ANNUAL REPORT | 2022

PRIME MERIDIAN
HOLDING COMPANY

PRIME MERIDIAN
HOLDING COMPANY

BOARD OF DIRECTORS

Richard A. Weidner
Chairman

Sammie D. Dixon, Jr.
Vice Chairman, President
and Chief Executive Officer

Chris L. Jensen, Jr.
Executive Vice President

Kenneth H. Compton

William D. Crona

Steven L. Evans

R. Randy Guemple

Kathleen C. Jones

Robert H. Kirby

Frank L. Langston

Michael A. Micallef, Jr.

L. Collins Proctor, Sr.

Garrison A. Rolle, M.D.

Steven D. Smith

Dear Fellow Shareholders,

As we celebrate our 15th anniversary, we are very pleased with the Company's performance during the fourth quarter of 2022 and record earnings for the full year. Our double-digit loan growth helped drive this performance, while being mindful of our credit standards and the unclear economic outlook.

The banking industry in general saw moderate liquidity shrinkage last year as deposits migrated out to other investment opportunities. Prime Meridian Bank experienced this as well. However, it is how our team responded which is worth noting. We continue to backfill deposits adding a healthy volume of new accounts each day, month after month, and are laser focused on servicing our clients. The strength and value of the Company is in our core deposit base.

As a shareholder of the Company, it is important to point out that participation as a Bank account holder provides you an even greater value for your investment. If you do not currently hold deposit accounts with us (ie: checking, savings, money market, CDs), please consider doing so. We invite you to experience first-hand the culture, the hospitality, and the client service. Likewise, we trust you will recommend Prime Meridian Bank to friends, family and colleagues with confidence.

While we are watchful of factors outside our control – including rising interest rates, inflation, lingering supply chain issues, a uniquely challenging labor market, and geopolitical events around the world – the Company is positioned well, with a first-rate team, ready to take on the opportunities and challenges of 2023.

Other Highlights include:

- The Board of Directors declared an annual cash dividend of $0.22 per share on the Company's common stock at its January, 2023 meeting. This dividend was paid February 28, 2023, to shareholders of record on February 9, 2023.
- The Company finished the year with strong earnings of $9.7 million. Earnings were driven by higher yields on interest-earning assets and 20.1% year-over-year loan growth.
- Diluted earnings per share were $0.83 for the fourth quarter of 2022, a 50.9% increase over the fourth quarter of 2021. Diluted earnings per share were $3.03 for 2022, a 13.9% increase over 2021.
- Since December 31, 2021, net loans increased $98.5 million, or 20.1%, while deposits decreased $31.4 million, or 4.1%, as competitive rate pressures and inflationary effects intensified. The Company's loan to deposit ratio was 80.5% at December 31, 2022.
- Asset quality remained strong with two loans totaling $343,000 on nonaccrual status and a nonperforming assets/total assets ratio of 0.09%.

We are proud to present the enclosed 2022 Annual Report.

Warm regards,

Sammie D. Dixon, Jr.
Vice Chairman, President and Chief Executive Officer

Richard A. Weidner
Chairman

(This page intentionally left blank)

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors
Prime Meridian Holding Company
Tallahassee, Florida:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Prime Meridian Holding Company and Subsidiary (the "Company"), as of December 31, 2022 and 2021 and the related consolidated statements of earnings, comprehensive (loss) income, stockholders' equity and cash flows for the years then ended and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2022 and 2021, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements 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 audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, the Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated 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 consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters 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 a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Evaluation of General Reserve Portion of the Allowance for Loan Losses - Evaluation of the Qualitative Adjustments

As described in Notes 1 and 3 to the consolidated financial statements, management determines the general reserve portion of the allowance for loan losses using actual historical loss experience for each individual loan category, as well as evaluating whether qualitative adjustments are necessary. As of December 31, 2022, the allowance for loan losses was $7.1 million which consists of two components: the allowance for loans individually evaluated for impairment ("specific reserves") and the allowance for loans collectively evaluated for impairment ("general reserve"). At December 31, 2022, $14,000 was included in the specific reserves and $7.1 million was included in the general reserves. The general reserve covers loans that are not individually classified as impaired. In evaluating whether qualitative adjustments are necessary, management considers (1) changes in lending policies and procedures, risk selection and underwriting standards, (2) changes in national, regional and local economic conditions that affect the collectability of the loan portfolio, (3) changes in the experience, ability and depth of lending management and other relevant staff, (4) changes in the volume and severity of past due loans, nonaccrual loans or loans classified special mention, substandard, doubtful or loss, (5) quality of loan review, (6) changes in the nature and volume of the loan portfolio and terms of loans, (7) the existence and effect of any concentrations of credit and changes in the level of such concentrations, (8) changes in collateral values, and (9) the effect of other external factors, trends or uncertainties that could affect management's estimate of probable losses, such as competition and industry conditions.

The principal considerations for our determination that performing procedures relating to the evaluation of qualitative adjustments used in the calculation of the general reserve portion of the allowance for loan losses is a critical audit matter are as follows: Significant judgment used by management when evaluating the qualitative adjustments, which in turn led to a high degree of auditor judgment, subjectivity, and effort in performing audit procedures and evaluating audit evidence relating to the qualitative adjustments.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included among others, testing management's process for evaluating qualitative adjustments by (i) evaluating the appropriateness of the methodology management used in evaluating the qualitative adjustments, (ii) testing the inputs and assumptions used in the estimate of qualitative adjustments, including the completeness and accuracy of underlying historical loss data, and (iii) evaluating the reasonableness of the qualitative adjustments given current microeconomic trends and portfolio characteristics.

Hacker, Johnson & Smith PA

HACKER, JOHNSON & SMITH PA
We have served as the Company's auditor since 2008.
Tampa, Florida
March 9, 2023

PRIME MERIDIAN HOLDING COMPANY AND SUBSIDIARY

Consolidated Balance Sheets

	December 31, 2022	December 31, 2021
(dollars in thousands, except per share amounts)		
Assets		
Cash and due from banks	$ 8,119	$ 8,897
Federal funds sold	19,259	53,969
Interest-bearing deposits	12,410	170,607
Total cash and cash equivalents	39,788	233,473
Debt securities available for sale	129,436	73,763
Debt securities held to maturity (fair value of $9,917 in 2022)	11,805	-
Loans held for sale	7,058	11,768
Loans, net of allowance for loan losses of $7,145 and $5,974	588,715	490,198
Federal Home Loan Bank stock	463	366
Premises and equipment, net	8,022	7,962
Right of use lease asset	3,044	3,258
Deferred tax asset	4,533	843
Accrued interest receivable	2,385	1,505
Bank-owned life insurance	16,532	16,153
Other assets	3,391	1,834
Total assets	$ 815,172	$ 841,123
Liabilities and Stockholders' Equity		
Liabilities:		
Noninterest-bearing demand deposits	$ 197,987	$ 209,351
Savings, NOW and money-market deposits	493,439	503,759
Time deposits	40,109	49,832
Total deposits	731,535	762,942
Other borrowings	4,275	3,575
Official checks	4,090	1,141
Operating lease liability	3,208	3,397
Other liabilities	5,011	3,037
Total liabilities	748,119	774,092
Commitments and contingencies (notes 4, 8, and 15)		
Stockholders' equity:		
Preferred stock, undesignated; 1,000,000 shares authorized, none issued or outstanding	-	-
Common stock, $.01 par value; 9,000,000 shares authorized, 3,164,491 and 3,129,046 issued and outstanding	32	31
Additional paid-in capital	39,718	38,909
Retained earnings	37,278	28,164
Accumulated other comprehensive loss	(9,975)	(73)
Total stockholders' equity	67,053	67,031
Total liabilities and stockholders' equity	$ 815,172	$ 841,123

See Accompanying Notes to Consolidated Financial Statements

PRIME MERIDIAN HOLDING COMPANY AND SUBSIDIARY

Consolidated Statements of Earnings

(in thousands, except per share amounts)	**Year Ended December 31, 2022**	**2021**
Interest income:		
Loans	$ 26,221	$ 23,050
Debt securities	2,938	1,086
Other	1,581	268
Total interest income	30,740	24,404
Interest expense:		
Deposits	2,579	2,022
Other borrowings	200	58
Total interest expense	2,779	2,080
Net interest income	27,961	22,324
Provision (credit) for loan losses	890	(104)
Net interest income after provision (credit) for loan losses	27,071	22,428
Noninterest income:		
Service charges and fees on deposit accounts	302	245
Debit card/ATM revenue, net	540	470
Mortgage banking revenue, net	473	1,174
Income from bank-owned life insurance	379	271
Gain on sale of debt securities available for sale	-	108
Other income	240	238
Total noninterest income	1,934	2,506
Noninterest expense:		
Salaries and employee benefits	9,627	8,093
Occupancy and equipment	1,621	1,546
Professional fees	514	483
Advertising	793	707
FDIC assessment	360	316
Software maintenance, amortization and other	1,162	975
Other	2,191	1,950
Total noninterest expense	16,268	14,070
Earnings before income taxes	12,737	10,864
Income taxes	3,056	2,517
Net earnings	$ 9,681	$ 8,347
Earnings per common share:		
Basic	$ 3.07	$ 2.67
Diluted	$ 3.03	$ 2.66

See Accompanying Notes to Consolidated Financial Statements

PRIME MERIDIAN HOLDING COMPANY AND SUBSIDIARY

Consolidated Statements of Comprehensive (Loss) Income

(in thousands)	Year Ended December 31, 2022	2021
Net earnings	$ 9,681	$ 8,347
Other comprehensive loss:		
Change in unrealized loss on debt securities available for sale:		
Unrealized loss arising during the year	(13,264)	(1,867)
Reclassification adjustment for realized gain	-	(108)
Net change in unrealized loss	(13,264)	(1,975)
Deferred income taxes	3,362	501
Total other comprehensive loss	(9,902)	(1,474)
Comprehensive (loss) income	$ (221)	$ 6,873

See Accompanying Notes to Consolidated Financial Statements.

