCD Loans Old Point	Village	PCD Loans Old Point	Village					
Commercial Real Estate										
Construction and land development	\$ 18,158	\$ 1,008	\$ 975	\$ 93	\$ —	\$ (2)	\$ (177)	\$ 149	\$ 20,204	
Owner occupied	14,550	742	977	94	151	(5,227)	—	91	11,378	
Non-owner occupied	21,175	1,883	954	1,290	903	1,353	—	34	27,592	
Multi-family	3,819	300	60	41	21	1,589	—	—	5,830	
Residential 1-4 family	30,908	2,658	1,577	116	162	(3,581)	(87)	44	31,797	
HELOC	17,371	2,166	873	95	130	(33)	(12)	213	20,803	
C&I	9,594	391	575	40	323	1,664	(1,523)	788	11,852	
Government	2,603	2	—	—	—	1,370	—	—	3,975	
Indirect	3,781	2,026	—	217	—	7,519	(2,343)	262	11,462	
Consumer and other	1,964	273	64	62	1	373	(762)	475	2,450	
Total	<u>\$ 123,923</u>	<u>\$ 11,449</u>	<u>\$ 6,055</u>	<u>\$ 2,048</u>	<u>\$ 1,691</u>	<u>\$ 5,025</u>	<u>\$ (4,904)</u>	<u>\$ 2,056</u>	<u>\$ 147,343</u>	

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Twelve Months Ended December 31, 2024

	Balance, Beginning of Period		Provision (Benefit)	Writeoffs	Recoveries	Balance, End of Period	
Commercial Real Estate							
Construction and land development	\$	18,736	\$ 58	\$ (647)	\$ 11	\$	18,158
Owner occupied		14,078	457	(6)	21		14,550
Non-owner occupied		22,098	(1,099)	—	176		21,175
Multi-family		3,133	686	—	—		3,819
Residential 1-4 family		32,363	(1,560)	—	105		30,908
HELOC		17,324	(52)	—	99		17,371
C&I		8,069	865	(366)	1,026		9,594
Government		3,092	(489)	—	—		2,603
Indirect		4,794	750	(2,068)	305		3,781
Consumer and other		2,774	(594)	(478)	262		1,964
Total	\$	126,461	\$ (978)	\$ (3,565)	\$ 2,005	\$	123,923

Twelve Months Ended December 31, 2023

	Initial Balance, Beginning of Period		Initial Provision Non-PCD Loans (1)	Initial Provision PCD Loans (1)	Writeoffs	Recoveries	Balance, End of Period	
Commercial Real Estate								
Construction and land development	\$	20,218	\$ 394	\$ (2,082)	\$ 145	\$ —	\$ 61	\$ 18,736
Owner occupied		10,625	1,059	2,187	199	(2)	10	14,078
Non-owner occupied		16,478	385	5,077	63	—	95	22,098
Multi-family		1,909	11	1,211	2	—	—	3,133
Residential 1-4 family		27,688	375	4,050	94	(1)	157	32,363
HELOC		16,766	305	(297)	8	(2)	544	17,324
C&I		6,912	810	2,136	357	(3,751)	1,605	8,069
Government		3,176	7	(92)	1	—	—	3,092
Indirect		4,172	3	1,709	1	(1,358)	267	4,794
Consumer and other		2,872	317	(424)	510	(687)	186	2,774
Total	\$	110,816	\$ 3,666	\$ 13,475	\$ 1,380	\$ (5,801)	\$ 2,925	\$ 126,461

(1) Farmers Bankshares Inc. ("Farmers")

The following table presents a roll-forward of the allowance for off-balance-sheet exposure for the years ended December 31, 2025, 2024, and 2023, related to loans held for investment, which is carried in other liabilities on our Consolidated Balance Sheets (in thousands):

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Twelve Months Ended December 31, 2025				
	Balance, Beginning of Period	Initial Provision- Old Point	Initial Provision- Village	Provision (Benefit)	Balance, End of Period
Commercial Real Estate					
Construction and land development	\$ 1,496	\$ 56	\$ 25	\$ (362)	\$ 1,215
Owner occupied	239	7	43	(116)	173
Non-owner occupied	215	9	3	4	231
Multi-family	36	5	1	1	43
Residential 1-4 family					
HELOC	3,053	304	58	196	3,611
C&I	2,335	74	50	1,064	3,523
Government					
Indirect	—	—	—	—	—
Consumer and other					
	1,463	94	1	23	1,581
Total	\$ 8,837	\$ 549	\$ 181	\$ 810	\$ 10,377

	Twelve Months Ended December 31, 2024		
	Balance, Beginning of Period	Provision (Benefit)	Balance, End of Period
Commercial Real Estate			
Construction and land development	\$ 1,298	\$ 198	\$ 1,496
Owner occupied	352	(113)	239
Non-owner occupied	379	(164)	215
Multi-family	111	(75)	36
Residential 1-4 family			
HELOC	3,047	6	3,053
C&I	1,484	851	2,335
Government			
Indirect	—	—	—
Consumer and other			
	1,557	(94)	1,463
Total	\$ 8,228	\$ 609	\$ 8,837

	Twelve Months Ended December 31, 2023			
	Balance, Beginning of Period	Initial Provision- Farmers	Provision (Benefit)	Balance, End of Period
Commercial Real Estate				
Construction and land development	\$ 648	\$ 14	\$ 636	\$ 1,298
Owner occupied	277	23	52	352
Non-owner occupied	284	9	86	379
Multi-family	31	—	80	111
Residential 1-4 family				
HELOC	2,960	47	40	3,047
C&I	1,285	136	63	1,484
Government				
Indirect	—	10	(10)	—
Consumer and other				
	1,619	92	(154)	1,557
Total	\$ 7,104	\$ 342	\$ 782	\$ 8,228

Excluding the Day 1 allowance recorded for acquisitions, our ACL increased \$2.18 million when comparing year end December 31, 2025 to year end December 31, 2024. This increase was driven by limited organic loan growth,

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changes in portfolio risk profile, and was partially offset by slight improvements in the macroeconomic scenarios we use in our model. Economic forecasting includes the use of models to consider various scenarios in evaluating economic risks. The primary factors considered were:

- changes in fiscal policy under the current government administration, to include increasing tariffs and deportations;
- economic outlook both nationally and for the metropolitan areas within our footprint;
- uncertainty related to inflation and its impact on the movement of the federal funds rate;
- potential impact of current geopolitical situations and retaliation to administrative actions globally;
- changes in unemployment; and
- changes in Gross Domestic Product.

In general, the macroeconomic forecast scenarios utilized in the current quarter models showed some slight improvement, but were relatively unchanged from the previous year. Additional factors considered were changes in loan portfolio composition, interest rates, loan risk ratings, charge-off experience, and inherent risks within specific loan groups. In order to further enhance the accuracy and responsiveness of the models used for estimating credit losses, the Company implemented recalibrated models during the quarter ended September 30, 2025. In addition to utilizing more intuitive macroeconomic variables and providing improved sensitivity to economic conditions, the recalibrated models allow greater segmentation of loan portfolios, including non-owner occupied, owner occupied, multi-family, and indirect portfolios. While the overall credit allowance was not significantly impacted, the improved segmentation granularity resulted in allowance movement between certain loan portfolios.

Credit quality indicators

For commercial credits, the Company's internal credit risk grading analysis assesses the capability of the borrower to repay contractual obligations of the loan agreements as scheduled, or at all. The Company's internal credit risk grading system is based on numerous factors, including management's experiences with similarly graded loans. For larger commercial loans, the final risk grade is supported by a custom scorecard. Credit risk is inherent in the business of extending loans and leases to borrowers and is monitored by management and reflected within the allowance for credit losses for loans.

Credit risk grades are refreshed on an ongoing basis and affirmed at least semiannually. At affirmation, management analyzes the resulting scores, as well as external statistics and factors, to track loan performance. On an as-needed basis, credit risk grades may be updated between review periods if new information arises related to the customer's ability to repay the loan. The Company differentiates its loan segments based on shared risk characteristics for which expected credit loss is measured on a pool basis.

For consumer-related credits, the Company utilizes credit scores calculated and maintained by one of three credit bureaus. Credit scores range between 300 and 850, with a lower score indicating a potentially higher risk. Credit scores are updated semi-annually, with the last update in September 2025.

In the table below, for the years ended December 31, 2025 and 2024, the Company incorporated the gross loan write-offs that were taken in the period, by loan type and year of origination. The following tables provide a breakdown of the Company's loans held for investment by credit score or risk grade and year of origination at December 31, 2025, and December 31, 2024 (in thousands):

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December 31, 2025

	Term Loans By Origination						Revolving Loans	Revolving Loans Converted to Term	Total
	2025	2024	2023	2022	2021	Prior			
CRE - Construction and Development									
Pass	\$ 721,764	\$ 313,250	\$ 67,548	\$ 38,551	\$ 21,868	\$ 17,992	\$ 71,508	\$ 1,950	\$ 1,254,431
Special Mention	—	3,929	633	—	—	—	—	—	4,562
Substandard	771	5,590	733	31	124	—	—	—	7,249
	<u>\$ 722,535</u>	<u>\$ 322,769</u>	<u>\$ 68,914</u>	<u>\$ 38,582</u>	<u>\$ 21,992</u>	<u>\$ 17,992</u>	<u>\$ 71,508</u>	<u>\$ 1,950</u>	<u>\$ 1,266,242</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ 53	\$ —	\$ 124	\$ —	\$ —	\$ 177
CRE - Owner Occupied									
Pass	\$ 388,407	\$ 206,389	\$ 199,455	\$ 296,504	\$ 318,402	\$ 425,719	\$ 28,975	\$ 1,039	\$ 1,864,890
Special Mention	4,140	1,858	9,279	10,086	7,699	10,866	3,503	—	47,431
Substandard	1,912	7,763	3,255	1,002	3,816	1,946	—	—	19,694
	<u>\$ 394,459</u>	<u>\$ 216,010</u>	<u>\$ 211,989</u>	<u>\$ 307,592</u>	<u>\$ 329,917</u>	<u>\$ 438,531</u>	<u>\$ 32,478</u>	<u>\$ 1,039</u>	<u>\$ 1,932,015</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
CRE - Non-Owner Occupied									
Pass	\$ 760,891	\$ 509,709	\$ 452,910	\$ 696,656	\$ 670,026	\$ 595,730	\$ 31,892	\$ 77	\$ 3,717,891
Special Mention	12,991	2,072	3,577	19,776	4,614	4,453	—	—	47,483
Substandard	2,671	108	462	—	5,476	3,259	—	—	11,976
	<u>\$ 776,553</u>	<u>\$ 511,889</u>	<u>\$ 456,949</u>	<u>\$ 716,432</u>	<u>\$ 680,116</u>	<u>\$ 603,442</u>	<u>\$ 31,892</u>	<u>\$ 77</u>	<u>\$ 3,777,350</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
CRE - Multi-Family									
Pass	\$ 231,867	\$ 94,092	\$ 159,855	\$ 186,161	\$ 83,545	\$ 86,222	\$ 14,369	\$ —	\$ 856,111
Special Mention	—	—	—	2,101	—	—	—	—	2,101
Substandard	—	—	—	—	—	—	—	—	—
	<u>\$ 231,867</u>	<u>\$ 94,092</u>	<u>\$ 159,855</u>	<u>\$ 188,262</u>	<u>\$ 83,545</u>	<u>\$ 86,222</u>	<u>\$ 14,369</u>	<u>\$ —</u>	<u>\$ 858,212</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
C&I									
Pass	\$ 258,117	\$ 159,979	\$ 99,586	\$ 121,940	\$ 74,008	\$ 49,778	\$ 674,988	\$ 2,302	\$ 1,440,698
Special Mention	200	421	1,070	2,014	24	1,361	3,459	—	8,549
Substandard	932	342	697	1,043	243	870	2,081	—	6,208
	<u>\$ 259,249</u>	<u>\$ 160,742</u>	<u>\$ 101,353</u>	<u>\$ 124,997</u>	<u>\$ 74,275</u>	<u>\$ 52,009</u>	<u>\$ 680,528</u>	<u>\$ 2,302</u>	<u>\$ 1,455,455</u>
Gross Writeoffs	\$ —	\$ 330	\$ 27	\$ —	\$ 78	\$ 31	\$ —	\$ 1,057	\$ 1,523
Government									
Pass	\$ 55,948	\$ 9,980	\$ 38,384	\$ 71,280	\$ 18,588	\$ 291,068	\$ 22,338	\$ —	\$ 507,586
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
	<u>\$ 55,948</u>	<u>\$ 9,980</u>	<u>\$ 38,384</u>	<u>\$ 71,280</u>	<u>\$ 18,588</u>	<u>\$ 291,068</u>	<u>\$ 22,338</u>	<u>\$ —</u>	<u>\$ 507,586</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

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Term Loans By Origination									
	2025	2024	2023	2022	2021	Prior	Revolving Loans	Revolving Loans Converted to Term	Total
Residential 1 - 4 Family									
Credit Score:									
>= 750	\$ 260,378	\$ 161,205	\$ 228,658	\$ 479,989	\$ 332,009	\$ 354,368	\$ 935	\$ 409	\$ 1,817,951
650 - 749	31,672	26,381	46,415	93,458	67,508	78,195	273	—	343,902
450 - 649	2,312	2,502	1,863	5,980	852	6,587	—	—	20,096
300 - 449	—	—	—	—	—	—	—	—	—
	<u>\$ 294,362</u>	<u>\$ 190,088</u>	<u>\$ 276,936</u>	<u>\$ 579,427</u>	<u>\$ 400,369</u>	<u>\$ 439,150</u>	<u>\$ 1,208</u>	<u>\$ 409</u>	<u>\$ 2,181,949</u>
Gross Writeoffs	\$ —	\$ 46	\$ —	\$ 41	\$ —	\$ —	\$ —	\$ —	\$ 87
HELOC									
Credit Score:									
>= 750	\$ 2,681	\$ 806	\$ 725	\$ 976	\$ 308	\$ 1,406	\$ 451,959	\$ 893	\$ 459,754
650 - 749	—	264	657	960	726	1,379	112,122	117	116,225
450 - 649	179	—	126	157	130	1,224	5,801	—	7,617
300 - 449	—	—	—	—	—	—	129	—	129
	<u>\$ 2,860</u>	<u>\$ 1,070</u>	<u>\$ 1,508</u>	<u>\$ 2,093</u>	<u>\$ 1,164</u>	<u>\$ 4,009</u>	<u>\$ 570,011</u>	<u>\$ 1,010</u>	<u>\$ 583,725</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 12	\$ —	\$ —	\$ 12
Indirect									
Credit Score:									
>= 750	\$ 201,973	\$ 112,204	\$ 57,309	\$ 61,105	\$ 17,238	\$ 1,467	\$ —	\$ —	\$ 451,296
650 - 749	55,691	45,499	36,022	47,054	17,768	3,183	—	—	205,217
450 - 649	2,489	2,641	3,080	5,138	1,520	1,015	—	—	15,883
300 - 449	—	—	—	—	—	5	—	—	5
	<u>\$ 260,153</u>	<u>\$ 160,344</u>	<u>\$ 96,411</u>	<u>\$ 113,297</u>	<u>\$ 36,526</u>	<u>\$ 5,670</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 672,401</u>
Gross Writeoffs	\$ 66	\$ 298	\$ 740	\$ 812	\$ 304	\$ 123	\$ —	\$ —	\$ 2,343
Consumer and Other									
Credit Score:									
>= 750	\$ 17,676	\$ 8,296	\$ 4,210	\$ 2,946	\$ 4,886	\$ 8,745	\$ 35,342	\$ 101	\$ 82,202
650 - 749	3,237	1,873	1,412	778	728	3,738	4,360	6	16,132
450 - 649	246	412	72	81	1	1,490	229	4	2,535
300 - 449	—	—	—	—	—	—	—	—	—
	<u>\$ 21,159</u>	<u>\$ 10,581</u>	<u>\$ 5,694</u>	<u>\$ 3,805</u>	<u>\$ 5,615</u>	<u>\$ 13,973</u>	<u>\$ 39,931</u>	<u>\$ 111</u>	<u>\$ 100,869</u>
Gross Writeoffs	\$ 105	\$ 398	\$ 9	\$ 106	\$ 1	\$ 31	\$ —	\$ 112	\$ 762
Grand Total	\$ 3,019,145	\$ 1,677,565	\$ 1,417,993	\$ 2,145,767	\$ 1,652,107	\$ 1,952,066	\$ 1,464,263	\$ 6,898	\$ 13,335,804
Total Gross Writeoffs	\$ 171	\$ 1,072	\$ 776	\$ 1,012	\$ 383	\$ 321	\$ —	\$ 1,169	\$ 4,904

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December 31, 2024

	Term Loans By Origination						Revolving Loans	Revolving Loans Converted to Term	Total
	2024	2023	2022	2021	2020	Prior			
CRE - Construction and Development									
Pass	\$ 517,340	\$ 340,092	\$ 131,231	\$ 31,436	\$ 13,664	\$ 10,361	\$ 34,346	\$ —	\$ 1,078,470
Special Mention	1,882	335	—	—	—	—	432	—	2,649
Substandard	771	—	271	—	—	—	—	—	1,042
	<u>\$ 519,993</u>	<u>\$ 340,427</u>	<u>\$ 131,502</u>	<u>\$ 31,436</u>	<u>\$ 13,664</u>	<u>\$ 10,361</u>	<u>\$ 34,778</u>	<u>\$ —</u>	<u>\$ 1,082,161</u>
Gross Writeoffs	\$ 387	\$ —	\$ 183	\$ 77	\$ —	\$ —	\$ —	\$ —	\$ 647
CRE - Owner Occupied									
Pass	\$ 180,337	\$ 219,117	\$ 305,499	\$ 349,664	\$ 203,117	\$ 286,376	\$ 25,437	\$ 95	\$ 1,569,642
Special Mention	5,728	2,080	10,563	1,508	9,732	3,067	2,002	—	34,680
Substandard	11,573	1,989	1,669	4,008	774	2,968	—	1,428	24,409
	<u>\$ 197,638</u>	<u>\$ 223,186</u>	<u>\$ 317,731</u>	<u>\$ 355,180</u>	<u>\$ 213,623</u>	<u>\$ 292,411</u>	<u>\$ 27,439</u>	<u>\$ 1,523</u>	<u>\$ 1,628,731</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 6	\$ —	\$ —	\$ 6
CRE - Non-Owner Occupied									
Pass	\$ 577,376	\$ 515,328	\$ 692,885	\$ 619,483	\$ 358,900	\$ 367,331	\$ 18,415	\$ —	\$ 3,149,718
Special Mention	47	—	16,019	22,212	2,373	2,172	—	—	42,823
Substandard	3,977	—	—	—	—	147	—	—	4,124
Doubtful	—	—	—	—	—	—	—	—	—
	<u>\$ 581,400</u>	<u>\$ 515,328</u>	<u>\$ 708,904</u>	<u>\$ 641,695</u>	<u>\$ 361,273</u>	<u>\$ 369,650</u>	<u>\$ 18,415</u>	<u>\$ —</u>	<u>\$ 3,196,665</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
CRE - Multi-Family									
Pass	\$ 159,030	\$ 84,815	\$ 232,412	\$ 168,848	\$ 93,952	\$ 52,248	\$ 4,620	\$ —	\$ 795,925
Special Mention	—	—	2,127	—	—	—	—	—	2,127
Substandard	3,000	—	—	—	—	27	—	—	3,027
	<u>\$ 162,030</u>	<u>\$ 84,815</u>	<u>\$ 234,539</u>	<u>\$ 168,848</u>	<u>\$ 93,952</u>	<u>\$ 52,275</u>	<u>\$ 4,620</u>	<u>\$ —</u>	<u>\$ 801,079</u>
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
C&I									
Pass	\$ 183,780	\$ 129,746	\$ 156,206	\$ 111,057	\$ 43,726	\$ 42,533	\$ 585,395	\$ 2,739	\$ 1,255,182
Special Mention	2,078	789	1,345	1,618	1,392	699	8,083	423	16,427
Substandard	852	840	285	50	839	108	4,900	911	8,785
Doubtful	—	—	—	—	—	—	—	—	—
	<u>\$ 186,710</u>	<u>\$ 131,375</u>	<u>\$ 157,836</u>	<u>\$ 112,725</u>	<u>\$ 45,957</u>	<u>\$ 43,340</u>	<u>\$ 598,378</u>	<u>\$ 4,073</u>	<u>\$ 1,280,394</u>
Gross Writeoffs	\$ —	\$ 291	\$ —	\$ 13	\$ —	\$ 32	\$ —	\$ 30	\$ 366

