

**FEDERAL DEPOSIT INSURANCE CORPORATION**  
**Washington, D.C. 20429**

**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, 2023

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**PREFERRED BANK**

*(Exact name of registrant as specified in its charter)*

<b>California</b> <i>(State or other jurisdiction of incorporation or organization)</i>	<b>33539</b> <i>(FDIC Certificate Number)</i>	<b>95-4340199</b> <i>(I.R.S. Employer Identification No.)</i>
<b>601 S. Figueroa Street, 48<sup>th</sup> Floor, Los Angeles, California</b> <i>(Address of principal executive offices)</i>		<b>90017</b> <i>(Zip Code)</i>

Registrant's telephone number, including area code: **(213) 891-1188**

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, No Par Value</b>	<b>PFBC</b>	<b>The NASDAQ Stock Market LLC</b>

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

**None**  
*(Title of class)*

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Smaller reporting company  Emerging growth company

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

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

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the price at which the common equity was last sold as of the last business day of the Registrant's most recently completed second fiscal quarter (June 30, 2023) was \$528,609,885.

Number of shares of common stock of the Registrant outstanding as of March 13, 2024, was 13,413,307.

The following documents are incorporated by reference herein:

**Document Incorporated By Reference**

Definitive Proxy Statement for the Annual Meeting of Shareholders which will be filed within 120 days of the fiscal year ended December 31, 2023

**Part of Form 10-K Into Which Incorporated**

Part III

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## PART I

### Forward-Looking Statements

Certain matters discussed in this Annual Report on Form 10-K (“Annual Report”) may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as such, may involve risks and uncertainties. We claim the protection of the safe harbor contained in the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to, among other things, the Bank’s financial condition, results of operations, plans, objectives, expectations of the environment in which we operate and projections of future performance or business. Such statements can generally be identified by the use of forward-looking language, such as “is expected to,” “will likely result,” “anticipated,” “projected”, “estimate,” “forecast,” “intends to,” or may include other similar words, phrases, or future or conditional verbs such as “aims”, “believes,” “plans,” “continue,” “remain,” “may,” “might,” “will,” “would,” “should,” “could,” “can,” or similar language. Forward-looking statements by us are based on estimates, beliefs, projections and assumptions of management and are not guarantees of future performance. Our actual results, performance, or achievements may differ significantly from the results, performance, or achievements expected or implied in such forward-looking statements. When considering these statements, you should not place undue reliance on these statements, as they are subject to certain risks and uncertainties, as well as any cautionary statements made within this Annual Report, and should also note that these statements are made as of the date of this Annual Report and based only on information known to us at that time.

Factors causing risk and uncertainty, which could cause future results to be materially different from forward-looking statements contained in this Annual Report as well as from historical performance, include but are not limited to:

- Regulatory decisions regarding the Bank, and impact of future regulatory and governmental agency decisions including Basel III capital standards;
- Adequacy of allowance for credit loss estimates in comparison to actual future losses;
- Necessity of additional capital in the future, and possible unavailability of that capital on acceptable terms;
- Economic and market conditions that may adversely affect the Bank and our industry;
- Disruptions to the financial markets as a result of the current or anticipated impact of military conflict, including escalating military tension between Russia and Ukraine, terrorism or other geopolitical events;
- Possible loss of members of senior management or other key employees upon whom the Bank heavily relies;
- Changes in the interest rate environment, and levels of short- and long-term interest rates, may negatively affect the Bank’s financial performance;
- Changes in governmental or bank-established interest rates or monetary policies, including the replacement of the LIBOR index on our loans which are tied to that index;
- Strong competition from other financial service entities;
- Possibility that the Bank’s underwriting practices may prove to be ineffective;
- Changes in the commercial and residential real estate markets that could adversely affect the collateral value supporting our loans and increase charge-offs;
- Adverse economic conditions in Asia which could negatively impact the Bank’s business;
- Catastrophic events, acts of war or terrorism, or natural disasters, such as earthquakes, drought, pandemic diseases (including the COVID-19 pandemic), climate change or extreme weather events, any of which may affect services we use, may affect our customers, employees or third parties with which we conduct business, or could negatively impact the Bank’s business;
- Geographic concentration of our operations;
- The economic impact of Federal budgetary policies;
- Failure to attract deposits, inhibiting growth;
- Interruption or break in the communication, information, operating, and financial control systems upon which the Bank relies;

- Changes in federal and state laws or the regulatory environment including regulatory reform initiatives and policies of the U.S. Department of Treasury, the Board of Governors of the Federal Reserve Board System, the Federal Deposit Insurance Corporation, the Consumer Financial Protection Bureau and the California Department of Financial Protection and Innovation;
- Changes in accounting standards as may be required by the Financial Accounting Standards Board or other regulatory agencies and their impact on critical accounting policies and assumptions;
- Potential changes in the U.S. government’s monetary policies;
- Environmental liability with respect to properties to which the Bank takes title;
- Negative publicity;
- Information technology and cyber security incidents, disruptions or attacks and the possible blocking, theft or loss of Bank or customer access, functionality, data, funding or money

As a result of the rapid rise in interest rates in 2022 and 2023, resulting reductions in the value of investment securities portfolios throughout the industry, and recent bank failures, our forward-looking statements are subject to the following risks, uncertainties and assumptions specifically related to these circumstances:

- Attraction and retention of uninsured deposits in the short-term may be challenged;
- Deterioration in depositor confidence could result in deposit outflows and strains on our liquidity;
- Failures of additional banks could further erode depositor confidence and deposit withdrawals that could require us to borrow funds or sell securities, which could adversely affect our operating results;
- Replacement of withdrawn deposits with funds borrowed from the Federal Home Loan Bank, Federal Reserve Bank, or other sources likely will increase our marginal interest expense and could reduce our net interest income and reduce our net income and the rate of our quarterly cash dividend;
- Changes in regulations and examination standards in response to the recent bank failures could result in increased compliance costs and possible restrictions on operations and strategic initiatives; and
- FDIC premiums may increase if the Deposit Insurance Fund experiences additional costs in the resolution of the recent and any future bank failures, which could reduce our net income.

These factors are further described in this Annual Report within Item 1A. We do not undertake, and we specifically disclaim any obligation to update any forward-looking statements to reflect the occurrence of events or circumstances after the date of such statements except as required by law.

## **ITEM 1. BUSINESS**

References in this Annual Report to “we,” “us,” or “our,” and the “Bank” mean Preferred Bank and its wholly-owned subsidiary, PB Investment and Consulting, Inc., or PB Consulting, which has no current operations.

### **General**

We are one of the larger independent commercial banks headquartered in California focusing primarily on the diversified California market, with a historical niche in the Chinese-American market. We consider the Chinese-American market to encompass individuals born in the United States of Chinese ancestry, ethnic Chinese who have immigrated to the United States and ethnic Chinese who live abroad but conduct business in the United States. Although founded as a bank that primarily serves the Chinese-American community, the majority of our current business activities come from non-Chinese American markets of Southern California, Northern California, New York and Texas. We commenced operations in December 1991 as a California state-chartered bank in Los Angeles, California. Our deposits are insured by the Federal Deposit Insurance Corporation (“FDIC”). We are a member of the Federal Home Loan Bank (“FHLB”) of San Francisco and of the FHLB of New York.

At December 31, 2023, our total assets were \$6.66 billion, loans were \$5.27 billion, deposits were \$5.71 billion and shareholders’ equity was \$695.1 million. These balances all saw increases from total assets of \$6.43 billion, loans of \$5.07 billion, deposits of \$5.56 billion, and shareholders’ equity of \$630.4 million, respectively, as of December 31, 2022. We had net earnings per share on a diluted basis of \$10.52 for the year ended December 31, 2023 as compared to net earnings of \$8.70 per diluted share for the year ended December 31, 2022 and net earnings per diluted share of \$6.41 for the year ended December 31, 2021. Net interest income before provision for credit losses increased to \$289.4 million for the year ended December 31, 2023, up from \$247.4 million for the year ended December 31, 2022 and \$185.9 million for the year ended December 31, 2021. We recorded a provision for credit

losses on loans of \$10.0 million in 2023, up from \$7.4 million recorded in 2022 and up from a reversal for provision for credit losses of \$1.0 million recorded in 2021.

We provide personalized deposit products and services as well as real estate finance, commercial loans, SBA loans and trade finance credit facilities to small and mid-sized businesses and their owners, entrepreneurs, real estate developers and investors, professionals and high net worth individuals. In addition, as an accommodation to many of our clients and as a way to gain new business, we offer single family residential mortgage loans. Traditionally, we have been more focused on businesses as opposed to retail customers and have a relatively small number of customer relationships for whom we provide a high level of service and personal attention.

We derive our income primarily from interest received on our loan and investment securities portfolios as well as our cash and fee income we receive in connection with servicing our loan and deposit customers. Our major operating expenses are the interest we pay on deposits and borrowings, and the salaries and related benefits we pay our management and staff.

The Bank conducts its banking business through twelve full-service branch offices in the California counties of Los Angeles, Orange, and San Francisco, one branch in Flushing, New York, one branch in the Houston suburb of Sugar Land, Texas, and a satellite office in Manhattan, New York used only for meeting and communications as no business is transacted there. We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside, San Bernardino, and San Francisco counties within California, the Tri-State area of New York, New Jersey, Connecticut and the Houston, Texas metro area.

Our main office is located at 601 S. Figueroa Street, 47th Floor, Los Angeles, CA 90017 and our telephone number is (213) 891-1188. Our website is [www.preferredbank.com](http://www.preferredbank.com). Under the Investor Relations tab on our web site (See “Company Filings”), which can be accessed through [www.preferredbank.com](http://www.preferredbank.com), we post the following filings as soon as reasonably practicable after they are filed with or furnished to the FDIC:

- Our annual report on Form 10-K;
- Our quarterly reports on Form 10-Q;
- Our current reports on Form 8-K;
- Any amendments to such reports filed with or furnished to the FDIC pursuant to Section 13(a) or 15(d) of the Exchange Act;
- Our proxy statement related to our annual shareholders’ meeting and any amendments to those reports or statements filed with or furnished to the FDIC pursuant to Section 13(a) or 15(d) of the Exchange Act; and
- Our Form 4 statements of holdings of our directors and executive officers.

All such filings are available on our website free of charge. The reference to our website address does not constitute incorporation by reference of the information contained in the website and should not be considered part of this Annual Report. A copy of our Code of Personal and Business Conduct, including any amendments thereto or waivers thereof, and Board Committee Charters can also be accessed on our website. We will provide, at no cost, a copy of our Code of Personal and Business Conduct and Board Committee Charters upon request by phone or in writing at the above phone number or address, attention: Edward J. Czajka, Executive Vice President and Chief Financial Officer.

## **Our Traditional Banking Business**

We have historically provided a range of deposit and loan products and services to customers primarily within the following categories:

- *Real Estate Finance*—consisting of investors and developers within the real estate industry and of owner-occupied properties in Southern California. We have traditionally provided construction loans and mini-permanent (“mini-perm”) loans for residential, commercial, industrial and other income producing properties, although construction lending is no longer a focus for new business. A portion of our real estate loans are to borrowers who are also international trade finance customers.

- *Middle Market Business*—consisting of manufacturing, service and distribution companies with annual sales of approximately \$5 million to \$100 million and with borrowing requirements of up to approximately \$12 million. We offer a range of lending products to customers in this market, including working capital loans, equipment financing and commercial real estate loans. Additionally, we provide a full range of deposit products and related services including safe deposit boxes, account reconciliation, courier service and cash management services.
- *Trade Finance*—consisting of importers and exporters based in the U.S. requiring both borrowing and operational products. We offer a full range of products to international trade finance customers, including commercial and standby letters of credit, acceptance financing, documentary collections, foreign draft collections, international wires and foreign exchange.
- *High-wealth Banking* —consisting of wealthy individuals residing in the Pacific Rim area with residences, real estate investments or businesses in Southern California. We offer all of our banking products and services to this segment through our multi-lingual team of professionals knowledgeable in the business environment and financial affairs of Pacific Rim countries. We believe our language capabilities provide us with a competitive advantage.
- *Professionals*—consisting generally of physicians, accountants, attorneys, business managers and other professionals. We provide specialized personal banking services to customers in this segment including courier service, several types of specialized deposit accounts and personal and business loans as well as lines of credit.
- *Mortgage* – we provide a wide array of financing options for the purchase and refinance of single family residential homes and condominiums. Typically these loans are not ‘Qualifying Mortgages’ (“QM”) as defined by the Consumer Financial Protection Bureau (“CFPB”). Loans originated that qualify as QM’s are typically sold to the Federal Home Loan Mortgage Corporation (“FHLMC”, or “Freddie Mac”). All other loans originated are for the Bank’s own portfolio.

We provide an internet banking website with bill pay and treasury management services as well as mobile banking for phone and tablet applications for our clients. In 2019, we also began to offer online account opening for certain deposit products. Our focus on technology and on providing the most relevant products and services to our clients is of utmost importance.

## **Our Current Focus**

Due to the current high level of inflation and all of the mitigating short term interest rate hikes executed by the Federal Open Market Activity (“FOMC”), or (“Fed”), we are closely monitoring our credit portfolio as interest rates for most of our borrowers have increased significantly since the beginning of 2022 and into 2023. Maintaining a high level of credit quality while continuing our organic growth has always been the Bank’s main operating strategy. Traditionally the Bank has always placed a greater emphasis on gathering deposits rather than loans, with the understanding that the deposit relationships are the primary drivers of the franchise value of the Bank.

Continued organic growth is another primary focus for us and generally has come from our business development personnel which includes loan officers, deposit officers and relationship managers. Our historic success in our ability to grow organically has come from our ability to attract and retain top level bankers in the markets we serve while providing an ultra-high-touch level of service. Our continued success in organic growth will be somewhat dependent on our ability to continue to increase our business development professionals.

## **Our Market**

We conduct operations from our main office in downtown Los Angeles, California and through twelve full-service branch offices in in the California counties of Los Angeles, Orange and San Francisco, one branch in Flushing, New York, one branch in the Houston suburb of Sugar Land, Texas, and a satellite office in Manhattan, New York used only for meeting and communications as no business is transacted there. We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside, San Bernardino, and San Francisco counties within California, the Tri-State area of New York, New Jersey and Connecticut and the Houston, Texas metro area.

