



**Carolina Financial**  
CORPORATION

**2017 Annual Report**  
**2018 Proxy Statement**





**CAROLINA FINANCIAL CORPORATION**  
**288 Meeting Street**  
**Charleston, SC 29401**  
**(843) 723-7700**

March 28, 2018

Dear Stockholder:

On behalf of the Board of Directors and management of Carolina Financial Corporation (the “Company”), we cordially invite you to attend the Annual Meeting of Stockholders. The meeting will be held at 5:00 p.m. on May 2, 2018 at the Country Club of Charleston, 1 Country Club Drive, Charleston, South Carolina.

In addition to the annual stockholder vote on corporate business items, the meeting will include management’s report to you on the Company’s fiscal 2017 financial and operating performance.

An important aspect of the meeting process is the stockholder vote on corporate business items. We urge you to exercise your rights as a stockholder to vote and participate in this process. Stockholders are being asked to consider and vote upon the following proposals: (i) to elect five directors to serve for a term of three years and (ii) to approve an amendment to the Company’s Restated Certificate of Incorporation to increase the number of shares of Common Stock that the Company is authorized to issue from 25,000,000 shares to 50,000,000 shares, and (iii) to ratify the appointment of the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2018. The Board of Directors has carefully considered these proposals and unanimously recommends that you vote for each of the nominees and in favor of the proposal calling for a “yes” or “no” vote.

We encourage you to attend the meeting in person. Whether or not you attend the meeting, we hope that you will read the enclosed proxy statement and vote your shares in advance of the Annual Meeting either by internet, telephone or by mail. Instructions regarding internet and telephone voting are included on the proxy card. If you choose to submit a proxy by mail, please mark, sign and date the proxy card and promptly return it in the enclosed postage-paid envelope. This will save the Company additional expense in soliciting proxies and will ensure that your shares are represented. If you need assistance in completing your proxy, please call the Assistant Secretary of the Company at (843) 534-5142. If you are a stockholder of record, attend the meeting, and desire to revoke your proxy and vote in person, you may do so.

Thank you for your attention to this important matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'C. E. Watts IV', with a horizontal line extending to the right.

**Claudius E. Watts IV**  
*Chairman of the Board*

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CAROLINA FINANCIAL CORPORATION  
288 Meeting Street  
Charleston, South Carolina 29401  
(843) 723-7700

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 2, 2018**

Notice is hereby given that the Annual Meeting of Stockholders (the "Meeting") of Carolina Financial Corporation (the "Company") will be held at the Country Club of Charleston, 1 Country Club Drive, Charleston, South Carolina at 5:00 p.m., local time, on May 2, 2018.

A proxy card and a proxy statement for the Meeting are enclosed.

The Meeting is for the purpose of considering and acting upon:

1. The election of five directors to serve for a term of three years;
2. The approval of an amendment to the Company's Restated Certificate of Incorporation to increase the number of shares of Common Stock the Company is authorized to issue from 25,000,000 shares to 50,000,000 shares;
3. The ratification of the appointment of Elliott Davis, LLC as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2018; and
4. Such other matters as may properly come before the Meeting, or any adjournments thereof.

The Board of Directors is not aware of any other business to come before the Meeting. Any action may be taken on the foregoing proposals at the Meeting on the date specified above or on any date or dates to which the Meeting may be adjourned. Stockholders of record at the close of business on March 9, 2018 are the stockholders entitled to vote at the Meeting and any adjournments thereof. A complete list of these stockholders will be available at the Company's offices prior to the Meeting.

**Whether or not you plan to attend the Meeting in person, you are requested to promptly vote by telephone, internet, or by mail on the proposals presented, following the instructions on the proxy card for whichever voting method you prefer. If you vote by mail, please mark, sign and date the proxy card and promptly return it in the enclosed postage-paid envelope. If you need assistance in completing your proxy card, please call the Assistant Secretary of the Company at 843-534-5142. If you are a stockholder of record, attend the meeting, and desire to revoke your proxy and vote in person, you may do so. In any event, a proxy may be revoked by a stockholder of record at any time before it is executed.**

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "M. J. Huggins, III", is written over a faint, circular embossed seal or watermark.

M. J. Huggins, III  
*Executive Vice President and Secretary*

Charleston, South Carolina  
March 28, 2018

**IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE THE COMPANY THE EXPENSE OF FURTHER REQUESTS FOR PROXIES TO ENSURE A QUORUM AT THE MEETING. A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.**



**PROXY STATEMENT**

**CAROLINA FINANCIAL CORPORATION**  
**288 Meeting Street**  
**Charleston, South Carolina 29401**  
**(843) 723-7700**

**ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD MAY 2, 2018**

This proxy statement is furnished in connection with the solicitation on behalf of the Board of Directors of Carolina Financial Corporation (the “Company”), the parent company of CresCom Bank (the “Bank”), to be used at the Annual Meeting of Stockholders of the Company (the “Meeting”), which will be held at the Country Club of Charleston, 1 Country Club Drive, Charleston, South Carolina at 5:00 p.m., local time, on May 2, 2018, local time, and all adjournments of the Meeting. The accompanying Notice of Annual Meeting and this proxy statement are first being mailed to stockholders on or about March 28, 2018.

At the Meeting, stockholders of the Company are being asked to consider and vote upon the election of five directors to serve for a term of three years, to approve an amendment to the Company’s Restated Certificate of Incorporation (the “Certificate of Incorporation”) to increase the number of shares of Common Stock the Company is authorized to issue from 25,000,000 shares to 50,000,000 shares, and to ratify the appointment of Elliott Davis, LLC as the independent registered public accounting firm for the Company for the fiscal year ended December 31, 2018.

**Vote Required and Proxy Information**

The Board of Directors set March 9, 2018, as the record date for the Meeting. Stockholders that owned the Company’s common stock at the close of business on that date are entitled to vote and to attend the Meeting. As of the record date, there were 21,052,202 shares of common stock outstanding, which were held by 1,950 stockholders of record. Each share of the Company’s common stock is entitled to one vote on all matters voted on at the Meeting. If you are a stockholder of record who wishes to vote, you may do so by selecting one of the following options:

*Voting by Proxy:* You are requested to vote the enclosed form of proxy, which is solicited on behalf of the Board of Directors, either by internet, telephone or by mail. Instructions regarding internet and telephone voting are included on the proxy card. If you choose to submit a proxy by mail, please mark, sign and date the proxy card and promptly return it in the enclosed postage-paid envelope. No postage is required if mailed within the United States. If you receive more than one proxy card, it means that you have multiple accounts at the transfer agent. Please vote all proxy cards to be certain that all your shares are voted.

*Voting in Person:* Stockholders of record may vote in person at the Meeting.

Many of the Company's stockholders hold their shares through a stockbroker, bank, or other nominee rather than directly in their own name. If you hold the Company's shares in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these materials are being forwarded to you by your broker or nominee, which is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee how to vote and are also invited to attend the Meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the Meeting unless you obtain a signed proxy from the stockholder of record giving you the right to vote the shares. Your broker or nominee has enclosed or provided a voting instruction card for you to use to direct your broker or nominee how to vote these shares.

If you hold your shares in street name, it is critical that you cast your vote if you want it to count in the election of the Company's director nominees and the vote on the amendment to the Certificate of Incorporation. In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted on certain matters, your bank or broker was allowed to vote those shares on your behalf as they felt appropriate. Your brokerage firm may now vote your shares only under certain circumstances. Brokerage firms have authority under stock exchange rules to vote their customers' shares on certain "routine" matters. We expect that brokers will be allowed to exercise discretionary authority for beneficial owners who have not provided voting instructions ONLY with respect to the ratification of the appointment of our independent registered public accounting firm, but not with respect to the election of directors or the proposal to amend the Certificate of Incorporation. If you hold your shares in street name, it is critical that you cast your vote so your shares may be voted on all proposals.

When a brokerage firm votes its customers' unvoted shares on routine matters, these shares are counted for purposes of establishing a quorum to conduct business at the meeting. If a brokerage firm indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular matter, then those shares will be treated as "broker non-votes."

A majority or more of the outstanding shares of common stock entitled to vote at the Meeting will constitute a quorum. We will include abstentions and broker non-votes in determining whether a quorum exists. If a share is represented for any purpose at the Meeting by the presence of the registered owner or a person holding a valid proxy for the registered owner, it is deemed to be present for the purposes of establishing a quorum. Therefore, valid proxies which are marked "Abstain" or "Withhold" or as to which no vote is marked, including broker non-votes, will be included in determining the number of votes present or represented at the Meeting.

Assuming in each case that a quorum is present:

- With respect to Proposal No. I, the directors will be elected by a plurality of the votes of the shares of common stock present in person or represented by proxy at the Meeting and entitled to vote on the election of directors. This means that the individuals who receive the highest number of votes are selected as directors up to the maximum number of directors to be elected at the Meeting. Abstentions, broker non-votes, and the failure to return a signed proxy will have no effect on the outcome of the vote on this matter.
- With respect to Proposal No. II, the amendment to the Company's Certificate of Incorporation requires the approval of a majority of the outstanding shares of the Company's Common Stock entitled to vote. Abstentions, broker non-votes, and the failure to return a signed proxy will have the effect of a "no" vote on Proposal No. II.



- With respect to Proposal No. III, the proposal will be approved if the number of shares of common stock voted in favor of the matter exceed the number of shares of common stock voted against the matter. Abstentions, broker non-votes, and the failure to return a signed proxy will have no effect on the outcome of the vote on this matter.

Any other matters that may be brought before the Meeting will be determined by a majority of the votes cast.

As of the record date, the Company's directors and executive officers owned or were deemed to control approximately 7.76% of the Company's common stock, and they have indicated that they intend to vote their shares for the election of the Company's director nominees, for the amendment to the Company's Certificate of Incorporation to increase the number of shares of Common Stock that the Company is authorized to issue from 25,000,000 shares to 50,000,000 shares, and for the ratification of Elliott Davis, LLC as our independent registered public accounting firm for the fiscal year ended December 31, 2018.

When you sign the proxy card, you appoint W. Scott Brandon and Jeffery L. Deal as your representatives at the Meeting. Messrs. Brandon and Deal will vote your proxy as you have instructed them on the proxy card. If you submit a proxy but do not specify how you would like it to be voted, Messrs. Brandon and Deal will vote your proxy for the election to the Board of Directors of all the nominees listed below under "Election of Directors", for the amendment to the Company's Certificate of Incorporation to increase the number of shares of Common Stock the Company is authorized to issue from 25,000,000 shares to 50,000,000 shares, and for the ratification of the appointment of Elliott Davis, LLC as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2018. The Company is not aware of any other matters to be considered at the Meeting. However, if any other matters come before the Meeting, Messrs. Brandon and Deal will vote your proxy on such matters in accordance with their judgment.

A proxy given pursuant to the solicitation may be revoked at any time before it is voted. Proxies may be revoked by (i) filing with the Secretary of the Company at or before the Meeting a written notice of revocation bearing a later date than the proxy, (ii) duly executing a subsequent proxy relating to the same shares and delivering it to the Secretary of the Company at or before the Meeting, or (iii) attending the Meeting and voting in person (although attendance at the Meeting will not in and of itself constitute revocation of a proxy). Any written notice revoking a proxy before the Meeting should be delivered to M. J. Huggins, III, Secretary, Carolina Financial Corporation, 288 Meeting Street, Charleston, South Carolina 29401.

The Company is paying for the costs of preparing and mailing the proxy materials and of reimbursing brokers and others for their expenses of forwarding copies of the proxy materials to its stockholders. Our officers and employees may assist in soliciting proxies but will not receive additional compensation for doing so. The Company is distributing this proxy statement on or about March 28, 2018.

*Important Notice of Internet Availability.* The proxy statement and the Company's 2017 Annual Report on Form 10-K are available to the public for viewing under the Investor Relations section under the SEC Filings tab of the Company's website <https://www.haveanicebank.com>.

In addition, the above items and other filings with the Securities and Exchange Commission (the “SEC”) are also available to the public on the SEC’s website at [www.sec.gov](http://www.sec.gov). Upon written or oral request by any stockholder, we will deliver a copy of the Company’s 2017 Annual Report on Form 10-K. Only one copy of the Company’s proxy materials is being delivered to two or more stockholders who share an address. However, upon written or oral request, we will also promptly deliver a copy of this proxy statement to the Company’s stockholders at a shared address to which a single copy of the document was delivered. Stockholders should contact M. J. Huggins, III, Secretary, Carolina Financial Corporation, 288 Meeting Street Charleston, South Carolina 29401 or at (843) 723-7700 if they wish to receive an additional copy of the Company’s proxy materials. Alternatively, any stockholders sharing an address and currently receiving multiple copies of the proxy materials may request that a single copy of the proxy materials be provided their shared address.

## PROPOSAL I - ELECTION OF DIRECTORS

### General Information Regarding Election of Directors

The Company's Board of Directors is presently composed of 14 members and divided into three classes. Directors of the Company are generally elected to serve for a three-year term. The terms are staggered in order to provide for the election of approximately one-third of the directors each year. The Company's Bylaws provide for an age limitation in that no person who has reached the age of 75 years may be elected or appointed to a term of office as a director.

<u>Class I</u>	<u>Class II</u>	<u>Class III</u>
Beverly Ladley	W. Scott Brandon	Robert G. Clawson, Jr
Robert M. Moïse, CPA	Jeffery L. Deal, M.D.	Gary M. Griffin
David L. Morrow	Michael P. Leddy	Daniel H. Isaac, Jr.
Jerold L. Rexroad	Thompson E. Penney	Frederick N. Holscher
Claudius E. Watts IV	Lindsey A. Crisp	

At the Meeting, stockholders will elect five nominees as Class I directors to serve a three-year term, expiring at the 2021 Annual Meeting of Stockholders of the Company. The directors will be elected by a plurality of the votes cast at the Meeting. This means that the five nominees receiving the highest number of votes will be elected. Abstentions and broker non-votes with respect to the nominees will not be considered to be either affirmative or negative votes. Stockholders do not have cumulative voting rights with respect to the election of directors.

The Board of Directors recommends that you elect directors Ladley, Moïse, Morrow, Rexroad and Watts as Class I directors.

If you submit a proxy but do not specify how you would like it to be voted, Messrs. Brandon and Deal will vote your proxy to elect directors Ladley, Moïse, Morrow, Rexroad and Watts. If any of these nominees are unable or fails to accept nomination or election (which we do not anticipate), Messrs. Brandon and Deal will vote instead for a replacement to be recommended by the Board of Directors, unless you specifically instruct otherwise in the proxy.

### Information on Nominees

Set forth below is certain information about the nominees, including their age, the period they have served as a director or executive officer, their business experience for at least the past five years, the names of other publicly-held companies where they currently serve as a director or served as a director during the past five years, and additional information about the specific experience, qualifications, attributes, or skills that led to the Board of Directors' conclusion that such person should serve as a director for the Company.

**Beverly Ladley, 51** is currently a Senior Advisor to McKinsey and Company, a global management consulting firm. Prior to joining McKinsey and Company, Ms. Ladley held the Executive Vice President and Head of Retail Products and Consumer Lending position at SunTrust Banks Inc. from 2012-2016. Her position included responsibility for the Deposits, Retail Lending, Consumer Credit Card, and National Lending Businesses, as well as Retail and Small Business Segment Strategy. During the two decades before joining SunTrust, Ms. Ladley held various positions of increasing responsibility with Bank of America.

These positions included Executive, Deposit Growth (2000 - 2005), Senior Vice President and Executive, Small Business Strategy and Deposits, Executive, Customer Segment (2009 - 2010), Executive, U.S. Credit Card and Small Business Products (2010-2011), Executive, Global Sourcing (2011 - 2012). Ms. Ladley earned a Bachelor of Arts degree in Economics and Public Policy from Duke University in 1988. She went on to earn an MBA from the University of Virginia's Darden Graduate School of Business Administration in 1992. Ms. Ladley's qualification as a member of the Board of Directors is primarily attributed to her extensive banking experience and her current consulting experience.

**Robert M. Moïse, 69**, has served as a member of the Company's Board of Directors since 1996. Mr. Moïse recently retired as a partner with WebsterRogers LLP in Charleston, South Carolina and serves as a consultant to that firm. He holds Bachelor of Science and Master of Accountancy degrees from the University of South Carolina and has been admitted to practice before the United States Tax Court. He serves as the Immediate Past President of the Coastal Council BSA and is a member of the Coastal Boys Council Board. He is a member of the American Institute of Certified Public Accountants, having served on their national Tax Practice Responsibilities Committee and is a member of the South Carolina Association of Certified Public Accountants. Mr. Moïse served as Chairman of the Charleston County Business License Appeals Board. In his professional practice, Mr. Moïse has, after leaving the Internal Revenue Service, worked with national and local CPA firms and has concentrated his practice in the tax area with an emphasis on tax controversy matters and complicated mergers, acquisitions and liquidations for many clients around the state. Mr. Moïse brings to the board his 40 years of financial expertise and business skills. Mr. Moïse's finance and accounting expertise also qualify him to serve as Chairman of the Company's Audit Committee and to be considered an "audit committee financial expert."

**David L. Morrow, 67**, has served as an Executive Vice President of the Company since 2004 and has served as a member of the Company's Board of Directors since 2001. Mr. Morrow is a graduate of Clemson University with a Bachelor of Science degree and has more than 42 years of experience in banking and financial institution management in South Carolina. Prior to founding Crescent Bank, a predecessor to CresCom Bank, he served as President of Carolina First Savings Bank and also as Executive Vice President and member of the Board of Directors of Carolina First Bank. He has served as a member of the Clemson University Board of Visitors, and was recently named a member of the Clemson University Foundation Board. Mr. Morrow is Chairman Elect of the South Carolina Bankers Association and is also a member of the Board of Advisors of the Hollings Cancer Center at MUSC. Most recently, Mr. Morrow served on the Federal Reserve Community Depository Institutions Advisory Council, as well as the ABA Community Bankers Council. He is also a past Board member of the Storm Eye Institute at MUSC, a past member of the Board of Directors of Leadership South Carolina and a past member of the Board of Directors for the South Carolina Museum Foundation. His years of experience in financial institution management, including previous service as a director of a state-wide financial institution and CEO of both predecessor banks of CresCom Bank, provide a valuable perspective as a director.

**Jerold L. Rexroad, 57**, has served as the Company's President and Chief Executive Officer since 2012 and as a director since 2012. Mr. Rexroad also serves as Executive Chairman of the Board of the Bank and Executive Chairman of the Board of Crescent Mortgage Company, a subsidiary of the bank. Mr. Rexroad joined the Company in May 2008 as Executive Vice President. Mr. Rexroad began his career in 1982 with Peat, Marwick, Mitchell and Co., a predecessor to the international accounting firm KPMG LLP, and is a Certified Public Accountant. He became a KPMG partner in 1994 with responsibilities for all financial institutions in South Carolina. In 1995, Mr. Rexroad joined Coastal Financial Corporation as Executive Vice President and Chief Financial Officer. Under his oversight, the bank grew organically from \$375 million in total assets to over \$1.8 billion in total assets. Coastal Financial Corporation was sold

to BB&T in 2007. Mr. Rexroad is a member of the American Institute of Certified Public Accountants and the South Carolina Association of Certified Public Accountants. Mr. Rexroad is a graduate of Bob Jones University, cum laude. His leadership experience, including over 30 years of experience in public accounting and financial institution management, as well as his service as the chief financial officer of a public bank holding company, enhance his ability to serve on the Company's Board of Directors. These roles have required industry expertise combined with operational and global management expertise.

**Claudius E. "Bud" Watts IV, 55**, has served as a member of the Company's Board of Directors since 2015. Mr. Watts is a private investor and a Senior Advisor to The Carlyle Group. Mr. Watts also serves as the Lead Independent Director on the Board of Directors of CommScope (NASDAQ: COMM), where he has served as Director since 2011. Mr. Watts joined Carlyle in 2000 and was a Partner and Managing Director until his retirement in late 2017. Mr. Watts established Carlyle's Technology Buyout Group in 2004 and led it until 2014. He also led the firm's investments in and served on the Boards of technology companies CommScope (NASDAQ: COMM), SS&C Technologies (NASDAQ: SSNC), Open Link Financial, Open Solutions, Freescale Semiconductor (NYSE: FSL), and Jazz Semiconductor, as well as aerospace companies Firth Rixon, Sippican, and CPU Technology. Prior to joining Carlyle, Mr. Watts was a Managing Director in the Mergers & Acquisitions group of First Union Securities, Inc. He joined First Union when it acquired Bowles Hollowell Conner & Co., where Mr. Watts was a principal. Prior to joining Bowles Hollowell, Mr. Watts was a fighter pilot in the U.S. Air Force. During his service, he was qualified as an instructor pilot in both the F-16 and A-10 aircraft and served in a number of leadership and operations management positions in the United States and abroad. In addition to his current business activities, Mr. Watts serves as the Chairman of the Board of The Citadel Foundation and The Citadel Trust, which together manage the primary endowment funds supporting The Citadel. Mr. Watts earned a B.S. in electrical engineering cum laude from The Citadel in Charleston, South Carolina, and an M.B.A. from the Harvard Graduate School of Business Administration. His qualifications as a member of the Board of Directors are attributed to his business expertise with public companies.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" EACH OF THE NOMINEES LISTED IN THIS PROXY STATEMENT.**

#### **Information of Other Directors and Executive Officers**

Set forth below is also information about each of the Company's other directors and executive officers, including their age, the period they have served as a director or executive officer, their business experience for at least the past five years, the names of other publicly-held companies where they currently serve as a director or served as a director during the past five years, and additional information about the specific experience, qualifications, attributes, or skills that led to the board's conclusion that such person should serve as a director for the Company.

**W. Scott Brandon, 54**, has served as a member of the Company's Board of Directors since 2001. Mr. Brandon is owner and CEO of The Brandon Agency, South Carolina's largest independently owned advertising agency. He is also owner of Intellistrand, an internet marketing company that buys, sells and monetizes intuitive domain names on the internet as well as Fuel Interactive, South Carolina's first and largest interactive-only advertising agency. He holds a Bachelor of Science degree in Economics from Davidson College and a Juris Doctor degree from the University Of South Carolina School Of Law. Mr. Brandon is a 2012 recipient of The American Advertising Federation's Silver Medal Award for his outstanding contributions to advertising and creative excellence and in the same year was awarded the Myrtle Beach Chamber of Commerce Citizen of the Year award. Mr. Brandon currently serves on the

Board of Directors for Waterside Brands (owner of the Fish Hippie apparel brand), Springs Creative Products Group, the Charleston Metro Chamber of Commerce and the Myrtle Beach Area Recovery Council and is a member of the Board of Trustees for Brookgreen Gardens. He is a past member of the Horry-Georgetown Technical College Board of Visitors, past board member of The E. Craig Wall School of Business Administration Board of Visitors, past board member of the American Heart Association (Coastal Chapter), past board member of the Better Business Bureau, past board member of the Salvation Army Horry County as well as the Myrtle Beach Haven. He is a current member of World Presidents Organization and Chief Executives Organization. Mr. Brandon has substantial leadership and financial experience as founder of several successful businesses and is extensively involved in the local community, both of which enhance his ability to serve on the Company's Board of Directors.

**Lindsey A. Crisp, 46**, served as a member of the First South Bancorp Board since 2015. He also served as the Chairman of the Audit Committee and Asset/Liquidity Management Committee as well as the Director's Loan Committee of First South since that time. He joined the Carolina Financial Corporation Board in November 2017 as a part of the merger of CARO and First South. Mr. Crisp currently serves as President, Chief Executive Officer (CEO) and as a Director of Carver Machine Works, Inc. in Washington, North Carolina. He was previously employed with Dixon Hughes, LLP, Certified Public Accountants from 2001 to 2005 as a Manager and a Senior Manager. Mr. Crisp is a graduate of East Carolina University, with a Bachelor of Science degree in Accounting, and is a Certified Public Accountant. He is also a Chartered Global Management Accountant. He is a member of the American Institute of Certified Public Accountants and the North Carolina Association of Certified Public Accountants. Mr. Crisp serves on Beaufort County Director's Council for Vidant Health and was Chairman from 2014 through 2017. He has previously served as an Advisory Board Member of Wells Fargo Bank in Washington, NC, a Board Member of the Beaufort County Committee of 100. He is a former Commissioner of the Greenville Housing Authority in Greenville, North Carolina; a former Treasurer of the North Carolina Aerospace Alliance; a former Board Member of the East Carolina University Engineering Advisory Board, and was previously a Certified Valuation Analyst. Mr. Crisp's finance and accounting expertise and business skills qualifies him to serve on the Company's Board of Directors.

**Robert G. Clawson, Jr., 75**, has served as a member of the Company's Board of Directors since 1996. Mr. Clawson is a founding member of the law firm of Clawson and Staubes, LLC, and is a member of the South Carolina State Bar, the American Bar Association, the Metropolitan Exchange Club, and The Hibernian Society. Mr. Clawson is admitted to practice law before the South Carolina Supreme Court, the U.S. District Court for the District of South Carolina, the U.S. Court of Appeals for the Fourth Circuit, the U.S. Court of Federal Claims, the U.S. Tax Court, and the U.S. Court of International Trade. Mr. Clawson previously served as President of the South Carolina Municipal Attorneys Association and the College of Charleston Cougar Club. He is a graduate of the University of North Carolina and the University Of South Carolina School Of Law. Mr. Clawson's qualification as a member of the Board of Directors is primarily attributed to his experience in founding a successful law practice and his extensive legal experience.

**Jeffery L. Deal, M.D. 63**, has served as a member of the Company's Board of Directors since 1996. Dr. Deal is an anthropologist and physician and served as Director of Health Studies for Water Missions International, a non-profit non-governmental organization that provides water and sanitation for developing areas. Dr. Deal is a founding partner of Charleston ENT, and previously served as President of the Medical Staff of Bon Secours-St. Francis Hospital, Medical Director of a startup medical facility in South Sudan, and several other related positions. Dr. Deal is the inventor of the Tru-D room decontamination system, a Fellow in the American College of Surgeons, a Fellow

in the American Academy of Otolaryngology - Head and Neck Surgery, and a Fellow in the Royal Society of Tropical Medicine. Dr. Deal is a graduate of the Medical University of South Carolina and completed his residency at the National Naval Medical Center in Bethesda, Maryland. He brings to the Board of Directors insights relative to the challenges and opportunities facing small businesses and healthcare professionals within the Company's market areas.

**Gary M. Griffin, 63**, a native of Greer, South Carolina, served as a director of Greer Bancshares Incorporated and Greer State Bank (collectively, "Greer") from 1992 until March 2017 when they were acquired by the Company and the Bank. Under the definitive agreement governing the Company's acquisition of Greer, the Company agreed to appoint Mr. Griffin as a Class III director and nominate him for re-election at the Meeting. During his tenure as a Greer director, Mr. Griffin served two terms as Chairman of the Board of Directors. He is a graduate of Furman University and has served as Vice-President and part owner of Mutual Home Stores, a group of retail home furnishings stores in the upstate region of South Carolina, where he has over 40 years of work experience in all aspects of the business. Mr. Griffin is a past president of the Greer Lions Club. He has served as a board member and treasurer of Greer Community Ministries, which provides a Meals on Wheels program in the region. He also served as a board member of The Greer Relief and Resources Agency. Mr. Griffin's qualification to serve on the Company's Board of Directors is primarily attributed to his previous experience serving as a director of Greer, as well as his successful business experience in the upstate region of South Carolina.

**Frederick N. Holscher, 70**, has served as a member of the company's Board of Directors since it merged with First South Bank in November of 2017. Prior to the merger, Mr. Holscher had served as a member of First South Bank's Board of Directors since 1985 and was serving as its Chairman at the time of the merger. Mr. Holscher is a graduate of the University of North Carolina at Chapel Hill, with a degree in Political Science. He is also a graduate of the UNC-Chapel Hill law school and is currently an attorney and president of the law firm of Rodman, Holscher, Peck & Edwards, and P.A. located in Washington, North Carolina and has been with the firm since 1973. He is an active member of the Beaufort County Bar Association, the Second Judicial District Bar Association and the North Carolina Bar Association. He has served on the boards of many local and statewide civic and service organizations including the Salvation Army, Washington Board of Realtors, Washington/Beaufort County Chamber of Commerce and the Eastern Region of Friends of the Institute of Government. Mr. Holscher currently serves on the Compensation Committee of the company. Mr. Holscher's history of serving as a bank Board member, as well as his professional expertise, are his main attributes qualifying him to service on the Company's Board of Directors.

**Daniel H. Isaac, Jr., 66**, has served as a member of the Company's Board of Directors since 2016 and has served as a member of the Board of Directors of the Company's wholly-owned subsidiary, CresCom Bank, since 2001. Mr. Isaac is founder and owner of A&I Fire and Water Restoration. He holds a Bachelor of Science degree from The Citadel in Charleston, South Carolina. Mr. Isaac has been involved in numerous local and state organizations. He previously served as Chairman of the Myrtle Beach Chamber of Commerce and the South Carolina Department of Transportation. Mr. Isaac's qualification to serve on the Company's Board of Directors is attributable primarily to his experience of founding a successful business and his involvement in many leadership positions.

**Michael P. Leddy, 74**, has served as a member of the Company's Board of Directors since 2013 and as a Director of Crescent Mortgage Company since 2004. Prior to joining the Company's Board of Directors, Mr. Leddy was the President and Chief Executive Officer of Crescent Mortgage Company from 2008 until 2011. Mr. Leddy has more than 40 years of mortgage banking experience and was a founding

team member in the formation of Arvida Mortgage, a subsidiary of Walt Disney Productions. Mr. Leddy was briefly retired from 2011 until he joined the Company's Board of Directors in 2013. Mr. Leddy served in the U.S. Navy on board the USS Thomas Jefferson. He holds a Bachelor of Science degree in finance from University of Central Florida and a Juris Doctor degree from Atlanta Law School. Mr. Leddy's qualification as a member of the Board of Directors is primarily attributed to his experience in founding two mortgage companies and previously holding the position of CEO of Crescent Mortgage Company, as well as his vast knowledge of the mortgage industry.

**Thompson E. "Thom" Penney, 66**, has served as a member of the Company's Board of Directors since 2013. Mr. Penney is the Chairman of the Board and President/CEO (a position he has held since 1989) of LS3P, a multi-disciplinary firm offering architecture, planning, and interior architecture services to clients throughout the United States. With more than 300 personnel throughout eight Southeastern offices, he is responsible for overall firm management, organizational vision, successful integration of professional services, marketing, and operations of the firm. Mr. Penney has more than 42 years of experience in the architectural field and under his leadership, LS3P has grown to become a firm consistently recognized by Engineering News and Record as one of the Top 500 Design Firms and Top 50 Architectural Firms in the United States. A graduate of Clemson University with a bachelor's degree (1972) and master's degree (1974) in architecture, Penney received the Alumni Distinguished Service Award from Clemson University, was recipient of the AIA South Carolina Medal of Distinction, its highest honor, he has received the Joseph P. Riley Leadership Award from the Charleston Metro Chamber and was honored with the Award for Ethics and Civic Responsibility from The Free Enterprise Foundation. Mr. Penney generously volunteers his time to his profession and community, having served as National President of The American Institute of Architects (2003); Chairman of the Charleston Metro Chamber of Commerce (2008), and is current Co-Chair of the National AIA-AGC Joint Committee. He is also on the Boards of the South Carolina Aquarium, the Charleston Regional Development Alliance, the AIA Large Firm Roundtable, and is Vice Chair of the Trident CEO Council. His qualifications as a member of the Board of Directors is attributed to his business expertise within the Company's market areas.

Other than Messrs. Morrow and Rexroad, for which disclosure is provided above, the following provides information regarding the Company's other executive officers:

**William A. Gehman, III, 57**, has served as the Company's Executive Vice President and Chief Financial Officer since 2012. Prior to being promoted to Chief Financial officer, Mr. Gehman was the Company's Controller from 2008 to 2012. Mr. Gehman is also the Chief Financial Officer of the Bank, Crescent Mortgage Company and Carolina Services Corporation. Mr. Gehman, a Certified Public Accountant with over 15 years of experience in financial institutions, spent over nine years with Peat, Marwick, Mitchell & Co. He joined Coastal Financial Corporation in 2002 as Senior Vice President and Corporate Controller, where his responsibilities included public and regulatory reporting. Mr. Gehman is a member of the American Institute of Certified Public Accountants and the South Carolina Association of Certified Public Accountants. Mr. Gehman is a graduate of Liberty Baptist College.

**M. J. Huggins, III, 55**, has served as the Company's Executive Vice President since 2010 and Secretary since 2012. Mr. Huggins is also a founding board member and former President, Chief Credit Officer and Secretary of Crescent Bank. Prior to joining the Company and assisting in the founding of Crescent Bank, Mr. Huggins served as Area Executive and Senior Vice President of Carolina First Bank, responsible for commercial and retail operations from Georgetown to Myrtle Beach, South Carolina. Prior to his tenure with Carolina First Bank, Mr. Huggins worked for C&S Bank. Mr. Huggins is an executive board member of the Wall College Board of Visitors at Coastal Carolina University. He is a graduate



of Coastal Carolina University (Wall College Alumnus of the Year in 2003) and The Graduate School of Banking at Louisiana State University.

**Fowler Williams, 43**, has served as President, as well as a Director of Crescent Mortgage Company since 2011. In 2016, Mr. Williams was promoted to CEO and President of Crescent Mortgage Company. In his 18 years at Crescent Mortgage Company, Mr. Williams has previously worked as National Sales Manager and Executive Vice President over Sales and Operations. Mr. Williams holds the highest designation in the mortgage industry as a Certified Mortgage Banker (CMB). Mr. Williams has served as Chairman of the Mortgage Action Alliance (MAA), the grassroots policy, advocacy, and lobbying network for the real estate finance industry. Mr. Williams also has been named Chairman of the Community Bank and Credit Union Network (CBCUN) and is Governor on the Residential Board (RESBOG) for the Mortgage Bankers Association where he also serves on the Independent Mortgage Bankers Executive Counsel and the Regulatory Compliance Committee. Mr. Williams also has been named to the Customer Advisory Board of Freddie Mac and Accenture Mortgage Cadence. He has twice been named to the forty most influential mortgage professionals under 40 by National Mortgage Professional magazine. In 2017 he was awarded the Schumacher-Bolduc Award for political advocacy in real estate finance.

*Family and Business Relationships.* No director has a family relationship with any other director or executive officer of the Company.

**PROPOSAL II – AMENDMENT OF THE CERTIFICATE OF INCORPORATION  
TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK**

The Board of Directors of the Company has adopted a resolution proposing an amendment to the Certificate of Incorporation to increase the number of the Company's authorized shares of Common Stock from 25,000,000 shares to 50,000,000 shares. Stockholders are being asked to increase the Company's authorized shares of Common Stock in order to have shares available for potential transactions.

**Reasons for Amendment**

The Company's Certificate of Incorporation currently provides for 25,000,000 shares of authorized Common Stock and 1,000,000 shares of authorized Preferred Stock, of which 21,052,202 and zero shares, respectively, were issued and outstanding at the close of business on March 9, 2018.

The Board of Directors believes that the number of authorized but unissued shares of Common Stock is not adequate to enable the Company, as the need may arise, to take advantage of market conditions and favorable opportunities involving the issuance of the Common Stock without the delay and expense associated with the holding of a special meeting of the Company's stockholders. The availability of additional authorized shares will provide the Company with the flexibility in the future to issue shares of Common Stock for corporate purposes such as acquisitions, raising additional capital, paying stock dividends or effecting stock splits, providing equity incentives to employees, officers and directors, and other general corporate purposes.

**Effect on Outstanding Common Stock**

Authorized but unissued shares of Common Stock may be issued from time to time upon authorization by the Board of Directors, at such times, to such persons and for such consideration as the Board of Directors may determine in its discretion and generally without further approval by stockholders, except as may be required for a particular transaction by applicable law, regulation or stock exchange rules. When and if such shares are issued, they would have the same voting and other rights and privileges as the currently issued and outstanding shares of Common Stock.

The authorization of the additional shares would not, by itself, have any effect on the rights of stockholders. However, holders of Common Stock have no preemptive rights to acquire additional shares of the Common Stock and thus the issuance of additional shares of Common Stock for corporate purposes other than a stock split or stock dividend would have a dilutive effect on the ownership and voting rights of the stockholders at the time of issuance.

Increasing the number of authorized shares of Common Stock could adversely affect the ability of third parties to take over or change the control of the Company. It is possible that an increase in authorized shares could render such an acquisition more difficult under certain circumstances or discourage an attempt by a third party to obtain control of the Company by making possible the issuance of shares that would dilute the share ownership of a person attempting to obtain control or otherwise make it difficult to obtain any required stockholder approval for a proposed transaction for control. However, the Board of Directors is not aware of any attempts to take control of the Company and has not presented this Proposal II with the intent that it be utilized as an anti-takeover device.

The text of Article Four, Paragraph A, as it is proposed to be amended, is set forth as Exhibit A to this proxy statement. The affirmative vote of a majority of the outstanding shares of Common Stock entitled to vote hereon is required to approve this amendment.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THE AMENDMENT OF THE CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.**

## **PROPOSAL III- RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has appointed Elliott Davis LLC to be the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018, subject to the ratification of the appointment by the Company's stockholders. Representatives of Elliott Davis, LLC are expected to attend the Meeting to respond to appropriate questions and will have an opportunity to make a statement if they so desire. Although stockholder ratification of the appointment of the registered public accounting firm for the Company is not required by the Company's Bylaws or otherwise, the Company is submitting the selection of Elliott Davis, LLC to its stockholders for ratification to permit stockholders to participate in this important corporate decision. If not ratified, the Audit Committee will reconsider the selection, although the Audit Committee will not be required to select a different independent registered public accounting firm.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ELLIOTT DAVIS, LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018.**

### **CORPORATE GOVERNANCE**

#### **Board Leadership Structure and Role in Risk Oversight**

The Board of Directors is focused on the Company's corporate governance practices and values independent board oversight as an essential component of strong corporate performance to enhance stockholder value. The Board of Directors' commitment to independent oversight is demonstrated by the fact that the majority of the Company's directors are independent.

The Company believes that it is preferable for an independent director to serve as Chairman of the Board of Directors. Claudius E. "Bud" Watts IV, a director of the Company since 2015 and a long-time resident of the Company's primary market area, has served as Chairman of the Board of Directors since 2015. The Company believes it is the Chief Executive Officer's responsibility to run the Company and the Chairman's responsibility to run the Board of Directors. As directors continue to have more oversight responsibility than ever before, the Company believes it is beneficial to have an independent Chairman whose sole job is leading the Board of Directors. The Company believes this structure provides strong leadership for the Board of Directors, while also positioning the Chief Executive Officer as the leader of the Company in the eyes of the Company's customers, employees, and other stakeholders.

Risk oversight is the responsibility of the Board of Directors, collectively and individually. The Board of Directors fulfills this responsibility through a combination of oversight with respect to direct board reports from management and the delegation of specific risk monitoring to its committees, which in turn provide reports to the full Board of Directors at each regular meeting. Notwithstanding the foregoing, the Board of Directors believes that its role is one of oversight, recognizing that management is responsible for executing the Company's risk management policies.

At each regular meeting, the Board of Directors' standing agenda requires reports from the Chief Financial Officer and other executive officers, who collectively are responsible for all risk areas. Their agenda items are designed to elicit information with respect to each of these areas. The Board of Directors does not concentrate the delegation of its responsibility for risk oversight in a single committee. Instead,

each of the Board of Directors' committees concentrates on specific risks for which its members have an expertise, and each committee is required to regularly report to the Board of Directors on its findings. The Company believes this division of responsibility is the most effective approach for addressing the risks it faces and that the Board of Directors leadership structure supports this approach.

The Company recognizes that different board leadership structures may be appropriate for companies in different situations. The Company will continue to reexamine its corporate governance policies and leadership structures on an ongoing basis to ensure that they continue to meet the Company's needs.

### **Director Independence**

The Board of Directors annually evaluates the independence of its members based on Item 407(a) of Regulation S-K and NASDAQ Rule 5605(a)(2). In addition, the Board of Directors annually evaluates the independence of its Audit Committee and Compensation Committee members based on NASDAQ Rules 5605(c)(2) and (d)(2), respectively. The Company's corporate governance guidelines and principles require that a majority of the Board of Directors be composed of directors who meet the requirements for independence established by these standards. The Board of Directors has concluded that the Company has a majority of independent directors and that the Board of Directors meets the standards of NASDAQ Rule 5605(a)(2). The Board of Directors has also concluded that the members of the Audit Committee meet the standards of NASDAQ Rule 5605(c)(2) and that the members of the Compensation Committee meet the standards of NASDAQ Rule 5605(d)(2).

The Board of Directors has determined that directors Brandon, Clawson, Crisp, Deal, Griffin, Holscher, Isaac, Ladley, Leddy, Moïse, Penney and Watts are independent taking into account the matters discussed under "Certain Relationships and Related Transactions." Mr. Rexroad, the Company's President and Chief Executive Officer, and Mr. Morrow, the Company's Executive Vice President, are not considered to be independent as they are also executive officers of the Company.

### **Meetings and Committees of the Board of Directors**

During 2017, the Board of Directors held twelve regular and special meetings. Each of the current directors attended at least 75% of the aggregate of such board meetings and meetings of each committee on which they served for the periods during which they served. The Board of Directors has not implemented a formal policy regarding director attendance at the Company's Annual Meeting of Stockholders, although each director is expected to attend all Annual Meetings of Stockholders absent unusual or extenuating circumstances. All of the Company's directors attended the 2017 Annual Meeting of Stockholders.

The Board of Directors has standing Audit, Compensation/Benefits and Corporate Governance/Nominating committees, each of which is described in more detail below. The Board of Directors previously also had an Executive and a Finance and Capital Allocation Committee; however, in May 2016, the Executive and the Finance and Capital Allocation Committees were dissolved, but the Board may reconstitute the Executive Committee should the need arise.

#### ***Audit Committee***

The Audit Committee is responsible for the review of the Company's annual audit report prepared by the Company's independent registered public accounting firm. The Audit Committee is composed

of five members: Messrs. Moïse, Deal, Griffin, Isaac, and Leddy each of whom is a non-management director. The Audit Committee met six times during the 2017 fiscal year.

The Audit Committee's review includes a detailed discussion with the independent registered public accounting firm and recommendation to the full Board of Directors concerning any action to be taken regarding the audit. The Audit Committee also has the authority to conduct or authorize investigations into any matters within its scope of responsibility. The Audit Committee is empowered to:

- appoint, compensate, retain, and oversee the work of any registered public accounting firm employed by the Company for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, with any such registered public accounting firm reporting directly to the Audit Committee;
- resolve any disagreements between management and the independent registered public accounting firm regarding financial reporting;
- pre-approve all external audit services;
- retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation;
- meet with the Company's officers, employees, independent registered public accounting firm, or outside counsel as deemed necessary.

Under its charter, all members of the Audit Committee must be independent members. Each of the current Audit Committee members is independent under NASDAQ rules. The Audit Committee Charter provides that at least one member of the committee shall be a "financial expert." The financial expert on the Audit Committee is Robert M. Moïse.

The Audit Committee functions are set forth in its charter, which was adopted on June 18, 2014 and revised December 16, 2015. A copy of the Audit Committee Charter may be found under the Investor Relations section under the Governance Documents tab of the Company's website, <https://www.haveanicebank.com>.

## **Audit Committee Matters**

### ***Report of the Audit Committee of the Board of Directors***

The report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates the information contained in the report by reference, and shall not be deemed filed under such acts.

The Audit Committee reviewed and discussed with management the audited financial statements. The Audit Committee also discussed with its independent registered public accounting firm those matters required to be discussed by the independent registered public accounting firm with the Audit Committee under the rules adopted by the Public Company Accounting Oversight Board (the "PCAOB"). The Audit Committee received from the independent registered public accounting firm the written disclosures and

letters required by applicable requirements of the PCAOB regarding the firm’s independence and has discussed with the firm its independence from the Company and its management. In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for filing with the SEC.

The report of the Audit Committee is included herein at the direction of its members, Messrs. Moïse, Deal, Griffin, Isaac, and Leddy.

***Independent Certified Public Accountants***

Elliott Davis, LLC was the Company’s independent registered public accounting firm during the fiscal years ended December 31, 2017 and 2016 and provided Audit and Audit-related services. For the fiscal years ended December 31, 2017 and 2016, Representatives of Elliott Davis LLC are expected to be present at the Meeting to respond to appropriate questions and will have an opportunity to make a statement if they so desire. The following table shows the fees that the Company paid for services performed in the fiscal year ended December 31, 2017 and 2016:

	<b>Year Ended December 31, 2017</b>	<b>Year Ended December 31, 2016</b>
Audit Fees	\$ 303,947	\$ 238,495
Audit-Related Fees	150,383	8,150
Total	<u>\$ 454,330</u>	<u>\$ 246,645</u>

*Audit Fees.* This category includes the aggregate fees billed for professional services rendered by the Company’s independent registered public accounting firm during the 2017 and 2016 fiscal years for the audit of the Company’s annual financial statements, internal financial reporting controls under FDICIA, HUD audits, annual reports on Form 10-K, and quarterly reports on Form 10-Q.

*Audit-Related Fees.* For 2017, audit-related fees consisted of services rendered in connection with the filing of SEC Forms S-3 and S-4 and the audit procedures performed in connection with the Company’s acquisitions of Greer Bancshares, Inc. and First South Bancorp. For 2016, audit-related fees consisted of services rendered in connection with the filing of SEC Forms S-4 and the audit procedures performed in connection with the Company’s acquisition of Congaree Bancshares.

***Corporate Governance/Nominating Committee***

The Corporate Governance/Nominating Committee is responsible for identifying potential directors and presenting them for nomination to the Board of Directors. The Corporate Governance/Nominating Committee is composed of six members: Messrs. Deal, Clawson, Leddy, Moïse, Penney and Watts. The Corporate Governance/ Nominating Committee met four times during the 2017 fiscal year.

Potential director candidates may come to the attention of the Corporate Governance/Nominating Committee through current members of the Board of Directors, stockholders, or other persons. In evaluating such recommendations, the Corporate Governance/Nominating Committee uses the qualifications and standards discussed below and seeks to achieve a balance of knowledge, experience,

and capability on the Board of Directors. The Company does not pay a third party to assist in identifying and evaluating potential director candidates.

The Corporate Governance/Nominating Committee recommends to the Board of Directors criteria for the selection of new directors, evaluates the qualifications and independence of potential candidates for directors, including any nominees submitted by stockholders, in accordance with the provisions of the Company's certificate of incorporation and bylaws, and recommends to the Board of Directors a slate of nominees for election by the stockholders at the annual meeting of stockholders. The Corporate Governance/Nominating Committee is also responsible for recommending to the Board of Directors any nominees to be considered to fill a vacancy or a newly created directorship resulting from any increase in the authorized number of directors. When considering a person to be recommended for nomination as a director, the Corporate Governance/Nominating Committee considers, among other factors, the skills and background needed by the Company and possessed by the person, diversity of the Board of Directors, and the ability of the person to devote the necessary time to service as a director. Each director must represent the interests of our stockholders.

Any stockholder may nominate persons for election to the Board of Directors by complying with the procedures set forth in our bylaws, which require that timely written notice be provided to the Secretary of the Company in advance of the meeting of stockholders at which directors are to be elected. To be timely, such notice must be delivered or received not less than 90 days prior to the date of the meeting; provided, that if less than 100 days' notice or prior disclosure of the date of the meeting is given or made to stockholders, such notice must be received not later than the close of business on the 10th day following the day on which such notice was given or made to stockholders. Each notice must set forth: (i) all information relating to such person that is required to be disclosed in solicitations of proxies for the election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (ii) as to the stockholder giving notice of (x) the name and address, as they appear on the Company's books, of such stockholder and (y) the class and number of shares of the Company's capital stock that are beneficially owned by such stockholder. The officer of the Company or other person presiding at the meeting may determine that a nomination was not made in accordance with the foregoing procedure and disregard the defective nomination.

The Corporate Governance/Nominating Committee annually reviews the adequacy of, and the Company's compliance with, the corporate governance principals of the Company and recommends any proposed changes to the Board of Directors for approval. The Corporate Governance/Nominating Committee also administers the annual self-evaluation process for the Board of Directors and each of its committees.

The Corporate Governance/Nominating Committee functions are set forth in its charter, which was adopted on April 24, 2013 and revised on June 18, 2014. A copy of the Corporate Governance/Nominating Charter may be found under the Investor Relations section under the Governance Documents tab of the Company's website, <https://www.haveanicebank.com>.

#### ***Compensation/Benefits Committee***

The Compensation/Benefits Committee is responsible for evaluating the performance of the Company's principal officers and employees and determining the compensation and benefits to be paid to such persons. The Compensation/Benefits Committee is composed of five members: Messrs. Penney,



Clawson, Deal, Isaac and Leddy. The Compensation/Benefits Committee met nine times during the 2017 fiscal year.

The Compensation/Benefits Committee is authorized to (i) review and approve annually the corporate goals and objectives relevant to the compensation of the chief executive officers of the Company and the Bank, (ii) conduct an annual evaluation of the performance of the Chief Executive Officer of the Company, and (iii) annually review and establish the base salary and incentive bonus levels and payments to the Chief Executive Officer and all other executive officers of the Company and the Bank. The Compensation/Benefits Committee has oversight of the Corporation's incentive plans, including equity-based incentive plans, and for reviewing and granting equity awards to all eligible employees. The Compensation/Benefits Committee may delegate to one or more officers of the Company who are also directors the authority to designate officers and employees of the Company or its subsidiaries to receive equity awards and to determine the number of such awards to be granted to them; provided, that such delegation shall include the total number of equity awards that may be granted under such authority and that no officer may be delegated the power to designate himself or herself the recipient of such awards. In addition, the Compensation/Benefits Committee may engage compensation consultants or other advisors as it deems appropriate to assist it in performing its duties and responsibilities.

In determining the compensation for executive officers, the Compensation/Benefits Committee's objectives are to encourage the achievement of the Company's long-range objectives by providing compensation that directly relates to the performance of the individual and the achievement of internal strategic objectives. The Compensation/Benefits Committee believes that its executive officers' level of compensation is reasonable based upon the Company's corporate goals and objectives, the business plan of the Bank, normal and customary levels of compensation within the banking industry taking into consideration geographic and competitive factors, the Bank's asset quality, capital level, operations and profitability and the duties performed and responsibilities held by the officer.

The Compensation/Benefits Committee functions are set forth in its charter, which was adopted on April 24, 2013 and revised on February 17, 2016. A copy of the Compensation/Benefits Committee Charter may be found under the Investor Relations section under the Governance Documents section of the Corporate Information tab of the Company's website, <https://www.haveanicebank.com>.

### ***Stockholder Communications***

The Board of Directors has implemented a process for stockholders of the Company to send communications to the Board of Directors. Any stockholder desiring to communicate with the Board of Directors, or with specific individual directors, may so do by writing to M. J. Huggins, III, Secretary, Carolina Financial Corporation, 288 Meeting Street, Charleston, South Carolina 29401. The Secretary has been instructed by the Board of Directors to promptly forward all such communications to the addressees indicated thereon.

## COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

### Director Compensation

During 2017, non-employee directors of the Company received a retainer fee of \$8,000 paid in cash and 656 shares of the Company's common stock. Those directors not employed by a subsidiary of the Company also received \$500 for each committee meeting attended. The Chairman of the Company's Board of Directors received an annual fee of \$51,500, paid monthly. Additionally, the Chairmen of the Company's Audit, Corporate Governance/Nominating and Compensation/ Benefits each received a fee of \$5,000 per year while the Board Loan Committee Chairman received \$2,500 per year.

As directors of CresCom Bank, Messrs. Brandon, Clawson, Deal, Isaac, Moïse, and Penney received \$1,250 per meeting. As a director of Crescent Mortgage Company, Mr. Clawson received \$1,250 per meeting, and Mr. Leddy, who serves as Vice Chairman of Crescent Mortgage Company, received an annual retainer of \$30,000 for his services on Crescent Mortgage Company's Board of Directors.

The following table presents all compensation paid by the Company to current and for new directors during the year ended December 31, 2017.

**DIRECTOR COMPENSATION TABLE**

<u>Director Name</u>	<u>Fees Earned or Paid in Cash<sup>(1)</sup></u>	<u>Stock Awards</u>	<u>All Other Compensation</u>	<u>Total</u>
W. Scott Brandon	\$ 31,000	\$ 20,001		\$ 51,001
Robert G. Clawson, Jr.	\$ 41,250	\$ 20,001		\$ 61,251
Lindsey A. Crisp <sup>(3)</sup>	\$ 2,500	\$ —		\$ 2,500
Jeffery L. Deal, M.D.	\$ 42,000	\$ 20,001		\$ 62,001
G. Manly Eubank <sup>(2)</sup>	\$ 17,167	\$ —		\$ 17,167
Gary M. Griffin <sup>(4)</sup>	\$ 14,000	\$ 20,001	\$ 101,876	\$ 135,877
Frederick N. Holscher <sup>(3)</sup>	\$ 2,500	\$ —		\$ 2,500
Daniel H. Isaac, Jr	\$ 41,500	\$ 20,001		\$ 61,501
Beverly Ladley	\$ —	\$ —		\$ —
Michael P. Leddy	\$ 53,750	\$ 20,001		\$ 73,751
Robert M. Moïse, CPA	\$ 41,000	\$ 20,001		\$ 61,001
Thompson E. Penney	\$ 42,500	\$ 20,001		\$ 62,501
Claudius E. Watts IV	\$ 50,583	\$ 20,001		\$ 70,584

(1) Includes fees, if any, for serving on boards of the Company's subsidiaries.

(2) Retired from the Board of Directors with the 2015 annual meeting.

(3) Appointed to the Board of Directors, effective November 2, 2017 in connection with the Company's acquisition of First South Bancorp, Inc. with the Merger agreement of First South.

(4) Appointed to the Board of Directors, effective March 18, 2017, in connection with the Company's acquisition of Greer Bancshares Incorporated ("Greer"). All Other Compensation includes a \$101,876 disbursement of a deferred compensation arrangement triggered by the Company's acquisition of Greer in March 2017.

## Security Ownership of Management

The following table shows how many shares of common stock are owned by the directors and director nominees, the named executive officers, and all directors and executive officers as a group as of March 9, 2018. Unless otherwise indicated, the mailing address for each beneficial owner is care of Carolina Financial Corporation, 288 Meeting Street, Charleston, SC29401.

<b>Directors and Named Executive Officers</b>	<b>Age</b>	<b>Number of Shares Beneficially Owned<sup>(1)(2)(3)(4)(5)</sup></b>	<b>Percent of Beneficial Ownership<sup>(6)</sup></b>
W. Scott Brandon	54	163,166	0.78%
Robert G. Clawson, Jr.	75	151,381	0.72%
Lindsey A. Crisp	46	6,405	0.03%
Jeffery L. Deal, M.D.	63	51,219	0.24%
Gary M. Griffin	63	20,956	0.10%
Frederick N. Holscher	70	58,448	0.28%
M.J. Huggins, III	55	83,895	0.40%
Daniel H. Isaac, Jr.	66	79,443	0.38%
Beverly Ladley	51	—	0.00%
Michael P. Leddy	74	73,263	0.35%
Robert M. Moïse, CPA	69	135,814	0.65%
David L. Morrow	67	203,282	0.96%
Thompson E. Penney	66	30,891	0.15%
Jerold L. Rexroad	57	415,554	1.96%
Claudius E. Watts IV	55	69,837	0.33%
<i>All Directors and Executive Officers as a Group of (17 persons)</i>		1,651,990	7.76%

- (1) Includes shares for which the named person has sole voting and investment power, has shared voting and investment power with a spouse, holds in an IRA or SEP, or holds in a trust as trustee for the benefit of himself, unless otherwise indicated in these footnotes.
- (2) Includes unvested shares of restricted stock, as to which the directors and executive officers have full voting privileges. The shares are as follows: Mr. Huggins, 4,800 shares; Mr. Rexroad, 12,001 shares.
- (3) Includes shares that may be acquired within 60 days of March 13, 2018 by exercising vested stock options or unvested stock options that will vest within 60 days of March 13, 2018. The shares are as follows: Mr. Huggins, 21,989 shares; Mr. Morrow, 48,375 shares; Mr. Rexroad, 119,382 shares.
- (4) Excludes shares of common stock owned by or for the benefit of family members of the following director, who disclaims beneficial ownership of such shares: Mr. Clawson, 13,272 shares.
- (5) Includes shares that have been pledged as security on loans extended by third-party lenders: Mr. Isaac, 79,443 shares; Mr. Morrow, 80,185 shares; and Mr. Rexroad, 100,000 shares.
- (6) For each individual, this percentage is determined by assuming the named person exercises all options which he has the right to acquire within 60 days, but that no other person exercise any options. For the directors and executive officers as a group, this percentage is determined by assuming that each director and executive officer exercises all options which he has the right to acquire within 60 days but that no other person's exercises any options. The calculations are based on 21,052,202 shares of common stock outstanding at March 13, 2018.

## BENEFICIAL OWNERSHIP OF CERTAIN PARTIES

The following table sets forth the number and percentage of shares of common stock that exceed 5% beneficial ownership (determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934) by any single person or group, as known by the Company:

<b>Name and Address of Beneficial Owner</b>	<b>Number of Shares</b>	<b>Percentage of Class</b>
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	1,280,974	6.1%

\* Beneficial ownership of BlackRock, Inc. is based on its Schedule 13G filed with the U.S. Securities and Exchange Commission (“SEC”) on February 1, 2018. BlackRock, Inc. reported that it has sole power to vote or to direct the vote of 1,227,987 shares of common stock and sole power to dispose or direct the disposition of 1,280,974 shares of common stock.

## Executive Compensation

### Summary Compensation Table

The following table shows the compensation the Company paid for the years ended December 31, 2017 and 2016 to its named executive officers during such periods.

Name and Principal Position	Year	Salary	Bonus	Stock Awards <sup>(1)</sup>	Option Awards <sup>(2)</sup>	Non-Equity Incentive Plan Compensation <sup>(3)</sup>	All Other Compensation <sup>(4)</sup>	Total
<b>Jerold L. Rexroad</b>								
Director, President and Chief Executive Officer; Chairman of Crescent Mortgage Company; Chairman of CresCom Bank	2017	\$495,000	\$35,000	\$194,747	\$ 85,001	\$437,766	\$49,213	\$1,296,727
Director, President and Chief Executive Officer; Chairman and CEO of Crescent Mortgage Company; Chairman and Senior Executive Vice President of CresCom Bank	2016	\$463,500	—	\$224,650	\$111,870	\$418,598	\$52,487	\$1,271,105
<b>David L. Morrow</b>								
Director, Executive Vice President; Chief Executive Officer, President and Director of CresCom Bank	2017	\$404,000	\$25,000	\$ 76,684	\$ 56,503	\$271,925	\$44,802	\$ 878,914
Director, Executive Vice President; Chief Executive Officer, President and Director of CresCom Bank	2016	\$386,250	—	\$ 70,037	\$ 51,036	\$271,582	\$48,057	\$ 826,962
<b>M. J. Huggins, III</b>								
Executive Vice President and Secretary; President of Commercial Banking, Secretary and Director of CresCom Bank	2017	\$272,500	\$ 7,500	\$ 47,197	\$ 25,004	\$186,492	\$44,640	\$ 583,332
Executive Vice President and Secretary; President of Commercial Banking, Secretary and Director of CresCom Bank	2016	\$262,250	—	\$ 30,861	\$ 19,820	\$184,676	\$87,382	\$ 584,989

- (1) All 2017 and 2016 stock awards were issued from the Company's 2013 Equity Incentive Plan. In 2017, 2,751 shares of restricted stock and 2,751 restricted stock units were awarded to Mr. Rexroad, 1,828 restricted stock units were awarded to Mr. Morrow and 1,087 restricted stock units were awarded to Mr. Huggins. In addition, Mr. Rexroad, Mr. Morrow and Mr. Huggins were awarded 638, 521, and 351 shares of common stock, respectively, for meeting certain performance thresholds related to their 2017 incentive compensation plans, which are discussed below. In 2016, 9,598 shares of restricted stock and 2,799 restricted stock units were awarded to Mr. Rexroad, 3,110 restricted stock units were awarded to Mr. Morrow and 1,087 restricted stock units were awarded to Mr. Huggins. In addition, Mr. Rexroad, Mr. Morrow and Mr. Huggins were awarded 750, 625, and 425 shares of common stock, respectively, for meeting certain performance thresholds related to their 2016 incentive compensation plans. The value for each of these awards is its grant date fair value calculated by multiplying the number of shares subject to the award by the closing market price per share for the day prior to the date such award was granted, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718.
- (2) All 2017 and 2016 options awards were issued from the 2013 Equity Incentive Plan. In 2017, Mr. Rexroad was awarded 8,441 options, Mr. Morrow was awarded 5,611 options and Mr. Huggins was awarded 2,483 options. Options granted to Mr. Rexroad, Mr. Morrow and Mr. Huggins in 2017 vest over three years ratably. In 2016, Mr. Rexroad was awarded 20,613 options, Mr. Morrow was awarded 9,229 options and Mr. Huggins was awarded 3,584 options. Options granted to Mr. Rexroad vest over three and four years ratably. Options granted to Mr. Morrow and Mr. Huggins in 2016 vest over three years ratably. The value for each of these awards is its grant date fair value calculated by multiplying the number of shares subject to the award by the closing market price per share for the day prior to the date such award was granted, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718.
- (3) Amounts awarded for each year under one or more of the Company's cash incentive plans and related bonuses were paid in the subsequent fiscal year. Bonus compensation for Messrs. Rexroad, Morrow and Huggins was determined by the Compensation/Benefits Committee of the Board for meeting certain performance thresholds related to their 2017 incentive compensation plans.