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Term Loans By Origination

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Revolving Loans Converted to Term	Total
Government									
Pass	\$ 12,078	\$ 40,247	\$ 112,737	\$ 19,242	\$ 176,775	\$ 142,238	\$ 9,722	\$ —	\$ 513,039
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
	\$ 12,078	\$ 40,247	\$ 112,737	\$ 19,242	\$ 176,775	\$ 142,238	\$ 9,722	\$ —	\$ 513,039
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Residential 1 - 4 Family									
Credit Score:									
>= 750	\$ 187,962	\$ 210,559	\$ 471,660	\$ 332,579	\$ 143,637	\$ 217,611	\$ 645	\$ 553	\$ 1,565,206
650 - 749	28,143	38,346	100,229	67,502	33,082	46,184	—	—	313,486
450 - 649	2,112	698	5,006	562	323	4,077	—	—	12,778
300 - 449	—	—	—	—	—	—	—	—	—
	\$ 218,217	\$ 249,603	\$ 576,895	\$ 400,643	\$ 177,042	\$ 267,872	\$ 645	\$ 553	\$ 1,891,470
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
HELOC									
Credit Score:									
>= 750	\$ 753	\$ 1,025	\$ 1,339	\$ 288	\$ 176	\$ 506	\$ 306,210	\$ 313	\$ 310,610
650 - 749	145	520	604	246	—	1,724	90,814	181	94,234
450 - 649	29	130	—	261	49	722	4,271	159	5,621
300 - 449	—	—	—	—	—	—	129	—	129
	\$ 927	\$ 1,675	\$ 1,943	\$ 795	\$ 225	\$ 2,952	\$ 401,424	\$ 653	\$ 410,594
Gross Writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Indirect									
Credit Score:									
>= 750	\$ 156,340	\$ 77,004	\$ 77,438	\$ 33,337	\$ 4,133	\$ 1,258	\$ —	\$ —	\$ 349,510
650 - 749	54,401	48,044	67,769	32,600	7,306	1,890	—	—	212,010
450 - 649	88	306	1,596	1,231	1,587	905	—	—	5,713
300 - 449	—	—	—	—	—	12	—	—	12
	\$ 210,829	\$ 125,354	\$ 146,803	\$ 67,168	\$ 13,026	\$ 4,065	\$ —	\$ —	\$ 567,245
Gross Writeoffs	\$ 6	\$ 418	\$ 1,060	\$ 427	\$ 98	\$ 59	\$ —	\$ —	\$ 2,068

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Term Loans By Origination									
	2024	2023	2022	2021	2020	Prior	Revolving Loans	Revolving Loans Converted to Term	Total
Consumer and Other									
Credit Score:									
>= 750	\$ 20,818	\$ 5,167	\$ 4,875	\$ 4,381	\$ 2,853	\$ 2,631	\$ 33,229	\$ 4	\$ 73,958
650 - 749	2,309	2,135	1,756	1,104	382	231	5,004	2	12,923
450 - 649	282	77	53	8	41	57	275	3	796
300 - 449	—	—	—	—	—	—	—	—	—
	<u>\$ 23,409</u>	<u>\$ 7,379</u>	<u>\$ 6,684</u>	<u>\$ 5,493</u>	<u>\$ 3,276</u>	<u>\$ 2,919</u>	<u>\$ 38,508</u>	<u>\$ 9</u>	<u>\$ 87,677</u>
Gross Writeoffs	\$ 14	\$ 1	\$ 322	\$ 83	\$ 14	\$ 1	\$ 1	\$ 42	\$ 478
Grand Total	<u>\$ 2,113,231</u>	<u>\$ 1,719,389</u>	<u>\$ 2,395,574</u>	<u>\$ 1,803,225</u>	<u>\$ 1,098,813</u>	<u>\$ 1,188,083</u>	<u>\$ 1,133,929</u>	<u>\$ 6,811</u>	<u>\$ 11,459,055</u>
Total Gross Writeoffs	\$ 407	\$ 710	\$ 1,565	\$ 600	\$ 112	\$ 98	\$ 1	\$ 72	\$ 3,565

Through our loan portfolio evaluation process, we have identified certain loans for which the primary source of loan repayment is no longer a viable option, necessitating identifying these loans as CDAs. In most cases, these are loans in which the borrower is experiencing financial difficulty that we believe will necessitate the operation or sale of the underlying collateral to provide substantially all of the repayment.

In estimating ECL, ASC 326 prescribes that if foreclosure is probable, a CDA is required to be measured at the fair value of collateral. If foreclosure is not probable, the borrower is experiencing difficulty and repayment is expected to be repaid by operation of collateral, the Company uses the fair value of collateral less selling costs to determine the ACL. At December 31, 2025 and 2024, CDA loans measured at the fair value of collateral totaled \$47.82 million and \$23.42 million, respectively. There were specific reserves of \$1.11 million at December 31, 2025, compared to no specific reserves associated with these balances at December 31, 2024.

The following table provides a breakdown between loans identified as CDAs and non-CDAs, by type and securing collateral, as well as collateral coverage for those loans at December 31, 2025, and December 31, 2024 (in thousands):

December 31, 2025	Type of Collateral and Extent to Which Collateral Secures Financial Assets				Financial Assets Not Considered Collateral Dependent	Total
	Residential Property	Investment Property	Commercial Property	Business Assets		
Commercial Real Estate						
Construction and development	\$ —	\$ 7,110	\$ —	\$ —	\$ 1,259,132	\$ 1,266,242
Owner occupied	—	—	29,236	183	1,902,596	1,932,015
Non-owner occupied	—	53,041	—	—	3,724,309	3,777,350
Multi-family	—	2,101	—	—	856,111	858,212
Residential 1-4 family	8,815	—	—	—	2,173,134	2,181,949
HELOC	683	—	—	—	583,042	583,725
C&I	—	—	—	682	1,454,773	1,455,455
Government	—	—	—	—	507,586	507,586
Indirect	—	—	—	—	672,401	672,401
Consumer and other	—	—	—	—	100,869	100,869
Total, amortized cost	<u>\$ 9,498</u>	<u>\$ 62,252</u>	<u>\$ 29,236</u>	<u>\$ 865</u>	<u>\$ 13,233,953</u>	<u>\$ 13,335,804</u>
Collateral value	\$ 21,239	\$ 115,495	\$ 81,003	\$ 2,103		

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December 31, 2024	Type of Collateral and Extent to Which Collateral Secures Financial Assets				Financial Assets Not Considered Collateral Dependent	Total
	Residential Property	Investment Property	Commercial Property	Business Assets		
Commercial Real Estate						
Construction and development	\$ 273	\$ 3,337	\$ —	\$ —	\$ 1,078,551	\$ 1,082,161
Owner occupied	—	—	18,148	218	1,610,365	1,628,731
Non-owner occupied	—	41,946	—	—	3,154,719	3,196,665
Multi-family	—	3,028	—	—	798,051	801,079
Residential 1-4 family	4,111	—	—	—	1,887,359	1,891,470
HELOC	362	—	—	—	410,232	410,594
C&I	—	198	—	4,900	1,275,296	1,280,394
Government	—	—	—	—	513,039	513,039
Indirect	—	—	—	—	567,245	567,245
Consumer and other	—	—	—	—	87,677	87,677
Total, amortized cost	\$ 4,746	\$ 48,509	\$ 18,148	\$ 5,118	\$ 11,382,534	\$ 11,459,055
Collateral value	\$ 11,058	\$ 88,116	\$ 44,286	\$ 6,229		

Nonaccrual and Past Due Loans

Loans are placed on nonaccrual status when management determines that the full repayment of principal and collection of interest according to contractual terms is no longer likely; generally, when the loan becomes 90 days or more past due. However, some loans that are 90 days or more past due as to interest and principal are still accruing because they are (1) well-secured and in the process of collection, or (2) real estate loans or loans exempt under regulatory rules from being classified as nonaccrual.

The following table is an aging analysis at amortized cost of the Company's loans held for investment portfolio at December 31, 2025, and December 31, 2024 (in thousands):

December 31, 2025	Days Past Due				Total Past Due	Total Loans	Accruing Loans Over 90 Days Past Due
	Current	30-59	60-89	Over 90			
Commercial Real Estate							
Construction and development	\$ 1,264,441	\$ 180	\$ —	\$ 1,621	\$ 1,801	\$ 1,266,242	\$ —
Owner occupied	1,931,797	—	84	134	218	1,932,015	—
Non-owner occupied	3,774,145	7	140	3,058	3,205	3,777,350	—
Multi-family	858,212	—	—	—	—	858,212	—
Residential 1-4 family	2,175,877	3,813	536	1,723	6,072	2,181,949	—
HELOC	580,832	1,743	159	991	2,893	583,725	89
C&I	1,452,727	602	436	1,690	2,728	1,455,455	14
Government	507,586	—	—	—	—	507,586	—
Indirect	662,374	6,323	1,821	1,883	10,027	672,401	775
Consumer and other	100,088	555	125	101	781	100,869	12
Total	\$ 13,308,079	\$ 13,223	\$ 3,301	\$ 11,201	\$ 27,725	\$ 13,335,804	\$ 890

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December 31, 2024	Days Past Due				Total Past Due	Total Loans	Accruing Loans Over 90 Days Past Due
	Current	30-59	60-89	Over 90			
Commercial Real Estate							
Construction and development	\$ 1,081,888	\$ —	\$ —	\$ 273	\$ 273	\$ 1,082,161	\$ —
Owner occupied	1,628,407	—	—	324	324	1,628,731	—
Non-owner occupied	3,194,369	846	—	1,450	2,296	3,196,665	—
Multi-family	801,079	—	—	—	—	801,079	—
Residential 1-4 family	1,887,019	1,686	535	2,230	4,451	1,891,470	177
HELOC	409,259	216	244	875	1,335	410,594	531
C&I	1,279,698	184	109	403	696	1,280,394	—
Government	513,039	—	—	—	—	513,039	—
Indirect	559,898	4,381	1,587	1,379	7,347	567,245	129
Consumer and other	87,154	75	16	432	523	87,677	427
Total	\$ 11,441,810	\$ 7,388	\$ 2,491	\$ 7,366	\$ 17,245	\$ 11,459,055	\$ 1,264

The following table presents the amortized cost basis of loans on nonaccrual status as of the beginning of the reporting period and the end of the reporting period, and the amortized cost basis of nonaccrual loans without specific reserves for the years ended December 31, 2025, and December 31, 2024. Nonaccrual loans, less than \$1 million and not in process of foreclosure, are not subject to individual assessment and are included in collectively evaluated pools for which an ACL has been recorded. It also shows interest income recognized on nonaccrual loans (in thousands):

	Nonaccrual Loans		Loans 90 Days or More Past Due, Not on Nonaccrual Status as of 12/31/2025	Nonaccrual Loans With No Specific Reserve as of 12/31/2025	Interest Income Recognized as of 12/31/2025
	As of 12/31/2024	As of 12/31/2025			
Commercial Real Estate					
Construction and development	\$ 273	\$ 1,621	\$ —	\$ 1,621	\$ 1
Owner occupied	415	135	—	135	107
Non-owner occupied	1,452	3,058	—	3,058	210
Multi-family	—	—	—	—	—
Residential 1-4 family	2,421	2,272	—	2,272	94
HELOC	485	989	89	989	55
C&I	1,030	2,179	14	1,640	4
Government	—	—	—	—	—
Indirect	1,346	1,451	775	1,451	24
Consumer and other	2	21	12	21	—
Total	\$ 7,424	\$ 11,726	\$ 890	\$ 11,187	\$ 495

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	Nonaccrual Loans		Loans 90 Days or More Past Due, Not on Nonaccrual Status as of 12/31/2024	Nonaccrual Loans With No Specific Reserve as of 12/31/2024	Interest Income Recognized as of 12/31/2024
	As of 12/31/2023	As of 12/31/2024			
Commercial Real Estate					
Construction and development	\$ 185	\$ 273	\$ —	\$ 273	\$ 12
Owner occupied	521	415	—	415	43
Non-owner occupied	—	1,452	—	1,452	—
Multi-family	216	—	—	—	13
Residential 1-4 family	2,778	2,421	177	2,421	31
HELOC	698	485	531	485	74
C&I	1,217	1,030	—	459	260
Government	—	—	—	—	—
Indirect	1,228	1,346	129	1,346	45
Consumer and other	—	2	427	2	—
Total	\$ 6,843	\$ 7,424	\$ 1,264	\$ 6,853	\$ 478

NOTE 6. FORECLOSED PROPERTY

The table below presents a summary of the activity related to foreclosed property for the years indicated (in thousands):

	Year Ended December 31,	
	2025	2024
Beginning balance	\$ 443	\$ 908
Acquisitions	2,260	5,063
Additions and capital improvements	5,115	—
Sales	(5,212)	(5,537)
Gain on sale and write-downs, net	28	9
Ending balance	\$ 2,634	\$ 443

As of December 31, 2025, the Company's recorded investment in OREO collateralized by residential real estate was \$401 thousand and the recorded investment in former bank premises was \$879 thousand. As of December 31, 2025, the Company's recorded investment in mortgage loans collateralized by residential real estate that are in the process of foreclosure was zero compared to \$1.06 million at the prior year end.

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NOTE 7. PREMISES AND EQUIPMENT

A summary of the cost and accumulated depreciation of premises and equipment is as follows as of the dates indicated (dollars in thousands):

	Useful Life	December 31,	
		2025	2024
Land and improvements	—	\$ 77,555	\$ 62,394
Buildings and improvements	10 to 45 years	344,457	293,014
Autos	3 to 5 years	8,910	8,896
Computer equipment	2 to 5 years	25,892	22,922
Equipment	5 to 10 years	58,469	49,039
Furniture and fixtures	5 to 20 years	90,255	82,564
Leasehold improvements	Lesser of lease term or 10 years	37,957	35,251
Construction in progress	—	9,243	12,351
		652,738	566,431
Less accumulated depreciation		(221,751)	(197,555)
Net premises and equipment		\$ 430,987	\$ 368,876

Depreciation and leasehold amortization expense for the years ended December 31, 2025, 2024, and 2023, was \$23.33 million, \$21.89 million, and \$19.74 million, respectively. For the years ended December 31, 2025, 2024, and 2023, capitalized interest associated with fixed assets under construction was \$0.49 million, \$0.54 million, and \$1.15 million, respectively.

NOTE 8. LEASES

At December 31, 2025, there were no significant leases that had not yet commenced for which TowneBank had created a right-of-use asset and a lease liability. Lease assets are included in other assets, and lease liabilities are included in other liabilities on our Consolidated Balance Sheets.

The following table presents a summary of the lease assets and liabilities as of the dates indicated:

	Leases	
	December 31, 2025	December 31, 2024
<i>(In thousands)</i>		
Assets		
Operating lease assets	\$ 45,778	\$ 48,311
Liabilities		
Operating lease liabilities	\$ 49,974	\$ 52,554

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The following table presents a summary of activity related to leases for the years ended December 31, 2025 and 2024:

<i>(In thousands)</i>	Lease Cost	
	Year Ended December 31,	
	2025	2024
Finance lease cost:		
Amortization of right-of-use assets	\$ —	\$ 301
Interest on lease liabilities	—	1,403
Operating lease cost (1) included in occupancy expense	12,109	11,910
Variable lease cost included in occupancy expense	1,074	987
Sublease income included in occupancy expense	(283)	(250)
Net lease cost	<u>\$ 12,900</u>	<u>\$ 14,351</u>

(1) Includes short-term leases, which are immaterial.

The following table presents operating lease liability maturities, by year, as of December 31, 2025:

<i>(In thousands)</i>	Maturity of Lease Liabilities	
	Operating Leases (1)	
2026	\$	10,283
2027		9,611
2028		8,806
2029		6,540
2030		4,771
Thereafter		31,986
Total lease payments	\$	71,997
Less: interest		22,023
Present value of lease liabilities	<u>\$</u>	<u>49,974</u>

(1) Operating lease payments include \$26.95 million related to options to extend lease terms that are reasonably certain of being exercised.

Note: Minimum lease payments exclude payments to landlords for real estate taxes and common area maintenance.

The following table presents the lease term and discount rate for the years indicated:

	Lease Term and Discount Rate	
	Year Ended December 31,	
	2025	2024
Weighted - average remaining lease term - operating leases (in years)	12.47	12.93
Weighted - average discount rate - operating leases	6.30%	5.90%

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The following table presents other information with regard to leases for the years indicated:

<i>(In thousands)</i>	Other Information	
	Year Ended December 31,	
	2025	2024
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows for operating leases	\$ 10,632	\$ 10,478
Related Party Transactions (1)		
Rent expense included in occupancy expense	\$ 2,430	\$ 2,179

(1) The Company rents space for various financial centers from companies associated with its directors.

We lease office space to unrelated parties in several of our owned properties. Rental income for the year ended December 31, 2025, was \$3.94 million, compared to \$2.29 million for 2024, and \$1.56 million for 2023. Future minimum rental income by year and in the aggregate, under noncancellable operating leases, was as follows at December 31, 2025 (in thousands):

2026	\$ 3,351
2027	2,306
2028	2,186
2029	1,756
2030	1,441
Thereafter	5,362
	<u>\$ 16,402</u>

NOTE 9. GOODWILL AND INTANGIBLE ASSETS

The gross carrying amount and accumulated amortization for the Company's intangible assets as of the dates indicated (in thousands):

	December 31,			
	2025		2024	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Intangible assets subject to amortization				
Core deposit intangible	\$ 89,030	\$ 33,229	\$ 36,620	\$ 24,767
Non-compete agreements	205	176	205	142
Customer lists	73,663	44,925	78,235	41,940
Total intangible assets subject to amortization	162,898	78,330	115,060	66,849
Intangible assets not subject to amortization				
Trade names	8,729	—	8,729	—
Contractual agreements	3,231	—	3,231	—
Total intangible assets not subject to amortization	11,960	—	11,960	—
Total intangible assets	<u>\$ 174,858</u>	<u>\$ 78,330</u>	<u>\$ 127,020</u>	<u>\$ 66,849</u>

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Aggregate amortization expense for intangible assets with finite lives for the year ended December 31, 2025, was \$16.78 million, compared to \$12.77 million for 2024, and \$14.16 million for 2023. The estimated aggregate annual amortization expense for each of the five years subsequent to December 31, 2025, is as follows: 2026, \$19.84 million; 2027, \$16.39 million; 2028, \$14.37 million; 2029, \$11.92 million; and 2030, \$9.56 million.