PRIME MERIDIAN HOLDING COMPANY AND SUBSIDIARY

Consolidated Statements of Stockholders' Equity

Years Ended December 31, 2022 and 2021

(dollars in thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Compre-hensive Loss	Total Stockholders' Equity
Balance at December 31, 2020	3,119,471	$ 31	$ 38,568	$ 20,255	$ 1,401	$ 60,255
Net earnings	-	-	-	8,347	-	8,347
Dividends paid	-	-	-	(438)	-	(438)
Net change in unrealized loss on debt securities available for sale, net of income tax benefit of $501	-	-	-	-	(1,474)	(1,474)
Stock options exercised	150	-	3	-	-	3
Common stock issued as compensation to directors	5,344	-	111	-	-	111
Issuance of restricted stock	4,081	-	-	-	-	-
Stock-based compensation	-	-	227	-	-	227
Balance at December 31, 2021	3,129,046	$ 31	$ 38,909	$ 28,164	$ (73)	$ 67,031
Net earnings	-	-	-	9,681	-	9,681
Dividends paid	-	-	-	(567)	-	(567)
Net change in unrealized loss on debt securities available for sale, net of income tax benefit of $3,362	-	-	-	-	(9,902)	(9,902)
Stock options exercised	20,240	1	371	-	-	372
Common stock issued as compensation to directors	5,002	-	131	-	-	131
Issuance of restricted stock	10,203	-	-			-
Stock-based compensation	-	-	307	-	-	307
Balance at December 31, 2022	3,164,491	$ 32	$ 39,718	$ 37,278	$ (9,975)	$ 67,053

See Accompanying Notes to Consolidated Financial Statements.

PRIME MERIDIAN HOLDING COMPANY AND SUBSIDIARY

Consolidated Statements of Cash Flows

(in thousands)	Year Ended December 31, 2022	Year Ended December 31, 2021
Cash flows from operating activities:		
Net earnings	$ 9,681	$ 8,347
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	683	678
Provision (credit) for loan losses	890	(104)
Net accretion of deferred loan fees	(541)	(2,564)
Deferred income taxes	(328)	52
Gain on sale of debt securities available for sale	-	(108)
Amortization of premiums and discounts on debt securities	(68)	323
Gain on sale of loans held for sale	(473)	(1,174)
Proceeds from the sale of loans held for sale	85,076	189,095
Loans originated as held for sale	(79,893)	(186,096)
Stock issued as compensation to directors	131	111
Stock-based compensation expense	307	227
Income from bank-owned life insurance	(379)	(271)
Net (increase) decrease in accrued interest receivable	(880)	455
Net change in operating leases	25	25
Net increase in other assets	(1,557)	(904)
Net increase in other liabilities and official checks	4,923	1,311
Net cash provided by operating activities	17,597	9,403
Cash flows from investing activities:		
Loan originations, net of principal repayments	(98,866)	(10,869)
Purchase of debt securities available for sale	(79,322)	(37,854)
Purchase of debt securities held to maturity	(11,782)	-
Principal repayments of debt securities available for sale	10,397	14,687
Proceeds from the sale of debt securities available for sale	-	5,874
Maturities and calls of debt securities available for sale	33	3,219
(Purchase) redemption of Federal Home Loan Bank stock	(97)	127
Purchase of bank-owned life insurance	-	(5,197)
Purchase of premises and equipment	(743)	(392)
Net cash used in investing activities	(180,380)	(30,405)
Cash flows from financing activities:		
Net (decrease) increase in deposits	(31,407)	182,350
Net change in other borrowings	700	3,575
Proceeds from stock options exercised	372	3
Common stock dividends paid	(567)	(438)
Net cash (used in) provided by financing activities	(30,902)	185,490
Net (decrease) increase in cash and cash equivalents	(193,685)	164,488
Cash and cash equivalents at beginning of year	233,473	68,985
Cash and cash equivalents at end of year	$ 39,788	$ 233,473
Supplemental disclosure of cash flow information		
Cash paid during the year for:		
Interest	$ 2,779	$ 2,085
Income taxes	$ 3,596	$ 2,323
Noncash transactions:		
Accumulated other comprehensive loss, net change in unrealized loss on debt securities available for sale, net of tax benefit	$ (9,902)	$ (1,474)

See Accompanying Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies

Organization. Prime Meridian Holding Company ("PMHG") owns 100% of the outstanding common stock of Prime Meridian Bank (the "Bank") (collectively the "Company"). PMHG's primary activity is the operation of the Bank. The Bank is a Florida state-chartered commercial bank. The deposit accounts of the Bank are insured up to the applicable limits by the Federal Deposit Insurance Corporation ("FDIC"). The Bank offers a variety of community banking services to individual and corporate clients through its four banking offices located in Tallahassee, Crawfordville, and Lakeland, Florida and its online banking platform.

The following is a description of the significant accounting policies and practices followed by the Company, which conform to accounting principles generally accepted in the United States of America ("GAAP") and prevailing practices within the banking industry.

Use of Estimates. In preparing consolidated financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. A material estimate that is particularly susceptible to significant change in the near term relates to the determination of the allowance for loan losses.

Principles of Consolidation. The consolidated financial statements include the accounts of PMHG and the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents. For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash and balances due from banks, federal funds sold and interest-bearing deposits in banks, all of which have original maturities of less than ninety days.

On March 12, 2021, the Board of Governors of the Federal Reserve System adopted as a final rule, without change, its March 24, 2020 interim rule amending its Regulation D (Reserve Requirements of Depository Institutions) to lower reserve requirement ratios on transaction accounts maintained at depository institutions to zero percent.

Debt Securities. Debt securities may be classified as either trading, held-to-maturity or available-for-sale. Trading debt securities are held principally for resale and recorded at their fair values. Unrealized gains and losses on trading debt securities are included immediately in earnings. Held-to-maturity debt securities are those which the Company has the positive intent and ability to hold to maturity and are reported at amortized cost. Debt securities available-for-sale consist of securities not classified as trading debt securities or as held-to-maturity debt securities. Unrealized holding gains and losses on debt securities available-for-sale are excluded from earnings and reported in accumulated other comprehensive loss. Gains and losses on the sale of debt securities are recorded on the trade date determined using the specific-identification method. Premiums and discounts on debt securities are recognized in interest income using the interest method over the period to maturity or call date, if applicable.

Management evaluates debt securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

(continued)

(1) Summary of Significant Accounting Policies, Continued

Loans Held for Sale. Loans held for sale includes mortgage loans which are intended for sale in the secondary market and are carried at the lower of book value or estimated fair value in the aggregate. For the years ended December 31, 2022 and 2021, gains on loans held for sale are reported on the consolidated statements of earnings under noninterest income in mortgage banking revenue. At December 31, 2022, loans held for sale were $7,058,000 compared to $11,768,000 at December 31, 2021. At December 31, 2022 and 2021, fair values exceeded book values in the aggregate.

Loans. Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding principal adjusted for any charge-offs, the allowance for loan losses, and any deferred fees or costs.

Commitment and loan origination fees are deferred and certain direct origination costs are capitalized. Both are recognized as an adjustment of the yield of the related loan.

The accrual of interest on all portfolio classes is discontinued at the time the loan is ninety-days delinquent unless the loan is well collateralized and in the process of collection. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not collected for loans that are placed on nonaccrual or loans that are charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all of the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses. The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management confirms that a loan balance cannot be collected. Subsequent recoveries, if any, are credited to the allowance. There were no changes in the Company's accounting policies or methodology during the years ended December 31, 2022 and 2021.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific and general components. The specific component relates to loans that are considered impaired. For such loans, an allowance is established when the discounted cash flows or collateral value of the impaired loan is lower than the carrying value of that loan.

The general component covers all other loans and is based on the following factors. The historical loss component of the allowance is determined by losses recognized by portfolio segment over the preceding thirty-six months. This is supplemented by the risks for each portfolio segment. Risk factors impacting loans in each of the portfolio segments include any deterioration of property values, reduced consumer and business spending as a result of unemployment and reduced credit availability, and a lack of confidence in the economy. The historical experience is adjusted for the following qualitative factors: (1) changes in lending policies and procedures, risk selection and underwriting standards; (2) changes in national, regional and local economic conditions that affect the collectability of the loan portfolio; (3) changes in the experience, ability and depth of lending management and other relevant staff; (4) changes in the volume and severity of past due loans, nonaccrual loans or loans classified special mention, substandard, doubtful or loss; (5) quality of loan review; (6) changes in the nature and volume of the loan portfolio and terms of loans; (7) the existence and effect of any concentrations of credit and changes in the level of such concentrations; (8) changes in collateral values; and (9) the effect of other external factors, trends or uncertainties that could affect management's estimate of probable losses, such as competition and industry conditions.

(continued)

(1) Summary of Significant Accounting Policies, Continued

Allowance for Loan Losses, Continued. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for all loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral-dependent.

Premises and Equipment. Land is stated at cost. Buildings, leasehold improvements, furniture, fixtures and equipment, computer and software are stated at cost less accumulated depreciation and amortization. Depreciation and amortization expense are computed using the straight-line method over the estimated useful life of each type of asset, or the lease term if shorter.