We believe we compete effectively with the Chinese-American community banks, the mainstream community banks, larger commercial banks and major publicly listed and foreign-owned Chinese banks operating in both California and in New York by offering the following:

- Deposit and cash management services, internet, mobile and tablet banking to businesses and high net worth depositors with a high degree of personal service and responsiveness;
- An experienced, multi-lingual management team and staff who have an understanding of Asian markets and cultures who we believe can provide sophisticated credit solutions faster, more efficiently and with a higher degree of personal service than what is provided by our competition;
- Credit decisioning and execution on a pace far exceeding that of larger banks and which our clients value greatly; and
- Loan products to customers requiring credit of a size in excess of what can be provided by our smaller competitors.

## **Our Lending Activities**

Our current loan portfolio is comprised primarily of the following five categories of loans:

- Real estate mortgage loans;
- Commercial and industrial loans;
- Real estate construction loans;
- Small Business Administration (“SBA”) loans; and
- Trade finance.

We manage our loan portfolio to provide for an adequate return, but also provide for diversification of risk. We also have also utilized our relationships within the banking industry to purchase and sell participations in loans that meet our underwriting criteria. As of December 31, 2023, we had a total of \$875.3 million in purchased participation loans and \$159.5 million in loan participations that we sold. Of the \$875.3 million in purchased participations, \$267.4 million are loans made to our own relationship customers, which have outgrown our lending limits, but who desire to continue their relationship with us. We believe this is a very important characteristic of the purchased loan portfolio, as we have a deep understanding of these clients which we believe helps mitigate the risk of defaults.

We have historically originated our loans from our banking offices in Los Angeles, Orange, and San Francisco counties. During 2015, the acquisition of United International Bank, or UIB, resulted in an additional office from which loans could be originated in the Northeast Tri-State Area (New York, New Jersey and Connecticut). In 2021 we opened a Loan Production Office (“LPO”) in Sugar Land, Texas, which was elevated to a full service branch in 2023 and the Bank now originates loans in the Houston area. Bank-wide, for mini-perm and construction loans, we have relied on referrals from existing clients who are real estate investors, owner/operators, and developers as well as internal business development efforts. For our commercial and trade finance lending, we have sought referrals from existing banking clients as well as referrals from professionals, such as certified public accountants, attorneys and business consultants.

At December 31, 2023, 66% of our loans carried interest rates that adjust with changes in the Prime Rate, which has the potential to re-price daily (floating rate loans), and 23% carried interest rates tied to the Secured Overnight Financing Rate (“SOFR”) indices and other indices which re-price periodically (adjustable rate loans). The remaining 11% of our loans were either fixed rate or had an interest rate tied to the certificate of deposit (“CD”) by which it was collateralized. Approximately 96% of our floating rate loans and 42% of our adjustable rate loans had an interest rate floor, which will provide us with some protection in the future if interest rates decrease from the current levels. Approximately 14% of our loan portfolio had interest rate ceilings at various rates limiting the amount of interest rate increases that can be passed on to the borrower.



The following table sets forth information regarding our seven major loan portfolios:

	<b>At December 31, 2023</b>	
	<b>(Dollars in thousands)</b>	
<b><i>Real Estate Mini-Perm</i></b>		
Portfolio size	\$	2,935,369
Number of loans		629
Average loan size	\$	4,667
Average LTV <sup>(1)</sup>		56%
Average DCR <sup>(2)</sup>		1.70x
Weighted average rate		8.44%
Average years since origination		3.2 years
<b><i>Residential Mortgage</i></b>		
Portfolio size	\$	512,867
Number of loans		764
Average loan size	\$	671
Average LTV <sup>(1)</sup>		65%
Weighted average rate		5.20%
Average years since origination		2.1 years
<b><i>Real Estate Construction</i></b>		
Portfolio size	\$	425,976
Number of loans		77
Average loan size	\$	5,532
Average LTV <sup>(1)</sup>		54%
Weighted average rate		9.49%
Average years since origination		2.0 years
<b><i>Commercial Loans</i></b>		
Portfolio size	\$	1,393,830
Number of loans		2,221
Average loan size	\$	628
Weighted average rate		8.49%
Average years since origination		3.5 years
<b><i>Trade Finance</i></b>		
Portfolio size	\$	1,041
Number of loans		20
Average loan size	\$	52
Weighted average rate		9.25%
Average years since origination		0.1 years
<b><i>SBA</i></b>		
Portfolio size	\$	3,469
Number of loans		16
Average loan size	\$	238
Weighted average rate		9.46%
Average years since origination		0.8 years
<b><i>HELOC</i></b>		
Portfolio size	\$	583
Number of loans		3
Average loan size	\$	195
Average LTV <sup>(1)</sup>		28%
Weighted average rate		9.87%
Average years since origination		10.5 years

(1) Average loan-to-value at origination, or LTV, is calculated based upon a weighted average of outstanding principal loan balances (for mini-perm loans) or commitment (for construction loans) divided by the original value.

(2) Average debt coverage ratio at origination, or DCR, is calculated based upon the net operating income of the property divided by the debt service.

As of December 31, 2023, we had 593 loans with outstanding principal balances between \$1 million and \$5 million, 127 loans with outstanding principal balances between \$5 million and \$10 million, and 111 loans with outstanding principal balances over \$10 million.

#### Real Estate Mortgage Loans

Our Real Estate Mortgage portfolio consists primarily of real estate mini-perm loans, as well as residential mortgages. Real estate loans are secured by retail, industrial, office, special purpose, and residential single and multi-family properties and comprise 65% of our loan portfolio as of December 31, 2023. We seek diversification in our loan portfolio by maintaining a broad base of borrowers and monitoring our exposure to various property types as well as geographic and industry concentrations. Total real estate loans were \$3.45 billion at December 31, 2023 as compared to \$3.34 billion as of December 31, 2022.

The following table sets forth the breakdown of our real estate portfolio by property type:

Property Type	At December 31, 2023	
	Amount	Percentage of Loans in Each Category in Total Loan Portfolio
	<i>(Dollars in thousands)</i>	
Commercial/Office	444,635	8.43%
Retail <sup>(1)</sup>	649,938	12.32%
Industrial	404,870	7.68%
Residential 1-4	688,057	13.05%
Apartment 4+	555,074	10.53%
Land	4,000	0.08%
Special purpose <sup>(2)</sup>	702,245	13.32%
<b>Total</b>	<b>3,448,819</b>	<b>65.41%</b>

<sup>(1)</sup> Includes shopping centers, strip malls or stand-alone properties which house retailers.

<sup>(2)</sup> Includes hospitality, hospital and self-storage.

The following table sets forth the maturity of our real estate loan portfolio:

At December 31, 2023							Total Outstanding Balance
1 Year	2 Years	Less than 3 Years	4 Years	5 Years	More Than 5 Years		
<i>(In thousands)</i>							
\$ 739,125	\$ 490,446	\$ 471,885	\$ 587,392	\$ 421,590	\$ 738,381	\$ 3,448,819	

*Loan Origination:* The loan origination process for mini-perm loans begins with a loan officer collecting preliminary property information and financial data from a prospective borrower and guarantor(s). After a preliminary deal sheet is prepared and approved by management, the loan officer collects the necessary third party reports such as appraisals, credit reports, environmental assessments and preliminary title reports as well as detailed financial information. We utilize third party appraisers from an appraiser list approved by our Board of Directors' loan committee. From that list, appraisers are selected by our Credit Administration Department.

All appraisals for commercial real estate loans over \$500,000 and for residential real estate loans over \$400,000 are reviewed by an additional outside appraiser. Appraisals for loans under such amounts are reviewed by internal staff. A credit memorandum is then prepared by the loan officer summarizing all third party reports and preparing an analysis of the adequacy of primary and secondary repayment sources; namely the property DCR and

LTV as well as the outside financial strength and cash flow of the borrower(s) or guarantor(s). This completed credit memorandum is then submitted to senior management or a committee having the appropriate authority for approval. For further information on our different levels of authority, see “—Loan Authorizations” below.

Once a loan is approved by the appropriate authority level, loan documents are drawn by our Centralized Note Department, which also funds the loan when approval conditions are met. On larger, relatively complex transactions, loan documents are prepared or reviewed by outside legal counsel.

*Underwriting Standards:* Our principal underwriting standards for real estate mini-perm loans are as follows:

- Maximum LTV of 50%-85%, depending on the property type. However, our practice is to lend at a maximum LTV of 65%.
- Minimum DCR of 1.10-1.25, depending on the property type.
- Requirements of personal guarantees from the principals of any closely-held entity.

*Monitoring:* We monitor our mini-perm portfolio in different ways. First, for loans over \$1.5 million, we conduct site inspections and gather rent rolls and operating statements on the subject properties semi-annually. Using this information, we evaluate a given property’s ability to service present payment requirements, and we perform “stress-testing” to evaluate the property’s ability to service debt at higher debt levels or at lower cash flow levels. Second, on an annual basis, we request updated financial information from our borrowers and/or guarantors to monitor their financial capacity. In addition, to the extent any of our mini-perm loans become adversely classified loans, we order new appraisals every twelve months.

The vast majority of our mini-perm loans carry a five year maturity. However, it has been our practice to renew these loans based on a satisfactory payment record and an updated underwriting profile.

## Real Estate Construction

Our construction loans are typically short-term loans of up to 24 months for the purpose of funding the costs of constructing a building. There were no construction loan net charge-offs during 2023, 2022 and 2021. We had 77 construction loans totaling \$426.0 million as of December 31, 2023, and 78 construction loans totaling \$397.5 million as of December 31, 2022. Outstanding construction loans by property type are summarized as follows:

Property Type	At December 31, 2023	
	Amount	Percentage of Loans in Each Category in Total Loan Portfolio
	<i>(Dollars in thousands)</i>	
Retail <sup>(1)</sup>	9,632	0.18%
Industrial	14,865	0.28%
For sale attached residential	127,990	2.43%
For sale detached residential	118,211	2.24%
Apartment 4+	134,166	2.55%
Land / Special Purpose <sup>(2)</sup>	21,112	0.40%
Total	425,976	8.08%

<sup>(1)</sup> Includes shopping centers, strip malls or stand-alone properties which house retailers.

<sup>(2)</sup> Includes hospitality, hospital and self-storage

*Loan Origination:* The origination process for construction loans is similar to our real estate mini-perm origination process described above under “—Real Estate Mortgage Loans—Loan Origination,” but with one

additional step. For construction loans, we require a third party review of the developer's proposed building costs for large scale projects, and for other building projects on a case-by-case basis.

*Underwriting Standards:* Our underwriting standards for construction loans are identical to those described above under “—Real Estate Mortgage Loans—Underwriting Standards.” For the for-sale-housing projects, DCR analysis is required. In addition, we require that the construction loan applicant has proven experience in the type of project under consideration. Finally, notwithstanding the maximum 50-85% LTV discussed above under “—Real Estate Mortgage Loans—Underwriting Standards,” we generally require a maximum 65% LTV for construction loans at origination.

*Monitoring:* The monitoring of construction loans is accomplished under the supervision of our Chief Credit Officer and the Credit Administration Department. We engage third-party inspectors to report on the percentage of project completion as well as to evaluate whether the project is proceeding at an acceptable pace as compared to the original construction schedule. The third-party inspector also recommends whether we should approve or disapprove disbursement request amounts based on their site inspection and their review of the project budget. The third-party inspector produces a narrative report for each disbursement that contains an evaluation and recommendation for each project. The Chief Credit Officer or Credit Administration Department reviews each report and makes a final determination regarding the disbursement requests. All approved disbursements are funded by our Centralized Note Department.

## Commercial Loans

We offer a variety of commercial loan products including lines of credit for working capital, term loans for capital expenditures and commercial and stand-by letters of credit. As a matter of practice, the Bank requires a deposit relationship with commercial borrowers typically consisting of their operating account(s). As of December 31, 2023, we had \$1.39 billion of commercial loans outstanding, which represented 26.4% of the overall loan portfolio, compared to \$1.32 billion outstanding as of December 31, 2022, which represented 26.0% of the overall portfolio as of that time. Currently, the Bank is working to grow this line of business primarily because of the additional deposit relationships as well as the risk diversity that this portfolio brings to our overall loan portfolio which is typically more concentrated in real estate-related loans. Lines of credit typically have a one to two year commitment and are secured by the borrower's assets. In cases of larger commitments, an updated borrowing base certificate from the borrower may be required to determine eligibility at the time of any given advance. Term loans seldom exceed 60 months, but in no case exceed the depreciable life of the tangible asset being financed.

## SBA Loans

We offer loans known as SBA 7(a) loans and SBA 504 loans that are partially guaranteed by SBA, an independent agency of the federal government. SBA loans are offered for business purposes such as owner-occupied commercial real estate, business acquisitions, start-ups, franchise financing, working capital, improvements and renovations, inventory and equipment, and debt-refinancing. SBA loans offer lower down payments and longer-term financing, which helps small business that are starting out, or about to expand. The guarantees on SBA loans are generally 75 percent of the principal amount of the loan. The Bank typically requires that SBA loans be secured by business assets and by a first or second deed of trust on any available real property. When the SBA loan is secured by a first deed of trust on real property, the Bank obtains appraisals in accordance with applicable regulations. SBA loans have terms ranging from five to 25 years depending on the use of the proceeds. To qualify for a SBA loan, a borrower must demonstrate the capacity to service and repay the loan, without liquidating the collateral, based on historical earnings or reliable projections. The Bank sells to unrelated third parties a substantial amount of the guaranteed portion of the SBA loans that it originates. When the Bank sells a SBA loan, it has an option to repurchase the loan if the loan defaults. If the Bank repurchases a defaulted loan, the Bank will make a demand for the guaranteed portion to the SBA. Even after the sale of an SBA loan, the Bank retains the right to service the SBA loan and to receive servicing fees. The unsold portions of the SBA loans that remain owned by the Bank are included in loans receivable on the Balance Sheet.