During 2025, the Company recorded an increase of \$136.46 million to goodwill and a \$47.84 million increase in intangible assets primarily related to the acquisitions of Old Point and Village. During 2024, the Company recorded an increase of \$1.28 million to goodwill and a \$2.39 million increase in intangible assets primarily related to the acquisition of a vacation property management company.

Changes in the carrying amount of goodwill related to each of the Company's segments as of the dates indicated are as follows (in thousands):

	Bank	Mortgage	Resort Vacation Management	Insurance	Consolidated Totals
Balance at December 31, 2023	\$ 347,822	\$ 8,162	\$ 16,680	\$ 83,671	\$ 456,335
Acquisitions	—	—	1,284	—	1,284
Balance at December 31, 2024	\$ 347,822	\$ 8,162	\$ 17,964	\$ 83,671	\$ 457,619
Acquisitions	136,461	—	—	—	136,461
Balance at December 31, 2025	\$ 484,283	\$ 8,162	\$ 17,964	\$ 83,671	\$ 594,080

NOTE 10. BANK-OWNED LIFE INSURANCE POLICIES

The total carrying amount of bank-owned life insurance as of December 31, 2025 and 2024, was \$337.43 million and \$279.80 million, respectively. The Company recognized BOLI income, included in noninterest income, of \$8.92 million, \$11.44 million, and \$7.40 million for the years ended December 31, 2025, 2024, and 2023, respectively.

NOTE 11. DEPOSITS

A summary of time deposits by maturity at December 31, 2025, is shown in the following table (dollars in thousands):

Maturity	Total
2026	\$ 2,614,740
2027	77,129
2028	8,330
2029	5,427
2030 and thereafter	6,698
	<u>\$ 2,712,324</u>

At year-end 2025, TowneBank had a total of \$86.30 million in no-penalty time deposits as compared to \$141.47 million at December 31, 2024. The aggregate amount of time deposits of \$250 thousand or more was \$1.00 billion and \$966.59 million at December 31, 2025 and 2024, respectively.

Some of the Company's officers and directors, and the respective companies in which the officers and directors have a financial interest, have deposit relationships with the Company. Related party deposits amounted to approximately \$107.68 million and \$94.89 million at December 31, 2025 and 2024, respectively.

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NOTE 12. BORROWINGS

TowneBank is a member of the FHLB and may borrow funds based on criteria established by the FHLB. The FHLB may call these borrowings if the adjusted collateral balance falls below the borrowing level. The borrowing arrangements available from the FHLB could be either short- or long-term, depending on our related cost and needs.

The following table summarizes our advances and line available from the FHLB for the years ended December 31 (dollars in thousands):

	2025	2024
Balance outstanding at end of year	\$ 52,452	\$ 3,218
Average balance outstanding	\$ 23,759	\$ 63,440
Maximum outstanding at any month-end	\$ 52,646	\$ 203,958
Average interest rate during the year	3.95 %	5.42 %
Average interest rate at end of year	3.96 %	3.18 %
Unused line of credit at end of year	\$ 5,677,304	\$ 4,978,189

The scheduled maturity dates, call dates, and related fixed interest rates on advances from the FHLB at December 31, 2025, are summarized as follows (dollars in thousands):

Maturity Date	Interest Rate	Call/Reset Date	Outstanding
			Amount
03/13/2026	4.04%	—	\$ 5,000
03/15/2027	3.90%	—	5,000
11/15/2028	3.43%	—	1,441
12/01/2028	2.83%	—	1,011
07/09/2027	4.33%	07/09/2026	20,000
07/09/2029	3.69%	04/09/2026	20,000
			<u>\$ 52,452</u>

FHLB advances are secured by a blanket floating lien on certain 1-4 family residential, multi-family, HELOCs, second mortgages, commercial mortgages, and securities with carrying values of \$2.99 billion at December 31, 2025.

Information concerning securities sold under agreements to repurchase and federal funds purchased for the years indicated is summarized as follows (dollars in thousands):

	2025	2024
Balance outstanding at end of year	\$ 34,817	\$ 33,683
Average balance outstanding	\$ 25,047	\$ 32,008
Maximum outstanding at any month-end	\$ 34,817	\$ 40,247
Market value of securities pledged as collateral for REPOs at end of year	\$ 58,987	\$ 59,002
Average interest rate during the year	0.84 %	0.80 %
Average interest rate at end of year	0.61 %	0.74 %

All REPOs are overnight short-term investments and are not insured by the FDIC. Securities pledged as collateral under these REPO financing arrangements consisted primarily of MBS issued by GSEs and cannot be sold or

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repledged by the secured party, and are therefore accounted for as a secured borrowing. Collateral pledging requirements with REPOs are monitored daily. The market value of securities pledged could decline; however, due to the overnight short-term nature of REPOs, potential risk due to a decline in the value of the pledged collateral is low. The carrying amount of repurchase agreements and other borrowings approximates fair value due to the short-term nature of these instruments.

In addition, federal funds lines with other financial institutions of \$150.00 million were available at December 31, 2025, for short-term funding needs. Federal funds purchased are overnight, unsecured borrowings. Further, the Company had loan participation lines and reverse repurchase agreements with various financial institutions available at December 31, 2025 and 2024, which provide potential additional funding, but had zero outstanding in both periods.

The following table presents information related to our subordinated notes, as of the dates indicated (in thousands):

	December 31, 2025	December 31, 2024
Carrying value of capital notes assumed with acquisitions	\$ 31,280	\$ 8,003
Carrying value of Company issued capital notes	249,278	248,659
Carrying value of Series IV Towne Investment Units	3,312	3,339
Total	<u>\$ 283,870</u>	<u>\$ 260,001</u>

On February 9, 2022, the Company issued \$250.00 million of fixed-to-floating-rate subordinated notes due February 15, 2032, in a public offering. The Company received \$246.90 million in net proceeds after deducting discounts and issuance costs. The subordinated notes accrue interest at a fixed rate of 3.125% for the first five years until February 15, 2027. From and including this date and for the remaining five years of the subordinated notes' term, interest will accrue at a floating rate of three-month SOFR plus 1.68%. The Company may redeem the subordinated notes, in whole or in part, on or after February 15, 2027.

On December 5, 2024, TowneBank closed an offering of Series IV Towne Investment Units ("Series IV units"). This subscription offering was to members and emeriti members of the Company's corporate and regional boards. Each Series IV unit consists of 138 shares of common stock priced at \$36.44 per share and one five-year 6% convertible subordinated capital note in the principal amount of \$5,000. The convertible subordinated notes are convertible into common stock at the discretion of the noteholder at an initial conversion price of \$36.44 per share (equal to a conversion rate of 138 shares per \$5,000 principal amount of notes).

The Company sold 716 Series IV units, for aggregate proceeds of \$7.16 million in the offering, which resulted in the issuance of an aggregate of \$3.58 million in convertible subordinated capital notes and 98,808 shares of common stock. Interest on each note is payable on a semi-annual basis in arrears on June 1 and December 1 of each year, beginning June 1, 2025. The notes mature December 1, 2029.

The Company assumed 3.50% fixed-to-floating subordinated debt, originally issued July 14, 2021, with a carrying value of \$25.18 million, in the September 2025 acquisition of Old Point. These notes bear a fixed rate until July 15, 2026, when they convert to a floating rate based on the three-month SOFR plus 286 bp. Interest is paid semi-annually in arrears on the fixed debt. Upon conversion to a floating rate, interest will be paid quarterly in arrears. The notes mature July 15, 2031.

NOTE 13. COMMITMENTS

TowneBank is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and

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standby letters of credit. Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments and involves, to varying degrees, elements of credit risk, which have not been recognized on the balance sheet. The contract amount of these instruments reflects the extent of the Company's involvement or "credit risk." An allowance for credit losses from off-balance-sheet commitments is included in other liabilities.

The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. Unless noted otherwise, collateral or other security is required to support financial instruments with credit risk.

The following table presents information about our commitments and contingencies as of the dates indicated (in thousands):

December 31,	2025	2024
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	\$ 4,744,512	\$ 4,098,088
Standby letters of credit	162,746	185,538
Allowance for credit losses from off-balance-sheet credit exposures	10,377	8,837
Mortgage loans sold to investors with estimated recourse	1,547,824	1,331,206
Mortgage warranty provision on mortgage loans sold	41,599	31,954

Commitments to extend credit are agreements to lend to a customer as long as there is not a 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. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the counter-party. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, income-producing commercial properties, and real estate.

Standby letters of credit are conditional commitments issued to guarantee performance of a customer to a third party. The letters of credit are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is similar to the risk involved in extending loan facilities to customers. Collateral supporting those commitments is generally held, if deemed necessary. Management considered the allowance for estimated losses from such provisions adequate at December 31, 2025. Management does not anticipate any material losses will arise from additional disbursements of the aforementioned lines or standby letters of credit.

Various legal actions arise from time to time in the normal course of our business. There were no significant asserted claims or assessments at December 31, 2025. Management was not aware of any unasserted claims or assessments that may be probable of assertion at December 31, 2025.

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NOTE 14. RETIREMENT PLANS

Defined Contribution Plans

The Company has a defined contribution 401(k) plan. All employees who are at least 18 years of age and have completed one month of service are eligible to participate. Under the plan, employees may contribute a percentage of their annual salary, subject to statutory limitations, and the Company will make a discretionary match of the employees' contributions up to 6% of their salary. The Company matched employee contributions up to 3% in 2025, 2024, and 2023. The Company may also make an additional discretionary contribution; there were no discretionary contributions for the years ended December 31, 2025, 2024, or 2023. The Company made matching contributions of \$6.34 million, \$5.86 million, and \$5.65 million for the years ended December 31, 2025, 2024, and 2023, respectively.

The Company has a non-qualified deferred compensation plan that allows certain executives, senior officers, and other employees to defer payment of up to 100% of their base salary and annual bonus. The Company has the option to match an employee's combined non-qualified deferred compensation and 401(k) deferrals up to a maximum of 6% of his or her salary. The Company does not match contributions made by employees who are participants in the SERP, described below.

Funds for the non-qualified deferred compensation plan are held in a rabbi trust and invested in certificates of deposit, which are included in interest-bearing deposits on the balance sheet. Changes in the obligation are recorded in compensation expense, which resulted in an increase in expenses of \$1.48 million, \$1.46 million, and \$1.36 million for the years ended December 31, 2025, 2024, and 2023, respectively. The Company did not make matching contributions to the plan for the years ended December 31, 2025, 2024, or 2023.

Retirement Plans

The Company has a non-contributory, unfunded SERP for certain officers and key employees. The SERP is intended to provide retirement benefits and postretirement health benefits to individuals covered under the plan. SERP agreements with the officers provide that upon attainment of retirement age, generally at 65, the participating officer will be entitled to receive a retirement benefit equal to either (i) a designated percentage, ranging from 30% to 50% of their base salary depending on their level of seniority, with an annual 4% increase until retirement, or (ii) a fixed targeted benefit amount. The retirement benefit is payable over a 10-year, 15-year, or 20-year period, beginning upon the later of separation of service or the attainment of contractual retirement age. SERP agreements provide for an annual vesting schedule until the participating officer reaches retirement age. In the case of a participating officer's voluntary termination of employment, disability, or termination for cause, the annual amount payable under the SERP is equal to the amount of the vested benefit earned as of the date of termination of employment. In the case of involuntary termination without cause or termination of employment for good reason by the participating officer, the participating officer becomes fully vested in the full retirement benefit. Upon termination of employment, payment of the retirement benefit generally does not begin until the participating officer reaches the designated retirement age set forth in the SERP agreement. In the event of death, the full amount of the retirement benefit is payable. We also provide postretirement benefits other than pensions for certain employees, which include health care, dental care, Medicare Part B reimbursement, and life insurance benefits. Benefits under this plan are accounted for under the guidance of ASC 715, *Compensation - Retirement Benefits*.

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The following table sets forth changes in benefit obligations and financial data relative to the retirement plans. The accrued liability is recorded on the Consolidated Balance Sheets as a component of other liabilities for the periods indicated (in thousands):

December 31,	SERP		Other Postretirement Benefits	
	2025	2024	2025	2024
<i>Change in benefit obligation</i>				
Benefit obligation, beginning of year	\$ 53,175	\$ 46,970	\$ 567	\$ 551
Service cost	4,116	3,970	—	—
Interest cost	2,762	2,495	33	28
Net amortization	(885)	(1,322)	(106)	(192)
Benefits paid	(2,096)	(2,106)	(27)	(24)
Prior service cost	(179)	(717)	—	55
Net actuarial (gain) loss	(223)	3,885	182	149
Benefit obligation, end of year	<u>\$ 56,670</u>	<u>\$ 53,175</u>	<u>\$ 649</u>	<u>\$ 567</u>
<i>Change in plan assets</i>				
Fair value of plan assets, beginning of year	\$ —	\$ —	\$ —	\$ —
Employer contributions	2,096	2,106	27	24
Benefits paid	(2,096)	(2,106)	(27)	(24)
Fair value of plan assets, end of year	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Funded status, end of year	<u>\$ (56,670)</u>	<u>\$ (53,175)</u>	<u>\$ (649)</u>	<u>\$ (567)</u>
Accumulated benefit obligation, end of year	<u>\$ 52,904</u>	<u>\$ 49,356</u>	<u>\$ 649</u>	<u>\$ 567</u>
<i>Amounts recognized in other comprehensive income, pre-tax</i>				
Prior service cost	\$ (179)	\$ (717)	\$ —	\$ 55
Net actuarial (gain) loss	<u>\$ (223)</u>	<u>\$ 3,885</u>	<u>\$ 182</u>	<u>\$ 149</u>

The components of the net periodic benefit cost are as follows (in thousands):

	SERP			Other Postretirement Benefits		
	2025	2024	2023	2025	2024	2023
Service cost	\$ 4,116	\$ 3,970	\$ 3,434	\$ —	\$ —	\$ —
Interest cost	2,762	2,495	2,526	33	28	32
Prior service cost	661	717	717	(34)	(55)	(55)
Net amortization	(1,546)	(2,039)	(2,105)	(106)	(137)	(198)
Net periodic benefit cost	<u>\$ 5,993</u>	<u>\$ 5,143</u>	<u>\$ 4,572</u>	<u>\$ (107)</u>	<u>\$ (164)</u>	<u>\$ (221)</u>

The service cost component of net periodic benefit costs is included in salaries and employee benefits. All other components of net periodic benefit costs are included in other expenses.

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Amounts recognized as a component of accumulated other comprehensive income that have not yet been recognized as a component of net periodic benefit cost for the periods indicated consist of the following (in thousands):

December 31,	SERP		Other Postretirement Benefits	
	2025	2024	2025	2024
Prior service cost	\$ 1,240	\$ 1,418	\$ —	\$ (34)
Net actuarial gain	(8,192)	(7,968)	(172)	(354)
Deferred tax benefit	1,503	1,424	37	84
Amounts included in accumulated other comprehensive income (loss), net of tax	<u>\$ (5,449)</u>	<u>\$ (5,126)</u>	<u>\$ (135)</u>	<u>\$ (304)</u>

Pre-tax amounts recorded in accumulated other comprehensive income as of December 31, 2025, that are expected to be recognized as a component of our net periodic benefit cost in 2026 consist of the following (in thousands):

	SERP	Other Postretirement Benefits
Net actuarial (gain) loss	<u>\$ (1,484)</u>	<u>\$ (57)</u>
Prior service cost	<u>\$ 531</u>	<u>\$ —</u>

The Company used certain weighted average assumptions to determine benefit obligations and net benefit costs, including discount rate and rate of increase in future compensation levels. The discount rate used to determine net periodic benefit cost and benefit obligation of the SERP was 5.44% in 2025, 5.25% in 2024, and 6.01% in 2023. The rate of increase in future compensation levels used was 4.0% in 2025, 2024, and 2023. The discount rate used to determine net periodic benefit cost and benefit obligation of other postretirement benefits was 5.44% in 2025, 5.25% in 2024, and 6.01% in 2023. When estimating the discount rate, we review yields available on high-quality, fixed-income debt instruments and use a yield curve model from which the discount rate is derived by applying the projected benefit payments under the plan to points on a published yield curve.

The following table sets forth expected future benefit payments, which include expected future service, for the periods indicated (in thousands):

Year	SERP	Other Postretirement Benefits
2026	\$ 3,790	\$ 49
2027	4,669	52
2028	4,867	55
2029	4,896	59
2030	5,203	62
2031 - 2035	30,490	294

In conjunction with its acquisition of Paragon, the Company assumed the liabilities related to Paragon's existing non-qualifying supplemental retirement contractual agreements with several key executives. The executives were fully vested in their benefits prior to the acquisition. The agreements typically require a fixed retirement benefit paid over a 20-year period following retirement. In conjunction with its acquisition of Farmers, the Company assumed liabilities related to Farmer's existing non-qualifying supplemental retirement contractual agreements with two fully vested retired executives. These agreements are for lifetime payments. In conjunction with its acquisition of Village, the Company assumed liabilities related to Village's existing non-qualifying supplemental retirement contractual agreements with several key executives. The agreements typically require a fixed retirement benefit paid over a 15-year period following retirement.

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The agreements are accounted for under ASC 710, *Compensation - General*. The following table sets forth changes in benefit obligations and financial data relative to the retirement plans. The accrued liability is recorded on the Consolidated Balance Sheets as a component of other liabilities for the periods indicated (in thousands):

December 31,	2025	2024
Benefit obligation, beginning of year	\$ 6,344	\$ 5,980
Accrued liability assumed at acquisition	2,398	—
Service cost	(40)	297
Interest cost	431	311
Benefits paid	(396)	(244)
Benefit obligation, end of year	<u>\$ 8,737</u>	<u>\$ 6,344</u>

The discount rate used to determine net periodic benefit costs was 5.44% in 2025, 5.25% in 2024, and 6.01% in 2023.

NOTE 15. SHARE-BASED COMPENSATION

The Company maintains a share-based compensation plan that provides for the granting of incentive and non-statutory stock options and awards of restricted common stock. In May 2025, shareholders approved the TowneBank 2025 Stock Incentive Plan ("2025 Plan"), which became effective May 14, 2025, and has a termination date of April 30, 2035. The 2025 Plan replaced the TowneBank 2017 Stock Incentive Plan ("2017 Plan"), and no additional awards were made under the 2017 Plan after the effective date of the 2025 Plan.