- (4) All other compensation includes the Company's contributions under the 401(k) Plan, dividends on unvested restricted stock and car allowances paid by the Company to the named executives. In addition, life insurance premiums and other payments received in connection with LifeComp life insurance arrangements were paid for Mr. Huggins in 2017 and 2016. Under the agreements with Mr. Huggins, the Bank pays, among other things, the premiums on each policy and additional amounts to the executive to cover federal income taxes owed with respect to his deemed bonuses under the LifeComp Agreement. In 2017 and 2016, the Company allocated \$24,000 in life insurance premiums to Mr. Huggins. In 2017 and 2016, the Company also paid \$16,000 in other compensation to Mr. Huggins to cover federal income taxes owed with respect to the deemed bonuses. See "Benefit Plans – Elite LifeComp Program" below for additional information regarding the LifeComp Agreements between the Bank and Mr. Huggins.

### Outstanding Equity Awards at Fiscal Year-End

The following table summarized outstanding equity awards to our named executive officers at December 31, 2017:

Name	Stock Options			Stock Awards		
	Equity Incentive Plan Awards: Number of Shares Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares that have not Vested	Equity Incentive Plan Awards: Market of Payout Value of Unearned Shares that have not Vested	
Jerold L. Rexroad	78,902	—	\$ 4.17	4/25/2023	12,001	\$ 445,837
	16,394	8,197	\$ 11.58	1/21/2025		
	5,538	11,075	\$ 16.56	1/20/2026		
	1,000	3,000	\$ 16.83	3/16/2026		
	—	8,441	\$ 30.90	2/15/2028		
David L. Morrow	26,299	—	\$ 4.17	4/25/2023	—	\$ —
	9,368	4,694	\$ 11.58	1/21/2025		
	3,076	6,153	\$ 16.56	1/20/2026		
	—	5,611	\$ 30.90	2/15/2027		
M.J. Huggins, III	6,576	—	\$ 4.17	4/25/2023	4,800	\$ 178,320
	6,576	—	\$ 8.54	4/25/2023		
	3,747	1,874	\$ 11.58	1/21/2025		
	1,195	2,389	\$ 16.56	1/20/2026		
	—	2,483	\$ 30.90	2/15/2027		

### Employment Agreements

The Company has entered into an employment agreement with Mr. Jerold L. Rexroad, its President and Chief Executive Officer, and the Bank has entered into employment agreements with Messrs. David L. Morrow and M. J. Huggins, III, its President/Chief Executive Officer and President of Commercial Banking, respectively. The employment agreements between the Bank and its two executives

are substantially identical to the employment agreement of Mr. Rexroad, except that Mr. Huggins also participates in the Elite LifeComp program. Under the employment agreements, Mr. Rexroad currently receives a base salary of \$540,000, Mr. Morrow currently receives a base salary of \$435,000, and Mr. Huggins currently receives a base salary of \$293,000.

The employment agreements provide that upon the occurrence of an “Event of Termination,” as defined in the agreements, the Company or Bank, as applicable, will pay the executive, beneficiary, or estate, three times the average over the past three years of the sum of the executive’s annualized base salary, other cash compensation paid to the executive and contributions made on the executive’s behalf to Company-sponsored employee benefit plans. If the executive’s employment is terminated without cause as an “Event of Termination,” the executive agrees that for a period of one year the employee will not compete with the Company or Bank within 30 miles of the Company’s main office.

The employment agreements also provide that upon the occurrence of a “Change in Control”, as defined in the agreements, the Company or Bank as applicable, will pay the executive, beneficiary, or estate 2.99 times the average over the past five years of the sum of the executive’s “annual compensation”, as defined in the agreements, and contributions made on the executive behalf to Company-sponsored employee benefit plans.

If an event occurred that triggered an obligation to pay benefits to Messrs. Rexroad, Morrow and Huggins as of December 31, 2017, the Company and/or the Bank would be required to pay, in the aggregate, (i) approximately \$6.2 million, exclusive of a possible gross-up for additional tax payments, in the event the executive’s employment terminated in connection with a Change in Control, and (ii) approximately \$6.2 million in the event the executive’s employment terminated without cause upon an Event of Termination that does not include a Change in Control.

### **Incentive Compensation Plan**

For fiscal years 2017 and 2016, the Board of Directors implemented an incentive compensation plan for Messrs. Rexroad, Morrow, and Huggins, which was tied to achieving certain earnings and operational targets. Upon completion of the financial results for 2017 and 2016, the Compensation Committee reviewed the attainment of the targets included in the incentive plan and approved the incentive compensation cash bonuses paid to executives. For 2017, Mr. Rexroad earned \$437,766, Mr. Morrow earned \$271,925, and Mr. Huggins earned \$186,492. For 2016, Mr. Rexroad earned \$418,598, Mr. Morrow earned \$271,582, and Mr. Huggins earned \$184,676. The level of compensation approved by the Compensation Committee was based upon the level of the attainment of targeted objectives as well as the attainment of personal objectives. The objectives included in the bonus plan included:

- Operating earnings, as defined in the plan, at Carolina Financial Corporation and CresCom Bank,
- Nonperforming assets to total assets ratios,
- Growth in checking balances and growth in the number of checking accounts,
- Loan growth metrics, excluding loans acquired in acquisitions, and
- Operating Bank ROAA goals.

## **Elite LifeComp Program**

A life insurance policy has been purchased on the life of Mr. Huggins under split-dollar life insurance arrangements between the executive and the Bank in order to provide the executive with target retirement and death benefits following termination of employment. Under the arrangement, referred to as the LifeComp Agreement, the executive is named as the policy owner, but the Bank pays the premiums on his policy for a period of years and is entitled to recover a death benefit of \$1.8 million under the policy as key man insurance. Until the executive attains an age specified in such executive's agreement, the Bank annually pays the executive an amount that is deemed to be, initially, a partial premium payment, and later, an incremental increase in the executive's interest in the policy's cash surrender value. Also, during the term of the executive's employment, the Bank pays to the executive an amount sufficient to cover the interest payments owed by the executive to the Company on the loans, and also an additional amount to cover federal income taxes to which the executive becomes subject upon payment of bonuses.

Under an addendum to the LifeComp Agreement entered into and effective as of January 2007, if the executive's employment with the Bank terminates for reasons other than for cause or due to a change in control, the Company has agreed to continue its obligations under the LifeComp Agreement until the date on which the split-dollar life insurance arrangement is terminated. Pursuant to the agreement with Mr. Huggins, the termination date is February 27, 2022. Until such termination date, the addendum requires the Company, or its successor, to make all premium payments that would become due after the change in control or event of termination and also to "gross-up" the executive's income through a series of bonus payments in order to: (i) facilitate the executive's payment of his portion of the premiums, (ii) enable the executive to partially repay the accumulated loan balance on the deemed loans made by the Bank to the executive to pay the executive's portion of said premiums, (iii) cover the deemed interest due on such loans, and (iv) cover federal income taxes that the executive would owe with respect to the deemed bonuses and interest owed (but not paid) on the loans. Beginning at retirement age, the executive is entitled to draw a retirement benefit from the cash surrender value of the policy for a period of up to 15 years. The annual target retirement benefit payable to Mr. Huggins is \$75,000. In addition, the executive is entitled to a death benefit from the policy of \$1 million prior to retirement, and a lesser amount once the executive begins to receive the retirement benefits under the policy. In the event the executive is terminated for cause, the executive loses all rights under the agreement. Life insurance premium and other payments. Under the agreement the Bank pays, among other things, the premiums on each policy and additional amounts to the executives to cover federal income taxes owed with respect to their deemed bonuses under the LifeComp Agreements. In both 2017 and 2016, the Company allocated \$24,000 in life insurance premium to Mr. Huggins and \$16,000 in other compensation to cover federal income taxes owed with respect to the deemed bonuses.

## **Certain Relationships and Related Transactions**

The Bank has followed a policy of granting commercial and consumer loans, and loans secured by one-to four-family real estate to officers, directors and employees. Loans to directors and executive officers are made in the ordinary course of business and on the same terms and conditions as those of comparable transactions with the general public prevailing at the time, in accordance with the Banks' underwriting guidelines, and do not involve more than the normal risk of collectability or present other unfavorable features.

All loans by the Bank to its directors and executive officers are subject to federal regulations restricting loan and other transactions with affiliated persons of the Bank. Federal law generally requires



that all loans to directors and executive officers be made on terms and conditions comparable to those for similar transactions with non-affiliates, subject to limited exceptions. Loans to all directors, executive officers, and their associates totaled \$12.9 million at December 31, 2017, which was 2.7% of the Company's stockholders' equity at that date. There were no loans outstanding to any director, executive officer or their affiliates at preferential rates or terms, which in the aggregate exceeded \$100,000 during the year ended December 31, 2017. All loans to directors and officers were performing in accordance with their terms at December 31, 2017.

In addition, Brandon Advertising, Inc. is the marketing agency of record for the Bank. Mr. Brandon, one of the Company's directors, is the sole owner and chief executive officer of Brandon Advertising, Inc. During the year ended December 31, 2017, the total payments made to Brandon Advertising, Inc. were \$734,600, which included media buys paid by Brandon Advertising, Inc. on behalf of the Company. Brandon Advertising, Inc. received revenues of approximately \$374,600 from the Company as a result of these payments.

### **Compensation Committee Interlocks and Insider Participation**

The members of the Compensation/Benefits Committee during 2017 were Messrs. Penney, Clawson, Deal, Isaac and Leddy. No member of the Compensation/Benefits Committee was at any time during 2017 or at any other time an officer or employee of the Company or any of its subsidiaries, and no member of the Compensation/Benefits Committee had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. No executive officer of the Company has served on the board of directors or compensation committee of any other entity that has or has had one or more executive officers who served as a member of the Compensation/Benefits Committee during 2017.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires directors, executive officers, and 10% stockholders to file reports of holdings and transactions in the Company's stock with the SEC. Based on a review of Section 16(a) reports, amendments thereto, and written representations from the Company's directors and executive officers, the Company believes that all of its directors, executive officers, and 10% stockholders have made all filings required under Section 16(a) in a timely manner, with the following exceptions:

- Mr. Holscher filed one late Form 4 to report one transaction in which shares indirectly owned were disposed,
- Mr. Rexroad filed one late Form 4 to report one transaction in which shares indirectly owned were acquired, and
- Mr. Williams filed one late Form 4 to report one transaction in which shares directly owned were disposed.

### **Code of Ethics**

The Company expects all of its employees to conduct themselves honestly and ethically. The Company has adopted a Code of Ethics that reflects the Company's policy of responsible and ethical business practices, and applies to all directors, officers, and employees of the Company and

its subsidiaries. Stockholders and other interested persons may view the Company's Codes of Ethics on the Investor Relations section under the Governance Documents section of the Corporate Information tab of the Company's website, <http://www.haveanicebank.com>.

### **Stockholder Proposals for the 2019 Annual Meeting of Stockholders**

Stockholders interested in submitting a proposal for inclusion in the proxy statement for the Company's 2019 Annual Meeting of Stockholders may do so by following the procedures prescribed in SEC Rule 14a-8. To be eligible for inclusion, stockholder proposals must be received by the Company's Chairman of the Board of Directors, Chief Executive Officer, or Corporate Secretary at 288 Meeting Street Charleston, SC 29401 no later than November 28, 2018. To ensure prompt receipt by the Company, the proposal should be sent certified mail, return receipt requested. Proposals must comply with the SEC Rule 14a-8 related to stockholder proposals in order to be included in the Company's proxy materials.

Under our bylaws, shareholder proposals not intended for inclusion in the Company's 2019 proxy materials pursuant to Rule 14a-8 but intended to be raised at the Company's 2019 Annual Meeting of Stockholders, including nominations for election of director(s) other than nominees of the Board of Directors, must be received at the principal executive offices of the Company not less than 90 days prior to the date of the 2019 Annual Meeting of Stockholders; provided, however, that if less than 100 days' notice or prior disclosure of the date of the meeting is given or made to stockholders, such notice by the stockholder must be received no later than the close of business on the 10th day following the day on which notice of the date of the meeting was mailed or public disclosure was made. Shareholder proposals must comply with the procedural, informational and other requirements outlined in our bylaws.

**Exhibit A**

**AMENDMENT TO INCREASE THE NUMBER OF AUTHORIZED SHARES  
OF THE COMPANY'S COMMON STOCK**

Article FOURTH, Paragraph A of the Company's Certificate of Incorporation is hereby deleted in its entirety and replaced with the following\*:

**FOURTH:**

A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is fifty-one million (51,000,000) consisting of:

1. One million (1,000,000) shares of Preferred Stock, par value one cent (\$.01) per share (the "Preferred Stock"); and
2. Fifty million (50,000,000) shares of Common Stock, par value one cent (\$.01) per share (the "Common Stock").

*\* The following assumes the amendment to the Company's Certificate of Incorporation is approved at the Meeting. If the amendment is approved, then, upon the filing of the Certificate of Amendment with the Delaware Secretary of State, the number of authorized shares of Common Stock will be increased accordingly.*

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549  
**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2017

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-10897



(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

57-1039673  
(I.R.S. Employer Identification No.)

288 Meeting Street, Charleston,  
South Carolina  
(Address of principal executive offices)

29401  
(Zip Code)

(843) 723-7700  
(Issuer's Telephone Number)

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Title of each class: Common Stock, \$0.01 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company   
(Do not check if a smaller reporting company)

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

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

The aggregate market value of the voting and nonvoting common equity held by non-affiliates of the registrant (computed by reference to the price at which the stock was most recently sold) was \$477,697,260 as of the last business day of the registrant's most recently completed second fiscal quarter.

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

Class	Outstanding at March 13, 2018
Common Stock, \$.01 par value per share	21,052,202 shares

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement relating to the registrant's Annual Meeting of Shareholders, to be held on May 2, 2018, are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, including information included or incorporated by reference, contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). Forward-looking statements may relate to our financial condition, results of operation, plans, objectives, or future performance. These statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words “may,” “would,” “could,” “should,” “will,” “expect,” “anticipate,” “predict,” “project,” “potential,” “believe,” “continue,” “assume,” “intend,” “plan,” and “estimate,” as well as similar expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ from those anticipated in any forward-looking statements include, but are not limited to, those described below under “Item 1A- Risk Factors” and the following:

- our ability to maintain appropriate levels of capital and to comply with our capital ratio requirements;
- examinations by our regulatory authorities, including the possibility that the regulatory authorities may, among other things, require us to increase our allowance for loan losses or write-down assets or otherwise impose restrictions or conditions on our operations, including, but not limited to, our ability to acquire or be acquired;
- changes in economic conditions, either nationally or regionally and especially in our primary market areas, resulting in, among other things, a deterioration in credit quality;
- changes in interest rates, or changes in regulatory environment resulting in a decline in our mortgage production and a decrease in the profitability of our mortgage banking operations;
- greater than expected losses due to higher credit losses generally and specifically because losses in the sectors of our loan portfolio secured by real estate are greater than expected due to economic factors, including, but not limited to, declining real estate values, increasing interest rates, increasing unemployment, or changes in payment behavior or other factors;
- greater than expected losses due to higher credit losses because our loans are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral;
- changes in the amount of our loan portfolio collateralized by real estate and weaknesses in the South Carolina, southeastern North Carolina and national real estate markets;
- the rate of delinquencies and amount of loans charged-off;
- the adequacy of the level of our allowance for loan losses and the amount of loan loss provisions required in future periods;
- the rate of loan growth in recent or future years;

- our ability to attract and retain key personnel;
- our ability to retain our existing customers, including our deposit relationships;
- significant increases in competitive pressure in the banking and financial services industries, including consequences of continued bank mergers and acquisitions in our market area, resulting in fewer but larger and stronger competitors;
- adverse changes in asset quality and resulting credit risk-related losses and expenses;
- changes in the interest rate environment which could reduce anticipated or actual margins;
- changes in political conditions or the legislative or regulatory environment, including, but not limited to, the Dodd-Frank Act and regulations adopted thereunder, changes in federal or state tax laws or interpretations thereof by taxing authorities and other governmental initiatives affecting the banking, mortgage banking, and financial service industries;
- changes occurring in business conditions and inflation;
- increased funding costs due to market illiquidity, increased competition for funding, or increased regulatory requirements with regard to funding;
- our business continuity plans or data security systems could prove to be inadequate, resulting in a material interruption in, or disruption to, business and a negative impact on results of operations;
- changes in deposit flows;
- changes in technology;
- changes in monetary and tax policies;
- changes in accounting policies, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board and the Financial Accounting Standards Board (the “FASB”);
- loss of consumer confidence and economic disruptions resulting from terrorist activities or other military actions;
- our expectations regarding our operating revenues, expenses, effective tax rates and other results of operations;
- our anticipated capital expenditures and our estimates regarding our capital requirements;
- our liquidity and working capital requirements;
- competitive pressures among depository and other financial institutions;



- the growth rates of the markets in which we compete;
- our anticipated strategies for growth and sources of new operating revenues;
- our current and future products, services, applications and functionality and plans to promote them;
- anticipated trends and challenges in our business and in the markets in which we operate;
- the evolution of technology affecting our products, services and markets;
- our ability to retain and hire necessary employees and to staff our operations appropriately;
- management compensation and the methodology for its determination;
- our ability to compete in our industry and innovation by our competitors;
- increased cybersecurity risk, including potential business disruptions or financial losses;
- acquisition integration risks, including potential deposit attrition, higher than expected costs, customer loss and business disruption, including, without limitation, potential difficulties in maintaining relationships with key personnel and other integration related matters, and the inability to identify and successfully negotiate and complete additional combinations with potential merger or acquisition partners or to successfully integrate such businesses into the Company, including the ability to realize the benefits and cost savings from, and limit any unexpected liabilities associated with, any such business combinations;
- our ability to stay abreast of new or modified laws and regulations that currently apply or become applicable to our business; and
- estimates and related methodologies used in preparing our consolidated financial statements and determining option exercise prices and stock-based compensation.

If any of these risks or uncertainties materialize, or if any of the assumptions underlying such forward-looking statements proves to be incorrect, our results could differ materially from those expressed in, implied or projected by, such forward-looking statements. For information with respect to factors that could cause actual results to differ from the expectations stated in the forward-looking statements, see “Risk Factors” under Part I, Item 1A of this report. We urge investors to consider all of these factors carefully in evaluating the forward-looking statements contained in this report. We make these forward-looking statements as of the date of this document and we do not intend, and assume no obligation, to update the forward-looking statements or to update the reasons why actual results could differ from those expressed in, or implied or projected by, the forward-looking statements.

## PART I

### ITEM 1. BUSINESS

#### General Overview

Carolina Financial Corporation is a Delaware corporation and a financial holding company registered under the Bank Holding Company Act of 1956, as amended. Our primary business is to serve as the holding company for CresCom Bank, a South Carolina state-chartered commercial bank with 62 branches located throughout the Carolinas, in addition to two loan production offices in North and South Carolina. CresCom Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the Federal Deposit Insurance Corporation (the “FDIC”), and providing commercial, mortgage and consumer loans to the general public. CresCom Bank operates Crescent Mortgage Company, a wholly-owned subsidiary of CresCom Bank based in Atlanta, Georgia, as a wholesale and correspondent mortgage lender for community banks throughout the United States. Crescent Mortgage Company lends in 47 states and the District of Columbia and has partnered with community banks, credit unions, and mortgage brokers. CresCom Bank is also the holding company for Carolina Services Corporation of Charleston, a Delaware financial services company that provides financial processing services to, and otherwise supports the operations of, CresCom Bank and Crescent Mortgage Company. Except where the context otherwise requires, the “Company”, “we”, “us” and “our” refer to Carolina Financial Corporation and its consolidated subsidiaries and the “Bank” refers to CresCom Bank.

In December 2002 and October 2003, respectively, the Company formed Carolina Financial Capital Trust I and Carolina Financial Capital Trust II, which are special purpose subsidiaries organized in Delaware for the sole purpose of issuing an aggregate of \$15.5 million of trust preferred securities.

On June 11, 2016, the Company completed its acquisition of Congaree Bancshares, Inc. (“Congaree”), the holding company for Congaree State Bank. The Company issued 508,910 shares of its common stock, assumed and immediately redeemed \$1.6 million in preferred stock and paid \$5.7 million in cash to Congaree shareholders. In the transaction, the Company acquired \$104.2 million of total assets, loans receivable of \$74.6 million and deposits of \$89.3 million.

On March 18, 2017, the Company completed its acquisition of Greer Bancshares Incorporated (“Greer”), the holding company for Greer State Bank. The Company issued 1,789,523 shares of its common stock and paid \$4.4 million in cash to Greer shareholders. In the transaction, the Company acquired \$384.5 million in total assets, loans receivable of \$194.6 million and deposits of \$311.1 million. In addition, the Company assumed aggregate subordinated debt principal of \$11.3 million, which at the date of acquisition had a fair value of \$7.5 million.

On November 1, 2017, the Company closed its acquisition of First South Bancorp, Inc., the holding company for First South Bank (“First South”). In the transaction, the Company acquired \$1.1 billion in total assets, loans receivable of \$759.2 million and deposits of \$952.6 million. The Company issued 4,822,540 shares of its common stock to First South shareholders. In addition, the Company assumed aggregate subordinated debt principal of \$10.3 million, which at the date of acquisition had a fair value of \$8.6 million.

As of December 31, 2017, the Company had total assets of \$3.5 billion, loans receivable, net of \$2.3 billion, total deposits of \$2.6 billion, and total stockholders’ equity of \$475.4 million.

Our main office is located at 288 Meeting Street, Charleston, South Carolina 29401.

## Available Information

We provide our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act on our website at [www.haveanicebank.com](http://www.haveanicebank.com) under the “Investor Relations” section. These filings are made accessible as soon as reasonably practicable after they have been filed electronically with the Securities and Exchange Commission (the “SEC”). These filings are also accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, we make available under the Investor Relations section on our website ([www.haveanicebank.com](http://www.haveanicebank.com)) the following, among other things, (i) Code of Ethics and Whistleblower Policy and (ii) the charters of the Audit, Corporate Governance and Nominating and Compensation and Benefits Committees of our board of directors. These materials are available to the general public on our website free of charge. Printed copies of these materials are also available free of charge to shareholders who request them in writing. Please address your request to: Investor Relations, Attn: William A. Gehman III, Carolina Financial Corporation, 288 Meeting Street, Charleston, South Carolina 29401. Statements of beneficial ownership of equity securities filed by directors, officers, and 10% or greater stockholders under Section 16 of the Exchange Act are also available through our website, [www.haveanicebank.com](http://www.haveanicebank.com). The information on our website is not incorporated by reference into this report.

## Our Market Area

Our primary market areas are the Coastal, Midlands, and Upstate regions of South Carolina, including the Charleston (Charleston, Dorchester and Berkeley Counties), Myrtle Beach (Horry and Georgetown Counties), Columbia (Lexington County, and the Upstate (Greenville and Spartanburg Counties) market areas. Our primary market areas in North Carolina include Wilmington (New Hanover County), Raleigh-Durham (Durham and Wake Counties) and the surrounding southeastern coastal region of North Carolina (Bladen, Brunswick, and Columbus, Cumberland, Duplin and Robeson Counties).

The following table presents, for each of our above-described primary market areas, the number of branches of CresCom Bank, including the pro forma impact of the branches acquired in the First South acquisition, the approximate amount of deposits in the market areas as of June 30, 2017 and the approximate deposit market share in market area at June 30, 2017 (the latest date for which such data is available).

<b>Market Name</b>	<b>Number of Branches</b>	<b>Deposits (in millions)</b>	<b>Market Share</b>
Charleston	8	\$ 600	4.5%
Myrtle Beach	8	\$ 362	4.8%
Midlands South Carolina	3	\$ 99	2.1%
Upstate South Carolina	5	\$ 357	3.1%
Inland North Carolina	10	\$ 300	5.1%
Coastal North Carolina	4	\$ 123	6.2%
Wilmington	3	\$ 53	0.8%
Raleigh/Durham	2	\$ 62	0.2%
Eastern NC	19	\$ 652	5.2%

Our markets in or near the Charleston, South Carolina are heavily influenced by the diverse economic mix of the Charleston region. The region is home to the Port of Charleston, one of the busiest container ports along the Southeast and Gulf Coasts, as well as a number of national and international manufacturers, including Boeing South Carolina and Robert Bosch LLC. The region also benefits from a thriving tourism industry. In addition, a number of academic institutions are located within the region, including the Medical University of South Carolina, The Citadel, The College of Charleston, Charleston Southern University, Trident Technical College and The Charleston School of Law. Charleston also hosts military installations for the U.S. Navy, Marine Corps, U.S. Air Force, U.S. Army and U.S. Coast Guard. Data obtained through SNL Financial LC projects population growth in the Charleston-North Charleston MSA of 8.5% from 2018 to 2023 as compared to a projection for national population growth of 3.8% during the same time period.

The Myrtle Beach area, also known as the Grand Strand, is a 60-mile stretch of beaches extending south from the South Carolina/North Carolina state line to Pawley's Island and is consistently ranked as one of the top vacation destinations in the country. According to data published by the Myrtle Beach Area Chamber of Commerce, Myrtle Beach hosted an estimated 18.6 million visitors in 2016 with the economy of the region dominated by the tourism and retail industries. The Myrtle Beach-Conway-North Myrtle Beach MSA is also home to Coastal Carolina University in Conway and Webster University in Myrtle Beach. Data obtained through SNL Financial LC projects population growth in the Myrtle Beach-Conway-North Myrtle Beach MSA of 10.0% from 2018 to 2023.

Our Wilmington and other markets in southeastern North Carolina are contiguous to South Carolina and the Grand Strand. Wilmington has a diversified economy and is a major resort area and a center for light manufacturing. The city also serves as the retail and medical center for the region. Companies in the Wilmington area produce fiber optic cables for the communications industry, aircraft engine parts, pharmaceuticals, nuclear fuel components and various textile products. According to data published by the Wilmington Chamber of Commerce, major employers in the area include General Electric, PPD, Inc., and Corning, Inc. The area also benefits from the presence of the University of North Carolina-Wilmington, which also a major employer for the market. Data obtained through SNL Financial LC projects population growth in the Wilmington MSA of 7.0% from 2018 to 2023.

The Upstate market includes five banking locations and one loan production office in the Greenville-Spartanburg market area. Major industries in the Upstate include the automobile industry, which is concentrated primarily along the corridor between Greenville and Spartanburg around the BMW manufacturing facility in Greer, South Carolina. The Greenville Health System and Bon Secours St. Francis Health System represent the healthcare and pharmaceuticals industry in the area. The Upstate is also home to significant private sector and university-based research including research and development facilities for Michelin, Fuji and General Electric and research centers to support the automotive, life sciences, plastics and photonics industries. The Upstate also benefits from being an academic center and is home to collegiate and university education facilities such as Clemson University, Furman University, Presbyterian College, University of South Carolina-Upstate, Anderson University, Lander University, Bob Jones University, Wofford College and Converse College, among others. Data obtained through SNL Financial LC projects population growth in the Greenville-Andersen-Mauldin MSA of 6.1% from 2018 to 2023.

The Midlands market has two branches in the Columbia, South Carolina market. Columbia, the state capital and largest city in South Carolina, is located within Richland County in the center of the state between the Upstate region and the coastal cities of Charleston and Myrtle Beach. Columbia's central location has contributed greatly to its commercial appeal and growth, and the city benefits from a diverse economy composed of advanced manufacturing, healthcare, technology, shared services, logistics, and

energy. The largest employers in the Columbia market area include the U.S. Army's Fort Jackson, the University of South Carolina, Palmetto Health Alliance, Blue Cross Blue Shield, and Lexington Medical Center. Data obtained through SNL Financial LC projects population growth in the Columbia MSA of 5.7% from 2018 to 2023.

The First South acquisition added 30 full service banking offices, a loan production office and an administrative office, expanding the footprint of CresCom Bank throughout eastern and central North Carolina. The economy in this region is diversified, with employment distributed among manufacturing, agriculture and non-manufacturing activities. There are a significant number of major employers, colleges and universities, hospitals and military bases located throughout the market area.

Our markets have experienced steady economic and population growth over the past 10 years, and we expect that the areas, as well as the business and tourism industries needed to support it, will continue to grow.

## **Competition**

The banking business is highly competitive, and we experience competition in our market areas from many other financial institutions. Competition among financial institutions is based on interest rates offered on deposit accounts, interest rates charged on loans, other credit and service charges relating to loans, the quality and scope of the services rendered, the convenience of banking facilities, and, in the case of loans to commercial borrowers, relative lending limits. We compete with commercial banks, credit unions, savings institutions, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds and other mutual funds, as well as super-regional, national and international financial institutions that operate offices in our market areas and elsewhere.

We compete with these institutions both in attracting deposits and in making loans. In addition, we have to attract our customer base from other existing financial institutions and from new residents. Many of our competitors are well-established, larger financial institutions, such as SunTrust, Bank of America, Wells Fargo, PNC and BB&T. These institutions offer some services, including extensive and established branch networks that we do not provide. In addition, many of our non-bank competitors are not subject to the same extensive federal regulations that govern bank holding companies and federally insured banks.

## **Lending Activities**

*General.* We emphasize a range of lending services, including commercial and residential real estate mortgage loans, real estate construction loans, commercial and industrial loans, commercial leases, and consumer loans. Our customers are generally individuals and small to medium-sized businesses and professional firms that are located in or conduct a substantial portion of their business in our market areas. We have focused our lending activities primarily on the professional market, including doctors, dentists, small business to medium-sized owners and commercial real estate developers.

Certain credit risks are inherent in making loans. These include prepayment risks, risks resulting from uncertainties in the future value of collateral, risks resulting from changes in economic and industry conditions, and risks inherent in dealing with individual borrowers. We attempt to mitigate repayment risks by adhering to internal credit policies and procedures. These policies and procedures include officer and customer lending limits, with approval processes for larger loans, documentation examination, and follow-up procedures for any exceptions to credit policies. Our loan approval policies provide for various levels of officer lending authority. When the amount of aggregate loans to a single

borrower exceeds the maximum senior officer's lending authority, the loan request will be considered by the management loan committee, or MLC, which is comprised of five members, all of whom are part of the senior management team of the Bank. The MLC meets weekly to approve loans with total loan commitments exceeding \$2.0 million. The loan authority of the MLC is equal to two-thirds of the legal lending limit of the Bank which is equivalent to the in-house loan limit. Total credit exposure above the in-house limit requires approval by the majority of the board of directors. We do not make any loans to any director, executive officer of the Bank, or the related interests of each, unless the loan is approved by the full Board of Directors of the Bank and is on terms not more favorable than would be available to a person not affiliated with the Bank.

Our lending activities are subject to a variety of lending limits imposed by federal law. In general, the Bank is subject to a legal limit on loans to a single borrower equal to 15% of the Bank's capital and unimpaired surplus. This legal lending limit will increase or decrease as the Bank's level of capital increases or decreases. Based upon the capitalization of the Bank at December 31, 2017, the maximum amount we could lend to one borrower is \$53.0 million. However, our internal lending limit without board of director approval at December 31, 2017 is \$35.3 million. The board of directors will adjust the internal lending limit as deemed necessary to continue to mitigate risk and serve the Bank's clients. We are able to sell participations in our larger loans to other financial institutions, which allow us to manage the risk involved in these loans and to meet the lending needs of our clients requiring extensions of credit in excess of these limits.

***Real Estate Mortgage Loans.*** The principal component of our loan portfolio is loans secured by real estate mortgages. Real estate loans are subject to the same general risks as other loans and are particularly sensitive to fluctuations in the value of real estate. Fluctuations in the value of real estate, as well as other factors arising after a loan has been made, could negatively affect a borrower's cash flow, creditworthiness, and ability to repay the loan. We obtain a security interest in real estate whenever possible, in addition to any other available collateral, in order to increase the likelihood of the ultimate repayment of the loan.

These loans generally fall into one of two categories:

- ***Residential Mortgage Loans and Home Equity Loans.*** We generally originate and hold short-term and long-term first mortgages and traditional second mortgage residential real estate loans. Generally, we limit the loan-to-value ratio on our residential real estate loans to 80%. Loans over 80% LTV generally require private mortgage insurance. We offer fixed and adjustable rate residential real estate loans with terms of up to 30 years. We also offer a variety of lot loan options to consumers to purchase the lot on which they intend to build their home. The options available depend on whether the borrower intends to begin building within 12 months of the lot purchase or at an undetermined future date. We also offer traditional home equity loans and lines of credit. Our underwriting criteria for, and the risks associated with, home equity loans and lines of credit are generally the same as those for first mortgage loans. Home equity loans typically have terms of 10 years or less. We generally limit the extension of credit to 90% of the available equity of each property, although we may extend up to 100% of the available equity.
- ***Commercial Real Estate.*** Commercial real estate loans generally have terms of five years or less, although payments may be structured on a longer amortization basis. We evaluate each borrower on an individual basis and attempt to determine their business risks and credit profile. We attempt to reduce credit risk in the commercial real estate portfolio by emphasizing loans on owner-occupied office and retail buildings where the loan-to-value ratio, established

by independent appraisals, generally does not exceed 80%. We also generally require that a borrower's cash flow exceed 120% of monthly debt service obligations. In order to ensure secondary sources of payment and liquidity to support a loan request, we typically review all of the personal financial statements of the principal owners and require their personal guarantees.

***Real Estate Construction and Development Loans.*** We offer fixed and adjustable rate residential and commercial construction loan financing to builders and developers and to consumers who wish to build their own home. The term of construction and development loans generally is limited to 18 months, although payments may be structured on a longer amortization basis. Most loans will mature and require payment in full upon the sale of the property. We believe that construction and development loans generally carry a higher degree of risk than long-term financing of existing properties because repayment depends on the ultimate completion of the project and usually on the subsequent sale of the property. Specific risks include:

- cost overruns;
- mismanaged construction;
- inferior or improper construction techniques;
- economic changes or downturns during construction;
- a downturn in the real estate market;
- rising interest rates which may prevent sale of the property; and
- failure to sell completed projects in a timely manner.

We attempt to reduce risk associated with construction and development loans by obtaining personal guarantees and by keeping the maximum loan-to-value ratio at or below 65%-80% of the lesser of cost or appraised value, depending on the project type.

***Commercial Loans.*** We make loans for commercial purposes in various lines of businesses, including the manufacturing industry, service industry, and professional service areas. Commercial loans are generally considered to have greater risk than first or second mortgages on real estate because they may be unsecured, or if they are secured, the value of the collateral may be difficult to assess and more likely to decrease than real estate.

Equipment loans typically will be made for a term of 10 years or less at fixed or variable rates, with the loan fully amortized over the term and secured by the financed equipment. Generally, we limit the loan-to-value ratio on these loans to 75% of cost. Working capital loans typically have terms not exceeding one year and usually are secured by accounts receivable, inventory, or personal guarantees of the principals of the business. For loans secured by accounts receivable or inventory, principal will typically be repaid as the assets securing the loan are converted into cash, and in other cases principal will typically be due at maturity. Trade letters of credit, standby letters of credit, and foreign exchange will generally be handled through a correspondent bank as agent for the Bank.

Our primary markets have provided limited opportunities for us to develop a commercial and industrial (“C&I”) loan portfolio. The Company’s primary markets are generally concentrated in real estate lending. However, in order to diversify our lending portfolio, the Company began a syndicated loan program in 2014 to purchase nationally syndicated C&I loans to retain in the loan portfolio. These loans typically have terms of seven years and are tied to a floating rate index such as LIBOR or prime. To effectively manage this line of lending business, the Company hired an experienced senior lending executive with relevant experience to lead and manage this area of the loan portfolio and engaged a consulting firm that specializes in syndicated loans. The Company’s policy currently limits the syndicated loan portfolio not to exceed 75% of the Bank’s Tier 1 regulatory capital.

***Lease Receivables.*** The Bank began originating leases, primarily on equipment utilized for business purposes, as a result of the First South acquisition. Lease terms generally range from 12 to 60 months and include options to purchase the leased equipment at the end of the lease. Most leases provide 100% of the cost of the equipment and are secured by the leased equipment. The Company requires the leased equipment to be insured and that we be listed as a loss payee and named as an additional insured on the insurance policy. We manage credit risk associated with our lease financing loan class based upon the dollar amount of the lease and the level of credit risk. We follow a formal review process which entails analysis of the following factors: equipment value/residual value, exposure levels, jurisdiction risk, industry risk, guarantor requirements, and regulatory compliance.

***Consumer Loans.*** We make a variety of loans to individuals for personal and household purposes, including secured and unsecured installment loans and revolving lines of credit. Consumer loans are underwritten based on the borrower’s income, current debt level, past credit history, and the availability and value of collateral. Consumer rates are both fixed and variable, with negotiable terms. Our installment loans typically amortize over periods up to 72 months. Although we typically require monthly payments of interest and a portion of the principal on our loan products, we will offer consumer loans with a single maturity date when a specific source of repayment is available. Consumer loans are generally considered to have greater risk than first or second mortgages on real estate because they may be unsecured, or, if they are secured, the value of the collateral may be difficult to assess and more likely to decrease in value than real estate.

### **Mortgage Banking Activities**

As summarized below, our mortgage banking segment associated with Crescent Mortgage Company is comprised of two primary businesses: correspondent lending and loan servicing.

***Correspondent Lending.*** Our mortgage banking operations are conducted mainly through the Bank’s wholesale mortgage origination subsidiary, Crescent Mortgage Company, which is headquartered in Atlanta, Georgia. These operations consist of the purchase of mortgage loans and table funded originations as well as the sale and servicing of a variety of residential mortgage loan products. Crescent Mortgage Company lends in 47 states and the District of Columbia and has partnered with community banks, credit unions, and quality mortgage brokers throughout the United States. Crescent Mortgage Company focuses on originating residential real estate loans, some of which conform to Federal Housing Administration (“FHA”), Veterans Affairs (“VA”) and Rural Development standards (“RD”). Loans originated that meet FHA standards qualify for the FHA’s insurance program whereas loans that meet VA and RD standards are guaranteed by their respective federal agencies.

Mortgage loans that do not qualify under these programs are commonly referred to as conventional loans. Conventional real estate loans could be conforming and non-conforming. Conforming loans



are residential real estate loans that meet the standards for sale under the Federal National Mortgage Association (“FNMA”) and Federal Home Loan Mortgage Corporation (“FHLMC”) programs whereas loans that do not meet those standards are referred to as non-conforming residential real estate loans. In addition, Crescent Mortgage Company offers certain jumbo mortgage products which meet underwriting requirements of certain correspondent lenders. The Company’s strategy is to grow market share through superior service and competitive pricing and high quality mortgage products. Crescent Mortgage Company generally sells mortgages it acquires to a number of investors like FNMA and FHLMC or major banking correspondents.

Our mortgage banking profitability depends on maintaining sufficient volume of loan originations combined with maintaining a profitable margin upon ultimate sale. Changes in the level of interest rates, competition and the local economy affect the number of loans originated and the amount of loan sales and loan fees earned.

**Loan Servicing.** We retain the rights to service loans on a portion of loans we sell, and collect a servicing fee for loans we sell on the secondary market, as part of our mortgage banking activities. These rights are known as mortgage servicing rights, or MSRs, where the owner of the MSR acts on behalf of the mortgage loan owner and has the contractual right to receive a stream of cash flows in exchange for performing specified mortgage servicing functions. These duties typically include, but are not limited to, performing loan administration, collection, and default activities, collection and remittance of loan payments, responding to customer inquiries, accounting for principal and interest, holding custodial (impound) funds for the payment of property taxes and insurance premiums, counseling delinquent mortgagors, modifying loans, supervising foreclosures, and property dispositions. Crescent Mortgage Company uses a third party sub-servicer to perform the servicing duties and responsibilities for which we pay a fee.

## Deposit Products

We offer a full range of deposit services that are typically available in most banks and savings institutions, including checking accounts, commercial accounts, savings accounts and other time deposits of various types, ranging from money market accounts to longer-term certificates of deposit. Transaction accounts and time deposits are tailored to and offered at rates competitive to those offered in our primary market areas. In addition, we offer certain retirement accounts. We solicit accounts from individuals, businesses, associations, organizations and governmental authorities. We believe that our branch infrastructure will assist us in obtaining deposits from local customers in the future. Our retail deposits represented \$2.5 billion, or 96.6% of total deposits at December 31, 2017.

## Emerging Growth Company

We qualify as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). As an “emerging growth company,” we may take advantage of some or all of the reduced disclosure and other requirements that are otherwise applicable generally to public companies. These provisions include:

- only two years of audited financial statements in addition to any required unaudited interim financial statements with correspondingly reduced “Management’s Discussion and Analysis of Financial Condition and Results of Operations” disclosure;
- reduced disclosure about our executive compensation arrangements;

- no requirement that we solicit non-binding advisory votes on executive compensation or golden parachute arrangements; and
- exemption from the auditor attestation requirement in the assessment of our internal control over financial reporting.

As a result, the information that we provide to our stockholders may be different from the information that you might receive from other public reporting companies in which you hold equity interests.

Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in the Securities Act for complying with new or revised accounting standards. We have irrevocably elected not to avail ourselves of this extended transition period for complying with new or revised accounting standards and, as a result, we will adopt new or revised accounting standards on the relevant dates on which adoption of such standards is required for other companies.

We could remain an emerging growth company for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three-year period and (iv) the last day of the fiscal year following the fifth anniversary of the date of the first sale of our common equity securities pursuant to an effective registration statement under the Securities Act, which would be December 2019. At this time, we expect to become a “large accelerated filer” as of June 30, 2018 and would, therefore, no longer qualify to be an “emerging growth company”.

## **Employees**

As of March 10, 2018, we had approximately 770 total employees, including 730 full-time employees.

## **SUPERVISION AND REGULATION**

Both the Company and the Bank are subject to extensive state and federal banking laws and regulations that impose restrictions on and provide for general regulatory oversight of their operations. These laws and regulations generally are intended to protect consumers and depositors and not stockholders. The following summary is qualified by reference to the statutory and regulatory provisions discussed. Changes in applicable laws or regulations may have a material effect on our business and prospects. Our operations may be affected by legislative changes and the policies of various regulatory authorities. We cannot predict the effect that fiscal or monetary policies, economic control or new federal or state legislation may have on our business and earnings in the future.

The following discussion is not intended to be a complete list of all the activities regulated by the banking laws or of the impact of those laws and regulations on our operations. It is intended only to briefly summarize some material provisions.

## Recent Legislative and Regulatory Initiatives

Banking statutes, regulations and policies are continually under review by Congress, state legislatures and federal and state regulatory agencies. In addition to laws and regulations, state and federal bank regulatory agencies may issue policy statements, interpretive letters and similar written guidance applicable to the Company and its subsidiaries. Any change in the statutes, regulations and regulatory policies applicable to us, including changes in their interpretation or implementation, could have a material effect on our business and organization.

Both the scope of the laws and regulations and the intensity of supervision to which we are subject have increased in recent years in response to the financial crisis, as well as other factors such as technological and market changes. Regulatory enforcement and fines have also increased across the banking and financial services sector. Many of these changes have occurred as a result of the Dodd-Frank Act and its implementing regulations, most of which are now in place. President Trump has issued an executive order that sets forth principles for the reform of the federal financial regulatory framework, and Congress has also suggested an agenda for financial regulatory change. It is too early to assess whether there will be any major changes in the regulatory environment or merely a rebalancing of the post financial crisis framework. The Company expects that its business will remain subject to extensive regulation and supervision.

### *The Dodd-Frank Wall Street Reform and Consumer Protection Act*

The Dodd-Frank Wall Street Reform and Consumer Protection Act which was signed into law in 2010 (the “Dodd-Frank Act”), among other things, changes the oversight and supervision of financial institutions, includes new minimum capital requirements, creates a new federal agency to regulate consumer financial products and services and implements changes to corporate governance and compensation practices. The Dodd-Frank Act is focused in large part on the financial services industry, particularly bank holding companies with consolidated assets of \$50 billion or more, and contains a number of provisions that will affect us, including:

*Minimum Leverage and Risk-Based Capital Requirements.* Under the Dodd-Frank Act, the Federal banking agencies are required to establish minimum leverage and risk-based capital requirements on a consolidated basis for all insured depository institutions and bank holding companies, which can be no less than the currently applicable leverage and risk-based capital requirements for depository institutions. As a result, the Bank will be subject to at least the same capital requirements and must include the same components in regulatory capital.

*Deposit Insurance Modifications.* The Dodd-Frank Act modified the FDIC’s assessment base upon which deposit insurance premiums are calculated. The new assessment base equals our average total consolidated assets minus the sum of our average tangible equity during the assessment period. The Dodd-Frank Act also permanently raised the standard maximum insurance amount to \$250,000.

*Creation of New Governmental Authorities.* The Dodd-Frank Act created various new governmental authorities such as the Financial Stability Oversight Council and the Consumer Financial Protection Bureau (the “CFPB”), an independent regulatory authority housed within the Board of Governors of the Federal Reserve System (the “Federal Reserve”). The CFPB has broad authority to regulate the offering and provision of consumer financial products. The CFPB officially came into being on July 21, 2011, and rulemaking authority for a range of consumer financial protection laws (such as the Truth in Lending Act, the Electronic Funds Transfer Act and the Real Estate Settlement Procedures Act, among others) transferred from the

Federal Reserve and other federal regulators to the CFPB on that date. The Dodd-Frank Act gives the CFPB authority to supervise and examine depository institutions with more than \$10 billion in assets for compliance with these federal consumer laws. The authority to supervise and examine depository institutions with \$10 billion or less in assets for compliance with federal consumer laws will remain largely with those institutions' primary regulators. However, the CFPB may participate in examinations of these smaller institutions on a "sampling basis" and may refer potential enforcement actions against such institutions to their primary regulators. The CFPB also has supervisory and examination authority over certain nonbank institutions that offer consumer financial products. The Dodd-Frank Act identifies a number of covered nonbank institutions, and also authorizes the CFPB to identify additional institutions that will be subject to its jurisdiction. Accordingly, the CFPB may participate in examinations of the Bank, which currently has assets of less than \$10 billion, and could supervise and examine our other direct or indirect subsidiaries that offer consumer financial products or services. In addition, the Dodd-Frank Act permits states to adopt consumer protection laws and regulations that are stricter than those regulations promulgated by the CFPB, and state attorneys general are permitted to enforce consumer protection rules adopted by the CFPB against certain institutions.

The Dodd-Frank Act also authorized the CFPB to establish certain minimum standards for the origination of residential mortgages, including a determination of the borrower's ability to repay. Under the Dodd-Frank Act, financial institutions may not make a residential mortgage loan unless they make a "reasonable and good faith determination" that the consumer has a "reasonable ability" to repay the loan. The Dodd-Frank Act allows borrowers to raise certain defenses to foreclosure but provides a full or partial safe harbor from such defenses for loans that are "qualified mortgages." On January 10, 2013, the CFPB published final rules to, among other things, specify the types of income and assets that may be considered in the ability-to-repay determination, the permissible sources for verification, and the required methods of calculating the loan's monthly payments. Since then the CFPB made certain modifications to these rules. The rules extend the requirement that creditors verify and document a borrower's "income and assets" to include all "information" that creditors rely on in determining repayment ability. The rules also provide further examples of third-party documents that may be relied on for such verification, such as government records and check-cashing or funds-transfer service receipts. The rules took effect January 10, 2014. The rules also define "qualified mortgages," imposing both underwriting standards - for example, a borrower's debt-to-income ratio may not exceed 43% - and limits on the terms of their loans. Points and fees are subject to a relatively stringent cap, and the terms include a wide array of payments that may be made in the course of closing a loan. Certain loans, including interest-only loans and negative amortization loans, cannot be qualified mortgages.

*Executive Compensation and Corporate Governance Requirements.* The Dodd-Frank Act requires public companies to include, at least once every three years, a separate non-binding "say on pay" vote in their proxy statement by which stockholders may vote on the compensation of the company's named executive officers. In addition, if such companies are involved in a merger, acquisition, or consolidation, or if they propose to sell or dispose of all or substantially all of their assets, stockholders have a right to an advisory vote on any golden parachute arrangements in connection with such transaction (frequently referred to as "say-on-golden parachute" vote). Other provisions of the Dodd-Frank Act may impact our corporate governance. For instance, the Dodd-Frank Act requires the SEC to adopt rules:

- prohibiting the listing of any equity security of a company that does not have an independent compensation committee; and
- requiring all exchange-traded companies to adopt claw-back policies for incentive compensation paid to executive officers in the event of accounting restatements based on material non-compliance with financial reporting requirements.

The Dodd-Frank Act also authorizes the SEC to issue rules allowing stockholders to include their own nominations for directors in a company’s proxy solicitation materials. Many provisions of the Dodd-Frank Act require the adoption of additional rules to implement the changes. In addition, the Dodd-Frank Act mandates multiple studies that could result in additional legislative Action. Governmental intervention and new regulations under these programs could materially and adversely affect our business, financial condition and results of operations.

### *Regulatory Capital Requirements*

Regulatory capital rules released by the federal bank regulatory agencies in July 2013 to implement capital standards, referred to as Basel III and developed by an international body known as the Basel Committee on Banking Supervision, impose higher minimum capital requirements for bank holding companies and banks. The rules apply to all national and state banks and savings associations regardless of size and bank holding companies and savings and loan holding companies with more than \$1 billion in total consolidated assets. We collectively refer to these organizations herein as “covered” banking organizations. In certain respects, the rules impose more stringent requirements on “advanced approaches” banking organizations—those organizations with \$250 billion or more in total consolidated assets, \$10 billion or more in total foreign exposures, or that have opted in to the Basel II capital regime. The requirements in the rules began to phase in on January 1, 2014 for advanced approaches banking organizations, and on January 1, 2015 for other covered banking organizations, including the Company and the Bank. The requirements in the rules will be fully phased in by January 1, 2019.

The rules impose new and higher risk-based capital and leverage requirements than those previously in place. Specifically, the following minimum capital requirements apply to us:

- a new Common Equity Tier 1 risk-based capital ratio of 4.5%;
- a Tier 1 risk-based capital ratio of 6% (increased from the former 4% requirement);
- a total risk-based capital ratio of 8% (unchanged from the former requirements); and
- a leverage ratio of 4%; and

Under the rules, Tier 1 capital is redefined to include two components: Common Equity Tier 1 capital and additional Tier 1 capital. The new and highest form of capital, Common Equity Tier 1 capital, consists solely of common stock (plus related surplus), retained earnings, accumulated other comprehensive income, and limited amounts of minority interests that are in the form of common stock. Additional Tier 1 capital includes other perpetual instruments historically included in Tier 1 capital, such as non-cumulative perpetual preferred stock. The rules permit bank holding companies with less than \$15 billion in total consolidated assets to continue to include trust preferred securities and cumulative perpetual preferred stock issued before May 19, 2010 in Tier 1 capital, but not in Common Equity Tier 1 capital, subject to certain restrictions. Tier 2 capital consists of instruments that currently qualify in Tier 2 capital plus instruments that the rule has disqualified from Tier 1 capital treatment. Cumulative perpetual preferred stock, formerly includable in Tier 1 capital is now included only in Tier 2 capital. Accumulated other comprehensive income (“AOCI”) is presumptively included in Common Equity Tier 1 capital and often would operate to reduce this category of capital. The rules provided for a one-time opportunity at the end of the first quarter of 2015 for covered banking organization to opt-out of much of this treatment of AOCI. We made this opt-out election and, as a result, will retain the pre-existing treatment for AOCI.

In addition, in order to avoid restrictions on capital distributions or discretionary bonus payments to executives, a covered banking organization must maintain a “capital conservation buffer” on top of its minimum risk-based capital requirements. This buffer must consist solely of Tier 1 common equity, but the buffer applies to all three measurements (Common Equity Tier 1, Tier 1 capital and total capital). The capital conservation buffer will be phased in incrementally over time, becoming fully effective on January 1, 2019, and will consist of an additional amount of common equity equal to 2.5% of risk-based assets. As of January 1, 2018, we are required to hold a capital conservation buffer of 1.875%, increasing to 2.5% effective January 1, 2019.

In general, the rules have had the effect of increasing capital requirements by increasing the risk weights on certain assets, including high volatility commercial real estate, certain loans past due 90 days or more or in nonaccrual status, mortgage servicing rights not includable in Common Equity Tier 1 capital, equity exposures, and claims on securities firms, that are used in the denominator of the three risk-based capital ratios.

### **Volcker Rule**

Section 619 of the Dodd-Frank Act, known as the “Volcker Rule,” prohibits any bank, bank holding company, or affiliate (referred to collectively as “banking entities”) from engaging in two types of activities: “proprietary trading” and the ownership or sponsorship of private equity or hedge funds that are referred to as “covered funds.” Proprietary trading includes the purchase or sale of principal of any security, derivative, commodity future, or option on any such instrument for the purpose of benefitting from short-term price movements or realizing short-term profits. In December 2013, our primary federal regulators, the Federal Reserve and the FDIC, together with other federal banking agencies and the SEC and the Commodity Futures Trading Commission, finalized a regulation to implement the Volcker Rule.

Exceptions apply, however. Trading in U.S. Treasuries, obligations or other instruments issued by a government sponsored enterprise, state or municipal obligations, or obligations of the FDIC is permitted. A banking entity also may trade for the purpose of managing its liquidity, provided that it has a bona fide liquidity management plan. Trading activities as agent, broker or custodian; through a deferred compensation or pension plan; as trustee or fiduciary on behalf of customers; in order to satisfy a debt previously contracted; or in repurchase and securities lending agreements are permitted. Additionally, the Volcker Rule permits banking entities to engage in trading that takes the form of risk-mitigating hedging activities.

The covered funds that a banking entity may not sponsor or hold an ownership interest in are, with certain exceptions, funds that are exempt from registration under the Investment Company Act of 1940 because they either have 100 or fewer investors or are owned exclusively by “qualified investors” (generally, high net worth individuals or entities). Wholly-owned subsidiaries, joint ventures and acquisition vehicles, foreign pension or retirement funds, insurance company separate accounts (including bank-owned life insurance), public welfare investment funds, and entities formed by the FDIC for the purpose of disposing of assets are not covered funds, and a bank may invest in them. Most securitizations also are not treated as covered funds.

As issued on December 10, 2013, the regulation treated collateralized debt obligations backed by trust preferred securities as covered funds and accordingly subject to divestiture. In an interim final rule issued on January 14, 2014, the agencies exempted collateralized debt obligations, or CDOs, issued before May 19, 2010, that were backed by trust preferred securities issued before the same date by a bank with total consolidated assets of less than \$15 billion or by a mutual holding company, and that the bank holding the CDO interest had purchased before December 10, 2013, from the Volcker Rule prohibition. This exemption does not extend to CDOs backed by trust-preferred securities issued by an insurance company.

## *Tax Cuts and Jobs Act*

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was signed into law. The Tax Act includes a number of provisions that impact us, including the following:

- **Tax Rate.** The Tax Act replaces the graduated corporate tax rates applicable under prior law, which imposed a maximum tax rate of 35%, with a reduced 21% flat tax rate. Although the reduced tax rate generally should be favorable to us by resulting in increased earnings and capital, it will decrease the value of our existing deferred tax assets. Generally accepted accounting principles (“GAAP”) requires that the impact of the provisions of the Tax Act be accounted for in the period of enactment. Accordingly, the Company’s net income for the year ended December 31, 2017 was reduced by approximately \$239,000, primarily due to a lower valuation of deferred income taxes. See “*Item 7: Management’s Discussion and Analysis of Financial Condition and Results of Operation – Results of Operations – Income Tax Expense.*”
- **Employee Compensation.** A “publicly held corporation” is not permitted to deduct compensation in excess of \$1 million per year paid to certain employees. The Tax Act eliminates certain exceptions to the \$1 million limit applicable under prior to law related to performance-based compensation, such as equity grants and cash bonuses that are paid only on the attainment of performance goals. As a result, our ability to deduct certain compensation that may be paid to our most highly compensated employees will now be limited.
- **Business Asset Expensing.** The Tax Act allows taxpayers immediately to expense the entire cost (instead of only 50%, as under prior law) of certain depreciable tangible property and real property improvements acquired and placed in service after September 27, 2017 and before January 1, 2023 (with an additional year for certain property). This 100% “bonus” depreciation is phased out proportionately for property placed in service on or after January 1, 2023 and before January 1, 2027 (with an additional year for certain property).
- **Interest Expense.** The Tax Act limits a taxpayer’s annual deduction of business interest expense to the sum of (i) business interest income and (ii) 30% of “adjusted taxable income,” defined as a business’s taxable income without taking into account business interest income or expense, net operating losses, and, for 2018 through 2021, depreciation, amortization and depletion. Because we generate significant amounts of net interest income, we do not expect to be impacted by this limitation.

## *Proposed Legislation and Regulatory Action*

From time to time, various legislative and regulatory initiatives are introduced in Congress and state legislatures, as well as by regulatory agencies. Such initiatives may include proposals to expand or contract the powers of bank holding companies and depository institutions or proposals to substantially change the financial institution regulatory system. Such legislation could change banking statutes and the operating environment of the Company in substantial and unpredictable ways. If enacted, such legislation could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. We cannot predict whether any such legislation will be enacted, and, if enacted, the effect that it, or any implementing regulations, would have on the financial condition or results of operations of the Company. A change in statutes, regulations or regulatory policies applicable to the Company or the Bank could have a material effect on the business of the Company.

In June 2017, the U.S. House of Representatives passed the Financial CHOICE Act of 2017 (the “CHOICE Act”), which is intended to repeal or amend many of the provisions of the Dodd-Frank Act. The CHOICE Act contains a broad range of legislation that primarily affect larger banks. It also contains a range of provisions that would facilitate capital raising by community banks in both mutual and stock form, and simplify the regulation and examination of community banks and mutual holding companies.

Significant provisions of the CHOICE Act, as it relates to community banks, include the following: (i) a bank of any size that maintains a leverage capital ratio of at least 10% may elect to be regulated as a “qualifying banking organization,” and thereby would be exempt from laws and regulations that address capital and liquidity requirements, capital distributions to stockholders, and the enhanced prudential standards of the Dodd-Frank Act including mandatory stress testing, resolution plans and short-term debt and leverage limit requirements, as well as other laws and regulations (qualifying banking organizations would also be considered “well capitalized” for purposes of the prompt corrective action rules, restrictions on brokered deposits, restrictions on interstate branching and merger transactions, and other laws and regulations); (ii) the small bank holding company exemption would be increased from \$1.0 billion to \$10.0 billion; (iii) mutual and stock federal savings banks would be able to elect to exercise the same powers as national banks without converting charters; and (iv) the establishment of a safe-harbor from “ability to repay” requirements for mortgage loans held by a depository institution since their origination.

With respect to SEC and corporate governance compliance, the CHOICE Act reverses a number of changes required by the Dodd-Frank Act. These include: prohibiting universal proxy ballots in proxy contests; modernizing stockholder proposal thresholds; repealing the requirement that publicly traded companies disclose the ratio of median employee versus chief executive officer pay; and increasing the exemption from complying with an outside auditor’s attestation of a company’s internal financial controls to issuers with market capitalizations of up to \$500 million.

Management believes that, if enacted, the CHOICE Act would provide substantial benefits to community banks and their holding companies. There can be no assurance, however, that the CHOICE Act or any of its provisions, will be enacted into law.

### **Carolina Financial Corporation**

The Company owns 100% of the outstanding capital stock of the Bank, and therefore is required to be and is registered as a bank holding company under the federal Bank Holding Company Act of 1956 (the “BHCA”). As a result, the Company is primarily subject to the supervision, examination and reporting requirements of the Federal Reserve under the BHCA and its regulations promulgated thereunder. Moreover, as a bank holding company of a bank located in South Carolina, the Company also is subject to the South Carolina Banking and Branching Efficiency Act.

*Permitted Activities.* Under the BHCA, a bank holding company is generally permitted to engage in, or acquire direct or indirect control of more than 5% of the voting shares of any company engaged in the following activities:

- banking or managing or controlling banks;
- furnishing services to or performing services for our subsidiaries; and
- any activity that the Federal Reserve determines to be so closely related to banking as to be a proper incident to the business of banking.



Activities that the Federal Reserve has found to be so closely related to banking as to be a proper incident to the business of banking include:

- factoring accounts receivable;
- making, acquiring, brokering or servicing loans and usual related activities;
- leasing personal or real property;
- operating a non-bank depository institution, such as a savings association;
- trust company functions;
- financial and investment advisory activities;
- conducting discount securities brokerage activities;
- underwriting and dealing in government obligations and money market instruments;
- providing specified management consulting and counseling activities;
- performing selected data processing services and support services;
- acting as agent or broker in selling credit life insurance and other types of insurance in connection with credit transactions; and
- performing selected insurance underwriting activities.

A bank holding company that meets specified conditions, including that its depository institutions subsidiaries are “well capitalized” and “well managed,” can opt to become a “financial holding company.” On June 20, 2017, an election submitted by the Company to become a financial holding company was declared effective by the Federal Reserve Bank of Richmond. As a financial holding company, we are now permitted to engage in a broader array of activities that are financial in nature or incidental or complementary to financial activities, including insurance underwriting, sales and brokerage activities, providing financial and investment advisory services, underwriting services and limited merchant banking activities.