The Bank also participated in the SBA's Paycheck Protection Program (“PPP”), which was a guaranteed, unsecured loan program to fund operational costs of eligible businesses, organizations and self-employed persons during the COVID-19 pandemic.

As of December 31, 2023, we had SBA loans of \$3.5 million or 0.1% of our total loan portfolio, which consisted of \$3.4 million of SBA (7a) loans, and \$97,000 of PPP loans made pursuant to The Coronavirus Aid,

Relief, and Economic Security Act (“CARES Act”), compared to \$11.3 million consisting of \$5.7 million of SBA (7a) loans, and \$5.6 million of PPP loans as of December 31, 2022.

## Trade Finance Credits

Our trade finance portfolio totaled \$1.0 million, or 0.02% of our total loan portfolio as of December 31, 2023, compared to \$4.5 million, or 0.1%, as of December 31, 2022. Of this amount, virtually all loans were made to U.S.-based importers who are also our current borrowers or depositors. Trade finance loans are essentially commercial loans but are typically made to importers or exporters. This portfolio has, similar to commercial loans, performed relatively well. During 2023, 2022 and 2021, there were no charge-offs or recoveries on trade finance loans. We also provide standby letters of credit and foreign exchange services to our clients. Our new trade finance credit relationships result from contacts and relationships with existing clients, certified public accountants and trade facilitators such as customs brokers.

We offer the following services to importers:

- Commercial letters of credit;
- Import lines of credit;
- Documentary collections;
- International wire transfers; and
- Acceptances/trust receipt financing.

We offer the following services to exporters:

- Export letters of credit;
- Export finance;
- Documentary collections;
- Bills purchase program; and
- International wire transfers.

*Loan Origination:* A commercial or trade finance loan begins with a loan officer obtaining preliminary financial information from the borrower and guarantor(s) and summarizing the loan request in a deal sheet. The deal sheet is then reviewed by senior management and/or those who have the loan authority to approve the credit. Following preliminary approval, the loan officer undertakes a formal underwriting analysis, including third party credit reports and asset verifications. From this information and analysis, a credit memorandum is prepared by the loan officer and submitted to senior management or the loan committee having the appropriate approval authority for review. After approval, the Centralized Note Department prepares loan documentation reflecting the conditions of approval and funds the loan when those conditions are met.

*Underwriting Standards:* Our underwriting standards for commercial and trade finance loans are designed to identify, measure, and quantify the risk inherent in these types of credits. Our underwriting process and standards help us identify the primary and secondary repayment sources. The following are our major underwriting guidelines:

- Cash flow is our primary underwriting criterion. We require a minimum 1.25:1 DCR for our commercial and trade finance loans. We also review trends in the borrower’s sales levels, gross profit and expenses.
- We evaluate the borrower’s financial statements to determine whether the given borrower’s balance sheet provides for appropriate levels of equity and working capital.
- Since most of our borrowers are closely held companies, we require the principals to guarantee their company’s debt. Our underwriting process, therefore, includes an evaluation of the guarantor’s net worth, income and credit history. Where circumstances warrant, we may require guarantees be secured by collateral (generally real estate).
- Where there is a reliance on the accounts receivable and inventory of a company, we evaluate their condition, which may include third party onsite audits.

*Monitoring:* For those borrowers whose credit availability is tied to a formula based on advances as a percentage of accounts receivable and inventory (typically ranging from 40% -80% and from 0%-50%, respectively), we review monthly borrowing base certificates for both availability and turnover trends. Periodically, we also conduct third party onsite audits, the frequency of which is dependent on the individual borrower. On a quarterly basis, we monitor the financial performance of a borrower by analyzing the borrower's financial statements for compliance with financial covenants.

## Loan Concentrations

Financial instruments that potentially subject the Bank to concentrations of credit risk consist primarily of loans and investments. These concentrations may be impacted by changes in economics, industry or political factors. The Bank monitors its exposure to these financial instruments and obtains collateral as appropriate to mitigate such risk.

As of both December 31, 2023 and 2022, the percentage of loans secured by real estate in our total loan portfolio was approximately 73% and 74%, respectively.

Our combined construction and real estate loans by type of collateral are as follows:

Property Type	At December 31, 2023	
	Amount	Percentage of Loans in Each Category in Total Loan Portfolio
	<i>(Dollars in thousands)</i>	
Commercial/Office	444,635	8.43%
Retail <sup>(1)</sup>	659,570	12.51%
Industrial	419,735	7.96%
Residential 1-4	934,258	17.72%
Apartment 4+	689,240	13.07%
Land	4,000	0.08%
Special purpose <sup>(2)</sup>	723,357	13.72%
Total	3,874,795	73.49%

<sup>(1)</sup> Includes shopping centers, strip malls or stand-alone properties which house retailers.

<sup>(2)</sup> Includes hospitality, hospital and self-storage.

To manage the risks inherent in concentrations in our loan portfolio, we have adopted a number of policies and procedures. Below is a list of the maximum loan-to-values used that must be met at loan origination, however, in practice, we rarely originate loans with loan-to-value ratios that are as high as the maximum loan-to-values listed below.

Collateral Type	LTV Maximum
Occupied 1-4	85%
Unimproved land	50%
Land development	60%
Improved properties	80%
Commercial construction	75%
1-4 SFR construction	80%

At December 31, 2023, the weighted average LTV of our construction and commercial real estate portfolio based on LTVs at the time of origination was 54% and 56%, respectively. Our practice is to require minimum DCRs on commercial real estate loans of 1.10x to 1.25x, depending on the property type. We also underwrite and stress our commercial real estate loans using a rate that is greater than the proposed interest rate on the loan. This is because a majority of our loans are floating rate.

Except as described above, no individual or single group of related accounts is considered material in relation to our assets or deposits or in relation to our overall business. Approximately 73% of our loan portfolio at December 31, 2023 consisted of real estate secured loans. At December 31, 2023, we had 831 loans in excess of \$1.0 million, totaling \$4.61 billion. These loans comprise approximately 22% of our loan portfolio based on number of loans and 87% based on the total outstanding balance. The average loan size of loans in excess of \$1.0 million was \$5.7 million.

## Loan Maturities

In addition to measuring and monitoring concentrations in our loan portfolio, we also monitor the maturities and interest rate structure of our loan portfolio. The following table shows the amounts of loans outstanding as of December 31, 2023 which, based on remaining scheduled repayments of principal, were due in one year or less, more than one year through five years, more than five years through fifteen years and more than fifteen years. Demand or other loans having no stated maturity and no stated schedule of repayments are reported as due in one year or less.

The table also presents, for loans with maturities over one year, an analysis with respect to fixed interest rate loans and floating interest rate loans.

	At December 31, 2023					Rate Structure for Loans Maturing Over One Year	
	Maturity				Total	Fixed Rate	Floating Rate
	One Year or Less	One through Five Years	Over Five Years through Fifteen Years	Over Fifteen Years			
	(In thousands)						
Real estate mortgage	\$ 739,125	\$ 1,971,313	\$ 219,328	\$ 519,053	\$ 3,448,819	\$ 410,632	\$ 2,299,062
Real estate construction	335,167	90,809	-	-	425,976	-	90,809
Commercial	397,404	800,630	195,796	-	1,393,830	108,268	888,158
SBA		97	783	2,589	3,469	97	3,372
Trade finance	1,041	-	-	-	1,041	-	-
Consumer & other	363	-	-	-	363	-	-
Total	\$ 1,473,100	\$ 2,862,849	\$ 415,907	\$ 521,642	\$ 5,273,498	\$ 518,997	\$ 3,281,401

As reflected in this data, the maturity of our portfolio is divided generally between loans maturing within one year or less and loans maturing between one and five years. Most of our shorter maturity loans are commercial, construction and real estate mini-perm loans. Most of the loans that have maturities between one and five years are real estate mini-perm loans and commercial loans. Regardless of maturity, most of our loans have interest rates that adjust with changes in the Prime Rate.

## Loan Authorizations

To ensure strength and diversity of the credit portfolio, the authorizations and approvals required to originate various loan types are detailed as follows:

- Executive Authorities.** Our Chief Executive Officer, Chief Operating Officer, Chief Credit Officer and Deputy Chief Operating Officer have combined approval authority up to \$15.0 million for real estate secured loans and up to \$11.0 million for unsecured credits. Loans in excess of these two limits are submitted to our Board of Directors Loan Committee for approval. The Bank does not grant individual loan authority.
- Board of Directors Loan Committee.** Our Board of Directors Loan Committee consists of three members of the Board of Directors and our Chief Executive Officer. It has approval authority up to our legal lending limit, which was approximately \$237.8 million for real estate secured loans and \$142.7 million for unsecured loans at December 31, 2023. The Board of Directors Loan Committee also reviews all loan commitments granted in excess of \$1.0 million on a quarterly basis for the preceding quarter.

If a credit falls outside of the guidelines set forth in our lending policies, the loan is not approved until it is reviewed by a higher level of credit approval authority. Credit approval authority has two levels, as listed above from lowest to highest level. Policy exceptions for cash flow, waiver of guarantee, excessive LTV or poor credit require approval of our Chief Executive Officer, Chief Operating Officer, Chief Credit Officer or Deputy Chief Operating Officer, regardless of size.

We believe that the current authority levels contribute to prudent risk management within the Bank through well-defined authorization levels and secondary approvals. Any conditions placed on loans in the approval process must be satisfied before our Chief Credit Officer will release loan documentation for execution.

## **Loan Grading and Loan Review**

We seek to quantify the risk in our lending portfolio by maintaining a loan grading system consisting of eight different categories (Grades 1-8). The grading system is used to determine, in part, the allowance for credit losses. The first four grades in the system are considered acceptable risk; whereas the fifth grade is a short-term transition grade. Loans in this category are subjected to enhanced analysis and either demonstrate their acceptableness and are returned to an acceptable grade or are moved to a “substandard” category should the loan’s underlying credit elements so dictate. The other three grades range from a “substandard” category to a “loss” category. These three grades are further discussed below under the section subtitled “*classified assets*.”

The originating loan officer initially assigns a grade to each credit as part of the loan approval process. Such grade may be changed as a loan application moves through the approval process.

Prior to funding, all new loans over \$1.0 million are reviewed by the Credit Administration Officer who may assign a different grade to the credit. The grade on each individual loan is reviewed at least annually by the loan officer responsible for monitoring the credit. The Board of Directors reviews monthly the aggregate amount of all loans graded as special mention (grade 5), substandard (6) or doubtful (7), and each individual loan that has a grade within such range. Additionally, changes in the grade for a loan may occur through any of the following means:

- Quarterly covenant tracking of commercial loans over \$1 million;
- Semi-annual stress testing of real estate loans over \$1.5 million;
- Semi-annual third party loan reviews;
- Bank regulatory examinations; and
- Monthly action plans submitted to the Chief Credit Officer by the responsible lending officers for each credit graded 5-8.

*Loan Delinquencies:* When a borrower fails to make a committed payment, we attempt to cure the deficiency by contacting the borrower to seek payment. Habitual delinquencies and loans delinquent 30 days or more are reviewed for possible changes in grading.

*Classified Assets:* Federal regulations require that each insured bank classify its assets on a regular basis. In addition, in connection with examinations of insured institutions, examiners have authority to identify problem assets, and, if appropriate, classify them. We use grades 6-8 of our loan grading system to identify potential problem assets.

## **Purchased Loan Participations**

As of December 31, 2023, we had a total of \$875.3 million in purchased participation loans and \$159.5 million in loan participations that we sold. Of the \$875.3 million in purchased participations, \$267.4 million are loans made to our own relationship customers, or former relationship customers, which we believe helps mitigate the risk of default. These loans include commercial real estate, construction and commercial loans. There were no charge-offs of loan participations during 2023, 2022 and 2021. These loans are underwritten using the same criteria as loans that the Bank originates directly.



## Deposit Products and Other Sources of Funds

Our primary sources of funds for use in our lending and investment activities consist of:

- Deposits and related services;
- Maturities and principal and interest payments on loans and securities; and
- Borrowings.

The following table shows the balance of each major category of deposits at December 31, 2023 and 2022:

	December 31, 2023		December 31, 2022	
	Amount	% of Total Deposits	Amount	% of Total Deposits
	<i>(Dollars in thousands)</i>			
Noninterest-bearing deposits	\$ 786,995	13.78%	\$ 1,192,091	21.46%
Interest-bearing deposits:				
Interest-bearing demand	2,075,156	36.35%	2,295,212	41.30%
Savings	29,167	0.51%	39,527	0.71%
Time certificates of \$250,000 or more	1,317,862	23.08%	1,138,727	20.49%
Other time certificates	1,500,162	26.28%	891,440	16.04%
Total deposits	\$ 5,709,342	100.00%	\$ 5,556,997	100.00%

Total deposits were \$5.71 billion as of December 31, 2023, of which 13.8% were demand deposits, 36.9% were in savings and interest-bearing checking, 23.1% were in CD's greater than \$250,000 and 26.3% were in other CD's. We closely monitor rates and terms of competing sources of funds and utilize those sources we believe to be the most cost effective, consistent with our asset and liability management policies.

*Deposits and Related Services:* We have historically relied primarily upon, and expect to continue to rely primarily upon, deposits to satisfy our needs for sources of funds. An important balance sheet component impacting our net interest margin is the composition and cost of our deposit base. We try to constantly improve our net interest margin by growing our non-interest bearing deposits. CD's, although more costly from an interest standpoint, are very inexpensive deposits from an administrative cost standpoint. Our level of CD funding helps to keep our non-interest costs down.

We provide a wide array of deposit products. We offer regular checking, savings and money market deposit accounts; fixed-rate, fixed maturity retail certificates of deposit ranging in terms from one month to three years; and individual retirement accounts and non-retail certificates of deposit consisting of Jumbo CDs. We attempt to price our deposit products in order to promote deposit growth, maintain cost effectiveness and satisfy our liquidity requirements. We provide remote deposit capture both through online and mobile banking or courier service to pick up non-cash deposits, and for those customers that use large amounts of cash, we arrange for armored car and vault service.