The 2025 Plan is administered by the Compensation Committee of the Board of Directors ("Compensation Committee"). The maximum aggregate number of shares that may be issued under the 2025 Plan may not exceed 1.80 million. The Company has a policy of using authorized and unissued common shares to satisfy share option exercises and vesting of restricted stock awards. At December 31, 2025, approximately 1.68 million common shares were available for issuance under the 2025 Plan.

Stock options: For stock options granted under the 2025 Plan, the stock option price cannot be less than the fair market value of the stock on the date granted. The Compensation Committee determines the exercise price for certain awards, and it can be based on future service. An option's maximum contractual term is 10 years from the date of grant. Options granted under the 2025 Plan are subject to vesting requirements ranging from two to 10 years. For the years ended December 31, 2025, 2024, and 2023, there were no stock options granted, no activity to report, and no unvested stock options.

For the years ended December 31, 2025, 2024, and 2023, the tax benefit on cash paid for stock options exercised and compensation expense related to stock options was immaterial. As of December 31, 2025, there was no unrecognized compensation cost related to unvested stock option awards.

Restricted stock awards ("RSAs") and restricted stock units ("RSUs"): Under the 2025 Plan, recipients of RSAs have full voting rights and are generally entitled to dividends on the common stock. RSAs issued under the 2017 Plan are also entitled to dividends as they are paid. Under the 2025 Plan, dividends on RSAs are accumulated and retained for the grantee by the Company until the stock vests. Accumulated cash and stock dividends on restricted stock awards are distributed with the award at vesting. Recipients of RSUs are entitled to receive shares of common stock after the applicable restrictions lapse. Recipients of RSUs are not entitled to receive cash dividends related to the underlying common stock during the period the RSUs are outstanding, and are not entitled to voting

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rights. RSAs granted under the Plan are generally subject to vesting requirements ranging from two to 10 years. The shares are subject to forfeiture if vesting and other contractual provision requirements are not met. Generally, the value of RSAs and RSUs will equal the fair value of our common stock on the date of grant, and the expense is recognized over the vesting period.

The following tables show a summary of activity for RSAs and RSUs, assuming the weighted-average price being the weighted-average fair value at the date of grant for the years ended:

	Restricted Stock Awards					
	December 31, 2025		December 31, 2024		December 31, 2023	
	Number of Shares	Weighted-Average Price	Number of Units	Weighted-Average Price	Number of Units	Weighted-Average Price
Unvested, beginning balance	144,950	\$ 31.44	113,363	\$ 28.44	144,772	\$ 28.12
Granted	55,397	34.70	78,429	33.79	18,270	30.33
Vested	(53,303)	30.49	(46,842)	28.11	(49,679)	28.22
Forfeited	—	—	—	—	—	—
Unvested, ending balance	147,044	\$ 33.01	144,950	\$ 31.44	113,363	\$ 28.44

	Restricted Stock Units					
	December 31, 2025		December 31, 2024		December 31, 2023	
	Number of Units	Weighted-Average Price	Number of Units	Weighted-Average Price	Number of Units	Weighted-Average Price
Unvested, beginning balance	644,428	\$ 28.55	650,936	\$ 28.26	579,379	\$ 28.09
Granted	324,828	35.99	240,057	28.55	256,472	28.08
Vested	(255,187)	28.63	(233,149)	27.67	(161,826)	27.14
Forfeited	(18,535)	36.29	(13,416)	29.63	(23,334)	29.81
Unvested, ending balance	695,534	\$ 31.79	644,428	\$ 28.55	650,691	\$ 28.26

The following table provides information related to our RSAs and RSUs, for the years ended:

<i>(in thousands)</i>	December 31, 2025	December 31, 2024	December 31, 2023
Compensation expense related to stock awards	\$ 9,714	\$ 7,873	\$ 7,022
Fair value of RSAs vested during the year	1,625	1,316	1,402
Fair value of RSUs vested during the year	7,307	6,452	4,392
Total unrecognized compensation related to unvested RSAs	3,771	3,858	2,460
Total unrecognized compensation related to unvested RSUs	16,808	13,495	13,800
Expected recognition period in years:			
Unvested RSAs	2.40	3.10	2.83
Unvested RSUs	2.93	2.87	2.98

The Company has a directors' deferred compensation plan whereby the directors may elect to defer up to 100% of their directors' fees. All deferred compensation is invested in the Company's common stock and is held in a rabbi trust. The stock is held in the nominee name of the trustee, and the principal and earnings of the trust are held

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separate and apart from other funds of the Company, and are used exclusively for the uses and purposes of the deferred compensation agreement. The accounts of the trust have been consolidated in the financial statements of the Company, with common stock reported separately in a manner similar to treasury stock (that is, changes in fair value are not recognized) and a corresponding deferred compensation obligation reflected in additional paid-in capital of \$23.29 million and \$21.87 million at December 31, 2025 and 2024, respectively.

NOTE 16. STOCK PURCHASE AND DIVIDEND REINVESTMENT PLAN, AND DIVIDEND RESTRICTIONS

The Company has a Member Stock Purchase and Dividend Reinvestment Plan to raise additional capital by providing a convenient and cost-effective way for shareholders, customers, and employees to purchase shares of TowneBank common stock. In connection with the member stock purchase component of the plan for the year ended December 31, 2025, the Company entered the open market and acquired 50,728 shares at an average price of \$34.52 per share. In connection with the dividend reinvestment component of the plan for the year ended December 31, 2025, the Company entered the open market and acquired 180,477 shares at an average price of \$33.21 per share.

In connection with the member stock purchase component of the plan for the year ended December 31, 2024, the Company entered the open market and acquired 60,994 shares at an average price of \$30.00 per share. In connection with the dividend reinvestment component of the plan for the year ended December 31, 2024, the Company entered the open market and acquired 208,478 shares at an average price of \$29.40 per share.

TowneBank, as a Virginia banking corporation, may pay cash dividends only out of retained earnings. The following table shows the quarterly dividend history for the periods indicated (in ones):

Applicable Quarter	Per Share Amount	Declaration Date	Paid Date
First Quarter 2023	\$ 0.23	February 22, 2023	April 12, 2023
Second Quarter 2023	\$ 0.25	May 24, 2023	July 14, 2023
Third Quarter 2023	\$ 0.25	August 23, 2023	October 13, 2023
Fourth Quarter 2023	\$ 0.25	November 29, 2023	January 12, 2024
First Quarter 2024	\$ 0.25	February 28, 2024	April 12, 2024
Second Quarter 2024	\$ 0.25	May 29, 2024	July 12, 2024
Third Quarter 2024	\$ 0.25	August 28, 2024	October 11, 2024
Fourth Quarter 2024	\$ 0.25	November 27, 2024	January 14, 2025
First Quarter 2025	\$ 0.25	February 26, 2025	April 11, 2025
Second Quarter 2025	\$ 0.27	May 14, 2025	July 11, 2025
Third Quarter 2025	\$ 0.27	August 27, 2025	October 10, 2025
Fourth Quarter 2025	\$ 0.27	November 26, 2025	January 7, 2026

Declaration of future cash dividends will depend on our earnings, our capital position, and other factors. All dividends paid are limited by the requirement to meet capital guidelines issued by regulatory authorities, and future declarations are subject to financial performance and regulatory requirements.

NOTE 17. REVENUE

The Company disaggregates revenue from contracts by major product line or a type of good or service. The following table presents certain selected financial information for the periods indicated (in thousands):

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For the year ended December 31,	2025	2024	2023
Revenue from Contracts with Customers:			
(1) Investment management income			
Investment commissions, net	\$ 13,318	\$ 10,953	\$ 8,962
Total	\$ 13,318	\$ 10,953	\$ 8,962
(2) Insurance income			
Property and casualty insurance income, net	\$ 86,228	\$ 84,342	\$ 75,636
Benefit insurance income, net	14,785	14,220	14,225
Total	\$ 101,013	\$ 98,562	\$ 89,861
(3) Real estate and property management income			
Real estate brokerage income, net	\$ —	\$ —	\$ 3,530
Property management income, net	57,620	50,028	47,083
Total	\$ 57,620	\$ 50,028	\$ 50,613
Provision expense (release) for credit losses on property and casualty insurance receivables	\$ (438)	\$ (142)	\$ 338

Property management income, net has been revised in prior periods to reflect a change in the timing of revenue recognition. This revision did not have a material impact on the financial statements. See Note 1, "Summary of Significant Accounting Policies" for additional details.

- (1) Investment management services are provided by TWM, which are included in the line item other income in the Banking segment of TowneBank. TWM markets services to our customers on behalf of RJFS, a broker-dealer and investment advisory firm registered with the SEC and a member of the Financial Industry Regulatory Authority. RJFS provides our customers brokerage and investment advisory services for the purchase and sale of nondeposit investment and/or insurance products.
- (2) Insurance revenue is included in the Insurance segment. The Insurance segment's performance obligation is related to the referral of business to third-party insurance companies. Contingent income is estimated and recorded at the time of the sale of the insurance policy to the extent it is probable that there will not be a material amount of the income reversed. The provision expense (release) for credit losses related to property and casualty receivables is recorded in property and casualty insurance income.
- (3) Property management revenues fall within the Resort Vacation Management segment. Performance obligations for resort property management revenues are generally satisfied either at the time of a reservation or ratably over the guest's stay. See Note 1 for additional discussion.

Effective April 27, 2023, the Company transferred its ownership interest in BHHS Towne Realty, which was formerly a subsidiary of TowneBank, to BHHS RW Towne Realty, LLC, in exchange for a minority interest in that company, which is accounted for as an equity method investment. The transaction also included the combination of the contributing companies' respective mortgage, title, and property management lines of business.

Prior to the sale of BHHS Towne Realty, the Company provided real estate services and residential and title insurance. Revenue was mainly in the form of commission and title income. The revenue was earned on both residential and commercial properties. Real estate revenues fell within the Mortgage segment. Revenue was recognized as commissions and title income were received. Performance obligations were satisfied with the receipt of commissions and fee income, which completed the revenue recognition process.

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Remaining performance obligations related to ASC 606 application to the above revenue streams represent performance obligations with an original contract term greater than one year, which are fully or partially unsatisfied at the end of the period. The Company had no material contract assets or contract liabilities recorded on the Consolidated Balance Sheets as of December 31, 2025.

This disclosure includes only revenue from contracts with third-party customers. See Note 26 for additional information regarding other revenue streams, primarily from revenue between the Company's consolidated subsidiaries and lines of business, in addition to those included in the table above.

NOTE 18. OTHER EXPENSES

The following chart shows a summary of other expenses for the periods indicated (in thousands):

Year Ended December 31,	2025	2024	2023
Bank franchise tax/SCC fees	\$ 11,424	\$ 11,292	\$ 10,141
Charitable contributions	17,298	13,140	11,804
Directors' expense	3,888	4,831	3,442
Foreclosed property expense	364	177	142
Other	21,174	13,924	17,791
Stationery and office supplies	3,104	2,859	3,239
Telephone and postage	5,964	5,814	6,293
Travel/meals/entertainment	5,205	5,183	4,795
Total	\$ 68,421	\$ 57,220	\$ 57,647

NOTE 19. REGULATORY CAPITAL REQUIREMENTS

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

In July 2013, the FDIC and other federal bank regulatory agencies approved final rules known as the "Basel III Capital Rules," which substantially revised the risk-based capital and leverage capital requirements applicable to bank holding companies and depository institutions, including the Company.

In addition, the Federal Deposit Insurance Act as amended requires, among other things, the federal bank regulatory agencies to take "prompt corrective action" against depository institutions that do not meet minimum capital requirements. The Federal Deposit Insurance Act includes the following five capital tiers: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized."

In order to be adequately capitalized for purposes of the prompt corrective action rules, a banking organization is required to have at least an 8% total risk-based capital ratio, a 6% Tier 1 risk-based capital ratio, a 4.5% CET1 risk-based capital ratio, and a 4% Tier 1 leverage ratio. To be well-capitalized, a banking organization is required to have at least a 10% total risk-based capital ratio, an 8% Tier 1 risk-based capital ratio, a 6.5% CET1 risk-based

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capital ratio, and a 5% Tier 1 leverage ratio. An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. A bank's capital category is determined solely for the purpose of applying prompt corrective action regulations, and the capital category may not constitute an accurate representation of the bank's overall financial condition or prospects for other purposes.

A summary of our required and actual capital components as of the dates indicated follow (dollars in thousands):

	Actual		Minimum Capital Requirements Including Conservation Buffer (1)		To Be Well Capitalized Under Prompt Action Provisions	
	Amount	Ratio %	Amount	Ratio %	Amount	Ratio %
As of December 31, 2025						
Common equity Tier 1						
(to risk-weighted assets)	\$ 1,781,048	11.34 %	\$ 1,099,412	7.00 %	\$ 1,020,883	6.50 %
Tier 1 capital						
(to risk-weighted assets)	\$ 1,787,990	11.39 %	\$ 1,334,321	8.50 %	\$ 1,255,831	8.00 %
Total risk-based capital						
(to risk-weighted assets)	\$ 2,220,207	14.14 %	\$ 1,648,669	10.50 %	\$ 1,570,161	10.00 %
Tier 1 leverage ratio						
(to average assets)	\$ 1,787,990	9.36 %	\$ 764,098	4.00 %	\$ 955,123	5.00 %
As of December 31, 2024						
Common equity Tier 1						
(to risk-weighted assets)	\$ 1,741,804	12.77 %	\$ 954,787	7.00 %	\$ 886,588	6.50 %
Tier 1 capital						
(to risk-weighted assets)	\$ 1,758,099	12.89 %	\$ 1,159,336	8.50 %	\$ 1,091,140	8.00 %
Total risk-based capital						
(to risk-weighted assets)	\$ 2,138,922	15.68 %	\$ 1,432,314	10.50 %	\$ 1,364,108	10.00 %
Tier 1 leverage ratio						
(to average assets)	\$ 1,758,099	10.36 %	\$ 678,803	4.00 %	\$ 848,503	5.00 %

(1) Basel III Capital Rules require banking organizations to maintain a minimum CET1 ratio of 4.5%, plus a 2.5% capital conservation buffer; a minimum Tier 1 capital ratio of 6.0%, plus a 2.5% capital conservation buffer; a minimum total risk-based capital ratio of 8%, plus a 2.5% conservation buffer; and a minimum Tier 1 leverage ratio of 4.0%.

NOTE 20. FAIR VALUE DISCLOSURES

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A three-level valuation hierarchy was established for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 Valuation is based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Valuation is based on observable inputs, other than Level 1 prices, which are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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Level 3 Valuation is based on unobservable inputs that are supported by little or no market activity and which are significant to the fair value of the assets or liabilities.

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis.

Securities available for sale: Fair values are based on published market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. The fair value of certain corporate securities is based on a discounted cash flow model that utilizes Level 3, or unobservable inputs, the most significant of which are a discount rate and weighted-average life.

Mortgage loans held for sale: TowneBank elects to carry mortgage loans held for sale at fair value. Fair values of mortgage loans held for sale are based on commitments on hand from investors or, if commitments have not yet been obtained, prevailing market rates. Best efforts delivery transactions set the sale price with the investor on a loan-by-loan basis at the time each loan is locked with the respective borrower. Intent to sell on the mandatory market is established for mortgage loans held for sale when TowneBank enters into a loan commitment or interest lock with the customer. For additional information about loans held for sale, refer to Note 21.

Derivative financial instruments: Interest rate lock commitments, related to the origination of mortgage loans held for sale, are recorded at estimated fair value based on the value of the underlying loan, which in turn is based on quoted prices for similar loans in the secondary market. However, this value is adjusted by a factor which considers the likelihood that the loan in a lock position will ultimately close. This factor, the fall-out rate, is derived from the Company's internal data and is adjusted using significant management judgment. The fall-out rate is largely dependent on the processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. As such, interest rate lock commitments are classified as recurring Level 3. For the years ended December 31, 2025 and 2024, the Company used weighted average fall-out rates of 12.27% and 9.78%, respectively.

TowneBank enters into interest rate swap agreements with customers desiring protection from possible future market fluctuations. TowneBank enters into offsetting interest rate swap agreements to manage the market risk associated with these derivative agreements. The contracts in this portfolio for which the Company has elected not to apply hedge accounting are marked-to-market through other noninterest income and included in other assets and other liabilities. Interest rate swaps fall into a Level 2 category.

Forward loan sale commitments: Loan sale agreements are evaluated to determine whether they meet the definition of a derivative because facts and circumstances may differ significantly. The Company has made the determination that the best efforts contracts do not meet the definition of derivative instruments and has elected the fair value option for the forward loan sale commitments. Forward loan sale commitments that economically hedge the closed loan inventory are recognized at fair value on the Consolidated Balance Sheet in other assets or other liabilities, with changes in their fair values recorded as a component of mortgage banking activities in the Consolidated Statements of Income. The Company estimated the fair value of its forward sale commitments using a methodology similar to that used for derivative loan commitments.

To mitigate the effect of the interest rate risk inherent in providing rate lock commitments to borrowers, the Company enters into either a forward sale contract to sell loans to investors when using best efforts or a TBA mortgage-backed security under mandatory delivery. The forward sale contracts lock in a price for the sale loans with similar characteristics to the specific rate lock commitments. The Company has not formally designated these derivatives as a qualifying hedge relationship; accordingly, changes to fair value are recorded to earnings each period. These valuations fall into a Level 2 category.

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The following tables present the recorded amount of assets and liabilities measured at fair value on a recurring basis as of the dates indicated (in thousands):

	December 31, 2025			
	Level 1	Level 2	Level 3	Total
U.S. agency securities	\$ —	\$ 365,644	\$ —	\$ 365,644
U.S. Treasury notes	83,631	—	—	83,631
Municipal securities	—	494,162	—	494,162
Mortgage-backed securities issued by GSEs	—	1,624,747	—	1,624,747
Trust preferred and other corporate securities	—	94,641	47,364	142,005
Mortgage loans held for sale	—	154,444	—	154,444
Forward loan commitment asset	—	15	—	15
Forward loan commitment liability	—	93	—	93
Derivative assets	—	7,518	1,145	8,663
Derivative liabilities	—	7,737	—	7,737

	December 31, 2024			
	Level 1	Level 2	Level 3	Total
U.S. agency securities	\$ —	\$ 293,917	\$ —	\$ 293,917
U.S. Treasury notes	28,429	—	—	28,429
Municipal securities	—	438,742	—	438,742
Mortgage-backed securities issued by GSEs	—	1,497,951	—	1,497,951
Trust preferred and other corporate securities	—	63,999	30,327	94,326
Mortgage loans held for sale	—	200,460	—	200,460
Forward loan commitment asset	—	226	—	226
Forward loan commitment liability	—	18	—	18
Derivative assets	—	4,692	1,150	5,842
Derivative liabilities	—	4,281	—	4,281

The following table presents qualitative information about significant observable inputs utilized to measure the fair value of Level 3 securities measured on a recurring and nonrecurring basis as of the dates indicated. A range is presented where multiple securities are valued.

Financial Instrument	Valuation Technique	Unobservable Input	As of December 31, 2025	As of December 31, 2024
Securities AFS	Discounted cash flow	Discount rate	8.55% - 9.16%	8.50% - 10.50%
		Weighted average life	3.96 - 9.50 years	4.96 - 7.23 years
HTM security	Discounted cash flow	Discount rate	4.25%	5.34%
		Weighted average life	23.35 years	24.35 years

TowneBank elects the fair value option for mortgage loans held for sale. This election allows for a more effective offset of the changes in fair values of the loans, the forward loan commitments, and mandatory delivery derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting.