The Federal Reserve has the authority to order a bank holding company or its subsidiaries to terminate any of these activities or to terminate its ownership or control of any subsidiary when it has reasonable cause to believe that the bank holding company’s continued ownership, activity or control constitutes a serious risk to the financial safety, soundness or stability of it or any of its bank subsidiaries.

***Change in Control.*** Two statutes, the BHCA and the Change in Bank Control Act (the “CBCA”), together with regulations promulgated under them, require some form of regulatory review before any company may acquire “control” of a bank or a bank holding company. Under the BHCA, control is deemed to exist if a company acquires 25% or more of any class of voting securities of a bank holding company; controls the election of a majority of the members of the board of directors; or exercises a controlling influence over the management or policies of a bank or bank holding company. In guidance issued in 2008, the Federal Reserve has stated that it would not expect control to exist if a person acquires,

in aggregate, less than 33% of the total equity of a bank or bank holding company (voting and nonvoting equity), provided such person's ownership does not include 15% or more of any class of voting securities. Prior Federal Reserve approval is necessary before an entity acquires sufficient control to become a bank holding company. Natural persons, certain non-business trusts, and other entities are not treated as companies (or bank holding companies), and their acquisitions are not subject to review under the BHCA. State laws generally, including South Carolina law, require state approval before an acquirer may become the holding company of a state bank.

Under the CBCA, a person or company is required to file a notice with the Federal Reserve if it will, as a result of the transaction, own or control 10% or more of any class of voting securities or direct the management or policies of a bank or bank holding company and either if the bank or bank holding company has registered securities or if the acquirer would be the largest holder of that class of voting securities after the acquisition. For a change in control at the holding company level, both the Federal Reserve and the subsidiary bank's primary federal regulator must approve the change in control; at the bank level, only the bank's primary federal regulator is involved. Transactions subject to the BHCA are exempt from CBCA requirements. For state banks, state laws, including that of South Carolina, typically require approval by the state bank regulator as well.

*Source of Strength.* There are a number of obligations and restrictions imposed by law and regulatory policy on bank holding companies with regard to their depository institution subsidiaries that are designed to minimize potential loss to depositors and to the FDIC insurance funds in the event that the depository institution becomes in danger of defaulting under its obligations to repay deposits. In accordance with Federal Reserve policy, the Company is required to act as a source of financial strength to the Bank and to commit resources to support the Bank in circumstances in which it might not otherwise do so. Under the Federal Deposit Insurance Corporate Improvement Act of 1991, or FDICIA, to avoid receivership of its insured depository institution subsidiary, a bank holding company is required to guarantee the compliance of any insured depository institution subsidiary that may become "undercapitalized" within the terms of any capital restoration plan filed by such subsidiary with its appropriate federal banking agency up to the lesser of (i) an amount equal to 5% of the institution's total assets at the time the institution became undercapitalized, or (ii) the amount which is necessary (or would have been necessary) to bring the institution into compliance with all applicable capital standards as of the time the institution fails to comply with such capital restoration plan.

Under the BHCA, the Federal Reserve may require a bank holding company to terminate any activity or relinquish control of a non-bank subsidiary, other than a non-bank subsidiary of a bank, upon the Federal Reserve's determination that such activity or control constitutes a serious risk to the financial soundness or stability of any depository institution subsidiary of a bank holding company. Further, federal bank regulatory authorities have additional discretion to require a bank holding company to divest itself of any bank or non-bank subsidiaries if the agency determines that divestiture may aid the depository institution's financial condition.

In addition, the "cross guarantee" provisions of the Federal Deposit Insurance Act, FDIA, require insured depository institutions under common control to reimburse the FDIC for any loss suffered or reasonably anticipated by the FDIC as a result of the default of a commonly controlled insured depository institution or for any assistance provided by the FDIC to a commonly controlled insured depository institution in danger of default. The FDIC's claim for damages is superior to claims of stockholders of the insured depository institution or its holding company, but is subordinate to claims of depositors, secured creditors and holders of subordinated debt (other than affiliates) of the commonly controlled insured depository institutions.

The FDIA also provides that amounts received from the liquidation or other resolution of any insured depository institution by any receiver must be distributed (after payment of secured claims) to pay the deposit liabilities of the institution prior to payment of any other general or unsecured senior liability, subordinated liability, general creditor or stockholder. This provision would give depositors a preference over general and subordinated creditors and stockholders in the event a receiver is appointed to distribute the assets of the Bank.

Further, any capital loans by a bank holding company to a subsidiary bank are subordinate in right of payment to deposits and certain other indebtedness of the subsidiary bank. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank at a certain level would be assumed by the bankruptcy trustee and entitled to priority payment.

**Capital Requirements.** The Federal Reserve imposes certain capital requirements on the bank holding company under the BHCA, including a minimum leverage ratio and a minimum ratio of "qualifying" capital to risk-weighted assets. These requirements are essentially the same as those that apply to the Bank and are described below under "CresCom Bank." Subject to our capital requirements and certain other restrictions, we are able to borrow money to make a capital contribution to the Bank, and these loans may be repaid from dividends paid from the Bank to the Company. We are also able to raise capital for contribution to the Bank by issuing securities without having to receive regulatory approval, subject to compliance with federal and state securities laws.

**Dividends.** Since the Company is a bank holding company, its ability to declare and pay dividends is dependent on certain federal and state regulatory considerations, including the guidelines of the Federal Reserve. The Federal Reserve has issued a policy statement regarding the payment of dividends by bank holding companies. In general, the Federal Reserve's policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the bank holding company appears consistent with the organization's capital needs, asset quality, and overall financial condition. The Federal Reserve's policies also require that a bank holding company serve as a source of financial strength to its subsidiary banks by standing ready to use available resources to provide adequate capital funds to those banks during periods of financial stress or adversity and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. Further, under the prompt corrective action regulations, the ability of a bank holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions.

In addition, since the Company is a legal entity separate and distinct from the Bank and does not conduct stand-alone operations, its ability to pay dividends depends on the ability of the Bank to pay dividends to it, which is also subject to regulatory restrictions as described below in "CresCom Bank – Dividends."

**South Carolina State Regulation.** As a South Carolina bank holding company under the South Carolina Banking and Branching Efficiency Act, we are subject to limitations on sale or merger and to regulation by the South Carolina Board of Financial Institutions (the "SCBFI"). We are not required to obtain the approval of the SCBFI prior to acquiring the capital stock of a national bank, but we must notify them at least 15 days prior to doing so. We must obtain approval from the SCBFI prior to engaging in the acquisition of branches, a South Carolina state chartered bank, or another South Carolina bank holding company.

## **CresCom Bank**

The Bank's primary federal regulator is the FDIC. In addition, the Bank is regulated and examined by the SCBFI. Deposits in the Bank are insured by the FDIC up to a maximum amount of \$250,000 per depositor, per ownership category, pursuant to the provisions of the Dodd-Frank Act.

The SCBFI and the FDIC regulate or monitor virtually all areas of the Bank's operations, including:

- security devices and procedures;
- adequacy of capitalization and loss reserves;
- loans;
- investments;
- borrowings;
- deposits;
- mergers;
- issuances of securities;
- payment of dividends;
- interest rates payable on deposits;
- interest rates or fees chargeable on loans;
- establishment of branches;
- corporate reorganizations;
- maintenance of books and records; and
- adequacy of staff training to carry on safe lending and deposit gathering practices.

These agencies, and the federal and state laws applicable to the Bank's operations, extensively regulate various aspects of our banking business, including among other things, permissible types and amounts of loans, investments, and other activities capital adequacy, branching, interest rates on loans and deposits, maintenance of reserves and the safety and soundness of our banking practices. See additional discussion related to Basel III above.

All insured institutions must undergo regular on-site examinations by their appropriate banking agency. The cost of examinations of insured depository institutions and any affiliates may be assessed by the appropriate federal banking agency against each institution or affiliate as it deems necessary or appropriate. Insured institutions are required to submit annual reports to the FDIC, their federal regulatory

agency, and state supervisor when applicable. The FDIC has developed a method for insured depository institutions to provide supplemental disclosure of the estimated fair market value of assets and liabilities, to the extent feasible and practicable, in any balance sheet, financial statement, report of condition or any other report of any insured depository institution. The federal banking regulatory agencies to prescribe, by regulation, standards for all insured depository institutions and depository institution holding companies relating, among other things, to the following:

- internal controls;
- information systems and audit systems;
- loan documentation;
- credit underwriting;
- interest rate risk exposure; and
- asset quality.

**Prompt Corrective Action.** As an insured depository institution, the Bank is required to comply with the capital requirements promulgated under the Federal Deposit Insurance Act and the prompt corrective action regulations thereunder, which set forth five capital categories, each with specific regulatory consequences. Under these regulations, the categories are:

- *Well Capitalized* — The institution exceeds the required minimum level for each relevant capital measure. A well capitalized institution (i) has a total risk-based capital ratio of 10% or greater, (ii) has a Tier 1 risk-based capital ratio of 8% or greater, (iii) has a Common Equity Tier 1 risk-based capital ratio of 6.5% or greater, (iv) has a leverage capital ratio of 5% or greater, and (v) is not subject to any order or written directive to meet and maintain a specific capital level for any capital measure.
- *Adequately Capitalized* — The institution meets the required minimum level for each relevant capital measure. No capital distribution may be made that would result in the institution becoming undercapitalized. An adequately capitalized institution (i) has a total risk-based capital ratio of 8% or greater, (ii) has a Tier 1 risk-based capital ratio of 6% or greater, (iii) has a Common Equity Tier 1 risk-based capital ratio of 4.5% or greater, and (iv) has a leverage capital ratio of 4% or greater.
- *Undercapitalized* — The institution fails to meet the required minimum level for any relevant capital measure. An undercapitalized institution (i) has a total risk-based capital ratio of less than 8%, (ii) has a Tier 1 risk-based capital ratio of less than 6%, (iii) has a Common Equity Tier 1 risk-based capital ratio of less than 4.5%, or (iv) has a leverage capital ratio of less than 4%.
- *Significantly Undercapitalized* — The institution is significantly below the required minimum level for any relevant capital measure. A significantly undercapitalized institution (i) has a total risk-based capital ratio of less than 6%, (ii) has a Tier 1 risk-based capital ratio of less than 4%, (iii) has a Common Equity Tier 1 risk-based capital ratio of less than 3%, or (iv) has a leverage capital ratio of less than 3%.

- *Critically Undercapitalized* — The institution fails to meet a critical capital level set by the appropriate federal banking agency. A critically undercapitalized institution has a ratio of tangible equity to total assets that is equal to or less than 2%.

If the applicable federal regulator determines, after notice and an opportunity for hearing, that the institution is in an unsafe or unsound condition, the regulator is authorized to reclassify the institution to the next lower capital

If the FDIC determines, after notice and an opportunity for hearing, that a bank is in an unsafe or unsound condition, the regulator is authorized to reclassify the bank to the next lower capital category (other than critically undercapitalized) and require the submission of a plan to correct the unsafe or unsound condition.

If a bank is not well capitalized, it cannot accept brokered deposits without prior regulatory approval. In addition, a bank that is not well capitalized cannot offer an effective yield in excess of 75 basis points over interest paid on deposits of comparable size and maturity in such institution's normal market area for deposits accepted from within its normal market area, or national rate paid on deposits of comparable size and maturity for deposits accepted outside the bank's normal market area. Moreover, the FDIC generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be categorized as undercapitalized. Undercapitalized institutions are subject to growth limitations (an undercapitalized institution may not acquire another institution, establish additional branch offices or engage in any new line of business unless determined by the appropriate federal banking agency to be consistent with an accepted capital restoration plan, or unless the FDIC determines that the proposed action will further the purpose of prompt corrective action) and are required to submit a capital restoration plan. The agencies may not accept a capital restoration plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution's capital. In addition, for a capital restoration plan to be acceptable, the depository institution's parent holding company must guarantee that the institution will comply with the capital restoration plan. The aggregate liability of the parent holding company is limited to the lesser of an amount equal to 5.0% of the depository institution's total assets at the time it became categorized as undercapitalized or the amount that is necessary (or would have been necessary) to bring the institution into compliance with all capital standards applicable with respect to such institution as of the time it fails to comply with the plan. If a depository institution fails to submit an acceptable plan, it is categorized as significantly undercapitalized.

Significantly undercapitalized categorized depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become categorized as adequately capitalized, requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. The appropriate federal banking agency may take any action authorized for a significantly undercapitalized institution if an undercapitalized institution fails to submit an acceptable capital restoration plan or fails in any material respect to implement a plan accepted by the agency. A critically undercapitalized institution is subject to having a receiver or conservator appointed to manage its affairs and for loss of its charter to conduct banking activities.

An insured depository institution may not pay a management fee to a bank holding company controlling that institution or any other person having control of the institution if, after making the payment, the institution would be undercapitalized. In addition, an institution cannot make a capital distribution,

such as a dividend or other distribution that is in substance a distribution of capital to the owners of the institution if following such a distribution the institution would be undercapitalized. Thus, if payment of such a management fee or the making of such would cause a bank to become undercapitalized, it could not pay a management fee or dividend to the bank holding company.

As of December 31, 2017, the Bank was deemed to be “well capitalized.”

***Standards for Safety and Soundness.*** The Federal Deposit Insurance Act also requires the federal banking regulatory agencies to prescribe, by regulation or guideline, operational and managerial standards for all insured depository institutions relating to: (i) internal controls, information systems and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) interest rate risk exposure; and (v) asset growth. The agencies also must prescribe standards for asset quality, earnings, and stock valuation, as well as standards for compensation, fees and benefits. The federal banking agencies have adopted regulations and Interagency Guidelines Prescribing Standards for Safety and Soundness to implement these required standards. These guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. Under the regulations, if the FDIC determines that the Bank fails to meet any standards prescribed by the guidelines, the agency may require the Bank to submit to the agency an acceptable plan to achieve compliance with the standard, as required by the FDIC. The final regulations establish deadlines for the submission and review of such safety and soundness compliance plans.

***Regulatory Examination.*** The FDIC also requires the Bank to prepare annual reports on the Bank’s financial condition and to conduct an annual audit of its financial affairs in compliance with its minimum standards and procedures.

All insured institutions must undergo regular on-site examinations by their appropriate banking agency. The cost of examinations of insured depository institutions and any affiliates may be assessed by the appropriate federal banking agency against each institution or affiliate as it deems necessary or appropriate. Insured institutions are required to submit annual reports to the FDIC, their federal regulatory agency, and state supervisor when applicable. The FDIC has developed a method for insured depository institutions to provide supplemental disclosure of the estimated fair market value of assets and liabilities, to the extent feasible and practicable, in any balance sheet, financial statement, report of condition or any other report of any insured depository institution. The federal banking regulatory agencies prescribe, by regulation, standards for all insured depository institutions and depository institution holding companies relating, among other things, to the following:

- internal controls;
- information systems and audit systems;
- loan documentation;
- credit underwriting;
- interest rate risk exposure; and
- asset quality.

**Transactions with Affiliates and Insiders.** The Company is a legal entity separate and distinct from the Bank and its other subsidiaries. Various legal limitations restrict the Bank from lending or otherwise supplying funds to the Company or its non-bank subsidiaries. The Company and the Bank are subject to Sections 23A and 23B of the Federal Reserve Act and Federal Reserve Regulation W.

Section 23A of the Federal Reserve Act places limits on the amount of loans or extensions of credit by a bank to any affiliate, including its holding company, and on a bank's investments in, or certain other transactions with, affiliates and on the amount of advances to third parties collateralized by the securities or obligations of any affiliates of the bank. Section 23A also applies to derivative transactions, repurchase agreements and securities lending and borrowing transactions that cause a bank to have credit exposure to an affiliate. The aggregate of all covered transactions is limited in amount, as to any one affiliate, to 10% of the Bank's capital and surplus and, as to all affiliates combined, to 20% of the Bank's capital and surplus. Furthermore, within the foregoing limitations as to amount, each covered transaction must meet specified collateral requirements. The Bank is forbidden to purchase low quality assets from an affiliate.

Section 23B of the Federal Reserve Act, among other things, prohibits an institution from engaging in certain transactions with certain affiliates unless the transactions are on terms substantially the same, or at least as favorable to such institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies.

Regulation W generally excludes all non-bank and non-savings association subsidiaries of banks from treatment as affiliates, except to the extent that the Federal Reserve decides to treat these subsidiaries as affiliates.

The Bank is also subject to certain restrictions on extensions of credit to executive officers, directors, certain principal stockholders, and their related interests. Such extensions of credit (i) must be made on substantially the same terms, including interest rates and collateral requirements, as those prevailing at the time for comparable transactions with unrelated third parties and (ii) must not involve more than the normal risk of repayment or present other unfavorable features.

**Dividends.** The Company's principal source of cash flow, including cash flow to pay dividends to its stockholders, is dividends it receives from the Bank. Statutory and regulatory limitations apply to the Bank's payment of dividends to the Company. As a South Carolina chartered bank, the Bank is subject to limitations on the amount of dividends that it is permitted to pay. Unless otherwise instructed by the SCBFI, the Bank is generally permitted under South Carolina state banking regulations to pay cash dividends of up to 100% of net income in any calendar year without obtaining the prior approval of the SCBFI. The FDIC also has the authority under federal law to enjoin a bank from engaging in what in its opinion constitutes an unsafe or unsound practice in conducting its business, including the payment of a dividend under certain circumstances.

**Branching.** Federal legislation permits out-of-state acquisitions by bank holding companies, interstate branching by banks, and interstate merging by banks. The Dodd-Frank Act removed previous state law restrictions on de novo interstate branching in states such as South Carolina. This change effectively permits out-of-state banks to open de novo branches in states where the laws of such state would permit a bank chartered by that state to open a de novo branch.

**Anti-Tying Restrictions.** Under amendments to the BHCA and Federal Reserve regulations, a bank is prohibited from engaging in certain tying or reciprocity arrangements with its customers. In general, a



bank may not extend credit, lease, sell property, or furnish any services or fix or vary the consideration for these on the condition that (i) the customer obtain or provide some additional credit, property, or services from or to the bank, the bank holding company or subsidiaries thereof or (ii) the customer may not obtain some other credit, property, or services from a competitor, except to the extent reasonable conditions are imposed to assure the soundness of the credit extended. Certain arrangements are permissible: a bank may offer combined-balance products and may otherwise offer more favorable terms if a customer obtains two or more traditional bank products; and certain foreign transactions are exempt from the general rule. A bank holding company or any bank affiliate also is subject to anti-tying requirements in connection with electronic benefit transfer services.

**Community Reinvestment Act.** The Community Reinvestment Act, or CRA, requires that the FDIC evaluate the record of the Bank in meeting the credit needs of its local community, including low and moderate income neighborhoods. These factors are also considered in evaluating mergers, acquisitions, and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on our Bank.

The Gramm-Leach-Bliley Act, or GLBA, made various changes to the CRA. Among other changes, CRA agreements with private parties must be disclosed and annual CRA reports must be made available to a bank's primary federal regulator. A bank holding company will not be permitted to become a financial holding company and no new activities authorized under the GLBA may be commenced by a holding company or by a bank financial subsidiary if any of its bank subsidiaries received less than a satisfactory CRA rating in its latest CRA examination.

On June 15, 2015, the "as of" date of its most recent examination, the Bank received a "satisfactory" CRA rating.

**Financial Subsidiaries.** Under the GLBA, subject to certain conditions imposed by their respective banking regulators, national and state-chartered banks are permitted to form "financial subsidiaries" that may conduct financial or incidental activities, thereby permitting bank subsidiaries to engage in certain activities that previously were impermissible. The GLBA imposes several safeguards and restrictions on financial subsidiaries, including that the parent bank's equity investment in the financial subsidiary be deducted from the bank's assets and tangible equity for purposes of calculating the bank's capital adequacy. In addition, the GLBA imposes new restrictions on transactions between a bank and its financial subsidiaries similar to restrictions applicable to transactions between banks and non-bank affiliates.

**Consumer Protection Regulations.** Activities of the Bank are subject to a variety of statutes and regulations designed to protect consumers. Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates. The Bank's loan operations are also subject to federal laws applicable to credit transactions, such as:

- the Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- the Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- the Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;

- the Community Reinvestment Act, encourages banks to help meet the credit needs of their entire community, including low- and moderate-income areas consistent with safe and sound lending practices;
- the Fair Credit Reporting Act of 1978, as amended by the Fair and Accurate Credit Transactions Act and Regulation V, as well as the rules and regulations of the FDIC, governing the use and provision of information to credit reporting agencies, certain identity theft protections and certain credit and other disclosures;
- the Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;
- the Real Estate Settlement Procedures Act and Regulation X, which governs aspects of the settlement process for residential mortgage loans.
- the Military Lending Act and Service Members Civil Relief Act both protect active duty members and their families from certain lending practices in consumer credit and provide meaningful benefits for Service Members.
- the rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws.

The deposit operations of the Bank also are subject to:

- the Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records; and
- the Electronic Funds Transfer Act and Regulation E, which governs automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services.
- the Expedited Funds Availability Act, Regulation CC, establishes time limits the bank must follow for making check deposits available for withdrawal or transfer; and
- the Truth in Savings Act and Regulation DD, which requires depository institutions to provide certain consumer disclosures.

***Anti-Money Laundering.*** Financial institutions must maintain anti-money laundering programs that include established internal policies, procedures, and controls; a designated compliance officer; an ongoing employee training program; and testing of the program by an independent audit function. The Company and the Bank are also prohibited from entering into specified financial transactions and account relationships and must meet enhanced standards for due diligence and “knowing your customer” in their dealings with foreign financial institutions and foreign customers. Financial institutions must take reasonable steps to conduct enhanced scrutiny of account relationships to guard against money laundering and to report any suspicious transactions, and recent laws provide law enforcement authorities with increased access to financial information maintained by banks. Anti-money laundering obligations have been substantially strengthened as a result of the USA Patriot Act, enacted in 2001 and renewed in 2006. Bank regulators

routinely examine institutions for compliance with these obligations and are required to consider compliance in connection with the regulatory review of applications. The regulatory authorities have been active in imposing cease and desist orders and money penalty sanctions against institutions that have not complied with these requirements.

***USA PATRIOT Act/Bank Secrecy Act.*** The USA PATRIOT Act, amended, in part, the Bank Secrecy Act and provides for the facilitation of information sharing among governmental entities and financial institutions for the purpose of combating terrorism and money laundering by enhancing anti-money laundering and financial transparency laws, as well as enhanced information collection tools and enforcement mechanics for the U.S. government, including: (i) requiring standards for verifying customer identification at account opening; (ii) rules to promote cooperation among financial institutions, regulators, and law enforcement entities in identifying parties that may be involved in terrorism or money laundering; (iii) reports by nonfinancial trades and businesses filed with the U.S. Treasury Department’s Financial Crimes Enforcement Network for transactions exceeding \$10,000; and (iv) filing suspicious activities reports if a bank believes a customer may be violating U.S. laws and regulations and requires enhanced due diligence requirements for financial institutions that administer, maintain, or manage private bank accounts or correspondent accounts for non-U.S. persons. Bank regulators routinely examine institutions for compliance with these obligations and are required to consider compliance in connection with the regulatory review of applications.

The Office of Foreign Assets Control, or OFAC, which is a division of the Treasury, is responsible for helping to ensure that United States entities do not engage in transactions with “enemies” of the United States, as defined by various Executive Orders and Acts of Congress. OFAC has sent, and will send, our banking regulatory agencies lists of names of persons and organizations suspected of aiding, harboring or engaging in terrorist acts. If the Bank finds a name on any transaction, account or wire transfer that is on an OFAC list, it must freeze such account, file a suspicious activity report and notify OFAC. The Bank has appointed an OFAC compliance officer to oversee the inspection of its accounts and the filing of any notifications. The Bank actively checks high-risk OFAC areas such as new accounts, wire transfers and customer files. The Bank performs these checks utilizing software, which is updated each time a modification is made to the lists provided by OFAC and other agencies of Specially Designated Nationals and Blocked Persons.

***Privacy, Data Security and Credit Reporting.*** Financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing nonpublic personal financial information with nonaffiliated third parties except under narrow circumstances, such as the processing of transactions requested by the consumer. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing to consumers. It is the Bank’s policy not to disclose any personal information unless required by law.

Recent cyber-attacks against banks and other institutions that resulted in unauthorized access to confidential customer information have prompted the Federal banking agencies to issue several warnings and extensive guidance on cyber security. The agencies are likely to devote more resources to this part of their safety and soundness examination than they have in the past.

In addition, pursuant to the Fair and Accurate Credit Transactions Act of 2003 (the “FACT Act”) and the implementing regulations of the federal banking agencies and Federal Trade Commission, the Bank is required to have in place an “identity theft red flags” program to detect, prevent and mitigate

identity theft. The Bank has implemented an identity theft red flags program designed to meet the requirements of the FACT Act and the joint final rules. Additionally, the FACT Act amends the Fair Credit Reporting Act to generally prohibit a person from using information received from an affiliate to make a solicitation for marketing purposes to a consumer, unless the consumer is given notice and a reasonable opportunity and a reasonable and simple method to opt out of the making of such solicitations.

***Effect of Governmental Monetary Policies.*** Our earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve's monetary policies have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve have major effects upon the levels of bank loans, investments and deposits through its open market operations in United States government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirements against member bank deposits. It is not possible to predict the nature or impact of future changes in monetary and fiscal policies. The Federal Open Market Committee raised the target range for the federal funds rate by 25 basis points each on December 15, 2016, March 16, 2017, June 15, 2017 and December 14, 2017 and indicated the potential for further gradual increases in the federal funds rate depending on the economic outlook.

***Insurance of Accounts and Regulation by the FDIC.*** The Bank's deposits are insured up to applicable limits by the Deposit Insurance Fund of the FDIC. As insurer, the FDIC imposes deposit insurance premiums and is authorized to conduct examinations of and to require reporting by FDIC insured institutions. It also may prohibit any FDIC insured institution from engaging in any activity the FDIC determines by regulation or order to pose a serious risk to the insurance fund. The FDIC also has the authority to initiate enforcement actions against savings institutions, after giving the bank's regulatory authority an opportunity to take such action, and may terminate the deposit insurance if it determines that the institution has engaged in unsafe or unsound practices or is in an unsafe or unsound condition.

As an FDIC-insured bank, the Bank must pay deposit insurance assessments to the FDIC based on its average total assets minus its average tangible equity. The Bank's assessment rates are currently based on its risk classification (*i.e.*, the level of risk it poses to the FDIC's deposit insurance fund). Institutions classified as higher risk pay assessments at higher rates than institutions that pose a lower risk. In addition, following the fourth consecutive quarter (and any applicable phase-in period) where an institution's total consolidated assets equal or exceed \$10 billion, the FDIC will use a performance score and a loss-severity score to calculate an initial assessment rate. In calculating these scores, the FDIC uses an institution's capital level and regulatory supervisory ratings and certain financial measures to assess an institution's ability to withstand asset-related stress and funding-related stress. The FDIC also has the ability to make discretionary adjustments to the total score based upon significant risk factors that are not adequately captured in the calculations. In addition to ordinary assessments described above, the FDIC has the ability to impose special assessments in certain instances.

The FDIC's deposit insurance fund is currently underfunded, and the FDIC has raised assessment rates and imposed special assessments on certain institutions during recent years to raise funds. Under the Dodd-Frank Act, the minimum designated reserve ratio for the deposit insurance fund is 1.35% of the estimated total amount of insured deposits. In October 2010, the FDIC adopted a restoration plan to ensure that the fund reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Act. At least semi-annually, the FDIC will update its loss and income projections for the fund and, if needed, will increase or decrease assessment rates, following notice-and-comment rulemaking if required.

In addition, FDIC insured institutions are required to pay a Financing Corporation assessment to fund the interest on bonds issued to resolve thrift failures in the 1980s. The Financing Corporation quarterly assessment for the fourth quarter of 2013 equaled 1.085 basis points for each \$100 of average consolidated total assets minus average tangible equity. These assessments, which may be revised based upon the level of deposits, will continue until the bonds mature in the years 2017 through 2019. The amount assessed on individual institutions is in addition to the amount, if any, paid for deposit insurance according to the FDIC's risk-related assessment rate schedules. Assessment rates may be adjusted quarterly to reflect changes in the assessment base.

The FDIC may terminate the deposit insurance of any insured depository institution, including the Bank, if it determines after a hearing that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. It also may suspend deposit insurance temporarily during the hearing process for the permanent termination of insurance if the institution has no tangible capital. If insurance of accounts is terminated, the accounts at the institution at the time of the termination, less subsequent withdrawals, shall continue to be insured for a period of six months to two years, as determined by the FDIC. Management is not aware of any practice, condition or violation that might lead to termination of the Bank's deposit insurance.

***Incentive Compensation.*** The Dodd-Frank Act requires the federal bank regulators and the SEC to establish joint regulations or guidelines prohibiting incentive-based payment arrangements at specified regulated entities having at least \$1 billion in total assets that encourage inappropriate risks by providing an executive officer, employee, director or principal stockholder with excessive compensation, fees, or benefits that could lead to a material financial loss to the entity. In addition, these regulators must establish regulations or guidelines requiring enhanced disclosure to regulators of incentive-based compensation arrangements. The agencies proposed such regulations in April 2011, which reflected the guidance previously issued in June 2010 by the bank regulators. However, the 2011 proposal was replaced with a new proposal in May 2016, which makes explicit that the involvement of risk management and control personnel includes not only compliance, risk management and internal audit, but also legal, human resources, accounting, financial reporting and finance roles responsible for identifying, measuring, monitoring or controlling risk-taking. A final rule has not yet been adopted.

In June 2010, the Federal Reserve, the FDIC and the OCC issued a comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as the Company, that are not "large, complex banking organizations." These reviews will be tailored to each organization based on the scope and complexity of the organization's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the organization's supervisory ratings, which can affect the organization's ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its

incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

***Concentrations in Commercial Real Estate.*** Concentration risk exists when FDIC-insured institutions deploy too many assets to any one industry or segment. A concentration in commercial real estate is one example of regulatory concern. The interagency Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices guidance ("CRE Guidance") provides supervisory criteria, including the following numerical indicators, to assist bank examiners in identifying banks with potentially significant commercial real estate loan concentrations that may warrant greater supervisory scrutiny: (i) total non-owner-occupied commercial real estate loans, including loans secured by apartment buildings, investor commercial real estate, and construction and land loans, represent 300% or more of an institution's total risk-based capital and the outstanding balance of the commercial real estate loan portfolio has increased by 50% or more in the preceding three years or (ii) construction and land development loans exceed 100% of capital. The CRE Guidance does not limit banks' levels of commercial real estate lending activities, but rather guides institutions in developing risk management practices and levels of capital that are commensurate with the level and nature of their commercial real estate concentrations. On December 18, 2015, the federal banking agencies issued a statement to reinforce prudent risk-management practices related to commercial real estate lending, having observed substantial growth in many commercial real estate asset and lending markets, increased competitive pressures, rising commercial real estate concentrations in banks, and an easing of commercial real estate underwriting standards. The federal bank agencies reminded FDIC-insured institutions to maintain underwriting discipline and exercise prudent risk-management practices to identify, measure, monitor and manage the risks arising from commercial real estate lending. In addition, FDIC-insured institutions must maintain capital commensurate with the level and nature of their commercial real estate concentration risk.

Based on the Bank's loan portfolio as of December 31, 2017, the Bank did not exceed the 300% or the 100% guidelines for commercial real estate loans.

## **ITEM 1A. RISK FACTORS**

Our business is subject to certain risks, including those described below. If any of the events described in the following risk factors actually occurs then our business, results of operations and financial condition could be materially adversely affected. More detailed information concerning these risks is contained in other sections of this report, including "Part I, Item 1: Business" and "Part II, Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations."

### **Risks Related to Our Business**

*Our business may be adversely affected by economic conditions.*

Our financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, as well as demand for loans and other products and services we offer, is highly dependent upon the business environment in the primary markets where we operate and in the U.S. as a whole. Unfavorable or uncertain economic and market conditions can be caused by declines in economic growth, business activity or investor or business confidence; limitations on the availability or increases in the cost of credit and capital; increases in inflation or interest rates; high unemployment, natural disasters; or a combination of these or other factors.

While economic conditions in our local markets in South Carolina and North Carolina have improved since the end of the economic recession, economic growth has been slow and uneven, unemployment remains relatively high, and concerns still exist over the federal deficit, government spending, and economic risks. A return of recessionary conditions or negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our loans and investments, and our ongoing operations, costs and profitability. Declines in real estate value and sales volumes and high unemployment levels may result in higher than expected loan delinquencies and a decline in demand for our products and services. These negative events may cause us to incur losses and may adversely affect our capital, liquidity, and financial condition.

Furthermore, the Federal Reserve, in an attempt to help the overall economy, has among other things, kept interest rates low through its targeted federal funds rate and the purchase of U.S. Treasury and mortgage-backed securities. The Federal Reserve increased the target range by 25 basis points each on December 15, 2016, March 16, 2017, June 15, 2017 and December 14, 2017 and indicated the potential for further gradual increases in the federal funds rate depending on the economic outlook. As the federal funds rate increases, market interest rates will likely rise, which may negatively impact the housing markets and the U.S. economic recovery.

On July 27, 2017, the Chief Executive of the United Kingdom Financial Conduct Authority, which regulates LIBOR, announced that it intends to stop persuading or compelling banks to submit rates for the calibration of LIBOR to the administrator of LIBOR after 2021. The announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. It is impossible to predict whether and to what extent banks will continue to provide LIBOR submissions to the administrator of LIBOR or whether any additional reforms to LIBOR may be enacted in the United Kingdom or elsewhere. At this time, no consensus exists as to what rate or rates may become acceptable alternatives to LIBOR and it is impossible to predict the effect of any such alternatives on the value of LIBOR-based securities and variable rate loans, subordinated debentures, or other securities or financial arrangements, give LIBOR's role in determining market interest rates globally. Uncertainty as to the nature of alternative reference rates and as to potential changes or other reforms to LIBOR may adversely affect LIBOR rates and other interest rates. In the event that a published LIBOR rate is unavailable after 2021, the dividend rate on the Company's trust preferred subordinated debentures, which are currently based on the LIBOR rate, will be determined as set forth in the offering documents, and the value of the securities could be adversely affected. Currently, the manner and impact of this transition and related developments, as well as the effect of these developments on our funding costs, securities portfolio and business, is uncertain.

***Our mortgage banking profitability could be significantly reduced if we are not able to originate and resell a high volume of mortgage loans.***

Mortgage production, especially refinancing activity, typically declines in a rising interest rate environment. During 2009-2017, there was a period of historically low interest rates; however, the low interest rate environment likely will not continue indefinitely. Because we sell a substantial portion of the mortgage loans we originate, the profitability of our mortgage banking business depends in large part upon our ability to aggregate a high volume of loans and sell them in the secondary market at a gain. Thus, in addition to our dependence on the interest rate environment, we are dependent upon (i) the existence of an active secondary market and (ii) our ability to profitably sell loans or securities into that market. As our level of mortgage production declines, the profitability from our mortgage operations will depend upon our ability to reduce our costs commensurate with the reduction of revenue from our mortgage operations.

Our ability to originate and sell mortgage loans readily is dependent upon the availability of an active secondary market for single-family mortgage loans, which in turn depends in part upon the continuation of programs currently offered by the government sponsored entities, or GSEs, and other institutional and non-institutional investors. These entities account for a substantial portion of the secondary market in residential mortgage loans. Because the largest participants in the secondary market are government-sponsored enterprises whose activities are governed by federal law, any future changes in laws that significantly affect the activity of the GSEs could, in turn, adversely affect our operations. In September 2008, the GSEs were placed into conservatorship by the U.S. government. Although to date the conservatorship has not had a significant or adverse effect on our operations, it remains unclear whether these events or further changes would significantly and adversely affect our operations. The government and others have provided options to reform the GSEs, but the results of any such reform, and their impact on us, are difficult to predict. To date, no reform proposal has been enacted. In addition, our ability to sell mortgage loans readily is dependent upon our ability to remain eligible for the programs offered by the GSEs and other institutional and non-institutional investors. Our ability to remain eligible to originate and securitize government insured loans may also depend on having an acceptable peer-relative delinquency ratio for FHA loans and maintaining a delinquency rate with respect to Ginnie Mae pools that are below Ginnie Mae guidelines.

Any significant impairment of our eligibility with any of the GSEs would materially adversely affect our operations. Further, the criteria for loans to be accepted under such programs may be changed from time-to-time by the sponsoring entity which could result in a lower volume of corresponding loan originations. The profitability of participating in specific programs may vary depending on a number of factors, including our administrative costs of originating and purchasing qualifying loans and our costs of meeting such criteria.

***An increase in our nonperforming assets would adversely impact our earnings.***

Our nonperforming assets may increase in future periods. Nonperforming assets adversely affect our net income in various ways. We do not record interest income on non-accrual loans or investments or on real estate owned. We must establish an allowance for loan losses that reserves for losses inherent in the loan portfolio that are both probable and reasonably estimable through current period provisions for loan losses, which are recorded as a charge to income. From time to time, we also write down the other real estate owned portfolio to reflect changing market values. Additionally, there are legal fees associated with the resolution of problem assets as well as carrying costs such as taxes, insurance and maintenance related to the other real estate owned. Further, the resolution of nonperforming assets requires the active involvement of management, which can distract them from our overall supervision of operations and other income-producing activities.

***We could record other-than-temporary impairment on our securities portfolio. In addition, we may not receive full future interest payments on these securities.***

We review our investment securities portfolio at least quarterly and more frequently when economic conditions warrant, assessing whether there is any indication of other-than-temporary impairment, OTTI. Factors considered in the review include estimated future cash flows, length of time and extent to which market value has been less than cost, the financial condition and near term prospect of the issuer, and our intent and ability to retain the security to allow for an anticipated recovery in market value. If the review determines that there is OTTI, then an impairment loss is recognized in earnings



equal to the difference between the investment's cost and its fair value at the balance sheet date of the reporting period for which the assessment is made, or a portion may be recognized in other comprehensive income. The fair value of investments on which OTTI is recognized then becomes the new cost basis of the investment.

At December 31, 2017, the Company had 135 individual securities available-for-sale in an unrealized loss position. The Company believes, based on OTTI evaluations, that the deterioration in the value of these securities is attributable to a combination of the lack of liquidity in these securities and interest rates. There are three additional trust preferred securities classified as available-for-sale securities that had OTTI expense recorded in prior years, but did not incur OTTI expense during fiscal 2017, 2016, or 2015. Management believes that there are no other securities other-than-temporarily impaired at December 31, 2017. The Company does not intend to sell these securities, and it is more likely than not that the Company will not be required to sell these securities before recovery of their amortized cost. Management continues to monitor these securities with a high degree of scrutiny. There can be no assurance that the Company will not conclude in future periods that conditions existing at that time indicate some or all of the securities may be sold or are other-than-temporarily impaired, which would require a charge to earnings in such periods.

A number of factors or combinations of factors could require us to conclude in one or more future reporting periods that an unrealized loss that exists with respect to our securities portfolio constitutes additional impairment that is other than temporary, which could result in material losses to us. These factors include, but are not limited to, a continued failure by an issuer to make scheduled interest payments, an increase in the severity of the unrealized loss on a particular security, an increase in the continuous duration of the unrealized loss without an improvement in value or changes in market conditions and/or industry or issuer specific factors that would render us unable to forecast a full recovery in value. In addition, the fair values of securities could decline if the overall economy and the financial condition of some of the issuers continue to deteriorate and there remains limited liquidity for these securities.

***We may not be able to continue to support the realization of our deferred tax asset.***

We calculate income taxes in accordance with the FASB Accounting Standards Codification ("ASC") Topic 740, *Income Taxes*, which requires the use of the asset and liability method. In accordance with this, we regularly assess available positive and negative evidence to determine whether it is more likely than not that our deferred tax asset balances will be recovered from reversals of deferred tax liabilities, potential utilization of net operating loss carrybacks, tax planning strategies and future taxable income. At December 31, 2017, our net deferred tax asset was \$2.4 million. We recognized the deferred tax asset because management believes, based on earnings and detailed financial projections, that it is more likely than not that we will have sufficient future earnings to utilize this asset to offset future income tax liabilities. Realization of a deferred tax asset requires us to apply significant judgment and is inherently speculative because it requires the future occurrence of circumstances that cannot be predicted with certainty. There can be no assurance that we will achieve sufficient future taxable income as the basis for the ultimate realization of our deferred tax asset and therefore we may have to establish a full or partial valuation allowance at some point in the future. If we determine that a valuation allowance is necessary, this would require us to incur a charge to operations that would adversely affect our capital position. There is no assurance that we will be able to continue to recognize any, or all, of the deferred tax asset for regulatory capital purposes.

***We may be terminated as a servicer of mortgage loans, be required to repurchase a mortgage loan or reimburse investors for credit losses on a mortgage loan, or incur costs, liabilities, fines and other sanctions if we fail to satisfy our servicing obligations, including our obligations with respect to mortgage loan foreclosure actions.***

We act as servicer for approximately \$2.9 billion of mortgage loans owned by third parties as of December 31, 2017. As a servicer for those loans we have certain contractual obligations, including foreclosing on defaulted mortgage loans or, to the extent applicable, considering alternatives to foreclosure such as loan modifications or short sales. If we commit a material breach of our obligations as servicer, we may be subject to termination as servicer if the breach is not cured within a specified period of time following notice, causing us to lose servicing income.

In some cases, we may be contractually obligated to repurchase a mortgage loan or reimburse the investor for credit losses incurred on the loan as a remedy for servicing errors with respect to the loan. If we have increased repurchase obligations because of claims that we did not satisfy our obligations as a servicer, or increased loss severity on such repurchases, we may have a significant reduction to net servicing income within our mortgage banking noninterest income. We may incur costs if we are required to, or if we elect to, re-execute or re-file documents or take other action in our capacity as a servicer in connection with pending or completed foreclosures. We may incur litigation costs if the validity of a foreclosure action is challenged by a borrower. If a court were to overturn a foreclosure because of errors or deficiencies in the foreclosure process, we may have liability to the borrower and/or to any title insurer of the property sold in foreclosure if the required process was not followed. These costs and liabilities may not be legally or otherwise reimbursable to us. In addition, if certain documents required for a foreclosure action are missing or defective, we could be obligated to cure the defect or repurchase the loan. We may incur liability to securitization investors relating to delays or deficiencies in our processing of mortgage assignments or other documents necessary to comply with state law governing foreclosures. The fair value of our mortgage servicing rights may be negatively affected to the extent our servicing costs increase because of higher foreclosure costs. We may be subject to fines and other sanctions imposed by federal or state regulators as a result of actual or perceived deficiencies in our foreclosure practices or in the foreclosure practices of other mortgage loan servicers. Any of these actions may harm our reputation or negatively affect our home lending or servicing business.

***We may be required to repurchase mortgage loans or indemnify buyers against losses in some circumstances, which could harm liquidity, results of operations and financial condition.***

When mortgage loans are sold, whether as whole loans or pursuant to a securitization, we are required to make customary representations and warranties to purchasers, guarantors and insurers, including the government sponsored enterprises, about the mortgage loans and the manner in which they were originated. Whole loan sale agreements require repurchase or substitute mortgage loans, or indemnification of buyers against losses, in the event we breach these representations or warranties. In addition, we may be required to repurchase mortgage loans as a result of early payment default of the borrower on a mortgage loan. With respect to loans that are originated through our broker or correspondent channels, the remedies available against the originating broker or correspondent, if any, may not be as broad as the remedies available to purchasers, guarantors and insurers of mortgage loans against us. We face further risk that the originating broker or correspondent, if any, may not have financial capacity to perform remedies that otherwise may be available. Therefore, if a purchaser, guarantor or insurer enforces its remedies against us, we may not be able to recover losses from the originating broker or correspondent. If repurchase and indemnity demands increase and such demands are valid claims and are in excess of our provision for potential losses, our liquidity, results of operations and financial condition may be adversely affected.

*Our decisions regarding credit risk and reserves for loan losses may materially and adversely affect our business.*

Making loans and other extensions of credit is an essential element of our business. Although we seek to mitigate risks inherent in lending by adhering to specific underwriting practices, our loans and other extensions of credit may not be repaid. The risk of nonpayment is affected by a number of factors, including:

- the duration of the credit;
- credit risks of a particular customer;
- changes in economic and industry conditions; and
- in the case of a collateralized loan, risks resulting from uncertainties about the future value of the collateral.

We attempt to maintain an appropriate allowance for loan losses to provide for potential losses in our loan portfolio. We periodically determine the amount of the allowance based on consideration of several factors, including:

- an ongoing review of the quality, mix, and size of our overall loan portfolio;
- our historical loan loss experience;
- evaluation of economic conditions;
- regular reviews of loan delinquencies and loan portfolio quality; and
- the amount and quality of collateral, including guarantees, securing the loans.

There is no precise method of predicting credit losses; therefore, we face the risk that charge-offs in future periods will exceed our allowance for loan losses and that additional increases in the allowance for loan losses will be required. Additions to the allowance for loan losses would result in a decrease of our net income, and possibly our capital.

Federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs, based on judgments different than those of our management. Any increase in the amount of our provision or loans charged-off as required by these regulatory agencies could have a negative effect on our operating results.

*We may have higher loan losses than we have allowed for in our allowance for loan losses.*

Like all financial institutions, we maintain an allowance for loan losses to provide for probable losses caused by customer loan defaults. The allowance for loan losses may not be adequate to cover actual loan losses, and in this case additional and larger provisions for loan losses would be required to replenish the allowance. Provisions for loan losses are a direct charge against income.

We establish the amount of the allowance for loan losses based on historical loss rates, as well as estimates and assumptions about future events. Because of the extensive use of estimates and assumptions, our actual loan losses could differ, possibly significantly, from our estimate. We believe that our allowance for loan losses is adequate to provide for probable losses, but it is possible that the allowance for loan losses will need to be increased for credit reasons or that regulators will require us to increase this allowance. Either of these occurrences could materially and adversely affect our earnings and profitability.

***A significant portion of our loan portfolio is secured by real estate, and events that negatively impact the real estate market could hurt our business.***

A significant portion of our loan portfolio is secured by real estate. The real estate collateral in each case provides an alternate source of repayment in the event of default by the borrower and may deteriorate in value during the time the credit is extended. A weakening of the real estate market in our primary market areas could result in an increase in the number of borrowers who default on their loans and a reduction in the value of the collateral securing their loans, which in turn could have an adverse effect on our profitability and asset quality. If we are required to liquidate the collateral securing a loan to satisfy the debt during a period of reduced real estate values, our earnings and capital could be adversely affected. Acts of nature, including hurricanes, tornados, earthquakes, fires and floods, which could be exacerbated by potential climate change and may cause uninsured damage and other loss of value to real estate that secures these loans, may also negatively impact our financial condition.

***We have a concentration of credit exposure in commercial real estate and challenges faced by the commercial real estate market could adversely affect our business, financial condition, and results of operations.***

As of December 31, 2017, we had approximately \$933.8 million in loans outstanding to borrowers whereby the collateral securing the loan was commercial real estate, representing approximately 40.3% of our total loans outstanding as of that date. Approximately 21.9%, or \$195.0 million, of this real estate are owner-occupied properties. Commercial real estate loans are generally viewed as having more risk of default than residential real estate loans. They are also typically larger than residential real estate loans and consumer loans and depend on cash flows from the owner's business or the property to service the debt. Cash flows may be affected significantly by general economic conditions, and a downturn in the local economy or in occupancy rates in the local economy where the property is located could increase the likelihood of default. Because our loan portfolio contains a number of commercial real estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in our level of nonperforming loans. An increase in nonperforming loans could result in a loss of earnings from these loans, an increase in the related provision for loan losses and an increase in charge-offs, all of which could have a material adverse effect on our financial condition and results of operations.

The banking regulators are giving commercial real estate lending greater scrutiny, and may require banks with higher levels of commercial real estate loans to implement more stringent underwriting, internal controls, risk management policies and portfolio stress testing, as well as possibly higher levels of allowances for losses and capital levels as a result of commercial real estate lending growth and exposures.

***Repayment of our commercial business loans is often dependent on the cash flows of the borrower, which may be unpredictable, and the collateral securing these loans may fluctuate in value.***

At December 31, 2017, commercial business loans comprised 13.6% of our total loan portfolio. Our commercial business loans are originated primarily based on the identified cash flow and general liquidity of the borrower and secondarily on the underlying collateral provided by the borrower and/or repayment

capacity of any guarantor. The borrower's cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Although commercial business loans are often collateralized by equipment, inventory, accounts receivable, or other business assets, the liquidation of collateral in the event of default is often an insufficient source of repayment because accounts receivable may be uncollectible and inventories may be obsolete or of limited use. In addition, business assets may depreciate over time, may be difficult to appraise, and may fluctuate in value based on the success of the business. Accordingly, the repayment of commercial business loans depends primarily on the cash flow and credit worthiness of the borrower and secondarily on the underlying collateral value provided by the borrower and liquidity of the guarantor.

***Further downturns or a slower recovery in the real estate markets in our primary market areas could significantly adversely impact our business.***

Our primary market areas are the Coastal, Midlands, and Upstate regions of South Carolina, including the Charleston (Charleston, Dorchester and Berkeley Counties), Myrtle Beach (Horry and Georgetown Counties), Columbia (Lexington County, and the Upstate (Greenville and Spartanburg Counties) market areas. Our primary market areas in North Carolina include Wilmington (New Hanover County), Raleigh-Durham (Durham and Wake Counties) and the surrounding southeastern coastal region of North Carolina (Bladen, Brunswick, and Columbus, Cumberland, Duplin and Robeson Counties).

The Company's primary markets are heavily influenced the military, the medical industry, national and international industries, tourism, retirement living, retail and real estate. If economic conditions were to deteriorate in these markets, the industries in our markets could suffer which could impact our business. The real estate markets experienced a significant decline in these markets in recent years and, if these economic drivers were to experience further downturns or recover more slowly than expected, real estate in the Company's markets may experience further declines. If real estate values in our markets decline, the collateral for these loans will provide less security. As a result, the borrower's ability to pay, or the Company's ability to recover on defaulted loans by selling the underlying collateral, would be diminished.

***Our focus on lending to small to mid-sized community-based businesses may increase our credit risk.***

Most of our commercial business and commercial real estate loans are made to small business or middle market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. If general economic conditions in the markets in which we operate negatively impact this important customer sector, our results of operations and financial condition and the value of our common stock may be adversely affected. Moreover, a portion of these loans have been made by us in recent years and the borrowers may not have experienced a complete business or economic cycle. Furthermore, the deterioration of our borrowers' businesses may hinder their ability to repay their loans with us, which could have a material adverse effect on our financial condition and results of operations.

***We face strong competition for customers, which could prevent us from obtaining customers and may cause us to pay higher interest rates to attract customers.***

The banking business is highly competitive, and we experience competition in our markets from many other financial institutions. We compete with commercial banks, credit unions, savings and loan associations, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds, and other mutual funds, as well as other super-regional, national, and international financial institutions that operate offices in our primary market areas and elsewhere. We compete with these institutions both in attracting deposits and in making loans. In addition, we have to

attract our customer base from other existing financial institutions and from new residents. Many of our competitors are well-established, larger financial institutions. These institutions offer some services, such as extensive and established branch networks, that we do not provide. There is a risk that we will not be able to compete successfully with other financial institutions in our markets, and that we may have to pay higher interest rates to attract deposits, resulting in reduced profitability. In addition, competitors that are not depository institutions are generally not subject to the extensive regulations that apply to us.

***Our deposit insurance premiums could be substantially higher in the future, which could have a material adverse effect on our future earnings.***

The FDIC insures deposits at FDIC-insured depository institutions, such as the Bank, up to applicable limits. The amount of a particular institution's deposit insurance assessment is based on that institution's risk classification under an FDIC risk-based assessment system. An institution's risk classification is assigned based on its capital levels and the level of supervisory concern the institution poses to its regulators. Recent market developments and bank failures significantly depleted the FDIC's Deposit Insurance Fund and reduced the ratio of reserves to insured deposits. As a result of recent economic conditions and the enactment of the Dodd-Frank Act, banks are now assessed deposit insurance premiums based on the bank's average consolidated total assets, and the FDIC has modified certain risk-based adjustments, which increase or decrease a bank's overall assessment rate. This has resulted in increases to the deposit insurance assessment rates and thus raised deposit premiums for many insured depository institutions. If these increases are insufficient for the Deposit Insurance Fund to meet its funding requirements, further special assessments or increases in deposit insurance premiums may be required. We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. If there are additional bank or financial institution failures, we may be required to pay even higher FDIC premiums than the recently increased levels. Any future additional assessments, increases or required prepayments in FDIC insurance premiums could reduce our profitability, may limit our ability to pursue certain business opportunities or otherwise negatively impact our operations.

***The accuracy of our financial statements and related disclosures could be affected if the judgments, assumptions or estimates used in our critical accounting policies are inaccurate.***

The preparation of financial statements and related disclosure in conformity with accounting principles generally accepted in the United States requires us to make judgments, assumptions and estimates that affect the amounts reported in our consolidated financial statements and accompanying notes. Our critical accounting policies, which are included in the section captioned "Management's Discussion and Analysis of Results of Operations and Financial Condition", describe those significant accounting policies and methods used in the preparation of our consolidated financial statements that we consider "critical" because they require judgments, assumptions and estimates that materially affect our consolidated financial statements and related disclosures. As a result, if future events differ significantly from the judgments, assumptions and estimates in our critical accounting policies, those events or assumptions could have a material impact on our consolidated financial statements and related disclosures.

***Our funding sources may prove insufficient to replace deposits and support future growth.***

We rely on customer deposits, including brokered deposits, advances from the Federal Home Loan Bank of Atlanta (the "FHLB") and the Federal Reserve, and other borrowings to fund operations. Although the Company has historically been able to replace maturing deposits and advances, if desired, no assurance can be given that we would be able to replace such funds in the future if the financial condition of the FHLB or programs sponsored by the Federal Reserve, regulatory restrictions on brokered deposits or regulatory restrictions on the pricing of local deposits or other market conditions were to change. In addition, certain

borrowing sources are on a secured basis. The FHLB has become more restrictive on the types of collateral it will accept and the amount of borrowings allowed on acceptable collateral. Due to changes applied by rating agencies on bonds, changes in collateral requirements or deteriorating loan quality, outstanding borrowings could be required to be repaid, incurring prepayment penalties. Our financial flexibility will be severely constrained if we are unable to maintain access to funding at acceptable interest rates. Finally, if we are required to rely more heavily on more expensive funding sources to support future operations, our revenues may not increase proportionally to cover these costs. In addition, Crescent Mortgage Company may fund mortgage loans held for sale through a purchase and sale agreement with the Bank. A decline in economic conditions could affect Crescent Mortgage Company's ability to fund loans held for sale.

***Our operating results may fluctuate based upon the results of our mortgage subsidiary, Crescent Mortgage Company.***

There are a number of items that could adversely affect the volumes and margin of the Company's mortgage banking operations. These include, but are not limited to, the Federal Reserve's monetary policy including its quantitative easing program, aggressively low rates, reduction in prices paid by the mortgage banking aggregators, aggressive competition, the housing market recovery, the status and financial condition of the FNMA and FHLMC, potential changes in FNMA and FHLMC lending guidelines and programs, proposed changes in the FHA lending requirements, extensive regulatory changes and liquidity. Should these factors significantly impact production of mortgages, it is likely that the Company's earnings would be adversely affected.

***Our mortgage subsidiary's operations are exposed to significant repurchase risk.***

Crescent Mortgage Company is exposed to significant repurchase risk on mortgage loan production related to potential reimbursements for loans sold to third parties for borrower fraud, underwriting and documentation issues, early defaults and prepayments of sold loans. If the Company experiences significant losses related to repurchase risk, it is possible that the reserve established for such exposure is not adequate. The Company continues to receive repurchase requests. The Company evaluates each request and provides estimated reserves as necessary. We believe that the reserve related to repurchase risk is adequate to absorb probable losses; however, we cannot predict these losses or whether our reserve will be adequate. Any of these occurrences could materially and adversely affect our business, financial condition and profitability.

***The value of our loan servicing portfolio may become impaired in the future.***

As of December 31, 2017, the Company serviced approximately \$2.9 billion of loans. At that date, our mortgage loan servicing rights were recorded as an asset with a carrying value of approximately \$21.0 million. We expect that our loan servicing portfolio will increase in the future. If interest rates decline and the actual and expected mortgage loan prepayment rates increase or other factors that cause a reduction of the valuation of our mortgage servicing asset, the Company could incur an impairment of its mortgage loan servicing asset.

***Hurricanes and other natural disasters may adversely affect loan portfolios and operations and increase the cost of doing business.***

The Company operates in markets that are susceptible to hurricanes and other natural disasters. Large-scale natural disasters may significantly affect loan portfolios by damaging properties pledged as collateral, affecting the economies our borrowers live in, and by impairing the ability of the borrower to repay their loans.

***Changes in prevailing interest rates may reduce our profitability.***

Our results of operations depend in large part upon the level of our net interest income, which is the difference between interest income from interest-earning assets, such as loans and investment securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. Depending on the terms and maturities of our assets and liabilities, we believe it is more likely than not a significant change in interest rates could have a material adverse effect on our profitability. Many factors cause changes in interest rates, including governmental monetary policies and domestic and international economic and political conditions. While we intend to manage the effects of changes in interest rates by adjusting the terms, maturities, and pricing of our assets and liabilities, our efforts may not be effective and our financial condition and results of operations could suffer.

***We are dependent on key individuals, and the loss of one or more of these key individuals could curtail our growth and adversely affect our prospects.***

Jerold L. Rexroad, the Company's President and Chief Executive Officer, has extensive and long-standing ties within our primary markets. Mr. Rexroad has substantial experience in banking operations, wholesale mortgage operations, investment securities, and mergers and acquisitions. The services of Mr. Rexroad would be difficult to replace and our business and development could be materially and adversely affected.

David L. Morrow, the Bank's President and Chief Executive Officer, also has extensive and long-standing ties within our primary markets and substantial commercial lending experience within our Charleston and Myrtle Beach markets. The services of Mr. Morrow would be difficult to replace and our business and development could be materially and adversely affected.

Fowler C. Williams, Crescent Mortgage Company's President and Chief Executive Officer, has extensive knowledge and long-standing ties with the mortgage industry. The services of Mr. Williams would be difficult to replace and our wholesale mortgage company results could be materially and adversely affected.

Our success also depends, in part, on our continued ability to attract and retain experienced commercial and mortgage Loan officers, as well as other management personnel. Competition for personnel is intense, and we may not be successful in attracting or retaining qualified personnel. Our failure to compete for these personnel, or the loss of the services of several of such key personnel, could adversely affect our business strategy and seriously harm our business, results of operations, and financial condition.

***The Dodd-Frank Act may have a material adverse effect on our operations.***

The Dodd-Frank Act imposes significant regulatory and compliance changes on banks and bank holding companies. The key effects of the Dodd-Frank Act on our business are:

- changes to regulatory capital requirements;
- exclusion of hybrid securities, including trust preferred securities, issued on or after May 19, 2010 from Tier 1 capital;
- creation of new government regulatory agencies (such as the Financial Stability Oversight Council, which oversees systemic risk, and the CFPB, which develops and enforces rules for bank and non-bank providers of consumer financial products);



- potential limitations on federal preemption;
- changes to deposit insurance assessments;
- regulation of debit interchange fees we earn;
- changes in retail banking regulations, including potential limitations on certain fees we may charge; and
- changes in regulation of consumer mortgage loan origination and risk retention.

In addition, the Dodd-Frank Act restricts the ability of banks to engage in certain proprietary trading or to sponsor or invest in private equity or hedge funds. The Dodd-Frank Act also contains provisions designed to limit the ability of insured depository institutions, their holding companies and their affiliates to conduct certain swaps and derivatives activities and to take certain principal positions in financial instruments.

Some provisions of the Dodd-Frank Act became effective immediately upon its enactment. Many provisions, however, will require regulations to be promulgated by various federal agencies in order to be implemented, some but not all of which have been proposed or finalized by the applicable federal agencies. The provisions of the Dodd-Frank Act may have unintended effects, which will not be clear until after implementation. Certain changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage requirements or otherwise adversely affect our business. These changes may also require us to invest significant management attention and resources to evaluate and make any changes necessary to comply with new statutory and regulatory requirements. Failure to comply with the new requirements may negatively impact our results of operations and financial condition. While we cannot predict what effect any presently contemplated or future changes in the laws or regulations or their interpretations would have on us, these changes could be materially adverse to investors in our common stock.

***The final Basel III capital rules generally require insured depository institutions and their holding companies to hold more capital, which could adversely affect our financial condition and operations.***

On July 2, 2013, the Federal Reserve adopted a final rule for the Basel III capital framework and, on July 9, 2013, the OCC also adopted a final rule and the FDIC adopted the same provisions in the form of an “interim final.” The requirements in the rule began to phase in on January 1, 2014 for advanced approaches banking organizations, and on January 1, 2015 for other covered banking organizations, including the Company and the Bank. The requirements in the rule will be fully phased in by January 1, 2019. These rules substantially amend the regulatory risk-based capital rules applicable to us.

The final rules increase capital requirements and generally include two new capital measurements that will affect us, a risk-based Common Equity Tier 1 ratio and a capital conservation buffer. Common Equity Tier 1 (“CET1”) capital is a subset of Tier 1 capital and is limited to common equity (plus related surplus), retained earnings, accumulated other comprehensive income and certain other items. Other instruments that have historically qualified for Tier 1 treatment, including non-cumulative perpetual preferred stock, are consigned to a category known as additional Tier 1 capital and must be phased out over a period of nine years beginning in 2015. The rules permit bank holding companies with less than \$15 billion in assets (such as us) to continue to include trust preferred securities and

non-cumulative perpetual preferred stock issued before May 19, 2010 in Tier 1 capital, but not CET1. Tier 2 capital consists of instruments that have historically been placed in Tier 2, as well as cumulative perpetual preferred stock.