We provide a high level of personal service to our high net worth individual customers who have significant funds available to invest. We believe our Jumbo CDs are a stable source of funding because they are based primarily on service and personal relationships with senior Bank officers rather than the interest rate. Further evidence of this is the fact that our average Jumbo CD customer has been a customer of the Bank for over eight years. Further, 5% of these Jumbo CDs are pledged as collateral for loans from us to the depositor or the depositor's affiliated business or family member. We monitor interest rates offered by our competitors and pay a rate we believe is competitive with the range of rates offered by such competitors.

The Bank has a robust Contingency Funding Plan which is designed to identify potential liquidity events, specifies monitoring requirements and also indicates steps to be taken in order to raise liquidity levels to ensure that the Bank has sufficient liquidity. On a quarterly basis, management prepares liquidity stress simulations according to the steps outlined in the Contingency Funding Plan in order to assess the effectiveness of our Contingency Funding Plan. Due to the high levels of cash on hand and marketable securities as well as ongoing monitoring and forecasting

efforts, management is confident that the Bank has sufficient liquidity to meet all of its obligations for at least the next twelve months.

At December 31, 2023, excluding government deposits, brokered deposits and deposits as direct collateral for loans, we had 221 depositors with deposits in excess of \$3.0 million that totaled \$2.44 billion, or 42.7% of our total deposits.

We'll continue to focus our efforts on attracting deposits from our business lending relationships in order to reduce our cost of funds, improve our net interest margin and enhance the franchise value of the Bank.

In addition to the marketing methods listed above, we seek to attract new clients and deposits by:

- Expanding long-term business customer relationships, including referrals from our customers, and
- Building deposit relationships through our branch relationship officers.

*Other Borrowings:* We had no outstanding FHLB advances at December 31, 2023 and 2022. At December 31, 2023, approximately \$2.25 billion of the Bank's real estate loans was pledged as collateral with the Federal Home Loan Bank and the corresponding remaining borrowing capacity, after considering the use of collateral for letters of credit, was \$1.03 billion. In addition, we have pledged \$92.9 million in securities at the Federal Reserve Bank Discount Window that we may borrow against.

On June 16, 2021, the Bank completed a public offering of \$150.0 million in aggregate principal amount of 3.375% fixed-to-floating rate subordinated notes due June 15, 2031. A majority of the proceeds from the placement of the notes were used to repay the subordinated notes due 2026. The subordinated notes mature on June 15, 2031 and bear interest at a fixed rate per annum of 3.375%, payable semi-annually in arrears until June 15, 2026. On that date, the subordinated notes will bear interest at a floating rate per annum equal to a benchmark rate, which is expected to be the Three-Month Term SOFR, plus 278 basis points (2.78%), payable quarterly in arrears; provided, however, in the event that the then-current benchmark rate is less than zero, then the benchmark rate will be deemed zero. The Bank may, at its option, redeem the subordinated notes in whole or in part beginning on June 15, 2026 and, in other certain limited circumstances. The subordinated notes have been structured to qualify as Tier 2 capital for regulatory purposes. Debt issuance costs incurred in conjunction with the offering were \$2.2 million.

## **Our Investment Activities**

Our investment strategy is designed to be complementary to and interactive with our other strategies (*i.e.*, cash position; borrowed funds; maturity distribution, quality and earnings of loans; nature and stability of deposits; capital and tax planning). The target percentage for our investment portfolio is between 10% and 40% of total assets although the level of percentage is smaller as of December 31, 2023. This is due to the overall low level of interest rates relative to cash and the prospect of inevitably higher interest rates. Management did not want to invest in longer duration investment securities that yielded barely more than cash, only to see their value decline in a rising rate environment which would impair the Bank's capital levels. Therefore, the Bank's cash levels have been much higher than they have been historically. Our general objectives with respect to our investment portfolio are to:

- Achieve an acceptable asset/liability mix;
- Provide a suitable balance of quality and diversification to our assets;
- Provide liquidity necessary to meet cyclical and long-term changes in the mix of assets and liabilities;
- Provide a stable flow of dependable earnings;
- Maintain collateral for pledging requirements;
- Manage and mitigate interest rate risk; and
- Provide funds for local community needs.

The total carrying value of investment securities (including both securities held-to-maturity and securities available-for-sale) amounted to \$335.0 million and \$450.8 million as of December 31, 2023 and 2022, respectively. Investment securities consist primarily of investment grade corporate notes, municipal bonds, collateralized mortgage obligations, U.S. government agency securities, U.S. treasury bills, and U.S. agency mortgage-backed securities.

As of December 31, 2023 and 2022 the Bank had four investment securities with total amortized cost of \$21.2 million and \$22.5 million, respectively, classified as “held-to-maturity.” The remainder of our investment securities is classified as “available-for-sale” pursuant to Investments – Debt Securities Topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”). Available-for-sale securities are reported at fair value, with unrealized gains and losses excluded from earnings and instead reported as a separate component of shareholders’ equity. Held-to-maturity securities are securities for which we have both the intent and the ability to hold to maturity. These securities are carried at cost adjusted for amortization of premium and accretion of discount.

Our securities portfolio is managed in accordance with guidelines set by our Asset/Liability and Funds Management Policy (“ALFM”). Specific day-to-day transactions affecting the securities portfolio are managed by our Chief Financial Officer, in accordance with our ALFM. These securities activities are reviewed monthly by our Investment Committee and are reported to our Board of Directors.

Our ALFM addresses strategies, types and levels of allowable investments and is reviewed and approved annually (or more often, as required) by our Board of Directors. It also limits the amount we can invest in various types of securities, places limits on average life and duration of securities, and places requirements on the securities dealers with whom we can conduct business.

## **Our Competition**

The banking and financial services business in Southern California, the Greater San Francisco Bay Area and the Tri-State area of the Northeast is highly competitive. This increasingly competitive environment faced by banks is a result primarily of changes in laws and regulation, the emergence of non-bank financial service providers, changes in technology and product delivery systems, and the accelerating pace of consolidation among financial services providers. We compete for loans, deposits and customers with other commercial banks, savings and loan associations, securities and brokerage companies, mortgage companies, insurance companies, finance companies, money market funds, credit unions and other non-bank financial services providers. Many of these competitors are much larger in total assets and capitalization, have greater access to capital markets, including foreign ownership and/or offer a broader range of financial services than we can offer.

We also compete with two publicly listed, larger banks which share a focus on the Chinese-American market, and subsidiary banks and branches of foreign banks, from countries such as Taiwan and China, many of which have larger lending limits, and a greater variety of products and services. Additionally, we compete with mainstream community banks and with Chinese-American community banks for both deposits and loans. Competition for deposit and loan products remains strong from both banking and non-banking firms and this competition directly affects the rates of those products and the terms on which they are offered to customers. Most recently, financial technology firms, or “Fintech” firms have created another channel of competition for traditional banks that are not depository partners of these Fintechs. As these Fintechs grow in number and size, additional competition may result for traditional banks.

Technological innovation continues to contribute to greater competition in domestic and international financial services markets. Many customers now expect a choice of several delivery systems and channels including mobile banking, internet, ATMs, remote deposit capture and physical branch offices.

Mergers between financial institutions have placed additional pressure on banks to consolidate their operations, reduce expenses and increase revenues to remain competitive. The competitive environment is also significantly impacted by federal and state legislation that make it easier for non-bank financial institutions to compete with us.

The Bank’s profitability, like most financial institutions, is primarily dependent on our ability to maintain a favorable differential or “spread” between the yield on our interest-earning assets and the rate paid on our deposits and other interest-bearing liabilities. In general, the difference between the interest rates paid by the Bank on interest-bearing liabilities, such as deposits and other borrowings, and the interest rates received by the Bank on our interest-earning assets, such as loans extended to customers and securities held in our investment portfolio, will comprise the major portion of the Bank’s earnings. These rates are highly sensitive to many factors that are beyond the control of the Bank, such as inflation, recession and unemployment, and the impact of future changes in domestic and foreign economic conditions might have on the Bank cannot be predicted.

The Bank's business is also influenced by the monetary and fiscal policies of the federal government, and the policies of the regulatory agencies, particularly the Board of Governors of the Federal Reserve System (the "FRB"). The FRB implements national monetary policies (with objectives such as curbing inflation and combating recession) through its open-market operations in United States government securities, by adjusting the required level of reserves for financial institutions subject to its reserve requirements and by varying the target federal funds and discount rates applicable to borrowings by depository institutions. The actions of the FRB in these areas influence the growth of bank loans, investments and deposits and also affect interest earned on interest-earning assets and paid on interest-bearing liabilities. The nature and impact of any future changes in monetary and fiscal policies on the Bank cannot be predicted.

## **Foreign Operations**

We have no foreign operations.

## **Segment Information**

As discussed above, through our branch network, the Bank provides a broad range of financial services to individuals and companies located primarily in Southern California. Their services include demand, time and savings deposits and real estate, business and consumer lending. While our chief decision makers monitor the revenue streams of our various products and services, operations are managed and financial performance is evaluated on a company-wide basis. Accordingly, the Bank considers all of our operations to be aggregated in one reportable operating segment, which accounted for 100% of our revenue, net income and assets as of and for the fiscal year ended December 31, 2023.

## **Human Capital**

As of December 31, 2023, we had 300 full-time equivalent employees of which 70% were female. 74% of our employees were Asian or Asian-American, 15% were other minorities and 11% were Caucasian.

We offer a comprehensive benefits program to our employees and design our compensation programs to attract, retain and motivate employees, as well as to align with the Bank's performance.

We are committed to maintaining a work environment where every employee is treated with dignity and respect, free from the threat of discrimination and harassment. We require employees to annually complete training on our Code of Personal and Business Conduct certifying that they have read and understand our policies and principles. As stated in our Board approved Code of Personal and Business Conduct, we expect these same standards apply to shareholders clients, vendors and independent contractors.

We are concerned with the health and safety of our employees, clients and the communities we serve. All employees are asked not to come to work when they experience signs or symptoms of a possible illness and have been provided paid time off to cover compensation during such absences. On an ongoing basis, we further promote the health and wellness of our employees by strongly encouraging work-life balance, offering flexible work schedules, and keeping the employee portion of health care premiums to a minimum.

Employee retention helps us operate efficiently and achieve one of our business objectives. We believe our commitment to our core values (integrity, collaboration, adaptability, respect and excellence) as well as actively prioritizing concern for our employees' well-being, supporting our employees' career goals, offering competitive wages and providing valuable fringe benefits aids in the retention of our top-performing employees. As of December 31, 2023, 28% of our current staff had been with us for ten years or more.

We share our talents in our communities we serve through volunteer activities. The pandemic has had an impact on volunteer opportunities and events that bring people together in support of those in need. We are pleased that this did not stop our employees from doing what they could, when and how they could.

Our employees are not represented by any collective bargaining group and Management believes that we have good relations with our employees.

## REGULATION AND SUPERVISION

*The following discussion of statutes and regulations affecting banks is only a summary and does not purport to be complete nor does it address all applicable statutes and regulations. This discussion is qualified in its entirety by reference to such statutes and regulations referred to in this discussion. No assurance can be given that such statutes or regulations will not change in the future.*

### General

We are extensively regulated under both federal and state laws. Regulation and supervision by the federal and state banking agencies is intended primarily for the protection of depositors, the Deposit Insurance Fund (“DIF”) administered by the FDIC, borrowers and the stability of the U.S. banking system, and not for the benefit of the Bank’s shareholders.

As a California state-chartered bank that is not a member of the Federal Reserve System, we are subject to supervision, periodic examination and regulation by the California Department of Financial Protection and Innovation (“CDFPI”), CDFPI as the Bank’s state regulator, and the FDIC as the Bank’s primary federal regulator. The regulations of these agencies govern most aspects of our business, including the filing of periodic reports by us, and our activities relating to dividends, investments, loans, borrowings, capital requirements, certain check-clearing activities, branching, mergers and acquisitions, reserves against deposits, the timing of the availability of deposited funds, the nature and amount of collateral for certain loans, and numerous other areas. The regulatory agencies have adopted guidelines to assist in identifying and addressing potential safety and soundness concerns before an institution’s capital becomes impaired. The guidelines establish operational and managerial standards generally relating to: (1) internal controls, information systems, and internal audit systems; (2) loan documentation; (3) credit underwriting; (4) interest-rate exposure; (5) asset growth and asset quality; and (6) compensation, fees, and benefits. Further, the regulatory agencies have adopted safety and soundness guidelines for asset quality and for evaluating and monitoring earnings to ensure that earnings are sufficient for the maintenance of adequate capital and reserves. If, as a result of an examination, either the CDFPI or the FDIC should determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of the Bank’s operations are unsatisfactory or that we or our management is violating or has violated any law or regulation, various remedies are available to the CDFPI and the FDIC. These remedies include, but are not limited to, the power to (i) require affirmative action to correct any conditions resulting from any violation or unsafe and unsound practice; (ii) direct an increase in capital and the maintenance of higher specific minimum capital ratios, which may preclude us from being deemed well capitalized and restrict our ability to accept certain brokered deposits; (iii) restrict our growth geographically, by products and services, or by mergers and acquisitions, including bidding in FDIC receiverships for failed banks; (iv) enter into informal nonpublic or formal public memoranda of understanding or written agreements and consent orders with us to take corrective action; (v) issue an administrative cease and desist order that can be judicially enforced; (vi) enjoin unsafe or unsound practices; (vii) assess civil monetary penalties; and (viii) require prior approval of senior executive officer and director changes or remove officers and directors. Ultimately the FDIC could terminate our FDIC insurance and the CDFPI could revoke our charter or take possession and close and liquidate the Bank.