The following table presents information related to mortgage loans held for sale accounted for under the fair value option as of the dates indicated (in thousands):

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<i>(dollars in thousands)</i>	December 31, 2025	December 31, 2024
Aggregate fair value	\$ 154,444	\$ 200,460
Unpaid principal balance	150,481	197,929

Interest income on mortgage loans held for sale is recognized based on contractual rates and is reflected in interest income on mortgage loans held for sale in the Consolidated Statements of Income. The following table details net gains and losses resulting from changes in fair value of these loans, which were recorded in residential mortgage banking income, net in the Consolidated Statements of Income for the periods presented:

<i>(in thousands)</i>	Net Gains (Losses) Resulting from Changes in Fair Value		
	Year Ended		
	December 31, 2025	December 31, 2024	December 31, 2023
Mortgage loans held for sale, at fair value	\$ 1,309	\$ (2,210)	\$ 1,508

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower-of-cost-or-market accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis that were still held on the balance sheet at quarter-end, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related assets at December 31, 2025, and December 31, 2023 (in thousands):

December 31, 2025	Level 1	Level 2	Level 3	Fair Value
Other real estate owned and other nonperforming assets	\$ —	\$ —	\$ 1,281	\$ 1,281

December 31, 2024	Level 1	Level 2	Level 3	Fair Value
Other real estate owned and other nonperforming assets	\$ —	\$ —	\$ —	\$ —

The following is a description of valuation methodologies used for assets measured on a nonrecurring basis.

Collateral dependent loans: Loans for which repayment of the loan is expected to be provided solely by the value of the underlying collateral are considered collateral-dependent and are valued based on the fair value of such collateral. Collateral values are estimated using inputs based on observable market data or inputs based on customized discounting criteria. In cases where such inputs were unobservable, specifically, discounts applied to appraisal values to adjust such values to current market conditions or to reflect net realizable value, the loan balance is reflected within Level 3 of the hierarchy.

Other real estate owned and other nonperforming assets: The fair value of foreclosed property is measured at fair value on a nonrecurring basis (upon initial recognition or subsequent impairment) and is classified within Level 3 of the valuation hierarchy. When transferred from the loan portfolio, OREO is adjusted to fair value less estimated selling costs and is subsequently carried at the lower of carrying value or fair value less estimated selling costs. The fair value is generally determined using an external appraisal process and is discounted based on internal criteria when deemed necessary.

HTM trust preferred and other corporate securities: The fair value of certain corporate securities is based on a discounted cash flow model that utilizes Level 3, or unobservable inputs, the most significant of which are a discount rate and weighted-average life.

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The following methods and assumptions were used in estimating fair value for the remaining classes of our financial instruments.

Cash and due from banks, interest-bearing deposits in financial institutions, and federal funds sold: The carrying amount approximates fair value.

Securities held to maturity: Fair values are based on published market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans: For loan receivables with short-term and/or variable characteristics, the total receivable outstanding approximates fair value. The fair value of other loans is estimated by discounting the future cash flows using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

Deposits: The carrying amount of noninterest-bearing deposits and deposits with no defined maturity is estimated by discounting the future cash flows using the alternative borrowing curve, estimated maturities, and servicing cost. The fair value of certificates of deposit is estimated by discounting the future cash flows using the alternative borrowing curve.

Advances from the FHLB: The fair value of advances from the FHLB is determined using the discounted cash flow method with the discount rate being equal to the rate currently offered on similar products.

Subordinated debt, net: Fair values are based on published market prices or dealer quotes.

Commitments to extend and standby letters of credit: These financial instruments are generally not sold or traded. The estimated fair values of off-balance-sheet credit commitments, including standby letters of credit and guarantees written, are immaterial and are not included in the following table.

The estimated fair values of our financial instruments required to be disclosed under ASC 825, *Financial Instruments*, and the level within the fair value hierarchy at which such assets and liabilities are measured, as of the dates indicated, are as follows (in thousands):

December 31, 2025	Carrying Value	Estimated Fair Value	Level 1	Level 2	Level 3
Cash and due from banks	\$ 129,941	\$ 129,941	\$ 129,941	\$ —	\$ —
Interest-bearing deposits at FRB	\$ 1,097,155	\$ 1,097,155	\$ 1,097,155	\$ —	\$ —
Interest-bearing deposits in financial institutions	\$ 123,553	\$ 123,553	\$ 123,553	\$ —	\$ —
Securities available for sale, net	\$ 2,710,189	\$ 2,710,189	\$ 83,631	\$ 2,579,194	\$ 47,364
Securities held to maturity, net	\$ 156,697	\$ 154,269	\$ 93,733	\$ 59,291	\$ 1,245
Other equity securities	\$ 12,219	\$ 12,219	\$ —	\$ 12,219	\$ —
Net loans	\$ 13,335,804	\$ 12,923,023	\$ —	\$ —	\$ 12,923,023
Interest receivable	\$ 57,644	\$ 57,644	\$ —	\$ 57,644	\$ —
Time deposits	\$ 2,712,324	\$ 2,709,531	\$ —	\$ 2,709,531	\$ —
Advances from the FHLB	\$ 52,452	\$ 52,818	\$ —	\$ 52,818	\$ —
Subordinated debt, net	\$ 283,870	\$ 259,733	\$ —	\$ 228,045	\$ 31,688

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December 31, 2024	Carrying Value	Estimated Fair Value	Level 1	Level 2	Level 3
Cash and due from banks	\$ 108,750	\$ 108,750	\$ 108,750	\$ —	\$ —
Interest-bearing deposits at FRB	\$ 1,127,878	\$ 1,127,878	\$ 1,127,878	\$ —	\$ —
Interest-bearing deposits in financial institutions	\$ 102,847	\$ 102,847	\$ 102,847	\$ —	\$ —
Securities available for sale, net	\$ 2,353,365	\$ 2,353,365	\$ 28,429	\$ 2,294,609	\$ 30,327
Securities held to maturity, net	\$ 212,352	\$ 203,883	\$ 91,518	\$ 111,220	\$ 1,145
Other equity securities	\$ 12,100	\$ 12,100	\$ —	\$ 12,100	\$ —
Net loans	\$ 11,459,055	\$ 10,868,627	\$ —	\$ —	\$ 10,868,627
Interest receivable	\$ 49,526	\$ 49,526	\$ —	\$ 49,526	\$ —
Time deposits	\$ 2,542,735	\$ 2,539,767	\$ —	\$ 2,539,767	\$ —
Advances from the FHLB	\$ 3,218	\$ 3,005	\$ —	\$ 3,005	\$ —
Subordinated debt, net	\$ 260,001	\$ 231,055	\$ —	\$ 214,975	\$ 16,080

In accordance with disclosure guidance related to fair values of financial instruments, the Company did not include assets and liabilities that are not financial instruments, such as goodwill, other purchased intangibles, premises and equipment, deferred taxes, and other assets and liabilities. Additionally, receivables and payables due in one year or less and deposits with no defined or contractual maturities are excluded.

NOTE 21. DERIVATIVE FINANCIAL INSTRUMENTS

Mortgage interest rate contracts include rate lock commitments and corresponding forward sales contracts which are considered derivatives, but are not accounted for using hedge accounting. As such, changes in the estimated fair value of the derivatives during the commitment period are recorded in current earnings and included in net residential mortgage banking income in the Consolidated Statements of Income.

To allow customers to effectively manage their exposure to variable rate loans, the Company also enters into interest rate swaps with customers while at the same time entering into offsetting interest rate swaps with another financial institution. Changes in the fair value of the underlying derivative instruments substantially offset each other and do not have a material impact on the Company's results of operations.

The following table reflects the amount and market value of derivatives included on the Consolidated Balance Sheets as of the period end (in thousands):

	December 31, 2025		December 31, 2024	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Mortgage interest rate contracts included in other assets	\$ 197,897	\$ 1,383	\$ 347,778	\$ 2,346
Mortgage interest rate contracts included in other liabilities	\$ 202,951	\$ 455	\$ 175,059	\$ 785
Interest rate swaps included in other assets	\$ 364,788	\$ 7,281	\$ 354,544	\$ 3,496
Interest rate swaps included in other liabilities	\$ 364,788	\$ 7,281	\$ 354,544	\$ 3,496

Gains and losses from mortgage banking derivatives are included in residential mortgage banking income, net in the Consolidated Statements of Income. For the years ended December 31, 2025, December 31, 2024, and December 31, 2023, the Company recognized gains related to interest rate contracts of \$1.44 million, \$4.63 million, and \$1.51 million, respectively. For the years ended December 31, 2025, December 31, 2024, and December 31, 2023, there were no gains or losses recognized on interest rate swaps.

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NOTE 22. VARIABLE INTEREST ENTITIES

The following table provides key information regarding the Company's investment in Low Income Housing Tax Credit partnerships as of the dates indicated:

<i>(in thousands)</i>	December 31, 2025	December 31, 2024
Partnership assets not included on the Consolidated Balance Sheets	\$ 1,052,374	\$ 949,748
Carrying value of limited partner interest (1)	334,329	320,653
Maximum exposure to loss from limited partner investments	334,329	322,753
Funding commitments dependent on contractual milestones	104,383	101,865
Unfunded short-term construction loan commitments	—	2,900

(1) Included in other assets on the Consolidated Balance Sheets.

Tax benefits from LIHTC partnerships are recognized, net of amortization expenses, as a component of income tax expense. The following table provides those benefits and amortization expenses as of the dates indicated:

<i>(in thousands)</i>	December 31, 2025	December 31, 2024	December 31, 2023
Tax benefit, net	\$ 8,977	\$ 8,122	\$ 4,301
Amortization expenses	40,792	36,633	22,033

NOTE 23. INCOME TAXES

The provision for income taxes charged to operations is listed in the following table (in thousands):

For the Year Ended December 31,	2025	2024	2023
Current income tax expense			
Federal	\$ (53,153)	\$ (38,809)	\$ (31,309)
State	(2,524)	(355)	(2,915)
Total current tax expense	(55,677)	(39,164)	(34,224)
Deferred income tax (expense) benefit			
Federal	16,442	11,768	3,855
State	(190)	(149)	(546)
Total deferred income tax (expense) benefit	16,252	11,619	3,309
Income tax expense	<u>\$ (39,425)</u>	<u>\$ (27,545)</u>	<u>\$ (30,915)</u>

The Company did not have any income tax expense (benefit) in foreign jurisdictions.

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Differences between income tax expense calculated at the statutory rate and shown in the Consolidated Statements of Income for the periods indicated are summarized as follows (dollars in thousands):

For the Year Ended December 31,	2025		2024		2023	
	\$	Rate	\$	Rate	\$	Rate
Domestic federal income tax expense at statutory rate	\$ (43,880)	(21.00)%	\$ (39,674)	(21.00)%	\$ (38,651)	(20.99)%
Domestic state income tax expense, net of federal benefit (1)	(2,021)	(0.97)%	(228)	(0.12)%	(2,625)	(1.43)%
Nontaxable or nondeductible items						
Tax-Exempt interest income	4,366	2.09 %	4,414	2.34 %	4,670	2.54 %
BOLI	1,817	0.87 %	2,347	1.24 %	1,490	0.81 %
Other	(4,823)	(2.31)%	(2,505)	(1.33)%	401	0.22 %
Tax Credits						
LIHTC (2)	5,116	2.45 %	8,101	4.29 %	3,800	2.06 %
Income tax expense/Effective tax rate	<u>\$ (39,425)</u>	<u>(18.87)%</u>	<u>\$ (27,545)</u>	<u>(14.58)%</u>	<u>\$ (30,915)</u>	<u>(16.79)%</u>

(1) For period ended December 31, 2025, state taxes in Virginia made up the majority (greater than 50%) of the tax effect in this category. For year ended December 31, 2024, state taxes in North Carolina made up the majority of the tax effect in this category. For year ended December 31, 2023, state taxes in Virginia made up the majority of the tax effect in this category.

(2) Domestic Federal Income Tax benefits presented net of investment amortization.

Significant components of deferred tax assets and deferred tax liabilities for the periods indicated follow (in thousands):

Year Ended December 31,	2025	2024
Deferred tax assets:		
Allowance for credit losses	\$ 34,374	\$ 29,167
Stock-based compensation	1,380	1,126
Accrued expenses	2,122	1,878
Retirement plan	14,922	13,736
Deferred compensation	15,769	15,736
Operating lease liabilities	10,804	11,190
Assets acquired in acquisitions	8,971	1,153
Tax credit carryovers	31,900	13,230
Unrealized loss on securities available for sale	15,797	33,804
Other	11,676	8,103
Total deferred tax assets	<u>147,715</u>	<u>129,123</u>
Deferred tax liabilities:		
Depreciation	28,182	25,645
Noncompete and intangibles	20,379	8,164
Basis differences due to tax credits and partnerships	(83)	1,410
Operating lease right-of-use assets	9,897	10,254
Other	833	820
Total deferred tax liabilities	<u>59,208</u>	<u>46,293</u>
Net deferred tax assets	<u>\$ 88,507</u>	<u>\$ 82,830</u>

As of December 31, 2025 and 2024, the Company did not have any unrecognized tax benefits. The Company does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next 12 months. The Company recognizes interest and penalties related to unrecognized tax benefits as "Interest Expense" and

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"Other Expense," respectively, and not as part of the tax provision. The Company is no longer subject to examination for federal and state purposes for tax years prior to 2022.

NOTE 24. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the components of accumulated other comprehensive income (loss) at December 31, 2025, 2024, and 2023, and changes during the years then ended. The amounts reclassified from accumulated other comprehensive income for the securities available for sale are included in gain (loss) on investment securities, net in the Consolidated Statements of Income, while the amounts reclassified from accumulated other comprehensive income for the defined benefit retirement plan are a component of salaries and employee benefits expense and other expense in the Consolidated Statements of Income.

<i>(in thousands)</i>	Unrealized Gains (Losses) on Securities (1)	Pension and Postretirement Plans (2)	Accumulated Other Comprehensive Income (Loss), Net of Tax
Balance, December 31, 2022	\$ (148,772)	\$ 8,267	\$ (140,505)
Other comprehensive income (loss) before reclassifications, net of tax	21,945	1,044	22,989
Amounts reclassified from AOCI, net of tax	—	(1,246)	(1,246)
Net change	21,945	(202)	21,743
Balance, December 31, 2023	(126,827)	8,065	(118,762)
Other comprehensive income (loss) before reclassifications, net of tax	5,411	(1,454)	3,957
Amounts reclassified from AOCI, net of tax	(58)	(1,182)	(1,240)
Net change	5,353	(2,636)	2,717
Balance, December 31, 2024	(121,474)	5,429	(116,045)
Other comprehensive income (loss) before reclassifications, net of tax	64,212	948	65,160
Amounts reclassified from AOCI, net of tax	(5)	(795)	(800)
Net change	64,207	153	64,360
Balance, December 31, 2025	\$ (57,267)	\$ 5,582	\$ (51,685)

(1) For additional information about investment securities, refer to Note 3.

(2) For additional information about retirement plans, refer to Note 14.

NOTE 25. OTHER RELATED PARTY TRANSACTIONS

Loans are made to the Company's executive officers and directors and their associates during the ordinary course of business. The aggregate amount of loans to such related parties totaled \$566.12 million, \$532.94 million, and \$535.64 million as of December 31, 2025, 2024, and 2023, respectively. During 2025, new advances on all commitments to such parties totaled \$647.06 million, and repayments amounted to \$619.62 million. Included in the loans to related parties, at December 31, 2025, are \$120.51 million in unfunded commitments to extend credit to such related parties.

The Company rents space for various financial centers from companies associated with its directors. Rent expense related to these leases was \$2.43 million, \$2.18 million, and \$2.30 million for the years ended December 31, 2025, 2024, and 2023, respectively.

In the ordinary course of business, the Company acquired certain goods and services from companies associated with its directors and employees, including purchases of automobiles, construction of Company-owned facilities, and maintenance and furnishing of Company facilities. Amounts paid to these companies during the years ended December 31, 2025, 2024, and 2023, approximated \$1.10 million, \$1.72 million, and \$3.40 million, respectively.

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NOTE 26. SEGMENT REPORTING

The Company began reporting results under four reportable segments: Banking, Mortgage, Resort Vacation Management, and Insurance, beginning with quarter-end March 31, 2025. Prior to that date, the Company reported results under three reportable segments (Banking, Realty, and Insurance), with the Realty segment consisting of mortgage banking, a realty company, and property management companies (resort and long-term). In 2023, TowneBank sold the majority of its ownership interest in the realty company which, through the nature of its activities, had been a bridge between mortgage banking and property management, but continued to report the results of the Realty segment for comparability purposes through the year ended December 31, 2024. With this sale, the separation of Mortgage and Resort Vacation Management better aligns operating categories and reflects how Towne's leadership manages the business.

The Banking segment provides loan and deposit services to retail and commercial customers, as well as a variety of investment and asset management services. The Mortgage segment provides originations of a variety of mortgage loans which are originated and sold principally in the secondary market through purchase commitments from investors. The Resort Vacation Management segments provides residential resort property management services in multiple resort locations. The Insurance segment provides full-service commercial insurance, individual insurance, and employee benefit services.

All segments are service-based, however, a major distinction is the source of income. The Mortgage, Resort Vacation Management, and Insurance segments are commission and fee-based, while the Banking segment is driven principally by net interest income. Due largely to overlapping geographic markets, the Banking segment offers a distribution and referral network for the Mortgage and Insurance segments, and the Mortgage and Insurance segments offer a similar network for the Banking segment.

The Company has identified the Corporate Management Team as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the profit and loss of each segment based on its net income after income tax. Inter-segment transactions are recorded at cost and eliminated as part of the consolidation process. Because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities.