The final rules adjust all three categories of capital by requiring new deductions from and adjustments to capital that will result in more stringent capital requirements and may require changes in the ways we do business. Among other things, the current rule on the deduction of mortgage servicing assets from Tier 1 capital has been revised in ways that are likely to require a greater deduction than we currently make and that will require the deduction to be made from CET1. We closely monitor our mortgage servicing assets, and we expect to maintain our mortgage servicing asset at levels that approximate the deduction thresholds through a combination of sales of portions of these assets from time to time either on a flowing basis as we originate mortgages or through bulk sale transactions. Additionally, any gains on sales from mortgage loans sold into securitizations must be deducted in full from CET1.

Beginning in 2015, our minimum capital requirements were increased to (i) a CET1 ratio of 4.5%, (ii) a Tier 1 capital (CET1 plus Additional Tier 1 capital) of 6% (up from 4%) and (iii) a total capital ratio of 8% (the current requirement). Our leverage ratio requirement will remain at the 4% level now required. Beginning in 2016, a capital conservation buffer will phase in over three years, ultimately resulting in a requirement of 2.5% on top of the CET1, Tier 1 and total capital requirements, resulting in a require CET1 ratio of 7%, a Tier 1 ratio of 8.5%, and a total capital ratio of 10.5%. Failure to satisfy any of these three capital requirements will result in limits on paying dividends, engaging in share repurchases and paying discretionary bonuses. These limitations will establish a maximum percentage of eligible retained income that could be utilized for such actions. While the final rules will result in higher regulatory capital standards, it is difficult at this time to predict when or how any new standards will ultimately be applied to us.

In addition to the higher required capital ratios and the new deductions and adjustments, the final rules increased the risk weights for certain assets, meaning that we will have to hold more capital against these assets. For example, commercial real estate loans that do not meet certain new underwriting requirements must be risk-weighted at 150%, rather than the previous requirement of 100%. There are also new risk weights for unsettled transactions and derivatives. We also are required to hold capital against short-term commitments that are not unconditionally cancelable; currently, there are no capital requirements currently for these off-balance sheet assets.

In addition, in the current economic and regulatory environment, bank regulators may impose capital requirements that are more stringent than those required by applicable existing regulations. The application of more stringent capital requirements for us could, among other things, result in lower returns on equity, require the raising of additional capital, and result in regulatory actions if we were to be unable to comply with such requirements. Implementation of changes to asset risk weightings for risk-based capital calculations, items included or deducted in calculating regulatory capital or additional capital conservation buffers, could result in management modifying our business strategy and could limit our ability to make distributions, including paying dividends or buying back our shares.

***We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.***

The federal Bank Secrecy Act, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the “USA PATRIOT Act”), and other laws and regulations require financial institutions, among other duties, to institute and maintain effective

anti-money laundering programs and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network, established by the Treasury to administer the Bank Secrecy Act, is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators, as well as the Department of Justice, Drug Enforcement Administration and Internal Revenue Service. There is also increased scrutiny of compliance with the rules enforced by OFAC. Federal and state bank regulators also have begun to focus on compliance with Bank Secrecy Act and anti-money laundering regulations. If our policies, procedures and systems are deemed deficient we would be subject to liability, including fines and regulatory actions, such as restrictions on our ability to pay dividends, which would negatively impact our business, financial condition and results of operations. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us.

***Federal, state and local consumer lending laws may restrict our ability to originate certain mortgage loans or increase our risk of liability with respect to such loans and could increase our cost of doing business.***

Federal, state and local laws have been adopted that are intended to eliminate certain lending practices considered “predatory.” These laws prohibit practices such as steering borrowers away from more affordable products, selling unnecessary insurance to borrowers, repeatedly refinancing loans and making loans without a reasonable expectation that the borrowers will be able to repay the loans irrespective of the value of the underlying property. Since 2013, the CFPB has issued several rules on mortgage lending, notably a rule requiring all home mortgage lenders to determine a borrower’s ability to repay the loan. Loans with certain terms and conditions and that otherwise meet the definition of a “qualified mortgage” may be protected from liability to a borrower for failing to make the necessary determinations. In either case, we may find it necessary to tighten our mortgage loan underwriting standards in response to the CFPB rules, which may constrain our ability to make loans consistent with our business strategies. It is our policy not to make predatory loans and to determine borrowers’ ability to repay, but the law and related rules create the potential for increased liability with respect to our lending and loan investment activities. They increase our cost of doing business and, ultimately, may prevent us from making certain loans and cause us to reduce the average percentage rate or the points and fees on loans that we do make.

***The requirements of being a public company may strain our resources, divert management’s attention and affect our ability to attract and retain executive management and qualified board members.***

Our common stock was registered under the Exchange Act in 2014, thereby subjecting the Company to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, and other applicable securities rules and regulations. Compliance with these rules and regulations have and will continue to increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management’s attention may be diverted from other business concerns, which could adversely affect our business and operating results. Although we have hired additional employees to comply with these requirements,

we may need to hire more employees in the future or engage outside consultants, which will increase our costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be adversely affected.

We also expect that being a public reporting company, our higher market capitalization, and these new rules and regulations will increase the costs of our director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers.

As a result of disclosure of information in this report and in filings required of a public company, our business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and operating results could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business and operating results.

***We may be adversely affected by the soundness of other financial institutions.***

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and routinely execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks, and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by the bank cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the credit or derivative exposure due to the bank. Any such losses could have a material adverse effect on our financial condition and results of operations.

***We may face risks if we seek to expand through acquisitions or mergers.***

From time to time, we may seek to acquire other financial institutions or parts of those institutions. We may also expand into new markets or lines of business or offer new products or services. These activities would involve a number of risks, including:

- the potential inaccuracy of the estimates and judgments used to evaluate credit, operations, management, and market risks with respect to a target institution;

- the time and costs of evaluating new markets, hiring or retaining experienced local management, and opening new offices and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion;
- the incurrence and possible impairment of goodwill associated with an acquisition and possible adverse effects on our results of operations; and
- the risk of loss of key employees and customers.

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

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

***Our ability to pay cash dividends is limited, and we may be unable to pay future dividends even if we desire to do so.***

The Federal Reserve has issued a policy statement regarding the payment of dividends by bank holding companies. In general, the Federal Reserve's policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the bank holding company appears consistent with the organization's capital needs, asset quality and overall financial condition. The Federal Reserve's policies also require that a bank holding company serve as a source of financial strength to its subsidiary banks by standing ready to use available resources to provide adequate capital funds to those banks during periods of financial stress or adversity and by maintaining the financial flexibility and capital raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. In addition, under the prompt corrective action regulations, the ability of a bank holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions.

Our ability to pay cash dividends may be limited by regulatory restrictions, by our Bank's ability to pay cash dividends to the Company and by our need to maintain sufficient capital to support our operations. As a South Carolina chartered bank, the Bank is subject to limitations on the amount of dividends that it is permitted to pay. Unless otherwise instructed by the SCBFI, the Bank is generally permitted under South Carolina state banking regulations to pay cash dividends of up to 100% of net income in any calendar year without obtaining the prior approval of the SCBFI. If our Bank is not permitted to pay cash dividends to the Company, it is unlikely that we would be able to pay cash dividends on our common stock. Moreover, holders of our common stock are entitled to receive dividends only when, and if declared by our board of directors. Although we have historically paid cash dividends on our common stock, we are not required to do so and our board of directors could reduce or eliminate our common stock dividend in the future.

*A failure in or breach of our operational or security systems or infrastructure, or those of our third party vendors and other service providers or other third parties, including as a result of cyber-attacks, could disrupt our businesses, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs, and cause losses.*

We rely heavily on communications and information systems to conduct our business. Information security risks for financial institutions such as ours have generally increased in recent years in part because of the proliferation of new technologies, the use of the internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, and terrorists, activists, and other external parties. As customer, public, and regulatory expectations regarding operational and information security have increased, our operating systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions, and breakdowns. Our business, financial, accounting, and data processing systems, or other operating systems and facilities may stop operating properly or become disabled or damaged as a result of a number of factors, including events that are wholly or partially beyond our control. For example, there could be electrical or telecommunication outages; natural disasters such as earthquakes, tornadoes, and hurricanes; disease pandemics; events arising from local or larger scale political or social matters, including terrorist acts; and as described below, cyber-attacks.

As noted above, our business relies on our digital technologies, computer and email systems, software and networks to conduct its operations. Although we have information security procedures and controls in place, our technologies, systems, networks, and our customers' devices may become the target of cyber-attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of our or our customers' or other third parties' confidential information. Third parties with whom we do business or that facilitate our business activities, including financial intermediaries, or vendors that provide service or security solutions for our operations, and other unaffiliated third parties could also be sources of operational and information security risk to us, including from breakdowns or failures of their own systems or capacity constraints.

While we have disaster recovery and other policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed. Our risk and exposure to these matters remains heightened because of the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of our controls, processes, and practices designed to protect our systems, computers, software, data, and networks from attack, damage or unauthorized access remain a focus for us. As threats continue to evolve, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate information security vulnerabilities. Disruptions or failures in the physical infrastructure or operating systems that support our businesses and clients, or cyber-attacks or security breaches of the networks, systems or devices that our clients use to access our products and services could result in client attrition, regulatory fines, penalties or intervention, reputation damage, reimbursement or other compensation costs, and/or additional compliance costs, any of which could have a material effect on our results of operations or financial condition.

*Negative public opinion surrounding our Company and the financial institutions industry generally could damage our reputation and adversely impact our earnings and our ability to make loans or to acquire deposits.*

Reputation risk, or the risk to our business, earnings and capital from negative public opinion surrounding our company and the financial institutions industry generally, is inherent in our business.

Negative public opinion can result from our actual or alleged conduct in any number of activities, including lending practices, corporate governance and acquisitions, and from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to keep and attract clients and employees and can expose us to litigation and regulatory action. Although we take steps to minimize reputation risk in dealing with our clients and communities, this risk will always be present given the nature of our business.

*We are an emerging growth company and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.*

We qualify as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). As an “emerging growth company,” we may take advantage of some or all of the reduced disclosure and other requirements that are otherwise applicable generally to public companies. These provisions include:

- only two years of audited financial statements in addition to any required unaudited interim financial statements with correspondingly reduced “Management’s Discussion and Analysis of Financial Condition and Results of Operations” disclosure;
- reduced disclosure about our executive compensation arrangements;
- no requirement that we solicit non-binding advisory votes on executive compensation or golden parachute arrangements; and
- exemption from the auditor attestation requirement in the assessment of our internal control over financial reporting.

As a result, the information that we provide to our stockholders may be different from the information that you might receive from other public reporting companies in which you hold equity interests.

Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in the Securities Act for complying with new or revised accounting standards. We have irrevocably elected not to avail ourselves of this extended transition period for complying with new or revised accounting standards and, as a result, we will adopt new or revised accounting standards on the relevant dates on which adoption of such standards is required for other companies.

We could remain an emerging growth company for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three-year period and (iv) the last day of the fiscal year following the fifth anniversary of the date of the first sale of our common equity securities pursuant to an effective registration statement under the Securities Act, which would be December 2019. At this time, we expect to become a “large accelerated filer” as of June 30, 2018 and would, therefore, no longer qualify to be an “emerging growth company”.

## **Risks Related to Our Common Stock**

*Our stock price may be volatile, which could result in losses to our investors and litigation against us.*

Several factors could cause our stock price to fluctuate substantially in the future. These factors include but are not limited to: actual or anticipated variations in earnings, changes in analysts' recommendations or projections, our announcement of developments related to our businesses, operations and stock performance of other companies deemed to be peers, new technology used or services offered by traditional and non-traditional competitors, news reports of trends, irrational exuberance on the part of investors, new federal banking regulations, and other issues related to the financial services industry. Our stock price may fluctuate significantly in the future, and these fluctuations may be unrelated to our performance. General market declines or market volatility in the future, especially in the financial institutions sector, could adversely affect the price of our common stock, and the current market price may not be indicative of future market prices. Stock price volatility may make it more difficult for you to resell your common stock when you want and at prices you find attractive. Moreover, in the past, securities class action lawsuits have been instituted against some companies following periods of volatility in the market price of its securities. We could in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources from our normal business.

*Future sales of our stock by our stockholders or the perception that those sales could occur may cause our stock price to decline.*

Although our common stock is listed on the Nasdaq Global Market under the symbol "CARO," the trading volume in our common stock is lower than that of other larger financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the relatively low trading volume of our common stock, significant sales of our common stock in the public market, or the perception that those sales may occur, could cause the trading price of our common stock to decline or to be lower than it otherwise might be in the absence of those sales or perceptions.

*Economic and other circumstances may require us to raise capital at times or in amounts that are unfavorable to us. If we have to issue shares of common stock, they will dilute the percentage ownership interest of existing stockholders and may dilute the book value per share of our common stock and adversely affect the terms on which we may obtain additional capital.*

We may need to incur additional debt or equity financing in the future to make strategic acquisitions or investments or to strengthen our capital position. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control and our financial performance. We cannot provide assurance that such financing will be available to us on acceptable terms or at all, or if we do raise additional capital that it will not be dilutive to existing stockholders.

If we determine, for any reason, that we need to raise capital, our board generally has the authority, without action by or vote of the stockholders, to issue all or part of any authorized but unissued shares of stock for any corporate purpose, including issuance of equity-based incentives under or outside of our equity compensation plans. Additionally, we are not restricted from issuing additional common stock or



preferred stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock or preferred stock or any substantially similar securities. The market price of our common stock could decline as a result of sales by us of a large number of shares of common stock or preferred stock or similar securities in the market or from the perception that such sales could occur. Any issuance of additional shares of stock will dilute the percentage ownership interest of our stockholders and may dilute the book value per share of our common stock. Shares we issue in connection with any such offering will increase the total number of shares and may dilute the economic and voting ownership interest of our existing stockholders.

***Our board of directors may issue shares of preferred stock that would adversely affect the rights of our common stockholders.***

Our authorized capital stock includes 1,000,000 shares of preferred stock of which no preferred shares are issued and outstanding. Our board of directors, in its sole discretion, may designate and issue one or more series of preferred stock from the authorized and unissued shares of preferred stock. Subject to limitations imposed by law or our certificate of incorporation, our board of directors is empowered to determine:

- the designation of, and the number of, shares constituting each series of preferred stock;
- the dividend rate for each series;
- the terms and conditions of any voting, conversion and exchange rights for each series;
- the amounts payable on each series on redemption or our liquidation, dissolution or winding-up;
- the provisions of any sinking fund for the redemption or purchase of shares of any series; and
- the preferences and the relative rights among the series of preferred stock.

We could issue preferred stock with voting and conversion rights that could adversely affect the voting power of the shares of our common stock and with preferences over the common stock with respect to dividends and in liquidation.

***Our securities are not FDIC insured.***

Our securities, including our common stock, are not savings or deposit accounts or other obligations of the Bank, are not insured by the Deposit Insurance Fund, the FDIC or any other governmental agency and are subject to investment risk, including the possible loss of principal.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

## **ITEM 2. PROPERTIES.**

Our main office is located at 288 Meeting Street, Charleston, South Carolina 29401-1575. Including our main office, the Bank operates 62 full service branches and 2 loan production offices located in South Carolina and North Carolina. In addition to our main office, branches, and loan production offices, we also operate the Bank's retail mortgage division headquartered in Myrtle Beach, South Carolina, Crescent Mortgage Company, the Bank's wholesale mortgage subsidiary, headquartered in Atlanta, Georgia, and Carolina Services Corporation of Charleston, located in Charleston, South Carolina.

The Bank owns 33 of the branch offices, plus eight additional branch offices for which the land is leased and the building is owned. The remaining offices are subject to leases. The Company also owns the building occupied by the Bank's retail mortgage division. For each property that we lease, we believe that upon expiration of the lease we will be able to extend the lease on satisfactory terms or relocate to another acceptable location. We believe these premises will be adequate for present and anticipated needs and that we have adequate insurance to cover our owned and leased premises. For additional information relating to the Company's premises, equipment and lease commitments, see Note 7—Premises and Equipment and Note 14—Commitments and Contingencies to our audited consolidated financial statements.

## **ITEM 3. LEGAL PROCEEDINGS.**

In the ordinary course of operations, we may be a party to various legal proceedings from time to time. We do not believe that there is any pending or threatened proceeding against us, which, if determined adversely, would have a material effect on our business, results of operations, or financial condition.

## **ITEM 4. MINE SAFETY DISCLOSURES.**

None.

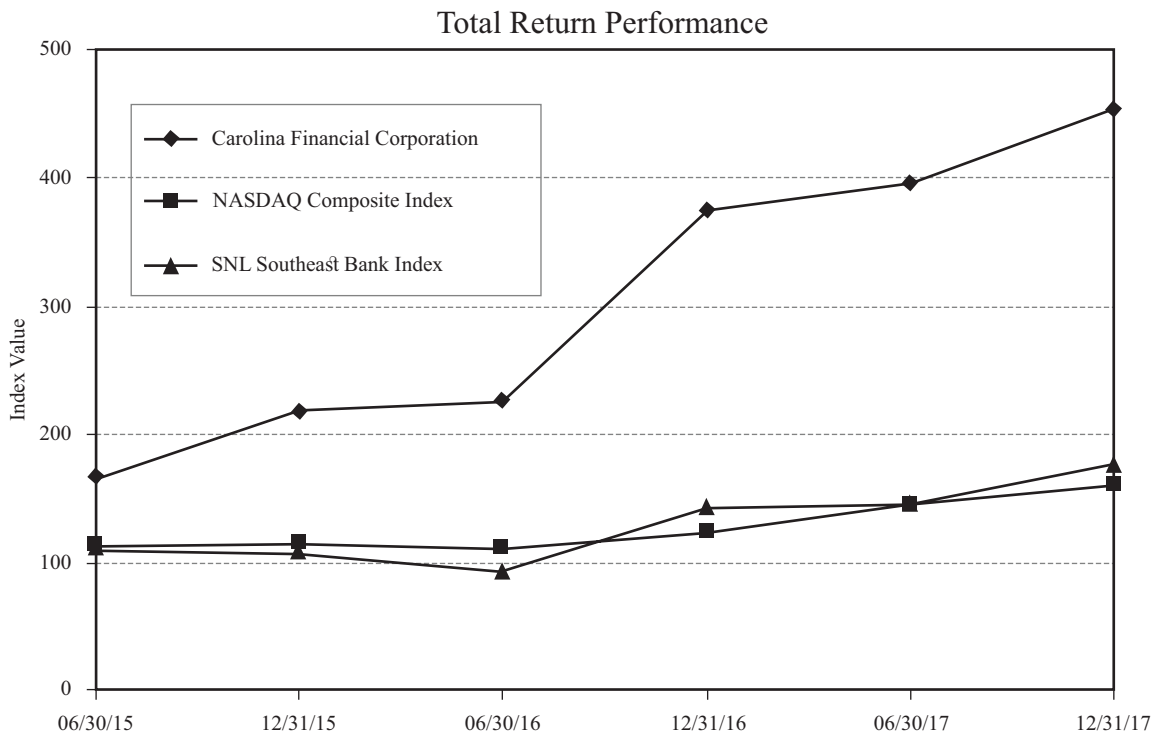
## PART II

### ITEM 5. MARKET FOR COMMON EQUITY AND RELATED SHAREHOLDER MATTERS.

As of March 9, 2018, there were approximately 1,950 stockholders of record of our common stock. Our common stock was listed on the NASDAQ Capital Market on July 1, 2014. The following table sets forth the high and low sales price information as reported by NASDAQ for each quarter of 2016 and 2017, and the dividends per share declared on our common stock in each quarter of 2016 and 2017. All information has been adjusted for any stock splits and stock dividends effected during the periods presented.

	<u>High</u>	<u>Low</u>	<u>Dividends</u>
<b>2017</b>			
Quarter Ended December 31, 2017	\$ 39.33	\$ 35.39	\$ 0.05
Quarter Ended September 30, 2017	35.88	31.75	0.04
Quarter Ended June 30, 2017	32.98	28.56	0.04
Quarter Ended March 31, 2017	31.48	28.35	0.04
<b>2016</b>			
Quarter Ended December 31, 2016	\$ 31.30	\$ 21.82	\$ 0.04
Quarter Ended September 30, 2016	22.59	18.17	0.03
Quarter Ended June 30, 2016	19.55	16.01	0.03
Quarter Ended March 31, 2016	18.85	15.26	0.03

We are authorized to pay dividends as declared by our board of directors, provided that no such distribution results in our insolvency on a going concern or balance sheet basis. Future dividends will be subject to board approval. As we are a legal entity separate and distinct from the Bank, our principal source of funds with which we can pay dividends to our shareholders is dividends we receive from the Bank. For that reason, our ability to pay dividends is subject to the limitations that apply to the Bank. For more information on restrictions on payments of dividends, see Note 20 “Capital Requirements and Other Restrictions” included in Part II, Item 8 – Financial Statements and Supplementary Data.



<i>Index</i>	<u>06/30/15</u>	<u>12/31/15</u>	<u>06/30/16</u>	<u>12/31/16</u>	<u>06/30/17</u>	<u>12/31/17</u>
Carolina Financial Corporation	166.22	217.37	226.40	374.16	396.55	453.74
NASDAQ Composite Index	113.14	114.28	111.24	124.41	144.88	161.28
SNL Southeast Bank Index	109.91	107.12	92.61	142.20	147.18	175.90

*Prepared by S&P Global Market Intelligence, a division of S&P Global Inc.*

The performance graph above compares the Company's cumulative total return from June 30, 2015 through December 31, 2017 with the NASDAQ Composite and the SNL Southeast Bank Index, a banking industry performance index for the Southeastern United States. The Company was listed on the NASDAQ exchange on July 1, 2014. Returns are shown on a total return basis, assuming the reinvestment of dividends and a beginning stock index value of \$100 per share. The value of the Company's common stock as shown in the graph is based on published prices for the transactions in the Company's stock.

#### ITEM 6. SELECTED FINANCIAL DATA

	For The Years Ended December 31,				
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Operating Data:	(In thousands)				
Interest income	\$ <b>95,087</b>	60,914	49,604	37,656	32,948
Interest expense	<b>13,253</b>	8,753	6,604	5,602	5,718
Net interest income	<b>81,834</b>	52,161	43,000	32,054	27,230
Provision for (recovery of) loan losses	<b>779</b>	—	—	—	(860)
Net interest income after provision for loan losses	<b>81,055</b>	52,161	43,000	32,054	28,090
Noninterest income	<b>33,916</b>	29,297	27,679	21,148	44,086
Noninterest expense	<b>73,445</b>	56,040	49,199	41,443	45,972
Income before income taxes	<b>41,526</b>	25,418	21,480	11,759	26,204
Income tax expense	<b>12,961</b>	7,848	7,060	3,448	9,386
Net income	<b>\$ 28,565</b>	17,570	14,420	8,311	16,818
	At December 31,				
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Balance Sheet Data:	(In thousands)				
Total assets	<b>\$3,519,017</b>	1,683,736	1,409,669	1,199,017	881,584
Interest-bearing cash	<b>55,998</b>	14,591	16,421	10,694	34,176
Securities available-for-sale	<b>743,239</b>	335,352	306,474	251,717	167,535
Securities held-to-maturity	—	—	17,053	25,544	24,554
Federal Home Loan Bank stock	<b>19,065</b>	11,072	9,919	5,405	4,103
Loans held for sale	<b>35,292</b>	31,569	41,774	40,912	36,897
Loans receivable, net	<b>2,308,050</b>	1,167,578	912,582	768,122	535,221
Allowance for loan losses	<b>11,478</b>	10,688	10,141	9,035	8,091
Deposits	<b>2,604,929</b>	1,258,260	1,031,528	964,190	697,581
Short-term borrowed funds	<b>340,500</b>	203,000	120,000	57,800	10,300
Long-term debt	<b>72,259</b>	38,465	103,465	61,740	74,540
Stockholders' equity	<b>475,381</b>	163,190	139,859	93,700	82,227

	<b>For The Years Ended December 31,</b>				
	<b>2017</b>	2016	2015	2014	2013
	(Dollars in thousands)				
Selected Average Balances:					
Total assets	<b>\$2,306,667</b>	1,537,654	1,303,402	990,773	889,851
Loans receivable	<b>1,526,109</b>	1,035,115	827,787	613,144	509,455
Deposits	<b>1,761,087</b>	1,197,688	1,012,659	777,622	696,784
Stockholders' equity	<b>280,877</b>	151,285	101,896	88,474	76,322
Performance Ratios:					
Return on average equity	<b>10.17%</b>	11.61%	14.15%	9.39%	22.04%
Return on average assets	<b>1.24%</b>	1.14%	1.11%	0.84%	1.89%
Average earning assets to average total assets	<b>90.98%</b>	93.56%	91.92%	91.43%	91.38%
Average loans receivable to average deposits	<b>86.66%</b>	86.43%	81.74%	78.85%	73.12%
Average equity to average assets	<b>12.18%</b>	9.84%	7.82%	8.93%	8.58%
Net interest margin	<b>3.90%</b>	3.63%	3.59%	3.54%	3.35%
Net interest margin - tax equivalent <sup>(1)</sup>	<b>4.02%</b>	3.71%	3.68%	3.62%	3.41%
Net (recovery) charge-offs to average loans receivable	<b>0.00%</b>	(0.05)%	(0.13)%	(0.15)%	0.11%
Non-performing assets to total loans receivable	<b>0.30%</b>	0.58%	0.72%	0.73%	3.19%
Non-performing assets to total assets	<b>0.20%</b>	0.40%	0.47%	0.47%	1.97%
Non-performing loans to total loans	<b>0.17%</b>	0.48%	0.47%	0.31%	2.04%
Allowance for loan losses as a percentage of loans receivable (end of period) <sup>(2)</sup>	<b>0.49%</b>	0.91%	1.10%	1.16%	1.49%
Allowance for loan losses as a percentage of nonperforming loans	<b>291.84%</b>	190.01%	235.73%	371.20%	73.03%

	<b>At or For The Years Ended December 31,</b>				
	<b>2017</b>	2016	2015	2014	2013
Per Share Data:					
Book value (end of period)	<b>\$ 22.76</b>	13.23	11.92	10.02	8.91
Basic earnings (loss)	<b>1.75</b>	1.45	1.51	0.89	1.83
Diluted earnings (loss)	<b>1.73</b>	1.42	1.48	0.87	1.77
Average common shares - basic	<b>16,317,501</b>	12,080,128	9,537,358	9,314,048	9,218,952
Average common shares - diluted	<b>16,550,357</b>	12,352,246	9,718,356	9,507,425	9,500,987

Note: Book value is calculated using outstanding common shares less unvested restricted shares.

- (1) The tax equivalent net interest margin reflects tax-exempt income on a tax-equivalent basis.
- (2) Included in loans receivable are approximately \$962.3 million and \$119.4 million in acquired loans at December 31, 2017 and 2016, respectively.

On January 15, 2014, the Board of Directors of the Company declared a two-for-one stock split to stockholders of record dated February 10, 2014, payable on February 28, 2014.

On October 15, 2014, the Board of Directors of the Company declared an additional two-for-one stock split to stockholders of record as of October 31, 2014, payable on November 14, 2014.

On June 22, 2015, the Board of Directors of the Company declared a six-for-five stock split representing a 20% stock dividend to stockholders of record as of July 15, 2015, payable on July 31, 2015.

All share, earnings per share, and per share data have been retroactively adjusted to reflect these stock splits for all periods presented in accordance with generally accepted accounting principles.

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

The following discussion and analysis of our consolidated financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report. Historical results of operations and the percentage relationships among any amounts included, and any trends that may appear, may not indicate trends in operations or results of operations for any future periods.

We have made, and will continue to make, various forward-looking statements with respect to financial and business matters. Comments regarding our business that are not historical facts are considered forward-looking statements that involve inherent risks and uncertainties. Actual results may differ materially from those contained in these forward-looking statements. For additional information regarding our cautionary disclosures, see the "Cautionary Note Regarding Forward-Looking Statements" at the beginning of this report.

### Company Overview

Carolina Financial Corporation is a Delaware corporation that was organized in February 1997 to serve as a bank holding company. In 2017, it applied for, and received, financial holding company status from the Federal Reserve. The Company operates principally through its wholly-owned subsidiary, CresCom Bank, a South Carolina state-chartered bank. CresCom Bank operates Crescent Mortgage Company, Carolina Service Corporation of Charleston, CresCom Insurance, LLC, CresCom Leasing, LLC, and DTFS Inc., as wholly-owned subsidiaries of CresCom Bank. Except where the context otherwise requires, the "Company", "we", "us" and "our" refer to Carolina Financial Corporation and its consolidated subsidiaries and the "Bank" refers to CresCom Bank.

CresCom Bank provides a full range of commercial and retail banking financial services designed to meet the financial needs of our customers through its branch network in South Carolina and North Carolina. Crescent Mortgage Company, headquartered in Atlanta, Georgia, is a wholesale mortgage company that provides mortgage banking services in 48 states and the District of Columbia and partners with community banks, credit unions and mortgage brokers.

Like most community banks, we derive a significant portion of our income from interest we receive on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, both interest-bearing and noninterest-bearing. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowed funds. In order to maximize our net interest income, we must not only manage the volume of these balance sheet items, but also the yields that we earn on our interest-earning assets and the rates that we pay on interest-bearing liabilities.

There are risks inherent in all loans, so we maintain an allowance for loan losses to absorb probable losses on existing loans that may become uncollectible. We establish and maintain this allowance by charging a provision for loan losses against our operating earnings.

In addition to earning interest on our loans and investments, we derive a portion of our income from Crescent Mortgage Company through mortgage banking income as well as servicing income. We also earn income through fees that we charge to our customers. Likewise, we incur other operating expenses as well.

Economic conditions, competition, and the monetary and fiscal policies of the federal government significantly affect most financial institutions, including the Bank. Lending and deposit activities and fee income generation are influenced by levels of business spending and investment, consumer income, consumer spending and savings, capital market activities, and competition among financial institutions as well as client preferences, interest rate conditions and prevailing market rates on competing products in our market areas.

### **Executive Summary of Operating Results**

The Company reported net income available to common stockholders of approximately \$28.6 million, or \$1.73 per diluted share, for the year ended December 31, 2017, compared to \$17.6 million, or \$1.42 per diluted share for the year ended December 31, 2016. Our 2017 results include pretax merger related expenses of \$8.3 million and \$3.2 million, respectively. We expect to incur approximately \$15 million of additional merger-related expenses when contracts are terminated in the first quarter of 2018. Return on average assets and return on average equity were 1.24% and 10.17%, respectively. The increase in earnings per share year over year was primarily a result of the following:

- An increase in average earning assets, due to organic growth and the completion of two acquisitions during 2017;
- Operating efficiencies realized from the two mergers, particularly related to systems and compensation.

Operating earnings, which exclude certain non-operating income and expenses, for the year ended December 31, 2017 increased 67.3% to \$33.8 million, or \$2.04 per diluted share, from \$20.2 million, or \$1.64 per diluted share, for the year ended December 31, 2016. Operating return on average assets and return on average equity (non-GAAP) were 1.47% and 12.04%, respectively.

Total assets increased \$1.8 billion to \$3.5 billion at December 31, 2017 compared to \$1.7 billion at December 31, 2016. The largest components of our total assets are loans receivable, net and securities which were \$2.3 billion and \$743.2 million, respectively at December 31, 2017. Comparatively, our loans receivable and securities totaled \$1.2 billion and \$335.4 million, respectively, at December 31, 2016. At December 31, 2017, loans held for sale were \$35.3 million compared to \$31.6 million as of December 31, 2016. The increase in assets from period to period is primarily attributable to the organic loan growth experienced as well as loans acquired in the acquisitions of Greer and First South.

Asset quality remained steady, with nonperforming assets to total assets of 0.20% as of December 31, 2017 compared to 0.40% as of December 31, 2016. Nonperforming loans were \$4.0 million as of December 31, 2017 as compared to \$5.6 million at December 31, 2016.

The allowance for loan losses was \$11.5 million, or 0.49% of total loans (0.84% of total non-acquired loans), at December 31, 2017, compared to \$10.7 million, or 0.91% of total loans (1.01% of total non-acquired loans) at December 31, 2016. The Company experienced net recoveries of \$11,000 during 2017 compared to net recoveries of \$547,000 during 2016. Provision for loan loss during 2017 was \$779,000. No provision expense was recorded during 2016.

Total deposits increased \$1.3 billion, or 106.67%, from December 31, 2016, to \$2.6 billion at December 31, 2017 due primarily to organic growth as well as deposits acquired in the Greer and First



South acquisitions. Core deposits, defined as demand deposits, NOW, money market, and savings increased \$979.8 million during 2017 and comprised 66.9% of total deposits at December 31, 2017.

At December 31, 2017, the Bank's capital ratios exceeded "well capitalized" levels under applicable law. Stockholders' equity totaled \$475.4 million as of December 31, 2017, compared to \$163.2 million at December 31, 2016. The Company reported book value per common share of \$22.76 and \$13.23 as of December 31, 2017 and December 31, 2016, respectively. Tangible book value per common share was \$15.71 and \$12.59 as of December 31, 2017 and December 31, 2016, respectively.

Operating earnings and related per share measures, as well as core deposits, tangible common equity and tangible book value per common share are non-GAAP financial measures. For reconciliations to the most comparable GAAP measures, see "Non-GAAP Financial Measures" below.

### **Critical Accounting Policies**

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States and with general practices within the banking industry in the preparation of our financial statements. Our significant accounting policies are described in Note 1 to our consolidated financial statements within Item 8 "Financial Statements and Supplementary Data" elsewhere in this report.

Certain accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors, which we believe to be reasonable under the circumstances. Because of the nature of the judgment and assumptions we make, actual results could differ from these judgments and estimates that could have a material impact on the carrying values of our assets and liabilities and our results of operations. Management has reviewed and approved these critical accounting policies and discussed them with the audit committee of the Board of Directors.

### **Non-GAAP Financial Measures**

Statements included in this management's discussion and analysis include non-GAAP financial measures and should be read along with the accompanying tables which provide a reconciliation of non-GAAP financial measures to GAAP financial measures. The Company's management uses these non-GAAP financial measures, including: (i) operating earnings; (ii) operating earnings per common share (iii) operating return on average assets, (iv) operating return on average equity, (v) core deposits, and (vi) tangible book value to evaluate the Company's financial performance and financial condition.

Management believes that non-GAAP financial measures provide additional useful information that allows readers to evaluate the ongoing performance of the Company without regard to transactional activities. Non-GAAP financial measures should not be considered as an alternative to any measure of performance or financial condition as promulgated under GAAP, and investors should consider the Company's performance and financial condition as reported under GAAP and all other relevant information when assessing the performance or financial condition of the Company. Non-GAAP financial measures have limitations as analytical tools, and investors should not consider them in isolation or as a substitute for analysis of the Company's results or financial condition as reported under GAAP.

The following table presents a reconciliation of Non-GAAP performance measures for operating earnings and corresponding ratios:

**Reconciliation of Non-GAAP Financial Measures  
(Unaudited)**

(In thousands, except share data)

	<b>For the Twelve Months Ended December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
<b>As Reported:</b>			
Income before income taxes	\$ 41,526	25,418	21,480
Tax expense	<u>12,961</u>	<u>7,848</u>	<u>7,060</u>
Net Income	<u>\$ 28,565</u>	<u>17,570</u>	<u>14,420</u>
Average equity	\$ 280,877	151,285	101,896
Average assets	\$ 2,306,667	1,537,654	1,303,402
Return on average assets	1.24%	1.14%	1.11%
Return on average equity	10.17%	11.61%	14.15%
Weighted average common shares outstanding:			
Basic	<u>16,317,501</u>	<u>12,080,128</u>	<u>9,537,358</u>
Diluted	<u>16,550,357</u>	<u>12,352,246</u>	<u>9,718,356</u>
Earnings per common share:			
Basic	<u>\$ 1.75</u>	<u>1.45</u>	<u>1.51</u>
Diluted	<u>\$ 1.73</u>	<u>1.42</u>	<u>1.48</u>
<b>Operating:</b>			
Income before income taxes	\$ 41,526	25,418	21,480
Gain on sale of securities	(933)	(706)	(1,493)
Net loss on extinguishment of debt	—	1,868	1,251
Fair value adjustments on interest rate swaps	(382)	(590)	1,111
Merger related costs	<u>8,301</u>	<u>3,245</u>	<u>—</u>
Operating earnings before income taxes	48,512	29,235	22,349
Tax expense <sup>(1)</sup>	<u>14,706</u>	<u>9,027</u>	<u>7,346</u>
Operating earnings (Non-GAAP)	<u>\$ 33,806</u>	<u>\$ 20,208</u>	<u>15,003</u>
Average equity	\$ 280,877	151,285	101,896
Average assets	\$ 2,306,667	1,537,654	1,303,402
Operating return on average assets (Non-GAAP)	1.47%	1.31%	1.15%
Operating return on average equity (Non-GAAP)	12.04%	13.36%	14.72%
Weighted average common shares outstanding:			
Basic	<u>16,317,501</u>	<u>12,080,128</u>	<u>9,537,358</u>
Diluted	<u>16,550,357</u>	<u>12,352,246</u>	<u>9,718,356</u>
Operating earnings per common share:			
Basic (Non-GAAP)	<u>\$ 2.07</u>	<u>1.67</u>	<u>1.57</u>
Diluted (Non-GAAP)	<u>\$ 2.04</u>	<u>1.64</u>	<u>1.54</u>

(1) Tax expense is determined using the effective tax rate reflected in the accompanying income statement for the applicable reporting period.

The following table presents a reconciliation of Non-GAAP performance measures of core deposits and tangible book value per share.

**Reconciliation of Non-GAAP Financial Measures  
(Unaudited)**

(In thousands, except share data)

	<u>At December 31,</u>	
	<u>2017</u>	<u>2016</u>
<i>Core deposits:</i>		
Noninterest-bearing demand accounts	\$ 525,615	\$ 229,905
Interest-bearing demand accounts	551,308	191,851
Savings accounts	213,142	48,648
Money market accounts	452,734	292,639
Total core deposits (Non-GAAP)	<u>1,742,799</u>	<u>763,043</u>
<i>Certificates of deposit:</i>		
Less than \$250,000	755,887	467,937
\$250,000 or more	106,243	27,280
Total certificates of deposit	<u>862,130</u>	<u>495,217</u>
Total deposits	<u>\$ 2,604,929</u>	<u>\$ 1,258,260</u>
	<u>At December 31,</u>	
	<u>2017</u>	<u>2016</u>
<i>Tangible book value per share:</i>		
Total stockholders' equity	\$ 475,381	\$ 163,190
Less intangible assets	<u>(147,193)</u>	<u>(7,924)</u>
Tangible common equity (Non-GAAP)	<u>\$ 328,188</u>	<u>\$ 155,266</u>
Issued and outstanding shares	21,022,202	12,548,328
Less nonvested restricted stock awards	<u>(134,302)</u>	<u>(211,907)</u>
Period end shares used for tangible book value	<u>20,887,900</u>	<u>12,336,421</u>
Total stockholders' equity	\$ 475,381	\$ 163,190
Divided by period end shares used for tangible book value	<u>20,887,900</u>	12,336,421
Common book value per share	<u>\$ 22.76</u>	<u>\$ 13.23</u>
Tangible common equity (Non-GAAP)	\$ 328,188	\$ 155,266
Divided by period end shares used for tangible book value	<u>20,887,900</u>	12,336,421
Tangible common book value per share (Non-GAAP)	<u>\$ 15.71</u>	<u>\$ 12.59</u>

**Recent Accounting Standards and Pronouncements**

For information relating to recent accounting standards and pronouncements, see Note 1 to the audited consolidated financial statements within Item 8 "Financial Statements and Supplementary Data."

## Results of Operations

### *Summary*

#### *2017 compared to 2016*

The Company reported net income available to common stockholders of approximately \$28.6 million, or \$1.73 per diluted share, for the year ended December 31, 2017, compared to \$17.6 million, or \$1.42 per diluted share for the year ended December 31, 2016. Our 2017 and 2016 results include pretax merger related expenses of \$8.3 million and \$3.2 million, respectively. Operating earnings, which exclude certain non-operating income and expenses, for the year ended December 31, 2017 increased 67.3% to \$33.8 million, or \$2.04 per diluted share, from \$20.2 million, or \$1.64 per diluted share, for the year ended December 31, 2016. Operating earnings and related per share measures are non-GAAP financial measures. For a reconciliation to the most compared GAAP measure, see “Non-GAAP Financial Measures”.

#### *2016 compared to 2015*

The Company reported net income available to common stockholders of approximately \$17.6 million, or \$1.42 per diluted share, for the year ended December 31, 2016, compared to \$14.4 million, or \$1.48 per diluted share for the year ended December 31, 2015. Our 2016 results include pretax merger related expenses of \$3.2 million. There were no merger related expenses in 2015. Operating earnings, which exclude certain non-operating income and expenses, for the year ended December 31, 2016 increased 34.7% to \$20.2 million, or \$1.64 per diluted share, from \$15.0 million, or \$1.54 per diluted share, for the year ended December 31, 2015.

Details of the changes in the various components of net income are further discussed below.

### *Net Interest Income and Margin*

Net interest income is a significant component of our net income. Net interest income is the difference between income earned on interest-earning assets and interest paid on deposits and borrowings. Net interest income is determined by the yields earned on interest-earning assets, rates paid on interest-bearing liabilities, the relative balances of interest-earning assets and interest-bearing liabilities, the degree of mismatch, and the maturity and repricing characteristics of interest-earning assets and interest-bearing liabilities.

#### *2017 compared to 2016*

For the years ended December 31, 2017 and 2016, our net interest income was \$81.8 million and \$52.2 million, respectively. The increase in net interest income is a result of the increase in average interest-earning assets balances. The increase in average earnings assets for the year ended December 31, 2017 is primarily the result of increased balances of loans receivable. Average loans receivable increased \$491.0 million, or 47.4%, from 2016 to 2017.

The growth in average loan balances was primarily the result of the following:

- Greer Acquisition – On March 18, 2017, the Company acquired approximately \$194.6 million of loans, net of purchase accounting adjustments.
- First South Acquisition - On November 1, 2017, the Company acquired approximately \$759.2 million of loans, net of purchase accounting adjustments.
- Organic loan growth, excluding acquired loans, was \$187.5 million.

## *2016 compared to 2015*

For the years ended December 31, 2016 and 2015, our net interest income was \$52.2 million and \$43.0 million, respectively. The increase in net interest income is a result of the increase in average interest-earning assets balances. The increase in average earnings assets for the year ended December 31, 2016 is primarily the result of increased balances of loans receivable. Average loan balances increased \$207.3 million, or 25.0%, from 2015 to 2016.

The growth in average loan balances was primarily the result of the following:

- Congaree Acquisition – On June 11, 2016, the Company acquired approximately \$74.6 million of loans, net of purchase accounting adjustments, as part of the acquisition of Congaree.
- Residential mortgage – In addition to selling a portion of its production, the Company has retained a portion of the mortgage production. Due to the emphasis to grow the residential mortgage portfolio, gross loans receivable within the one-to-four family portfolio have increased \$66.5 million since December 31, 2015. This growth includes \$12.6 million in loans acquired in the acquisition of Congaree.
- Commercial lending – The Company continues to expand its commercial lending team by hiring additional loan officers in its Charleston and Myrtle Beach markets of South Carolina. The Company also has opened a branch in the upstate of South Carolina, and two branches in Wilmington, North Carolina. As a result, gross loans receivable within commercial real estate increased \$103.7 million since December 31, 2015. This growth includes \$31.4 million in loans acquired in the acquisition of Congaree.
- Syndicated loans – The Company’s primary markets are generally concentrated in real estate lending and have provided limited opportunities to develop a Commercial and Industrial (“C&I”) loan portfolio. However, in order to diversify our lending portfolio, the Company began a syndicated loan program in 2014 to purchase C&I loans originated in other markets to retain in the loan portfolio. These loans typically have terms of seven years and generally are tied to a floating rate index such as LIBOR or prime. To effectively manage this line of lending business, the Company hired an experienced senior lending executive in 2014 with relevant experience to lead and manage this area of the loan portfolio and retained a consulting firm that specializes in syndicated loans. Syndicated loans have grown \$7.9 million since December 31, 2015. As of December 31, 2016, the syndicated loan portfolio outstanding was \$91.5 million and is grouped within commercial business loans. The Company’s policy currently limits the syndicated loan portfolio not to exceed 75% of the Bank’s Tier 1 regulatory capital. As of December 31, 2016, the Moody’s weighted average credit facility rating of the syndicated loan portfolio was Ba2, with no credit rated less than B2.

The following table sets forth information related to our average balance sheet, average yields on assets, and average costs of liabilities for the years ended December 31, 2017, 2016 and 2015. We derived these yields or costs by dividing income or expense by the average balance of the corresponding assets or liabilities. We derived average balances from the daily balances throughout the periods indicated. During the same periods, we had no securities purchased with agreements to resell. All investments were owned at an original maturity of over one year. Nonaccrual loans are included in earning assets in the following tables. Loan yields have been reduced to reflect the negative impact on our earnings of loans on nonaccrual status. The net capitalized loan costs and fees amortized into interest income on loans.

**For The Years Ended December 31,**

	2017			2016			2015		
	Average Balance	Interest Paid/ Earned	Average Yield/ Rate	Average Balance	Interest Paid/ Earned	Average Yield/ Rate	Average Balance	Interest Paid/ Earned	Average Yield/ Rate
(Dollars in thousands)									
Interest-earning assets:									
Loans held for sale	\$ 23,199	885	3.81%	28,779	1,000	3.47%	38,536	1,472	3.82%
Loans receivable <sup>(1)</sup>	1,526,109	78,415	5.14%	1,035,115	50,137	4.84%	827,787	39,548	4.78%
Interest-bearing cash	31,715	350	1.10%	29,644	75	0.25%	14,362	36	0.25%
Securities available-for-sale	504,555	14,836	2.90%	327,516	9,057	2.73%	286,812	7,621	2.62%
Securities held-to-maturity	—	—	0.00%	7,089	217	3.06%	19,513	555	2.84%
Federal Home Loan Bank stock	11,032	496	4.50%	7,884	374	4.74%	7,684	328	4.27%
Other investments	2,108	105	4.98%	2,657	54	2.03%	3,448	44	1.28%
Total interest-earning assets	2,098,718	95,087	4.53%	1,438,684	60,914	4.23%	1,198,142	49,604	4.14%
Non-earning assets	207,949			98,970			105,260		
Total assets	<u>\$2,306,667</u>			<u>1,537,654</u>			<u>1,303,402</u>		
Interest-bearing liabilities:									
Demand accounts	319,190	817	0.26%	151,704	235	0.15%	163,982	199	0.12%
Money market accounts	374,770	1,747	0.47%	274,774	808	0.29%	235,283	457	0.19%
Savings accounts	89,598	170	0.19%	44,646	59	0.13%	38,303	50	0.13%
Certificates of deposit	622,424	6,653	1.07%	485,942	4,870	1.00%	395,131	3,661	0.93%
Short-term borrowed funds	176,169	1,888	1.07%	92,332	509	0.55%	113,968	331	0.29%
Long-term debt	58,539	1,978	3.38%	77,210	2,272	2.94%	57,380	1,906	3.32%
Total interest-bearing liabilities	1,640,690	13,253	0.81%	1,126,608	8,753	0.78%	1,004,047	6,604	0.66%
Noninterest-bearing deposits	355,105			240,622			179,960		
Other liabilities	29,995			19,139			17,499		
Stockholders' equity	280,877			151,285			101,896		
Total liabilities and Stockholders' equity	<u>\$2,306,667</u>			<u>1,537,654</u>			<u>1,303,402</u>		
Net interest spread			<u>3.72%</u>			<u>3.45%</u>			<u>3.48%</u>
Net interest margin	<u>3.90%</u>			<u>3.63%</u>			<u>3.59%</u>		
Net interest margin (tax equivalent) <sup>(2)</sup>	<u>4.02%</u>			<u>3.71%</u>			<u>3.68%</u>		
Net interest income		<u>81,834</u>			<u>52,161</u>			<u>43,000</u>	

(1) Average balances of loans include nonaccrual loans.

(2) The tax equivalent net interest margin reflects tax-exempt income on a tax-equivalent basis.

### ***2017 compared to 2016***

Our net interest margin was 3.90%, and 4.02% on a tax equivalent basis, for the twelve months ended December 31, 2017 compared to 3.63%, and 3.71% on a tax equivalent basis, for 2016. The increase in net interest margin during 2017 as compared to the prior year was driven primarily by an increase in yield on interest-earning assets due to a higher percentage of assets comprised of loans receivable as compared to the prior period. Average loans receivable comprised 72.7% of earnings assets for the year ended December 31, 2017 compared to 71.9% for the year ended December 31, 2016. In addition, accretion earned on acquired loans totaled \$4.3 million in 2017 compared to \$814,000 in 2016. Also, the Federal Reserve increased interest rates 25 basis points each on December 15, 2016, March 16, 2017, June 15, 2017, and December 14, 2017. At December 31, 2017 and 2016, variable rate loans comprised 34.8% and 38.7% of the loan portfolio, respectively. Our average interest-earning assets increased by \$660.0 million during 2017 and our interest income increased \$34.2 million. As previously stated, the increase in interest income is primarily related to the increase in loans receivable.

Our interest expense increased \$4.5 million during 2017 as compared to the year ended 2016 while our average interest-bearing liabilities increased \$514.1 million. The increase in interest expense is primarily related to the organic growth in average balances of deposits as well as deposits acquired with the acquisition of Greer and First South. In addition, as the Federal Reserve increased interest rates in during 2017, our interest costs related to borrowings and deposits also increased.

Our net interest spread was 3.72% for the year ended December 31, 2017 as compared to 3.45% for the same period in 2016. The net interest spread is the difference between the yield we earn on our interest-earning assets and the rate we pay on our interest-bearing liabilities. The 3 basis point increase in rate on our interest-bearing liabilities offset by the 30 basis point increase on yield of interest-earning assets, resulted in a 27 basis point increase in our net interest spread for the 2017 period.

### ***2016 compared to 2015***

Our net interest margin was 3.63%, and 3.71% on a tax equivalent basis, for the twelve months ended December 31, 2016 compared to 3.59%, and 3.68% on a tax equivalent basis, for 2015. The increase in net interest margin during 2016 as compared to the prior year was driven primarily by an increase in yield on interest-earning assets due to a higher percentage of assets comprised of loans receivable as compared to the prior period. Average loans receivable comprised 71.9% of earnings assets for the year ended December 31, 2016 compared to 69.1% for the year ended December 31, 2015. Our average interest-earning assets increased by \$240.5 million during 2016 and our interest income increased \$11.3 million. As previously stated, the increase in interest income is primarily related to the increase in loans receivable.

Our interest expense increased \$2.1 million during 2016 as compared to the year ended 2015 while our average interest-bearing liabilities increased \$122.6 million. The increase in interest expense is primarily related to the organic growth in average balances of deposits as well as deposits acquired with the acquisition of Congaree. In addition, the Federal Reserve increased interest rates in December of 2015 which increased the rate paid on our short term borrowings for 2016.

Our net interest spread was 3.45% for the year ended December 31, 2016 as compared to 3.48% for the same period in 2015. The net interest spread is the difference between the yield we earn on our interest-earning assets and the rate we pay on our interest-bearing liabilities. The 12 basis point increase in rate on our interest-bearing liabilities offset by the 9 basis point increase on yield of interest-earning assets, resulted in a 3 basis point decrease in our net interest spread for the 2016 period.

### Rate/Volume Analysis

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

	For The Years Ended December 31,							
	2017 vs. 2016				2016 vs. 2015			
	Increase (decrease) due to		Rate/ Volume	Net Dollar Change	Increase (decrease) due to		Rate/ Volume	Net Dollar Change
	Volume	Rate			Volume	Rate		
	(In thousands)							
Loans held for sale	\$ (213)	79	19	(115)	\$ (339)	(99)	(34)	(472)
Loans receivable, net	25,229	4,496	(1,447)	28,278	10,042	684	(137)	10,589
Interest-bearing cash	23	270	(18)	275	39	1	—	40
Securities available-for-sale	5,206	883	(310)	5,779	1,126	354	(44)	1,436
Securities held-to-maturity	—	—	(217)	(217)	(380)	15	27	(338)
FHLB stock	141	(27)	8	122	9	37	(1)	45
Other investments	(27)	62	16	51	(16)	20	6	10
Interest income	<u>30,359</u>	<u>5,763</u>	<u>(1,949)</u>	<u>34,173</u>	<u>10,481</u>	<u>1,012</u>	<u>(183)</u>	<u>11,310</u>
Demand accounts	\$ 429	323	(169)	583	\$ (19)	51	4	36
Money market accounts	466	645	(172)	939	116	274	(39)	351
Savings accounts	85	52	(26)	111	8	1	—	9
Certificates of deposit	1,459	415	(91)	1,783	910	368	(69)	1,209
Short-term borrowed funds	898	917	(436)	1,379	(119)	241	56	178
Long-term debt	(631)	255	81	(295)	584	(293)	75	366
Interest expense	<u>\$ 2,706</u>	<u>2,607</u>	<u>(813)</u>	<u>4,500</u>	<u>\$ 1,480</u>	<u>642</u>	<u>27</u>	<u>2,149</u>
Net interest income				<u>29,673</u>				<u>9,161</u>



For the Years Ended December 31,

2015 vs. 2014

	Increase (decrease) due to			Net Dollar Change
	Volume	Rate	Rate/ Volume	
	(In thousands)			
Loans held for sale	\$ 266	(58)	11	219
Loans receivable, net	10,255	(1,040)	269	9,484
Interest-bearing cash	(22)	2	1	(19)
Securities available-for-sale	2,121	417	(116)	2,422
Securities held-to-maturity	(137)	(154)	(38)	(329)
FHLB stock	117	82	(29)	170
Other investments	19	(33)	15	1
Interest income	<u>12,619</u>	<u>(784)</u>	<u>113</u>	<u>11,948</u>
Demand accounts	\$ 60	(57)	17	20
Money market accounts	43	(65)	6	(16)
Savings accounts	18	(9)	3	12
Certificates of deposit	777	115	(24)	868
Short-term borrowed funds	211	39	(25)	225
Long-term debt	(373)	223	43	(107)
Interest expense	<u>\$ 736</u>	<u>246</u>	<u>20</u>	<u>1,002</u>
Net interest income				<u>10,946</u>

***Provision for Loan Loss***

We have established an allowance for loan losses through a provision for loan losses charged as an expense on our Statements of Operations. We review our loan portfolio periodically to evaluate our outstanding loans and to measure both the performance of the portfolio and the adequacy of the allowance for loan losses.

Following is a summary of the activity in the allowance for loan losses during the years ended December 31, 2017, 2016 and 2015.

	For the Years Ended December 31,		
	2017	2016	2015
	(Dollars in thousands)		
Balance, beginning of period	\$ 10,688	10,141	9,035
Provision for loan losses	779	—	—
Loan charge-offs	(272)	(264)	(1,230)
Loan recoveries	283	811	2,336
Balance, end of period	<u>\$ 11,478</u>	<u>10,688</u>	<u>10,141</u>

### *2017 compared to 2016*

The allowance for loan losses was \$11.5 million, or 0.49% of total loans (0.84% of total non-acquired loans), at December 31, 2017, compared to \$10.7 million, or 0.91% of total loans (1.01% of total non-acquired loans) at December 31, 2016. The Company experienced net recoveries of \$11,000 during 2017 compared to net recoveries of \$547,000 during 2016. Asset quality remained steady, with nonperforming assets to total assets of 0.20% as of December 31, 2017 compared to 0.40% as of December 31, 2016. Provision for loan loss for 2017 was \$779,000. No provision expense was recorded during 2016 due to the sustained low level of non-performing assets (“NPAs”) as well as the net recoveries experienced.

### *2016 compared to 2015*

The allowance for loan losses was \$10.7 million, or 0.91% of total loans (1.01% of total non-acquired loans), at December 31, 2016, compared to \$10.1 million, or 1.10% of total loans (1.18% of total non-acquired loans) at December 31, 2015. The Company experienced net recoveries of \$547,000 during 2016 compared to net recoveries of \$1.1 million during 2015. Asset quality remained steady, with nonperforming assets to total assets of 0.40% as of December 31, 2016 compared to 0.47% as of December 31, 2015. No provision expense was recorded during 2016 or 2015 due to the sustained low level of NPAs as well as the net recoveries experienced.

Provision expense is recorded based on our assessment of general loan loss risk as well as asset quality. The allowance for loan losses is management’s estimate of probable credit losses inherent in the loan portfolio at the balance sheet date. Management determines the allowance based on an ongoing evaluation. Estimating the amount of the allowance for loan losses requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on non-impaired loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. For further discussion regarding the calculation of the allowance, see the “Allowance for Loan Losses”.

### *Noninterest Income and Expense*

Noninterest income provides us with additional revenues that are significant sources of income. In 2017, 2016, and 2015, noninterest income comprised 26.3%, 32.4% and 35.8%, respectively, of total interest and noninterest income. The major components of noninterest income for the Company are listed below:

	<b>For the Years Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
		<b>(In thousands)</b>	
Noninterest income:			
Mortgage banking income	\$ 15,140	17,226	17,417
Deposit service charges	4,643	3,688	3,496
Net loss on extinguishment of debt	—	(1,868)	(1,251)
Net gain on sale of securities	933	706	1,493
Fair value adjustments on interest rate swaps	382	590	(1,111)
Net increase in cash value life insurance	1,116	902	726
Mortgage loan servicing income	6,790	5,748	5,313
Other	4,912	2,305	1,596
Total noninterest income	<u>\$ 33,916</u>	<u>29,297</u>	<u>27,679</u>

## 2017 compared to 2016

Noninterest income increased \$4.6 million to \$33.9 million for the year ended December 31, 2017 compared to \$29.3 million for the year ended December 31, 2016.

The following table provides a summary of mortgage banking income from the bank's retail "Community banking" operation and Crescent Mortgage Company's "Wholesale mortgage banking". Mortgage banking income consists primarily of gain on sale of loans and related fees as well as fair value changes in derivatives related to the mortgage company.

	For the Year Ended December 31,					
	Loan Originations		Mortgage Banking Income		Margin	
	2017	2016	2017	2016	2017	2016
<b>Additional segment information:</b>						
Community banking	\$ 86,732	97,062	2,009	2,063	2.32%	2.13%
Wholesale mortgage banking	824,282	875,360	13,131	15,163	1.59%	1.73%
Total	<u>\$ 911,014</u>	<u>972,422</u>	<u>15,140</u>	<u>17,226</u>	<u>1.66%</u>	<u>1.77%</u>

Originations for 2017 were comprised of approximately 74% in purchase transactions and 26% in refinance transactions. This compares to 67% originations from purchase transactions and 33% from refinance transactions for 2016.

Deposit service charge income increased \$955,000 to \$4.6 million for the year ended December 31, 2017 from \$3.7 million for the year ended December 31, 2016. The slight increase in deposit service charge income is a result of the increase in deposits acquired with the acquisitions Greer and Congaree as well as the Company's sustained efforts to grow checking accounts.

For the year ended December 31, 2016, the Company incurred a \$1.9 million loss on extinguishment of debt primarily as a result of the prepayment of a FHLB borrowing. During the fourth quarter of 2016, the Company repaid a \$20.0 million advance with a 4% fixed interest rate and a remaining term of approximately 4.1 years.

During the year ended December 31, 2017, the Company recognized net gain on sale of available-for-sale securities of \$933,000 compared to gain on sale of securities during year ended December 31, 2016 of \$706,000.

The fair value adjustment on interest rate swaps increased noninterest income by \$382,000 for the year ended December 31, 2017 compared to an increase in noninterest income of \$590,000 for the year ended December 31, 2016. The change in fair value adjustment on interest rate swaps relates to the change in interest rates from period to period. The Company uses standalone interest rate swaps to more closely match the interest rate characteristics of assets and liabilities and to mitigate the risks arising from timing mismatches between assets and liabilities including duration mismatches.

Other noninterest income increased \$2.6 million to \$4.9 million for the year ended December 31, 2017 compared to \$2.3 million for the year ended December 31, 2016. The increase in other non-interest income is primarily related to an increase in debit card and ATM surcharge income resulting from the increase in checking accounts from organic growth and acquisitions.

*2016 compared to 2015*

Noninterest income increased \$1.6 million to \$29.3 million for the year ended December 31, 2016 compared to \$27.7 million for the year ended December 31, 2015.

The following table provides a break out of mortgage banking income from our retail mortgage team “Community banking” and Crescent Mortgage Company “Wholesale mortgage banking”. Mortgage banking income consists primarily of gain on sale of loans and related fees as well as fair value changes in derivatives related to the mortgage company.

	For the Year Ended December 31,					
	Loan Originations		Mortgage Banking Income		Margin	
	2016	2015	2016	2015	2016	2015
<b>Additional segment information:</b>						
Community banking	\$ 97,062	73,591	2,063	1,656	2.13%	2.25%
Wholesale mortgage banking	875,360	986,650	15,163	15,761	1.73%	1.60%
Total	<u>\$ 972,422</u>	<u>1,060,241</u>	<u>17,226</u>	<u>17,417</u>	<u>1.77%</u>	<u>1.64%</u>

Originations for 2016 were comprised of approximately 67% in purchase transactions and 33% in refinance transactions. This compares to 65% originations from purchase transactions and 35% from refinance transactions for 2015.