Bank-Owned Life Insurance (BOLI). The Company has purchased life insurance policies on certain key officers. Bank-owned life insurance is recorded at the amount that can be realized under the insurance contract at the consolidated balance sheet date, which is the cash surrender value adjusted for other charges or other amount due that are probable at settlement.

Transfer of Financial Assets. Transfers of financial assets or a participating interest in an entire financial asset are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. A participating interest is a portion of an entire financial asset that (1) conveys proportionate ownership rights with equal priority to each participating interest holder (2) involves no recourse (other than standard representations and warranties) to, or subordination by, any participating interest holder, and (3) does not entitle any participating interest holder to receive cash before any other participating interest holder.

Off-Balance Sheet Financial Instruments. In the ordinary course of business, the Company has entered into off-balance-sheet financial instruments consisting of commitments to extend credit, construction loans in process, unused lines of credit, standby financial and performance letters of credit and guaranteed accounts. Such financial instruments are recorded in the consolidated financial statements when they are funded.

Revenue from Contracts with Customers. In addition to lending and related activities, the Company offers various services to customers that generate revenue, certain of which are governed by ASC Topic 606 Revenue from Contracts with Customers ("ASC 606"). The Company's services that fall within the scope of ASC 606 are presented within noninterest income and include service charges and fees on deposit accounts and debit card/ATM revenue, net. Revenue is recognized upon satisfaction of our performance obligation when the transactions occur or as services are performed over primarily monthly or quarterly periods. Payment is typically received in the period the transactions occur.

Debit Card/ATM Revenue. Debit card/ATM revenue primarily includes interchange income from client use of consumer and business debit cards. Interchange income is paid by a merchant bank to the card-issuing bank through the interchange network. Interchange fees are set by the credit card associations and based on cardholder purchase volumes. Also included in debit card/ATM revenue is ATM foreign fee income and ATM non-client ACH credits. This revenue line is shown net of debit card fees and ATM program expenses.

(continued)

(1) Summary of Significant Accounting Policies, Continued

Income Taxes. There are two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur. Deferred income tax expense results from changes in deferred tax assets and liabilities between periods.

Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term “more likely than not” means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any.

A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. As of December 31, 2022, management is not aware of any uncertain tax positions that would have a material effect on the Company's consolidated financial statements. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company recognizes interest and penalties on income taxes as a component of income tax expense.

The Company files consolidated income tax returns. Income taxes are allocated to the Holding Company and Bank as if separate income tax returns were filed.

Fair Value Measurements. Fair value is 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. GAAP has established a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy describes three levels of inputs that may be used to measure fair value:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities that are not active; and model-driven valuations whose inputs are observable or whose significant value drivers are observable. Valuations may be obtained from, or corroborated by, third-party pricing services.

Level 3: Unobservable inputs to measure fair value of assets and liabilities for which there is little, if any market activity at the measurement date, using reasonable inputs and assumptions based upon the best information at the time, to the extent that inputs are available without undue cost and effort.

The following describes valuation methodologies used for assets measured at fair value:

Debt Securities Available for Sale. Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include highly liquid government bonds, certain mortgage products and exchange-traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. Examples of such instruments, which would generally be classified within Level 2 of the valuation hierarchy, include U.S. Government treasury and agency securities, municipal securities, U.S. agency mortgage-backed securities, and asset-backed securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy.

(1) Summary of Significant Accounting Policies, Continued

Fair Value Measurements, Continued. *Derivatives:* The fair values of derivatives are based on valuation models using observable market data as of the measurement date (Level 2). Quoted market prices are not always available for our derivatives. Therefore, the fair values of derivatives are determined using quantitative models that utilize multiple market inputs. The inputs will vary based on the type of derivative, but could include interest rates, prices and indices to generate continuous yield or pricing curves, prepayment rates, and volatility factors to value the position. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services.

Fair Values of Financial Instruments. The following methods and assumptions were used by the Company in estimating fair values of financial instruments:

Cash and Cash Equivalents. The carrying amounts of cash and cash equivalents approximate their fair value (Level 1).

Debt Securities. Fair values for debt securities are based on the framework for measuring fair value (Level 2).

Loans Held for Sale. Fair values of loans held for sale are based on commitments on hand from investors or prevailing market prices. Fair values are estimated using discounted cash flow analyses using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality (Level 3).

Loans. Fair values for variable rate loans, fixed-rate mortgage loans (e.g., one-to-four family residential), commercial real estate loans and commercial loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for nonperforming loans are estimated using discounted cash flow analysis or underlying collateral values, where applicable (Level 3).

Federal Home Loan Bank Stock. The fair value of the Company's investment in Federal Home Loan Bank stock is based on its redemption value (Level 3).

Accrued Interest Receivable. The carrying amounts of accrued interest approximate their fair values (Level 3).

Bank Owned Life Insurance. The Company has purchased life insurance policies on certain officers. The life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement (Level 3).

Deposits. The fair values disclosed for demand, NOW, money-market and savings deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). Fair values for fixed-rate time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on time deposits to a schedule of aggregated expected monthly maturities of time deposits (Level 3).

Other borrowings. The fair value of other borrowings approximates carrying value due to their short-term maturity (Level 3).

Derivatives. Fair value of the Company's derivative contracts are based on the framework for measuring fair value (Level 2).

Off-Balance Sheet Instruments. Fair values for off-balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing (Level 3).

Advertising. The Company expenses all media advertising as incurred.

(continued)

(1) Summary of Significant Accounting Policies, Continued

Stock-Based Compensation. The Company expenses the fair value of any stock awards granted. The Company recognizes stock-based compensation in the consolidated statements of earnings as the awards vest. The market price of the Company's common stock at the date of the grant is used for restricted stock awards. For stock purchase plans, the Black-Scholes model is utilized to estimate the fair value of the award. The impact of forfeitures of share-based awards on compensation expense is recognized as forfeitures occur.

Comprehensive (Loss) Income. GAAP requires that recognized revenue, expenses, gains and losses be included in earnings. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale debt securities, are reported as a separate component of the equity section of the consolidated balance sheets, such items, along with net earnings, are components of comprehensive (loss) income.

Derivatives. The Company enters into interest rate swaps in order to provide commercial loan clients the ability to swap from variable to fixed interest rates. Under these agreements, the Company enters into a variable-rate loan with a client in addition to a swap agreement. This swap agreement effectively converts the client's variable rate loan into a fixed rate. The Company then enters into a matching swap agreement with a third-party dealer in order to offset its exposure on the client swap. The Company does not use derivatives for trading purposes. The derivative transactions are considered instruments with no hedging designation, otherwise known as stand-alone derivatives.

Mortgage Banking Revenue. Mortgage banking revenue includes gains and losses on the sale of mortgage loans originated for sale, net of direct origination costs, and wholesale brokerage fees. The Company recognizes mortgage banking revenue from mortgage loans originated in the consolidated statements of earnings upon sale of the loans.

Recent Accounting Standards Update

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, *Financial Instruments - Credit Losses (Topic 326)*. The ASU requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. The Company will continue to use judgement to determine which loss estimation method is appropriate for their circumstances. The ASU requires enhanced disclosures to help investors and other consolidated financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization's portfolio. These disclosures include qualitative and quantitative requirements that provide additional information about the amount recorded in the consolidated financial statements. Additionally, the ASU amends the accounting for credit losses on debt securities available-for-sale and purchased financial assets with credit deterioration.

The Company will adopt this accounting standard effective January 1, 2023. The Company currently expects that the initial adjustment to the allowance for loan losses will be a decrease of approximately $1.9 million, net of taxes, bringing the ratio of allowance to total loans from 1.20% to 0.76%.

The Company does not expect adoption of the standard to have a material impact to its held-to-maturity debt securities portfolio, which is comprised of securities guaranteed either explicitly or implicitly by government-sponsored entities. While available-for-sale debt securities are not subject to the CECL allowance requirement, the new guidance requires the Company to record an allowance for available-for-sale debt securities in an unrealized position if a portion of the unrealized loss is credit related. The Company does not expect adoption of the standard to have a material impact to available-for-sale securities upon adoption.

(continued)

(2) Debt Securities

Debt securities have been classified according to management's intention. The carrying amount of debt securities and their fair values are summarized as follows:

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
At December 31, 2022				
Debt Securities Available for Sale				
U.S. Government treasury and agency securities	$ 48,124	$ -	$ (2,219)	$ 45,905
Municipal securities	22,338	-	(2,874)	19,464
U.S. agency mortgage-backed securities	68,633	-	(8,131)	60,502
Asset-backed securities	3,702	-	(137)	3,565
Total	$ 142,797	$ -	$ (13,361)	$ 129,436
Debt Securities Held to Maturity				
Municipal securities	$ 9,215	$ -	$ (1,695)	$ 7,520
U.S. agency mortgage-backed securities	2,590	-	(193)	2,397
Total	$ 11,805	$ -	$ (1,888)	$ 9,917
At December 31, 2021				
Debt Securities Available for Sale				
U.S. Government treasury and agency securities	$ 2,933	$ -	$ (14)	$ 2,919
Municipal securities	17,721	288	(240)	17,769
U.S. agency mortgage-backed securities	48,614	379	(528)	48,465
Asset-backed securities	4,592	25	(7)	4,610
Total	$ 73,860	$ 692	$ (789)	$ 73,763

(continued)

(2) Debt Securities, Continued

Debt securities available for sale measured at fair value on a recurring basis are summarized below:

(in thousands)	Fair Value	Fair Value Measurements Using: Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
At December 31, 2022				
Debt Securities Available for Sale				
U.S. Government treasury and agency securities....	$ 45,905	$ -	$ 45,905	$ -
Municipal securities..	19,464	-	19,464	-
U.S. agency mortgage-backed securities	60,502	-	60,502	-
Asset-backed securities...	3,565	-	3,565	-
Total	$ 129,436	$ -	$ 129,436	$ -
At December 31, 2021				
Debt Securities Available for Sale				
U.S. Government treasury and agency securities....	$ 2,919	$ -	$ 2,919	$ -
Municipal securities..	17,769	-	17,769	-
U.S. agency mortgage-backed securities	48,465	-	48,465	-
Asset-backed securities...	4,610	-	4,610	-
Total	$ 73,763	$ -	$ 73,763	$ -

The scheduled maturities of debt securities are as follows:

(in thousands)	Amortized Cost	Fair Value
At December 31, 2022		
Debt Securities Available for Sale		
Due in less than one year..	$ 2,008	$ 1,967
Due in one to five years..	47,342	45,547
Due in five to ten years	18,771	15,865
Due after ten years	6,043	5,555
Mortgage-backed securities..	68,633	60,502
Total	$ 142,797	$ 129,436
Debt Securities Held to Maturity		
Due in five to ten years	$ 4,613	$ 4,260
Due after ten years	7,192	5,657
Total	$ 11,805	$ 9,917

The following summarizes sales of debt securities available for sale:

(in thousands)	Year Ended December 31, 2022	2021
Proceeds from sale of securities	$ -	$ 5,874
Gross gains...	-	108
Gross losses..	-	-
Net gain on sale of securities..	$ -	$ 108

(continued)

(2) Debt Securities, Continued

At December 31, 2022 and 2021, debt securities with a fair value of $13,284,000 and $11,926,000, respectively, were pledged as collateral for public deposits.

Debt securities with unrealized losses aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

	Less Than Twelve Months		More Than Twelve Months	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
(in thousands)				
At December 31, 2022				
Debt Securities Available for Sale				
U.S. Government treasury and agency securities	$ (1,384)	$ 40,926	$ (835)	$ 4,979
Municipal securities	(999)	11,436	(1,875)	8,028
U.S. agency mortgage-backed securities	(3,246)	36,939	(4,885)	23,563
Asset-backed securities	(102)	2,461	(35)	1,104
Total	$ (5,731)	$ 91,762	$ (7,630)	$ 37,674
Debt Securities Held to Maturity				
Municipal securities	$ (1,695)	$ 7,520	$ -	$ -
U.S. agency mortgage-backed securities	(193)	2,397	-	-
Total	$ (1,888)	$ 9,917	$ -	$ -
At December 31, 2021				
Debt Securities Available for Sale				
U.S. Government treasury and agency securities	$ (14)	$ 2,919	$ -	$ -
Municipal securities	(240)	8,429	-	-
U.S. agency mortgage-backed securities	(528)	28,207	-	-
Asset-backed securities	-	-	(7)	1,430
Total	$ (782)	$ 39,555	$ (7)	$ 1,430

The unrealized losses on one hundred six (106) and twenty-six (26) debt securities at December 31, 2022 and 2021, respectively, were caused by market conditions. It is expected that the securities would not be settled at a price less than the par value of the investments. Because the decline in fair value is attributable to market conditions and not credit quality, and because the Company has the ability and intent to hold these investments until a market price recovery or maturity, these investments are not considered other-than-temporarily impaired.

(continued)

(3) Loans

The segments and classes of loans are as follows:

	At December 31,	
(in thousands)	**2022**	**2021**
Real estate mortgage loans:		
Commercial	$ 202,263	$ 156,306
Residential and home equity	224,211	183,536
Construction	75,151	71,164
Total real estate mortgage loans	501,625	411,006
Commercial loans	86,308	78,584
Consumer and other loans	7,698	7,283
Total loans	595,631	496,873
Add (Deduct):		
Net deferred loan costs (fees)	229	(701)
Allowance for loan losses	(7,145)	(5,974)
Loans, net	$ 588,715	$ 490,198

The Company has divided the loan portfolio into three portfolio segments and five portfolio classes, each with different risk characteristics and methodologies for assessing risk. All loans are underwritten based upon standards set forth in the policies approved by the Company's Board of Directors. The portfolio segments and classes are identified by the Company as follows:

Real Estate Mortgage Loans. Real estate mortgage loans are typically divided into three classes: commercial, residential and home equity, and construction. The real estate mortgage loans are as follows:

Commercial. Loans of this type are typically our more complex loans. This category of real estate loans is comprised of loans secured by mortgages on commercial property that are typically owner-occupied, but also includes nonowner-occupied investment properties. Commercial loans that are secured by owner-occupied commercial real estate are repaid through operating cash flow of the borrower. The maturity for this type of loan is generally limited to three to five years; however, payments may be structured on a longer amortization basis. Typically, interest rates on our commercial real estate loans are fixed for five years or less after which they adjust based upon a predetermined spread over an index. At times, a rate may be fixed for longer than five years. As part of our credit underwriting standards, the Company typically requires personal guarantees from the principal owners of the business supported by a review of the principal owners' personal financial statements and tax returns. As part of the enterprise risk management process, it is understood that risks associated with commercial real estate loans include fluctuations in real estate values, the overall strength of the borrower, the overall strength of the economy, new job creation trends, tenant vacancy rates, environmental contamination, and the quality of the borrowers' management. In order to mitigate and limit these risks, we analyze the borrowers' cash flow and evaluate collateral value. Currently, the collateral securing our commercial real estate loans includes a variety of property types, such as office, warehouse, and retail facilities. Other types include multifamily properties, hotels, mixed-use residential, and commercial properties. Generally, commercial real estate loans present a higher risk profile than our consumer real estate loan portfolio.

(continued)

(3) Loans, Continued

Residential and Home Equity. The Company offers first and second one-to-four family mortgage loans, multifamily residential loans, and home equity lines of credit. The collateral for these loans is generally on the clients' owner-occupied residences. Although these types of loans present lower levels of risk than commercial real estate loans, risks do still exist because of possible fluctuations in the value of the real estate collateral securing the loan, as well as changes in the borrowers' financial condition. The nonowner-occupied investment properties are more similar in risk to commercial real estate loans, and therefore, are underwritten by assessing the property's income potential and appraised value. In both cases, we underwrite the borrower's financial condition and evaluate his or her global cash flow position. Borrowers may be affected by numerous factors, including job loss, illness, or other personal hardship. As part of our product mix, the Company offers both portfolio and secondary market mortgages; portfolio loans generally are based on a 3-year, 5-year, 7-year, or 10-year adjustable-rate mortgage; while 15-year or 30-year fixed-rate loans are generally sold to the secondary market.

Construction. Typically, these loans have a construction period of one to two years and the interest is paid monthly. Once the construction period terminates, some of these loans convert to a term loan, generally with a maturity of one to ten years. This portion of our loan portfolio includes loans to small and midsized businesses to construct owner-user properties, loans to developers of commercial real estate investment properties, and residential developments. This type of loan is also made to individual clients for construction of single-family homes in our market area. An independent appraisal is used to determine the value of the collateral and confirm that the ratio of the loan principal to the value of the collateral will not exceed policies of the Company. As the construction project progresses, loan proceeds are requested by the borrower to complete phases of construction and funding is only disbursed after the project has been inspected by a third-party inspector or experienced construction lender. Risks associated with construction loans include fluctuations in the value of real estate, project completion risk, and changes in market trends. The ability of the construction loan borrower to finance the loan or sell the property upon completion of the project is another risk factor that also may be affected by changes in market trends since the initial funding of the loan.

Commercial Loans. The Company offers a wide range of commercial loans, including business term loans, equipment financing, lines of credit, and U.S. Small Business Administration (SBA) loans to small and midsized businesses. Small-to-medium sized businesses, retail, and professional establishments, make up our target market for commercial loans. Our Relationship Managers primarily underwrite these loans based on the borrower's ability to service the loan from cash flow. Lines of credit and loans secured by accounts receivable and/or inventory are monitored periodically by our staff. Loans secured by "all business assets," or a "blanket lien" are typically only made to highly qualified borrowers due to the nonspecific nature of the collateral and do not require a formal valuation of the business collateral. When commercial loans are secured by specifically identified collateral, then the valuation of the collateral is generally supported by an appraisal, purchase order, or third-party physical inspection. Personal guarantees of the principals of business borrowers are usually required. Equipment loans generally have a term of five years or less and may have a fixed or variable rate; we use conservative margins when pricing these loans. Working capital loans generally do not exceed one year and typically, they are secured by accounts receivable, inventory, and personal guarantees of the principals of the business. The Company currently offers SBA 504 and SBA 7A loans. SBA 504 loans provide financing for major fixed assets such as real estate and equipment while SBA 7A loans are generally used to establish a new business or assist in the acquisition, operation, or expansion of an existing business. With both SBA loan programs, there are set eligibility requirements and underwriting standards outlined by SBA that can change as the government alters its fiscal policy. Significant factors affecting a commercial borrower's creditworthiness include the quality of management and the ability both to evaluate changes in the supply and demand characteristics affecting the business' markets for products and services and to respond effectively to such changes. These loans may be made unsecured or secured, but most are made on a secured basis. Risks associated with our commercial loan portfolio include local, regional, and national market conditions. Other factors of risk could include changes in the borrower's management and fluctuations in collateral value. Additionally, there may be refinancing risk if a commercial loan includes a balloon payment which must be refinanced or paid off at loan maturity. In reference to our risk management process, our commercial loan portfolio presents a higher risk profile than our consumer real estate and consumer loan portfolios. Therefore, we require that all loans to businesses must have a clearly stated and reasonable payment plan to allow for timely retirement of debt, unless secured by liquid collateral or as otherwise justified.