Information about reportable segments and a reconciliation of such information to the Consolidated Balance Sheets as of the dates indicated is provided below (dollars in thousands):

	Banking	Mortgage	Resort Vacation Management	Insurance	Consolidated Totals
December 31, 2025					
Total assets	\$ 18,430,307	\$ 304,664	\$ 103,321	\$ 849,049	\$ 19,687,341
Total expenditures for long lived assets - fixed assets	44,856	357	4,145	442	49,800
Total investment in equity method investees	20,871	314	—	—	21,185
December 31, 2024					
Total assets	\$ 16,045,510	\$ 342,100	\$ 124,026	\$ 726,685	\$ 17,238,321
Total expenditures for long lived assets - fixed assets	54,498	100	2,917	(250)	57,265
Total investment in equity method investees	21,218	349	—	—	21,567
Dollar change in total assets between years	2,384,797	(37,436)	(20,705)	122,364	2,449,020
Percentage change in total assets between years	14.86 %	(10.94)%	(16.69)%	16.84 %	14.21 %

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A reconciliation of reportable segments to the Consolidated Financial Statements for the periods indicated follows (dollars in thousands):

For the Year Ended December 31, 2025	Resort				Consolidated Totals
	Banking	Mortgage	Vacation Management	Insurance	
Interest income	\$ 828,769	\$ 17,491	\$ —	\$ —	\$ 846,260
Interest expense	269,184	13,616	(147)	—	282,653
Net interest income	559,585	3,875	147	—	563,607
Provision for credit losses	23,776	161	—	—	23,937
Net interest income after provision for credit losses	535,809	3,714	147	—	539,670
Noninterest income:					
Residential mortgage banking income, net	(1,974)	50,558	—	—	48,584
Insurance commissions and related income, net	(2,066)	—	—	103,079	101,013
Property management income, net	—	—	57,620	—	57,620
Service charges on deposit accounts	15,663	—	—	—	15,663
Credit card merchant fees, net	7,208	—	—	—	7,208
Investment income, net	13,318	—	—	—	13,318
BOLI	8,648	271	—	—	8,919
Income from unconsolidated subsidiaries	1,782	250	—	—	2,032
Gain on sale of equity investments	2,000	—	—	125	2,125
Net gain (loss) on investment securities	6	—	—	—	6
Other noninterest income	14,850	745	3	24	15,622
Total noninterest income	59,435	51,824	57,623	103,228	272,110
Total revenue	619,020	55,699	57,770	103,228	835,717
Noninterest expense:					
Salaries and employee benefits	214,256	29,696	21,313	52,227	317,492
Occupancy	30,896	3,900	2,530	3,153	40,479
Furniture and equipment	16,795	667	1,628	661	19,751
Amortization - intangibles	8,724	—	2,547	5,507	16,778
Software	18,160	3,114	3,377	2,982	27,633
Data processing	11,574	755	4,385	496	17,210
Professional fees	8,880	663	517	1,062	11,122
Advertising and marketing	9,373	1,757	3,203	794	15,127
FDIC and other insurance	11,028	470	314	512	12,324
Acquisition-related expenses	53,447	1,780	—	—	55,227
Other expenses	52,916	9,952	2,383	3,170	68,421
Total noninterest expense	436,049	52,754	42,197	70,564	601,564
Income (loss) before income tax, corporate allocation, and noncontrolling interest	159,195	2,784	15,573	32,664	210,216
Corporate allocation	5,924	(1,821)	(1,262)	(2,841)	—
Income (loss) before income tax provision and noncontrolling interest	165,119	963	14,311	29,823	210,216
Provision for income tax expense	27,900	39	3,811	7,675	39,425
Net income (loss)	137,219	924	10,500	22,148	170,791
Net income attributable to noncontrolling interest	(267)	(778)	(220)	—	(1,265)
Net income (loss) attributable to TowneBank	\$ 136,952	\$ 146	\$ 10,280	\$ 22,148	\$ 169,526
Net income (loss) as percentage of consolidated income	80.79 %	0.09 %	6.06 %	13.06 %	100.00 %
Depreciation included in occupancy, furniture and equipment, and software	\$ 21,660	\$ 551	\$ 798	\$ 440	\$ 23,449
Efficiency ratio (GAAP)	70.44 %	94.71 %	73.04 %	68.36 %	71.98 %

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For the Year Ended December 31, 2025	Banking	Mortgage	Resort Vacation Management	Insurance	Consolidated Totals
Impact of excluding net gain on security investments, gain on equity investments, goodwill and other intangibles and amortization	(1.18)%	— %	(4.41)%	(5.26)%	(1.83)%
Efficiency ratio (non-GAAP)	69.26 %	94.71 %	68.63 %	63.10 %	70.15 %

For the Year Ended December 31, 2024	Banking	Mortgage	Resort Vacation Management	Insurance	Consolidated Totals
Interest income	\$ 758,309	\$ 16,219	\$ —	\$ —	\$ 774,528
Interest expense	318,892	13,065	(34)	—	331,923
Net interest income	439,417	3,154	34	—	442,605
Provision for credit losses	(665)	117	—	—	(548)
Net interest income after provision for credit losses	440,082	3,037	34	—	443,153
Noninterest income:					
Residential mortgage banking income, net	(1,629)	48,586	—	—	46,957
Insurance commissions and related income, net	(1,588)	—	—	100,150	98,562
Property management income, net	—	—	50,028	—	50,028
Service charges on deposit accounts	12,838	—	—	—	12,838
Credit card merchant fees, net	6,529	—	—	—	6,529
Investment income, net	10,953	—	—	—	10,953
BOLI	11,181	263	—	—	11,444
Income from unconsolidated subsidiaries	1,028	216	—	—	1,244
Gain on sale of equity investments	—	—	—	238	238
Net gain (loss) on investment securities	74	—	—	—	74
Other noninterest income	10,559	1,147	73	35	11,814
Total noninterest income	49,945	50,212	50,101	100,423	250,681
Total revenue	489,362	53,366	50,135	100,423	693,286
Noninterest expense:					
Salaries and employee benefits	190,391	26,684	21,737	50,436	289,248
Occupancy	28,579	4,079	2,561	3,090	38,309
Furniture and equipment	15,423	636	1,751	809	18,619
Amortization - intangibles	4,378	288	2,443	5,660	12,769
Software	17,358	3,127	3,434	2,897	26,816
Data processing	10,503	717	5,334	457	17,011
Professional fees	12,576	847	930	781	15,134
Advertising and marketing	8,743	1,643	4,558	683	15,627
FDIC and other insurance	10,719	399	239	464	11,821
Acquisition-related expenses	875	—	466	1	1,342
Other expenses	42,032	9,738	2,560	2,890	57,220
Total noninterest expense	341,577	48,158	46,013	68,168	503,916
Income (loss) before income tax, corporate allocation, and noncontrolling interest	148,450	5,091	4,122	32,255	189,918
Corporate allocation	4,696	(1,759)	—	(2,937)	—
Income (loss) before income tax provision and noncontrolling interest	153,146	3,332	4,122	29,318	189,918
Provision for income tax expense	18,006	619	1,397	7,523	27,545
Net income (loss)	135,140	2,713	2,725	21,795	162,373
Net income attributable to noncontrolling interest	(29)	(967)	(21)	—	(1,017)

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For the Year Ended December 31, 2024	Resort				Consolidated
	Banking	Mortgage	Vacation Management	Insurance	
Net income (loss) attributable to TowneBank	\$ 135,111	\$ 1,746	\$ 2,704	\$ 21,795	\$ 161,356
Net income (loss) as percentage of consolidated income	83.73 %	1.08 %	1.68 %	13.51 %	100.00 %
Depreciation included in occupancy, furniture and equipment, and software	\$ 20,131	\$ 546	\$ 797	\$ 522	\$ 21,996
Efficiency ratio (GAAP)	69.80 %	90.24 %	91.78 %	67.88 %	72.69 %
Impact of excluding net gain on security investments, gain on equity investments, goodwill and other intangibles and amortization	(0.88)%	(0.54)%	(4.87)%	(5.49)%	(1.81)%
Efficiency ratio (non-GAAP)	68.92 %	89.70 %	86.91 %	62.39 %	70.88 %

For the Year Ended December 31, 2023	Resort				Consolidated
	Banking	Mortgage	Vacation Management	Insurance	
Interest income	\$ 689,030	\$ 16,164	\$ 48	\$ —	\$ 705,242
Interest expense	232,959	14,504	—	(1)	247,462
Net interest income	456,071	1,660	48	1	457,780
Provision for credit losses	19,273	(594)	—	—	18,679
Net interest income after provision for credit losses	436,798	2,254	48	1	439,101
Noninterest income:					
Residential mortgage banking income, net	(1,872)	41,287	—	—	39,415
Insurance commissions and related income, net	—	443	—	89,862	90,305
Property management income, net	—	425	46,658	—	47,083
Service charges on deposit accounts	11,631	—	—	—	11,631
Credit card merchant fees, net	6,709	—	—	—	6,709
Investment income, net	8,962	—	—	—	8,962
BOLI	7,154	248	—	—	7,402
Income from unconsolidated subsidiaries	343	(1,309)	—	—	(966)
Gain on sale of equity investments	—	8,833	—	544	9,377
Net gain (loss) on investment securities	—	—	—	—	—
Other noninterest income	10,531	4,666	3	516	15,716
Total noninterest income	43,458	54,593	46,661	90,922	235,634
Total revenue	499,529	56,253	46,709	90,923	693,414
Noninterest expense:					
Salaries and employee benefits	170,733	32,332	20,626	46,467	270,158
Occupancy	26,698	5,312	1,846	3,030	36,886
Furniture and equipment	13,771	1,061	1,483	863	17,178
Amortization - intangibles	5,154	575	2,328	6,098	14,155
Software	16,065	3,332	2,933	2,336	24,666
Data processing	8,972	621	4,834	606	15,033
Professional fees	10,162	864	760	500	12,286
Advertising and marketing	8,039	2,779	3,870	702	15,390
FDIC and other insurance	15,101	538	129	461	16,229
Acquisition-related expenses	9,083	288	137	86	9,594
Other expenses	42,397	11,363	2,111	1,776	57,647
Total noninterest expense	326,175	59,065	41,057	62,925	489,222
Income (loss) before income tax, corporate allocation, and noncontrolling interest	154,081	(2,218)	5,652	27,998	185,513

TOWNEBANK

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended December 31, 2023	Resort Vacation				Consolidated Totals
	Banking	Mortgage	Management	Insurance	
Corporate allocation	4,817	(2,152)	—	(2,665)	—
Income (loss) before income tax provision and noncontrolling interest	158,898	(4,370)	5,652	25,333	185,513
Provision for income tax expense	23,866	(1,048)	1,576	6,521	30,915
Net income (loss)	135,032	(3,322)	4,076	18,812	154,598
Net income attributable to noncontrolling interest	—	(835)	(558)	—	(1,393)
Net income (loss) attributable to TowneBank	\$ 135,032	\$ (4,157)	\$ 3,518	\$ 18,812	\$ 153,205
Net income (loss) as percentage of consolidated income	88.13 %	(2.71)%	2.30 %	12.28 %	100.00 %
Depreciation included in occupancy, furniture and equipment, and software	\$ 17,945	\$ 804	\$ 717	\$ 605	\$ 20,071
Efficiency ratio (GAAP)	65.30 %	105.00 %	87.90 %	69.21 %	70.55 %
Impact of excluding net gain on security investments, gain on equity investments, goodwill and other intangibles and amortization	(1.04)%	18.34 %	(4.98)%	(6.33)%	(1.10)%
Efficiency ratio (non-GAAP)	64.26 %	123.34 %	82.92 %	62.88 %	69.45 %

The following table provides the change in net income, comparing the years ended December 31, 2025 and 2024 (dollars in thousands):

	Resort Vacation				Consolidated
	Banking	Mortgage	Management	Insurance	
Net income attributable to TowneBank	\$ 1,841	\$ (1,600)	\$ 7,576	\$ 353	\$ 8,170

NOTE 27. EARNINGS PER SHARE

The following table summarizes information related to the computation of basic and diluted earnings per share (dollars in thousands, except per share data):

Year Ended December 31,	2025	2024	2023
Basic			
Net income available to common shareholders	\$ 169,526	\$ 161,356	\$ 153,205
Weighted average common shares outstanding	76,413,465	74,929,641	74,645,906
Basic earnings per common share	\$ 2.22	\$ 2.15	\$ 2.05
Diluted			
Net income available to common shareholders	\$ 169,526	\$ 161,356	\$ 153,205
Annualized interest impact of Series IV Notes, net of tax	166	—	—
Net income available to common shareholders, for diluted EPS	\$ 169,692	\$ 161,356	\$ 153,205
Weighted average common shares outstanding	76,413,465	74,929,641	74,645,906
Effect of dilutive securities:			
Impact of Series IV Notes	96,872	8,590	—
Stock compensation plans (1)	241,521	231,468	15,670
Weighted average diluted shares outstanding	76,751,858	75,169,699	74,661,576
Diluted earnings per common share	\$ 2.21	\$ 2.15	\$ 2.05

(1) There were no anti-dilutive stock options or restricted stock shares to be excluded from the computation of diluted earnings per share during 2025, 2024, and 2023, respectively.

TOWNEBANK
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

None.

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. An evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) was carried out as of December 31, 2025, under the supervision and with the participation of our Chief Executive Officer, Chief Financial Officer, and several other members of our senior management. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report.

Management's Report on Internal Control Over Financial Reporting. The annual report of management on the effectiveness of our internal control over financial reporting and the attestation report thereon, issued by our independent registered public accounting firm are set forth on pages 77 and 78 and incorporated herein by reference.

Changes in Internal Control Over Financial Reporting. There were no changes in our internal controls over financial reporting that occurred during the last fiscal quarter which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

(a) None.

(b) During the quarter ended December 31, 2025, no director or Section 16 officer of TowneBank adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Reference is made to the information in the sections entitled, "Election of Directors," "Delinquent Section 16(a) Reports," and "Board of Directors and Committees" of our definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 20, 2026 ("2026 Proxy Statement"), which sections are incorporated herein by reference. The following information is provided, as of February 27, 2026, for those executive officers who are not directors.

Name (Age)	Principal Occupation During Past Five Years
Varun Chandhok (54)	Senior Executive Vice President and Chief Information Officer ("CIO") since January 2026; Executive Vice President and CIO at WesBanco from March 2025 to December 2025; Executive Vice President and Chief Information and Operations Officer at Premier Financial Corp. from March 2021 to March 2025; Divisional CIO and Chief Architect at M&T Bank from September 2017 to March 2021.
R. Lee Clark (58)	Senior Executive Vice President and Chief Operating Officer since January 2023; Senior Executive Vice President and Chief Human Resources Officer from November 2019 to December 2022; Executive Vice President and Director of Banking Operations from July 2014 to October 2019; Executive Vice President - Loan Administration from June 2011 to June 2014.
Matthew C. Davis (59)	Senior Executive Vice President and Chief Strategy Officer since January 2026; President and Regional Banking Director for North Carolina from October 2022 to January 2026; Senior Executive Vice President and Chief Strategy and Risk Officer from September 2019 to September 2022; President, NC Region of TowneBank from February 2018 to August 2019; Chief Operating Officer, Paragon Bank, from December 2012 to January 2018.
Kevin L. Fly (60)	Senior Executive Vice President and Chief Accounting Officer since May 2018; Executive Vice President - Financial Reporting, Tax, and Policy from June 2013 to May 2018.
Dawn S. Glynn (58)	President of the Corporate Services Group and Chief Experience Officer since October 2022; President, Hampton Roads and Northeastern North Carolina from August 2020 to September 2022; President, Retail and Private Banking from January 2019 to August 2020; President and Regional Executive Officer for Portsmouth/Chesapeake/Suffolk from 2016 to 2018.
William B. Littreal (55)	Senior Executive Vice President and Chief Financial Officer since March 2018; Senior Executive Vice President and Chief Strategy Officer and Director of Investor Relations from June 2016 to February 2018; Senior Executive Vice President and Chief Operating Officer from April 2011 to June 2016.
Ernest Piccioli (59)	Senior Executive Vice President and Chief Risk Officer since May 2023; Executive Vice President and Business Unit Chief Risk Officer Retail and Small Business Banking Unit at Truist Financial Corporation/BB&T from December 2018 to April 2023.
Philip M. Rudisill (60)	Senior Executive Vice President and Chief Credit Officer since July 2011.
Brian K. Skinner (55)	President and Regional Banking Director for Virginia and Northeastern North Carolina since October 2022; President and Chief Executive Officer of Towne Financial Services Group from May 2021 to September 2022; Senior Executive Vice President and Chief Banking Officer from January 2019 to May 2021; Regional Executive Officer of Peninsula/Williamsburg from 2007 to 2018.
George P. Whitley (73)	Senior Executive Vice President and Chief Legal Officer since October 2016; Partner, LeClairRyan, Richmond, Virginia, from May 1994 to September 2016.

Code of Ethical Conduct

We have adopted a Code of Ethical Conduct that applies to our Executive Chairman, Chief Executive Officer, and other executive officers and senior financial officers, including our Chief Financial Officer, Chief Accounting

TOWNE BANK

PART III

Officer, Chief Audit Executive, any person Executive Vice President and above in a Corporate Accounting position, any Regulation O executive officers, along with any person serving in an equivalent position regardless of whether or not they are designated as executive officers for Regulation O purposes, or any persons serving in equivalent positions within the Company. The Code of Ethical Conduct is included as Exhibit 14. Any changes in or waivers from our Code of Ethical Conduct applicable to the Executive Chairman, Chief Executive Officer, and any other executive officer or senior financial officer shall be promptly disclosed through a filing with the FDIC on Form 8-K.

A written copy of our Code of Ethical Conduct is available free of charge to shareholders who request it by writing to: TowneBank, 6001 Harbour View Boulevard, Suffolk, Virginia 23435. We also provide this information on our website, www.townebank.com, under Investor Relations, Governance Documents, Code of Conduct.

Insider Trading Policy

The Company has adopted an insider trading policy governing the purchase, sale, and/or other disposition of the Company's securities by directors, officers, and employees that is designed to promote compliance with insider trading laws, rules, and regulations, and any listing standards applicable to the Company. A copy of such policy is filed as Exhibit 19 to this Form 10-K.

Item 11. EXECUTIVE COMPENSATION

Reference is made to the information in the sections entitled, "Compensation Committee Report," "Compensation Discussion and Analysis," "Named Executive Officers Compensation," "Compensation of Directors," and "Board of Directors and Committees," of the 2026 Proxy Statement, which sections are incorporated herein by reference.

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

Reference is made to the information in the section entitled, "Ownership of Company Common Stock," of the 2026 Proxy Statement, which section is incorporated herein by reference.

The following table summarizes information, as of December 31, 2025, relating to our stock incentive plans, pursuant to which grants of options to acquire shares of common stock may be awarded from time to time:

	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (1)
	(A)	(B)	(C)
Equity compensation plans approved by security holders	—	—	1,676,881
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	1,676,881

(1) Consists of shares available for future issuance under TowneBank's equity compensation plans.

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

Reference is made to the information in the sections entitled, "Related Party Transactions," "Election of Directors," and "Board of Directors and Committees," of the 2026 Proxy Statement, which sections are incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Reference is made to the information in the section entitled, "Accounting Firm Fees," of the 2026 Proxy Statement, which section is incorporated herein by reference.

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Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

a) The following documents are filed as part of this Form 10-K.

(1) ***Financial Statements***

The following documents and reports of independent registered public accountants of the Company are in Part II, Item 8 of this Form 10-K:

Report of Independent Registered Public Accounting Firm;
Management's Report on Internal Control;
Consolidated Balance Sheets - December 31, 2025 and 2024;
Consolidated Statements of Income - Years ended December 31, 2025, 2024, and 2023;
Consolidated Statements of Comprehensive Income - December 31, 2025, 2024, and 2023;
Consolidated Statements of Equity - December 31, 2025, 2024, and 2023;
Consolidated Statements of Cash Flows - December 31, 2025, 2024, and 2023;
Notes to Consolidated Financial Statements - December 31, 2025, 2024, and 2023.

(2) ***Financial Statement Schedules***

All schedules are omitted since they are not required, not applicable, or the required information is shown in the Consolidated Financial Statements or notes thereto.