Pursuant to the Federal Deposit Insurance Act (“FDI Act”) and the California Financial Code, California state chartered commercial banks may generally engage in any activity permissible for national banks. Therefore, the Bank may form subsidiaries to engage in the many so-called “closely related to banking” or “nonbanking” activities commonly conducted by national banks in operating subsidiaries or in subsidiaries of bank holding companies. Further, California banks may conduct certain “financial” activities permitted under the Gramm-Leach-Bliley Act of 1999 in a “financial subsidiary” to the same extent as may a national bank, provided the bank is and remains “well-capitalized,” “well-managed” and in satisfactory compliance with the Community Reinvestment Act (the “CRA”). Generally, a financial subsidiary is permitted to engage in activities that are “financial in nature” or incidental thereto, even though they are not permissible for a national bank to conduct directly within the bank. The definition of “financial in nature” includes, among other items, underwriting, dealing in or making a market in securities, including, for example, distributing shares of mutual funds. The Bank presently has no non-banking or financial subsidiaries other than PB Consulting.

From time to time, federal and state legislation is enacted and implemented by regulations which may have the effect of materially increasing the cost of doing business, limiting or expanding permissible activities, or affecting the competitive balance between banks and other financial services providers. Changes in federal or state banking laws or the regulations, policies or guidance of the federal or state banking agencies could have an adverse cost or

competitive impact on the Bank's operations. We cannot predict whether or when potential legislation or new regulations will be enacted, and if enacted, the effect that new legislation or any implemented regulations and supervisory policies would have on our financial condition and results of operations. Such developments may further alter the structure, regulation, and competitive relationship among financial institutions, and may subject us to increased regulation, disclosure, and reporting requirements. Moreover, the bank regulatory agencies continue to be aggressive in responding to concerns and trends identified in examinations, and this has resulted in the increased issuance of enforcement actions to financial institutions requiring action to address credit quality, capital adequacy, liquidity and risk management, as well as other safety and soundness and compliance concerns. In addition, the outcome of any investigations initiated by federal or state authorities or the outcome of litigation may result in additional regulation, necessary changes in our operations and increased compliance costs.

## **Legislative and Regulatory Developments**

### **The Economic Growth, Regulatory Relief and Consumer Protection Act of 2018 and the Community Bank Leverage Ratio**

On May 24, 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act of 2018 (the "EGRRCPA") had the effect of eliminating or easing certain requirements to which we were subject. The principal provisions of the EGRRCPA relevant to us include: (i) creating a new category of "qualified mortgages" presumed to satisfy ability-to-repay requirements for loans that meet certain criteria and are held in portfolio by banks with less than \$10 billion in assets from the ability-to-repay requirements for certain qualified residential mortgage loans held in portfolio; (ii) not require appraisals for certain transactions valued at less than \$400,000 in rural areas; (iii) exempt banks that originate fewer than 500 open-end and 500 closed-end mortgages from the Home Mortgage Disclosure Act's expanded data disclosures (with the Bank taking advantage of such exemption); (iv) clarify that, subject to various conditions, reciprocal deposits of another depository institution obtained using a deposit broker through a deposit placement network for purposes of obtaining maximum deposit insurance would not be considered brokered deposits subject to the FDIC's brokered-deposit regulations; and (v) simplify capital calculations by requiring regulators to establish for institutions under \$10 billion in assets a community bank leverage ratio (tangible equity to average consolidated assets) at a percentage not less than 8% and not greater than 10% that such institutions may elect to replace the general applicable risk-based capital requirements for determining well-capitalized status.

In September 2019, the FDIC finalized a rule that introduces an optional simplified measure of capital adequacy for qualifying community banking organizations (i.e., the community bank leverage ratio ("CBLR") framework), as required by the EGRRCPA. The CBLR framework is designed to reduce the 15 requirements for calculating and reporting risk-based capital ratios for qualifying community banking organizations that opt into the framework. In order to qualify for the CBLR framework, a community banking organization must have a tier 1 leverage ratio of greater than 9 percent, less than \$10 billion in total consolidated assets, and limited amounts of off balance-sheet exposures and trading assets and liabilities. A qualifying community banking organization that opts into the CBLR framework and meets all requirements under the framework will be considered to have met the well capitalized ratio requirements under the Prompt Corrective Action regulations and will not be required to report or calculate risk-based capital. The CBLR framework became available for banks to use in their March 31, 2020, Call Report. We elected not to opt in to the CBLR framework. The FDIC also finalized a rule that permits non-advanced approaches banking organizations to use the simpler regulatory capital requirements for mortgage-servicing assets, certain deferred tax assets arising from temporary differences, investments in the capital of unconsolidated financial institutions, and minority interest when measuring their tier 1 capital as of January 1, 2020. Banking organizations may use this new measure of tier 1 capital under the CBLR framework. We did not adopt the CBLR framework.

## **Capital Adequacy Requirements**

We are subject to various regulatory capital requirements administered by state and federal banking agencies. New capital rules described below were effective on January 1, 2014, and are being phased in over various periods. The basic capital rule changes, which were fully effective on January 1, 2015, have been fully phased in. Capital adequacy guidelines and prompt corrective action regulations (See "Prompt Corrective Action Regulations" below) involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting, and other factors. The risk-based capital guidelines for bank holding companies and banks require capital ratios that vary based on the perceived degree of risk associated with a banking organization's operations for both transactions reported on the balance sheet as assets, such as loans, and those

recorded as off-balance sheet items, such as commitments, letters of credit and recourse arrangements. The risk-based capital ratio is determined by classifying assets and certain off-balance sheet financial instruments into weighted categories, with higher levels of capital being required for those categories perceived as representing greater risks and dividing its qualifying capital by its total risk-adjusted assets and off-balance sheet items. Banks engaged in significant trading activity may also be subject to the market risk capital guidelines and be required to incorporate additional market and interest rate risk components into their risk-based capital standards.

Under the risk-based capital guidelines in place prior to the effectiveness of the new capital rules, there were three fundamental capital ratios: a total risk-based capital ratio, a Tier 1 risk-based capital ratio and a Tier 1 leverage ratio. To be deemed “well capitalized” a bank must have a total risk-based capital ratio, a Tier 1 risk-based capital ratio and a Tier 1 leverage ratio of at least ten percent, six percent and five percent, respectively.

### Prompt Corrective Action Regulations

The FDI Act requires the federal bank regulatory agencies to take “prompt corrective action” with respect to a depository institution if that institution does not meet certain capital adequacy standards, including requiring the prompt submission of an acceptable capital restoration plan. Depending on a bank’s capital ratios, the agencies’ regulations define five categories in which an insured depository institution will be placed: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. At each successive lower capital category, an insured bank is subject to more restrictions, including restrictions on the bank’s activities, operational practices or the ability to pay dividends. Based upon its capital levels, a bank that is classified as well capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment.

The prompt corrective action standards were changed when the new capital rule ratios became effective. Under the new standards, in order to be considered well capitalized, we are required to meet the new Common Equity Tier 1 ratio of 6.5%, an increased Tier 1 ratio of 8% (increased from 6%), a total capital ratio of 10% (unchanged) and a leverage ratio of 5% (unchanged).

The regulatory capital guidelines as well as the Bank’s actual capitalization as of December 31, 2023, are as follows:

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>Tier 1 Leverage Ratio</b>		
Preferred Bank	10.85%	10.30%
Minimum requirement for “Well-Capitalized” institution	5.00%	5.00%
<b>Common Equity Tier 1 Risk-Based Capital Ratio</b>		
Preferred Bank	11.57%	10.81%
Minimum requirement for “Well-Capitalized” institution	6.50%	6.50%
<b>Tier 1 Risk-Based Capital Ratio</b>		
Preferred Bank	11.57%	10.81%
Minimum requirement for “Well-Capitalized” institution	8.00%	8.00%
<b>Total Risk-Based Capital Ratio</b>		
Preferred Bank	15.18%	14.39%
Minimum requirement for “Well-Capitalized” institution	10.00%	10.00%

The federal banking agencies may require banks subject to enforcement actions to maintain capital ratios in excess of the minimum ratios otherwise required to be deemed well capitalized, in which case institutions may no longer be deemed to be well capitalized and may therefore be subject to restrictions on taking brokered deposits.

## *Capital Rules and Minimum Capital Returns; Basel International Capital Agreements*

The federal bank regulatory agencies adopted final regulations in July 2013, which revised their risk-based and leverage capital requirements for banking organizations to meet requirements of Dodd–Frank and to implement Basel III international agreements reached by the Basel Committee. Although the rules contained in these final regulations are applicable generally only to large, internationally active banks, some of them will apply on a phased-in basis to all banking organizations, including the Bank.

The following are among the new requirements that were phased in beginning January 1, 2015:

- An increase in the minimum Tier 1 capital ratio from 4.00% to 6.00% of risk-weighted assets;
- A new category and a required 4.50% of risk-weighted assets ratio is established for “Common Equity Tier 1” as a subset of Tier 1 capital limited to common equity;
- A minimum non-risk-based leverage ratio is set at 4.00%, eliminating a 3.00% exception for higher rated banks;
- Changes in the permitted composition of Tier 1 capital to exclude trust preferred securities, mortgage servicing rights and certain deferred tax assets and include unrealized gains and losses on available-for-sale debt and equity securities;
- The risk-weights of certain assets for purposes of calculating the risk-based capital ratios are changed for high volatility commercial real estate acquisition, development and construction loans, certain past due non-residential mortgage loans and certain mortgage-backed and other securities exposures;
- An additional “countercyclical capital buffer” is required for larger and more complex institutions; and
- A new additional capital conservation buffer of 2.5% of risk weighted assets over each of the required capital ratios, which was phased in over four years beginning 2016 and which must be met to avoid limitations on the ability of the Bank to pay dividends, repurchase shares or pay discretionary bonuses.

Including the capital conservation buffer of 2.5%, the new final capital rules result in the following minimum ratios: (i) a Tier 1 capital ratio of 8.5%, (ii) a Common Equity Tier 1 capital ratio of 7.0%, and (iii) a total capital ratio of 10.5%. The new capital conservation buffer requirement began to be phased in beginning in January 2016 at 0.625% of risk-weighted assets and increased each year until it was fully implemented in January 2019. The required capital conservation buffer for 2019 was 2.5%. At December 31, 2023 and 2022, the Bank's capital conservation buffer was 5.57% and 4.81%, respectively.

While the new final capital rule sets higher regulatory capital standards for the Bank, bank regulators may also continue their past policies of expecting banks to maintain additional capital beyond the new minimum requirements. The implementation of the new capital rules or more stringent requirements to maintain higher levels of capital beyond the aforementioned or to maintain higher levels of liquid assets could adversely impact the Bank's net income and return on equity, restrict the ability to pay dividends or executive bonuses and require the raising of additional capital.

We believe that, as of December 31, 2023, we met all applicable capital requirements under the new capital rules.

In December 2017, the Basel Committee published standards that it described as the finalization of the Basel III post-crisis regulatory reforms (the standards are commonly referred to as “Basel IV”). Among other things, these standards revise the Basel Committee's standardized approach for credit risk (including by recalibrating risk weights and introducing new capital requirements for certain “unconditionally cancellable commitments,” such as unused credit card lines of credit) and provides a new standardized approach for operational risk capital. Under the Basel framework, these standards generally became effective on January 1, 2023, with an aggregate output floor phasing in through January 1, 2028. Under the current U.S. capital rules, operational risk capital requirements and a capital floor apply only to advanced approaches institutions, and not to the Bank. The impact of Basel IV on us will depend on the manner in which it is implemented by the federal bank regulators.



## **Incentive Compensation**

Under regulatory guidance applicable to all banking organizations, incentive compensation policies must be consistent with safety and soundness principles. Under this guidance, financial institutions must review their compensation programs to ensure that they: (i) provide employees with incentives that appropriately balance risk and reward and that do not encourage imprudent risk, (ii) are compatible with effective controls and risk management, and (iii) are supported by strong corporate governance, including active and effective oversight by the banking organization's board of directors. Monitoring methods and processes used by a banking organization should be commensurate with the size and complexity of the organization and its use of incentive compensation. During 2016, as required by the Dodd-Frank Act, the federal bank regulatory agencies and the SEC proposed revised rules on incentive-based payment arrangements at specified regulated entities having at least \$1 billion of total assets. These proposed rules have not been finalized.

In October 2022, the SEC adopted final rules implementing the incentive-based compensation recovery (clawback) provisions of the Dodd-Frank Act. The final rule requires the stock exchanges to, among other things, establish listing standards for listed companies which must develop and implement policies for the recovery of erroneously awarded incentive-based compensation received by former or current executive officers. The SEC's final rules became effective on January 27, 2023, and the Nasdaq Stock Market has until February 26, 2023 to propose new clawback listing standards which must become effective by November 28, 2023.

## **Pay for Performance Disclosure Rules**

In August 2022 the SEC adopted amendments to its rules to require registrants to disclose information reflecting the relationship between executive compensation actually paid by a registrant and the registrant's financial performance. Specifically, the amendments require registrants to provide a table in their annual reports or proxy statements disclosing specified executive compensation and financial performance measures for their five most recently completed fiscal years. With respect to the measures of performance, a registrant will be required to report its total shareholder return (TSR), the TSR of companies in the registrant's peer group, its net income, and a financial performance measure chosen by the registrant. Using the information presented in the table, registrants will be required to describe the relationships between the executive compensation actually paid and each of the performance measures, as well as the relationship between the registrant's TSR and the TSR of its selected peer group. A registrant will also be required to provide a list of three to seven financial performance measures that it determines are its most important performance measures for linking executive compensation actually paid to company performance. Smaller reporting companies will be subject to scaled disclosure requirements under the rules. We will be providing the required information in our proxy statement for the 2024 annual meeting.

### *Cybersecurity*

The FRB and other bank regulatory agencies have adopted guidelines that address standards for developing and implementing administrative, technical and physical safeguards to protect the security, confidentiality, and integrity of customer information. These guidelines require each financial institution to create, implement, and maintain a comprehensive written information security program to control the identified risks, commensurate with the sensitivity of the information as well as the complexity and scope of the institution's activities. We have adopted a customer information security program to comply with these requirements.