(continued)

(3) Loans, Continued

Consumer and Other Loans. These loans are made for various consumer purposes, such as the financing of automobiles, boats, and recreational vehicles. The payment structure of these loans is normally on an installment basis. The risk associated with this category of loans stems from the reduced collateral value for a defaulted loan; it may not provide an adequate source of repayment of the principal. The underwriting on these loans is primarily based on the borrower's financial condition. Therefore, both secured and unsecured consumer loans subject the Company to risk when the borrower's financial condition declines or deteriorates. Based upon our current trend in consumer loans, management does not anticipate consumer loans will become a substantial component of our loan portfolio at any time in the foreseeable future. Consumer loans are made at fixed and variable interest rates and are based on the appropriate amortization for the asset and purpose.

An analysis of the change in the allowance for loan losses follows:

	Real Estate Mortgage Loans						
(in thousands)	Commercial	Residential and Home Equity	Construction	Commercial Loans	Consumer and Other Loans	Unallocated Reserve	Total
Year Ended December 31, 2022							
Beginning balance	$ 1,762	$ 2,139	$ 857	$ 1,125	$ 91	$ -	$ 5,974
Provision (credit) for loan losses	541	468	65	(201)	17	-	890
Net recoveries (charge-offs)	-	-	-	299	(18)	-	281
Ending balance	$ 2,303	$ 2,607	$ 922	$ 1,223	$ 90	$ -	$ 7,145
At December 31, 2022							
Individually evaluated for impairment:							
Recorded investment	$ 277	$ -	$ -	$ 66	$ 2	$ -	$ 345
Balance in allowance for loan losses	$ -	$ -	$ -	$ 14	$ -	$ -	$ 14
Collectively evaluated for impairment:							
Recorded investment	$ 201,986	$ 224,211	$ 75,151	$ 86,242	$ 7,696	$ -	$595,286
Balance in allowance for loan losses	$ 2,303	$ 2,607	$ 922	$ 1,209	$ 90	$ -	$ 7,131
Year Ended December 31, 2021							
Beginning balance	$ 1,500	$ 1,827	$ 539	$ 1,592	$ 75	$ 559	$ 6,092
Provision (credit) for loan losses	262	322	318	(490)	43	(559)	(104)
Net (charge-offs) recoveries	-	(10)	-	23	(27)	-	(14)
Ending balance	$ 1,762	$ 2,139	$ 857	$ 1,125	$ 91	$ -	$ 5,974
At December 31, 2021							
Individually evaluated for impairment:							
Recorded investment	$ -	$ -	$ -	$ -	$ 4	$ -	$ 4
Balance in allowance for loan losses	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Collectively evaluated for impairment:							
Recorded investment	$ 156,306	$ 183,536	$ 71,164	$ 78,584	$ 7,279	$ -	$496,869
Balance in allowance for loan losses	$ 1,762	$ 2,139	$ 857	$ 1,125	$ 91	$ -	$ 5,974

(continued)

(3) Loans, Continued

The following summarizes the loan credit quality:

	Real Estate Mortgage Loans					
(in thousands)	Commercial	Residential and Home Equity	Construction	Commercial Loans	Consumer and Other Loans	Total
At December 31, 2022						
Grade:						
Pass	$ 200,192	$ 221,552	$ 74,516	$ 85,874	$ 7,696	$ 589,830
Special mention	1,794	2,616	635	368	2	5,415
Substandard	277	43	-	66	-	386
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total	$ 202,263	$ 224,211	$ 75,151	$ 86,308	$ 7,698	$ 595,631
At December 31, 2021						
Grade:						
Pass	$ 153,404	$ 181,770	$ 71,051	$ 78,462	$ 7,233	$ 491,920
Special mention	2,902	1,766	113	118	50	4,949
Substandard	-	-	-	4	-	4
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total	$ 156,306	$ 183,536	$ 71,164	$ 78,584	$ 7,283	$ 496,873

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors.

The Company analyzes loans individually by classifying the loans as to credit risk. Loans classified as substandard or special mention are reviewed quarterly by the Company for further deterioration or improvement to determine if they are appropriately classified and whether there is any impairment. All loans are graded upon initial issuance. Further, construction and nonowner-occupied commercial real estate loans and commercial relationships in excess of $1 million are reviewed at least annually. The Company determines the appropriate loan grade during the renewal process and reevaluates the loan grade in situations when a loan becomes past due.

Loans excluded from the review process above are generally classified as pass credits until: (a) they become past due; (b) management becomes aware of deterioration in the credit worthiness of the borrower; or (c) the client contacts the Company for a modification. In these circumstances, the loan is specifically evaluated for potential classification as to special mention, substandard or even charged-off. The Company uses the following definitions for risk ratings:

Pass – A Pass loan's primary source of loan repayment is satisfactory, with secondary sources very likely to be realized if necessary.

Special Mention – A Special Mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in the deterioration of the repayment prospects for the asset or the Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

(continued)

(3) Loans, Continued

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

Doubtful – A loan classified Doubtful has all the weaknesses inherent in one classified Substandard with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loss – A loan classified Loss is considered uncollectible and of such little value that continuance as a bankable asset is not warranted. This classification does not necessarily preclude the potential for recovery, but rather signifies it is no longer practical to defer writing off the asset.

At December 31, 2022, there were eighteen loans over thirty days past due and accruing, two loans past due ninety days or more but still accruing and two loans on nonaccrual status. Age analysis of past-due loans at December 31, 2022 and 2021 is as follows:

	Accruing Loans						
(in thousands)	**30-59 Days Past Due**	**60-89 Days Past Due**	**Greater Than 90 Days Past Due**	**Total Past Due**	**Current**	**Nonaccrual Loans**	**Total Loans**
At December 31, 2022:							
Real estate mortgage loans:							
Commercial	$ -	$ -	$ -	$ -	$ 201,986	$ 277	$ 202,263
Residential and home equity	1,383	413	349	2,145	222,066	-	224,211
Construction	651	-	55	706	74,445	-	75,151
Commercial loans	293	160	-	453	85,789	66	86,308
Consumer and other loans	-	-	-	-	7,698	-	7,698
Total	$ 2,327	$ 573	$ 404	$ 3,304	$ 591,984	$ 343	$ 595,631
At December 31, 2021:							
Real estate mortgage loans:							
Commercial	$ -	$ -	$ -	$ -	$ 156,306	$ -	$ 156,306
Residential and home equity	710	-	-	710	182,826	-	183,536
Construction	-	-	-	-	71,164	-	71,164
Commercial loans	411	-	-	411	78,173	-	78,584
Consumer and other loans	-	-	-	-	7,283	-	7,283
Total	$ 1,121	$ -	$ -	$ 1,121	$ 495,752	$ -	$ 496,873

(continued)

(3) Loans, Continued

The following summarizes the amount of impaired loans at December 31, 2022 and 2021:

(in thousands)	With No Related Allowance Recorded		With an Allowance Recorded			Total		
	Recorded Investment	Unpaid Contractual Principal Balance	Recorded Investment	Unpaid Contractual Principal Balance	Related Allowance	Recorded Investment	Unpaid Contractual Principal Balance	Related Allowance
At December 31, 2022								
Commercial real estate	$ 277	$ 277	$ -	$ -	$ -	$ 277	$ 277	$ -
Commercial	-	-	66	66	14	66	66	14
Consumer and other loans	2	2	-	-	-	2	2	-
Total	$ 279	$ 279	$ 66	$ 66	$ 14	$ 345	$ 345	$ 14
At December 31, 2021								
Consumer and other loans	$ 4	$ 4	$ -	$ -	$ -	$ 4	$ 4	$ -
Total	$ 4	$ 4	$ -	$ -	$ -	$ 4	$ 4	$ -

The average net investment in impaired loans and interest income recognized and received on impaired loans by loan class is as follows:

(in thousands)	Average Recorded Investment	Interest Income Recognized	Interest Income Received
Year Ended December 31, 2022			
Commercial real estate	$ 143	$ -	$ -
Residential and home equity	115	17	17
Commercial	34	-	-
Consumer and other loans	1	-	-
Total	$ 293	$ 17	$ 17

(in thousands)			
Year Ended December 31, 2021			
Residential and home equity	$ 302	$ -	$ -
Commercial	174	-	-
Total	$ 476	$ -	$ -

(continued)

(3) Loans, Continued

The restructuring of a loan constitutes a troubled debt restructuring ("TDR") if the creditor grants a concession to the debtor that it would not otherwise consider in the normal course of business. A concession may include an extension of repayment terms which would not normally be granted, a reduction in interest rate or the forgiveness of principal and/or accrued interest. All TDRs are evaluated individually for impairment on a quarterly basis as part of the allowance for loan losses calculation.

As shown in the table below, the Company entered into no new TDRs during the year ended December 31, 2022 and one new TDR during the year ended December 31, 2021.

	Year Ended December 31, 2022				Year Ended December 31, 2021			
(in thousands)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Current Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Current Modification Outstanding Recorded Investment
Troubled Debt Restructurings:								
Modified interest rate								
Consumer	-	$ -	$ -	$ -	1	$ 4	$ 4	$ 4
Total	-	$ -	$ -	$ -	1	$ 4	$ 4	$ 4

The TDR entered into during the year ended December 31, 2021 did subsequently default. At December 31, 2022, the Company had one $2,000 loan identified as a TDR.