(3) ***Exhibits***

The following exhibits are filed as part of this Form 10-K, and this list includes the Exhibit Index.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Reorganization, dated as of September 23, 2024, by and among TowneBank, Cardinal Sub, Inc., Village Bank and Trust Financial Corp. and Village Bank (incorporated herein by reference to Exhibit 2.1 to our Form 8-K, previously filed with the FDIC on September 25, 2024).
2.2	Agreement and Plan of Merger, dated as of April 2, 2025, by and among TowneBank, Old Point Financial Corporation and The Old Point National Bank of Phoebus (incorporated herein by reference to Exhibit 2.1 to our Form 8-K, previously filed with the FDIC on April 7, 2025).
2.3	Agreement and Plan of Merger, dated as of August 18, 2025, by and between

PART IV

- TowneBank and Dogwood State Bank (incorporated herein by reference to Exhibit 2.1 to our Form 8-K, previously filed with the FDIC on August 22, 2025).
- 3.1 Articles of Incorporation, as amended (incorporated herein by reference to Exhibit 3.1 to our Form 10-Q, previously filed with the FDIC on August 6, 2014).
- 3.2 Articles of Amendment to the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our Form 8-K, previously filed with the FDIC on December 14, 2018).
- 3.3 Articles of Amendment to the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our Form 8-K, previously filed with the FDIC on November 16, 2022).
- 3.4 Bylaws, as amended (incorporated herein by reference to Exhibit 3.2 to our Form 8-K, previously filed with the FDIC on March 31, 2020).
- 4.1 Form of Global 3.125% Subordinated Note due 2032 (incorporated herein by reference to Exhibit 4.1 to our Form 8-K, previously filed with the FDIC on February 9, 2022).
- 4.2 Issuing and Paying Agency Agreement, dated February 9, 2022, between TowneBank and U.S. Bank Trust Company, N.A. (incorporated herein by reference to Exhibit 4.2 to our Form 8-K, previously filed with the FDIC on February 9, 2022).
- 4.3 Indenture, dated November 29, 2024, between TowneBank and U.S. Bank Trust Company, National Association (incorporated herein by reference to Exhibit 2.1 to our Form 8-K, previously filed with the FDIC on December 5, 2024).
- 4.4 Form of 6.0% Convertible Subordinated Capital Note due 2029 (included as Exhibit A to the Indenture filed as Exhibit 4.1) (incorporated herein by reference to Exhibit 2.1 to our Form 8-K, previously filed with the FDIC on December 5, 2024).
- 4.5 Certain instruments defining the rights of holders of long-term debt securities of TowneBank assumed as successor to companies that it has acquired are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. TowneBank hereby undertakes to furnish to the FDIC, upon request, copies of any such instruments.
- 4.6 Description of TowneBank's Securities.
- 10.1 Form of Employment Agreement entered into between TowneBank and G. Robert Aston, Jr. (incorporated herein by reference to Exhibit 10.5 to our 2002 Form 10-K, previously filed with the FDIC on March 26, 2003).
- 10.2 Form of Change in Control Agreement entered into between TowneBank and G. Robert Aston, Jr. (incorporated herein by reference to Exhibit 10.4 to our 2003 Form 10-K, previously filed with the FDIC on February 25, 2004).
- 10.3 First Amendment to the Amended and Restated Change in Control Employment Agreement, dated May 15, 2019, between TowneBank and G. Robert Aston, Jr. (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on May 15, 2019).
- 10.4 Supplemental Executive Retirement Plan Agreement Amendment, effective as of January 1, 2023, between TowneBank and G. Robert Aston, Jr. (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on December 21, 2023).
- 10.5 Amended and Restated Split Dollar Life Insurance Agreement, dated as of August 24, 2016, entered into between TowneBank and the trustees of two

- separate irrevocable life insurance trusts established by G. Robert Aston, Jr., for the benefit of certain family members (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on August 30, 2016).
- 10.6 Form of Supplemental Executive Retirement Plan (incorporated herein by reference to Exhibit 10.7 to our 2008 Form 10-K, previously filed with the FDIC on March 13, 2009).
- 10.7 Amended and Restated Employment Agreement, dated as of March 3, 2023, between TowneBank and William I. Foster III (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on March 9, 2023).
- 10.8 First Amendment to the Amended and Restated Employment Agreement, dated as of November 20, 2025, by and between TowneBank and William I. Foster III (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on November 25, 2025).
- 10.9 Amended and Restated Change in Control Employment Agreement, dated as of March 3, 2023, between TowneBank and William I. Foster III (incorporated herein by reference to Exhibit 10.2 to our Form 8-K, previously filed with the FDIC on March 9, 2023).
- 10.10 First Amendment to the Amended and Restated Change in Control Employment Agreement, dated as of November 20, 2025, by and between TowneBank and William I. Foster III (incorporated herein by reference to Exhibit 10.2 to our Form 8-K, previously filed with the FDIC on November 25, 2025).
- 10.11 Amendment to TowneBank Supplemental Executive Retirement Plan Agreement, effective as of January 1, 2023, between TowneBank and William I. Foster III (incorporated herein by reference to Exhibit 10.3 to our Form 8-K, previously filed with the FDIC on March 9, 2023).
- 10.12 Amended and Restated Employment Agreement, dated as of November 20, 2025, by and between TowneBank and William B. Littreal (incorporated herein by reference to Exhibit 10.3 to our Form 8-K, previously filed with the FDIC on November 25, 2025).
- 10.13 Amended and Restated Change in Control Employment Agreement, dated as of November 20, 2025, by and between TowneBank and William B. Littreal (incorporated herein by reference to Exhibit 10.4 to our Form 8-K, previously filed with the FDIC on November 25, 2025).
- 10.14 Supplemental Executive Retirement Plan Agreement Amendment, effective as of January 1, 2023, between TowneBank and William B. Littreal (incorporated herein by reference to Exhibit 10.2 to our Form 8-K, previously filed with the FDIC on December 21, 2023).
- 10.15 Amended and Restated Employment Agreement, dated as of December 21, 2023, between TowneBank and William T. Morrison (incorporated herein by reference to Exhibit 10.1 to our Form 10-Q, previously filed with the FDIC on May 8, 2024).
- 10.16 Amended and Restated Change in Control Employment Agreement, dated as of December 21, 2023, between TowneBank and William T. Morrison (incorporated herein by reference to Exhibit 10.2 to our Form 10-Q, previously filed with the FDIC on May 8, 2024).
- 10.17 Amended and Restated Employment Agreement, dated as of December 20, 2023, between TowneBank and Brian K. Skinner (incorporated herein by reference to Exhibit 10.3 to our Form 10-Q, previously filed with the FDIC on

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	May 8, 2024).
10.18	Amended and Restated Change in Control Employment Agreement, dated as of December 20, 2023, between TowneBank and Brian K. Skinner (incorporated herein by reference to Exhibit 10.4 to our Form 10-Q, previously filed with the FDIC on May 8, 2024).
10.19	TowneBank Supplemental Executive Retirement Plan Agreement, effective as of January 1, 2019, between TowneBank and Brian K. Skinner (incorporated herein by reference to Exhibit 10.5 to our Form 10-Q, previously filed with the FDIC on May 8, 2024).
10.20	TowneBank 2017 Stock Incentive Plan (incorporated herein by reference to Appendix A to the Proxy Statement for the 2017 Annual Meeting of Shareholders on Schedule 14A, previously filed with the FDIC on April 21, 2017).
10.21	TowneBank 2025 Stock Incentive Plan.
10.22	Letter Agreement, dated as of November 2, 2022, between TowneBank and J. Morgan Davis (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, previously filed with the FDIC on November 2, 2022).
14	Code of Ethical Conduct (incorporated herein by reference to Exhibit 14 to our 2023 Form 10-K, previously filed with the FDIC on February 28, 2024).
19	TowneBank Statement of Company Policy Regarding Insider Trading.
21	Subsidiaries of TowneBank.
31.1	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification Pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
97	Incentive Compensation Clawback Policy (incorporated herein by reference to Exhibit 97 to our 2023 Form 10-K, previously filed with the FDIC on February 28, 2024).

- b) See (a)(3) above for all exhibits filed herewith and the Exhibit Index.
- c) All schedules are omitted as the required information is not applicable or the information is presented in the Consolidated Financial Statements or related Notes.

Item 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOWNE BANK

Registrant

February 27, 2026
Date

/s/William I. Foster III
By: William I. Foster III
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 27, 2026:

SIGNATURES

/s/ G. Robert Aston, Jr.
G. Robert Aston, Jr.

Executive Chairman of the Board, Director

/s/ Jeffrey F. Benson
Jeffrey F. Benson

Vice Chairman of the Board, Director

/s/ Richard Cullen
Richard Cullen

Director

/s/ J. Morgan Davis
J. Morgan Davis

Director

/s/ Douglas D. Ellis
Douglas D. Ellis

Director

/s/ Andrew S. Fine
Andrew S. Fine

Director

SIGNATURES

/s/ Kevin L. Fly

Kevin L. Fly

Senior Executive Vice President and Chief Accounting Officer
(principal accounting officer)

/s/ William I. Foster III

William I. Foster III

President and Chief Executive Officer, Director
(principal executive officer)

/s/ Robert C. Hatley

Robert C. Hatley

Director

/s/ Frank E. Jenkins, Jr.

Frank E. Jenkins, Jr.

Director

/s/ Steven W. Jones

Steven W. Jones

Director

/s/ Howard J. Jung

Howard J. Jung

Director

/s/ John R. Lawson, II

John R. Lawson, II

Director

/s/ Aubrey L. Layne, Jr.

Aubrey L. Layne, Jr.

Director

/s/ Harry T. Lester

Harry T. Lester

Director

/s/ W. Ashton Lewis

W. Ashton Lewis

Lead Director

/s/ William B. Littreal

William B. Littreal

Senior Executive Vice President and Chief Financial Officer
(principal financial officer)

SIGNATURES

<u>/s/ Stephanie J. Marioneaux</u> Stephanie J. Marioneaux	Director
<u>Juan M. Montero, II</u>	Director
<u>/s/ R. Scott Morgan</u> R. Scott Morgan	Director
<u>/s/ William T. Morrison</u> William T. Morrison	President and CEO of Towne Financial Services Group, Director
<u>/s/ Thomas K. Norment, Jr.</u> Thomas K. Norment, Jr.	Director
<u>/s/ Robert M. Oman</u> Robert M. Oman	Director
<u>/s/ R.V. Owens, III</u> R.V. Owens, III	Director
<u>/s/ George R. Perkins, III</u> George R. Perkins, III	Director
<u>/s/ J. Christopher Perry</u> J. Christopher Perry	Director
<u>/s/ Elizabeth W. Robertson</u> Elizabeth W. Robertson	Director
<u>/s/ Sachin S. Shetty</u> Sachin S. Shetty	Director
<u>/s/ Alan S. Witt</u> Alan S. Witt	Director

DESCRIPTION OF TOWNEBANK'S SECURITIES

TowneBank's common stock is the only class of its securities registered under Section 12 of the Securities Exchange Act of 1934. The common stock is registered with the Federal Deposit Insurance Corporation. The following summary description of the material features of TowneBank's common stock is qualified in its entirety by reference to TowneBank's articles of incorporation and bylaws, each as amended. For more information, refer to TowneBank's articles of incorporation and bylaws and any applicable provisions of relevant law, including the Virginia Stock Corporation Act (the "Virginia SCA") and federal laws governing banks.

General

TowneBank is authorized to issue 150,000,000 shares of common stock, par value \$1.667 per share. Each share of TowneBank's common stock has the same relative rights as, and is identical in all respects to, each other share of its common stock. TowneBank's common stock is traded on the Nasdaq Global Select Market under the symbol "TOWN." The transfer agent for TowneBank's common stock is Computershare, Inc., PO Box 43006, Providence, Rhode Island 02940. TowneBank's common stock is not a deposit or a savings account and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Dividends

TowneBank's shareholders are entitled to receive dividends or distributions that its board of directors may declare out of funds legally available for those payments. The payment of distributions by TowneBank is subject to the restrictions of Virginia law applicable to the declaration of distributions by a Virginia banking corporation. Under Virginia law, TowneBank's board of directors may declare a dividend out of the net undivided profits of the bank, after providing for all expenses, losses, interest and taxes accrued or due. No dividend may be declared or paid by TowneBank that would impair its paid-in capital. To determine the net undivided profits, all debts due to TowneBank on which interest is past due and unpaid for a period of 12 months, unless well secured and in process of collection by law, are deducted from the undivided profits in addition to all expenses, losses, interest and taxes accrued. In addition, the payment of distributions to shareholders is subject to any prior rights of outstanding preferred stock. The ability of TowneBank to pay dividends in the future is and could be further influenced by bank regulatory requirements and capital guidelines.

Liquidation Rights

In the event of any liquidation, dissolution or winding up of TowneBank, the holders of shares of its common stock will be entitled to receive, after payment of all debts and liabilities of TowneBank and after satisfaction of all liquidation preferences applicable to any preferred stock, all remaining assets of TowneBank available for distribution in cash or in kind.

Voting Rights

The holders of TowneBank's common stock are entitled to one vote per share and, in general, a majority of votes cast with respect to a matter is sufficient to authorize action upon routine matters. Directors are elected by a plurality of the votes cast, and shareholders do not have the right to accumulate their votes in the election of directors.

Classes of Directors

TowneBank's board of directors is divided into three classes, apportioned as evenly as possible, with directors serving staggered three-year terms.

No Preemptive Rights; Redemption and Assessment

Holders of shares of TowneBank's common stock are not entitled to preemptive rights with respect to any shares that may be issued. TowneBank's common stock is not subject to redemption or any sinking fund and the outstanding shares are fully paid and nonassessable.

Preferred Stock

TowneBank is authorized to issue 2,000,000 shares of preferred stock, par value \$5.00 per share. TowneBank's board of directors is empowered to authorize the issuance, in one or more series, of shares of preferred stock at such times, for such purposes and for such consideration as it may deem advisable without shareholder approval. TowneBank's board is also authorized to fix the designations, voting, conversion, preference and other relative rights, qualifications and limitations of any such series of preferred stock. TowneBank's board, without shareholder approval, may authorize the issuance of one or more series of preferred stock with voting and conversion rights which could adversely affect the voting power of the holders of TowneBank's common stock. The creation and issuance of any series of preferred stock, and the relative rights, designations and preferences of such series, if and when established, will depend upon, among other things, the future capital needs of TowneBank, then existing market conditions and other factors that, in the judgment of TowneBank's board, might warrant the issuance of preferred stock.

Anti-takeover Provisions

Certain provisions of the articles of incorporation and bylaws of TowneBank may discourage attempts to acquire control of TowneBank. These provisions also may render the removal of one or all directors more difficult or deter or delay corporate changes of control that TowneBank's board of directors did not approve. These provisions include the following:

Classified Board of Directors. TowneBank's articles of incorporation provide for classification of TowneBank's board of directors into three separate classes, which may have certain anti-takeover effects. For example, at least two annual meetings of shareholders may be required for the shareholders to replace a majority of the directors serving on TowneBank's board of directors.

Authorized Preferred Stock. TowneBank's board of directors may, subject to application of Virginia law and federal banking regulations, authorize the issuance of preferred stock at such times, for such purposes and for such consideration as the board may deem advisable without further shareholder approval. The issuance of preferred stock under certain circumstances may have the effect of discouraging an attempt by a third party to acquire control of TowneBank by, for example, authorizing the issuance of a series of preferred stock with rights and preferences designed to impede the proposed transaction.

Supermajority Voting Provisions. TowneBank's articles of incorporation state that certain significant corporate actions must be approved by a majority of all the votes entitled to be cast on the action by each voting group entitled to vote at a meeting at which a quorum of the voting group is present, provided that the action has been approved and recommended by at least two-thirds of the directors in office at the time of such approval and recommendation. If the action is not so approved and recommended by two-thirds of the directors in office, then the action must be approved by the affirmative vote of 80% or more of all of the votes entitled to be cast on such action by each voting group entitled to vote. These significant corporate actions include: adoption of plans of merger or share exchange; sales of all or substantially all of TowneBank's assets other than in the ordinary course of business; adoption of plans of dissolution; and amendments to or restatement of TowneBank's articles of incorporation.

Removal of Directors. TowneBank's articles of incorporation provide that any director may be removed by shareholders only for cause and only if the number of votes cast to remove the director constitutes a majority of the votes entitled to be cast at an election of directors of the voting group or voting groups by which the director was elected. Absent this provision, under Virginia law, a director may be removed with or without cause by a majority

vote of the holders of the corporation's outstanding voting stock. The requirement that directors may only be removed for cause may provide anti-takeover protection through perpetuating the terms of incumbent directors by making it more difficult for shareholders to remove directors and replace them with their own nominees.

No Cumulative Voting. TowneBank's articles of incorporation do not provide for cumulative voting for any purpose. The absence of cumulative voting may afford anti-takeover protection by making it more difficult for shareholders of TowneBank to elect nominees opposed by the board of directors.

Special Meetings of Shareholders. The bylaws of TowneBank contain a provision pursuant to which special meetings of the shareholders of TowneBank may only be called by the chairman of the board, the chief executive officer, the president or by a majority of the board of directors. This provision is designed to afford anti-takeover protection by ensuring that only the board of directors and certain members of management may call a special meeting of shareholders to consider a proposed merger or other business combination.

Shareholder Nominations and Proposals. TowneBank's bylaws require a shareholder who intends to nominate a candidate for election to the board of directors, or to raise new business at a shareholder meeting, to deliver written notice to the Secretary of TowneBank not fewer than 60 days nor more than 90 days prior to the first anniversary of the preceding year's annual meeting; provided, however, if the date of the annual meeting is advanced by more than 30 days or delayed by more than 60 days from such anniversary date, notice by the shareholder must be delivered not earlier than the 90th day prior to such annual meeting and not later than the close of business on the later of the 60th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made.

The notice provision in TowneBank's bylaws requires TowneBank's shareholders who desire to raise new business to provide certain information to the corporation concerning the nature of the new business, the shareholder and the shareholder's interest in the business matter. Similarly, a TowneBank shareholder wishing to nominate any person for election as a director must provide TowneBank with certain information concerning the nominee and the proposing shareholder. These requirements may discourage TowneBank's shareholders from submitting director nominations and proposals.



Insider Trading Policy

12/17/2025

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1.0 Introduction

1.1 Scope

The Insider Trading Policy (this “Policy”) applies to TowneBank and its divisions, subsidiaries, and affiliates where TowneBank is the majority owner of the affiliate company, except where a different policy applies.

1.2 Purpose and Objective

Federal securities laws prohibit any person from trading securities on the basis of “material nonpublic information” (described in detail below) or from disclosing material nonpublic information to others who might trade on the basis of that information. These laws impose severe sanctions on individuals who violate them and may impose sanctions on TowneBank if TowneBank has failed to take appropriate steps to prevent such violations. The Board of Directors of TowneBank has adopted this Policy to prevent insider trading or allegations of insider trading, and to protect TowneBank’s reputation for integrity and ethical conduct.

2.0 Roles and Responsibilities

2.1 Board of Directors

The Corporate Board of Directors is responsible for annual approval of this Policy. The Corporate Board of Directors is responsible for oversight of this Policy. The Corporate Board of Directors is individually accountable for knowledge of and adherence to all applicable laws and regulations and procedures subject to this Policy.