Federal regulators have issued statements regarding cybersecurity. One statement indicates that financial institutions should design multiple layers of security controls to establish lines of defense and to ensure that their risk management processes also address the risk posed by compromised customer credentials, including security measures to reliably authenticate customers accessing internet-based services of the financial institution. Another statement indicates that a financial institution's management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption and maintenance of the institution's operations after a cyber-attack involving destructive malware. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution or its critical service providers fall victim to this type of cyber-attack. In November 2021, the federal banking agencies adopted a final rule, with compliance required by May 1, 2022, that requires banking organizations to notify their primary banking regulator within 36 hours of determining that a "computer-security incident" has materially disrupted or degraded, or is reasonably likely to materially disrupt or degrade, the banking organization's ability to carry out banking operations or deliver banking products and services to a material portion of its customer

base, its businesses and operations that would result in material loss, or its operations that would impact the stability of the United States. If we fail to observe the regulatory guidance, we could be subject to various regulatory sanctions, including financial penalties. For a further discussion of risks related to cybersecurity, see "Item 1A. Risk Factors" included in this Form 10-K.

### **Dividends and Other Transfers of Funds**

We are subject to various statutory and regulatory restrictions on its ability to pay dividends. In addition, the banking agencies have the authority to prohibit the Bank from paying dividends, depending upon the Bank's financial condition, if such payment would be deemed to constitute an unsafe or unsound practice.

Our ability to declare cash dividends is subject to California law, which limits the amount available for cash dividends to the lesser of the Bank's retained earnings or net income for its last three fiscal years (less any distributions made to shareholders during that period). This restriction may only be exceeded with advance approval of the CDFPI, which may approve declaration of an amount not exceeding the greatest of retained earnings of the Bank, the Bank's prior fiscal year net income, or the Bank's current fiscal year net income.

### **Deposit Insurance**

The FDIC is an independent federal agency that insures deposits, up to prescribed statutory limits, of federally insured banks and savings institutions and safeguards the safety and soundness of the banking and savings industries. The FDIC insures our customer deposits through the DIF up to prescribed limits for each depositor. Dodd-Frank revised the FDIC's DIF management authority by setting requirements for the Designated Reserve Ratio ("DRR") (the DIF balance divided by estimated insured deposits) and redefining the assessment base, which is used to calculate banks' quarterly assessments. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors. The FDIC may terminate a depository institution's deposit insurance upon a finding that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices that pose a risk to the DIF or that may prejudice the interest of the bank's depositors. The termination of deposit insurance for a bank would also result in the revocation of the bank's charter by the CDFPI.

Our FDIC insurance expense totaled \$2.8 million for 2023. We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance, which can be affected by the cost of bank failures to the FDIC among other factors.

The FDIC will, at least semi-annually, update its income and loss projections for the DIF and, if necessary, propose rules to further increase assessment rates. Any future increases in FDIC insurance premiums may have a material and an adverse effect on our earnings and could have a material effect on the value of, or market for, our common stock.

### **Brokered Deposits**

The FDIC limits the ability to accept brokered deposits to those insured depository institutions that are well capitalized. Institutions that are less than well capitalized cannot accept, renew or roll over any brokered deposit unless they have applied for and been granted a waiver by the FDIC. In addition, less than well-capitalized banks are subject to restrictions on the interest rates they may pay on deposits. The characterization of deposits as "brokered" may result in the imposition of higher deposit assessments on such deposits. As mandated by the EGRRCPA, the FDIC adopted a final rule in February 2019 to include a limited exception for reciprocal deposits for FDIC-insured depository institutions that are well rated and well capitalized (or adequately capitalized and have obtained a waiver from the FDIC as mentioned above). Under the limited exception, qualified FDIC-insured depository institutions are able to except from treatment as "brokered" deposits up to \$5 billion or 20 percent of the institution's total liabilities in reciprocal deposits (which is defined as deposits received by a financial institution through a deposit placement network with the same maturity (if any) and in the same aggregate amount as deposits placed by the institution in other network member banks).

In December 2019, the FDIC issued a notice of proposed rulemaking on its brokered deposits regulation in the interest of clarifying and modernizing the FDIC's existing regulatory framework. In December 2020, the FDIC adopted final changes to the rule, thereby establishing a new framework for analyzing a "deposit broker" and determining whether deposits should be treated as brokered deposits. The final rule reduced the

amount of deposits that may be classified as brokered. The final rule took effect on April 1, 2021, with full compliance required by January 1, 2022.

### **Climate Related Risk Management and Environmental Regulation**

In recent years the federal banking agencies have increased their focus on climate-related risks affecting the operations of banks, the communities they serve and the broader financial system. Accordingly, the agencies have begun to enhance their supervisory expectations regarding banks' climate risk management practices, including by encouraging banks to: ensure that management of climate-related risk exposures has been incorporated into existing governance structures; evaluate the potential impact of climate-related risks on the bank's financial condition, operations and business objectives as part of its strategic planning process; account for the effects of climate change in stress testing scenarios and systemic risk assessments; revise expectations for credit portfolio concentrations based on climate-related factors; consider investments in climate-related initiatives and lending to communities disproportionately impacted by the effects of climate change; evaluate the impact of climate change on the bank's borrowers and consider possible changes to underwriting criteria to account for climate-related risks to mortgaged properties; incorporate climate-related financial risk into the bank's internal reporting, monitoring and escalation processes; and prepare for the transition risks to the bank associated with the adjustment to a low-carbon economy and related changes in laws, regulations, governmental policies, technology, and consumer behavior and expectations.

In December 2022, the FRB requested comments on draft principles that would provide a high-level framework for the safe and sound management of exposures to climate-related financial risks. While these principles are aimed at the largest financial institutions (e.g. \$100 billion or more) it is possible that the principles will be applied to smaller institutions. As climate-related supervisory guidance is formalized, and relevant risk areas and corresponding control expectations are further refined, we may be required to incur compliance, operating, maintenance and remediation costs in order to conform to such requirements.

### **Commercial Real Estate Concentration Limits**

In December 2006, the federal banking regulators issued guidance entitled "Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices" to address increased concentrations in commercial real estate, or CRE, loans. In addition, in December 2015, the federal bank agencies issued additional guidance entitled "Statement on Prudent Risk Management for Commercial Real Estate Lending." Together, these guidelines describe the criteria the agencies will use as indicators to identify institutions potentially exposed to CRE concentration risk. An institution that has (i) experienced rapid growth in CRE lending, (ii) notable exposure to a specific type of CRE, (iii) total reported loans for construction, land development, and other land representing 100% or more of the institution's capital plus the allowance for credit losses, or (iv) total CRE loans (which excludes owner-occupied CRE loans) representing 300% or more of the institution's capital plus the allowance for credit losses, and the outstanding balance of the institutions CRE portfolio has increased by 50% or more in the prior 36 months, may be identified for further supervisory analysis of the level and nature of its CRE concentration risk. As of December 31, 2023, the Bank's total CRE loan concentration based on total outstanding loans is 267% of total capital.

### **Federal Home Loan Bank System**

We are a member of the FHLB. Among other benefits, each of the 12 Federal Home Loan Banks serves as a reserve or central bank for its members within its assigned region. The FHLB makes available loans or advances to its members in compliance with the policies and procedures established by the Board of Directors of the individual FHLB. As an FHLB member, we are required to own a certain amount of restricted capital stock and maintain a certain amount of cash reserves in the FHLB. As of December 31, 2023, we had no outstanding FHLB advances. At December 31, 2023, we were in compliance with the FHLB's stock ownership and cash reserve requirements. As of both December 31, 2023 and 2022, our investment in FHLB capital stock totaled \$15.0 million.

### **Securities Registration**

The Bank's common stock is publicly held and listed on the NASDAQ Global Select Market ("NASDAQ"), and the Bank is subject to the periodic reporting information, proxy solicitation, insider trading, corporate governance and other requirements and restrictions of the Exchange Act as adopted by the FDIC and the regulations of the Securities and Exchange Commission (the "SEC") promulgated thereunder to the extent such regulations have been adopted by the FDIC as well as listing requirements of NASDAQ.

## **Loans-to-One Borrower Limitations**

With certain limited exceptions, the maximum amount of obligations, secured or unsecured, that any borrower (including certain related entities) may owe to a California state bank at any one time may not exceed 25% of the sum of the shareholders' equity, allowance for credit losses, capital notes and debentures of the bank. Unsecured obligations may not exceed 15% of the sum of the shareholders' equity, allowance for credit losses, capital notes and debentures of the bank. The Bank has established internal loan limits which are lower than the legal lending limits for a California state chartered bank. At December 31, 2023, our largest single lending relationship had a combined outstanding balance of \$137.2 million, secured predominantly by commercial real estate properties in our primary lending area, and which is performing in accordance with the terms of the Bank's loans.

## **Extensions of Credit to Insiders and Transactions with Affiliates**

We are subject to Federal Reserve Regulation O and companion California banking law limitations and conditions on loans or extensions of credit to:

- Our executive officers, directors and principal shareholders (*i.e.*, in most cases, those persons who own, control or have power to vote more than 10% of any class of voting securities);
- Any company controlled by any such executive officer, director or shareholder; or
- Any political or campaign committee controlled by such executive officer, director or principal shareholder.

Loans extended to any of the above persons must comply with loan-to-one-borrower limits, require prior full Board approval when aggregate extensions of credit to the person exceed specified amounts, must be made on substantially the same terms (including interest rates and collateral) as, and follow credit-underwriting procedures that are not less stringent than those prevailing at the time for comparable transactions with non-insiders, and must not involve more than the normal risk of repayment or present other unfavorable features. In addition, Regulation O provides that the aggregate limit on extensions of credit to all insiders of a bank as a group cannot exceed the bank's unimpaired capital and unimpaired surplus. Regulation O also prohibits a bank from paying an overdraft on an account of an executive officer or director, except pursuant to a written pre-authorized interest-bearing extension of credit plan that specifies a method of repayment or a written pre-authorized transfer of funds from another account of the officer or director at the bank. California has laws and the CDFPI has regulations which adopt and also apply Regulation O to the Bank.

We are also subject to certain restrictions imposed by Federal Reserve Act Sections 23A and 23B and Federal Reserve Regulation W on any extensions of credit to, or the issuance of a guarantee or letter of credit on behalf of, any affiliates, the purchase of, or investments in, stock or other securities thereof, the taking of such securities as collateral for loans, and the purchase of assets of any affiliates. Such restrictions prevent any affiliates from borrowing from the Bank unless the loans are secured by marketable obligations of designated amounts. Further, such secured loans and investments to or in any affiliate are limited, individually, to 10.0% of the Bank's capital and surplus (as defined by federal regulations), and such secured loans and investments are limited, in the aggregate, to 20.0% of the Bank's capital and surplus. A financial subsidiary is considered an affiliate subject to these restrictions whereas other non-banking subsidiaries are not considered affiliates. Additional restrictions on transactions with affiliates may be imposed on the Bank under the FDI Act prompt corrective action provisions and the supervisory authority of the federal and state banking agencies.

## **Operations and Consumer Compliance**

We must comply with numerous federal and state anti-money laundering and consumer protection statutes and implementing regulations, including the USA PATRIOT Act of 2001, the Bank Secrecy Act, as amended by the Anti-Money Laundering Act of 2020, the Foreign Account Tax Compliance Act, the CRA, the Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act, the Equal Credit Opportunity Act, the Truth in Lending Act, the Fair Housing Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the National Flood Insurance Act, the California Homeowner Bill of Rights and various federal and state privacy protection laws. Noncompliance with any of these laws could subject the Bank to compliance enforcement actions as well as lawsuits and could also result in administrative penalties, including, fines and reimbursements. The Bank

is also subject to federal and state laws prohibiting unfair or fraudulent business practices, untrue or misleading advertising and unfair competition.

These laws and regulations mandate certain disclosure and reporting requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, servicing, collecting and foreclosure of loans, and providing other services. Failure to comply with these laws and regulations can subject the Bank to various penalties, including but not limited to enforcement actions, injunctions, fines or criminal penalties, punitive damages to consumers, and the loss of certain contractual rights.

### **Community Reinvestment Act and Fair Lending**

We are subject to certain fair lending requirements and reporting obligations involving home mortgage lending operations. We are also subject to the Community Reinvestment Act, or CRA. The CRA generally requires the federal banking agencies to evaluate the record of a financial institution in meeting the credit needs of its local communities, including low- and moderate-income neighborhoods in a safe and sound manner. In addition to substantive penalties and corrective measures that may be required for a violation of certain fair lending laws, the federal banking agencies may take compliance with such laws and CRA into account when regulating and supervising other activities. Federal regulators are required to provide a written examination report of an institution's CRA performance using a four-tiered descriptive rating system. We received a rating of "Satisfactory" in our most recent CRA examination. These ratings and written examination reports are available to the public.

In December 2019, the FDIC and the Office of the Comptroller of the Currency ("OCC") jointly proposed rules that would significantly change existing CRA regulations. The proposed rules are intended to increase bank activity in low- and moderate-income communities where there is significant need for credit, more responsible lending, greater access to banking services, and improvements to critical infrastructure. The proposals change four key areas: (i) clarifying what activities qualify for CRA credit; (ii) updating where activities count for CRA credit; (iii) providing a more transparent and objective method for measuring CRA performance; and (iv) revising CRA-related data collection, record keeping, and reporting. However, the Federal Reserve Board did not join in that proposed rulemaking. In June 2020, the OCC issued its final CRA rule, effective October 1, 2020, while the FDIC did not finalize any revisions to its CRA rule. In September 2020, the Federal Reserve Board issued an Advance Notice of Proposed Rulemaking ("ANPR") that invited public comment on an approach to modernize the regulations that implement the CRA by strengthening, clarifying, and tailoring them to reflect the current banking landscape and better meet the core purpose of the CRA. The ANPR sought feedback on ways to evaluate how banks meet the needs of low- and moderate-income communities and address inequities in credit access. In December 2021, the OCC issued a final rule to rescind its June 2020 final rule in favor of working with other agencies to put forward a joint rule. In May 2022 the three federal banking agencies issued a joint proposal to strengthen and modernize CRA regulations. We will continue to evaluate the impact of any changes to the regulations implementing the CRA and their impact to our financial condition, results of operations, and/or liquidity, which cannot be predicted at this time.