The Company grants the majority of its loans to borrowers throughout Leon County and Polk County, Florida. Although the Company has a diversified loan portfolio, a significant portion of its borrowers' ability to honor their contracts is dependent upon the economy of this area. The Company does not have any significant concentrations to any one industry or client.

(continued)

(4) Premises and Equipment

A summary of premises and equipment follows:

(in thousands)	At December 31, 2022	At December 31, 2021
Land	$ 1,704	$ 1,704
Buildings	5,089	5,085
Leasehold improvements	1,584	1,551
Furniture, fixtures and equipment	2,360	2,099
Computer and software	3,642	3,197
Total, at cost	14,379	13,636
Less accumulated depreciation and amortization	(6,357)	(5,674)
Premises and equipment, net	$ 8,022	$ 7,962

Right of use lease assets and operating lease liabilities are disclosed as separate line items in the consolidated balance sheets and are valued based on the present value of the future minimum lease payments at the commencement date. As our lease does not provide an implicit rate, we used our incremental borrowing rate based on the information available at the adoption date in determining the present value of future payments. Lease expense is recognized on a straight-line basis over the lease term.

The Company's operating lease obligation is for the Company's main office on Timberlane Road, Tallahassee, Florida. The term of the lease is 15 years, with four options to renew for five years each. The lease is a fully net lease, with the Company separately paying real and personal property taxes, all special and third-party assessments, common area maintenance charges, maintenance costs and insurance expenses.

The components of lease expense and other lease information as of and during the year ended December 31, 2022 are as follows:

(in thousands)	At December 31, 2022	At December 31, 2021
Operating lease cost	$ 319	$ 319
Cash paid for amount included in the measurement of operating lease liability operating cash flows from operating lease	$ 294	$ 294

(dollars in thousands)	2022	2021
Operating lease right of use asset	$ 3,044	$ 3,258
Operating lease liability	3,208	3,397
Weighted average remaining lease term - operating lease (in years)	11.6	12.6
Weighted average discount rate	3.17%	3.17%

Future minimum lease payments under non-cancellable leases as of December 31, 2022, reconciled to our operating lease liability presented on the consolidated balance sheet are as follows:

(in thousands)	**At December 31, 2022**
2023	$ 294
2024	306
2025	323
2026	323
2027	323
Thereafter	2,321
Total future minimum lease payments	3,890
Less interest	(682)
Total	$ 3,208

(continued)

(5) Deposits

The aggregate amount of time deposits with a minimum denomination greater than $250,000 was approximately $14.1 million and $22.8 million at December 31, 2022 and 2021, respectively.

A schedule of maturities for all time deposits at December 31, 2022 is as follows:

(in thousands) **Year Ending December 31,**	**Amount**
2023	$ 30,162
2024	8,468
2025	348
2026	708
2039	423
Total	$ 40,109

(6) Other Borrowings

The Company has pledged collateral to the Federal Home Loan Bank of Atlanta ("FHLB") for future advances which will be collateralized by a blanket lien on qualifying residential real estate, commercial real estate, home equity lines of credit and multi-family loans. The Company may borrow up to $100.8 million as of December 31, 2022 from the FHLB. There were no advances outstanding at December 31, 2022 or 2021. The Company also has available credit of $59.0 million in lines of credit with correspondent banks. All draws under these lines are subject to approval by the correspondent bank. The Company also maintains a $15.0 million revolving line of credit with a local bank. The Company has pledged all of the Bank's common stock as collateral for the revolving line of credit which matures in August, 2025 and bears interest at the Wall Street Journal Prime Rate. There was an outstanding balance of $4.275 million under the revolving line of credit at December 31, 2022 and interest expense under this line of credit totaled $200,000 and $58,000 in 2022 and 2021, respectively.

(7) Income Taxes

The components of the income taxes are as follows:

	Year Ended December 31,	
(in thousands)	**2022**	**2021**
Current:		
Federal	$ 2,699	$ 2,109
State	685	356
Total current	3,384	2,465
Deferred:		
Federal	(257)	41
State	(71)	11
Total deferred	(328)	52
Total income taxes	$ 3,056	$ 2,517

(continued)

(7) Income Taxes, Continued

The reasons for the difference between the statutory Federal income tax rate and the effective tax rates are summarized as follows:

	Year Ended December 31,			
	2022		2021	
	Amount	% of Pretax Earnings	Amount	% of Pretax Earnings
(dollars in thousands)				
Income taxes at statutory rate	$ 2,675	21.0%	$ 2,282	21.0%
Increase (decrease) resulting from:				
State taxes, net of federal tax benefit	485	3.8	291	2.7
Tax-exempt income	(105)	(0.8)	(75)	(0.7)
Other nondeductible expenses	1	-	19	0.2
Total	$ 3,056	24.0%	$ 2,517	23.2%

Tax effects of temporary differences that give rise to the deferred tax assets and liabilities are as follows:

	At December 31,	
	2022	2021
(in thousands)		
Deferred tax assets:		
Allowance for loan losses	$ 1,827	$ 1,514
Organizational and start-up costs	2	11
Stock-based compensation	132	105
Deferred compensation	201	134
Unrealized losses on securities available for sale	3,386	24
Operating lease liability	813	861
Other	13	19
Deferred tax assets	6,374	2,668
Deferred tax liabilities:		
Prepaid Expenses	(144)	(143)
Deferred loan costs	(688)	(567)
Premises and equipment	(238)	(289)
Right of use lease asset	(771)	(826)
Deferred tax liabilities	(1,841)	(1,825)
Net deferred tax asset	$ 4,533	$ 843

The Company files consolidated income tax returns in the U.S. federal jurisdiction and the State of Florida. The Company is no longer subject to U.S. federal, or state and local income tax examinations by taxing authorities for years before 2019.

(continued)

(8) Off-Balance Sheet Financial Instruments

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its clients. These financial instruments are commitments to extend credit, construction loans in process, unused lines of credit, financial and performance standby letters of credit, and guaranteed accounts and may involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The contract amounts of these instruments reflect the extent of involvement the Company has in these consolidated financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for available lines of credit, construction loans in process and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance sheet instruments.

Commitments to extend credit, construction loans in process and unused lines of credit are agreements to lend to a client as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some 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 client's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counterparty. Standby letters of credit are written conditional commitments issued by the Company to guarantee the performance of a client to a third party. These letters of credit are primarily issued to support third-party borrowing arrangements and generally have expiration dates within one year of issuance. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to clients. In the event the client does not perform in accordance with the terms of the agreement with the third party, we would be required to fund the commitment. The maximum potential amount of future payments we could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, we would be entitled to seek recovery from the client. Some of the Company's standby letters of credit are secured by collateral and those secured letters of credit totaled $792,000 at December 31, 2022.

Guaranteed accounts are irrevocable standby letters of credit issued by us to guarantee a client's credit line with our third-party credit card company, First Arkansas Bank & Trust. As a part of this agreement, we are responsible for the established credit limit on certain accounts plus 10%. The maximum potential amount of future payments we could be required to make is represented by the dollar amount disclosed in the table below.

Standby letters of credit and commitments to extend credit typically result in loans with a market interest rate when funded.

A summary of the contractual amounts of the Company's financial instruments with off-balance sheet risk at December 31, 2022 is as follows:

(in thousands)	At December 31, 2022
Commitments to extend credit	$ 10,667
Construction loans in process	61,991
Unused lines of credit	77,268
Standby financial letters of credit	3,319
Guaranteed accounts	1,425
Total off-balance sheet instruments	$ 154,670

(continued)

(9) Stock Compensation Plans

2015 Stock Incentive Compensation Plan

The 2015 Stock Incentive Compensation Plan (the "2015 Plan") was approved by Shareholders at the Company's annual meeting of shareholders on May 20, 2015, and permits the Company to grants its key employees and directors stock options, stock appreciation rights, performance shares, restricted stock and phantom stock. Under the 2015 Plan, the number of shares which may be issued is 500,000, but in no instance more than 15% of the issued and outstanding shares of the Company's common stock. As of December 31, 2022, 322,957 stock options and 21,719 restricted stock awards have been granted under the 2015 Plan. Taking into account the 51,200 stock options that have been forfeited, 181,198 options are available for grant at December 31, 2022.

A summary of the activity in the Company's 2015 Plan is as follows:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2020	272,057	$ 19.80		
Options granted	18,000	27.12		
Options exercised	(150)	20.09		
Options forfeited	(21,250)	20.58		
Outstanding at December 31, 2021	268,657	20.23		
Options granted	3,500	25.37		
Options exercised	(20,240)	18.35		
Options forfeited	(550)	20.09		
Outstanding at December 31, 2022	251,367	$ 19.99	5.3	$ 1,482,000
Exercisable at December 31, 2022	187,287	$ 20.46	5.0	$ 1,176,000

The fair value of shares vested and recognized as compensation expense was $178,000 and $156,000 for the years ended December 31, 2022 and 2021, respectively. The Company recognized an income tax benefit of $19,000 with respect to share-based compensation in both 2022 and 2021. At December 31, 2022, there was $179,000 of total unrecognized compensation expense related to non-vested share-based compensation arrangements granted under the 2015 Plan. The cost is expected to be recognized over a weighted-average period of 3.0 years.

The fair value of each option granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	Year ended December 31, 2022	2021
Weighted average risk-free interest rate	2.91%	1.15-1.30%
Expected dividend yield	0.71%	0.49-0.62%
Expected stock volatility	33.18%	22.94-30.69%
Expected life in years	6.5	6.5
Per share fair value of options issued during year	$ 9.10	$ 3.26

The Company used the guidance in Staff Accounting Bulletin No. 107 to determine the estimated life of options issued. Expected volatility is based on volatility of similar companies' common stock. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The dividend yield is based on the Company's history and expectation of dividend payouts.