2.2 Management

Deputy Chief Legal Officer

The Deputy Chief Legal Officer is responsible for reviewing this Policy annually. The Deputy Chief Legal Officer is responsible for working with the Board of Directors to implement this Policy and ensure compliance with the Policy.

2.3 Executive Officers, Senior Leadership, and Covered Employees

Executive Officers and Covered Persons (as defined below) are individually accountable for knowledge of and adherence to all applicable laws and regulations and all policies and procedures. Employees who know of a breach in this Policy must inform the Deputy Chief Legal Officer.

3.0 Policy Essentials

3.1 Applicability of Policy

1) Transactions. This Policy applies to all transactions in TowneBank’s securities, including common stock, options and any other securities that TowneBank may issue, such as preferred stock, notes, bonds and convertible securities, as well as to derivative securities relating to any of TowneBank’s securities, whether or not issued by TowneBank.

2) Insiders. This Policy applies to all (i) “executive officers” of TowneBank, (ii) members of TowneBank’s Board of Directors, (iii) employees of TowneBank and its subsidiaries, and (iv) “immediate family members” of the persons described in items (i) through (iii). These people are sometimes referred to in this Policy as “Insiders.” This Policy also applies to any person who receives material nonpublic information from any Insider, including outside attorneys, accountants, securities analysts, consultants, and employees of those organizations. Any person who possesses material nonpublic information regarding TowneBank will be considered an Insider for purposes of this Policy so long as the information constitutes material nonpublic information as described herein.

For purposes of this Policy, the term (i) “executive officers” means those individuals designated as “officers” of TowneBank for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), by TowneBank’s Board of Directors, and (ii) “immediate family member” means a person’s spouse, child, parent, or other relative residing in the same household.

3.2 TowneBank’s Policy

1) Trading on Material Nonpublic Information. No Insider shall engage in any transaction involving a purchase or sale of TowneBank’s securities, including any offer to purchase or offer to sell, during any period in which the Insider is in possession of material nonpublic information concerning TowneBank. No Insider shall engage in any transaction involving a purchase or sale of the securities of any other company during any period in which the Insider is in possession of material nonpublic information concerning that company that was obtained in the course of the Insider’s involvement with TowneBank.

2) Tipping. No Insider shall disclose (“tip”) material nonpublic information to any other person where such information may be used by such person to his or her benefit by trading in the securities of the companies to which such information relates, nor shall such Insider make recommendations or express opinions on the basis of material nonpublic information as to trading in such securities.

3) Confidentiality of Nonpublic Information. Nonpublic information relating to TowneBank or obtained in the course of an Insider’s involvement with TowneBank is the property of TowneBank and the unauthorized disclosure of such information is forbidden.

3.3 Definition of Material Nonpublic Information

It is not possible to define all categories of material information. However, information should be regarded as material if (i) public dissemination of the information would be likely to affect the market price of securities, or (ii) there is a reasonable likelihood that the information would be considered important to an investor in making an investment decision regarding the purchase or sale of securities.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information may include:

- Financial results
- Projections of future earnings or losses
- News of a pending or proposed acquisition or merger, even if preliminary in nature
- New equity or debt offerings
- Significant exposure due to actual or threatened litigation
- Significant governmental regulatory activities
- Changes in accounting standards, methods or policies
- Changes in senior management or the board of directors
- Changes in dividend policy
- Cybersecurity risks and incidents, including vulnerabilities and breaches

Either positive or negative information may be material. Material information is not limited to historical facts but may also include projections and forecasts. With respect to a future event, such as a merger, acquisition or entry into a new market, the point at which negotiations are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on a company’s operations or stock price should it occur. Thus, information concerning an event that would have a large effect on stock price, such as a merger, may be material even if the possibility that the event will occur is relatively small. When in doubt about whether particular nonpublic information is material, Insiders should presume it is material.

Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public. To be “public,” the information must have been disseminated in a manner

designed to reach investors generally, and the investors must be given the opportunity to absorb the information. Even after public disclosure of information, Insiders must wait two full trading days after the information was publicly disclosed before treating the information as public.

3.4 Additional Guidelines Applicable to Directors, Executive Officers and Covered Employees

The guidelines regarding a trading window and the pre-clearance of trades set forth in paragraphs 1 and 2 below, respectively, are applicable to all directors and executive officers of TowneBank as well as to other employees that TowneBank believes have access material nonpublic information in the course of their duties (collectively, the “Covered Persons”). TowneBank will notify each such other employee as to the applicability of these additional guidelines. The individuals that constitute Covered Persons may be changed by TowneBank from time to time as circumstances require.

1) Trading Window. No Covered Person shall trade in TowneBank’s securities except during a designated “trading window.” The normal quarterly trading window will open on the third trading day after TowneBank releases quarterly earnings and will close on the fifteenth day of the last month of the quarter.

TowneBank may designate trading “blackout” periods during which Covered Persons are prohibited from trading in TowneBank securities. Blackout periods will be designated when TowneBank determines that, because of developments known to TowneBank and not yet disclosed to the public (such as pending mergers and acquisitions), Covered Persons may be in possession of material nonpublic information. Such decisions may be announced by the Executive Chairman, Chief Executive Officer or the Chief Financial Officer.

The purpose behind TowneBank’s self-imposed trading window period is to help Covered Persons avoid any improper transaction. It should be noted, however, that even during a trading window, any person possessing material nonpublic information concerning TowneBank should not engage in any transactions in TowneBank’s securities, whether or not TowneBank has imposed a blackout period. Trading in TowneBank’s securities during a trading window should not be considered a “safe harbor,” and all Covered Persons should use good judgment at all times.

2) Pre-clearance of Trades. Because Covered Persons are likely to obtain material nonpublic information on a regular basis, all Covered Persons and their respective immediate family members are prohibited from trading in TowneBank’s securities, even during a trading window, without first complying with TowneBank’s “pre-clearance” process.

Each such Covered Person should contact TowneBank’s Chief Financial Officer or Chief Legal Officer prior to commencing any trade in TowneBank’s securities. TowneBank may find it necessary, from time to time, to require compliance with the pre-clearance process from additional employees, consultants and contractors.

3.5 Insider Reporting Obligations; Short-Swing Profit Rules

Section 16 of the Exchange Act requires directors and executive officers of TowneBank to report their initial beneficial ownership of TowneBank’s securities and any changes in beneficial ownership for so long as these individuals retain their status as insiders. Directors and executive officers should immediately notify TowneBank’s Chief Financial Officer or Chief Legal Officer upon the completion of any trade or other transaction (including gifts) in TowneBank’s securities. This will ensure any required Section 16 filings are timely submitted to the Federal Deposit Insurance Corporation.

In addition, Section 16 of the Exchange Act imposes strict liability for realizing profits from short-swing transactions. The practical effect of these provisions is that any director or executive officer who purchases and sells TowneBank’s securities within a six-month period must disgorge all profits to TowneBank. The rules on recovery of short-swing profits are absolute and do not depend on whether a person has material non-public information.

3.6 Exceptions

3.6.1 Member Stock Purchase and Dividend Reinvestment Plan

The trading restrictions of this Policy do not apply to (i) purchases of TowneBank common stock through periodic, automatic payroll contributions to the TowneBank Member Stock Purchase and Dividend Reinvestment Plan (the “MSPP”), or (ii) purchases of TowneBank common stock through the MSPP as a result of reinvestment of dividends paid on TowneBank common stock. However, electing to enroll in the MSPP, making any changes in elections under the MSPP, and selling any TowneBank stock acquired under the MSPP are subject to trading restrictions under this Policy.

3.6.2 Options

The trading restrictions of this Policy do not apply to the exercise of stock options granted under TowneBank’s 2017 Stock Incentive Plan or 2025 Stock Incentive Plan for cash or to the cashless exercise of an option where a sufficient number of shares subject to the option are surrendered to satisfy some or all of the exercise price or the tax withholding requirements. The trading restrictions of this Policy do apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

3.6.3 Restricted Stock Awards

The trading restrictions of this Policy do not apply to the vesting of restricted stock or the exercise of a tax withholding right pursuant to which a holder of restricted stock elects to have TowneBank withhold shares of stock to satisfy tax withholding requirements upon the vesting of restricted stock. The trading restrictions of this Policy do apply, however, to any market sale of restricted stock.

3.6.4 Rule 10b5-1 Plans.

If a trading plan meets the requirements of Rule 10b5-1 (a “Rule 10b5-1 plan”), shares of TowneBank common stock may be purchased or sold without regard to certain insider trading restrictions. To comply with this Policy, a Rule 10b5-1 plan must be approved in advance by TowneBank’s Chief Financial Officer and Chief Legal Officer. In general, a Rule 10b5-1 plan must be entered into at a time when the person entering into the plan is not aware of material nonpublic information. Any Rule 10b5-1 plan must be submitted for approval at least one week prior to the entry into such plan. No further pre-approval of transactions conducted pursuant to the Rule 10b5-1 plan will be required pursuant to this Policy.

4.0 Policy Administration and Application

4.1 Policy Maintenance

This Policy is maintained by the **Legal Department**. Revisions are reviewed and approved by the **Deputy Chief Legal Officer**. This Policy is then submitted the Board of Directors for its review and approval.

Attestations will be maintained in LogicManager, TowneBank’s Governance, Risk, and Compliance system.

4.2 Communication and Training

4.2.1 Communication

TowneBank's policies are located and accessible via its intranet. Employees seeking additional advice on TowneBank’s policies should consult their managers.

4.2.2 Staff Training

Management is responsible for ensuring employees complete assigned training in accordance with the TowneBank Family Handbook. Annual training is provided to the TowneBank Board of Directors in conjunction with annual approval of this Policy.

5.0 Policy Monitoring and Enforcement

5.1 Policy Monitoring

As part of TowneBank's Compliance Management System Program and/or TowneBank's Audit Program, the Compliance and/or Audit Departments conduct independent and periodic reviews based on internal risk assessment of applicable laws and regulations. As part of these reviews, related policies are reviewed for accuracy and appropriate coverage of the associated requirements.

5.2 Policy Enforcement

TowneBank complies with the **Insider Trading Policy** and all related standards, procedures, laws, and regulations. Violations may lead to coaching, disciplinary action, or termination, based on severity and frequency. Policy violations should be reported to the **Deputy Chief Legal Officer**. Prior to buying or selling securities, it is the responsibility of each individual to determine whether he or she is in possession of material, nonpublic information, and this Policy does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. Applicable securities laws authorize severe monetary and criminal penalties for insider trading violations. In addition, TowneBank may subject Insiders who violate this Policy to appropriate disciplinary action, up to and including termination of employment, independent of any governmental action or penalty.

6.0 Contact Information

For all inquiries, please contact the **Deputy Chief Legal Officer**.

Subsidiaries of TowneBank
as of December 31, 2025

Subsidiary

TowneBank Investment Corporation	Virginia
Towne Investments, LLC	Virginia
Towne 1031 Exchange, LLC	Virginia
TowneBank Heritage Forest, LLC	Virginia
TowneBank Cromwell House Affordable Housing, LLC	Virginia
TowneBank Pavilion Place Affordable Housing, LLC	Virginia
TowneBank Westbury Cottages Affordable Housing, LLC	Virginia
TowneBank Catalina Crossing Affordable Housing, LLC	Virginia
Hamilton Place Towne I, LLC	Virginia
Hamilton Place Towne II, LLC	Virginia
TowneBank VCDC Fund 18, LLC	Virginia
TowneBank VCDC Fund 19, LLC	Virginia
TB Affordable Housing Equity Fund XX, LLC	Virginia
TB Affordable Housing Equity Fund XXI, LLC	Virginia
TB Affordable Housing Equity Fund XXII, LLC	Virginia
TB Forrest Landing II Affordable Housing, LLC	Virginia
TB Foundry Affordable Housing, LLC	Virginia
TB HFHWC, LLC	Virginia
TB Lake View Affordable Housing, LLC	Virginia
TB Lake View Phase II Affordable Housing, LLC	Virginia
TB NC Affordable Housing Equity Fund XXIII, LLC	Virginia
NC Affordable Housing Equity Fund XXIV, LLC	Virginia
NC Affordable Housing Equity Fund XXVI, LLC	Virginia
TB 288 Lofts Affordable Housing, LLC	Virginia
TB 288 Lofts Phase II Affordable Housing, LLC	Virginia
TB 7000 Carnation Affordable Housing, LLC	Virginia
TB 925 Apts. I Affordable Housing, LLC	Virginia
TB 925 Apts. II. Affordable Housing, LLC	Virginia
TB Arbors at 29 North Affordable Housing, LLC	Virginia
TB Arbors at Hull Street Affordable Housing, LLC	Virginia
TB Arbors at Birchwood Affordable Housing, LLC	Virginia
TB Arbors at Battlefield Affordable Housing, LLC	Virginia
TB Blaine Landing Affordable Housing, LLC	Virginia
TB Blaine Landing Phase II Affordable Housing, LLC	Virginia
TB Arbors at Pembroke Affordable Housing, LLC	Virginia
TB Arlington Trace Affordable Housing, LLC	Virginia
TB Blaine Landing Phase II Affordable Housing, LLC	Virginia

Subsidiaries of TowneBank (continued)

Subsidiary

TB Block 19 Affordable Housing, LLC	Virginia
TB Block 20 Affordable Housing, LLC	Virginia
TB Curlew Apartments I, LLC	Virginia
TB Curlew Apartments II, LLC	Virginia
TB Dale II Affordable Housing, LLC	Virginia
TB Dillehay Courts Affordable Housing, LLC	Virginia
TB Dillehay Courts Affordable Housing Managing Member, LLC	Virginia
TB NMF Affordable Housing, LLC	Virginia
TB Renaissance I Affordable Housing, LLC	Virginia
TB Renaissance II Affordable Housing, LLC	Virginia
TB Townsend Trace Affordable Housing, LLC	Virginia
TB Sunset Hampton Affordable Housing, LLC	Virginia
TB York Senior Affordable Housing, LLC	Virginia
TB Suffolk Senior Affordable Housing, LLC	Virginia
TB Market Heights Affordable Housing, LLC	Virginia
TB Market Heights Affordable Housing 4%, LLC	Virginia
TB PABP Affordable Housing, LLC	Virginia
TB PABP II Affordable Housing, LLC	Virginia
Affordable Housing Equity Fund XXIII, LLC	Virginia
Affordable Housing Equity Fund XXIV, LLC	Virginia
Affordable Housing Equity Fund XXVI, LLC	Virginia
TB Farrington Trace Senior Affordable Housing, LLC	Virginia
TB Oak Grove Affordable Housing, LLC	Virginia
TB Old Hundred Trace VA Affordable Housing, LLC	Virginia
TB Pringedale Apts. Affordable Housing, LLC	Virginia
TB 700-West 44-4% Affordable Housing, LLC	Virginia
TB 700 West 44 Affordable Housing, LLC	Virginia
TB View at Belle Isle Affordable Housing, LLC	Virginia
TB NC Single Investor Equity Fund, VI, LLC	Virginia
TB Branchwood Trace Affordable Housing, LLC	Virginia
TB Grand Lakes Affordable Housing, LLC	Virginia
TB Stafford Lofts Affordable Housing, LLC	Virginia
TB Stafford Lofts Phase II Affordable Housing, LLC	Virginia
TB Turnbury Trace Affordable housing, LLC	Virginia
Towne Financial Services Group, LLC	Virginia
GSH Residential Real Estate Corporation	Virginia
Towne Oak Island RE, LLC	Virginia
Towne Vacations Oak Island, LLC, d/b/a Oak Island Accommodations	Virginia
Towne Vacations, LLC, t/a Beach Properties of Hilton Head	Virginia
Towne Vacations Venture Resorts, LLC d/b/a Cabins of Pigeon Forge, Cabins of the Smoky Mountains, Gatlinburg Falls Resort	Virginia
Great Mountain Realty, LLC	Virginia

Subsidiaries of TowneBank (continued)

<u>Subsidiary</u>	
Towne Vacations Venture Resorts RE, LLC, d/b/a Venture Smoky Mountains	Virginia
Towne Vacations Deep Creek, LLC t/a Railey Mountain Lake Vacations, Railey Vacations	Virginia
Towne Deep Creek RE, LLC	Virginia
Towne Vacations Wrightsville Beach, LLC, d/b/a Bryant Real Estate	Virginia
Towne Vacations NW Florida, LLC, d/b/a My Vacation Haven	Virginia
Towne Realty LLC	Virginia
RW Towne Referral, LLC	Virginia
RW Towne Title, LLC	Virginia
RW Towne Realty, LLC	Virginia
RW Towne Property Management, LLC	Virginia
Towne Insurance Agency, LLC	Virginia
The Frieden Agency LLC, d/b/a Towne Benefits, TFA Benefits	Virginia
Benefit Design Group, LLC	Virginia
Beneflex Management, LLC	Virginia
Manry-Rawls Properties, LLC	Virginia
TowneBank Commercial Mortgage, LLC	Virginia
Towne Hall, LLC	Virginia
Towne Security, LLC	Virginia
Cardinal Sub, Inc.	Virginia
Harbour View Assurance Company	Virginia
Coastal Towne Mortgage, LLC	Virginia
Advance Financial Group, LLC d/b/a RW Towne Mortgage	Virginia
Franklin Service Corporation	Virginia
Homesale Mortgage, LLC	Virginia
PCB Trustee, INC.	North Carolina
Reality Holdings, LLC	Virginia
Southeastern Virginia Investment Properties, LLC	Virginia
Southeastern Virginia Properties, LLC	Virginia
Northeastern North Carolina Properties, LLC	Virginia
Towne Asset Management Corp.	Virginia
Virginia Hotel Properties, LLC	Virginia
Virginia Properties Apartment and Land, LLC	Virginia
CPF Partners, LLC	Virginia
TBNCT, LLC	North Carolina
TBVAT, LLC	Virginia
West Suffolk Properties, LLC	Virginia
TB Travel Services, LLC	Virginia
FB Properties of Virginia, LLC	Virginia
Old Point Insurance, LLC	Virginia
Towne Trust Company, N.A.	Virginia

Subsidiaries of TowneBank (continued)

Subsidiary

Towne Mortgage, LLC

Virginia

Village Bank Mortgage Corporation

Virginia

TOWNE BANK

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William I. Foster III, President and Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K of TowneBank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 27, 2026

Date

/s/ William I. Foster III

William I. Foster III

President and Chief Executive Officer

TOWNE BANK

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William B. Littreal, Senior Executive Vice President and Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K of TowneBank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 27, 2026

Date

/s/ William B. Littreal

William B. Littreal

Senior Executive Vice President/CFO

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted By
Section 906 of The Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. §1350, as adopted by §906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of TowneBank (the "Bank"), do hereby certify, to such officer's knowledge, that:

1. Our Annual Report on Form 10-K for the year ended December 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report presents fairly, in all material respects, our financial condition and results of operations as of and for the period covered by the Report.

February 27, 2026

Date

/s/ William I. Foster III

William I. Foster III

President and Chief Executive Officer

February 27, 2026

Date

/s/ William B. Littreal

William B. Littreal

Senior Executive Vice President/CFO

A signed original of this written statement required by Section 906 has been provided to TowneBank and will be retained by TowneBank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.