### **Consumer Finance Protection**

Dodd-Frank provided for the creation of the Consumer Finance Protection Bureau ("CFPB") as an independent entity within the Federal Reserve with broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, residential mortgages, home-equity loans and credit cards. The CFPB's functions include investigating consumer complaints, conducting market research, rulemaking, supervising and examining bank consumer transactions, and enforcing rules related to consumer financial products and services. CFPB regulations and guidance apply to all financial institutions and banks with \$10 billion or more in assets. Accordingly, these financial institutions and banks are subject to examination by the CFPB. Banks with less than \$10 billion in assets, including the Bank, will continue to be examined for compliance by their primary federal banking agency, which is the FDIC in our case.

In 2014, the CFPB adopted revisions to Regulation Z, which implement the Truth in Lending Act, pursuant to Dodd-Frank, and apply to all consumer mortgages (except home equity lines of credit, timeshare plans, reverse mortgages, or temporary loans). The revisions mandate specific underwriting criteria for home loans in order for creditors to make a reasonable, good faith determination of a consumer's ability to repay and establish certain protections from liability under this requirement for "qualified mortgages" meeting certain standards. In particular, it will prevent banks from making "no doc" and "low doc" home loans, as the rules require that banks determine a consumer's ability to pay based in part on verified and documented information. Because we do not originate "no

doc” or “low doc” loans, we do not believe this regulation will have a significant impact on our operations. However, because a substantial portion of the mortgage loans originated by us do not meet the definition of a “qualified mortgage” under final regulations adopted by the CFPB, we may be subject to additional disclosure obligations and extended time periods for the assertion of defenses by the borrower against enforcement in connection with such mortgage loans.

### **Restrictions on Unfair, Deceptive or Abusive Acts or Practices**

The review of products and practices to prevent unfair, deceptive or abusive acts or practices (“UDAAP”) is a continuing focus of the CFPB, and of banking regulators more broadly. The ultimate impact of this heightened scrutiny is uncertain but could result in changes to pricing, practices, products and procedures. It could also result in increased costs related to regulatory oversight, supervision and examination, additional remediation efforts and possible penalties. In addition, Dodd-Frank provides the CFPB with broad supervisory, examination and enforcement authority over various consumer financial products and services, including the ability to require reimbursements and other payments to customers for alleged violations of UDAAP and other legal requirements and to impose significant penalties, as well as injunctive relief that prohibits lenders from engaging in allegedly unlawful practices. The CFPB also has the authority to obtain cease and desist orders providing for affirmative relief or monetary penalties. Dodd-Frank does not prevent states from adopting stricter consumer protection standards. State regulation of financial products and potential enforcement actions could also adversely affect the Bank’s business, financial condition or results of operations.

### **Office of Foreign Assets Control Regulation**

The U.S. Treasury Department’s Office of Foreign Assets Control, or OFAC, administers and enforces economic and trade sanctions against targeted foreign countries and regimes, under authority of various laws, including designated foreign countries, nationals and others. OFAC publishes lists of specially designated targets and countries. We are responsible for, among other things, blocking accounts of, and transactions with, such targets and countries, prohibiting unlicensed trade and financial transactions with them and reporting blocked transactions after their occurrence. Failure to comply with these sanctions could have serious financial, legal and reputational consequences, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required. Regulatory authorities have imposed cease and desist orders and civil money penalties against institutions found to be violating these obligations.

### **Employees**

As of December 31, 2023, the Bank had a total of 300 full-time equivalent employees. None of the employees are represented by a union or collective bargaining group. Management believes that employee relations are satisfactory.

### **Information About Our Executive Officers**

The following table sets forth our executive officers, their positions and their ages. Each officer is appointed by, and serves at the pleasure of the Board of Directors.

<u>Name</u>	<u>Age</u> <sup>(1)</sup>	<u>Position with Bank</u>
Li Yu.....	83	Chairman of the Board and Chief Executive Officer
Wellington Chen.....	64	President and Chief Operating Officer
Edward J. Czajka .....	59	Executive Vice President and Chief Financial Officer
Nick Pi.....	63	Executive Vice President and Chief Credit Officer
Johnny Hsu .....	49	Executive Vice President and Deputy Chief Operating Officer

<sup>(1)</sup> As of March 1, 2024.

**Li Yu** has been Preferred Bank’s Chief Executive Officer since 1993 and was the Bank’s President from 1993 to August 2012. From December 1991 to the present, he has served as Chairman of the Board of Directors. From

1987 to 1991, he was involved in several privately held companies of which he was the owner. From 1982 to 1987, he served as Chairman of the Board of California Pacific National Bank, which became a part of Bank of America. Mr. Yu received a Masters of Business Administration, or MBA, from the University of California, Los Angeles. He was also the past President of the National Association of Chinese American Bankers, and is currently a member of the Board of Visitors of UCLA's Anderson Graduate School of Management.

**Wellington Chen** has been the President and Chief Operating Officer since August 2012. He joined the Bank in June 2011 as Chief Operating Officer. Prior to joining the Bank, Mr. Chen served over seven years as Executive Vice President and Director of Corporate Banking for East West Bank in Pasadena, California where he oversaw a significant portion of the loan and deposit production activities of the bank. Prior to joining East West Bank in December 2003, Mr. Chen was Senior Executive Vice President of Far East National Bank ("Far East") heading up their Commercial Bank Group, Consumer Banking Group, and Branch Channel. He also served on the Board of Directors of Far East. Mr. Chen's career with Far East began in 1986 and included a variety of branch and credit management positions. Prior to that, Mr. Chen spent three years with Security Pacific National Bank where he completed the management training program and served as an asset based lending auditor. Mr. Chen received his Bachelors of Science degree in Business Finance from University of Southern California and is a graduate of Pacific Coast Banking School at University of Washington.

**Edward J. Czajka** has been Senior Vice President and Chief Financial Officer since 2006 and was promoted to Executive Vice President in 2008. Before joining Preferred Bank, Mr. Czajka was Chief Financial Officer of Presidio Bank, a San Francisco-based bank that was then in organization. Prior to this, Mr. Czajka was Executive Vice President and Chief Financial Officer of North Valley Bancorp, (Nasdaq: NOVB) a publicly-traded multi-bank holding company located in Redding, California. From 1994 through 2000, Mr. Czajka held the position of Vice President, Corporate Controller for Pacific Capital Bancorp (Nasdaq: PCBC) in Santa Barbara, California. Mr. Czajka graduated Summa Cum Laude from Capella University with a Bachelor of Science in Business Administration and is a graduate of the Bank Administration Institute Graduate School of Banking at Vanderbilt University. Mr. Czajka serves as the Board Treasurer of Inclusion Matters by Shane's Inspiration, a non-profit based in Sherman Oaks, California.

**Nick Pi** has been with the Bank since 2003 and has been our Executive Vice President Chief Credit Officer since June 2015. Before joining us, Mr. Pi was the Senior Vice President and Commercial Real Estate Lending Team Leader of Chinatrust Bank (U.S.A.) from 2000 to 2003. Prior to this, he held various corporate titles from Assistant Vice President to Senior Vice President at Chinatrust Bank (U.S.A.), mainly in the branch operation and lending fields from 1995 to 2000. His lending and credit experience also includes Grand Pacific Financing Corporation from 1989 to 1995, an affiliate of China Trust Group. Mr. Pi received a Bachelor of Arts degree in Business from National Taiwan University, Taiwan and a MBA degree from Emporia State University.

**Johnny Hsu** has been Executive Vice President and Deputy Chief Operating Officer since 2018, Mr. Hsu has been with the Bank since 1992 when he began his banking career in branch operations. Over the next 15 years, Mr. Hsu worked in various production and portfolio management positions both at various branches and eventually at the main office. Mr. Hsu became head of Commercial Real Estate Lending in 2007. As Deputy COO, Mr. Hsu oversees a significant portion of the loan and deposit production activities for the Bank as well as head up various special projects for the Bank. Mr. Hsu received a Bachelor of Arts degree in Economics from the University of Southern California.

## Available Information

The Bank also maintains an Internet website at [www.preferredbank.com](http://www.preferredbank.com). The Bank makes its website content available for information purposes only. It should not be relied upon for investment purposes. None of the information on, or hyperlinked, from our website is incorporated into this Report.

We are subject to the reporting and other requirements of the Exchange Act, as adopted by the FDIC. In accordance with Sections 12, 13 and 14 of the Exchange Act and as a bank that is not a member of the Federal Reserve System, we file certain reports, proxy materials, information statements and other information with the FDIC, copies of which can be inspected and copied at the public reference facilities maintained by the FDIC, at the Accounting and Securities Disclosure Section, Division of Supervision and Consumer Protection, 550 17th Street, N.W., Washington, DC 20429. Requests for copies may be made by telephone at (202) 898-8913 or by fax at (202) 898-3909. Forms 3, 4 and 5 are filed electronically with FDIC, at the FDIC's website at <http://www.fdic.gov>. This statement has not been reviewed, or confirmed for accuracy or relevance, by the FDIC.

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

### **Risk Factors That May Affect Future Results**

In addition to the other information on the risks we face and our management of risk contained in this Annual Report or in our other filings, the following are significant risks which may affect us. Events or circumstances arising from one or more of these risks could adversely affect our business, financial condition, operations and prospects and the value and price of our common stock could decline. The risks identified below are not intended to be a comprehensive list of all risks we face and additional risks that we may currently view as not material may also impair our business operations and results.

#### **Risks Related to our Loan Portfolio**

***If our allowance for credit losses is inadequate to cover actual losses, our financial results would be harmed.***

A significant source of risk arises from the possibility that we could sustain losses because borrowers, guarantors and related parties may fail to perform in accordance with the terms of their loans. The underwriting and credit monitoring policies and procedures that we have adopted to address this risk may not prevent losses that could have an adverse effect on our business, financial condition, results of operations and cash flows. Losses may arise for a wide variety of reasons, many of which are beyond our ability to predict, influence or control. Some of these reasons could include an economic downturn in the State of California or in the Northeast Tri-State Area (New York, New Jersey and Connecticut) a reversal of the gains made in the California and New York real estate markets, changes in the interest rate environment, adverse economic conditions in Asia and natural disasters.

Like all financial institutions, we maintain an allowance for credit losses to provide for loan defaults and non-performance. Our allowance for credit losses may not be adequate to cover actual loan losses, and future provisions credit losses could materially and adversely affect our business, financial condition, results of operations and cash flows. Our allowance for credit losses reflects our best estimate of the probable incurred losses in the existing loan portfolio at the relevant balance sheet date and is based on management's evaluation of the collectability of the loan portfolio, which evaluation is based on historical loss experience and other significant factors. For the year ended December 31, 2023, we recorded a provision of credit losses of \$10.0 million and recorded net charge-offs of \$117,000, compared to a provision for credit losses of \$7.4 million and net recoveries of \$1.2 million for the year ended December 31, 2022.

The determination of an appropriate level of allowance of credit losses is an inherently difficult process and is based on numerous assumptions. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, that may be beyond our control and future losses may exceed current estimates. While we believe that our allowance for credit losses is adequate to cover probable incurred losses, we cannot ensure that we will not increase the allowance for credit losses or that regulators will not require us to increase our allowance. Either of these occurrences would not affect cash flow directly but could materially adversely affect our business, financial condition and results of operations.

***If the risks inherent in construction lending are realized, our net income could be adversely affected.***

At December 31, 2023, our construction loans were \$426.0 million, or 8.1% of our total loans held, and the average loan size of our construction loans was \$5.5 million. The risks inherent in construction lending include, among other things, the possibility that contractors may fail to complete, or fail to complete on a timely basis, construction of the relevant properties; substantial cost overruns in excess of original estimates and financing; market deterioration during construction; and a lack of permanent take-out financing. Loans secured by these properties also involve additional risk because the properties have no operating histories. In these loans, funds are advanced upon the security of the project under construction, which is of uncertain value prior to completion of construction, and the estimated operating cash flow to be generated, by the completed project. The borrowers'



ability to repay their obligations to us and the value of our security interest in the collateral will be materially adversely affected if the projects do not generate sufficient cash flow by being either sold or leased.

***If our underwriting practices are not effective, we may suffer further losses in our loan portfolio and our results of operations may be harmed.***

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. Depending on the type of loan, these practices include analysis of a borrower's prior credit history, financial statements, tax returns and cash flow projections, valuation of collateral based on reports of independent appraisers, verification of liquid assets and any other information deemed relevant. Although we believe that our underwriting criteria are appropriate for the types of loans we make, we cannot be assured that they will be effective in mitigating all risks. If our conservative underwriting criteria in effect when loans were granted proves to be ineffective, we may incur additional losses in our loan portfolio, and these losses may exceed the amounts set aside as reserves in our allowance for credit losses.

***A significant portion of the Bank's loan portfolio is secured by real estate and thus the Bank has a higher degree of risk from a downturn in real estate markets.***

A decline in real estate markets could hurt the Bank's business because many of the Bank's loans are secured by real estate. Real estate values and real estate markets are generally affected by changes in national, regional or local economic conditions, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other governmental statutes, regulations and policies and acts of nature and national disasters, such as earthquakes and wildfires, which are particular to California. A significant portion of the Bank's real estate collateral is located in California. If real estate values decline, the value of real estate collateral securing the Bank's loans could be significantly reduced. The Bank's ability to recover on defaulted loans by foreclosing and selling the real estate collateral would then be diminished and the Bank would be more likely to suffer losses on defaulted loans. Furthermore, CRE and multifamily loans typically involve large balances to single borrowers or groups of related borrowers. Since payments on these loans are often dependent on the successful operation or management of the properties, as well as the business and financial condition of the borrower, repayment of such loans may be subject to adverse conditions in the real estate market, adverse economic conditions or changes in applicable government regulations. Borrowers' inability to repay such loans may have an adverse effect on the Bank's business.

### **Risks Related to the Economy and Markets in Which We Operate**

***Difficult economic and market conditions have adversely affected, and in the future could adversely affect, our industry and us.***

Our operations and performance depend significantly on global, national and local economic conditions. In particular, the process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgements, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process. Furthermore, we may be adversely affected by disruptions to the financial markets as a result of the current or anticipated impact of military conflict, including escalating military tension between Russia and Ukraine, terrorism or other geopolitical events.