(continued)

(9) Stock Compensation Plans, Continued

Restricted Stock Issued under the 2015 Stock Incentive Plan

The Company issued 10,203 restricted common stock shares to employees in 2022. Restricted common stock shares granted are vested equally over the span of 3 years. Stockholders of unvested restricted stock have the right to vote and the right to receive dividends declared on common stock, if any. A summary of restricted stock transactions follows:

	Number of Shares	Wtd-Avg Grant Date Fair Value per Share	Unvested Shares Grant Date Fair Value
Restricted stock granted in 2019	3,600	$ 18.52	$ 22,000
Restricted stock granted in 2020	3,835	20.40	52,000
Restricted stock granted in 2021	4,081	18.04	74,000
Restricted stock granted in 2022	10,203	27.85	284,000
Restricted stock vested at December 31, 2022	(7,516)	(19.07)	(143,000)
Non-vested restricted stock outstanding at December 31, 2022	14,203	$ 25.30	$ 289,000

During the years ended December 31, 2022 and 2021, the Company recognized $129,000 and $71,000, respectively, as expense and had $238,000 in unrecognized expense at December 31, 2022 to be recognized over a weighted-average period of 2.1 years.

Directors' Plan

The Directors' Plan permits the Company's and the Bank's directors to elect to receive any compensation to be paid to them in shares of the Company's common stock. Pursuant to the Directors' Plan, each director is permitted to make an election to receive shares of stock instead of cash. To encourage directors to elect to receive stock, the Directors' Plan provides that if a director elects to receive stock, he or she will receive in common stock 110% of the amount of cash fees set by the Board or the Compensation Committee. The value of stock to be awarded pursuant to the Directors' Plan will be the closing price of a share of common stock as traded on the OTCQX or a price set by the Board or its Compensation Committee, acting in good faith, but in no case less than fair market value. In 2022 and 2021, the Board used the greater of quarter-end book value and quarter-end volume weighted average market price to determine what the fair market value of Prime Meridian common stock was for purposes of the Directors' Plan. The maximum number of shares to be issued pursuant to the Directors' Plan is limited to 74,805 shares. In 2022 and 2021, our directors received 5,002 and 5,344 shares of common stock, respectively, in lieu of cash, under the Directors' Plan. The Company recognized expense of $131,000 and $111,000 during the years ended December 31, 2022 and 2021, with respect to the Director's Plan. As of December 31, 2022, there were 36,362 shares remaining available for grant which is approximately 1.1% of the total shares outstanding as of the record date.

(10) Employee Benefit Plans

The Company sponsors a 401(k)-profit sharing plan available to all employees electing to participate after meeting certain length-of-service requirements. The Company's contributions to the profit-sharing plan are discretionary and determined annually. Contribution expense related to the plans for the years ended December 31, 2022 and 2021 were $238,000 and $248,000, respectively.

The Company has established non-qualified account balance deferred compensation plans to provide retirement benefits for certain officers of the Company. The Company is recognizing the expense of these plans as services are rendered using a discount rate of four percent and a retirement age of sixty-five. The Company's expense in connection with these plans was $265,000 and $193,000 for the years ended December 31, 2022 and 2021, respectively. The accrued liability related to these agreements was $792,000 and $527,000 at December 31, 2022 and 2021, respectively. Such amounts are included in other liabilities in the accompanying consolidated balance sheets.

(continued)

(11) Related Party Transactions

The Company enters into transactions during the ordinary course of business with officers and directors of the Company and entities in which they hold a significant financial interest. The following table summarizes these transactions:

(in thousands)	Year Ended December 31, 2022	2021
Loans:		
Beginning balance	$ 8,468	$ 6,606
Originated during the year	544	4,284
Principal repayments	(1,788)	(2,422)
Ending balance	$ 7,224	$ 8,468
Deposits at year-end	$ 5,970	$ 9,717

In addition, the Company purchases various insurance policies through a company that employs the spouse of Director Jones. The premiums paid totaled $1.5 million and $1.4 million in 2022 and 2021, respectively, and included health insurance premiums for employees. Mr. Jones' interest in such premiums was $6,157 and $5,734 in 2022 and 2021, respectively.

(12) Fair Value of Financial Instruments

The approximate carrying amounts and estimated fair values of the Company's financial instruments are as follows:

		At December 31, 2022		At December 31, 2021	
(in thousands)	Level	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:					
Cash and cash equivalents	1	$ 39,788	$ 39,788	$ 233,473	$ 233,473
Debt securities available for sale	2	129,436	129,436	73,763	73,763
Debt securities held to maturity	2	11,805	9,917	-	-
Loans held for sale	3	7,058	7,170	11,768	11,964
Loans, net	3	588,715	548,166	490,198	495,209
Federal Home Loan Bank stock	3	463	463	366	366
Accrued interest receivable	3	2,385	2,385	1,505	1,505
Bank owned life insurance	3	16,532	16,532	16,153	16,153
Derivative contract assets	2	2,352	2,352	630	630
Financial liabilities-					
Deposits	3	731,535	731,506	762,942	763,147
Other Borrowings	3	4,275	4,275	3,575	3,575
Derivative contract liabilities	2	2,352	2,352	630	630
Off-Balance Sheet financial instruments	3	-	-	-	-

(13) Dividend Restrictions

The Holding Company is limited in the amount of cash dividends it may declare and pay by the amount of capital is has retained and the amount of dividends it can receive from the Bank. The Bank is limited in the amount of cash dividends that may be paid. The amount of cash dividends that may be paid is based on the Bank's net earnings of the current year combined with the Bank's retained earnings of the preceding two years, as defined by state banking regulations. However, for any dividend declaration, the Bank must consider additional factors such as the amount of current period net earnings, liquidity, asset quality, capital adequacy and economic conditions. It is likely that these factors would further limit the amount of dividends which the Bank could declare. In addition, bank regulators have the authority to prohibit banks from paying dividends if they deem such payment to be an unsafe or unsound practice.

In January 2023, the Board of Directors declared an annual dividend of $0.22 per share of common stock payable on February 28, 2023 to shareholders of record as of February 9, 2023.

(continued)

(14) Regulatory Matters

The Bank is subject to various regulatory capital requirements administered by the banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

The Bank is subject to the Basel III capital level threshold requirements under the Prompt Corrective Action regulations which phased in full compliance over a multi-year schedule. These regulations were designed to ensure that banks maintain strong capital positions even in the event of severe economic downturns or unforeseen losses.

The Bank is subject to the capital conservation buffer rules which place limitations on distributions, including dividend payments, and certain discretionary bonus payments to executive officers. In order to avoid these limitations, a bank must hold a capital conservation buffer above its minimum risk-based capital requirements. As of December 31, 2022, and 2021, the Bank's capital conservation buffer exceeded the minimum requirement of 2.50%.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and percentage (set forth in the table below) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of December 31, 2022, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2022, the Bank is well-capitalized under the regulatory framework for prompt corrective action. To be categorized as adequately capitalized, the Bank must maintain minimum total risk-based Tier 1 risk-based, and Tier 1 leverage percentages as set forth in the table. There are no conditions or events since that notification that management believes have changed the bank's category. The Bank's actual capital amounts and percentages are also presented in the table:

	Actual		**For Capital Adequacy Purposes**		**For Well Capitalized Purposes**	
(dollars in thousands)	**Amount**	**Percentage**	**Amount**	**Percentage**	**Amount**	**Percentage**
As of December 31, 2022						
Tier 1 Leverage ratio to Average Assets	$ 81,100	9.70%	$ 33,461	4.00%	$ 41,826	5.00%
Common Equity Tier 1 Capital to Risk-Weighted Assets	81,100	12.90	28,290	4.50	40,863	6.50
Tier 1 Capital to Risk-Weighted Assets	81,100	12.90	37,720	6.00	50,294	8.00
Total Capital to Risk-Weighted Assets	88,245	14.04	50,294	8.00	62,867	10.00
As of December 31, 2021:						
Tier 1 Leverage ratio to Average Assets	$ 70,548	8.53%	$ 33,071	4.00%	$ 41,338	5.00%
Common Equity Tier 1 Capital to Risk-Weighted Assets	70,548	13.45	23,596	4.50	34,083	6.50
Tier 1 Capital to Risk-Weighted Assets	70,548	13.45	31,461	6.00	41,948	8.00
Total Capital to Risk-Weighted Assets	76,522	14.59	41,948	8.00	52,435	10.00

(15) Legal Contingencies

Various legal claims arise from time to time in the normal course of business which, in the opinion of management, will not have a material effect on the Company's consolidated financial statements. As of December 31, 2022, there is no pending or threatened litigation of which management is aware.