Deposit service charge income increased \$192,000 to \$3.7 million for the year ended December 31, 2016 from \$3.5 million for the year ended December 31, 2015. The slight increase in deposit service charge income is a result of the increase in deposits acquired with the acquisition of Congaree as well as the Company’s sustained efforts to grow checking accounts.

For the year ended December 31, 2016, the Company incurred a \$1.9 million loss on extinguishment of debt primarily as a result of the prepayment of a FHLB borrowing. During the fourth quarter of 2016, the Company repaid a \$20.0 million advance with a 4% fixed interest rate and a remaining term of approximately 4.1 years. The Company also incurred a loss on extinguishment of debt of \$1.3 million for the year ended December 31, 2015.

During the year ended December 31, 2016, the Company recognized net gain on sale of available-for-sale securities of \$706,000 compared to gain on sale of securities during year ended December 31, 2015 of \$1.5 million.

The fair value adjustment on interest rate swaps increased noninterest income by \$590,000 for the year ended December 31, 2016 compared to a reduction of noninterest income of \$1.1 million for the year ended December 31, 2015. The change in fair value adjustment on interest rate swaps relates to the change in interest rates from period to period. The Company uses standalone interest rate swaps to more closely match the interest rate characteristics of assets and liabilities and to mitigate the risks arising from timing mismatches between assets and liabilities including duration mismatches.

Other noninterest income increased \$709,000 to \$2.3 million for the year ended December 31, 2016 compared to \$1.6 million for the year ended December 31, 2015. The increase in other non-interest income is primarily related to an increase in debit card and ATM surcharge income resulting from the increase in checking accounts from organic growth and acquisitions.

The following table sets forth for the periods indicated the primary components of noninterest expense:

	<b>For the Years Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(In thousands)		
Noninterest expense:			
Salaries and employee benefits	\$ 37,827	31,475	28,629
Occupancy and equipment	10,347	7,942	7,228
Marketing and public relations	1,417	1,428	1,434
FDIC insurance	721	702	698
Recovery of mortgage loan repurchase losses	(900)	(1,000)	(1,000)
Legal expense	507	306	407
Other real estate (income) expense, net	54	(20)	138
Mortgage subservicing expense	1,986	1,857	1,634
Amortization of mortgage servicing rights	2,966	2,312	1,986
Merger related expenses	8,301	3,245	—
Other	10,219	7,793	8,045
Total noninterest expense	<u>\$ 73,445</u>	<u>56,040</u>	<u>49,199</u>

#### *2017 compared to 2016*

Noninterest expense represents the largest expense category for the Company. Noninterest expense increased \$17.4 million to \$73.4 million for the year ended December 31, 2017 compared to \$56.0 million for the year ended December 31, 2016. The increase in noninterest expense for 2017 compared to the prior periods is primarily a result of the increase in salaries and employee benefits paid as well as merger related expenses incurred as a result of the acquisitions of Greer and First South.

Salaries and employee benefits increased \$6.3 million to \$37.8 million for the year ended December 31, 2017 compared to \$31.5 million for the year ended December 31, 2016. Occupancy and equipment increased \$2.4 million to \$10.3 million for the year ended December 31, 2017 compared to \$7.9 million for the year ended December 31, 2016.

The increase in salaries and employee benefits as well as occupancy and equipment from year to year are primarily a result of the personnel and occupancy costs associated with the acquisitions of Greer and First South.

Merger related expenses totaled \$8.3 million for the year ended December 31, 2017 and were primarily related to the acquisitions of Greer and First South.

Other noninterest expense increased \$2.4 million to \$10.2 million for the year ended December 31, 2017. Included in noninterest expense is core deposit intangible amortization of \$1.0 million and \$407,000, respectively for the years ended December 31, 2017 and 2016.

### *2016 compared to 2015*

Noninterest expense represents the largest expense category for the Company. Noninterest expense increased \$6.8 million to \$56.0 million for the year ended December 31, 2016 compared to \$49.2 million for the year ended December 31, 2015. The increase in noninterest expense for 2016 compared to the prior periods is primarily a result of the increase in salaries and employee benefits paid as well as merger related expenses incurred as a result of the acquisition of Congaree.

Salaries and employee benefits increased \$2.9 million to \$31.5 million for the year ended December 31, 2016 compared to \$28.6 million for the year ended December 31, 2015. Occupancy and equipment increased \$714,000 to \$7.9 million for the year ended December 31, 2016 compared to \$7.2 million for the year ended December 31, 2015.

The increase in salaries and employee benefits as well as occupancy and equipment from year to year are primarily a result of the personnel and occupancy costs associated with the acquisition of Congaree. In addition, the Company opened two branches in the Wilmington market during 2016.

Merger related expenses totaled \$3.2 million for the year ended December 31, 2016 and were primarily related with the acquisition of Congaree during the second quarter of 2016. There were no merger related expenses recorded during 2015.

Offsetting the increase in noninterest expense was a decline in expenses associated with other real estate as well as a negative provision for mortgage loan repurchase losses. Other real estate expenses, net declined as a result of the reduction in other real estate balances and write-downs in 2017 compared to 2016. The negative provision for mortgage loan repurchase losses is the result of continued low repurchase request as well as a change a change in the regulatory framework concerning repurchase requests. For further discussion regarding the provision for mortgage loan repurchase losses, see the “Reserve For Mortgage Repurchase Losses”.

### *Income Tax Expense*

#### *2017 compared to 2016*

Our effective tax rate increased to 31.2% for the year ended December 31, 2017 compared to 30.9% for the year ended December 31, 2016.

The 2017 Tax Cuts and Jobs Act (“2017 Tax Act”) was signed into law by the President on Friday, December 22, 2017. The changes that most affect businesses include the reduction in the corporate tax rate, change in business deductions, and many international provisions. Generally accepted accounting principles require the effect of a change in tax law or rates be recognized as of the date of enactment. The Company’s net income for the year ended December 31, 2017 was reduced by approximately \$239,000, primarily due to a lower valuation of deferred income taxes.

#### *2016 compared to 2015*

Our effective tax rate decreased to 30.9% for the year ended December 31, 2016 compared to 32.9% for the year ended December 31, 2015. In March 2016, the FASB issued guidance to simplify several aspects of the accounting for share-based payment award transactions, including income tax consequences.

In addition to other changes, the guidance changes the accounting for excess tax benefits and tax deficiencies from generally being recognized in additional paid-in capital to recognition as income tax expense or benefit in the period they occur. The Company early adopted the new guidance in the second quarter of 2016. As a result, the Company's income tax expense was reduced by \$454,000 for the year ended December 31, 2016.

## **Balance Sheet Review**

### **Investment Securities**

Our primary objective in managing the investment portfolio is to maintain a portfolio of high quality, highly liquid investments yielding competitive returns. We are required under federal regulations to maintain adequate liquidity to ensure safe and sound operations. We maintain investment balances based on a continuing assessment of cash flows, the level of current and expected loan production, current interest rate risk strategies and the assessment of the potential future direction of market interest rate changes. Investment securities differ in terms of default, interest rate, liquidity and expected rate of return risk.

At December 31, 2017, the \$743.2 million in our investment securities portfolio, excluding FHLB stock and other investments, represented approximately 21.1% of our assets. Our available-for-sale investment portfolio primarily included US agency securities, municipal securities, mortgage-backed securities (agency and non-agency), collateralized loan obligations and trust preferred securities with a fair value of \$743.2 million and an amortized cost of \$737.0 million for an unrealized gain of \$6.2 million.

For additional information regarding the trust preferred securities see Note 4 "Securities" within Item 8. "Financial Statements and Supplementary Data."

As securities are purchased, they are designated as held-to-maturity or available-for-sale based upon our intent, which incorporates liquidity needs, interest rate expectations, asset/liability management strategies, and capital requirements. We do not currently hold, nor have we ever held, any securities that are designated as trading securities.

During the second quarter of 2016, the Company tainted its securities held-to-maturity portfolio as a result of a change in the intent to hold the securities until maturity to provide opportunities to maximize its asset utilization. As a result, approximately \$17.0 million in securities were moved to available-for-sale and resulted in an increase to accumulated other comprehensive income of \$655,000.

The amortized costs and the fair value of our investments are as follows:

	<b>At December 31,</b>					
	<b>2017</b>		2016		2015	
	<b>Amortized Cost</b>	<b>Fair Value</b>	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)					
<b>Securities available- for-sale:</b>						
Municipal securities	\$ 240,904	247,350	92,792	93,212	60,603	62,475
US government agencies	11,983	12,008	3,438	3,386	7,015	7,096
Collateralized loan obligations	128,080	128,643	76,202	76,249	38,957	38,758
Corporate securities	6,891	7,006	474	491	—	—
Mortgage-backed securities:						
Agency	243,075	243,595	90,477	90,986	112,608	113,855
Non-agency	94,834	95,125	63,628	63,864	75,415	75,536
Total mortgage-backed securities	337,909	338,720	154,105	154,850	188,023	189,391
Trust preferred securities	11,208	9,512	11,203	7,164	11,374	8,754
Total securities available- for-sale	<u>\$ 736,975</u>	<u>743,239</u>	<u>338,214</u>	<u>335,352</u>	<u>305,972</u>	<u>306,474</u>
<b>Securities held-to-maturity:</b>						
Municipal securities	\$ —	—	—	—	17,053	17,965
Trust preferred securities	—	—	—	—	—	—
Total securities held-to- maturity	<u>\$ —</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>17,053</u>	<u>17,965</u>

The Company uses prices from third party pricing services and, to a lesser extent, indicative (non-binding) quotes from third party brokers, to estimate the fair value of our investment securities. While we obtain fair value information from multiple sources, we generally obtain one price / quote for each individual security. For securities priced by third party pricing services, we determine the most appropriate and relevant pricing service for each security class and have that vendor provide the price for each security in the class. We record the value provided by the third party pricing service / broker in our Consolidated Financial Statements, subject to our internal price verification procedures, which include periodic comparisons to other brokers and Bloomberg pricing screens.

Contractual maturities and yields on our investments are shown in the following table. Municipal yields were not tax effected in the table below. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities available-for-sale are presented at fair value and held-to-maturity securities are presented at amortized cost.



	At December 31, 2017									
	Less than 12 Months		One to Five Years		Five to Ten Years		Over Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(Dollars in thousands)									
<b>Securities available-for-sale:</b>										
Municipal securities	\$ 2,349	2.61%	2,114	1.75%	45,805	2.56%	197,082	2.96%	247,350	2.88%
US government agencies	—	0.00%	1,001	2.07%	11,007	1.48%	—	0.00%	12,008	1.53%
Collateralized loan obligations	—	0.00%	—	—	32,347	3.24%	96,296	3.07%	128,643	3.11%
Corporate securities	—	0.00%	1,982	3.23%	5,024	4.24%	—	0.00%	7,006	3.95%
Mortgage-backed securities:										
Agency	—	0.00%	9,255	2.30%	27,971	2.57%	206,369	2.91%	243,595	2.85%
Non-agency	—	0.00%	84	4.15%	—	0.00%	95,041	3.35%	95,125	3.35%
Total mortgage-backed securities	—	0.00%	9,339	2.32%	27,971	2.57%	301,410	3.05%	338,720	2.99%
Trust preferred securities	—	0.00%	—	—	—	—	9,512	1.28%	9,512	1.28%
Total securities available-for-sale	\$ 2,349	2.61%	14,436	2.34%	122,154	2.71%	604,300	3.00%	743,239	2.94%

For disclosures related to the Company's evaluation of securities for OTTI, see Note 4 "Securities" within Item 8. "Financial Statements and Supplementary Data."

Non-marketable investments are comprised of the following and are recorded at cost which approximates fair value since no readily available market exists for these securities.

	At December 31,	
	2017	2016
	(In thousands)	
Community Reinvestment Act fund	\$ 2,330	1,303
Investment in Statutory Business Trusts	1,116	465
Total other investments	3,446	1,768
Federal Home Loan Bank stock	19,065	11,072
Total non-marketable investments	\$ 22,511	12,840

## Loans by Type

Since loans typically provide higher interest yields than other types of interest-earning assets, a substantial percentage of our earning assets are invested in our loan portfolio. Before allowance for loan losses, loans outstanding at December 31, 2017 and 2016 were \$2.3 billion and \$1.2 billion, respectively.

Our loan portfolio consists primarily of loans secured by real estate mortgages. As of December 31, 2017, our loan portfolio included \$2.0 billion, or 85.6%, of total loans secured by real estate. As of December 31, 2016, our loan portfolio included \$1.0 billion, or 85.6%, of total loans secured by real estate. Most of our real estate loans are secured by residential or commercial property. We obtain a security interest in real estate, in addition to any other available collateral. This collateral is taken to increase the likelihood of the ultimate repayment of the loan. Generally, we limit the loan-to-value ratio on loans to coincide with the appropriate regulatory guidelines. We attempt to maintain a relatively diversified loan portfolio to help reduce the risk inherent in concentration in certain types of collateral and business types. The Bank's primary markets are generally concentrated in real estate lending. In order to diversify our

lending portfolio, the Bank began a syndicated loan program during 2014. Broadly syndicated loan balances were \$75.0 million and \$91.5 million as of December 31, 2017 and 2016, respectively, and are grouped within commercial business loans in the table below.

As shown in the table below, loans excluding the allowance for loan losses, increased \$1.1 billion to \$2.3 billion at December 31, 2017 from \$1.2 billion at December 31, 2016. The increase in loans receivable primarily relates to the Bank's focus on growing residential mortgage, commercial lending, and syndicated loans as well as the loans acquired in the acquisitions of Greer and First South. See additional discussion regarding the increase in loans during 2017 in "Results of Operations – Net Interest Income and Margin".

The following table summarizes loans by type and percent of total at the end of the periods indicated:

	At December 31,					
	2017		2016		2015	
	% of Total		% of Total		% of Total	
	Amount	Loans	Amount	Loans	Amount	Loans
	(Dollars in thousands)					
Loans secured by real estate:						
One-to-four family	\$ 665,774	28.70%	411,399	34.91%	344,928	37.38%
Home equity	90,141	3.89%	36,026	3.06%	23,256	2.52%
Commercial real estate	933,820	40.26%	445,344	37.80%	341,658	37.03%
Construction and development	294,793	12.71%	115,682	9.82%	91,362	9.90%
Consumer loans	19,990	0.86%	5,714	0.48%	5,179	0.56%
Commercial business loans	315,010	13.58%	164,101	13.93%	116,340	12.61%
Total gross loans receivable	<u>2,319,528</u>	<u>100.00%</u>	<u>1,178,266</u>	<u>100.00%</u>	<u>922,723</u>	<u>100.00%</u>
Less:						
Allowance for loan losses	11,478		10,688		10,141	
Total loans receivable, net	<u>\$2,308,050</u>		<u>1,167,578</u>		<u>912,582</u>	

	At December 31,			
	2014		2013	
	% of Total		% of Total	
	Amount	Loans	Amount	Loans
	(Dollars in thousands)			
Loans secured by real estate:				
One-to-four family	\$ 253,364	32.59%	183,638	33.80%
Home equity	27,399	3.53%	23,342	4.30%
Commercial real estate	317,162	40.81%	247,867	45.62%
Construction and development	91,531	11.78%	60,104	11.06%
Consumer loans	5,650	0.73%	2,815	0.52%
Commercial business loans	82,051	10.56%	25,546	4.70%
Total gross loans receivable	<u>777,157</u>	<u>100.00%</u>	<u>543,312</u>	<u>100.00%</u>
Less:				
Allowance for loan losses	9,035		8,091	
Total loans receivable, net	<u>\$ 768,122</u>		<u>535,221</u>	

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

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

The following table summarizes the loan maturity distribution by type and related interest rate characteristics.

	<b>At December 31, 2017</b>			<b>Total</b>
	<b>One Year or Less</b>	<b>After one but within five years</b>	<b>After five years</b>	
	(In thousands)			
Loans secured by real estate:				
One-to-four family	\$ 21,081	122,079	522,614	665,774
Home equity	9,438	16,962	63,741	90,141
Commercial real estate	95,651	576,559	261,610	933,820
Construction and development	105,761	146,429	42,603	294,793
Consumer loans	3,135	14,517	2,338	19,990
Commercial business loans	64,900	157,377	92,733	315,010
Total gross loans receivable	<u>\$ 299,966</u>	<u>1,033,923</u>	<u>985,639</u>	<u>2,319,528</u>
Loans maturing - after one year:				
Variable rate loans				\$ 616,487
Fixed rate loans				<u>1,403,075</u>
				<u>\$ 2,019,562</u>

### *Nonperforming and Problem Assets*

Nonperforming assets include loans on which interest is not being accrued, accruing loans that are 90 days or more delinquent and foreclosed property. Foreclosed property consists of real estate and other assets acquired as a result of a borrower's loan default. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction of principal when received. In general, a nonaccrual loan may be placed back onto accruing status once the borrower has made a minimum of six consecutive payments in accordance with the loan terms. Further, the borrower must show capacity to continue performing into the future prior to restoration of accrual status. As of December 31, 2017 and 2016, we had no acquired non-credit impaired loans or nonacquired loans 90 days past due and still accruing.

Loans under ASC 310-30 are considered performing and are not included in nonperforming assets in the table above. At December 31, 2017, we had \$1.9 million of credit impaired loans under ASC 310-30 that were 90 days past due and still accruing. At December 31, 2016, there were no credit impaired loans under ASC 310-30 that were 90 days past due and still accruing.

### *Troubled Debt Restructurings (“TDRs”)*

The Company designates loan modifications as TDRs when, for economic or legal reasons related to the borrower’s financial difficulties, it grants a concession to the borrower that it would not otherwise consider. Loans on nonaccrual status at the date of modification are initially classified as nonaccrual TDRs. Loans on accruing status at the date of modification are initially classified as accruing TDRs at the date of modification, if the note is reasonably assured of repayment and performance is in accordance with its modified terms. Such loans may be designated as nonaccrual loans subsequent to the modification date if reasonable doubt exists as to the collection of interest or principal under the restructuring agreement. Nonaccrual TDRs are returned to accrual status when there is economic substance to the restructuring, there is well documented credit evaluation of the borrower’s financial condition, the remaining balance is reasonably assured of repayment in accordance with its modified terms, and the borrower has demonstrated repayment performance in accordance with the modified terms for a reasonable period of time, generally a minimum of six months.

The following table summarizes nonperforming and problem assets, excluding purchased credit impaired loans, at the end of the periods indicated.

	<b>At December 31,</b>				
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
	(In thousands)				
Loans receivable:					
Nonaccrual loans-renegotiated loans	<b>\$ 1,140</b>	1,227	1,136	58	7,641
Nonaccrual loans-other	<b>2,793</b>	4,398	3,166	2,376	3,438
Accruing loans 90 days or more delinquent	—	—	—	—	—
Real estate acquired through foreclosure, net	<b>3,106</b>	1,179	2,374	3,239	6,273
Total Non-Performing Assets	<b><u>\$ 7,039</u></b>	<u>6,804</u>	<u>6,676</u>	<u>5,673</u>	<u>17,352</u>
Problem Assets not included in Non-Performing					
Assets- Accruing renegotiated loans outstanding	<b><u>\$ 5,324</u></b>	<u>5,216</u>	<u>13,212</u>	<u>14,251</u>	<u>16,367</u>

At December 31, 2017, nonperforming assets were \$7.0 million, or 0.20% of total assets, and nonperforming loans were \$3.9 million, or 0.17% of gross loans. Comparatively, at December 31, 2016, nonperforming assets were \$6.8 million, or 0.40% of total assets, and nonperforming loans were \$5.6 million, or 0.48% of gross loans. Nonaccrual loans decreased to \$3.9 million at December 31, 2017 from \$5.6 million at December 31, 2016.

Potential problem loans, which are not included in nonperforming loans, amounted to approximately \$5.3 million, or 0.23% of total gross loans at December 31, 2017, compared to \$5.2 million, or 0.44% of gross loans at December 31, 2016. Potential problem loans represent those loans with a well-defined weakness and where information about possible credit problems of borrowers has caused management to have concerns about the borrower’s ability to comply with present repayment terms.

Substantially all of the nonaccrual loans, accruing loans 90 days or more delinquent and accruing renegotiated loans for fiscal 2017 and 2016 are collateralized by real estate. The Bank utilizes third party appraisers to determine the fair value of collateral dependent loans. Our current loan and appraisal policies require the Bank to obtain updated appraisals on an annual basis, either through a new external appraisal or an internal appraisal evaluation. Impaired loans are individually reviewed on a quarterly basis to determine the level of impairment. We typically charge-off a portion or create a specific reserve for

impaired loans when we do not expect repayment to occur as agreed upon under the original terms of the loan agreement. Management believes based on information known and available currently, the probable losses related to problem assets are adequately reserved in the allowance for loan losses.

### *Allowance for Loan Losses*

The allowance for loan losses is management's estimate of probable credit losses inherent in the loan portfolio at the balance sheet date. Management determines the allowance based on an ongoing evaluation. Estimating the amount of the allowance for loan losses requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on non-impaired loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The allowance consists of specific and general components.

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by major loan category and is based on the actual loss history trends for the previous 20 quarters. The actual loss experience is supplemented with internal and external qualitative factors as considered necessary at each period and given the facts at the time. These qualitative factors adjust the 20 quarter historical loss rate to recognize the most recent loss results and changes in the economic conditions to ensure the estimated losses in the portfolio are recognized in the period incurred and that the allowance at each balance sheet date is adequate and appropriate in accordance with GAAP. Qualitative factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries for the most recent twelve quarters; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations.

The specific component relates to loans that are individually classified as impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. These analyses involve a high degree of judgment in estimating the amount of loss associated with specific loans, including estimating the amount and timing of future cash flows and collateral values. Impaired loans are evaluated for impairment using the discounted cash flow methodology or based on the net realizable value of the underlying collateral. Impaired loans are individually reviewed on a quarterly basis to determine the level of impairment. See additional discussion in section "Nonperforming and Problem Assets" above.

While management uses the best information available to establish the allowance for loan losses, future adjustments to the allowance may be necessary if economic conditions differ substantially from the assumptions used in making the valuations or, if required by regulators, based upon information available to them at the time of their examinations. Such adjustments to original estimates, as necessary, are made in the period in which these factors and other relevant considerations indicate that loss levels may vary from previous estimates. To the extent actual outcomes differ from management's estimates, additional provisions for loan losses could be required that could adversely affect the Bank's earnings or financial position in future periods.

There are two methods to account for acquired loans as part of a business combination. Acquired loans that contain evidence of credit deterioration on the date of purchase are carried at the net present value of expected future proceeds in accordance with ASC 310-30. All other acquired loans are recorded

at their initial fair value, adjusted for subsequent advances, pay downs, amortization or accretion of any premium or discount on purchase, charge-offs and any other adjustment to carrying value in accordance with ASC 310-20.

To the extent that current information indicates it is probable that the Company will collect all amounts according to the contractual terms thereof, such loan is not considered impaired and is not considered in the determination of the required allowance for loan losses. To the extent that current information indicates it is probable that the Company will not be able to collect all amounts according to the contractual terms thereon, such loan is considered impaired and is considered in the determination of the required level of allowance for loan and lease losses.

The allowance for loan losses was \$11.5 million, or 0.49% of total loans (.84% of total non-acquired loans), at December 31, 2017, compared to \$10.7 million, or .91% of total loans (1.01% of total non-acquired loans) at December 31, 2016. Loans acquired in business combinations totaled \$962.3 million and \$119.4 million at December 31, 2017 and 2016, respectively. No allowance for loan losses related to the acquired loans is recorded on the acquisition date because the fair value of the loans acquired incorporates assumptions regarding credit risk as discussed above.

The table below shows a reconciliation of acquired and non-acquired loans and allowance for loan losses to non-acquired loans:

	<u>At December 31,</u>	
	<u>2017</u>	<u>2016</u>
Acquired and non-acquired loans:		
Acquired loans receivable	\$ 952,220	119,422
Non-acquired loans receivable	<u>1,367,308</u>	<u>1,058,844</u>
Total loans receivable	<u>\$ 2,319,528</u>	<u>1,178,266</u>
% Acquired	41.05 %	10.14 %
Non-acquired loans	\$ 1,367,308	1,058,844
Allowance for loan losses	<u>\$ 11,478</u>	<u>10,688</u>
Allowance for loan losses to non-acquired loans (Non-GAAP)	<u>0.84 %</u>	<u>1.01 %</u>
Total loans receivable	\$ 2,319,528	1,178,266
Allowance for loan losses	<u>\$ 11,478</u>	<u>10,688</u>
<b>Allowance for loan losses to total loans receivable</b>	<u>0.49 %</u>	<u>0.91 %</u>

The Company experienced net recoveries of \$11,000 during 2017 compared to net recoveries of \$547,000 during 2016. Asset quality remained steady, with nonperforming assets to total assets of 0.20% as of December 31, 2017 compared to 0.40% at December 31, 2016. Provision expense for 2017 was \$779,000. No provision for loan loss was recorded in 2016 due to the sustained low level of NPAs as well as the net recoveries experienced.

The following table summarizes the activity related to our allowance for loan losses for the five years ended December 31, 2017.

	<b>For the Years Ended December 31,</b>				
	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
	(Dollars in thousands)				
Balance, beginning of period	<b>\$ 10,688</b>	10,141	9,035	8,091	9,520
Provision for loan losses	<b>779</b>	—	—	—	(860)
Loan charge-offs:					
Loans secured by real estate:					
One-to-four family	<b>253</b>	(84)	(1,050)	(80)	(168)
Home equity	—	—	—	—	(28)
Commercial real estate	—	—	—	(28)	(269)
Construction and development	—	—	(90)	(172)	(765)
Consumer loans	<b>19</b>	(53)	(20)	(24)	(35)
Commercial business loans	—	(127)	(70)	(59)	(410)
Total loan charge-offs	<b>272</b>	(264)	(1,230)	(363)	(1,675)
Loan recoveries:					
Loans secured by real estate:					
One-to-four family	<b>4</b>	464	576	158	438
Home equity	<b>3</b>	—	150	—	1
Commercial real estate	<b>31</b>	—	350	100	126
Construction and development	<b>81</b>	76	479	457	110
Consumer loans	<b>45</b>	24	38	71	53
Commercial business loans	<b>119</b>	247	743	521	378
Total loan recoveries	<b>283</b>	811	2,336	1,307	1,106
Net loan recoveries (charge-offs)	<b>11</b>	547	1,106	944	(569)
Balance, end of period	<b>\$ 11,478</b>	10,688	10,141	9,035	8,091
Allowance for loan losses as a percentage of loans receivable (end of period)	<b>0.49%</b>	0.91%	1.10%	1.16%	1.49%
Net (recoveries) charge-offs to average loans receivable	<b>0.00%</b>	(0.05)%	(0.13)%	(0.15)%	0.11%

The following table summarizes an allocation of the allowance for loan losses and the related percentage of loans outstanding in each category for the five years ended December 31, 2017.

	At December 31,									
	2017		2016		2015		2014		2013	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
	(Dollars in thousands)									
Loans receivable:										
One-to-four family	\$ 2,719	28.70%	2,636	34.91%	2,903	37.23%	2,888	32.48%	2,472	33.81%
Home equity	168	3.89%	197	3.06%	151	2.52%	221	3.54%	231	4.30%
Commercial real estate	3,986	40.26%	3,344	37.80%	3,402	37.10%	3,283	40.85%	2,855	45.61%
Construction and development	1,201	12.71%	1,132	9.82%	1,138	9.94%	1,069	11.82%	1,418	11.06%
Consumer loans	79	0.86%	80	0.48%	27	0.56%	30	0.73%	42	0.52%
Commercial business loans	2,840	13.58%	2,805	13.93%	2,100	12.65%	1,430	10.58%	339	4.70%
Unallocated	485	—	494	—	420	—	114	—	734	—
Total	<u>\$ 11,478</u>	<u>100.00%</u>	<u>10,688</u>	<u>100.00%</u>	<u>10,141</u>	<u>100.00%</u>	<u>9,035</u>	<u>100.00%</u>	<u>8,091</u>	<u>100.00%</u>

## Mortgage Operations

### *Mortgage Activities and Servicing*

Our mortgage banking operations are conducted through our wholesale mortgage subsidiary, Crescent Mortgage Company. Mortgage activities involve the purchase of mortgage loans and table funded originations for the purpose of generating gains on sales of loans and fee income on the origination of loans. While the Company originates residential one-to-four family loans that are held in its loan portfolio, the majority of new loans are generally sold pursuant to secondary market guidelines through our wholesale mortgage origination subsidiary, Crescent Mortgage Company. Generally, residential mortgage loans are sold and, depending on the pricing in the marketplace, servicing rights are either sold or retained. The level of loan sale activity and its contribution to the Company's profitability depends on maintaining a sufficient volume of loan originations. Changes in the level of interest rates and the local economy affect the volume of loans originated by the Company and the amount of loan sales and loan fees earned. Discussion related to the impact and changes within the mortgage operations are provided in "Results of Operations" above. Additional segment information is provided in Note 21 "Supplemental Segment Information" to the consolidated financial statements included under Item 8.

### *Loan Servicing*

We retain the rights to service loans we sell on the secondary market, as part of our mortgage banking activities, for which we receive service fee income. These rights are known as mortgage servicing rights ("MSRs") where the owner of the MSR acts on behalf of the mortgage loan owner and has the contractual right to receive a stream of cash flows in exchange for performing specified mortgage servicing functions. These duties typically include, but are not limited, to performing loan administration, collection, and default activities, including the collection and remittance of loan payments, responding to customer inquiries, accounting for principal and interest, holding custodial (impound) funds for the payment of property taxes and insurance premiums, counseling delinquent mortgagors, modifying loans and supervising foreclosures and property dispositions. We subservice the duties and responsibilities obligated to the owner of the MSR to a third party provider for which we pay a fee.



At December 31, 2017, the Company was servicing \$2.9 billion of loans for others, an increase from \$2.2 billion at December 31, 2016.

We recognize the rights to service mortgage loans for others as an asset. We initially record the MSR at fair value and subsequently account for the asset at lower of cost or market using the amortization method. Servicing assets are amortized in proportion to, and over the period of, the estimated net servicing income and are carried at amortized cost. A valuation is performed by an independent third party on a quarterly basis to assess the servicing assets for impairment based on the fair value at each reporting date. The fair value of servicing assets is determined by calculating the present value of the estimated net future cash flows consistent with contractually specified servicing fees. This valuation is performed on a disaggregated basis, based on loan type and year of production. Generally, loan servicing becomes more valuable when interest rates rise (as prepayments typically decrease) and less valuable when interest rates decline (as prepayments typically increase). As discussed in detail in notes to the consolidated financial statements, we use an appropriate weighted average constant prepayment rate, discount rate, and other defined assumptions to model the respective cash flows and determine the fair value of the servicing asset at each reporting date. See Note 9 to the consolidated financial statements for further detail regarding the assumptions used in determining the economic estimated fair value of the mortgage servicing rights retained.

In aggregate, the net servicing asset had a balance of \$21.0 million and \$15.0 million at December 31, 2017 and 2016, respectively. The economic estimated fair value of the mortgage servicing rights was \$26.0 million and \$21.0 million at December 31, 2017 and 2016, respectively.

Below is a roll-forward of activity in the balance of the servicing assets for the years ended December 31, 2017 and 2016 respectively:

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
MSR beginning balance	<b>\$ 15,032</b>	11,433
Amount capitalized	<b>6,061</b>	5,911
Amount acquired	<b>2,876</b>	—
Amount amortized	<b>(2,966)</b>	(2,312)
MSR ending balance	<b><u>\$ 21,003</u></b>	<u>15,032</u>

#### ***Losses on Mortgage Loans Previously Sold***

Loans held for sale have primarily been fixed-rate single-family residential mortgage loans under contracts to be sold in the secondary market. In most cases, loans in this category are sold within 30 days of closing. Buyers generally have recourse to return a purchased loan to the Company under limited circumstances. An estimation of mortgage repurchase losses is reviewed on a quarterly basis. The representations and warranties in our loan sale agreements provide that we repurchase or indemnify the investors for losses or costs on loans we sell under certain limited conditions. Some of these conditions include underwriting errors or omissions, fraud or material misstatements by the borrower in the loan application or invalid market value on the collateral property due to deficiencies in the appraisal. In addition to these representations and warranties, our loan sale contracts define a condition in which the borrower defaults during a short period of time, typically 120 days to one year, as an early payment default (“EPD”). In the event of an EPD, we are required to return the premium paid by the investor for the loan as well as

certain administrative fees, and in some cases repurchase the loan or indemnify the investor. Because the level of mortgage loan repurchase losses depends upon economic factors, investor demand strategies and other external conditions that may change over the life of the underlying loans, the level of the liability for mortgage loan repurchase losses is difficult to estimate and requires considerable management judgment.

The following table demonstrates the activity for the mortgage repurchase reserve for the years ended December 31, 2017, 2016, and 2015:

	<b>December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
	(In thousands)		
Beginning Balance	\$ 2,880	3,876	4,999
Losses paid	(88)	(21)	(165)
Recoveries	—	25	42
Recovery for mortgage repurchase losses	(900)	(1,000)	(1,000)
Ending balance	<u>\$ 1,892</u>	<u>2,880</u>	<u>3,876</u>

The Company recorded a negative provision for mortgage repurchases losses of \$900,000 for the year ended December 31, 2017. For the years ended December 31, 2016 and December 31, 2015, the Company recorded a negative provision for mortgage repurchase losses of \$1 million.

The decline in the provision for mortgage loan repurchase losses is related to several factors. The Company sells mortgage loans to various third parties, including government-sponsored entities (“GSEs”), under contractual provisions that include various representations and warranties as previously stated. The Company establishes the reserve for mortgage loan repurchase losses based on a combination of factors, including estimated levels of defects on internal quality assurance, default expectations, historical investor repurchase demand and appeals success rates, reimbursement by correspondent and other third party originators, and projected loss severity. Prior to 2012, there was no expiration date related to representations and warranties as long as the loan sold to the investor was outstanding. As a result, the Company received loan repurchase requests years after the loan was originated and sold to various third parties. In the latter part of 2012, the regulatory framework for certain GSEs changed where, under certain circumstances, the loan repurchase risk was limited for production beginning in January 2013. In addition, in May 2014, additional regulatory changes further limited loan repurchase risk.

As a result of these factors, the Company performed an analysis of its reserve for mortgage loan repurchase losses and, based on management’s judgment and interpretation of such regulatory changes, reduced the reserve accordingly. Management will continue to monitor how the GSEs implement the regulatory changes and trends. If such trends continue to be favorable, there is a possibility that additional reductions in this reserve could occur in future periods.

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

We provide a range of deposit services, including noninterest-bearing demand accounts, interest-bearing demand and savings accounts, money market accounts and time deposits. These accounts generally pay interest at rates established by management based on competitive market factors and management’s desire to increase or decrease certain types or maturities of deposits. Deposits continue to be our primary funding source. At December 31, 2017, deposits totaled \$2.6 billion, an increase of \$1.3 billion from deposits of \$1.3 billion at December 31, 2016. The increase in deposits is a result of the Company’s

continued efforts to organically grow our retail branches as well as the acquired deposits associated with the acquisitions with Greer and First South. As of December 31, 2017, the deposits associated with the Greer and First South acquisitions totaled \$151.3 million and \$687.5 million respectively.

The Company established a deposit relationship with its mortgage subservicing provider whereby the subservicer deposited funds. As of December 31, 2017 and 2016, these funds were \$25.7 million and \$21.8 million, respectively. These funds are included in interest-bearing demand accounts within deposits.

Our retail deposits represented \$2.5 billion, or 95.1% of total deposits at December 31, 2017, while our out-of-market, or brokered deposits and institutional certificate of deposits, represented \$126.6 million, or 4.9% of our total deposits. At December 31, 2016, retail deposits represented \$1.1 billion, or 88.7% of total deposits at December 31, 2016, while our out-of-market, or brokered deposits and institutional certificate of deposits, represented \$142.6 million, or 11.3% of our total deposits.

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

	For the Years Ended December 31,					
	2017		2016		2015	
	Average Balance	Average Yield/ Rate	Average Balance	Average Yield/ Rate	Average Balance	Average Yield/ Rate
	(Dollars in thousands)					
Interest-bearing demand accounts	\$ 319,190	0.26%	151,704	0.15%	163,982	0.12%
Money market accounts	374,770	0.47%	274,774	0.29%	235,283	0.19%
Savings accounts	89,598	0.19%	44,646	0.13%	38,303	0.13%
Certificates of deposit less than \$100,000	220,742	0.92%	266,808	0.92%	236,461	0.89%
Certificates of deposit of \$100,000 or more	401,682	1.10%	219,134	1.10%	158,670	0.98%
Total interest-bearing average deposits	<u>1,405,982</u>	<u>0.67%</u>	<u>957,066</u>	<u>0.62%</u>	<u>832,699</u>	<u>0.52%</u>
Noninterest-bearing deposits	<u>355,105</u>		<u>240,622</u>		<u>179,960</u>	
Total average deposits	<u>\$ 1,761,087</u>		<u>1,197,688</u>		<u>1,012,659</u>	

The maturity distribution of our time deposits of \$100,000 or more is as follows:

	At December 31,	
	2017	2016
	(In thousands)	
Three months or less	\$ 52,139	29,031
Over three through six months	33,455	15,523
Over six through twelve months	97,555	57,539
Over twelve months	113,668	124,327
Total certificates of deposits	<u>\$ 296,817</u>	<u>226,420</u>

## Borrowings and Other Interest-Bearing Liabilities

The following table outlines our various sources of borrowed funds during the years ended December 31, 2017, 2016, and 2015, and the amounts outstanding at the end of each period, the maximum amount for each component during the periods, the average amounts for each period, and the average interest rate that we paid for each borrowing source. The maximum month-end balance represents the high indebtedness for each component of borrowed funds at any time during each of the periods shown.

<b>At or for the year ended December 31, 2017</b>	<b>Ending Balance</b>	<b>Stated Period End Rate</b>	<b>Maximum Month End Balance</b>	<b>Average for the Period</b>	
				<b>Balance</b>	<b>Rate</b>
(Dollars in thousands)					
<b>Short-term borrowed funds</b>					
Short-term FHLB advances	\$ 340,500	0.87%-2.71%	338,000	176,169	1.07%
<b>Long-term borrowed funds</b>					
Long-term FHLB advances, due 2019 through 2020	40,000	1.05%-1.98%	52,000	35,357	2.33%
Subordinated debentures, due 2032 through 2037	32,259	3.11%-4.75%	32,259	23,182	4.97%
<b>At or for the year ended December 31, 2016</b>	<b>Ending Balance</b>	<b>Stated Period End Rate</b>	<b>Maximum Month End Balance</b>	<b>Average for the Period</b>	
				<b>Balance</b>	<b>Rate</b>
(Dollars in thousands)					
<b>Short-term borrowed funds</b>					
Short-term FHLB advances	\$ 203,000	0.49%-1.20%	203,000	92,332	0.55%
<b>Long-term borrowed funds</b>					
Long-term FHLB advances, due 2018 through 2019	23,000	1.11%-1.32%	88,000	61,745	2.70%
Subordinated debentures, due 2032 through 2034	15,465	3.93%-4.00%	15,465	15,465	3.90%

	Ending Balance	Stated Period End Rate	Maximum Month End Balance	Average for the Period	
				Balance	Rate
<b>At or for the year ended December 31, 2015</b>					
(Dollars in thousands)					
<b>Short-term borrowed funds</b>					
Short-term FHLB advances	\$ 120,000	0.28%-0.64%	147,500	113,840	0.29%
Subordinated debenture, due 2015	—	—	300	125	2.71%
Other short-term borrowings	—	—	—	3	0.73%
<b>Long-term borrowed funds</b>					
Long-term FHLB advances, due 2017 through 2021	88,000	0.35%-4.00%	88,000	41,276	3.26%
Subordinated debentures, due 2017 through 2020	—	—	1,275	639	2.54%
Subordinated debentures, due 2032 through 2034	15,465	3.38%-3.75%	15,465	15,465	3.53%

### Liquidity

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

The Company utilizes borrowing facilities in order to maintain adequate liquidity including: the FHLB advance window, the Federal Reserve, and federal funds purchased. The Company also uses wholesale deposit products, including brokered deposits as well as national certificate of deposit services. Additionally, the Company has certain investment securities classified as available-for-sale that are carried at market value with changes in market value, net of tax, recorded through stockholders' equity.

Lines of credit with the FHLB are based upon FHLB-approved percentages of Bank assets, but must be supported by appropriate collateral to be available. The Company has pledged first lien residential mortgage, second lien residential mortgage, residential home equity line of credit, commercial mortgage and multifamily mortgage portfolios under blanket lien agreements. At December 31, 2017 the Company had FHLB advances of \$380.5 million outstanding with excess collateral pledged to the FHLB during those periods that would support additional borrowings of approximately \$328.6 million. No securities were pledged for these advances at December 31, 2017.

Lines of credit with the Federal Reserve Bank of Richmond (“FRB”) are based on collateral pledged. The Company has pledged approximately \$334.5 million of certain non-mortgage commercial, acquisition and development, and lot loan portfolios under blanket lien agreements to the FRB. At December 31, 2017, the Company had lines available with the FRB for \$199.4 million. At December 31, 2017 and 2016, the Company had no FRB advances outstanding.

## Capital Resources

The Company and the Bank are subject to various federal and state regulatory requirements, including regulatory capital requirements. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions that if undertaken could have a direct material effect on the Company’s and the Bank’s financial statements.

Effective January 2, 2015, the Company and Bank became subject to the regulatory risk-based capital rules adopted by the federal banking agencies implementing Basel III. Under the new capital guidelines, applicable regulatory capital components consist of (1) common equity Tier 1 capital (common stock, including related surplus, and retained earnings, plus limited amounts of minority interest in the form of common stock, net of goodwill and other intangibles (other than mortgage servicing assets), deferred tax assets arising from net operating loss and tax credit carry forwards above certain levels, mortgage servicing rights above certain levels, gain on sale of securitization exposures and certain investments in the capital of unconsolidated financial institutions, and adjusted by unrealized gains or losses on cash flow hedges and accumulated other comprehensive income items (subject to the ability of a non-advanced approaches institution to make a one-time irrevocable election to exclude from regulatory capital most components of AOCI), (2) additional Tier 1 capital (qualifying non-cumulative perpetual preferred stock, including related surplus, plus qualifying Tier 1 minority interest and, in the case of holding companies with less than \$15 billion in consolidated assets at December 31, 2009, certain grandfathered trust preferred securities and cumulative perpetual preferred stock in limited amounts, net of mortgage servicing rights, deferred tax assets related to temporary timing differences, and certain investments in financial institutions) and (3) Tier 2 capital (the allowance for loan and lease losses in an amount not exceeding 1.25% of standardized risk-weighted assets, plus qualifying preferred stock, qualifying subordinated debt and qualifying total capital minority interest, net of Tier 2 investments in financial institutions). Total Tier 1 capital, plus Tier 2 capital, constitutes total risk-based capital.

The required minimum ratios are as follows:

- Common equity Tier 1 capital ratio (common equity Tier 1 capital to total risk-weighted assets) of 4.5%
- Tier 1 Capital Ratio (Tier 1 capital to total risk-weighted assets) of 6%
- Total capital ratio (total capital to total risk-weighted assets) of 8%; and
- Leverage ratio (Tier 1 capital to average total consolidated assets) of 4%

The new capital guidelines also provide that all covered banking organizations must maintain a new capital conservation buffer of common equity Tier 1 capital in an amount greater than 2.5% of total risk-weighted assets to avoid being subject to limitations on capital distributions and discretionary bonus payments to executive officers. The phase-in of the capital conservation buffer requirement began on January 1, 2016.

The final regulatory capital rules also incorporate these changes in regulatory capital into the prompt corrective action framework, under which the thresholds for “adequately capitalized” banking organizations are equal to the new minimum capital requirements. Under this framework, in order to be considered “well capitalized”, insured depository institutions are required to maintain a Tier 1 leverage ratio of 5%, a common equity Tier 1 risk-based capital measure of 6.5%, a Tier 1 risk-based capital ratio of 8% and a total risk-based capital ratio of 10%.

The actual capital amounts and ratios as well as minimum amounts for each regulatory defined category for the Company and the Bank at December 31, 2017 and 2016 are as follows:

	<u>Actual</u>		<u>Minimum Capital Required - Basel III Phase-In Schedule</u>		<u>Minimum Capital Required - Basel III Fully Phased-In</u>		<u>To Be Well Capitalized Under Prompt Corrective Action Regulations</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
	(Dollars in thousands)							
<b>December 31, 2017</b>								
Carolina Financial Corporation								
CET1 capital (to risk weighted assets)	\$ 328,511	12.42%	152,145	5.750%	185,220	7.000%	N/A	N/A
Tier 1 capital (to risk weighted assets)	359,654	13.59%	191,835	7.250%	224,910	8.500%	N/A	N/A
Total capital (to risk weighted assets)	371,133	14.03%	244,755	9.250%	277,830	10.500%	N/A	N/A
Tier 1 capital (to total average assets)	359,654	12.38%	116,198	4.000%	116,198	4.000%	N/A	N/A
CresCom Bank								
CET1 capital (to risk weighted assets)	355,024	13.43%	152,035	5.750%	185,086	7.000%	171,865	6.50%
Tier 1 capital (to risk weighted assets)	355,024	13.43%	191,696	7.250%	224,747	8.500%	211,527	8.00%
Total capital (to risk weighted assets)	366,503	13.86%	244,578	9.250%	277,629	10.500%	264,408	10.00%
Tier 1 capital (to total average assets)	355,024	12.21%	116,312	4.000%	116,312	4.000%	145,390	5.00%

	<u>Actual</u>		<u>Minimum Capital Required - Basel III Phase-In Schedule</u>		<u>Minimum Capital Required - Basel III Fully Phased-In</u>		<u>To Be Well Capitalized Under Prompt Corrective Action Regulations</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
	(Dollars in thousands)							
<b>December 31, 2016</b>								
Carolina Financial Corporation								
CET1 capital (to risk weighted assets)	\$ 157,876	12.87%	62,859	5.125%	85,857	7.000%	N/A	N/A
Tier 1 capital (to risk weighted assets)	172,876	14.09%	81,257	6.625%	104,254	8.500%	N/A	N/A
Total capital (to risk weighted assets)	183,564	14.97%	105,788	8.625%	128,785	10.500%	N/A	N/A
Tier 1 capital (to total average assets)	172,876	10.49%	65,911	4.000%	65,911	4.000%	N/A	N/A
CresCom Bank								
CET1 capital (to risk weighted assets)	169,222	13.81%	62,811	5.125%	85,791	7.000%	79,663	6.50%
Tier 1 capital (to risk weighted assets)	169,222	13.81%	81,195	6.625%	104,174	8.500%	98,046	8.00%
Total capital (to risk weighted assets)	179,910	14.68%	105,706	8.625%	128,686	10.500%	122,558	10.00%
Tier 1 capital (to total average assets)	169,222	10.30%	65,701	4.000%	65,701	4.000%	82,126	5.00%

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), and equity to assets ratio (average equity divided by average total assets) for the three years ended December 31, 2017, 2016, and 2015.

	<u>For the Years Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Return on average assets	<b>1.24%</b>	1.14%	1.11%
Return on average equity	<b>10.17%</b>	11.61%	14.15%
Average equity to average assets ratio	<b>12.18%</b>	9.84%	7.82%

The following table provides the amount of dividends and payout ratios (dividends declared divided by net income) for the years ended December 31, 2017, 2016, and 2015.

	<u>For the Years Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Shareholder dividends declared	<b>\$ 2,920,000</b>	\$ 1,616,000	\$ 1,142,000
Dividend payout ratios	<b>10.22%</b>	9.20%	10.29%



We retain earnings to have capital sufficient to grow our loan and investment portfolios and to support certain acquisitions or other business expansion opportunities as they arise. The dividend payout ratio is calculated by dividing dividends paid during the year by net income for the year.

### **Off Balance Sheet Arrangements**

Through the operations of our Bank, we have made contractual commitments to extend credit in the ordinary course of our business activities. These commitments are legally binding agreements to lend money to our customers at predetermined interest rates for a specified period of time. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon extension of credit, is based on our credit evaluation of the borrower. Collateral varies but may include accounts receivable, inventory, property, plant and equipment, commercial and residential real estate. We manage the credit risk on these commitments by subjecting them to normal underwriting and risk management processes.

At December 31, 2017, we had issued commitments to extend credit of approximately \$422.1 million through various types of lending arrangements. There were 52 standby letters of credit included in the commitments for \$4.4 million. Fixed rate commitments were \$136.5 million and variable rate commitments were \$289.5 million.

Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. A significant portion of the unfunded commitments relate to consumer equity lines of credit and commercial lines of credit. Based on historical experience, we anticipate that a portion of these lines of credit will not be funded.

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

### **Market Risk Management and Interest Rate Risk**

The effective management of market risk is essential to achieving the Company's objectives. As a financial institution, the Company's most significant market risk exposure is interest rate risk. The primary objective of managing interest rate risk is to minimize the effect that changes in interest rates have on net income. This is accomplished through active asset and liability management, which requires the strategic pricing of asset and liability accounts and management of appropriate maturity mixes of assets and liabilities. The expected result of these strategies is the development of appropriate maturity and re-pricing opportunities in those accounts to produce consistent net income during periods of changing interest rates. The Bank's asset/liability management committee ("ALCO") monitors loan, investment and liability portfolios to ensure comprehensive management of interest rate risk. These portfolios are analyzed for proper fixed-rate and variable-rate mixes under various interest rate scenarios. The asset/liability management process is designed to achieve relatively stable net interest margins and assure liquidity by coordinating the volumes, maturities or re-pricing opportunities of interest-earning assets, deposits and borrowed funds. It is the responsibility of the ALCO to determine and achieve the most appropriate volume and mix of interest-earning assets and interest-bearing liabilities, as well as ensure an adequate level of liquidity and capital, within the context of corporate performance goals. The ALCO meets regularly to review the Company's interest rate risk and liquidity positions in relation to present and prospective market and business conditions, and adopts funding and balance sheet management strategies that are intended to ensure that

the potential impact on earnings and liquidity as a result of fluctuations in interest rates is within acceptable standards. The Board of Directors also sets policy guidelines and establishes long-term strategies with respect to interest rate risk exposure and liquidity.

The Company uses interest rate sensitivity analysis to measure the sensitivity of projected net interest income to changes in interest rates. Management monitors the Company's interest sensitivity by means of a computer model that incorporates current volumes, average rates earned and paid, and scheduled maturities, payments of asset and liability portfolios, together with multiple scenarios of prepayments, repricing opportunities and anticipated volume growth. Interest rate sensitivity analysis shows the effect that the indicated changes in interest rates would have on net interest income as projected for the next twelve months under the current interest rate environment. The resulting change in net interest income reflects the level of sensitivity that net interest income has in relation to changing interest rates.

As of December 31, 2017, the following table summarizes the forecasted impact on net interest income using a base case scenario given upward movements in interest rates of 100, 200, and 300 basis points based on forecasted assumptions of prepayment speeds, nominal interest rates and loan and deposit repricing rates. Downward movements do not appear to be applicable due to the low interest rate environment experienced during 2016 and 2017. Estimates are based on current economic conditions, historical interest rate cycles and other factors deemed to be relevant. However, underlying assumptions may be impacted in future periods which were not known to management at the time of the issuance of the Consolidated Financial Statements. Therefore, management's assumptions may or may not prove valid. No assurance can be given that changing economic conditions and other relevant factors impacting our net interest income will not cause actual occurrences to differ from underlying assumptions. In addition, this analysis does not consider any strategic changes to our balance sheet which management may consider as a result of changes in market conditions.

Interest Rate Scenario		Annualized Hypothetical Percentage
Change	Prime Rate	Change in Net Interest Income
-2.00%	2.50%	-9.30%
-1.00%	3.50%	-3.70%
0.00%	4.50%	0.00%
1.00%	5.50%	0.40%
2.00%	6.50%	0.70%
3.00%	7.50%	0.90%

The primary uses of derivative instruments are related to the mortgage banking activities of the Company. As such, the Company holds derivative instruments, which consist of rate lock agreements related to expected funding of fixed-rate mortgage loans to customers (interest rate lock commitments) and forward commitments to sell mortgage-backed securities and individual fixed-rate mortgage loans. The Company's objective in obtaining the forward commitments is to mitigate the interest rate risk associated with the interest rate lock commitments and the mortgage loans that are held for sale. Derivatives related to these commitments are recorded as either a derivative asset or a derivative liability in the balance sheet and are measured at fair value. Both the interest rate lock commitments and the forward commitments are reported at fair value, with adjustments recorded in current period earnings in mortgage banking income within the noninterest income of the consolidated statements of operations. Derivative instruments not related to mortgage banking activities primarily relate to interest rate swap agreements.

When using derivatives to hedge fair value and cash flow risks, the Company exposes itself to potential credit risk from the counterparty to the hedging instrument. This credit risk is normally a small percentage of the notional amount and fluctuates as interest rates change. The Company analyzes and approves credit risk for all potential derivative counterparties prior to execution of any derivative transaction. The Company seeks to minimize credit risk by dealing with highly rated counterparties and by obtaining collateralization for exposures above certain predetermined limits. If significant counterparty risk is determined, the Company would adjust the fair value of the derivative recorded asset balance to consider such risk.

The derivative positions of the Company at December 31, 2017 and 2016 are as follows:

	<b>At December 31,</b>			
	<b>2017</b>		<b>2016</b>	
	<b>Fair Value</b>	<b>Notional Value</b>	<b>Fair Value</b>	<b>Notional Value</b>
	(In thousands)			
Derivative assets:				
Cash flow hedges:				
Interest rate swaps	\$ 644	45,000	421	30,000
Non-hedging derivatives:				
Interest rate swaps	964	50,000	532	20,000
Mortgage loan interest rate lock commitments	890	98,584	1,113	117,439
Mortgage loan forward sales commitments	305	23,401	153	94,001
Total derivative assets	<u>\$ 2,803</u>	<u>216,985</u>	<u>2,219</u>	<u>261,440</u>
Derivative liabilities:				
Non-hedging derivatives:				
Interest rate swaps	\$ 95	5,000	195	10,000
Mortgage-backed securities forward sales commitments	61	75,000	147	22,784
Total derivative liabilities	<u>\$ 156</u>	<u>80,000</u>	<u>342</u>	<u>32,784</u>

The Company has entered into interest rate swaps to reduce the exposure to variability in interest-related cash outflows attributable to changes in forecasted LIBOR based FHLB borrowings. These derivative instruments are designated as cash flow hedges. The hedged item is the LIBOR portion of the series of future adjustable rate borrowings over the term of the interest rate swap. Accordingly, changes to the amount of interest payment cash flows for the hedged transactions attributable to a change in credit risk are excluded from our assessment of hedge effectiveness. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. The Company has not recorded any hedge ineffectiveness since inception.

As of December 31, 2017, the Company had three outstanding interest rate derivatives with a notional value of \$45.0 million that were designated as cash flow hedges of interest rate risk with a weighted average remaining term of 6.43 years.

In the event that the forecasted transaction was no longer be probable, the Company would recognize a gain of \$644,000 directly into earnings, the current fair value, as of December 31, 2017.

### Contractual Obligations

The following table presents payment schedules for certain of our contractual obligations as of December 31, 2017. Operating lease obligations of \$28.2 million pertain to banking facilities and equipment. Certain lease agreements include payment of property taxes and insurance and contain various renewal options. Additional information regarding leases is contained in Note 14 of the audited consolidated financial statements. Trust Preferred subordinated debentures reflect the contractual principal owed excluding purchase accounting fair value adjustments.

	<u>Total</u>	<u>Less than 1 Year</u>	<u>1 to 3 Years</u>	<u>3 to 5 Years</u>	<u>More than 5 Years</u>
	(Dollars in thousands)				
Advances from FHLB	\$ 226,000	203,000	23,000	—	—
Interest rate swap - cash flow hedge derivative	45,000	—	—	15,000	30,000
Interest rate swap - non-hedging derivative	55,000	—	30,000	10,000	15,000
Subordinated debentures issued to Carolina Financial Capital Trust I, due 2032	5,155	—	—	—	5,155
Subordinated debentures issued to Carolina Financial Capital Trust II, due 2034	10,310	—	—	—	10,310
Subordinated debentures issued to Greer Capital Trust I, due 2034	6,186	—	—	—	6,186
Subordinated debentures issued to Greer Capital Trust II, due 2037	5,155	—	—	—	5,155
Subordinated debentures issued to FSB Preferred Trust I, due 2033	10,310	—	—	—	10,310
Operating lease obligations	28,218	2,327	4,500	3,581	17,810
Total	<u>\$ 391,334</u>	<u>205,327</u>	<u>57,500</u>	<u>28,581</u>	<u>99,926</u>

### Accounting, Reporting, and Regulatory Matters

Information regarding recent authoritative pronouncements that could impact the accounting, reporting, and/or disclosure of the financial information by the Company are included in Note 1 of the audited consolidated financial statements.

### Effect of Inflation and Changing Prices

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

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

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

See Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Market Risk and Interest Rate Sensitivity and – Liquidity and Capital Resources.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM



To the Stockholders and the Board of Directors of Carolina Financial Corporation:

#### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Carolina Financial Corporation and its subsidiary (the “Company”) as of December 31, 2017, and 2016, and the related consolidated statements of operations, comprehensive income, stockholders’ equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes to the consolidated financial statements and schedules (collectively, the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017, and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, 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 U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting under PCAOB standards. 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.

/s/ Elliott Davis, LLC

We have served as the Company’s auditor since 2010.

Greenville, South Carolina

March 16, 2018

**CAROLINA FINANCIAL CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

	<b>At December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
<b>ASSETS</b>		
Cash and due from banks	\$ 25,254	\$ 9,761
Interest-bearing cash	<u>55,998</u>	<u>14,591</u>
Cash and cash equivalents	81,252	24,352
Securities available-for-sale (cost of \$736,975 at December 31, 2017 and \$338,214 at December 31, 2016)	743,239	335,352
Federal Home Loan Bank stock, at cost	19,065	11,072
Other investments	3,446	1,768
Derivative assets	2,803	2,219
Loans held for sale	35,292	31,569
Loans receivable, net of allowance for loan losses of \$11,478 at December 31, 2017 and \$10,688 at December 31, 2016	2,308,050	1,167,578
Premises and equipment, net	61,407	37,054
Accrued interest receivable	11,992	5,373
Real estate acquired through foreclosure, net	3,106	1,179
Deferred tax assets, net	2,436	8,341
Mortgage servicing rights	21,003	15,032
Cash value life insurance	57,195	28,984
Core deposit intangible	19,601	3,658
Goodwill	127,592	4,266
Other assets	<u>21,538</u>	<u>5,939</u>
Total assets	<u><u>\$ 3,519,017</u></u>	<u><u>\$ 1,683,736</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities:</b>		
Noninterest-bearing deposits	\$ 525,615	\$ 229,905
Interest-bearing deposits	<u>2,079,314</u>	<u>1,028,355</u>
Total deposits	2,604,929	1,258,260
Short-term borrowed funds	340,500	203,000
Long-term debt	72,259	38,465
Derivative liabilities	156	342
Drafts outstanding	7,324	6,223
Advances from borrowers for insurance and taxes	3,005	1,058
Accrued interest payable	1,126	327
Reserve for mortgage repurchase losses	1,892	2,880
Dividends payable to stockholders	1,051	502
Accrued expenses and other liabilities	<u>11,394</u>	<u>9,489</u>
Total liabilities	<u><u>3,043,636</u></u>	<u><u>1,520,546</u></u>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred stock, par value \$.01; 1,000,000 authorized at December 31, 2017 and December 31, 2016; no shares issued or outstanding	—	—
Common stock, par value \$.01; 25,000,000 shares authorized at December 31, 2017 and December 31, 2016; 21,022,202 and 12,548,328 issued and outstanding at December 31, 2017 and December 31, 2016, respectively	210	125
Additional paid-in capital	348,037	66,156
Retained earnings	123,537	98,451
Accumulated other comprehensive income (loss)	<u>3,597</u>	<u>(1,542)</u>
Total stockholders' equity	<u><u>475,381</u></u>	<u><u>163,190</u></u>
Total liabilities and stockholders' equity	<u><u>\$ 3,519,017</u></u>	<u><u>\$ 1,683,736</u></u>

*See accompanying notes to consolidated financial statements.*

**CAROLINA FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>For the Years</b>		
	<b>Ended December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
(In thousands, except share data)			
Interest income			
Loans	\$ 79,300	51,137	41,020
Investment securities	14,941	9,274	8,176
Dividends from Federal Home Loan Bank stock	496	374	328
Federal Funds sold	7	5	—
Other interest income	343	124	80
Total interest income	<u>95,087</u>	<u>60,914</u>	<u>49,604</u>
Interest expense			
Deposits	9,387	5,972	4,367
Short-term borrowed funds	1,888	509	331
Long-term debt	1,978	2,272	1,906
Total interest expense	<u>13,253</u>	<u>8,753</u>	<u>6,604</u>
Net interest income	<u>81,834</u>	<u>52,161</u>	<u>43,000</u>
Provision for loan losses	779	—	—
Net interest income after provision for loan losses	<u>81,055</u>	<u>52,161</u>	<u>43,000</u>
Noninterest income			
Mortgage banking income	15,140	17,226	17,417
Deposit service charges	4,643	3,688	3,496
Net loss on extinguishment of debt	—	(1,868)	(1,251)
Net gain on sale of securities	933	706	1,493
Fair value adjustments on interest rate swaps	382	590	(1,111)
Net increase in cash value life insurance	1,116	902	726
Mortgage loan servicing income	6,790	5,748	5,313
Other	4,912	2,305	1,596
Total noninterest income	<u>33,916</u>	<u>29,297</u>	<u>27,679</u>
Noninterest expense			
Salaries and employee benefits	37,827	31,475	28,629
Occupancy and equipment	10,347	7,942	7,228
Marketing and public relations	1,417	1,428	1,434
FDIC insurance	721	702	698
Recovery of mortgage loan repurchase losses	(900)	(1,000)	(1,000)
Legal expense	507	306	407
Other real estate (income) expense, net	54	(20)	138
Mortgage subservicing expense	1,986	1,857	1,634
Amortization of mortgage servicing rights	2,966	2,312	1,986
Merger related expenses	8,301	3,245	—
Other	10,219	7,793	8,045
Total noninterest expense	<u>73,445</u>	<u>56,040</u>	<u>49,199</u>
Income before income taxes	<u>41,526</u>	<u>25,418</u>	<u>21,480</u>
Income tax expense	12,961	7,848	7,060
Net income	<u>\$ 28,565</u>	<u>17,570</u>	<u>14,420</u>
Earnings per common share:			
Basic	<u>\$ 1.75</u>	<u>1.45</u>	<u>1.51</u>
Diluted	<u>\$ 1.73</u>	<u>1.42</u>	<u>1.48</u>
Average common shares outstanding:			
Basic	<u>16,317,501</u>	<u>12,080,128</u>	<u>9,537,358</u>
Diluted	<u>16,550,357</u>	<u>12,352,246</u>	<u>9,718,356</u>

*See accompanying notes to consolidated financial statements.*



**CAROLINA FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<b>For the Years</b>		
	<b>Ended December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
	(In thousands)		
Net income	\$ 28,565	17,570	14,420
Other comprehensive income (loss), net of tax:			
Unrealized (losses) gains on securities	10,047	(3,681)	(939)
Tax effect	(3,620)	1,322	338
Reclassification adjustment for gains included in earnings	(933)	(706)	(1,493)
Tax effect	334	252	537
Unrealized gains on interest rate swaps designated as cash flow hedges	223	241	180
Tax effect	(80)	(87)	(65)
Transfer from held-to-maturity to available-for-sale securities	—	1,023	1,604
Tax effect	—	(368)	(580)
Accretion of unrealized losses on held-to-maturity securities previously recognized in other comprehensive income	—	—	151
Tax effect	—	—	(55)
Other comprehensive loss, net of tax	<u>5,971</u>	<u>(2,004)</u>	<u>(322)</u>
Comprehensive income	<u>\$ 34,536</u>	<u>15,566</u>	<u>14,098</u>

*See accompanying notes to consolidated financial statements.*

**CAROLINA FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

	Common Stock		Additional	Retained	Accumulated	Total
	Shares	Amount	Paid-in Capital	Earnings	Other Comprehensive Income (Loss)	
	(In thousands, except share data)					
Balance, December 31, 2014	9,717,043	\$ 97	23,194	69,625	784	93,700
Issuance of common stock, net of offering expenses	2,262,296	23	32,133	—	—	32,156
Stock awards	37,491	—	—	—	—	—
Vested stock awards surrendered in cashless exercise	(7,289)	—	(42)	(44)	—	(86)
Stock options exercised	14,016	—	70	—	—	70
Excess tax benefit in connection with equity awards	—	—	189	—	—	189
Stock-based compensation expense, net	—	—	874	—	—	874
Net income	—	—	—	14,420	—	14,420
Dividends declared to stockholders	—	—	—	(1,142)	—	(1,142)
Other comprehensive income, net of tax	—	—	—	—	(322)	(322)
Balance, December 31, 2015	12,023,557	120	56,418	82,859	462	139,859
Stock awards	39,056	—	—	—	—	—
Vested stock awards surrendered in cashless exercise	(26,555)	—	(120)	(362)	—	(482)
Stock options exercised	3,360	—	27	—	—	27
Stock issued - Congaree Bancshares, Inc. merger	508,910	5	8,545	—	—	8,550
Excess tax benefit in connection with equity awards	—	—	15	—	—	15
Stock-based compensation expense, net	—	—	1,271	—	—	1,271
Net income	—	—	—	17,570	—	17,570
Dividends declared to stockholders	—	—	—	(1,616)	—	(1,616)
Other comprehensive loss, net of tax	—	—	—	—	(2,004)	(2,004)
Balance, December 31, 2016	12,548,328	125	66,156	98,451	(1,542)	163,190
Issuance of common stock, net of offering expenses	1,807,143	18	47,653	—	—	47,671
Stock awards	113,768	1	107	—	—	108
Vested stock awards surrendered in cashless exercise	(59,700)	—	(398)	(1,391)	—	(1,789)
Stock options exercised	600	—	10	—	—	10
Stock issued - Greer Bancshares, Inc. merger	1,789,523	18	54,205	—	—	54,223
Stock issued - First South Bancorp, Inc. merger	4,822,540	48	178,646	—	—	178,694
Stock-based compensation expense, net	—	—	1,658	—	—	1,658
Net income	—	—	—	28,565	—	28,565
Dividends declared to stockholders	—	—	—	(2,920)	—	(2,920)
Other comprehensive loss, net of tax	—	—	—	—	5,971	5,971
Reclassification of AOCI due to statutory tax rate change	—	—	—	832	(832)	—
<b>Balance, December 31, 2017</b>	<b>21,022,202</b>	<b>\$ 210</b>	<b>348,037</b>	<b>123,537</b>	<b>3,597</b>	<b>475,381</b>

*See accompanying notes to consolidated financial statements.*

**CAROLINA FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the Years Ended December 31,		
	2017	2016	2015
	(In thousands)		
Cash flows from operating activities:			
Net income	\$ 28,565	17,570	14,420
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	779	—	—
Deferred income tax expense (benefit)	8,226	800	(307)
Amortization of unearned discount/premiums on investments, net	3,856	3,039	3,416
Accretion of deferred loan fees	(1,279)	(674)	(955)
Accretion of acquired loans	(4,286)	(814)	—
Amortization of core deposit intangibles	1,037	407	343
Gain on sale of available-for-sale securities, net	(933)	(706)	(1,493)
Mortgage banking income	(15,140)	(17,226)	(17,417)
Originations of loans held for sale	(909,627)	(972,422)	(1,060,241)
Proceeds from sale of loans held for sale	922,431	999,853	1,076,796
Loss on extinguishment of debt	—	1,868	1,251
Provision for mortgage loan repurchase losses	(900)	(1,000)	(1,000)
Mortgage loan losses paid, net of recoveries	(88)	4	(123)
Fair value adjustments on interest rate swaps	(382)	(590)	1,111
Stock-based compensation	1,658	1,271	874
Increase in cash surrender value of bank owned life insurance	(1,116)	(902)	(726)
Depreciation	2,756	1,972	1,778
(Gain) loss on disposals of premises and equipment	23	(1)	11
Gain on sale of real estate acquired through foreclosure	(33)	(88)	(10)
Write-down of real estate acquired through foreclosure	—	15	—
Originations of mortgage servicing assets	(6,061)	(5,911)	(3,238)
Amortization of mortgage servicing rights	2,966	2,312	1,986
(Increase) decrease in:			
Accrued interest receivable	(6,619)	(754)	(705)
Other assets	(29,271)	(1,737)	416
Increase (decrease) in:			
Accrued interest payable	799	(28)	21
Dividends payable to stockholders	549	141	118
Accrued expenses and other liabilities	(6,588)	2,365	(5,224)
Cash flows (used in) provided by operating activities	<u>(8,678)</u>	<u>28,764</u>	<u>11,102</u>

*Continued*

**CAROLINA FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED**

	For the Years Ended December 31,		
	2017	2016	2015
	(In thousands)		
Cash flows from investing activities:			
Activity in available-for-sale securities:			
Purchases	\$ (345,778)	(165,510)	(207,316)
Maturities, payments and calls	77,781	57,909	52,906
Proceeds from sales	173,727	99,113	105,840
Activity in held-to-maturity securities:			
Purchases	—	—	(497)
Maturities, payments and calls	—	—	199
Increase in other investments	(37)	(29)	(973)
Increase in Federal Home Loan Bank stock	(6,400)	(804)	(4,514)
Increase in loans receivable, net	(182,467)	(180,077)	(144,812)
Purchase of premises and equipment	(7,002)	(3,714)	(3,329)
Proceeds from disposals of premises and equipment	—	1	34
Proceeds from sale of real estate acquired through foreclosure	660	3,898	2,182
Purchase of bank owned life insurance	(25)	(25)	(6,025)
Distribution of bank owned life insurance	—	—	175
Net cash received for acquisitions	122,320	3,668	—
Cash flows used in investing activities	<u>(167,221)</u>	<u>(185,570)</u>	<u>(206,130)</u>
Cash flows from financing activities:			
Net increase in deposit accounts	83,230	137,407	67,338
Net increase in Federal Home Loan Bank advances	100,772	13,632	104,249
Principal repayment of subordinated debt	—	—	(1,575)
Net increase (decrease) in drafts outstanding	1,101	4,069	(1,166)
Net increase in advances from borrowers for insurance and taxes	1,947	417	28
Cash dividends paid on common stock	(2,371)	(1,475)	(781)
Proceeds from issuance of common stock	47,671	—	32,156
Net increase in excess tax benefit in connection with equity awards	439	454	189
Proceeds from exercise of stock options	10	27	70
Cash flows provided by financing activities	<u>232,799</u>	<u>154,531</u>	<u>200,508</u>
Net (decrease) increase in cash and cash equivalents	<u>56,900</u>	<u>(2,275)</u>	<u>5,480</u>
Cash and cash equivalents, beginning of year	<u>24,352</u>	<u>26,627</u>	<u>21,147</u>
Cash and cash equivalents, end of year	<u>\$ 81,252</u>	<u>24,352</u>	<u>26,627</u>
Supplemental disclosure			
Cash paid for:			
Interest on deposits and borrowed funds	\$ 12,454	8,759	6,583
Income taxes paid, net of refunds	11,521	7,101	7,160
Transfer of loans receivable to real estate acquired through foreclosure	2,554	2,630	1,307
Transfer of held-to-maturity securities to available-for-sale securities	—	16,955	12,652
Acquisitions:			
Assets acquired, net of cash	\$ 1,356,242	100,554	—
Liabilities assumed	1,345,119	92,203	—
Net (liabilities) assets	11,123	8,351	—
Goodwill and fair value acquisition adjustments	123,325	4,266	—

*See accompanying notes to consolidated financial statements.*

## NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Organization

Carolina Financial Corporation (“Carolina Financial” or the “Company”), incorporated under the laws of the State of Delaware, is a financial holding company with one wholly-owned subsidiary, CresCom Bank (the “Bank”). CresCom Bank operates five wholly-owned subsidiaries, Crescent Mortgage Company, Carolina Services Corporation of Charleston (“Carolina Services”), DTFS, Inc., CresCom Insurance, LLC and CresCom Leasing, LLC. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, the Bank. In consolidation, all material intercompany accounts and transactions have been eliminated. The results of operations of the businesses acquired in transactions accounted for as purchases are included only from the dates of acquisition. All majority-owned subsidiaries are consolidated unless control is temporary or does not rest with the Company.

At December 31, 2017, statutory business trusts (“Trusts”) created or acquired by the Company had outstanding trust preferred securities with an aggregate par value of \$36,000,000. The principal assets of the Trusts are \$37,116,000 of the Company’s subordinated debentures with identical rates of interest and maturities as the trust preferred securities. The Trusts have issued \$1,116,000 of common securities to the Company and are included in other investments in the accompanying consolidated balance sheets. The Trusts are not consolidated subsidiaries of the Company.

### Management’s Estimates

The financial statements are prepared in accordance with generally accepted accounting principles in the United States of America which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, including valuation for impaired loans, business combination accounting, the valuation of real estate acquired in connection with foreclosure or in satisfaction of loans, the valuation of securities, the valuation of derivative instruments, the valuation of mortgage servicing rights, the determination of the reserve for mortgage loan repurchase losses, asserted and unasserted legal claims and deferred tax assets or liabilities. In connection with the determination of the allowance for loan losses and foreclosed real estate, management obtains independent appraisals for significant properties. Management must also make estimates in determining the estimated useful lives and methods for depreciating premises and equipment.

Management uses available information to recognize losses on loans and foreclosed real estate. However, future additions to the allowance may be necessary based on changes in local economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Bank’s allowances for loan losses and foreclosed real estate. Such agencies may require the Bank to recognize additions to the allowances based on their judgments about information available to them at the time of their examination. Because of these factors, it is reasonably possible that the allowances for loan losses and foreclosed real estate may change materially in the near term.

### Subsequent Events

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the statement of financial condition but arose after that date and warrant disclosure. Management has reviewed events occurring through the date the financial statements were issued and no subsequent events occurred requiring accrual or disclosure except as noted below:

On January 24, 2018, the Company declared a quarterly cash dividend of \$0.05 per share payable on its common stock. The cash dividend will be payable on April 6, 2018 to stockholders of record as of March 16, 2018.

### Cash and Cash Equivalents

Cash and cash equivalents consists of cash and due from banks and interest-bearing cash with banks. Substantially all of the interest-bearing cash at December 31, 2017 and 2016 consists of Federal Reserve Bank of Richmond (“FRB”) and Federal Home Loan Bank of Atlanta (“FHLB”) overnight deposits. Cash and cash equivalents have maturities of three months or less. Accordingly, the carrying amount of such instruments is considered a reasonable estimate of fair value. The Bank is required to maintain average balances on hand or with the FRB. There were no reserve requirements at December 31, 2017 or December 31, 2016.

### Securities

Investment securities are classified into three categories: (a) Held-to-Maturity – debt securities that the Company has positive intent and ability to hold to maturity, which are reported at amortized cost; (b) Trading – debt and equity securities that are bought and held principally for the purpose of selling them in the near term, which are reported at fair value, with unrealized gains and losses included in earnings; and (c) Available-for-Sale – debt and equity securities that may be sold under certain conditions, which are reported at fair value, with unrealized gains and losses excluded from earnings and reported in accumulated other comprehensive income.

The Company determines the category of the investment at the time of purchase. If a security is transferred from available-for-sale to held-to-maturity, the fair value at the time of transfer becomes the held-to-maturity security’s new cost basis. Premiums and discounts on securities are accreted and amortized as an adjustment to interest yield over the estimated life of the security using a method which approximates a level yield. Dividends and interest income are recognized when earned. Unrealized losses on securities, reflecting a decline in value judged by the Company to be other-than-temporary, are charged to income in the consolidated statements of operations.

The cost basis of securities sold is determined by specific identification. Purchases and sales of securities are recorded on a trade date basis.

## Loans Held for Sale

The Company's residential mortgage lending activities for sale in the secondary market are comprised of accepting residential mortgage loan applications, qualifying borrowers to standards established by investors, funding residential mortgage loans and selling mortgage loans to investors under pre-existing commitments. Loans held for sale are recorded at fair value. Origination fees and costs are recognized in earnings at the time of origination for loans held for sale that are recorded at fair value. Fair value is derived from observable current market prices, when available, and includes loan servicing value. When observable market prices are not available, the Company uses judgment and estimates fair value using internal models, in which the Company uses its best estimates of assumptions it believes would be used by market participants in estimating fair value. Adjustments to reflect unrealized gains and losses resulting from changes in fair value and realized gains and losses upon ultimate sale of the loans are classified as mortgage banking income in the Consolidated Statements of Operations.

The Company issues rate lock commitments to borrowers on prices quoted by secondary market investors. Derivatives related to these commitments are recorded as either assets or liabilities in the balance sheet and are measured at fair value. Changes in the fair value of the derivatives are reported in current earnings or other comprehensive income depending on the purpose for which the derivative is held and whether the derivative qualifies for hedge accounting.

## Derivative Financial Instruments

Derivatives are recognized as either assets or liabilities and are recorded at fair value on the Company's Consolidated Balance Sheet. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and resulting designation. The Company's hedging policies permit the use of various derivative financial instruments to manage interest rate risk or to hedge specified assets and liabilities.

To qualify for hedge accounting, derivatives must be highly effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the derivative contract. If derivative instruments are designated as fair value hedges, and such hedges are highly effective, both the change in the fair value of the hedge and the hedged item are included in current earnings. If derivative instruments are designated as cash flow hedges, fair value adjustments related to the effective portion are recorded in other comprehensive income and are reclassified to earnings when the hedged transaction is reflected in earnings. Ineffective portions of cash flow hedges are reflected in earnings as they occur. Actual cash receipts and/or payments and related accruals on derivatives related to hedges are recorded as adjustments to the interest income or interest expense associated with the hedged item. During the life of the hedge, the Company formally assesses whether derivatives designated as hedging instruments continue to be highly effective in offsetting changes in the fair value or cash flows of hedged items. If it is determined that a hedge has ceased to be highly effective, the Company will discontinue hedge accounting prospectively. At such time, previous adjustments to the carrying value of the hedged item are reversed into current earnings and the derivative instrument is reclassified to a trading position recorded at fair value. For derivatives not designated as hedges, changes in fair value are recognized in earnings, in non-interest income.

For additional discussion related to the determination of fair value related to derivative instruments, see Note 5.

### Loans Receivable, Net

Loans that management has originated and has the intent and ability to hold for the foreseeable future are reported at their outstanding principal balances net of any unearned income, charge-offs, deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans. The net amount of nonrefundable loan origination fees, commitment fees and certain direct costs associated with the lending process are deferred and amortized to interest income over the contractual lives of the loans using methods that approximate a level yield or noninterest income when the loan is sold. Discounts and premiums on purchased loans are recognized in interest income over the estimated life of the loans using methods that approximate a level yield, or noninterest income when the loan is sold. Commercial loans and substantially all installment loans accrue interest on the unpaid balance of the loans.

A loan is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral-dependent. When the fair value of the impaired loan is less than the recorded investment in the loan, the impairment is recorded through a specific reserve allocation that is a component of the allowance for loan losses. A loan is charged-off against the allowance for loan losses when all meaningful collection efforts have been exhausted and the loan is viewed as uncollectible in the immediate or foreseeable future.

Acquired credit impaired loans are initially recorded at a discount to recognize the difference in the fair value of the loans and the contractual balance. The discount includes a component to recognize the absolute difference between the contractual value and the amount expected to be collected (total cash flow) as well as a component to recognize the net present value of that future amount to be collected. The net present value component is accretable into income and, therefore, generates a yield on all acquired credit impaired loans, regardless of past due status. Therefore, acquired credit impaired loans are considered to be accruing. Acquired credit impaired loans that are greater than 90 days past due are placed into the greater than 90 days past due and still accruing category when analyzing the aging status of the loan portfolio. See Note 6 – Loans Receivable, Net for further detail.

### Troubled Debt Restructurings (“TDRs”)

The Company designates loan modifications as TDRs when, for economic or legal reasons related to the borrower's financial difficulties, it grants a concession to the borrower that it would not otherwise consider. Loans on nonaccrual status at the date of modification are initially classified as nonaccrual TDRs. Loans on accruing status at the date of modification are initially classified as accruing TDRs at the date of modification, if the note is reasonably assured of repayment and performance is in accordance with its modified terms. Such loans may be designated as nonaccrual loans subsequent to the modification date if reasonable doubt exists as to the collection of interest or principal under the restructuring agreement. Nonaccrual TDRs are returned to accrual status when there is economic substance to the restructuring, there is well documented credit evaluation of the borrower's financial condition, the remaining balance is reasonably assured of repayment in accordance with its modified terms, and the borrower has demonstrated repayment performance in accordance with the modified terms for a reasonable period of time (generally a minimum of six months).



### Nonperforming Assets

Nonperforming assets include loans on which interest is not being accrued, accruing loans that are 90 days or more delinquent and foreclosed property. Foreclosed property consists of real estate and other assets acquired as a result of a borrower's loan default. Loans are generally placed on nonaccrual status when concern exists that principal or interest is not fully collectible, or when any portion of principal or interest becomes 90 days past due, whichever occurs first. Loans past due 90 days or more may remain on accrual status if management determines that concern over the collectability of principal and interest is not significant. When loans are placed on nonaccrual status, interest receivable is reversed against interest income in the current period. Interest payments received thereafter are applied as a reduction to the remaining principal balance as long as concern exists as to the ultimate collection of the principal. Loans are removed from nonaccrual status when they become current as to both principal and interest and when concern no longer exists as to the collectability of principal or interest.

Assets acquired as a result of foreclosure are initially recorded at fair value less estimated selling costs at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Gains and losses on the sale of assets acquired through foreclosure and related revenue and expenses of these assets are included in noninterest expense in other real estate expenses, net.

### Allowance for Loan Losses

The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired. These analyses involve a high degree of judgment in estimating the amount of loss associated with specific loans, including estimating the amount and timing of future cash flows and collateral values. Impaired loans are evaluated for impairment using the discounted cash flow methodology or based on the net realizable value of the underlying collateral. Impaired loans are individually reviewed on a quarterly basis to determine the level of impairment.

Factors considered by management in determining impaired loans 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.

If a loan has impairment, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. For collateral-dependent loans, the measurement of impairment was based on the net investment of the loan compared to the fair value of the collateral less estimated selling costs. In most cases, the fair value of the collateral was based on appraised value. When appropriate, the fair value was based on the probable sales price of the collateral when sale of the collateral was imminent or contracted sales price if the collateral is subject to a binding sales contract as of the end of the quarter.

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. The Company considers the actual loss history experience over the trailing twenty quarters to determine the historical loss experience used in the general component. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries for the most recent sixteen quarters; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations.

While management uses the best information available to establish the allowance for loan losses, future adjustments to the allowance may be necessary if economic conditions differ substantially from the assumptions used in making the valuations or, if required by regulators, based upon information available to them at the time of their examinations. Such adjustments to original estimates, as necessary, are made in the period in which these factors and other relevant considerations indicate that loss levels may vary from previous estimates.

#### Business Combinations and Method of Accounting for Loans Acquired

The Company accounts for its acquisitions under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 805, *Business Combinations*, which requires the use of the acquisition method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the acquired loans is recorded on the acquisition date because the fair value of the loans acquired incorporates assumptions regarding credit risk. As provided for under GAAP, management has up to twelve months following the date of the acquisition to finalize the fair values of acquired assets and assumed liabilities. Once management has finalized the fair values of acquired assets and assumed liabilities within this twelve month period, management considers such values to be the Day 1 fair values ("Day 1 Fair Values").

There are two methods to account for acquired loans as part of a business combination. Acquired loans that contain evidence of credit deterioration on the date of purchase are carried at the net present value of expected future proceeds in accordance with ASC 310-30. All other acquired loans are recorded at their initial fair value, adjusted for subsequent advances, pay downs, amortization or accretion of any premium or discount on purchase, charge-offs and any other adjustment to carrying value in accordance with ASC 310-20.

In determining the Day 1 Fair Values of acquired loans without evidence of credit deterioration at the date of acquisition, management includes (i) no carryover of any previously recorded allowance for loan losses and (ii) an adjustment of the unpaid principal balance to reflect an appropriate market rate of interest,

given the risk profile and grade assigned to each loan. This adjustment will be accreted into earnings as a yield adjustment, using the effective yield method, over the remaining life of each loan.

To the extent that current information indicates it is probable that the Company will collect all amounts according to the contractual terms thereof, such loan is not considered impaired and is not considered in the determination of the required allowance for loan losses. To the extent that current information indicates it is probable that the Company will not be able to collect all amounts according to the contractual terms thereon, such loan is considered impaired and is considered in the determination of the required level of allowance for loan and lease losses.

Subsequent to the acquisition date, increases in cash flows expected to be received in excess of the Company's initial estimates are reclassified from nonaccretable difference to accretable yield and are accreted into interest income on a level-yield basis over the remaining life of the loan. Decreases in cash flows expected to be collected are recognized as impairment through the provision for loan losses.

#### Goodwill and Core Deposit Intangible

Goodwill represents the excess of the purchase price over the fair value of the net identifiable assets acquired in a business combination. Goodwill is not amortized but instead is subject to review for impairment annually, or more frequently if deemed necessary. Also in connection with business combinations, the Company records core deposit intangibles, representing the value of the acquired core deposit base. Core deposit intangibles are amortized over their estimated useful lives ranging up to 10 years.

#### Mortgage Servicing Rights, Fees and Costs

The Company initially measures servicing assets and liabilities retained related to the sale of residential loans held for sale ("mortgage servicing rights") at fair value, if practicable. For subsequent measurement purposes, the Company measures servicing assets and liabilities based on the lower of cost or market using the amortization method.

Mortgage servicing rights are amortized in proportion to, and over the period of, estimated net servicing income. The amortization of the mortgage servicing rights is analyzed periodically and is adjusted to reflect changes in prepayment rates and other estimates.

The Company evaluates potential impairment of mortgage servicing rights based on the difference between the carrying amount and current estimated fair value of the servicing rights. In determining impairment, the Company aggregates all servicing rights and stratifies them into tranches based on predominant risk characteristics. If impairment exists, a valuation allowance is established for any excess of amortized cost over the current estimated fair value by a charge to income. If the Company later determines that all or a portion of the impairment no longer exists for a particular tranche, a reduction of the allowance may be recorded as an increase to income.

Service fee income is recorded for fees earned for servicing mortgage loans under servicing agreements with the Federal National Mortgage Association ("FNMA"), the Federal Home Loan Mortgage Corporation ("FHLMC"), Government National Mortgage Association ("GNMA") and certain private investors. The fees are based on a contractual percentage of the outstanding principal balance of the loans serviced and are recorded as income when received in noninterest income. Amortization of mortgage servicing rights and mortgage servicing costs are charged to expense when incurred.

### Guarantees

Standby letters of credit obligate the Company to meet certain financial obligations of its customers, under the contractual terms of the agreement, if the customers are unable to do so. Payment is only guaranteed under these letters of credit upon the borrower's failure to perform its obligations to the beneficiary. The Company can seek recovery of the amounts paid from the borrower; however, these standby letters of credit are generally not collateralized. Commitments under standby letters of credit are usually one year or less. At December 31, 2017 and 2016, the Company had recorded no liability for the current carrying amount of the obligation to perform as a guarantor; as such amounts are not considered material.

### Premises and Equipment, Net

Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the asset's estimated useful life. Estimated lives range up to forty years for buildings and improvements and up to ten years for furniture, fixtures and equipment. Maintenance and repairs are charged to expense as incurred. Improvements that extend the lives of the respective assets are capitalized. When property or equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts and the resulting gain or loss is reflected in income.

### Advertising

The Company expenses advertising costs as incurred. These expenses are reflected as marketing and public relations in the accompanying consolidated statements of operations.

### Income Taxes

The provision for income taxes is based upon income or loss before taxes for financial statement purposes, adjusted for nontaxable income and nondeductible expenses. Deferred income taxes have been provided when different accounting methods have been used in determining income for income tax purposes and for financial reporting purposes. Deferred tax assets and liabilities are recognized based on future tax consequences attributable to differences arising from the financial statement carrying values of assets and liabilities and their tax bases. In the event of changes in the tax laws, deferred tax assets and liabilities are adjusted in the period of the enactment of those changes, with the cumulative effects included in the current year's income tax provision.

Positions taken by the Company's tax returns may be subject to challenge by the taxing authorities upon examination. The benefits of uncertain tax positions are initially recognized in the financial statements only when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are both initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement with the tax authority, assuming full knowledge of the position and all relevant facts. The Company believes that its income tax filing positions taken or expected to be taken in its tax returns will more likely than not be sustained upon audit by the taxing authorities and does not anticipate any adjustments that will result in a material adverse impact on the Company's financial condition, results of operations, or cash flow. Therefore, no reserves for uncertain tax positions have been recorded. The Company's federal income tax returns were not examined.

Interest and penalties on income tax uncertainties are classified within income tax expense in the statement of operations. There were no significant interest and penalties paid on income tax uncertainties during 2017 or 2016.

It is management's belief that the realization of the remaining net deferred tax assets is more likely than not. Accordingly, no additional reserve was considered necessary. See Note 13 for additional information.

#### Drafts Outstanding

The Company invests excess funds on deposit at other banks (including amounts on deposit for payment of outstanding disbursement checks) on a daily basis in an overnight interest-bearing account. Accordingly, outstanding checks are reported as a liability.

#### Reserve for Mortgage Loan Repurchase Losses

The Company sells mortgage loans to various third parties, including government-sponsored entities, under contractual provisions that include various representations and warranties that typically cover ownership of the loan, compliance with loan criteria set forth in the applicable agreement, validity of the lien securing the loan, absence of delinquent taxes or liens against the property securing the loan, and similar matters. The Company may be required to repurchase the mortgage loans with identified defects, indemnify the investor or insurer, or reimburse the investor for credit loss incurred on the loan (collectively "repurchase") in the event of a material breach of such contractual representations or warranties. Risk associated with potential repurchases or other forms of settlement is managed through underwriting and quality assurance practices and by servicing mortgage loans to meet investor and secondary market standards.

The Company establishes mortgage repurchase reserves related to various representations and warranties that reflect management's estimate of losses based on a combination of factors. Such factors incorporate estimated levels of defects on internal quality assurance, default expectations, historical investor repurchase demand and appeals success rates, reimbursement by correspondent and other third party originators, changes in the regulatory repurchase framework and projected loss severity. The Company establishes a reserve at the time loans are sold and quarterly updates the reserve estimate during the estimated loan life.

The following table presents activity in the reserve for mortgage loan repurchase losses:

	<b>December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(In thousands)		
Beginning Balance	\$ 2,880	3,876	4,999
Losses paid	(88)	(21)	(165)
Recoveries	—	25	42
Recovery for mortgage repurchase losses	(900)	(1,000)	(1,000)
Ending balance	<u>\$ 1,892</u>	<u>2,880</u>	<u>3,876</u>

#### Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (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.

### Off-Balance-Sheet Financial Instruments

In the ordinary course of business, the Company entered into off-balance-sheet financial instruments consisting of commitments to extend credit, commitments under revolving credit agreements, and standby letters of credit. Such financial instruments are recorded in the financial statements when they are funded.

### Stock Compensation Plans

The Company can issue stock options, restricted stock, and restricted stock units under various plans to directors, officers and other key employees. The Company accounts for its stock compensation plans in accordance with ASC Topics 718 and 505. Under those provisions, the Company has adopted a fair value based method of accounting for employee stock compensation plans, whereby compensation cost is measured at the grant date based on the value of the award and is recognized on a straight-line basis over the service period, which is usually the vesting period, taking into account retirement eligibility. As a result, compensation expense relating to stock options and restricted stock is reflected in net income as part of “salaries and employee benefits” on the consolidated statements of operations.

### Earnings Per Common Share

Basic earnings per common share (“EPS”) represents income available to common stockholders’ divided by the weighted-average number of common shares outstanding during the year. Diluted earnings per common share reflects additional shares that would have been outstanding if dilutive potential shares had been issued. Potential shares that may be issued by the Company relate solely to outstanding stock options, restricted stock (non-vested shares), and warrants, and are determined using the treasury stock method. Under the treasury stock method, the number of incremental shares is determined by assuming the issuance of stock for the outstanding stock options and warrants, reduced by the number of shares assumed to be repurchased from the issuance proceeds, using the average market price for the year of the Company’s stock. Weighted-average shares for the basic and diluted EPS calculations have been reduced by the average number of unvested restricted shares.

On June 22, 2015, the Board of Directors of the Company declared a six-for-five stock split representing a 20% stock dividend to stockholders of record as of July 15, 2015, payable on July 31, 2015.

As such, all share, earnings per share, and per share data have been retroactively adjusted to reflect the stock splits for all periods presented in accordance with GAAP.

### Reclassification

Certain reclassifications of accounts reported for previous periods have been made in these consolidated financial statements. Such reclassifications had no effect on stockholders’ equity or the net income as previously reported.

### Recently Issued Accounting Pronouncements

In May 2014 and August 2015, the Financial Accounting Standards Board (“FASB”) issued guidance to change the recognition of revenue from contracts with customers. The core principle of the new guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. The guidance will be

effective for the Company for reporting periods beginning after December 15, 2017. The Company's revenue is comprised of net interest income and noninterest income. The scope of the guidance explicitly excludes net interest income as well as many other revenues for financial assets and liabilities including loans, leases, securities, and derivatives. Accordingly, the majority of our revenues will not be affected. The Company is currently assessing our revenue contracts related to revenue streams that are within the scope of the standard. Our accounting policies will not change materially since the principles of revenue recognition from the ASU are largely consistent with existing guidance and current practices applied by our businesses. We have not identified material changes to the timing or amount of revenue recognition. Based on the updated guidance, we do anticipate changes in our disclosures associated with our revenues. We will provide qualitative disclosures of our performance obligations related to our revenue recognition and we continue to evaluate disaggregation for significant categories of revenue in the scope of the guidance. The Company will apply the guidance during the first quarter of 2018 using a modified retrospective approach. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2016, the FASB amended the Financial Instruments topic of the Accounting Standards Codification to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company will apply the guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values will be applied prospectively to equity investments that exist as of the date of adoption of the amendments. The Company does not expect these amendments to have a material effect on its financial statements.

In February 2016, the FASB amended the Leases topic of the Accounting Standards Codification to revise certain aspects of recognition, measurement, presentation, and disclosure of leasing transactions. The amendments will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted.

We expect to adopt the guidance using the modified retrospective method and practical expedients for transition. The practical expedients allow us to largely account for our existing leases consistent with current guidance except for the incremental balance sheet recognition for lessees. We have started an initial evaluation of our leasing contracts and activities. We have also started developing our methodology to estimate the right-of use assets and lease liabilities, which is based on the present value of lease payments (the December 31, 2017 future minimum lease payments were \$28.2 million). We do not expect a material change to the timing of expense recognition, but we are early in the implementation process and will continue to evaluate the impact. We are evaluating our existing disclosures and may need to provide additional information as a result of adoption of the ASU.

In March 2016, the FASB amended the Revenue from Contracts with Customers topic of the ASC to clarify the implementation guidance on principal versus agent considerations and address how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. The amendments will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In April 2016, the FASB amended the Revenue from Contracts with Customers topic of the ASC to clarify guidance related to identifying performance obligations and accounting for licenses of intellectual property. The amendments will be effective for the Company for reporting periods beginning after

December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In May 2016, the FASB amended the Revenue from Contracts with Customers topic of the ASC to clarify guidance related to collectability, noncash consideration, presentation of sales tax, and transition. The amendments will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In June 2016, the FASB issued guidance to change the accounting for credit losses and modify the impairment model for certain debt securities. The amendments will be effective for the Company for reporting periods beginning after December 15, 2019. Early adoption is permitted for all organizations for periods beginning after December 15, 2018.

The Company will apply the amendments to the ASU through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption. While early adoption is permitted beginning in first quarter 2019, we do not expect to elect that option. We are evaluating the impact of the ASU on our consolidated financial statements. We expect the ASU will result in an increase in the recorded allowance for loan losses given the change to estimated losses over the contractual life of the loans adjusted for expected prepayments. The majority of the increase results from longer duration portfolios. In addition to our allowance for loan losses, we will also record an allowance for credit losses on debt securities instead of applying the impairment model currently utilized. The amount of the adjustments will be impacted by each portfolio's composition and credit quality at the adoption date as well as economic conditions and forecasts at that time.

In August 2016, the FASB amended the Statement of Cash Flows topic of the ASC to clarify how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments will be effective for the Company for fiscal years beginning after December 15, 2017 including interim periods within those fiscal years. The Company does not expect these amendments to have a material effect on its financial statements.

In October 2016, the FASB amended the Income Taxes topic of the ASC to modify the accounting for intra-entity transfers of assets other than inventory. The amendments will be effective for the Company for fiscal years beginning after December 15, 2017 including interim periods within those fiscal years. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In December 2016, the FASB issued technical corrections and improvements to the Revenue from Contracts with Customers Topic. These corrections make a limited number of revisions to several pieces of the revenue recognition standard issued in 2014. The effective date and transition requirements for the technical corrections will be effective for the Company for reporting periods beginning after December 15, 2017. The Company will apply the guidance using a modified retrospective approach. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2017, the FASB issued guidance to clarify the definition of a business in the Business Combinations topic of the Accounting Standards Codification with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendment is intended to address concerns that the existing definition of a business has been applied too broadly and has resulted in many transactions being recorded as business acquisitions



that in substance are more akin to asset acquisitions. The guidance will be effective for the Company for reporting periods beginning after December 15, 2017. Early adoption is permitted. The Company does not expect this amendment to have a material effect of the financial statements.

In January 2017, the FASB amended the Goodwill and Other Intangibles topic of the Accounting Standards Codification to simplify the accounting for goodwill impairment for public business entities and other entities that have goodwill reported in their financial statements and have not elected the private company alternative for the subsequent measurement of goodwill. The amendment removed Step 2 of the goodwill impairment test. The amount of goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The effective date and transition requirement for the technical corrections will be effect for the Company for reporting periods beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not expect this amendment to have a material effect on its financial statements.

In March 2017, the FASB amended the requirements in the Compensation – Retirement Benefits topic of the Accounting Standards Codification related to the income statement presentation of the components of net period benefit cost for an entities sponsored defined benefit pension or other postretirement plans. The amendments require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by pertinent employees during the period. The other components of net periodic benefit cost are required to be presented in the income statement separately from the service cost component. The amendments will be effective for the Company for interim and annual periods beginning after December 15, 2017. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In March 2017, the FASB amended the requirements in the Receivable – Nonrefundable Fees and Other Costs topic of the Accounting Standards Codification related to the amortization period for certain purchased callable debt securities held at a premium to the earliest call date. The amendments will effective for the Company for interim and annual periods beginning after December 15, 2018. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In May 2017, the FASB amended the requirements in the Compensation – Stock Compensation topic of the Accounting Standards Codification related to changes to the terms or conditions of a share-based payment award. The amendments provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The amendments will be effective for the Company for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2018, the FASB issued guidance related to the Income Statement – Reporting Comprehensive Income topic, which allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017, which was signed into law on December 22, 2017. The guidance will be effective for all annual and interim periods beginning January 1, 2019, with early adoption permitted. The Company chose to early adopt the new standard for the year ended December 31, 2017, as allowed under the new standard. The amount of the reclassification for the Company was \$832,000, as shown in the Consolidated Statements of Changes in Stockholders' Equity.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

### Risks and Uncertainties

In the normal course of its business, the Company encounters two significant types of risks: economic and regulatory. There are three main components of economic risk: interest rate risk, credit risk, and market risk. The Company is subject to interest rate risk to the degree that its interest-bearing liabilities mature or re-price at different speeds, or on a different basis, than its interest-earning assets. Credit risk is the risk of default on the loan portfolio or certain securities that results from borrowers' inability or unwillingness to make contractually required payments. Market risk reflects changes in the value of collateral underlying loans receivable and the valuation of real estate held by the Company. The Company is subject to the regulations of various governmental agencies. These regulations can and do change significantly from period to period. Periodic examinations by the regulatory agencies may subject the Company to further changes with respect to asset valuations, amounts of required loss allowances and operating restrictions from the regulators' judgments based on information available to them at the time of their examination.

## **NOTE 2 – BUSINESS COMBINATIONS**

### **Acquisition of First South**

On November 1, 2017, the Company acquired all of the common stock of First South Bancorp, Inc., the holding company for First South Bank, ("First South"). Under the terms of the merger agreement, each share of First South common stock was converted into 0.5064 shares of the Company's common stock.

The following table presents a summary of total consideration paid by the Company at the acquisition date (dollars in thousand).

Common stock issued (4,822,540 shares at \$36.85 per share)	\$ 177,711
Cash in lieu of fractional shares and fair value of stock options	983
Total consideration paid	<u>\$ 178,694</u>

The assets acquired and liabilities assumed from First South were recorded at their fair value as of the closing date of the merger. Fair values were preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding the closing date fair values became available. Goodwill of \$90.3 million was recorded at the time of the acquisition. The following table summarizes the consideration paid by the Company in the merger with First South and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date.

November 1, 2017	<u>As Reported by First South</u>	<u>Fair Value Adjustments</u> (In thousands)	<u>As Recorded by the Company</u>
<b>Assets</b>			
Cash and cash equivalents	\$ 66,109	—	66,109
Securities available-for-sale	186,038	—	186,038
Federal Home Loan Bank stock	1,593	—	1,593
Loans held for sale	1,282	—	1,282
Loans receivable	783,779	(24,620)(a)	759,159
Allowance for loan losses	(9,495)	9,495(b)	—
Premises and equipment	10,761	1,500(c)	12,261
Foreclosed assets	1,922	(556)(d)	1,366
Core deposit intangible	1,410	11,090(e)	12,500
Deferred tax asset, net	3,961	238(f)	4,199
Other assets	<u>33,552</u>	<u>(3,417)(g)</u>	<u>30,135</u>
Total assets acquired	<u>\$ 1,080,912</u>	<u>(6,270)</u>	<u>1,074,642</u>
<b>Liabilities</b>			
Deposits	\$ 952,573	78(h)	952,651
Borrowings	26,810	(1,439)(i)	25,371
Other liabilities	8,515	(284)(j)	8,231
Total liabilities assumed	<u>\$ 987,898</u>	<u>(1,645)</u>	<u>986,253</u>
Net identifiable assets acquired over liabilities assumed			88,389
Total consideration paid			<u>178,694</u>
Goodwill			<u>\$ 90,305</u>

#### Explanation of fair value adjustments:

- (a) Adjustment represents the amount necessary to adjust loans to their fair value due to interest rate and credit factors.
- (b) Adjustment reflects the elimination of First South's historical allowance for loan losses.
- (c) Adjustment reflects fair value adjustments on acquired branch and administrative offices based from the Company's assessment.
- (d) Adjustment reflects the impact of acquisition accounting fair value adjustments.
- (e) Adjustment reflects the fair value adjustment to record the estimated core deposit intangible based on the Company's assessment.
- (f) Adjustment reflects the tax impact of acquisition accounting fair value adjustments.
- (g) Adjustment reflects the fair value adjustment based on the Company's evaluation of acquired other assets.
- (h) Adjustment represents the fair value adjustment due to interest rate factors.
- (i) Adjustment represents the fair value adjustment due to interest rate factors.
- (j) Adjustment reflects the fair value adjustment based on the Company's evaluation of acquired other liabilities.

The table below summarizes the total contractually required principal and interest payments, management’s estimate of expected total cash payments and fair value of loans as of November 1, 2017 for purchased credit impaired (“PCI”) loans. Contractually required principal and interest payments have been adjusted for estimated payments.

Contractual principal and interest at acquisition	\$ 70,031
Nonaccretable difference	<u>6,226</u>
Expected cash flows at acquisition	63,805
Accretable yield	<u>2,513</u>
Basis in PCI loans at acquisition - estimated fair value	<u>\$ 61,292</u>

#### **Acquisition of Greer Bancshares Incorporated**

On March 18, 2017, the Company completed its acquisition of Greer Bancshares Incorporated (“Greer”), the holding company for Greer State Bank, pursuant to the Agreement and Plan of Merger, dated as of November 7, 2016. Under the terms of the merger agreement, each share of Greer common stock was converted into the right to receive \$18.00 in cash or 0.782 shares of the Company’s common stock, or a combination thereof, subject to certain limitations.

The following table presents a summary of total consideration paid by the Company at the acquisition date (dollars in thousand).

Common stock issued (1,789,523 shares at \$30.30 per share)	\$ 54,223
Cash payments to common stockholders	<u>4,422</u>
Total consideration paid	<u>\$ 58,645</u>

The assets acquired and liabilities assumed from Greer were recorded at their fair value as of the closing date of the merger. Fair values were preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding the closing date fair values became available. Goodwill of \$33.0 million was recorded at the time of the acquisition. The following table summarizes the consideration paid by the Company in the merger with Greer and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date.

<u>March 18, 2017</u>	<u>As Reported by Greer</u>	<u>Fair Value Adjustments</u> (In thousands)	<u>As Recorded by the Company</u>
<b>Assets</b>			
Cash and cash equivalents	\$ 42,187	—	42,187
Securities available-for-sale	121,374	—	121,374
Loans held for sale	105	—	105
Loans receivable	205,209	(10,559)(a)	194,650
Allowance for loan losses	(3,198)	3,198(b)	—
Premises and equipment	3,928	4,202(c)	8,130
Foreclosed assets	42	—	42
Core deposit intangible	—	4,480(d)	4,480
Deferred tax asset, net	3,831	(1,434)(e)	2,397
Other assets	11,367	(241)(f)	11,126
Total assets acquired	<u>\$ 384,845</u>	<u>(354)</u>	<u>384,491</u>
<b>Liabilities</b>			
Deposits	\$ 310,866	200(g)	311,066
Borrowings	43,712	(3,510)(h)	40,202
Other liabilities	7,086	512(i)	7,598
Total liabilities assumed	<u>\$ 361,664</u>	<u>(2,798)</u>	<u>358,866</u>
Net identifiable assets acquired over liabilities assumed			25,625
Total consideration paid			<u>58,645</u>
Goodwill			<u>\$ 33,020</u>

**Explanation of fair value adjustments:**

- (a) Adjustment represents the amount necessary to adjust loans to their fair value due to interest rate and credit factors.
- (b) Adjustment reflects the elimination of Greer's historical allowance for loan losses.
- (c) Adjustment reflects fair value adjustments on acquired branch and administrative offices based on the Company's assessment.
- (d) Adjustment reflects the fair value adjustment to record the estimated core deposit intangible based on the Company's assessment.
- (e) Adjustment reflects the tax impact of acquisition accounting fair value adjustments.
- (f) Adjustment reflects the fair value adjustment based on the Company's evaluation of acquired other assets.
- (g) Adjustment represents the fair value adjustment due to interest rate factors.
- (h) Adjustment represents the fair value adjustment due to interest rate factors.
- (i) Adjustment reflects the fair value adjustment based on the Company's evaluation of acquired other liabilities.

The following table presents additional information related to PCI loans acquired at March 18, 2017 (in thousands):

Contractual principal and interest at acquisition	\$ 32,061
Nonaccretable difference	<u>5,291</u>
Expected cash flows at acquisition	26,770
Accretable yield	<u>1,330</u>
Basis in PCI loans at acquisition - estimated fair value	<u>\$ 25,440</u>

**Acquisition of Congaree Bancshares, Inc.**

On June 11, 2016, the Company completed its acquisition of Congaree Bancshares, Inc. (“Congaree”), the holding company for Congaree State Bank, pursuant to the Agreement and Plan of Merger, dated as of January 5, 2016. Under the terms of the merger agreement, each share of Congaree common stock was converted into the right to receive \$8.10 in cash or 0.4806 shares of the Company’s common stock, or a combination thereof, subject to certain limitations.

The following table presents a summary of total consideration paid by the Company at the acquisition date (dollars in thousands).

Common stock issued (508,910 shares)	\$ 8,557
Cash payments to common stockholders	5,724
Preferred shares assumed and redeemed at par	1,564
Fair value of Congaree stock options assumed - paid out in cash	439
Total consideration paid	<u>\$ 16,284</u>

The following table presents the Congaree assets acquired and liabilities assumed as of June 11, 2016 as well as the related fair value adjustments and determination of goodwill.

	<u>As Reported by Congaree</u>	<u>Fair Value Adjustments</u> (In thousands)	<u>As Recorded by the Company</u>
<b>Assets</b>			
Cash and cash equivalents	\$ 11,394	—	11,394
Securities available-for-sale	9,453	(59)(a)	9,394
Loans	78,712	(4,111)(b)	74,601
Allowance for loan losses	(1,112)	1,112(c)	—
Premises and equipment	2,712	38(d)	2,750
Foreclosed assets	1,710	(250)(e)	1,460
Core deposit intangible	—	1,104(f)	1,104
Deferred tax asset	1,813	915(g)	2,728
Other assets	942	(152)(h)	790
Total assets acquired	<u>\$ 105,624</u>	<u>(1,403)</u>	<u>104,221</u>
<b>Liabilities</b>			
Deposits	\$ 89,227	98(i)	89,325
Borrowings	2,500	—	2,500
Other liabilities	378	—	378
Total liabilities assumed	<u>\$ 92,105</u>	<u>98</u>	<u>92,203</u>
Net assets acquired			12,018
Total consideration paid			16,284
Goodwill			<u>\$ 4,266</u>

**Explanation of fair value adjustments:**

- (a) Adjustment reflects opening fair value of securities portfolio, which was established as the new book basis of the portfolio.
- (b) Adjustment reflects the fair value adjustment based on the Company's assessment.
- (c) Adjustment reflects the elimination of Congaree's historical allowance for loan losses.
- (d) Adjustment reflects fair value adjustments on acquired branch and administrative offices based on the Company's assessment.
- (e) Adjustment reflects the fair value adjustment based on the Company's evaluation of the foreclosed assets.
- (f) Adjustment reflects the fair value adjustment to record the estimated core deposit intangible based on the Company's assessment.
- (g) Adjustment reflects the tax impact of acquisition accounting fair value adjustments.
- (h) Adjustment reflects the fair value adjustment based on the Company's evaluation of acquired other assets.
- (i) Adjustment reflects the fair value adjustment based on the Company's assessment.

The Congaree acquisition was accounted for under the acquisition method of accounting. The assets and liabilities of Congaree have been recorded at their estimated fair values and added to those of the Company for periods following the merger date.

The Company acquired \$104.2 million in assets at fair value, including \$74.6 million in loans, \$9.4 million in investment securities, and \$1.5 million in real estate acquired through foreclosure. The Company also assumed \$92.2 million of liabilities at fair value, including \$89.3 million of total deposits with a core deposit intangible asset recorded of \$1.1 million.

### Supplemental Pro Forma Information

The operating results of the Company include the operating results of the acquired assets and assumed liabilities since the date of acquisitions of First South, Greer and Congaree. The disclosures regarding results of operations for First South, Greer and Congaree subsequent to their respective acquisition dates are omitted as this information is not practical to obtain. The Company converted Greer and Congaree in the quarter following the acquisition date. The First South conversion is expected to occur during the first quarter of 2018.

The table below presents unaudited supplemental pro forma information as if the First South, Greer and Congaree acquisitions had occurred at the beginning of the earliest period presented, which was January 1, 2015 and were included for all periods presented, except for Congaree which is already included in historical information for 2017. Pro forma results include adjustments for amortization and accretion of fair value adjustments and do not include any projected cost savings or other anticipated benefits of the merger. Therefore, the pro forma financial information is not indicative of the results of operations that would have occurred had the transactions been effected on the assumed date. Pre-tax merger-related costs of \$8.3 million and \$3.2 million for the years ended December 31, 2017 and 2016, respectively, are included in the Company's Consolidated Statements of Operations and are not included in the pro forma statements below. There were no merger-related costs for the year ended December 31, 2015.

	<b>For The Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(In thousands, except share data)		
Net interest income <sup>(a)</sup>	\$ <b>122,739</b>	\$ 108,519	\$ 98,455
Net income <sup>(a)</sup>	\$ <b>43,435</b>	\$ 36,336	\$ 29,124
Weighted average shares outstanding:			
Basic <sup>(b)</sup>	<b>20,724,990</b>	18,917,650	16,658,791
Diluted <sup>(b)</sup>	<b>20,957,846</b>	19,189,768	16,839,789
Earnings per common share:			
Basic	\$ <b>2.10</b>	\$ 1.92	\$ 1.75
Diluted	\$ <b>2.07</b>	\$ 1.89	\$ 1.73

- (a) Supplemental pro forma net income includes the impact of certain fair value adjustments. Supplemental pro forma net income does not include assumptions on cost saves or impact of merger related expenses.
- (b) Weighted average shares outstanding include the full effect of the common stock issued in connection with the acquisitions as of the earliest reporting date.



In addition to the pre-tax merger-related costs included in the accompanying Consolidated Statements of Operations, the Company anticipates that it will incur an additional \$15 million of merger-related expense in fiscal 2018 related to the First South merger related to employment agreements and vendor agreement terminations.

The Company may refine its valuations of acquired First South and Greer assets and liabilities for up to one year following the merger date. As of December 31, 2017, there have been no measurement period adjustments recognized during the reporting period.

### NOTE 3 - CORE DEPOSIT INTANGIBLES

In connection with business combinations, the Company records core deposit intangibles, representing the value of the acquired core deposit base. As of December 31, 2017 and 2016, core deposit intangible was \$19.6 million and \$3.7 million, respectively. The estimated future amortization is subject to change to the extent management determines it is necessary to make adjustments to the carrying value or estimated useful life of the core deposit intangibles.

Amortization expense (in thousands) for core deposit intangible is expected to be as follows.

Year 1	\$ 3,139
Year 2	2,910
Year 3	2,682
Year 4	2,432
Year 5	2,200
Thereafter	6,088
Total	<u>\$ 19,451</u>

Amortization expense of \$1.0 million, \$407,000, and \$343,000 related to the core deposit intangible was recognized in 2017, 2016, and 2015 respectively.

#### NOTE 4 - SECURITIES

The amortized cost, gross unrealized gains, gross unrealized losses and fair value of investments securities available-for-sale at December 31, 2017 and 2016 follows:

	At December 31,							
	2017				2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)							
Securities available-for-sale:								
Municipal securities	\$ 240,904	6,790	(344)	247,350	92,792	1,475	(1,055)	93,212
US government agencies	11,983	34	(9)	12,008	3,438	—	(52)	3,386
Collateralized loan obligations	128,080	581	(18)	128,643	76,202	138	(91)	76,249
Corporate securities	6,891	115	—	7,006	474	17	—	491
Mortgage-backed securities:								
Agency	243,075	1,234	(714)	243,595	90,477	995	(486)	90,986
Non-agency	94,834	551	(260)	95,125	63,628	424	(188)	63,864
Total mortgage-backed securities	337,909	1,785	(974)	338,720	154,105	1,419	(674)	154,850
Trust preferred securities	11,208	1,132	(2,828)	9,512	11,203	545	(4,584)	7,164
Total	\$ 736,975	10,437	(4,173)	743,239	338,214	3,594	(6,456)	335,352

During the second quarter of 2016, the Company tainted its securities held-to-maturity portfolio as a result of a change in the intent to hold these securities until maturity to provide opportunities to maximize its asset utilization. As a result, the securities were moved to available-for-sale resulting in an increase to accumulated other comprehensive income of \$655,000 during 2016.

The amortized cost and fair value of debt securities by contractual maturity at December 31, 2017 follows:

	2017	
	Amortized Cost	Fair Value
	(In thousands)	
<b>Securities available-for-sale:</b>		
One to five years	\$ 16,790	16,785
Six to ten years	120,881	122,154
After ten years	599,304	604,300
Total	\$ 736,975	743,239

The contractual maturity dates of the securities were used for this table. No estimates were made to anticipate principal repayments.

Sales of investment securities available-for-sale for the years ended December 31, 2017 and 2016 are as follows.

	<b>For the Years Ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
Proceeds	\$ 173,727	99,113
Realized gains	1,519	1,003
Realized losses	(586)	(297)
Total investment securities gains, net	\$ 933	706

At December 31, 2017, the Company has no securities pledged for FHLB advances.

At December 31, 2017, the Company has pledged securities with a market value of \$178.2 million to secure public agency funds.

The gross unrealized losses and fair value of the Company's investments available-for-sale with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2017 are as follows:

	<b>At December 31, 2017</b>								
	<b>Less than 12 Months</b>			<b>12 Months or Greater</b>			<b>Total</b>		
	<b>Amortized Cost</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Amortized Cost</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Amortized Cost</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
	(In thousands)								
<b>Available-for-sale:</b>									
Municipal securities	\$ 23,849	23,631	(218)	3,606	3,480	(126)	27,455	27,111	(344)
US government agencies	1,681	1,672	(9)	—	—	—	1,681	1,672	(9)
Collateralized loan obligations	23,000	22,982	(18)	—	—	—	23,000	22,982	(18)
Mortgage-backed securities:									
Agency	107,501	107,011	(490)	17,484	17,260	(224)	124,985	124,271	(714)
Non-agency	21,874	21,704	(170)	9,889	9,799	(90)	31,763	31,503	(260)
Total mortgage-backed securities	129,375	128,715	(660)	27,373	27,059	(314)	156,748	155,774	(974)
Trust preferred securities	—	—	—	8,516	5,688	(2,828)	8,516	5,688	(2,828)
Total	\$ 177,905	177,000	(905)	39,495	36,227	(3,268)	217,400	213,227	(4,173)

The gross unrealized losses and fair value of the Company’s investments available-for-sale and held-to-maturity with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2016 are as follows:

	At December 31, 2016								
	Less than 12 Months			12 Months or Greater			Total		
	Amortized Cost	Fair Value	Unrealized Losses	Amortized Cost	Fair Value	Unrealized Losses	Amortized Cost	Fair Value	Unrealized Losses
	(In thousands)								
Available-for-sale:									
Municipal securities	\$ 40,479	39,424	(1,055)	—	—	—	40,479	39,424	(1,055)
US government agencies	3,438	3,386	(52)	—	—	—	3,438	3,386	(52)
Collateralized loan obligations	16,792	16,748	(44)	8,500	8,453	(47)	25,292	25,201	(91)
Mortgage-backed securities:									
Agency	33,323	32,960	(363)	10,125	10,002	(123)	43,448	42,962	(486)
Non-agency	9,357	9,240	(117)	8,801	8,730	(71)	18,158	17,970	(188)
Total mortgage-backed securities	42,680	42,200	(480)	18,926	18,732	(194)	61,606	60,932	(674)
Trust preferred securities	1,362	1,112	(250)	8,667	4,333	(4,334)	10,029	5,445	(4,584)
Total	\$ 104,751	102,870	(1,881)	36,093	31,518	(4,575)	140,844	134,388	(6,456)

The Company reviews its investment securities portfolio at least quarterly and more frequently when economic conditions warrant, assessing whether there is any indication of other-than-temporary impairment (“OTTI”). Factors considered in the review include estimated future cash flows, length of time and extent to which market value has been less than cost, the financial condition and near term prospect of the issuer, and our intent and ability to retain the security to allow for an anticipated recovery in market value. If the review determines that there is OTTI, then an impairment loss is recognized in earnings equal to the difference between the investment’s cost and its fair value at the balance sheet date of the reporting period for which the assessment is made, or a portion may be recognized in other comprehensive income. The fair value of investments on which OTTI is recognized then becomes the new cost basis of the investment.

As of December 31, 2017, trust preferred securities had an amortized cost of \$11.2 million and a fair value of \$9.5 million. For each trust preferred security, impairment testing is performed on a quarterly basis using a detailed cash flow analysis.

The major assumptions used during the quarterly impairment testing are described in the subsequent paragraph.

In 2009, the Company adopted a four year “burst” scenario for its modeled default rates (2010 - 2015) that replicated the default rates for the banking industry from the four peak years of the Savings and Loan crisis, which then reduced to 0.25% annually. The last year of the elevated default rate was 2014. The constant default rate used by the Company is now 0.25% annually. All issuers that were currently in deferral were presumed to be in default. Additionally, all defaults are assumed to have a 15% recovery after two years and 1% of the pool is presumed to prepay annually. If this analysis results in a present value of expected cash flows that is less than the book value of a security (that is, a credit loss exists), an OTTI is considered to have occurred. If there is no credit loss, any impairment is considered temporary. The cash flow analysis we performed used discount rates equal to the credit spread at the time of purchase for each security and then added the current 3-month LIBOR forward interest rate curve.

The underlying issuers in the pools were primarily financial institutions and to a lesser extent, insurance companies and real estate investment trusts. The Company owns both senior and mezzanine tranches in pooled trust preferred securities; however, the Company does not own any income notes. The senior and mezzanine tranches of trust preferred collateralized debt obligations generally have some protection from defaults in the form of over-collateralization and excess spread revenues, along with waterfall structures that redirect cash flows in the event certain coverage test requirements are failed. Generally, senior tranches have the greatest protection, with mezzanine tranches subordinated to the senior tranches, and income notes subordinated to the mezzanine tranches.

As of December 31, 2017, \$1.0 million of the pooled trust preferred securities were investment grade, \$6.6 million were below investment grade, and \$1.9 million were split-rated. As of December 31, 2016, \$0.8 million of the pooled trust preferred securities were investment grade, \$5.0 million were below investment grade and \$1.4 million were split-rated. In terms of risk-based capital calculation, the Company allocates additional risk-based capital to the below investment grade securities.

At December 31, 2017 and 2016, the Company had 135 and 81, respectively, individual investments available-for-sale that were in an unrealized loss position. The unrealized losses on the Company's investments in US government-sponsored agencies, municipal securities, mortgage-backed securities (agency and non-agency), and trust preferred securities summarized above were attributable primarily to changes in interest rates. Management has performed various analyses, including cash flows as needed, and determined that no OTTI expense was necessary during 2017, 2016, or 2015.

Management believes that there are no additional securities other-than-temporarily impaired at December 31, 2017. The Company does not intend to sell these securities and it is more likely than not that the Company will not be required to sell these securities before recovery of their amortized cost. Management continues to monitor these securities with a high degree of scrutiny. There can be no assurance that the Company will not conclude in future periods that conditions existing at that time indicate some or all of the securities may be sold or are other-than-temporarily impaired, which would require a charge to earnings in such periods.

The following table presents detail of non-marketable investments at December 31, 2017 and 2016.