(continued)

(16) Earnings Per Share

Earnings per share ("EPS") has been computed on the basis of the weighted-average number of shares of common stock outstanding. Outstanding stock options are considered dilutive securities for purposes of calculating diluted EPS which was computed using the treasury stock method:

	2022			2021		
(dollars in thousands, except per share amounts)	Earnings	Weighted-Average Shares	Per Share Amount	Earnings	Weighted-Average Shares	Per Share Amount
Year Ended December 31,						
Basic EPS:						
Net earnings	$ 9,681	3,154,866	$ 3.07	$ 8,347	3,126,547	$ 2.67
Effect of dilutive securities-incremental shares from assumed conversion of options		38,908			15,935	
Diluted EPS:						
Net earnings	$ 9,681	3,193,774	$ 3.03	$ 8,347	3,142,482	$ 2.66

(17) Derivatives

The Company has entered into interest rate swaps in order to provide commercial real estate loan clients the ability to swap from variable to fixed interest rates. Under these agreements, the Company enters into a variable rate loan with a client at a specified index (Wall Street Journal Prime Lending Rate) in addition to a borrower swap agreement. This swap agreement effectively converts the client's variable rate loan into a fixed rate. The Company then enters into a matching swap agreement with a third-party dealer counterparty in order to offset its exposure on the borrower swap. These interest rate swaps are considered derivative financial instruments. These derivative instruments involve both credit and market risk. The notional amounts are amounts on which calculations, payments, and the value of the derivatives are based. Notional amounts do not represent direct credit exposures. Direct credit exposure is limited to the net difference between the calculated amounts to be received and paid, if any, over the life of the contract. Such differences, which represent the fair value of the derivative instruments, is included in "other assets" and "other liabilities" on the Company's consolidated balance sheets, and the net change in each of these financial statement line items in the accompanying consolidated statements of cash flows. The derivative transactions are considered instruments with no hedging designation, otherwise known as stand-alone derivatives.

	At December 31,	
	2022	2021
dollars in thousands		
Notional amount - interest rate swaps:		
Stand-alone derivatives	$ 20,084	$ 20,606
Weighted-average pay rate - interest rate swaps	3.68%	3.69%
Weighted-average receive rate - interest rate swaps	3.00%	3.00%
Weighted-average maturity (in years) - interest rate swaps	12.6	13.6
Net realized fair value adjustments:		
Stand-alone derivatives - interest rate swaps (other assets)	$ 2,352	$ 630
Stand-alone derivatives - interest rate swaps (other liabilities)	$ (2,352)	$ (630)

The Company is party to a collateral support agreement with its dealer counterparty. Such agreement requires that the Company or the dealer counterparty to maintain collateral based on the fair values of derivative instruments. In the event of default by a counterparty the non-defaulting counterparty would be entitled to the collateral. The Company does not require borrower counterparties to post cash collateral based on the fair values of borrower interest rate swaps. In the event of default of a borrower counterparty wherein the fair value of the derivative instrument is owed to the Company, the fair value is collected through a real property foreclosure or liquidation.

(continued)

(18) Parent Company Only Financial Information

The Holding Company's unconsolidated financial information follows:

Condensed Balance Sheets	**December 31,**	
	2022	**2021**
(in thousands)		
Assets		
Cash	$ 204	$ 114
Investment in subsidiary	71,125	70,475
Other assets	30	27
Total assets	$ 71,359	$ 70,616
Liabilities and Stockholders' Equity		
Liabilities:		
Other borrowings	$ 4,275	$ 3,575
Accrued interest	31	10
Total liabilities	4,306	3,585
Stockholders' equity	67,053	67,031
Total liabilities and stockholders' equity	$ 71,359	$ 70,616

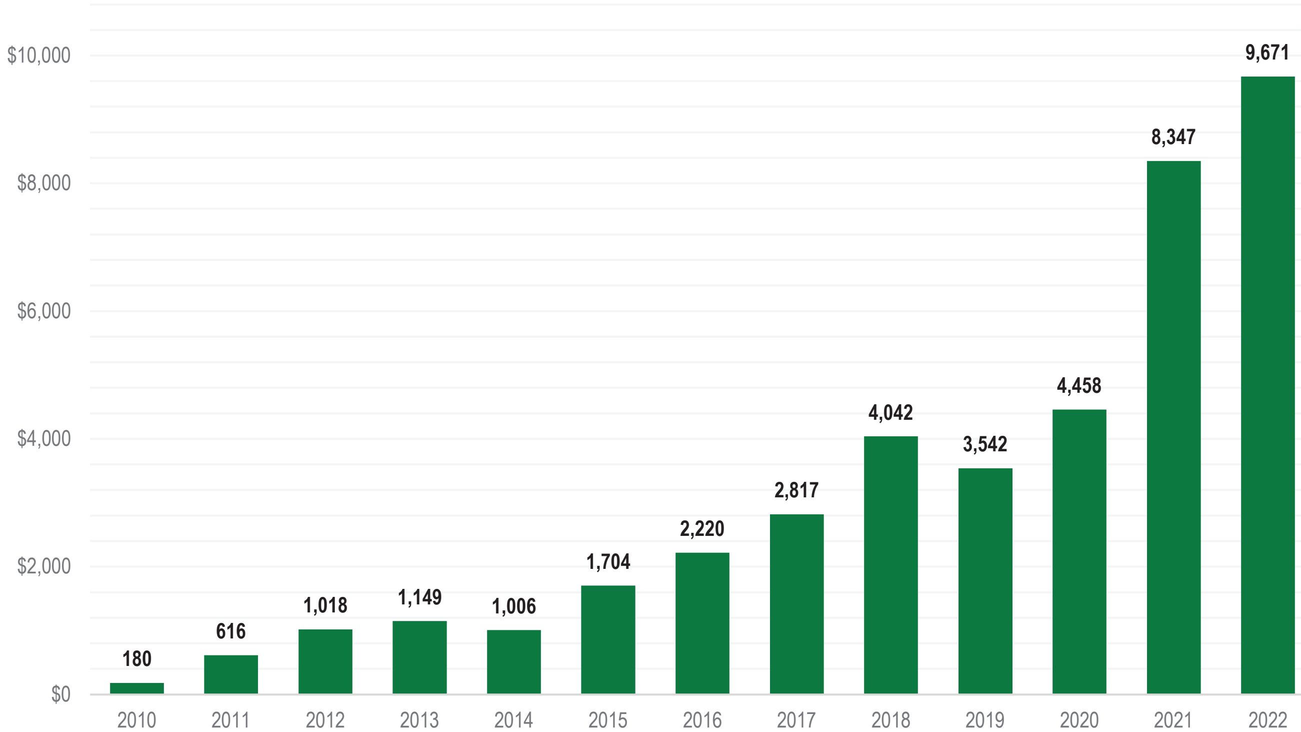
Condensed Statements of Earnings	**Year Ended December 31,**	
	2022	**2021**
(in thousands)		
Revenues	$ -	$ -
Expenses	(756)	(590)
Income tax benefit	192	140
Loss before earnings of subsidiary	(564)	(450)
Net earnings of subsidiary	10,245	8,797
Net earnings	$ 9,681	$ 8,347

(18) Parent Company Only Financial Information, Continued

Condensed Statements of Cash Flows *(in thousands)*	**Year Ended December 31, 2022**	**2021**
Cash flows from operating activities:		
Net Earnings	$ 9,681	$ 8,347
Adjustments to reconcile net earnings to net cash used in operating activities:		
Equity in earnings of subsidiary	(10,245)	(8,797)
Stock issued as compensation	131	111
Net change in other assets and other liabilities	(3)	11
Increase in interest payable	21	-
Net cash used in operating activities	(415)	(328)
Cash flows from investment activities-		
Cash infusion to subsidiary	-	(3,725)
Net cash used in investing activities	-	(3,725)
Cash flows from financing activities:		
Proceeds from other borrowings	700	3,575
Common stock retirement	-	-
Cash dividend paid	(567)	(438)
Proceeds from stock options exercised	372	3
Net cash provided by (used in) financing activities	505	3,140
Net increase (decrease) in cash	90	(913)
Cash at beginning of the year	114	1,027
Cash at end of year	$ 204	$ 114
Supplemental disclosure of cash flow information-		
Noncash items:		
Net change in accumulated other comprehensive loss of subsidiary, net of change in unrealized loss on debt securities available for sale, net of tax benefit	$ (9,902)	$ (1,474)
Stock-based compensation expense of subsidiary	$ 307	$ 227

Net Income ($ in 000s)

Source: S&P Global and internal company documents



2022 By The Numbers (All data as of December 31, 2022 unless otherwise indicated)

$9.7	2022 NET INCOME (IN MILLIONS)
$815.2	TOTAL ASSETS (IN MILLIONS)
$78.5	MARKET CAPITALIZATION (IN MILLIONS)
$731.5	TOTAL DEPOSITS (IN MILLIONS) REFLECTING A YEAR-OVER-YEAR REDUCTION OF 4.1%
$588.7	LOANS, NET OF ALLOWANCE (IN MILLIONS)
#5	DEPOSIT MARKET SHARE IN TALLAHASSEE MSA AS OF JUNE 30, 2022 (AS REPORTED BY FDIC)
54%	EFFICIENCY RATIO

EXECUTIVE MANAGEMENT
PRIME MERIDIAN BANK

Sammie D. Dixon, Jr.
Vice Chairman, President,
Chief Executive Officer

Chris L. Jensen, Jr.
Executive Vice President
Senior Lender

Kyle D. Phelps
Executive Vice President
Chief Banking Officer

Susan Payne Turner
Executive Vice President
Chief Risk Officer

Monté L. Ward
Executive Vice President
Chief Information Officer

Clint F. Weber
Executive Vice President
Chief Financial Officer

TALLAHASSEE (MAIN OFFICE)
1471 Timberlane Road
Tallahassee, FL 32312
Telephone: 850.907.2300

TALLAHASSEE (CAPITAL CIRCLE)
1897 Capital Circle NE
Tallahassee, FL 32308
Telephone: 850.907.2301

CRAWFORDVILLE
2201 Crawfordville Highway
Crawfordville, FL 32327
Telephone: 850.926.4320

LAKELAND
3340 South Florida Avenue
Lakeland, FL 33803
Telephone: 863.417.2265

TRYMYBANK.COM