	<b>At December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
Community Reinvestment Act fund	\$ 2,330	1,303
Investment in Statutory Business Trusts	<u>1,116</u>	<u>465</u>
Total other investments	<b>3,446</b>	1,768
Federal Home Loan Bank stock	<u>19,065</u>	11,072
Total non-marketable investments	<b><u>\$ 22,511</u></b>	<u>12,840</u>

The Company, as a member of the FHLB, is required to own capital stock in the FHLB based generally upon a membership-based requirement and an activity-based requirement. FHLB capital stock is pledged to secure FHLB advances. No secondary market exists for this stock, and it has no quoted market price. However, redemption through the FHLB of this stock has historically been at par value.

For additional information regarding the investments in statutory business trust, see Note 12-Long Term Debt.

## NOTE 5 – DERIVATIVES

In the ordinary course of business, the Company enters into various types of derivative transactions. The Company's primary uses of derivative instruments are related to the mortgage banking activities. As such, the Company holds derivative instruments, which consist of rate lock agreements related to expected funding of fixed-rate mortgage loans to customers (interest rate lock commitments) and forward commitments to sell mortgage-backed securities and individual fixed-rate mortgage loans. The Company's objective in obtaining the forward commitments is to mitigate the interest rate risk associated with the interest rate lock commitments and the mortgage loans that are held for sale. Derivative instruments not related to mortgage banking activities primarily relate to interest rate swap agreements.

The derivative positions of the Company at December 31, 2017 and December 31, 2016 are as follows:

	<b>At December 31,</b>			
	<b>2017</b>		<b>2016</b>	
	<b>Fair Value</b>	<b>Notional Value</b>	<b>Fair Value</b>	<b>Notional Value</b>
	(In thousands)			
Derivative assets:				
Cash flow hedges:				
Interest rate swaps	\$ 644	45,000	421	30,000
Non-hedging derivatives:				
Interest rate swaps	964	50,000	532	20,000
Mortgage loan interest rate lock commitments	890	98,584	1,113	117,439
Mortgage loan forward sales commitments	305	23,401	153	94,001
Total derivative assets	<u>\$ 2,803</u>	<u>216,985</u>	<u>2,219</u>	<u>261,440</u>
Derivative liabilities:				
Non-hedging derivatives:				
Interest rate swaps	\$ 95	5,000	195	10,000
Mortgage-backed securities forward sales commitments	61	75,000	147	22,784
Total derivative liabilities	<u>\$ 156</u>	<u>80,000</u>	<u>342</u>	<u>32,784</u>

### Non-Designated Hedges

#### *Derivative Loan Commitments and Forward Sales Commitments*

The Company enters into mortgage loan commitments that are also referred to as derivative loan commitments, if the loan that will result from exercise of the commitment will be held for sale upon funding. The Company enters into commitments to fund residential mortgage loans at specified rates and times in the future, with the intention that these loans will subsequently be sold in the secondary market.

Outstanding derivative loan commitments expose the Company to the risk that the price of the loans arising from exercise of the loan commitment might decline from inception of the rate lock to funding of the loan due to increases in mortgage interest rates. If interest rates increase, the value of these loan commitments typically decreases. Conversely, if interest rates decrease, the value of these loan commitments typically increases.

To protect against the price risk inherent in derivative loan commitments, the Company utilizes both “mandatory delivery” and “best efforts” forward loan sale commitments to mitigate the risk of potential decreases in the values of loans that would result from the exercise of the derivative loan commitments.

With a “mandatory delivery” contract, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price on or before a specified date. If the Company fails to deliver the amount of mortgages necessary to fulfill the commitment by the specified date, it is obligated to pay a “pair-off” fee, based on then-current market prices, to the investor to compensate the investor for the shortfall.

With a “best efforts” contract, the Company commits to deliver an individual mortgage loan of a specified principal amount and quality to an investor if the loan to the underlying borrower closes. Generally, the price the investor will pay the seller for an individual loan is specified prior to the loan being funded (e.g., on the same day the lender commits to lend funds to a potential borrower). The Company expects that these forward loan sale commitments will experience changes in fair value opposite to the change in fair value of derivative loan commitments.

Derivatives related to these commitments are recorded as either a derivative asset or a derivative liability on the balance sheet and are measured at fair value. Both the interest rate lock commitments and the forward commitments are reported at fair value, with adjustments recorded in current period earnings in mortgage banking income within the noninterest income in the consolidated statements of operations.

#### *Interest Rate Swaps*

The Company enters into interest rate swaps that do not meet the hedge accounting requirements and are recorded at fair value as a derivative asset or liability. Interest rate swaps that are not designated as hedges are primarily used to more closely match the interest rate characteristics of assets and liabilities and to mitigate the risks arising from timing mismatches between assets and liabilities including duration mismatches. Fair value changes are recognized in noninterest income as “fair value adjustment on interest rate swaps”. As of December 31, 2017, the Company had six outstanding stand-alone interest rate derivatives with a notional value of \$55.0 million and a weighted average remaining term of 3.91 years.

#### **Cash Flow Hedges of Interest Rate Risk**

The Company’s objectives in using certain interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The Company has entered into interest rate swaps to reduce the exposure to variability in interest-related cash outflows attributable to changes in forecasted LIBOR based FHLB borrowings. These derivative instruments are designated as cash flow hedges. The hedged item is the LIBOR portion of the series of

future adjustable rate borrowings over the term of the interest rate swap. Accordingly, changes to the amount of interest payment cash flows for the hedged transactions attributable to a change in credit risk are excluded from our assessment of hedge effectiveness. The Company tests for hedging effectiveness on a quarterly basis. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. The Company has not recorded any hedge ineffectiveness since inception.

As of December 31, 2017, the Company had three outstanding interest rate derivatives with a notional value of \$45.0 million that were designated as cash flow hedges of interest rate risk with a weighted average remaining term of 6.43 years.

### **Risk Management Objective of Using Derivatives**

When using derivatives to hedge fair value and cash flow risks, the Company exposes itself to potential credit risk from the counterparty to the hedging instrument. This credit risk is normally a small percentage of the notional amount and fluctuates as interest rates change. The Company analyzes and approves credit risk for all potential derivative counterparties prior to execution of any derivative transaction. The Company seeks to minimize credit risk by dealing with highly rated counterparties and by obtaining collateralization for exposures above certain predetermined limits. If significant counterparty risk is determined, the Company would adjust the fair value of the derivative recorded asset balance to consider such risk.

### **NOTE 6 - LOANS RECEIVABLE, NET**

We emphasize a range of lending services, including commercial and residential real estate mortgage loans, real estate construction loans, commercial and industrial loans, commercial leases, and consumer loans. Our customers are generally individuals and small to medium-sized businesses and professional firms that are located in or conduct a substantial portion of their business in our market areas. We have focused our lending activities primarily on the professional market, including doctors, dentists, small business to medium-sized owners and commercial real estate developers.

Certain credit risks are inherent in making loans. These include prepayment risks, risks resulting from uncertainties in the future value of collateral, risks resulting from changes in economic and industry conditions, and risks inherent in dealing with individual borrowers. We attempt to mitigate repayment risks by adhering to internal credit policies and procedures. These policies and procedures include officer and customer lending limits, with approval processes for larger loans, documentation examination, and follow-up procedures for any exceptions to credit policies. Our loan approval policies provide for various levels of officer lending authority. When the amount of aggregate loans to a single borrower exceeds the maximum senior officer's lending authority, the loan request will be considered by the management loan committee, or MLC, which is comprised of five members, all of whom are part of the senior management team of the Bank. The MLC meets weekly to approve loans with total loan commitments exceeding \$2.0 million. The loan authority of the MLC is equal to two-thirds of the legal lending limit of the Bank which is equivalent to the in-house loan limit. Total credit exposure above the in-house limit requires approval by the majority of the board of directors. We do not make any loans to any director, executive officer of the Bank, or the related interests of each, unless the loan is approved by the full Board of Directors of the Bank and is on terms not more favorable than would be available to a person not affiliated with the Bank.



The following is a description of the risk characteristics of the material loan portfolio segments:

**Residential Mortgage Loans and Home Equity Loans.** We generally originate and hold short-term and long-term first mortgages and traditional second mortgage residential real estate loans. Generally, we limit the loan-to-value ratio on our residential real estate loans to 80%. Loans over 80% LTV generally require private mortgage insurance. We offer fixed and adjustable rate residential real estate loans with terms of up to 30 years. We also offer a variety of lot loan options to consumers to purchase the lot on which they intend to build their home. The options available depend on whether the borrower intends to begin building within 12 months of the lot purchase or at an undetermined future date. We also offer traditional home equity loans and lines of credit. Our underwriting criteria for, and the risks associated with, home equity loans and lines of credit are generally the same as those for first mortgage loans. Home equity loans typically have terms of 10 years or less.

**Commercial Real Estate.** Commercial real estate loans generally have terms of five years or less, although payments may be structured on a longer amortization basis. We evaluate each borrower on an individual basis and attempt to determine their business risks and credit profile. We attempt to reduce credit risk in the commercial real estate portfolio by emphasizing loans on owner-occupied office and retail buildings where the loan-to-value ratio, established by independent appraisals, generally does not exceed 80%. We also generally require that a borrower's cash flow exceed 120% of monthly debt service obligations. In order to ensure secondary sources of payment and liquidity to support a loan request, we typically review all of the personal financial statements of the principal owners and require their personal guarantees.

**Real Estate Construction and Development Loans.** We offer fixed and adjustable rate residential and commercial construction loan financing to builders and developers and to consumers who wish to build their own home. The term of construction and development loans generally is limited to 18 months, although payments may be structured on a longer amortization basis. Most loans will mature and require payment in full upon the sale of the property. We believe that construction and development loans generally carry a higher degree of risk than long-term financing of existing properties because repayment depends on the ultimate completion of the project and usually on the subsequent sale of the property. We attempt to reduce risk associated with construction and development loans by obtaining personal guarantees and by keeping the maximum loan-to-value ratio at or below 65%-80% of the lesser of cost or appraised value, depending on the project type. Generally, we do not have interest reserves built into loan commitments but require periodic cash payments for interest from the borrower's cash flow.

**Commercial Loans.** We make loans for commercial purposes in various lines of businesses, including the manufacturing industry, service industry, and professional service areas. Commercial loans are generally considered to have greater risk than first or second mortgages on real estate because they may be unsecured, or if they are secured, the value of the collateral may be difficult to assess and more likely to decrease than real estate. Equipment loans typically will be made for a term of 10 years or less at fixed or variable rates, with the loan fully amortized over the term and secured by the financed equipment. Generally, we limit the loan-to-value ratio on these loans to 75% of cost. Working capital loans typically have terms not exceeding one year and usually are secured by accounts receivable, inventory, or personal guarantees of the principals of the business. For loans secured by accounts receivable or inventory, principal will typically be repaid as the assets securing the loan are converted into cash, and in other cases principal will typically be due at maturity. Trade letters of credit, standby letters of credit, and foreign exchange will generally be handled through a correspondent bank as agent for the Bank.

Our primary markets have provided limited opportunities for us to develop a commercial and industrial loan portfolio. The Company's primary markets are generally concentrated in real estate lending. However, in order to diversify our lending portfolio, the Company began a syndicated loan program in 2014 to purchase nationally syndicated commercial and industrial loans. These loans typically have terms of seven years and are generally tied to a floating rate index such as LIBOR or prime. To effectively manage this line of business, the Company hired an experienced senior lending executive with relevant experience to lead and manage this area of the loan portfolio. In addition, the Company engaged a consulting firm that specializes in syndicated loans to assist in monitoring performance analytics. As of December 31, 2017, there were approximately \$75.0 million in broadly syndicated loans outstanding. Syndicated loans are grouped within commercial business loans below. The Bank began originating leases, primarily on equipment utilized for business purposes, as a result of the First South acquisition. Lease terms generally range from 12 to 60 months and include options to purchase the leased equipment at the end of the lease. Most leases provide 100% of the cost of the equipment and are secured by the leased equipment. The Company requires the leased equipment to be insured and that we be listed as a loss payee and named as an additional insured on the insurance policy. We manage credit risk associated with our lease financing loan class based upon the dollar amount of the lease and the level of credit risk. We follow a formal review process which entails analysis of the following factors: equipment value/residual value, exposure levels, jurisdiction risk, industry risk, guarantor requirements, and regulatory compliance. As of December 31, 2017, there were approximately \$24.0 million in lease receivables outstanding. Lease receivables are grouped within commercial business loans below.

**Consumer Loans.** We make a variety of loans to individuals for personal and household purposes, including secured and unsecured installment loans and revolving lines of credit. Consumer loans are underwritten based on the borrower's income, current debt level, past credit history, and the availability and value of collateral. Consumer rates are both fixed and variable, with negotiable terms. Our installment loans typically amortize over periods up to 72 months. Although we typically require monthly payments of interest and a portion of the principal on our loan products, we will offer consumer loans with a single maturity date when a specific source of repayment is available. Consumer loans are generally considered to have greater risk than first or second mortgages on real estate because they may be unsecured, or, if they are secured, the value of the collateral may be difficult to assess and more likely to decrease in value than real estate.

Loans receivable, net at December 31, 2017 and 2016 are summarized by category as follows:

	At December 31, 2017		At December 31, 2016	
	Amount	% of Total Loans	Amount	% of Total Loans
<b>All Loans:</b>				
Loans secured by real estate:				
One-to-four family	\$ 665,774	28.70%	\$ 411,399	34.91%
Home equity	90,141	3.89%	36,026	3.06%
Commercial real estate	933,820	40.26%	445,344	37.80%
Construction and development	294,793	12.71%	115,682	9.82%
Consumer loans	19,990	0.86%	5,714	0.48%
Commercial business loans	315,010	13.58%	164,101	13.93%
Total gross loans receivable	<u>2,319,528</u>	<u>100.00%</u>	<u>1,178,266</u>	<u>100.00%</u>
Less:				
Allowance for loan losses	<u>11,478</u>		<u>10,688</u>	
Total loans receivable, net	<u>\$ 2,308,050</u>		<u>\$ 1,167,578</u>	

Loans receivable, net at December 31, 2017 and 2016 for purchased non-credit impaired loans and nonacquired loans are summarized by category as follows:

<b>Purchased Non-Credit Impaired Loans (ASC 310-20) and Nonacquired Loans:</b>	<b>At December 31, 2017</b>		<b>At December 31, 2016</b>	
	<b>Amount</b>	<b>% of Total Loans</b>	<b>Amount</b>	<b>% of Total Loans</b>
	(Dollars in thousands)			
Loans secured by real estate:				
One-to-four family	\$ 654,597	29.21%	\$ 405,807	35.05%
Home equity	89,961	4.01%	35,975	3.11%
Commercial real estate	891,469	39.77%	434,140	37.50%
Construction and development	287,437	12.83%	112,866	9.75%
Consumer loans	19,895	0.89%	5,677	0.49%
Commercial business loans	297,754	13.29%	163,214	14.10%
Total gross loans receivable	<u>2,241,113</u>	<u>100.00%</u>	<u>1,157,679</u>	<u>100.00%</u>
Less:				
Allowance for loan losses	11,478		10,688	
Total loans receivable, net	<u>\$ 2,229,635</u>		<u>\$ 1,146,991</u>	

Loans receivable, net at December 31, 2017 and 2016 for purchased credit impaired loans are summarized by category as follows:

<b>Purchased Credit Impaired Loans (ASC 310-30):</b>	<b>At December 31, 2017</b>		<b>At December 31, 2016</b>	
	<b>Amount</b>	<b>% of Total Loans</b>	<b>Amount</b>	<b>% of Total Loans</b>
	(Dollars in thousands)			
Loans secured by real estate:				
One-to-four family	\$ 11,177	14.25%	\$ 5,592	27.16%
Home equity	180	0.23%	51	0.25%
Commercial real estate	42,351	54.01%	11,204	54.42%
Construction and development	7,356	9.38%	2,816	13.68%
Consumer loans	95	0.12%	37	0.18%
Commercial business loans	17,256	22.01%	887	4.31%
Total gross loans receivable	<u>78,415</u>	<u>100.00%</u>	<u>20,587</u>	<u>100.00%</u>
Less:				
Allowance for loan losses	—		—	
Total loans receivable, net	<u>\$ 78,415</u>		<u>\$ 20,587</u>	

Included in the loan totals at December 31, 2017 and 2016 were \$962.3 million and \$119.4 million, respectively, in purchased loans. No allowance for loan losses related to the purchased loans is recorded on the acquisition date because the fair value of the loans purchased incorporates assumptions regarding credit risk. Subsequent to the purchase date and after any credit discounts have been fully used, the methods utilized to estimate the required allowance for loan losses are the same as originated loans.

There are two methods to account for purchased loans as part of a business combination. Purchased loans that contain evidence of credit deterioration on the date of purchase are carried at the net present value of expected future proceeds in accordance with ASC 310-30 and are considered purchased credit impaired (“PCI”) loans. All other purchased loans are recorded at their initial fair value, adjusted for subsequent

advances, pay downs, amortization or accretion of any premium or discount on purchase, charge-offs and any other adjustment to carrying value in accordance with ASC 310-20.

PCI loans are aggregated into pools of loans based on common risk characteristics such as the type of loan, payment status, or collateral type. The Company estimates the amount and timing of expected cash flows for each purchased loan pool and the expected cash flows in excess of the amount paid are recorded as interest income over the remaining life of the pool (accretable yield). The excess of the pool's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

Over the life of the loan pool, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

At December 31, 2017, the outstanding balance and recorded investment of PCI loans was \$93.8 million and \$78.4 million, respectively. The Company had no PCI loans prior to 2017.

The table below presents changes in the value of PCI loans for the year ended December 31, 2017.

	<b>At December 31, 2017</b>
	(In thousands)
Balance at beginning of period	\$ —
Fair value of PCI loans	<b>86,732</b>
Net reductions for payments, foreclosures, and accretion	<b>(8,317)</b>
Change in the allowance for loan losses on PCI loans	—
Balance at end of period, net of allowance for loan losses on PCI loans	<b><u>\$ 78,415</u></b>

The table below presents changes in the value of the accretable yield for PCI loans for the year ended December 31, 2017.

	<b>At December 31, 2017</b>
	(In thousands)
Accretable yield, beginning of period	\$ —
Additions	<b>14,472</b>
Accretion	<b>(1,936)</b>
Reclassification from nonaccretable balance, net	—
Other changes, net	—
Accretable yield, end of period	<b><u>\$ 12,536</u></b>

The composition of gross loans outstanding by rate type is as follows:

	<b>At December 31, 2017</b>		<b>At December 31, 2016</b>	
	(Dollars in thousands)			
Variable rate loans	<b>\$ 807,748</b>	<b>34.82%</b>	\$ 455,589	38.67%
Fixed rate loans	<b>1,511,780</b>	<b>65.18%</b>	722,677	61.33%
Total gross loans outstanding	<b><u>\$ 2,319,528</u></b>	<b><u>100.00%</u></b>	<u>\$ 1,178,266</u>	<u>100.00%</u>

The following table presents activity in the allowance for loan losses. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

Allowance for loan losses:

	At December 31, 2017							
	Loans Secured by Real Estate							
	One-to- four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Unallocated	Total
	(In thousands)							
Balance at January 1, 2017	\$ 2,636	197	3,344	1,132	80	2,805	494	10,688
Provision for loan losses	332	(32)	611	(12)	(27)	(84)	(9)	779
Charge-offs	(253)	—	—	—	(19)	—	—	(272)
Recoveries	4	3	31	81	45	119	—	283
Balance at December 31, 2017	\$ 2,719	168	3,986	1,201	79	2,840	485	11,478

	At December 31, 2016							
	Loans Secured by Real Estate							
	One-to- four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Unallocated	Total
	(In thousands)							
Balance at January 1, 2016	\$ 2,903	151	3,402	1,138	27	2,100	420	10,141
Provision for loan losses	(647)	46	(58)	(82)	82	585	74	—
Charge-offs	(84)	—	—	—	(53)	(127)	—	(264)
Recoveries	464	—	—	76	24	247	—	811
Balance at December 31, 2016	\$ 2,636	197	3,344	1,132	80	2,805	494	10,688

	At December 31, 2015							
	Loans Secured by Real Estate							
	One-to- four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Unallocated	Total
	(In thousands)							
Balance at January 1, 2015	\$ 2,888	221	3,283	1,069	30	1,430	114	9,035
Provision for loan losses	489	(220)	(231)	(320)	(21)	(3)	306	—
Charge-offs	(1,050)	—	—	(90)	(20)	(70)	—	(1,230)
Recoveries	576	150	350	479	38	743	—	2,336
Balance at December 31, 2015	\$ 2,903	151	3,402	1,138	27	2,100	420	10,141

The following table disaggregates our allowance for loan losses and recorded investment in loans by impairment methodology.

	Loans Secured by Real Estate							Unallocated	Total
	One-to-four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business			
(In thousands)									
<b>At December 31, 2017:</b>									
<b>Allowance for loan losses ending balances:</b>									
Individually evaluated for impairment	\$ 64	29	—	—	—	16	—	109	
Collectively evaluated for impairment	2,655	139	3,986	1,201	79	2,824	485	11,369	
	<u>\$ 2,719</u>	<u>168</u>	<u>3,986</u>	<u>1,201</u>	<u>79</u>	<u>2,840</u>	<u>485</u>	<u>11,478</u>	
<b>Loans receivable ending balances:</b>									
Individually evaluated for impairment	\$ 3,435	108	4,811	318	26	285	—	8,983	
Collectively evaluated for impairment	651,162	89,853	886,658	287,119	19,869	297,469	—	2,232,130	
Purchased Credit-Impaired Loans	11,177	180	42,351	7,356	95	17,256	—	78,415	
Total loans receivable	<u>\$665,774</u>	<u>90,141</u>	<u>933,820</u>	<u>294,793</u>	<u>19,990</u>	<u>315,010</u>	<u>—</u>	<u>2,319,528</u>	
<b>At December 31, 2016:</b>									
<b>Allowance for loan losses ending balances:</b>									
Individually evaluated for impairment	\$ 27	29	92	—	—	9	—	157	
Collectively evaluated for impairment	2,609	168	3,252	1,132	80	2,796	494	10,531	
	<u>\$ 2,636</u>	<u>197</u>	<u>3,344</u>	<u>1,132</u>	<u>80</u>	<u>2,805</u>	<u>494</u>	<u>10,688</u>	
<b>Loans receivable ending balances:</b>									
Individually evaluated for impairment	\$ 4,668	108	5,247	507	24	267	—	10,821	
Collectively evaluated for impairment	406,731	35,918	440,097	115,175	5,690	163,834	—	1,167,445	
Total loans receivable	<u>\$411,399</u>	<u>36,026</u>	<u>445,344</u>	<u>115,682</u>	<u>5,714</u>	<u>164,101</u>	<u>—</u>	<u>1,178,266</u>	

The following table presents impaired loans individually evaluated for impairment in the segmented portfolio categories as of December 31, 2017 and 2016. The recorded investment is defined as the original amount of the loan, net of any deferred costs and fees, less any principal reductions and direct charge-offs. Unpaid principal balance includes amounts previously included in charge-offs.

	<u>At and for the Year Ended December 31, 2017</u>				
	<u>Recorded</u>	<u>Unpaid</u>		<u>Average</u>	<u>Interest</u>
	<u>Investment</u>	<u>Principal</u>	<u>Related</u>	<u>Recorded</u>	<u>Income</u>
		<u>Balance</u>	<u>Allowance</u>	<u>Investment</u>	<u>Recognized</u>
			(In thousands)		
With no related allowance recorded:					
Loans secured by real estate:					
One-to-four family	\$ 2,725	2,846	—	2,134	80
Home equity	—	—	—	—	—
Commercial real estate	3,370	3,370	—	3,355	111
Construction and development	318	318	—	202	17
Consumer loans	26	26	—	18	1
Commercial business loans	113	114	—	41	4
	<u>6,552</u>	<u>6,674</u>	<u>—</u>	<u>5,750</u>	<u>213</u>
With an allowance recorded:					
Loans secured by real estate:					
One-to-four family	710	710	64	650	22
Home equity	108	108	29	108	—
Commercial real estate	1,441	1,441	—	1,466	82
Construction and development	—	—	—	—	—
Consumer loans	—	—	—	—	—
Commercial business loans	172	172	16	188	10
	<u>2,431</u>	<u>2,431</u>	<u>109</u>	<u>2,412</u>	<u>114</u>
Total:					
Loans secured by real estate:					
One-to-four family	3,435	3,556	64	2,784	102
Home equity	108	108	29	108	—
Commercial real estate	4,811	4,811	—	4,821	193
Construction and development	318	318	—	202	17
Consumer loans	26	26	—	18	1
Commercial business loans	285	286	16	229	14
	<u>\$ 8,983</u>	<u>9,105</u>	<u>109</u>	<u>8,162</u>	<u>327</u>

At and for the Year Ended December 31, 2016

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
(In thousands)					
With no related allowance recorded:					
Loans secured by real estate:					
One-to-four family	\$ 4,125	4,366	—	2,241	100
Home equity	—	—	—	—	—
Commercial real estate	4,011	4,011	—	3,896	217
Construction and development	507	507	—	496	1
Consumer loans	24	24	—	18	2
Commercial business loans	258	258	—	292	9
	<u>8,925</u>	<u>9,166</u>	<u>—</u>	<u>6,943</u>	<u>329</u>
With an allowance recorded:					
Loans secured by real estate:					
One-to-four family	543	543	27	553	19
Home equity	108	108	29	41	2
Commercial real estate	1,236	1,236	92	1,266	—
Construction and development	—	—	—	—	—
Consumer loans	—	—	—	—	—
Commercial business loans	9	9	9	9	—
	<u>1,896</u>	<u>1,896</u>	<u>157</u>	<u>1,869</u>	<u>21</u>
Total:					
Loans secured by real estate:					
One-to-four family	4,668	4,909	27	2,794	119
Home equity	108	108	29	41	2
Commercial real estate	5,247	5,247	92	5,162	217
Construction and development	507	507	—	496	1
Consumer loans	24	24	—	18	2
Commercial business loans	267	267	9	301	9
	<u>\$ 10,821</u>	<u>11,062</u>	<u>157</u>	<u>8,812</u>	<u>350</u>



At and for the Year Ended December 31, 2015

	Recorded Investment	Unpaid Principal Balance	Related Allowance (In thousands)	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Loans secured by real estate:					
One-to-four family	\$ 3,175	5,572	—	3,106	225
Home equity	—	28	—	59	32
Commercial real estate	10,681	11,226	—	11,003	698
Construction and development	25	1,863	—	225	1
Consumer loans	65	362	—	181	40
Commercial business loans	473	1,668	—	1,304	208
	<u>14,419</u>	<u>20,719</u>	<u>—</u>	<u>15,878</u>	<u>1,204</u>
With an allowance recorded:					
Loans secured by real estate:					
One-to-four family	793	793	15	522	25
Home equity	—	—	—	—	—
Commercial real estate	1,818	1,818	343	838	24
Construction and development	475	475	120	245	12
Consumer loans	—	—	—	—	—
Commercial business loans	9	9	9	66	3
	<u>3,095</u>	<u>3,095</u>	<u>487</u>	<u>1,671</u>	<u>64</u>
Total:					
Loans secured by real estate:					
One-to-four family	3,968	6,365	15	3,628	250
Home equity	—	28	—	59	32
Commercial real estate	12,499	13,044	343	11,841	722
Construction and development	500	2,338	120	470	13
Consumer loans	65	362	—	181	40
Commercial business loans	482	1,677	9	1,370	211
	<u>\$ 17,514</u>	<u>23,814</u>	<u>487</u>	<u>17,549</u>	<u>1,268</u>

The Company was not committed to advance additional funds in connection with impaired loans as of December 31, 2017 or 2016.

A loan is considered past due if the required principal and interest payment has not been received as of the due date. The following schedule is an aging of past due loans receivable by portfolio segment as of December 31, 2017 and 2016.

At December 31, 2017							
All Loans:	Real Estate Loans						
	One-to-four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Total
	(In thousands)						
30-59 days past due	\$ 8,139	1,350	1,358	2,328	108	366	13,649
60-89 days past due	1,025	109	421	—	129	185	1,869
90 days or more past due	2,580	117	689	2,482	21	59	5,948
Total past due	11,744	1,576	2,468	4,810	258	610	21,466
Current	654,030	88,565	931,352	289,983	19,732	314,400	2,298,062
Total loans receivable	\$ 665,774	90,141	933,820	294,793	19,990	315,010	2,319,528

At December 31, 2017							
Purchased Non-Credit Impaired Loans (ASC 310-20) and Nonacquired Loans:	Real Estate Loans						
	One-to-four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Total
	(In thousands)						
30-59 days past due	\$ 7,874	1,319	1,112	2,315	108	366	13,094
60-89 days past due	1,000	109	421	—	129	185	1,844
90 days or more past due	1,894	108	689	1,297	21	59	4,068
Total past due	10,768	1,536	2,222	3,612	258	610	19,006
Current	643,829	88,425	889,247	283,825	19,637	297,144	2,222,107
Total loans receivable	\$ 654,597	89,961	891,469	287,437	19,895	297,754	2,241,113

At December 31, 2017							
Purchased Credit Impaired Loans (ASC 310-30):	Real Estate Loans						
	One-to-four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Total
	(In thousands)						
30-59 days past due	\$ 265	31	246	13	—	—	555
60-89 days past due	25	—	—	—	—	—	25
90 days or more past due	686	9	—	1,185	—	—	1,880
Total past due	976	40	246	1,198	—	—	2,460
Current	10,201	140	42,105	6,158	95	17,256	75,955
Total loans receivable	\$ 11,177	180	42,351	7,356	95	17,256	78,415

At December 31, 2016

	Real Estate Loans						
	One-to-four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Total
	(In thousands)						
30-59 days past due	\$ 3,864	379	206	62	55	136	4,702
60-89 days past due	635	497	—	—	3	—	1,135
90 days or more past due	3,170	108	334	507	26	16	4,161
Total past due	7,669	984	540	569	84	152	9,998
Current	403,730	35,042	444,804	115,113	5,630	163,949	1,168,268
Total loans receivable	\$ 411,399	36,026	445,344	115,682	5,714	164,101	1,178,266

Loans are generally placed in nonaccrual status when the collection of principal and interest is 90 days or more past due, unless the obligation is both well-secured and in the process of collection. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest payments received while the loan is on nonaccrual are applied to the principal balance. No interest income was recognized on impaired loans subsequent to the nonaccrual status designation. A loan is returned to accrual status when the borrower makes consistent payments according to contractual terms and future payments are reasonably assured.

The following is a schedule of non-PCI loans receivable, by portfolio segment, on nonaccrual at December 31, 2017 and 2016.

	At December 31,	
	2017	2016
	(In thousands)	
Loans secured by real estate:		
One-to-four family	\$ 1,927	3,256
Home equity	108	108
Commercial real estate	1,540	1,703
Construction and development	51	507
Consumer loans	22	27
Commercial business loans	313	24
	\$ 3,961	5,625

There were no non-PCI loans past due 90 days or more and still accruing at December 31, 2017 or 2016.

The Company uses several metrics as credit quality indicators of current or potential risks as part of the ongoing monitoring of credit quality of its loan portfolio. The credit quality indicators are periodically reviewed and updated on a case-by-case basis. The Company uses the following definitions for the internal risk rating grades, listed from the least risk to the highest risk.

**Pass:** These loans range from minimal credit risk to average, however, still acceptable credit risk.

**Special mention:** A special mention loan has potential weaknesses that deserve management’s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or the institution’s credit position at some future date.

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

**Doubtful:** A doubtful loan has all of the weaknesses inherent in one classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of the currently existing facts, conditions and values, highly questionable and improbable.

The Company uses the following definitions:

**Nonperforming:** Loans on nonaccrual status plus loans greater than ninety days past due still accruing interest.

**Performing:** All current loans plus loans less than ninety days past due.

The following is a schedule of the credit quality of loans receivable, by portfolio segment, as of December 31, 2017 and 2016.

	At December 31, 2017						
	Real Estate Loans						
	One-to-four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	Total
	(In thousands)						
<b>Total Loans:</b>							
<b>Internal Risk Rating Grades:</b>							
Pass	\$ 658,031	89,919	898,328	287,491	19,817	296,038	2,249,624
Special Mention	4,086	30	28,670	4,201	35	12,339	49,361
Substandard	3,657	192	6,822	3,101	138	6,633	20,543
Total loans receivable	<u>\$ 665,774</u>	<u>90,141</u>	<u>933,820</u>	<u>294,793</u>	<u>19,990</u>	<u>315,010</u>	<u>2,319,528</u>
Performing	\$ 663,161	90,024	932,280	293,557	19,968	314,697	2,313,687
Nonperforming:							
90 days past due still accruing	686	9	—	1,185	—	—	1,880
Nonaccrual	1,927	108	1,540	51	22	313	3,961
Total nonperforming	<u>2,613</u>	<u>117</u>	<u>1,540</u>	<u>1,236</u>	<u>22</u>	<u>313</u>	<u>5,841</u>
Total loans receivable	<u>\$ 665,774</u>	<u>90,141</u>	<u>933,820</u>	<u>294,793</u>	<u>19,990</u>	<u>315,010</u>	<u>2,319,528</u>

At December 31, 2017							
Purchased Non-Credit Impaired Loans (ASC 310-20) and Nonacquired Loans:	Real Estate Loans						Total
	One-to- four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	
	(In thousands)						
<b>Internal Risk Rating</b>							
<b>Grades:</b>							
Pass	\$ 652,508	89,853	887,458	286,857	19,785	295,470	2,231,931
Special Mention	—	—	2,526	79	—	2,067	4,672
Substandard	2,089	108	1,485	501	110	217	4,510
Total loans receivable	<u>\$ 654,597</u>	<u>89,961</u>	<u>891,469</u>	<u>287,437</u>	<u>19,895</u>	<u>297,754</u>	<u>2,241,113</u>
Performing	\$ 652,670	89,853	889,929	287,386	19,873	297,441	2,237,152
Nonperforming:							
90 days past due still accruing	—	—	—	—	—	—	—
Nonaccrual	1,927	108	1,540	51	22	313	3,961
Total nonperforming	<u>1,927</u>	<u>108</u>	<u>1,540</u>	<u>51</u>	<u>22</u>	<u>313</u>	<u>3,961</u>
Total loans receivable	<u>\$ 654,597</u>	<u>89,961</u>	<u>891,469</u>	<u>287,437</u>	<u>19,895</u>	<u>297,754</u>	<u>2,241,113</u>

At December 31, 2017							
Purchased Credit Impaired Loans (ASC 310-30):	Real Estate Loans						Total
	One-to- four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	
	(In thousands)						
<b>Internal Risk Rating</b>							
<b>Grades:</b>							
Pass	\$ 5,523	66	10,870	634	32	568	17,693
Special Mention	4,086	30	26,144	4,122	35	10,272	44,689
Substandard	1,568	84	5,337	2,600	28	6,416	16,033
Total loans receivable	<u>\$ 11,177</u>	<u>180</u>	<u>42,351</u>	<u>7,356</u>	<u>95</u>	<u>17,256</u>	<u>78,415</u>
Performing	\$ 10,491	171	42,351	6,171	95	17,256	76,535
Nonperforming:							
90 days past due still accruing	686	9	—	1,185	—	—	1,880
Nonaccrual	—	—	—	—	—	—	—
Total nonperforming	<u>686</u>	<u>9</u>	<u>—</u>	<u>1,185</u>	<u>—</u>	<u>—</u>	<u>1,880</u>
Total loans receivable	<u>\$ 11,177</u>	<u>180</u>	<u>42,351</u>	<u>7,356</u>	<u>95</u>	<u>17,256</u>	<u>78,415</u>

At December 31, 2016

	Real Estate Loans						Total
	One-to-four family	Home equity	Commercial real estate	Construction and development	Consumer	Commercial business	
	(In thousands)						
<b>Internal Risk Rating</b>							
<b>Grades:</b>							
Pass	\$ 407,612	35,903	442,323	114,751	5,683	162,235	1,168,507
Special Mention	438	15	1,318	424	19	1,849	4,063
Substandard	3,349	108	1,703	507	12	17	5,696
Total loans receivable	<u>\$ 411,399</u>	<u>36,026</u>	<u>445,344</u>	<u>115,682</u>	<u>5,714</u>	<u>164,101</u>	<u>1,178,266</u>
Performing	\$ 408,143	35,918	443,641	115,175	5,687	164,077	1,172,641
Nonperforming:							
Nonaccrual	3,256	108	1,703	507	27	24	5,625
Total nonperforming	3,256	108	1,703	507	27	24	5,625
Total loans receivable	<u>\$ 411,399</u>	<u>36,026</u>	<u>445,344</u>	<u>115,682</u>	<u>5,714</u>	<u>164,101</u>	<u>1,178,266</u>

There were no purchased credit impaired loans under ASC 310-30 at December 31, 2016.

Activity in loans to officers, directors and other related parties for the years ended December 31, 2017 and 2016 is summarized as follows:

	At December 31,	
	2017	2016
	(In thousands)	
Balance at beginning of year	\$ 14,034	11,867
New loans	11,066	15,062
Repayments	(12,198)	(12,895)
Balance at end of year	<u>\$ 12,902</u>	<u>14,034</u>

In management's opinion, related party loans are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with an unrelated person and generally do not involve more than the normal risk of collectability.

Loans serviced for the benefit of others under loan participation arrangements amounted to \$4.2 million and \$1.3 million at December 31, 2017 and 2016, respectively.

### Troubled Debt Restructurings

There were two commercial real estate and one residential real estate loans designated as a troubled debt restructuring during the year ended December 31, 2017. All loans were designated as a troubled debt restructuring due to a change in payment structure. The pre-modification and post-modification recorded investment were \$804,315.

There were two commercial real estate loans designated as a troubled debt restructuring during the year ended December 31, 2016. All loans were designated as a troubled debt restructuring due to a change in payment structure. The pre-modification and post-modification recorded investment were \$196,000.

No loans restructured in the twelve months prior to December 31, 2017 or 2016 went into default during the period ended December 31, 2017 or 2016.

At December 31, 2017, there were \$6.5 million in loans designated as troubled debt restructurings of which \$5.3 million were accruing. At December 31, 2016, there were \$6.4 million in loans designated as troubled debt restructurings of which \$5.2 million were accruing.

#### NOTE 7 - PREMISES AND EQUIPMENT, NET

Premises and equipment, net at December 31, 2017 and 2016 consists of the following:

	<b>At December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
Land	\$ 15,093	10,139
Buildings	34,217	23,022
Furniture, fixtures and equipment	24,490	15,332
Construction in process	2,216	797
Total premises and equipment	76,016	49,290
Less: accumulated depreciation	(14,609)	(12,236)
Premises and equipment, net	<u>\$ 61,407</u>	<u>37,054</u>

Depreciation expense included in operating expenses for the years ended December 31, 2017, 2016, and 2015 amounted to \$2.8 million, \$2.0 million, and \$1.8 million, respectively. Construction in process, of approximately \$2.2 million, primarily relates to converting acquired branches to the Company's format and operating platform. There was no interest capitalized during fiscal year 2017 or 2016.

#### NOTE 8 - REAL ESTATE ACQUIRED THROUGH FORECLOSURE

Transactions in other real estate owned for the years ended December 31, 2017 and 2016 are summarized below:

	<b>At December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
Balance at beginning of year	\$ 1,179	2,374
Additions	2,554	2,630
Sales	(627)	(3,810)
Write downs	—	(15)
Balance at end of year	<u>\$ 3,106</u>	<u>1,179</u>

A summary of the composition of real estate acquired through foreclosure follows:

	<b>At December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
Real estate loans:		
One-to-four family	\$ 709	—
Construction and development	<u>2,397</u>	<u>1,179</u>
	<u>\$ 3,106</u>	<u>1,179</u>

#### **NOTE 9 – MORTGAGE SERVICING RIGHTS**

Mortgage loans serviced for others are not included in the accompanying Consolidated Balance Sheets. The value of mortgage servicing rights (“MSRs”) is included on the Company’s Consolidated Balance Sheets. The unpaid principal balances of loans serviced for others were \$2.8 billion and \$2.2 billion, respectively, at December 31, 2017 and 2016.

The economic estimated fair values of mortgage servicing rights were \$26.3 million and \$21.0 million, respectively, at December 31, 2017 and 2016.

The estimated fair value of servicing rights at December 31, 2017 was determined using a net servicing fee of 0.25%, discount rates ranging from 11.50% to 13.12%, constant prepayment rate (“CPR”) from 8.11% to 9.46%, depending upon the stratification of the specific servicing right, and a weighted average delinquency rate of 2.43% as determined by a third party. The estimated fair value of servicing rights at December 31, 2016 was determined using a net servicing fee of 0.26%, discount rates ranging from 12.01% to 13.01%, constant prepayment rate (“CPR”) from 6.87% to 7.60%, depending upon the stratification of the specific servicing right, and a weighted average delinquency rate of 1.55% as determined by a third party.

The following summarizes the activity in mortgage servicing rights, along with the aggregate activity in the related valuation allowances, for the years ended December 31, 2017 and 2016:

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
MSR beginning balance	\$ 15,032	11,433
Amount capitalized	6,061	5,911
Amount acquired	2,876	—
Amount amortized	<u>(2,966)</u>	<u>(2,312)</u>
MSR ending balance	<u>\$ 21,003</u>	<u>15,032</u>

There was no allowance for loss in fair value in mortgage servicing rights for the years ended December 31, 2017 and 2016.



Estimated amortization expense is presented below for the following subsequent years ended (in thousands):

Year 1	\$ 3,712
Year 2	3,629
Year 3	3,383
Year 4	3,315
Year 5	2,883
After Year 5	4,081
Total	<u>\$ 21,003</u>

The estimated amortization expense is based on current information regarding future loan payments and prepayments. Amortization expense could change in future periods based on changes in the volume of prepayments and economic factors.

At December 31, 2017 and 2016, servicing related impound funds of approximately \$34.1 million, and \$33.7 million, respectively, representing both principal and interest due investors and escrows received from borrowers, are on deposit in custodial accounts and are included in noninterest-bearing deposits in the accompanying financial statements.

At December 31, 2017 and 2016, the Company had a blanket bond coverage of \$10 million and an errors and omissions coverage of \$10 million.

#### NOTE 10 - DEPOSITS

Deposits outstanding by type of account at December 31, 2017 and 2016 are summarized as follows:

	At December 31,	
	2017	2016
	(In thousands)	
Noninterest-bearing demand accounts	\$ 525,615	229,905
Interest-bearing demand accounts	551,308	191,851
Savings accounts	213,142	48,648
Money market accounts	452,734	292,639
Certificates of deposit:		
Less than \$250,000	755,887	467,937
\$250,000 or more	106,243	27,280
Total certificates of deposit	862,130	495,217
Total deposits	<u>\$ 2,604,929</u>	<u>1,258,260</u>

The aggregate amount of brokered certificates of deposit was \$99.2 million and \$98.3 million at December 31, 2017 and 2016, respectively. Brokered certificates of deposit are included in the table above under certificates of deposit less than \$250,000. The aggregate amount of institutional certificates of deposit was \$39.1 million and \$44.3 million at December 31, 2017 and 2016, respectively.

The amounts and scheduled maturities of certificates of deposit at December 31, 2017 and 2016 are as follows:

	<u>At December 31,</u>	
	<u>2017</u>	<u>2016</u>
	(In thousands)	
Maturing within one year	\$ 493,525	255,429
Maturing one through three years	305,457	186,104
Maturing after three years	63,148	53,684
	<u>\$ 862,130</u>	<u>495,217</u>

Included in the schedules above were deposits acquired in the acquisition of Greer in March 2017 and First South in November 2017. See Note 2 “Business Combinations” for further details regarding the balances of deposits assumed.

At December 31, 2017, the Company has pledged securities with a market value of \$178.2 million to secure public agency funds.

#### **NOTE 11 – SHORT-TERM BORROWED FUNDS**

Short-term borrowed funds at December 31, 2017 and 2016 are summarized as follows:

	<u>At December 31,</u>			
	<u>2017</u>		<u>2016</u>	
	<u>Balance</u>	<u>Stated Interest Rate</u>	<u>Balance</u>	<u>Stated Interest Rate</u>
	(Dollars in thousands)			
Short-term FHLB advances	\$ 340,500	0.87%-2.71%	203,000	0.49%-1.20%
Total short-term borrowed funds	<u>\$ 340,500</u>		<u>203,000</u>	

Lines of credit with the FHLB are based upon FHLB-approved percentages of Bank assets, but must be supported by appropriate collateral to be available. The Company has pledged first lien residential mortgage, second lien residential mortgage, residential home equity line of credit, commercial mortgage and multifamily mortgage portfolios under blanket lien agreements.

At December 31, 2017, the Company had total FHLB advances of \$380.5 million outstanding with excess collateral pledged to the FHLB during those periods that would support additional borrowings of approximately \$328.6 million. No securities were pledged for these advances at December 31, 2017.

Lines of credit with the Federal Reserve Bank of Richmond (“FRB”) are based on collateral pledged. The Company has pledged approximately \$334.5 million of certain non-mortgage commercial, acquisition and development, and lot loan portfolios under blanket lien agreements to the FRB. At December 31, 2017, the Company had lines available with the FRB for \$199.4 million. At December 31, 2017 and 2016, the Company had no FRB advances outstanding.

## NOTE 12 – LONG-TERM DEBT

Long-term debt at December 31, 2017 and 2016 are summarized as follows:

	<u>December 31, 2017</u>	
	<u>Balance</u>	<u>Stated Interest Rate</u>
	(Dollars in thousands)	
Long-term FHLB advances, due 2019 through 2020	\$ 40,000	1.05%-1.98%
Subordinated debentures, due 2032 through 2037	<u>32,259</u>	<u>3.11%-4.75%</u>
Total long-term debt	<u>\$ 72,259</u>	
	<u>December 31, 2016</u>	
	<u>Balance</u>	<u>Stated Interest Rate</u>
	(Dollars in thousands)	
Long-term FHLB advances, due 2018 through 2019	\$ 23,000	1.11%-1.32%
Subordinated debentures, due 2032 through 2034	<u>15,465</u>	<u>3.93%-4.00%</u>
Total long-term debt	<u>\$ 38,465</u>	

The following table presents the scheduled repayments of long-term debt as of December 31, 2017.

2018	\$ —
2019	28,000
2020	12,000
2021	—
2022	—
Thereafter	<u>32,259</u>
Total	<u>\$ 72,259</u>

As of December 31, 2017, there were no principal amounts callable by the FHLB on advances.

At December 31, 2017, statutory business trusts (“Trusts”) created by the Company or acquired had outstanding trust preferred securities with an aggregate par value of \$36.0 million, with a fair value of \$32.3 million. The trust preferred securities have stated floating interest rates ranging from 3.11% to 4.75% at December 31, 2017 and maturities ranging from December 31, 2032 to January 30, 2037. The principal assets of the Trusts are \$37.1 million of the Company’s subordinated debentures with identical rates of interest and maturities as the trust preferred securities. The Trusts have issued \$1.1 million of common securities to the Company.

The trust preferred securities, the assets of the Trusts and the common securities issued by the Trusts are redeemable in whole or in part beginning on or after December 31, 2008, or at any time in whole but not in part from the date of issuance on the occurrence of certain events. The obligations of the Company with respect to the issuance of the trust preferred securities constitutes a full and unconditional guarantee by the Company of the Trusts’ obligations with respect to the trust preferred securities. Subject to certain exceptions and limitations, the Company may elect from time to time to defer subordinated debenture interest payments, which would result in a deferral of distribution payments on the related trust preferred securities.

## NOTE 13 - INCOME TAXES

The 2017 Tax Cuts Jobs Act (“2017 Tax Act”) was signed into law by the President on December 22, 2017. The 2017 Tax Act reduced the corporate Federal tax rate from 35% to 21% effective January 1, 2018. Income tax expense for 2017 includes a revaluation of net deferred tax assets in the amount of \$239,000, recorded as a result of the enactment of the 2017 Tax Act.

Income tax expense for the years ended December 31, 2017 and 2016 consists of the following:

	<b>For the Years</b>		
	<b>Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(In thousands)		
Current income tax expense			
Federal	\$ 3,764	6,312	6,722
State	971	736	645
	<u>4,735</u>	<u>7,048</u>	<u>7,367</u>
Deferred income tax expense (benefit)			
Federal	7,792	770	(307)
State	195	30	—
Deferred tax revaluation related to the 2017 Tax Act	239	—	—
	<u>8,226</u>	<u>800</u>	<u>(307)</u>
Total income tax expense	<u>\$ 12,961</u>	<u>7,848</u>	<u>7,060</u>

A reconciliation from expected Federal tax expense to actual income tax expense for the years ended December 31, 2017 and 2016 using the base federal tax rates of 35% follows:

	<b>For the Years</b>		
	<b>Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(In thousands)		
Computed federal income taxes	\$ 14,534	8,896	7,518
State income tax, net of federal benefit	758	424	391
Tax exempt interest	(1,667)	(778)	(731)
Stock based compensation	(1,514)	(471)	—
Deferred tax revaluation related to the 2017 Tax Act	239	—	—
Other, net	611	(223)	(118)
Total income tax expense	<u>\$ 12,961</u>	<u>7,848</u>	<u>7,060</u>

The FASB issued guidance to simplify several aspects of the accounting for share-based payment award transactions, including income tax consequences. In addition to other changes, the guidance changes the accounting for excess tax benefits and tax deficiencies from generally being recognized in additional paid-in capital to recognition as income tax expense or benefit in the period they occur. The Company early adopted the new guidance in the second quarter of 2016. A tax benefit of \$1.5 million and \$454,000 was recorded during the years ended December 31, 2017 and 2016 as a result of share awards vesting/exercised.

The following is a summary of the tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 2017 and 2016:

	<b>At December 31,</b>	
	<b>2017</b>	<b>2016</b>
	(In thousands)	
Deferred tax assets:		
Loan loss reserve	\$ 10,251	3,956
Unrealized loss on available-for-sale securities	—	1,049
Net operating loss and credit carryforwards	3,975	1,667
Reserve for mortgage repurchase losses	457	1,076
OREO write-downs	246	170
Stock based compensation	483	504
Loan fees	121	1,209
Other	91	1,502
	<u>15,624</u>	<u>11,133</u>
Valuation allowance	(958)	(402)
Total gross deferred tax assets	<u>14,666</u>	<u>10,731</u>
Deferred tax liabilities:		
Depreciation	(2,905)	(1,714)
Core deposit intangible	(3,591)	(523)
Goodwill	(181)	—
Transaction costs	(2,411)	—
Unrealized gain on securities available-for-sale	(1,551)	—
Unrealized gain on interest rate swap	(146)	(153)
Other	(1,445)	—
Total gross deferred tax liabilities	<u>(12,230)</u>	<u>(2,390)</u>
Deferred tax assets, net	<u>\$ 2,436</u>	<u>8,341</u>

Deferred tax assets are recognized for future deductible amounts resulting from differences in the financial statement and tax bases of assets and liabilities and operating loss carry forwards. A valuation allowance is then established to reduce that deferred tax asset to the level that it is “more likely than not” that the tax benefit will be realized. The realization of a deferred tax benefit by the Company depends upon having sufficient taxable income of an appropriate character in the future periods.

A portion of the annual change in the net deferred income tax asset relates to unrealized gains and losses on debt and equity securities and interest rate swaps. The deferred income tax expense related to the unrealized gains and losses on debt and equity securities and interest rate swaps of \$3.4 million and deferred income tax benefit of \$1.1 million for the years ended December 31, 2017 and 2016, respectively, was recorded directly to stockholders’ equity as a component of accumulated other comprehensive income. The portion of the change in the tax associated with the accumulated comprehensive income that relates to the newly enacted tax rates was a benefit of \$832,000 and was recorded to tax expense in the Consolidated Statement of Operations for the year ended December 31, 2017. The balance of the change in the net deferred tax asset of \$8.0 million and \$800,000 of deferred tax expense for the years ended December 31, 2017 and 2016 is reflected in the Consolidated Statement of Operations. The valuation allowances relate to state net operating loss carry-forwards. It is management’s belief that the realization of the remaining net deferred tax assets is more likely than not. Tax returns for 2014 and subsequent years are subject to examination by taxing authorities. The Company has analyzed the tax positions taken or expected to be taken on its tax returns and concluded it has no liability related to uncertain tax positions in accordance with ASC Topic 740.

The Company has federal net operating losses of \$3.6 million and \$3.3 million at December 31, 2017 and 2016, respectively. These net operating losses expire at various times beginning in the year of 2028. The Company has state net operating losses of \$16.8 million and \$10.7 million at December 31, 2017 and 2016, respectively. These net operating losses expire at various times beginning in the year 2026. The Company has AMT credits of \$2.1 million at December 31, 2017. There are no AMT credits at December 31, 2016. As a result of the First South Bancorp, Inc. and Greer Bancshares, Inc. ownership changes in 2017 and Congaree Bancshares, Inc. ownership change in 2016, Section 382 of the Internal Revenue Code places an annual limitation on the amount of federal net operating loss carryforwards which the Company may utilize. The Company expects all Section 382 limited carry-forwards to be realized within the applicable carryforward period.

#### **NOTE 14 - COMMITMENTS AND CONTINGENCIES**

The Company has entered into agreements to lease certain office facilities under non-cancellable operating lease agreements expiring on various dates through the year 2056. Some of these leases provide for the payment of property taxes and insurance and contain various renewal options. The exercise of the renewal options are dependent on future events. Accordingly, the following summary does not reflect possible additional payments due if renewal options are exercised.

Future minimum lease payments (in thousands), by year and in the aggregate, under non-cancellable operating leases with initial or remaining terms in excess of one year are as follows:

Year 1	\$ 2,327
Year 2	2,315
Year 3	2,185
Year 4	1,830
Year 5	1,751
After Year 5	<u>17,810</u>
Total	<u>\$ 28,218</u>

The Company's rental expense for its office facilities for the years ended December 31, 2017, 2016, and 2015 totaled \$1.4 million, \$1.1 million, and \$1.0 million, respectively.

In the course of ordinary business, the Company is, from time to time, named a party to legal actions and proceedings, primarily related to the collection of loans and foreclosed assets. In accordance with generally accepted accounting principles, the Company establishes reserves for litigation and regulatory matters when those matters present loss contingencies that are both probable and estimable. When loss contingencies are not both probable and estimable, the Company does not establish reserves.

#### **NOTE 15 – STOCK-BASED COMPENSATION**

Compensation cost is recognized for stock options and restricted stock awards issued to employees. Compensation cost is measured as the fair value of these awards on their date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company's common stock at the date of grant is used as the fair value of restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period for stock option awards and as the restriction period for restricted stock awards. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

On June 22, 2015, the Board of Directors of the Company declared a six-for-five stock split representing a 20% stock dividend to stockholders of record as of July 15, 2015, payable on July 31, 2015.

All share, earnings per share, and per share data have been retroactively adjusted to reflect this stock split for all periods presented in accordance with generally accepted accounting principles. In addition, all stock options and restricted stock awards have been retroactively adjusted for the stock splits.

The Company has adopted a 2013 Equity Incentive Plan under which an aggregate of 1,200,000 shares of common stock have been reserved for issuance by the Company. The plan provides for the grant of stock options, restricted stock and restricted stock unit awards to our officers, employees, directors, advisors, and consultants. The options are granted at an exercise price at least equal to the fair value of the common stock at the date of grant and expire ten years from the date of the grant. The vesting period for both option grants, restricted stock grants, and restricted stock units will vary based on the timing of the grant. Awards that expire without issuance, forfeitures, shares used as partial payment to the Company for the purchase price of the award, or an award settled in cash, including for payroll taxes, are added back to the shares available to be awarded under the Plan. As of December 31, 2017 a total of 303,826 shares were remaining in the plan to be issued.

In connection with the merger of First South, the Company assumed the obligations of First South under the First South Bancorp, Inc. 2008 Equity Incentive Plan (the “2008 Plan”) and the First South Bancorp, Inc. 1997 Stock Option Plan (the “1997 Plan”). As a result, the Company registered an aggregate 463,812 shares of common stock related to these plans. At the date of acquisition, the 2008 Plan had 47,095 stock options outstanding with an additional 407,475 shares available to be awarded under the 2008 Plan. There were 9,242 options outstanding under the 1997 Plan. There are no additional shares available to be awarded under the 1997 Plan. All options under the 2008 Plan and 1997 Plan were fully vested at the time of the merger.

The expense recognition of employee stock option, restricted stock awards, and restricted stock units resulted in net expense of approximately \$1.8 million, \$1.3 million, and \$874,000 during the twelve months ended December 31, 2017, 2016 and 2015, respectively.

Information regarding the 2017 grants as well as other relevant disclosure related to the share-based compensation plans of the Company is presented below.

### *Stock Options*

Activity in the Company’s stock option plans is summarized in the following table. All information has been retroactively adjusted for stock splits.

	<b>At and For the Years Ended December 31,</b>			
	<b>2017</b>		<b>2016</b>	
	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Shares</b>	<b>Weighted Average Exercise Price</b>
Outstanding at beginning of year	238,180	\$ 8.69	191,570	\$ 6.61
Granted	22,990	30.90	49,970	16.60
Acquired in a merger	56,337	20.73	—	—
Exercised	(600)	16.19	(3,360)	8.02
Forfeited or expired	(4,525)	41.26	—	—
Outstanding at end of year	<u>312,382</u>	<u>\$ 12.01</u>	<u>238,180</u>	<u>\$ 8.69</u>
Options exercisable at end of year	<u>236,911</u>	<u>\$ 9.55</u>	<u>150,007</u>	<u>\$ 5.27</u>

The aggregate intrinsic value of 312,382 and 238,180 stock options outstanding at December 31, 2017 and 2016 was \$7.9 million and \$5.3 million, respectively. The aggregate intrinsic value of 236,911 and 150,007 stock options exercisable at December 31, 2017 and 2016 was \$6.6 million and \$3.8 million, respectively. Intrinsic value represents the amount by which the fair market value of the underlying stock exceeds the exercise price of the stock option.

Information pertaining to options outstanding at December 31, 2017 and 2016, is as follows:

<b>At December 31, 2017</b>					
<b>Exercise Prices</b>	<b>Options Outstanding</b>			<b>Options Exercisable</b>	
	<b>Number</b>	<b>Weighted Avg. Remaining Years</b>	<b>Weighted Average</b>	<b>Number</b>	<b>Weighted Average</b>
	<b>Outstanding</b>	<b>Contractual Life</b>	<b>Exercise Price</b>	<b>Outstanding</b>	<b>Exercise Price</b>
\$ 4.17	124,930	5.3	\$ 4.17	124,930	\$ 4.17
\$ 8.14	10,127	4.2	8.14	10,127	8.14
\$ 8.54	6,576	6.3	8.54	6,576	8.54
\$ 9.97 - \$11.02	12,660	3.8	10.72	12,660	10.72
\$ 11.58 - \$ 12.88	58,796	6.7	11.65	40,295	11.69
\$ 15.82 - \$16.83	54,781	8.0	16.56	20,801	16.49
\$ 20.97 - \$ 21.54	10,635	1.6	21.21	10,635	21.21
\$ 30.90	22,990	9.1	30.90	—	—
\$ 34.10 - \$38.03	5,570	0.6	36.24	5,570	36.24
\$ 42.28 - \$42.56	5,317	0.1	42.36	5,317	42.36
	<u>312,382</u>	<u>5.9</u>	<u>\$ 12.01</u>	<u>236,911</u>	<u>\$ 9.55</u>

<b>At December 31, 2016</b>					
<b>Exercise Prices</b>	<b>Options Outstanding</b>			<b>Options Exercisable</b>	
	<b>Number</b>	<b>Weighted Avg. Remaining Years</b>	<b>Weighted Average</b>	<b>Number</b>	<b>Weighted Average</b>
	<b>Outstanding</b>	<b>Contractual Life</b>	<b>Exercise Price</b>	<b>Outstanding</b>	<b>Exercise Price</b>
\$ 4.17	124,930	6.3	\$ 4.17	124,930	\$ 4.17
\$ 8.54	6,576	7.3	8.54	6,576	8.54
\$ 11.58	55,504	8.1	11.58	18,501	11.58
\$ 16.19	1,200	8.6	16.19	—	—
\$ 16.56	41,970	9.1	16.56	—	—
\$ 16.83	8,000	9.2	16.83	—	—
	<u>238,180</u>	<u>7.3</u>	<u>\$ 8.69</u>	<u>150,007</u>	<u>\$ 5.27</u>

The fair value of options is estimated at the date of grant using the Black-Scholes option pricing model and expensed over the options' vesting period. The following weighted-average assumptions were used in valuing options issued during 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Dividend yield	1%	1%
Expected life	6 years	6 years
Expected volatility	32%	37%
Risk-free interest rate	2.17%	1.59%



As of December 31, 2017, there was \$254,000 of total unrecognized compensation cost related to non-vested stock option grants under the plans. The cost is expected to be recognized over a weighted-average period of 1.5 years as of December 31, 2017.

### ***Restricted Stock Grants***

The Company from time-to-time also grants shares of restricted stock to key employees and non-employee directors. These awards help align the interests of these employees and directors with the interests of the stockholders of the Company by providing economic value directly related to increases in the value of the Company's stock. These awards typically hold service requirements over various vesting periods. The value of the stock awarded is established as the fair market value of the stock at the time of the grant. The Company recognizes expense, equal to the total value of such awards, ratably over the vesting period of the stock grants.

All restricted stock agreements are conditioned upon continued employment. Termination of employment prior to a vesting date, as described below, would terminate any interest in non-vested shares. Prior to vesting of the shares, as long as employed by the Company, the key employees and non-employee directors will have the right to vote such shares and to receive dividends paid with respect to such shares. All restricted shares will fully vest in the event of change in control of the Company.

Nonvested restricted stock for the year ended December 31, 2017 and 2016 is summarized in the following table. All information has been retroactively adjusted for stock splits.

	<b>At and For the Years Ended December 31,</b>			
	<b>2017</b>		<b>2016</b>	
	<b>Shares</b>	<b>Weighted Average Grant- Date Fair Value</b>	<b>Shares</b>	<b>Weighted Average Grant- Date Fair Value</b>
<b>Restricted stock grants</b>				
Nonvested at January 1	<b>211,907</b>	<b>\$ 7.55</b>	285,805	<b>\$ 5.87</b>
Granted	<b>93,556</b>	<b>33.67</b>	40,056	17.30
Vested	<b>(167,461)</b>	<b>20.61</b>	(112,954)	6.69
Forfeited	<b>(3,700)</b>	<b>28.93</b>	(1,000)	14.71
Nonvested at December 31	<b><u>134,302</u></b>	<b><u>\$ 28.40</u></b>	<u>211,907</u>	<b><u>\$ 7.55</u></b>

The vesting schedule of these shares as of December 31, 2017 is as follows:

	<b>Shares</b>
2018	<b>39,882</b>
2019	<b>30,996</b>
2020	<b>56,067</b>
2021	<b>4,643</b>
2022	<b>2,714</b>
Thereafter	<b>—</b>
	<b><u>134,302</u></b>

As of December 31, 2017, there was \$2.7 million of total unrecognized compensation cost related to non-vested restricted stock granted under the plans. The cost is expected to be recognized over a weighted-average period of 2.9 years as of December 31, 2017.

### ***Restricted Stock Units***

The Company from time-to-time also grants performance restricted stock units (“RSUs”) to key employees. These awards help align the interests of these employees with the interests of the shareholders of the Company by providing economic value directly related to the performance of the Company. Performance RSU grants contain a two year performance period. The Company communicates the specific threshold, target, and maximum performance RSU awards and performance targets to the applicable key employees at the beginning of a performance period. Dividends are not paid in respect to the awards and the holder does not have the right to vote the shares during the performance period. The value of the RSUs awarded is established as the fair market value of the stock at the time of the grant. The Company recognizes expenses on a straight-line basis typically over the period the performance target is to be achieved.

Nonvested RSUs for the year ended December 31, 2017 is summarized in the following table.

	<b>At and For the Years Ended</b>			
	<b>December 31, 2017</b>		December 31, 2016	
	<b>Shares</b>	<b>Weighted Average Grant- Date Fair Value</b>	Shares	Weighted Average Grant- Date Fair Value
<b>Restricted stock units</b>				
Nonvested at January 1	<b>20,170</b>	<b>\$ 16.31</b>	24,912	\$ 11.58
Granted	<b>18,773</b>	<b>30.90</b>	20,170	16.31
Vested	<b>(18,870)</b>	<b>16.31</b>	(24,912)	11.58
Forfeited	<b>(2,800)</b>	<b>24.13</b>	—	—
Nonvested at December 31	<b><u>17,273</u></b>	<b><u>\$ 30.90</u></b>	<u>20,170</u>	<u>\$ 16.31</u>

As of December 31, 2017, there was \$145,000 of total unrecognized compensation cost related to nonvested RSUs granted under the plan. This cost is expected to be recognized over a weighted-average period of 1.1 years as of December 31, 2017.

### **NOTE 16 – ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS**

Current accounting literature requires disclosures about the fair value of all financial instruments whether or not recognized in the balance sheet, for which it is practicable to estimate the value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized through immediate settlement of the instrument. Certain items are specifically excluded from disclosure requirements, including the Company’s stock, premises and equipment, accrued interest receivable and payable and other assets and liabilities.

The fair value of a financial instrument is an amount at which the asset or obligation could be exchanged in a current transaction between willing parties, other than in a forced sale. Fair values are estimated at a specific point in time based on relevant market information and information about the financial instruments. Because no market value exists for a significant portion of the financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors.

The Company has used management's best estimate of fair value based on the above assumptions. Thus the fair values presented may not be the amounts that could be realized in an immediate sale or settlement of the instrument. In addition, any income taxes or other expenses that would be incurred in an actual sale or settlement are not taken into consideration in the fair values presented.

The Company determines the fair value of its financial instruments based on the fair value hierarchy established under ASC 820-10, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the financial instrument's fair value measurement in its entirety. There are three levels of inputs that may be used to measure fair value. The three levels of inputs of the valuation hierarchy are defined below:

- Level 1** Quoted prices (unadjusted) in active markets for identical assets and liabilities for the instrument or security to be valued. Level 1 assets include marketable equity securities as well as U.S. Treasury securities that are highly liquid and are actively traded in over-the-counter markets.
- Level 2** Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or model-based valuation techniques for which all significant assumptions are derived principally from or corroborated by observable market data. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts whose value is determined by using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. U.S. Government sponsored agency securities, mortgage-backed securities issued by U.S. Government sponsored enterprises and agencies, obligations of states and municipalities, collateralized mortgage obligations issued by U.S. Government sponsored enterprises, and mortgage loans held-for-sale are generally included in this category. Certain private equity investments that invest in publicly traded companies are also considered Level 2 assets.
- Level 3** Unobservable inputs that are supported by little, if any, market activity for the asset or liability. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow models and similar techniques, and may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability. These methods of valuation may result in a significant portion of the fair value being derived from unobservable assumptions that reflect The Company's own estimates for assumptions that market participants would use in pricing the asset or liability. This category primarily includes collateral-dependent impaired loans, other real estate, certain equity investments, and certain private equity investments.

Cash and due from banks - The carrying amounts of these financial instruments approximate fair value. All mature within 90 days and present no anticipated credit concerns.

Interest-bearing cash - The carrying amount of these financial instruments approximates fair value.

Securities available-for-sale and securities held to maturity – Fair values for investment securities available-for-sale and securities held to maturity are based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions.

FHLB stock - The carrying amount of these financial instruments approximates fair value.

Other investments – The carrying amount of these financial instruments approximates fair value.

Derivative asset and liabilities – The primary use of derivative instruments are related to the mortgage banking activities of the Company. The Company's wholesale mortgage banking subsidiary enters into interest rate lock commitments related to expected funding of residential mortgage loans at specified times in the future. Interest rate lock commitments that relate to the origination of mortgage loans that will be held-for-sale are considered derivative instruments under applicable accounting guidance. As such, The Company records its interest rate lock commitments and forward loan sales commitments at fair value, determined as the amount that would be required to settle each of these derivative financial instruments at the balance sheet date. In the normal course of business, the mortgage subsidiary enters into contractual interest rate lock commitments to extend credit, if approved, at a fixed interest rate and with fixed expiration dates. The commitments become effective when the borrowers "lock-in" a specified interest rate within the time frames established by the mortgage banking subsidiary. Market risk arises if interest rates move adversely between the time of the interest rate lock by the borrower and the sale date of the loan to an investor. To mitigate the effect of the interest rate risk inherent in providing interest rate lock commitments to borrowers, the mortgage banking subsidiary enters into best efforts forward sales contracts with third party investors. The forward sales contracts lock in a price for the sale of loans similar to the specific interest rate lock commitments. Both the interest rate lock commitments to the borrowers and the forward sales contracts to the investors that extend through to the date the loan may close are derivatives, and accordingly, are marked to fair value through earnings. In estimating the fair value of an interest rate lock commitment, the Company assigns a probability to the interest rate lock commitment based on an expectation that it will be exercised and the loan will be funded. The fair value of the interest rate lock commitment is derived from the fair value of related mortgage loans, which is based on observable market data and includes the expected net future cash flows related to servicing of the loans. The fair value of the interest rate lock commitment is also derived from inputs that include guarantee fees negotiated with the agencies and private investors, buy-up and buy-down values provided by the agencies and private investors, and interest rate spreads for the difference between retail and wholesale mortgage rates. Management also applies fall-out ratio assumptions for those interest rate lock commitments for which we do not close a mortgage loan. The fall-out ratio assumptions are based on the mortgage subsidiary's historical experience, conversion ratios for similar loan commitments, and market conditions. While fall-out tendencies are not exact predictions of which loans will or will not close, historical performance review of loan-level data provides the basis for determining the appropriate hedge ratios. In addition, on a periodic basis, the mortgage banking subsidiary performs analysis of actual rate lock fall-out experience to determine the sensitivity of the mortgage pipeline to interest rate changes from the date of the commitment through loan origination, and then period end, using applicable published mortgage-backed investment security prices.

The expected fall-out ratios (or conversely the “pull-through” percentages) are applied to the determined fair value of the unclosed mortgage pipeline in accordance with GAAP. Changes to the fair value of interest rate lock commitments are recognized based on interest rate changes, changes in the probability that the commitment will be exercised, and the passage of time. The fair value of the forward sales contracts to investors considers the market price movement of the same type of security between the trade date and the balance sheet date. These instruments are defined as Level 2 within the valuation hierarchy.

Derivative instruments not related to mortgage banking activities interest rate swap agreements. Fair values for these instruments are based on quoted market prices, when available. As such, the fair value adjustments for derivatives with fair values based on quoted market prices are recurring Level 1.

Mortgage loans held for sale – Mortgage loans held for sale are recorded at either fair value, if elected, or the lower of cost or fair value on an individual loan basis. Origination fees and costs for loans held for sale recorded at lower of cost or market are capitalized in the basis of the loan and are included in the calculation of realized gains and losses upon sale. Origination fees and costs are recognized in earnings at the time of origination for loans held for sale that are recorded at fair value. Fair value is derived from observable current market prices, when available, and includes loan servicing value. When observable market prices are not available, the Company uses judgment and estimates fair value using internal models, in which the Company uses its best estimates of assumptions it believes would be used by market participants in estimating fair value. Mortgage loans held for sale are classified within Level 2 of the valuation hierarchy.

Loans receivable - The fair value of other types of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Further adjustments are made to reflect current market conditions. There is no discount for liquidity included in the expected cash flow assumptions. Loans receivable are classified within Level 3 of the valuation hierarchy.

Accrued interest receivable - The fair value approximates the carrying value.

Mortgage servicing rights - The Company initially measures servicing assets and liabilities retained related to the sale of residential loans held for sale (“mortgage servicing rights”) at fair value, if practicable. For subsequent measurement purposes, the Company measures servicing assets and liabilities based on the lower of cost or market.

Deposits - The estimated fair value of demand deposits, savings accounts, and money market accounts is the amount payable on demand at the reporting date. The estimated fair value of fixed maturity certificates of deposits is estimated by discounting the future cash flows using rates currently offered for deposits of similar remaining maturities.

Short-term borrowed funds - The carrying amounts of federal funds purchased, borrowings under repurchase agreements, and other short-term borrowings maturing within 90 days approximate their fair values. Estimated fair values of other short-term borrowings are estimated using discounted cash flow analyses based on the Company’s current incremental borrowing rates for similar types of borrowing arrangements.

Long-term debt - The estimated fair values of the Company’s long-term debt are estimated using discounted cash flow analyses based on the Company’s current incremental borrowing rates for similar types of borrowing arrangements.

Commitments to extend credit – The carrying amounts of these commitments are considered to be a reasonable estimate of fair value because the commitments underlying interest rates are based upon current market rates.

Accrued interest payable - The fair value approximates the carrying value.

Off-balance sheet financial instruments – Contract values and fair values for off-balance sheet, credit-related financial instruments are based on estimated fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and counterparties' credit standing.

The carrying amount and estimated fair value of the Company's financial instruments at December 31, 2017 and 2016 are as follows:

	<b>At December 31, 2017</b>				
	<b>Carrying Amount</b>	<b>Fair Value</b>			
		<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
		(In thousands)			
<b>Financial assets:</b>					
Cash and due from banks	\$ 25,254	25,254	25,254	—	—
Interest-bearing cash	55,998	55,998	55,998	—	—
Securities available-for-sale	743,239	743,239	—	733,727	9,512
Federal Home Loan Bank stock	19,065	19,065	—	—	19,065
Other investments	3,446	3,446	—	—	3,446
Derivative assets	2,803	2,803	1,608	1,195	—
Loans held for sale	35,292	35,292	—	35,292	—
Loans receivable, net	2,308,050	2,311,088	—	—	2,311,088
Accrued interest receivable	11,992	11,992	—	11,992	—
Mortgage servicing rights	21,003	26,255	—	—	26,255
<b>Financial liabilities:</b>					
Deposits	2,604,929	2,597,826	—	2,597,826	—
Short-term borrowed funds	340,500	339,870	—	339,870	—
Long-term debt	72,259	71,859	—	71,859	—
Derivative liabilities	156	156	95	61	—
Accrued interest payable	1,126	1,126	—	1,126	—

The carrying amount and estimated fair value of the Company's off-balance sheet financial instruments at December 31, 2017 and 2016 are as follows:

	<b>At December 31,</b>			
	<b>2017</b>		<b>2016</b>	
	<b>Notional Amount</b>	<b>Estimated Fair Value</b>	<b>Notional Amount</b>	<b>Estimated Fair Value</b>
		(In thousands)		
<b>Off-Balance Sheet Financial Instruments:</b>				
Commitments to extend credit	\$ 422,065	—	\$ 111,446	—
Standby letters of credit	4,449	—	2,248	—

In determining appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to fair value disclosures. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3.

	At December 31, 2016				
	Carrying Amount	Fair Value			
		Total	Level 1	Level 2	Level 3
(In thousands)					
Financial assets:					
Cash and due from banks	\$ 9,761	9,761	9,761	—	—
Interest-bearing cash	14,591	14,591	14,591	—	—
Securities available-for-sale	335,352	335,352	—	328,188	7,164
Federal Home Loan Bank stock	11,072	11,072	—	—	11,072
Other investments	1,768	1,768	—	—	1,768
Derivative assets	2,219	2,219	953	1,266	—
Loans held for sale	31,569	31,569	—	31,569	—
Loans receivable, net	1,167,578	1,173,118	—	—	1,173,118
Accrued interest receivable	5,373	5,373	—	5,373	—
Mortgage servicing rights	15,032	17,564	—	—	17,564
Financial liabilities:					
Deposits	1,258,260	1,256,119	—	1,256,119	—
Short-term borrowed funds	203,000	202,455	—	202,455	—
Long-term debt	38,465	38,442	—	38,442	—
Derivative liabilities	342	342	195	147	—
Accrued interest payable	327	327	—	327	—

Following is a description of valuation methodologies used for assets recorded at fair value on a recurring and non-recurring basis.

#### Investment Securities Available-For-Sale

Measurement is on a recurring basis upon quoted market prices, if available. If quoted market prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for prepayment assumptions, projected credit losses, and liquidity. At December 31, 2017 and 2016, the Company's investment securities available-for-sale are recurring Level 2 except for trust preferred securities which are determined to be Level 3.

#### Mortgage Loans Held for Sale

Mortgage loans held for sale are recorded at either fair value, if elected, or the lower of cost or fair value on an individual loan basis. Origination fees and costs for loans held for sale recorded at lower of cost or market are capitalized in the basis of the loan and are included in the calculation of realized gains and losses upon sale. Origination fees and costs are recognized in earnings at the time of origination for loans held for sale that are recorded at fair value. Fair value is derived from observable current market prices, when available, and includes loan servicing value. When observable market prices are not available, the Company uses judgment and estimates fair value using internal models, in which the Company uses its best estimates of assumptions it believes would be used by market participants in estimating fair value. Mortgage loans held for sale are classified within Level 2 of the valuation hierarchy.

## Impaired Loans

Loans that are considered impaired are recorded at fair value on a non-recurring basis. Once a loan is considered impaired, the fair value is measured using one of several methods, including collateral liquidation value, market value of similar debt and discounted cash flows. Those impaired loans not requiring a specific charge against the allowance represent loans for which the fair value of the expected repayments or collateral meet or exceed the recorded investment in the loan. Loans which are deemed to be impaired are primarily valued on a nonrecurring basis at the fair value of the underlying real estate collateral. Such fair values are obtained using independent appraisals, which the Company considers to be Level 3 inputs.

## Derivative Assets and Liabilities

The primary use of derivative instruments is related to the mortgage banking activities of the Company. The Company's wholesale mortgage banking subsidiary enters into interest rate lock commitments related to expected funding of residential mortgage loans at specified times in the future. Interest rate lock commitments that relate to the origination of mortgage loans that will be held-for-sale are considered derivative instruments under applicable accounting guidance. As such, The Company records its interest rate lock commitments and forward loan sales commitments at fair value, determined as the amount that would be required to settle each of these derivative financial instruments at the balance sheet date. In the normal course of business, the mortgage subsidiary enters into contractual interest rate lock commitments to extend credit, if approved, at a fixed interest rate and with fixed expiration dates. The commitments become effective when the borrowers "lock-in" a specified interest rate within the time frames established by the mortgage banking subsidiary. Market risk arises if interest rates move adversely between the time of the interest rate lock by the borrower and the sale date of the loan to an investor. To mitigate the effect of the interest rate risk inherent in providing interest rate lock commitments to borrowers, the mortgage banking subsidiary enters into best efforts forward sales contracts with third party investors. The forward sales contracts lock in a price for the sale of loans similar to the specific interest rate lock commitments. Both the interest rate lock commitments to the borrowers and the forward sales contracts to the investors that extend through to the date the loan may close are derivatives, and accordingly, are marked to fair value through earnings. In estimating the fair value of an interest rate lock commitment, the Company assigns a probability to the interest rate lock commitment based on an expectation that it will be exercised and the loan will be funded. The fair value of the interest rate lock commitment is derived from the fair value of related mortgage loans, which is based on observable market data and includes the expected net future cash flows related to servicing of the loans. The fair value of the interest rate lock commitment is also derived from inputs that include guarantee fees negotiated with the agencies and private investors, buy-up and buy-down values provided by the agencies and private investors, and interest rate spreads for the difference between retail and wholesale mortgage rates. Management also applies fall-out ratio assumptions for those interest rate lock commitments for which we do not close a mortgage loan. The fall-out ratio assumptions are based on the mortgage subsidiary's historical experience, conversion ratios for similar loan commitments, and market conditions. While fall-out tendencies are not exact predictions of which loans will or will not close, historical performance review of loan-level data provides the basis for determining the appropriate hedge ratios. In addition, on a periodic basis, the mortgage banking subsidiary performs analysis of actual rate lock fall-out experience to determine the sensitivity of the mortgage pipeline to interest rate changes from the date of the commitment through loan origination, and then period end, using applicable published mortgage-backed investment security prices. The expected fall-out ratios (or conversely the "pull-through" percentages) are applied to the determined fair value of the unclosed mortgage pipeline in accordance with GAAP.



Changes to the fair value of interest rate lock commitments are recognized based on interest rate changes, changes in the probability that the commitment will be exercised, and the passage of time. The fair value of the forward sales contracts to investors considers the market price movement of the same type of security between the trade date and the balance sheet date. These instruments are defined as Level 2 within the valuation hierarchy.

Derivative instruments not related to mortgage banking activities include interest rate swap agreements. Fair values for these instruments are based on quoted market prices, when available. As such, the fair value adjustments for derivatives with fair values based on quoted market prices in an active market are recurring Level 1.

#### Other Real Estate Owned (OREO)

OREO is carried at the lower of carrying value or fair value on a non-recurring basis. Fair value is based upon independent appraisals or management's estimation of the collateral and is considered a Level 3 measurement. When the OREO value is based upon a current appraisal or when a current appraisal is not available or there is estimated further impairment, the measurement is considered a Level 3 measurement.

#### Mortgage Servicing Rights

A mortgage servicing right asset represents the amount by which the present value of the estimated future net cash flows to be received from servicing loans are expected to more than adequately compensate the Company for performing the servicing. The Company initially measures servicing assets and liabilities retained related to the sale of residential loans held for sale ("mortgage servicing rights") at fair value, if practicable. For subsequent measurement purposes, the Company measures servicing assets and liabilities based on the lower of cost or market on a quarterly basis. The quarterly determination of fair value of servicing rights is provided by a third party and is estimated using a present value cash flow model. The most important assumptions used in the valuation model are the anticipated rate of the loan prepayments and discount rates. Although some assumptions in determining fair value are based on standards used by market participants, some are based on unobservable inputs and therefore are classified in Level 3 of the valuation hierarchy. See Note 9 for a description of inputs for fair value of servicing rights as of December 31, 2016 and 2015.

Assets and liabilities measured at fair value on a recurring basis are as follows as of December 31, 2017 and 2016:

	Quoted market price in active markets (Level 1)	Significant other observable inputs (Level 2) (In thousands)	Significant other unobservable inputs (Level 3)
<b>December 31, 2017</b>			
Available-for-sale investment securities:			
Municipal securities	\$ —	247,350	—
US government agencies	—	12,008	—
Collateralized loan obligations	—	128,643	—
Corporate securities	—	7,006	—
Mortgage-backed securities:			
Agency	—	243,595	—
Non-agency	—	95,125	—
Trust preferred securities	—	—	9,512
Loans held for sale	—	35,292	—
Derivative assets:			
Cash flow hedges:			
Interest rate swaps	644	—	—
Non-hedging derivatives:			
Interest rate swaps	964	—	—
Mortgage loan interest rate lock commitments	—	890	—
Mortgage loan forward sales commitments	—	305	—
Derivative liabilities:			
Non-hedging derivatives:			
Interest rate swaps	95	—	—
Mortgage-backed securities forward sales commitments	—	61	—
Total	<u>\$ 1,703</u>	<u>770,275</u>	<u>9,512</u>
<b>December 31, 2016</b>			
Available-for-sale investment securities:			
Municipal securities	\$ —	93,212	—
US government agencies	—	3,386	—
Collateralized loan obligations	—	76,249	—
Corporate Securities	—	491	—
Mortgage-backed securities:			
Agency	—	90,986	—
Non-agency	—	63,864	—
Trust preferred securities	—	—	7,164
Loans held for sale	—	31,569	—
Derivative assets:			
Cash flow hedges:			
Interest rate swaps	421	—	—
Non-hedging derivatives:			
Interest rate swaps	532	—	—
Mortgage loan interest rate lock commitments	—	1,113	—
Mortgage loan forward sales commitments	—	153	—
Derivative liabilities:			
Non-hedging derivatives:			
Interest rate swaps	195	—	—
Mortgage-backed securities forward sales commitments	—	147	—
Total	<u>\$ 1,148</u>	<u>361,170</u>	<u>7,164</u>

Assets measured at fair value on a nonrecurring basis are as follows as of December 31, 2017 and 2016:

	<b>Quoted market price in active markets (Level 1)</b>	<b>Significant other observable inputs (Level 2)</b>	<b>Significant other unobservable inputs (Level 3)</b>
	(In thousands)		
<b>December 31, 2017</b>			
Impaired loans:			
Loans secured by real estate:			
One-to-four family	\$ —	—	3,371
Home equity	—	—	79
Commercial real estate	—	—	4,811
Construction and development	—	—	318
Consumer loans	—	—	26
Commercial business loans	—	—	269
Real estate owned:			
One-to-four family	—	—	709
Construction and development	—	—	2,397
Mortgage servicing rights	—	—	26,255
Total	<u>\$ —</u>	<u>—</u>	<u>38,235</u>
<b>December 31, 2016</b>			
Impaired loans:			
Loans secured by real estate:			
One-to-four family	\$ —	—	4,641
Home equity	—	—	79
Commercial real estate	—	—	5,155
Construction and development	—	—	507
Consumer loans	—	—	24
Commercial business loans	—	—	258
Real estate owned:			
Construction and development	—	—	1,179
Mortgage servicing rights	—	—	20,961
Total	<u>\$ —</u>	<u>—</u>	<u>32,804</u>

The Company predominantly lends with real estate serving as collateral on a substantial majority of loans. Loans that are deemed to be impaired are primarily valued at fair values of the underlying real estate collateral.

For Level 3 assets and liabilities measured at fair value on a recurring or non-recurring basis as of December 31, 2017 and December 31, 2016, the significant unobservable inputs used in the fair value measurements were as follows:

December 31, 2017 and 2016			
	Valuation Technique	Significant	Significant Unobservable
		Observable Inputs	Inputs
Impaired Loans	Appraisal Value	Appraisals and or sales of comparable properties	Appraisals discounted 10% to 20% for sales commissions and other holding costs
Real estate owned	Appraisal Value/ Comparison Sales/ Other estimates	Appraisals and or sales of comparable properties	Appraisals discounted 10% to 20% for sales commissions and other holding costs
Mortgage Servicing Rights	Discounted cash flows	Comparable sales	Discount rates 11% - 13% - 2017 and 2016 Prepayment rate 8% - 10% - 2017 Prepayment rate 7% - 8% - 2016

**NOTE 17 - OFF-BALANCE SHEET FINANCIAL INSTRUMENTS AND CONCENTRATIONS OF CREDIT RISK**

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets.

The Company’s exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of these instruments. The Company uses the same credit policies in making commitments as for on-balance sheet instruments. At December 31, 2017 and 2016, the Company had commitments to extend credit in the amount of \$422.1 million and \$111.4 million, respectively. At December 31, 2017 and 2016, the Company had standby letters of credit in the amount of \$4.4 million and \$2.2 million, respectively.

Standby letters of credit obligate the Company to meet certain financial obligations of its customers, if, under the contractual terms of the agreement, the customers are unable to do so. Payment is only guaranteed under these letters of credit upon the borrower’s failure to perform its obligations to the beneficiary. The Company can seek recovery of the amounts paid from the borrower and the letters of credit are generally not collateralized. Commitments under standby letters of credit are usually one year or less. At December 31, 2017, the Company has recorded no liability for the current carrying amount of the obligation to perform as a guarantor; as such amounts are not considered material. The maximum potential of undiscounted future payments related to standby letters of credit at December 31, 2017 was approximately \$4.4 million.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require a payment of a fee. Since commitments may expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. The Company evaluates each customer’s creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management’s credit evaluation of the party. Collateral held varies, but may include inventory, property and equipment, residential real estate and income producing commercial properties.

The Company's primary uses of derivative instruments are related to the mortgage banking activities. As such, the Company holds derivative instruments, which consist of rate lock agreements related to expected funding of fixed-rate mortgage loans to customers (interest rate lock commitments) and forward commitments to sell mortgage-backed securities and individual fixed-rate mortgage loans. The Company's objective in obtaining the forward commitments is to mitigate the interest rate risk associated with the interest rate lock commitments and the mortgage loans that are held for sale. Derivative instruments not related to mortgage banking activities primarily relate to interest rate swap agreements.

The Company's derivative positions are presented with discussion in Note 5 - Derivatives.

#### NOTE 18 - EMPLOYEE BENEFIT PLANS

The Company maintains a 401(k) plan that covers substantially all employees of CresCom Bank, Carolina Services ("CFC Participants") and Crescent Mortgage ("CMC Participants"). Participants may contribute up to the maximum allowed by the regulation. During fiscal 2017 and 2016, the Company matched 75% of an employee's contribution up to 6.00% of the participant's compensation of the CFC Participants and the CMC Participants. For the years ended December 31, 2017, 2016 and 2015, the Company made matching contributions of \$759,000, \$580,000, and \$474,000, respectively.

#### NOTE 19 - EARNINGS PER COMMON SHARE

Basic earnings per common share are calculated by dividing net income by the weighted average number of common shares outstanding during the period. Basic earnings per common share exclude the effect of nonvested restricted stock. Diluted earnings per common share is calculated by dividing net income by the weighted average number of common shares outstanding plus the weighted average number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. Diluted earnings per common share include the effects of outstanding stock options and restricted stock issued by the Company, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options were exercised and that the proceeds from such exercises and vesting were used to acquire shares of common stock at the average market price during the reporting period.

On June 22, 2015, the Board of Directors of the Company declared a six-for-five stock split representing a 20% stock dividend to stockholders of record as of July 15, 2015, payable on July 31, 2015.

All share, earnings per share, and per share data have been retroactively adjusted to reflect this stock split for all periods presented in accordance with generally accepted accounting principles.

The following is a summary of the reconciliation of average shares outstanding for the years ended December 31, 2017, 2016, and 2015:

	December 31,					
	2017		2016		2015	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Weighted average shares outstanding	16,317,501	16,317,501	12,080,128	12,080,128	9,537,358	9,537,358
Effect of dilutive securities	—	232,856	—	272,118	—	180,998
Average shares outstanding	<u>16,317,501</u>	<u>16,550,357</u>	<u>12,080,128</u>	<u>12,352,246</u>	<u>9,537,358</u>	<u>9,718,356</u>

The average market price used in calculating the dilutive securities under the treasury stock method for the years ended December 31, 2017, 2016, and 2015 was \$32.85, \$20.38, and \$13.60, respectively.

For the years ended December 31, 2017, 2016, and 2015, the Company excluded 37,802, 51,170, and 56,705 option shares, respectively, from the calculation of diluted earnings per share during the period because the exercise prices were greater than the average market price of the common shares, and therefore were deemed not to be dilutive.

The following is a summary of the reconciliation of shares issued and outstanding and unvested restricted stock awards as of December 31, 2017, 2016, and 2015 used for computing book value and tangible book value per share:

	<b>As of December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Issued and outstanding shares	<b>21,022,202</b>	12,548,328	12,023,557
Less nonvested restricted stock awards	<b>(134,302)</b>	(211,907)	(285,805)
Period end shares used for tangible book value	<b><u>20,887,900</u></b>	<u>12,336,421</u>	<u>11,737,752</u>

#### **NOTE 20 - CAPITAL REQUIREMENTS AND OTHER RESTRICTIONS**

The Company and the Bank are subject to various federal and state regulatory requirements, including regulatory capital requirements. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions that if undertaken could have a direct material effect on the Company's and the Bank's financial statements.

Effective January 2, 2015, the Company and Bank became subject to the new regulatory risk-based capital rules adopted by the federal banking agencies implementing Basel III. Under the new capital guidelines, applicable regulatory capital components consist of (1) common equity Tier 1 capital (common stock, including related surplus, and retained earnings, plus limited amounts of minority interest in the form of common stock, net of goodwill and other intangibles (other than mortgage servicing assets), deferred tax assets arising from net operating loss and tax credit carry forwards above certain levels, mortgage servicing rights above certain levels, gain on sale of securitization exposures and certain investments in the capital of unconsolidated financial institutions, and adjusted by unrealized gains or losses on cash flow hedges and accumulated other comprehensive income items (subject to the ability of a non-advanced approaches institution to make a one-time irrevocable election to exclude from regulatory capital most components of AOCI)), (2) additional Tier 1 capital (qualifying non-cumulative perpetual preferred stock, including related surplus, plus qualifying Tier 1 minority interest and, in the case of holding companies with less than \$15 billion in consolidated assets at December 31, 2009, certain grandfathered trust preferred securities and cumulative perpetual preferred stock in limited amounts, net of mortgage servicing rights, deferred tax assets related to temporary timing differences, and certain investments in financial institutions) and (3) Tier 2 capital (the allowance for loan and lease losses in an amount not exceeding 1.25% of standardized risk-weighted assets, plus qualifying preferred stock, qualifying subordinated debt and qualifying total capital minority interest, net of Tier 2 investments in financial institutions). Total Tier 1 capital, plus Tier 2 capital, constitutes total risk-based capital.

The required minimum ratios are as follows:

- Common equity Tier 1 capital ratio (common equity Tier 1 capital to total risk-weighted assets) of 4.5%
- Tier 1 Capital Ratio (Tier 1 capital to total risk-weighted assets) of 6%
- Total capital ratio (total capital to total risk-weighted assets) of 8%; and
- Leverage ratio (Tier 1 capital to average total consolidated assets) of 4%

The new capital guidelines also provide that all covered banking organizations must maintain a new capital conservation buffer of common equity Tier 1 capital in an amount greater than 2.5% of total risk-weighted assets to avoid being subject to limitations on capital distributions and discretionary bonus payments to executive officers. The phase-in of the capital conservation buffer requirement began on January 1, 2016.

The final regulatory capital rules also incorporate these changes in regulatory capital into the prompt corrective action framework, under which the thresholds for “adequately capitalized” banking organizations are equal to the new minimum capital requirements. Under this framework, in order to be considered “well capitalized”, insured depository institutions are required to maintain a Tier 1 leverage ratio of 5%, a common equity Tier 1 risk-based capital measure of 6.5%, a Tier 1 risk-based capital ratio of 8% and a total risk-based capital ratio of 10%.

The actual capital amounts and ratios as well as minimum amounts for each regulatory defined category for the Company and the Bank at December 31, 2017 and 2016 are as follows:

	<u>Actual</u>		<u>Minimum Capital Required - Basel III Phase-In Schedule</u>		<u>Minimum Capital Required - Basel III Fully Phased-In</u>		<u>To Be Well Capitalized Under Prompt Corrective Action Regulations</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
(Dollars in thousands)								
<b>December 31, 2017</b>								
Carolina Financial Corporation								
CET1 capital (to risk weighted assets)	\$ 328,511	12.42%	152,145	5.750%	185,220	7.000%	N/A	N/A
Tier 1 capital (to risk weighted assets)	359,654	13.59%	191,835	7.250%	224,910	8.500%	N/A	N/A
Total capital (to risk weighted assets)	371,133	14.03%	244,755	9.250%	277,830	10.500%	N/A	N/A
Tier 1 capital (to total average assets)	359,654	12.38%	116,198	4.000%	116,198	4.000%	N/A	N/A
CresCom Bank								
CET1 capital (to risk weighted assets)	355,024	13.43%	152,035	5.750%	185,086	7.000%	171,865	6.50%
Tier 1 capital (to risk weighted assets)	355,024	13.43%	191,696	7.250%	224,747	8.500%	211,527	8.00%
Total capital (to risk weighted assets)	366,503	13.86%	244,578	9.250%	277,629	10.500%	264,408	10.00%
Tier 1 capital (to total average assets)	355,024	12.21%	116,312	4.000%	116,312	4.000%	145,390	5.00%
(Dollars in thousands)								
<b>December 31, 2016</b>								
Carolina Financial Corporation								
CET1 capital (to risk weighted assets)	\$ 157,876	12.87%	62,859	5.125%	85,857	7.000%	N/A	N/A
Tier 1 capital (to risk weighted assets)	172,876	14.09%	81,257	6.625%	104,254	8.500%	N/A	N/A
Total capital (to risk weighted assets)	183,564	14.97%	105,788	8.625%	128,785	10.500%	N/A	N/A
Tier 1 capital (to total average assets)	172,876	10.49%	65,911	4.000%	65,911	4.000%	N/A	N/A
CresCom Bank								
CET1 capital (to risk weighted assets)	169,222	13.81%	62,811	5.125%	85,791	7.000%	79,663	6.50%
Tier 1 capital (to risk weighted assets)	169,222	13.81%	81,195	6.625%	104,174	8.500%	98,046	8.00%
Total capital (to risk weighted assets)	179,910	14.68%	105,706	8.625%	128,686	10.500%	122,558	10.00%
Tier 1 capital (to total average assets)	169,222	10.30%	65,701	4.000%	65,701	4.000%	82,126	5.00%



A South Carolina state bank may not pay dividends from capital. All dividends must be paid out of undivided profits then on hand, after deducting expenses, including reserves for losses and bad debts. Unless otherwise instructed by the South Carolina Board of Financial Institutions, the Bank is generally permitted under South Carolina state banking regulations to pay cash dividends of up to 100% of net income in any calendar year without obtaining the prior approval of the South Carolina Board of Financial Institutions. In addition, under the Federal Deposit Insurance Corporation Improvement Act, the Bank may not pay a dividend if, after paying the dividend, the Bank would be undercapitalized. The note may also prevent the payment of a dividend by the Bank if it determines that the payment would be an unsafe and unsound banking practice.

#### **NOTE 21 – SUPPLEMENTAL SEGMENT INFORMATION**

The Company has three reportable segments: community banking, wholesale mortgage banking (“mortgage banking”) and other. The community banking segment provides traditional banking services offered through CresCom Bank. The mortgage banking segment provides mortgage loan origination and servicing offered through Crescent Mortgage. The other segment provides managerial and operational support to the other business segments through Carolina Services and Carolina Financial.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on net income.

The Company accounts for intersegment revenues and expenses as if the revenue/expense transactions were generated to third parties, that is, at current market prices.

The Company’s reportable segments are strategic business units that offer different products and services. They are managed separately because each segment has different types and levels of credit and interest rate risk.

The following tables present selected financial information for the Company's reportable business segments for the years ended December 31, 2017, 2016, and 2015:

<u>For the Year Ended December 31, 2017</u>	<u>Community Banking</u>	<u>Mortgage Banking</u>	<u>Other</u>	<u>Eliminations</u>	<u>Total</u>
	(In thousands)				
Interest income	\$ 93,319	1,743	31	(6)	95,087
Interest expense	12,100	172	1,152	(171)	13,253
Net interest income (expense)	81,219	1,571	(1,121)	165	81,834
(Recovery of) provision for loan losses	779	—	—	—	779
Noninterest income from external customers	14,262	19,654	—	—	33,916
Intersegment noninterest income	966	67	—	(1,033)	—
Noninterest expense	54,934	17,580	931	—	73,445
Intersegment noninterest expense	966	—	1	(967)	—
Income (loss) before income taxes	39,768	3,712	(2,053)	99	41,526
Income tax expense (benefit)	12,929	1,262	(1,267)	37	12,961
Net income (loss)	<u>\$ 26,839</u>	<u>2,450</u>	<u>(786)</u>	<u>62</u>	<u>28,565</u>
Assets	\$ 3,516,551	81,681	503,144	(582,359)	3,519,017
Loans receivable, net	2,295,316	28,206	—	(15,472)	2,308,050
Loans held for sale	5,999	29,293	—	—	35,292
Deposits	2,611,106	—	—	(6,177)	2,604,929
Borrowed funds	380,500	15,000	32,259	(15,000)	412,759
<u>For the Year Ended December 31, 2016</u>	<u>Community Banking</u>	<u>Mortgage Banking</u>	<u>Other</u>	<u>Eliminations</u>	<u>Total</u>
	(In thousands)				
Interest income	\$ 59,242	1,591	17	64	60,914
Interest expense	8,149	93	603	(92)	8,753
Net interest income (expense)	51,093	1,498	(586)	156	52,161
(Recovery of) provision for loan losses	(36)	36	—	—	—
Noninterest income from external customers	8,389	20,908	—	—	29,297
Intersegment noninterest income	966	46	—	(1,012)	—
Noninterest expense	38,260	16,938	842	—	56,040
Intersegment noninterest expense	966	1	—	(967)	—
Income (loss) before income taxes	21,258	5,477	(1,428)	111	25,418
Income tax expense (benefit)	6,384	1,948	(526)	42	7,848
Net income (loss)	<u>\$ 14,874</u>	<u>3,529</u>	<u>(902)</u>	<u>69</u>	<u>17,570</u>
Assets	\$ 1,678,541	78,315	179,681	(252,801)	1,683,736
Loans receivable, net	1,151,704	27,433	—	(11,559)	1,167,578
Loans held for sale	2,159	29,410	—	—	31,569
Deposits	1,263,030	—	—	(4,770)	1,258,260
Borrowed funds	226,000	10,990	15,465	(10,990)	241,465

For the Year Ended December 31, 2015	Community Banking	Mortgage Banking	Other	Eliminations	Total
	(In thousands)				
Interest income	\$ 47,701	1,819	16	68	49,604
Interest expense	6,017	100	587	(100)	6,604
Net interest income (expense)	41,684	1,719	(571)	168	43,000
(Recovery of) provision for loan losses	(67)	67	—	—	—
Noninterest income from external customers	6,598	21,080	1	—	27,679
Intersegment noninterest income	4	81	7,072	(7,157)	—
Noninterest expense	25,497	15,789	7,913	—	49,199
Intersegment noninterest expense	6,112	964	—	(7,076)	—
Income (loss) before income taxes	16,744	6,060	(1,411)	87	21,480
Income tax expense (benefit)	5,342	2,228	(544)	34	7,060
Net income (loss)	<u>\$ 11,402</u>	<u>3,832</u>	<u>(867)</u>	<u>53</u>	<u>14,420</u>
Assets	\$ 1,404,681	75,926	156,774	(227,712)	1,409,669
Loans receivable, net	908,227	17,783	—	(13,428)	912,582
Loans held for sale	3,466	38,308	—	—	41,774
Deposits	1,047,671	—	—	(16,143)	1,031,528
Borrowed funds	208,000	12,748	15,465	(12,748)	223,465

**NOTE 22 – SUMMARIZED QUARTERLY INFORMATION (UNAUDITED)**

	2017 Quarter Ended (unaudited)			
	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	(In thousands)			
Interest income	\$ 32,368	22,926	22,123	17,670
Interest expense	4,451	3,377	3,025	2,400
Net interest income	27,917	19,549	19,098	15,270
Provision for loan losses	779	—	—	—
Noninterest income	10,005	7,875	8,805	7,231
Noninterest expense	26,513	15,456	15,890	15,586
Income before income taxes	10,630	11,968	12,013	6,915
Income tax expense	4,302	3,975	2,673	2,011
Net income	<u>\$ 6,328</u>	<u>7,993</u>	<u>9,340</u>	<u>4,904</u>
Earnings per common share:				
Basic	<u>\$ 0.33</u>	<u>\$ 0.50</u>	<u>\$ 0.58</u>	<u>\$ 0.35</u>
Diluted	<u>\$ 0.33</u>	<u>\$ 0.49</u>	<u>\$ 0.58</u>	<u>\$ 0.35</u>

	2016 Quarter Ended (unaudited)			
	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	(In thousands)			
Interest income	\$ 16,853	16,208	14,493	13,360
Interest expense	<u>2,241</u>	<u>2,252</u>	<u>2,173</u>	<u>2,087</u>
Net interest income	14,612	13,956	12,320	11,273
Provision for loan losses	—	—	—	—
Noninterest income	6,959	8,873	7,189	6,276
Noninterest expense	<u>14,073</u>	<u>13,890</u>	<u>15,809</u>	<u>12,268</u>
Income before income taxes	7,498	8,939	3,700	5,281
Income tax expense	<u>2,348</u>	<u>2,998</u>	<u>864</u>	<u>1,638</u>
Net income	<u>\$ 5,150</u>	<u>5,941</u>	<u>2,836</u>	<u>3,643</u>
Earnings per common share:				
Basic	<u>\$ 0.42</u>	<u>\$ 0.48</u>	<u>\$ 0.24</u>	<u>\$ 0.31</u>
Diluted	<u>\$ 0.41</u>	<u>\$ 0.47</u>	<u>\$ 0.23</u>	<u>\$ 0.30</u>

#### NOTE 23 - PARENT COMPANY FINANCIAL INFORMATION

The condensed financial statements for the parent company are presented below:

#### Carolina Financial Corporation Condensed Statements of Operations

	For the Years Ended December 31,		
	2017	2016	2015
	(In thousands)		
Dividend income from banking subsidiary	\$ —	—	1,700
Interest income	<u>31</u>	<u>18</u>	<u>16</u>
Total income	<u>31</u>	<u>18</u>	<u>1,716</u>
Interest expense	<u>1,152</u>	<u>599</u>	<u>587</u>
General and administrative expenses	<u>932</u>	<u>847</u>	<u>733</u>
Total expenses	<u>2,084</u>	<u>1,446</u>	<u>1,320</u>
Income (loss) before income taxes and equity in undistributed earnings of subsidiaries	<u>(2,053)</u>	<u>(1,428)</u>	<u>396</u>
Income tax benefit	<u>(1,267)</u>	<u>(526)</u>	<u>(501)</u>
Income (loss) before equity in undistributed earnings of subsidiaries	<u>(786)</u>	<u>(902)</u>	<u>897</u>
Equity in undistributed earnings of CresCom Bank	<u>29,351</u>	<u>18,472</u>	<u>13,587</u>
Equity in undistributed losses of Carolina Services	<u>—</u>	<u>—</u>	<u>(64)</u>
Total equity in undistributed earnings of subsidiaries	<u>29,351</u>	<u>18,472</u>	<u>13,523</u>
Net income	<u>\$ 28,565</u>	<u>17,570</u>	<u>14,420</u>

Carolina Financial Corporation  
Condensed Balance Sheets

	At December 31,	
	2017	2016
	(In thousands)	
Assets:		
Cash and cash equivalents	\$ 4,919	3,506
Investment in bank subsidiary	501,867	174,142
Investment in unconsolidated statutory business trusts	1,116	465
Securities available-for-sale	501	1
Other assets	982	1,567
Total assets	\$ 509,385	179,681
Liabilities and stockholders' equity:		
Accrued expenses and other liabilities	\$ 1,745	1,026
Long-term debt	32,259	15,465
Stockholders' equity	475,381	163,190
Total liabilities and stockholders' equity	\$ 509,385	179,681

Carolina Financial Corporation  
Condensed Statements of Cash Flows

	Ended December 31,		
	2017	2016	2015
	(In thousands)		
Cash flows from operating activities:			
Net income	\$ 28,565	17,570	14,420
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed earnings in subsidiaries	(29,351)	(18,472)	(13,523)
Stock-based compensation	1,658	1,271	874
Vested stock awards surrendered in cashless exercise	(1,789)	(482)	(86)
Decrease (increase) in other assets	1,053	(232)	(224)
(Decrease) increase in other liabilities	(3,456)	(163)	237
Net cash provided by (used in) operating activities	(3,320)	(508)	1,698
Cash flows from investing activities:			
Equity contribution in bank subsidiaries	(35,000)	(15,966)	(20,000)
Equity contribution in non-bank subsidiaries	—	—	(250)
Net cash (paid) received from acquisitions	(6,016)	7,734	—
Net cash used in financing activities	(41,016)	(8,232)	(20,250)
Cash flows from financing activities:			
Proceeds from issuance of common stock	47,671	—	32,156
Proceeds from exercise of stock options	10	27	70
Excess tax benefit in connection with equity awards	439	454	189
Cash dividends paid on common stock	(2,371)	(1,475)	(1,142)
Net cash provided by (used in) financing activities	45,749	(994)	31,273
Net increase (decrease) in cash and cash equivalents	1,413	(9,734)	12,721
Cash and cash equivalents, beginning of year	3,506	13,240	519
Cash and cash equivalents, end of year	\$ 4,919	3,506	13,240

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

*Evaluation of disclosure controls and procedures.* As of the end of the period covered by this Annual Report on Form 10-K, the Company carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply judgment in evaluating its controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, were effective as of the end of the period covered by this report.

*Changes in internal control over financial reporting.* There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2017, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

As of December 31, 2017, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control-Integrated Framework," issued by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission in 2013. This assessment included controls over the preparation of the schedules equivalent to the basic financial statements in accordance with the instructions for the Consolidated Financial Statements for Bank Holding Companies (Form FR Y-9C) to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act. Based on the assessment management determined that the Company maintained effective internal control over financial reporting as of December 31, 2017.

Elliott Davis, LLC, the independent registered public accounting firm, audited the consolidated financial statements of the Company included in this Annual Report on Form 10-K. Their report is included in Part III, Item 15. Exhibits and Financial Statements under the heading "Report of Independent Registered Public Accounting Firm." This Annual Report on Form 10-K does not include an attestation report of the Company's registered public accounting firm due to a transition period established by rules of the SEC for an Emerging Growth Company.

### **ITEM 9B. OTHER INFORMATION**

None

### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

In response to this Item, this information is contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 2, 2018 and is incorporated herein by reference.

#### ITEM 11. EXECUTIVE COMPENSATION.

In response to this Item, this information is contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 2, 2018 and is incorporated herein by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS.

	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans</u>
Equity compensation plans approved by security holders	312,382	\$ 12.01	711,301
Equity compensation plans not approved by security holders	<u>—</u>	<u>—</u>	<u>—</u>
	<u><u>312,382</u></u>	<u><u>\$ 12.01</u></u>	<u><u>711,301</u></u>

Number of securities remaining available for future issuance under equity compensation plans:

CARO	303,826
FSBK plan acquired per S-8	<u>407,475</u>
	<u><u>711,301</u></u>

The equity compensation plans included in the table above are the Carolina Financial Corporation 2013 Equity Incentive Plan, the First South Bancorp Inc. 2008 Equity Incentive Plan and the First South Bancorp, Inc. 1997 Stock Option Plan.

The other information required by this item is contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 2, 2018 and is incorporated herein by reference.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

The information is contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 2, 2018 is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

In response to this Item, this information is contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 2, 2018 and is incorporated herein by reference.

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- (a) (1) Financial Statements  
The following consolidated financial statements are located in Item 8 of this report.  
Report of Independent Registered Public Accounting Firm  
Consolidated Balance Sheets as of December 31, 2017 and 2016  
Consolidated Statements of Operations for the years ended December 31, 2017, 2016, and 2015  
Consolidated Statements of Comprehensive Income for the years ended December 31, 2017, 2016, and 2015  
Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2017, 2016, and 2015  
Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016, and 2015  
Notes to the Consolidated Financial Statements
- (2) Financial Statement Schedules  
These schedules have been omitted because they are not required, are not applicable or have been included in our consolidated financial statements.
- (3) Exhibits  
See the "Exhibit Index" immediately following the signature page of this report.



## SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### CAROLINA FINANCIAL CORPORATION

Date: March 16, 2018

By: /s/ Jerold L. Rexroad \_\_\_\_\_

Jerold L. Rexroad  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jerold L. Rexroad</u> Jerold L. Rexroad	Chief Executive Officer and Director (Principal Executive Officer)	March 16, 2018
<u>/s/ William A. Gehman, III</u> William A. Gehman, III	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 16, 2018
<u>/s/ Claudius E. Watts IV</u> Claudius E. Watts IV	Chairman of the Board of Directors	March 16, 2018
<u>/s/ W. Scott Brandon</u> W. Scott Brandon	Director	March 16, 2018
<u>/s/ Robert G. Clawson, Jr.</u> Robert G. Clawson, Jr.	Director	March 16, 2018
<u>/s/ Lindsay A. Crisp</u> Lindsay A. Crisp	Director	March 16, 2018
<u>/s/ Jeffery L. Deal</u> Jeffery L. Deal, M.D.	Director	March 16, 2018
<u>/s/ Gary M. Griffin</u> Gary M. Griffin	Director	March 16, 2018
<u>/s/ Frederick N. Holscher</u> Frederick N. Holscher	Director	March 16, 2018
<u>/s/ Daniel H Isaac, Jr.</u> Daniel H Isaac, Jr.	Director	March 16, 2018
<u>/s/ Michael P. Leddy</u> Michael P. Leddy	Director	March 16, 2018
<u>/s/ Robert M. Moïse</u> Robert M. Moïse, CPA	Director	March 16, 2018
<u>/s/ David L. Morrow</u> David L. Morrow	Director	March 16, 2018
<u>/s/ Thompson E. Penney</u> Thompson E. Penney	Director	March 16, 2018

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger by and between Carolina Financial Corporation and Greer Bancshares Incorporated, dated November 7, 2016 <sup>(1)</sup>
2.2	Agreement and Plan of Merger by and between Carolina Financial Corporation, CBAC, Inc., and Congaree Bancshares, Inc., dated January 5, 2016 <sup>(12)</sup>
2.3	Agreement and Plan of Merger and Reorganization by and between Carolina Financial Corporation and First South Bancorp, Inc., dated June 9, 2017 <sup>(13)</sup>
3.1	Restated Certificate of Incorporation filed on August 31, 2015 <sup>(2)</sup>
3.2	Amendment to the Restated Certificate of Incorporation <sup>(3)</sup>
3.3	Amended and Restated Bylaws <sup>(4)</sup>
4.1	See Exhibits 3.1 through 3.3 for provisions in Carolina Financial Corporation's Certificate of Incorporation and Bylaws defining the rights of holders of common stock <sup>(2)(3)(4)</sup>
4.2	Form of certificate of common stock <sup>(6)</sup>
10.1	Amended and Restated Employment Agreement by and between Crescent Bank and M.J. Huggins, III dated as of December 24, 2008 <sup>(6)(7)</sup>
10.2	First Amendment to the Amended and Restated Employment Agreement between CresCom Bank and M.J. Huggins, III dated September 21, 2012 <sup>(6)(7)</sup>
10.3	Amended and Restated Supplemental Executive Agreement by and between Carolina Financial Corporation and M.J. Huggins, III dated as of December 24, 2008 <sup>(6)(7)</sup>
10.4	Amended and Restated Employment Agreement by and between Crescent Bank and David Morrow dated as of December 24, 2008 <sup>(6)(7)</sup>
10.5	First Amendment to the Amended and Restated Employment Agreement between CresCom Bank and David Morrow dated as of September 19, 2012 <sup>(6)(7)</sup>
10.6	Amended and Restated Supplemental Executive Agreement by and between Carolina Financial Corporation and David Morrow dated as of December 24, 2008 <sup>(6)(7)</sup>
10.7	Employment Agreement by and between Carolina Financial Corporation and Jerold L. Rexroad dated as of May 1, 2008 <sup>(6)(7)</sup>
10.8	First Amendment to the Employment Agreement between Carolina Financial Corporation and Jerold L. Rexroad dated as of September 19, 2012 <sup>(6)(7)</sup>

<u>Exhibit No.</u>	<u>Description</u>
10.9	Carolina Financial Corporation 2002 Stock Option Plan <sup>(6)(7)</sup>
10.10	Carolina Financial Corporation 2006 Recognition and Retention Plan <sup>(6)(7)</sup>
10.11	Carolina Financial Corporation 2013 Equity Incentive Plan <sup>(6)(7)</sup>
10.12	Form of Carolina Financial Corporation Elite LifeComp Agreement <sup>(6)(7)</sup>
10.13	Subservicing Agreement by and between Cenlar FSB and Crescent Mortgage Company dated January 1, 2004 <sup>(6)</sup>
10.14	First Amendment to Subservicing Agreement by and between Cenlar FSB and Crescent Mortgage Company dated as of February 19, 2004 <sup>(6)</sup>
10.15	Second Amendment to Subservicing Agreement by and between Cenlar FSB and Crescent Mortgage Company dated as of February 1, 2006 <sup>(6)</sup>
10.16	Third Amendment to Subservicing Agreement by and between Cenlar FSB and Crescent Mortgage Company dated as of January 1, 2011 <sup>(6)</sup>
10.17	Employment Agreement, dated January 21, 2015, by and between Crescent Mortgage Company and Fowler Williams <sup>(7)(8)</sup>
10.18	Amendment No. 1 to the Carolina Financial Corporation 2013 Equity Incentive Plan <sup>(9)</sup>
10.19	First South Bancorp, Inc. 2008 Equity Incentive Plan, as assumed by the Company <sup>(10)</sup>
10.20	First South Bancorp, Inc. 1997 Stock Option Plan, as amended, as assumed by the Company <sup>(11)</sup>
21	Subsidiaries of Carolina Financial Corporation
23	Consent of Independent Registered Public Accounting Firm—Elliott Davis, LLC
31.1	Rule 13a-14(a) Certification of the Chief Executive Officer
31.2	Rule 13a-14(a) Certification of the Chief Financial Officer
32	Section 1350 Certifications
101	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2017, formatted in eXtensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets as December 31, 2017 and December 31, 2016; (ii) Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015; (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2017, 2016 and 2015; (iv) Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2017, 2016 and 2015; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015; and (vi) Notes to the Consolidated Financial Statements.

- 
- (1) Incorporated by reference from the Company's Registration Statement on Form S-3 filed on December 23, 2016.
  - (2) Incorporated by reference from the Company's Registration Statement on Form S-3 filed on August 31, 2015.
  - (3) Incorporated by reference to Exhibit A of the Company's Definitive Proxy Statement on Schedule 14A filed on March 31, 2016.
  - (4) Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on May 5, 2016.
  - (5) Incorporated by reference from the Company's Registration Statement on Form S-4 filed on February 9, 2016.
  - (6) Incorporated by reference from the Company's Registration Statement on Form 10 filed on February 26, 2014.
  - (7) Indicates management contracts or compensatory plans or arrangements.
  - (8) Incorporated by reference from the Company's Quarterly Report on Form 10-Q for the Quarter Ended March 31, 2016 filed on May 9, 2016.
  - (9) Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on January 22, 2015.
  - (10) Incorporated by reference to First South Bancorp, Inc.'s Registration Statement on Form S-8, filed on June 2, 2008 (Registration No. 333-151337).
  - (11) Incorporated by reference to First South Bancorp, Inc.'s Annual Report on Form 10-K for the year ended September 30, 1999, filed on December 27, 1999 (File No. 0-22219).
  - (12) Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed on January 11, 2016.
  - (13) Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed on June 15, 2017.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM



We consent to incorporation by reference in the Registration Statement (No. 333-223070) on Form S-8, the Registration Statement (No. 333-197152) on Form S-8, the Registration Statement (No. 333-222550) on Form S-3, the Registration Statement (No. 333-215312) on Form S-3, the Registration Statement (No. 333-206676) on Form S-3, the Registration Statement (No. 333-219886) on Form S-4, and the Registration Statement (No. 333-209440) on Form S-4 of Carolina Financial Corporation of our report dated March 16, 2018, relating to our audit of the consolidated financial statements of Carolina Financial Corporation and Subsidiaries, which appear in this Annual Report on Form 10-K of Carolina Financial Corporation for the year ended December 31, 2017.

/s/ Elliott Davis, LLC

Greenville, South Carolina  
March 16, 2018

200 East Broad Street, Suite 500, P.O. Box 6286, Greenville, SC 29606-6286  
Phone: 864.242.3370 Fax: 864.232.7161 [www.elliottdavis.com](http://www.elliottdavis.com)

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

I, Jerold L. Rexroad, President and Chief Executive Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Carolina Financial Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2018

/s/ JEROLD L. REXROAD

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Jerold L. Rexroad,  
Chief Executive Officer  
*(Principal Executive Officer)*



**Rule 13a-14(a) Certification of the Chief Financial Officer**

I, William A. Gehman III, Chief Financial Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Carolina Financial Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2018

/s/ WILLIAM A. GEHMAN III

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William A. Gehman III  
*Chief Financial Officer*  
*(Principal Financial and Accounting Officer)*

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

The undersigned, the Chief Executive Officer and the Chief Financial Officer of Carolina Financial Corporation (the “Company”), each certify that, to his knowledge on the date of this certification:

1. The annual report of the Company for the period ended December 31, 2017 as filed with the Securities and Exchange Commission on this date (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JEROLD L. REXROAD

Jerold L. Rexroad  
*Chief Executive Officer*  
March 16, 2018

/s/ WILLIAM A. GEHMAN III

William A. Gehman III  
*Chief Financial Officer*  
March 16, 2018

# SHAREHOLDER INFORMATION

## OFFICERS

**Jerold L. Rexroad**

*President and Chief Executive Officer*

**William A. Gehman, III**

*Executive Vice President and Chief Financial Officer*

**David L. Morrow**

*Executive Vice President*

*President and Chief Executive Officer of CresCom Bank*

**M. J. Huggins, III**

*Executive Vice President and Secretary*

## CORPORATE HEADQUARTERS

**Carolina Financial Corporation**

288 Meeting Street • Charleston, SC 29401  
1 (855) 273-7266

## TRANSFER AGENT

**Shareholder correspondence**

Computershare  
P.O. BOX 505000  
Louisville, KY 40233

**Overnight correspondence**

Computershare  
462 South 4<sup>th</sup> Street, Suite 1600  
Louisville, KY 40202

Telephone: Direct Dial 1 (781) 575-4223  
Toll Free: (800) 368-5948

## ANNUAL MEETING

The Annual Meeting of Stockholders will be held on Wednesday, May 2, 2018 at 5:00 PM at:

**Country Club of Charleston**

1 Country Club Drive  
Charleston, South Carolina 29412

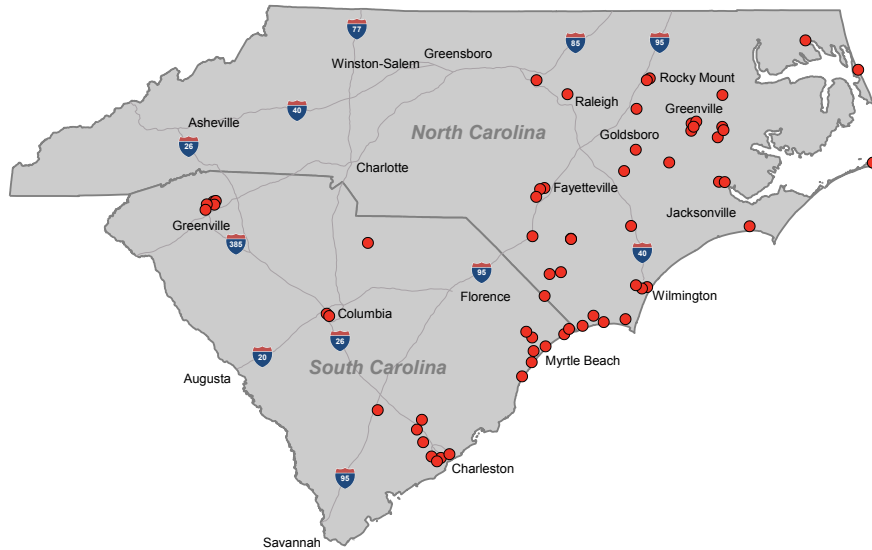


288 Meeting Street, Charleston, SC 29401



**ALL LOCATIONS**

1 (855) 273-7266 • [www.haveanicebank.com](http://www.haveanicebank.com)



**HOME OFFICE**

6600 Peachtree Dunwoody Rd. NE/600 Embassy Row, Suite 650  
Atlanta, GA 30328 • (800) 851-0263 • [www.crescentmortgage.com](http://www.crescentmortgage.com)