These and other global, national and local economic events and conditions including the impact of public health epidemics on the global economy, such as the COVID-19 pandemic, could have a material adverse impact on demand for our products and services, our results of operations and our financial condition.

***We rely heavily on our senior management team and other key employees, the loss of whom could materially and adversely affect our business.***

Our success depends heavily on the abilities and continued service of our executive officers, especially Li Yu, Chairman and Chief Executive Officer, and our President and Chief Operating Officer, Wellington Chen. Mr. Yu, who founded the Bank, and Mr. Chen, are both integral to implementing our business plan. We currently do not have an employment agreement or non-competition agreement with Messrs. Yu or Chen or our other executives.

Accordingly, members of our senior management team are not contractually prohibited from leaving or joining one of our competitors. If we lose the services of any of our executive officers, especially Mr. Yu or Mr. Chen, our business, financial condition, results of operations and cash flows may be adversely affected. Furthermore, attracting suitable replacements may be difficult and may require significant management time and resources.

We also rely to a significant degree on the abilities and continued service of our commercial banking, loan origination, underwriting, administrative, marketing and technical personnel. Competition for qualified employees and personnel in the banking industry is intense and there are a limited number of qualified persons with knowledge of, and experience in, the California community banking industry. The process of recruiting personnel with the combination of skills and attributes required to carry out our strategies is often lengthy. If we fail to attract, integrate and retain qualified management personnel and the necessary deposit generation, loan origination, underwriting, administrative, finance, marketing and technical personnel, our business, financial condition, results of operations and cash flows may be materially adversely affected.

***Our operations are concentrated geographically in California, particularly Southern California, and the Northeast Tri-State Area and poor economic conditions in this area could adversely affect the demand for our products and our credit quality.***

Our operations are located primarily in California as well as the Northeast Tri-State Area. Local economic conditions in Southern California can have a significant impact on the demand for our products and services, our loans and wealth management business, the ability of borrowers to pay interest on and repay the principal of these loans, and the value of the collateral securing these loans. Adverse changes in economic conditions in California and the Northeast Tri-State Area may negatively affect our business, results of operations or financial condition. Our loan portfolio, in particular, is concentrated in California in general and the Northeast Tri-State Area. As of December 31, 2023, approximately 88% of the total dollar amount of our loans outstanding were secured by real estate located in California and the Northeast Tri-State Area (New York, New Jersey and Connecticut). Approximately 55% of loans outstanding are secured by real estate in Southern California, 16% are secured by loans in other areas of California, and 18% are secured by loans in the Northeast Tri-State Area. Declines in values in the California and the Northeast Tri-State Area real estate markets could have an adverse impact on our borrowers and on the value of the collateral securing many of our loans, which in turn could adversely affect our currently performing loans, leading to future delinquencies or defaults and increases in our provision for loan losses.

***Climate change has the potential to disrupt our business and adversely impact the operations and creditworthiness of our clients.***

Climate change presents both near and long-term risks to our business and that of our customers, and these risks are expected to increase over time. Climate change has caused severe weather patterns and events that could disrupt operations at one or more of our locations, which may disrupt our ability to provide financial products and services to our clients. Longer-term changes, such as increasing average temperatures and rising sea levels, may damage, destroy or otherwise impact the value or productivity of our properties, and real estate collateral of certain of our loans and other assets, reduce the availability of insurance, and/or lead to prolonged disruptions in our operations. Climate change could also have a negative effect on the financial status and creditworthiness of our clients which may decrease revenues and business activities from those clients and increase the credit risk associated with loans and other credit exposures to such clients.

***A natural disaster or recurring energy shortage, especially in California, could harm our business.***

The majority of the Bank's loans are to customers and businesses in the state of California and/or secured by properties located in the greater Los Angeles metropolitan area. Historically, Southern California has been vulnerable to natural disasters. Therefore, we are susceptible to the risks of natural disasters, such as earthquakes, wildfires, floods and mudslides. Natural disasters could harm our operations directly through interference with communications, as well as through the destruction of facilities and our operational, financial and management information systems. Uninsured or underinsured disasters may reduce a borrower's ability to repay mortgage loans. Disasters may also reduce the value of the real estate securing our loans, impairing our ability to recover on defaulted loans. Southern California has also experienced energy shortages which, if they recur, could impair the value of the real estate in those areas affected. Climate change and the occurrence of natural disasters or energy

shortages in Southern California could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Our business is subject to interest rate risk and variations in interest rates may negatively affect our financial performance.***

Market interest rates are affected by many factors that are beyond our control and are hard to predict, including inflation, recession, performance of the stock markets, a rise in unemployment, tightening money supply, exchange rates, monetary and other policies of various governmental and regulatory agencies, domestic and international disorder and instability in domestic and foreign financial markets.

Changes in the interest rate environment may reduce our profits. Changes in interest rates will influence not only the interest we receive on our loans and investment securities and the amount of interest we pay on deposits, it will also affect our ability to originate loans and obtain deposits and our costs incurred in doing so. Rising interest rates, generally, are associated with a lower volume of loan originations, while lower interest rates are usually associated with higher loan originations.

We expect that we will continue to realize a substantial portion of our income from the differential or “spread” between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. Because interest rates are based on the maturity, re-pricing and other characteristics of an instrument, conditions that trigger changes in interest rates do not produce equivalent changes in interest income earned on our interest-earning assets and interest expense paid on our interest-bearing liabilities. Although management measures the impact of changing interest rates on the Bank’s net interest income and believes that current interest rate risk is low, fluctuations in interest rates could adversely affect our interest rate spread and, in turn, our profitability.

In addition, an increase in the general level of interest rates may adversely affect the ability of some borrowers to pay the interest on and principal of their obligations, which could reduce our cash flows and harm our asset quality. In rising interest rate environments, loan repayment rates may decline and in falling interest rate environments, loan repayment rates may increase.

***Rising interest rates have decreased the value of the Bank’s available for sale and held-to-maturity securities and loan portfolios, and the Bank would realize losses if it were required to sell such securities or loans to meet liquidity needs.***

As a result of inflationary pressures and the resulting rapid increases in interest rates initiated by the Federal Reserve over the last year, the market values of previously issued government and other fixed income securities have declined significantly. These securities make up a majority of the securities portfolio of most banks in the U.S., including the Bank’s, resulting in unrealized losses embedded in the available-for-sale and held-to-maturity portion of U.S. banks’ securities and loan portfolios. While the Bank does not currently have a need to sell these securities or loans, should it do so in the future to meet liquidity needs, it could incur losses, which could adversely affect the Bank’s capital, financial condition, results of operations and stock price. While the Bank has taken actions to maximize and diversify its funding sources, there is no guarantee that such actions will be successful or sufficient in the event of sudden liquidity needs. Furthermore, while the Federal Reserve Board has announced a Bank Term Funding Program available to eligible depository institutions secured by U.S. treasuries, agency debt and mortgage-backed securities, and other qualifying assets as collateral at par, to mitigate the risk of potential losses on the sale of such instruments, there is no guarantee that such programs will be effective in addressing the Bank’s liquidity needs should they arise.

***The U.S. government’s monetary policies or changes in those policies could have a major effect on our operating results, and we cannot predict what those policies will be or any changes in such policies or the effect of such policies on us.***

Our earnings will be affected by domestic economic conditions and the monetary and fiscal policies of the U.S. government and its agencies. The monetary policies of the Federal Reserve Bank, or the FRB, have had, and will continue to have, an important effect on the operating results of commercial banks and other financial

institutions 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 FRB, implemented principally through open market operations and regulation of the discount rate and reserve requirements, have had major effects upon the levels of bank loans, investments and deposits. For example, in late 2019 and early 2020, multiple rate decreases in the Fed Funds rate by the Federal Open Market Committee placed pressure on the profitability of many financial institutions because of the resulting contraction of net interest margins due to high levels of adjustable rate loans. It is not possible to predict the nature or effect of future changes in monetary and fiscal policies.

***We face strong competition from financial services companies and other companies that offer banking services, and our failure to compete effectively with these companies could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We conduct our operations primarily in California and the Northeast Tri-State area. The banking and financial services businesses in California and the Northeast Tri-State area are highly competitive and increased competition within California and the Northeast Tri-State area may result in a reduction in the Bank's loan originations and deposits. Ultimately, we may not be able to compete successfully against current and future competitors. Many competitors offer the types of loans and banking services that we offer in our service areas. These competitors include national banks, regional banks and other community banks. We also face competition from many other types of financial institutions, including saving and loan associations, finance companies, brokerage firms, insurance companies, credit unions, mortgage banks and other financial intermediaries. In particular, our competitors include financial institutions whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and mount extensive promotional and advertising campaigns. Areas of competition include interest rates for loans and deposits, efforts to obtain loan and deposit customers and a range in quality of products and services provided, including new technology-driven products and services. Competitive conditions may intensify as continued merger activity in the financial services industry produces larger, better-capitalized and more geographically diverse companies. Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions may have larger lending limits which would allow them to serve the credit needs of larger customers. These institutions, particularly to the extent they are more diversified than we are, may be able to offer the same loan products and services we offer at more competitive rates and prices.

We also face competition from out-of-state financial intermediaries that have opened loan production offices or that solicit deposits in our market areas. In addition, we compete with other alternative lenders, including finance companies, private equity and hedge funds, real estate investment funds, business development companies, and "marketplace" and peer-to-peer lenders. If we are unable to attract and retain banking customers, we may be unable to continue our loan growth and level of deposits, and our business, financial condition, results of operations and cash flows may be materially adversely affected.

***Adverse economic conditions in Asia could impact our business adversely.***

We believe that our Chinese-American customers maintain significant ties to many Asian countries and, therefore, could be affected by economic and other conditions in those countries, including the impact of public health epidemics. We cannot predict the behavior of the Asian economies. U.S. economic policies, the economic policies of countries in Asia, domestic unrest and/or military tensions, crises in leadership succession, currency devaluations, and an unfavorable global economic condition may among other things adversely impact the Asian economies. We generally do not loan to customers or take collateral located outside of our service area; however, we may occasionally make loans in other parts of United States. If Asian economic conditions should deteriorate, we could experience an outflow of deposits by our Chinese-American customers. In addition, adverse economic conditions could prevent or delay these customers from meeting their obligations to us. This may adversely impact the recoverability of investments with or loans made to these customers. Adverse economic conditions may also

negatively impact asset values and the profitability and liquidity of companies operating in Asia, which will also impact the Bank's liquidity.

**Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity could adversely affect our financial condition and results of operations.**

Recently, several prominent banks were closed by their primary regulators, which appointed the FDIC as receiver for these institutions. These banks' business operations were concentrated in the technology and crypto currency markets. The Federal Reserve Board System and the FDIC have taken steps to protect uninsured depositor balances, but not investors and creditors of the banks. The quick failure of these institutions and uncertainty related to overall liquidity concerns in the broader financial services industry could adversely impact our financial condition and result of operations. Additionally, perceived concerns about liquidity events or other similar risks, have in the past and may in the future lead to market-wide liquidity problems.

***Increasing scrutiny and evolving expectations from regulators, customers, investors, and other stakeholders with respect to our environmental, social and governance practices may impose additional costs on us or expose us to new or additional risks.***

Many companies are facing increasing scrutiny from regulators, customers, investors, and other stakeholders related to their environmental, social and governance ("ESG") practices and disclosures. Investor advocacy groups, investment funds and influential investors are also increasingly focused on these practices, especially as they relate to the environment, health and safety, diversity, labor conditions and human rights. Increased ESG-related compliance costs for us as well as among our suppliers, vendors and various other parties within our supply chain could result in increases to our overall operational costs. Failure to adapt to or comply with regulatory requirements or investor or stakeholder expectations and standards could negatively impact our reputation, ability to do business with certain partners, access to capital, and our stock price. Both recently adopted and pending government regulations, including recently adopted regulations in California, will result in new or more stringent forms of ESG oversight and expanding mandatory and voluntary reporting, diligence, and disclosure.

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

A possible future downgrade of the sovereign credit ratings of the U.S. government and a decline in the perceived creditworthiness of U.S. government-related obligations could impact our ability to obtain funding that is collateralized by affected instruments, as well as affect the pricing of that funding when it is available. A downgrade may also adversely affect the market value of such instruments. We cannot predict if, when or how any changes to the credit ratings or perceived creditworthiness of these organizations will affect economic conditions. Such ratings actions could result in a significant adverse impact on us. Among other things, a downgrade in the U.S. government's credit rating could adversely impact the value of our securities portfolio and may trigger requirements that we post additional collateral for trades relative to these securities. A downgrade of the sovereign credit ratings of the U.S. government or the credit ratings of related institutions, agencies or instruments would significantly exacerbate the other risks to which we are subject and any related adverse effects on the business, financial condition and results of operations.

**Risks Related to Deposits**

***If we cannot attract deposits, our growth may be inhibited.***

Although we are planning to continue to grow the balance sheet, we intend to seek additional deposits by continuing to establish and strengthen our personal relationships with our customers and by offering deposit products that are competitive with those offered by other financial institutions in our markets. Although we are confident that our liquidity is sufficient, we cannot assure you that our liquidity management efforts will be

successful. Our inability to attract additional deposits at competitive rates could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We rely to a certain degree on large certificates of deposits (over \$250,000) to fund our operations, and the potential volatility of such deposits and the reduced availability of any such funds in the future could adversely impact our growth strategy and prospects.

Our average jumbo deposit customer has been a customer of the Bank for over eight years which indicates that these are long-term customers who consistently renew their CDs with the Bank. At December 31, 2023, we held \$1.32 billion of Jumbo CDs, representing 23.1% of total deposits. These deposits are considered by the banking industry to be volatile and could be subject to withdrawal. Withdrawal of a material amount of such deposits would adversely impact our liquidity, profitability, business, financial condition, results of operations and cash flows.

***Negative developments affecting the banking industry could adversely impact our liquidity.***

High-profile bank failures in 2023 generated significant market volatility among publicly traded bank holding companies and, in particular, regional community banks like the Bank. These market developments negatively impacted customer confidence in the safety and soundness of smaller regional and community banks. As a result, customers may choose to maintain deposits with larger more systemically important financial institutions or invest in higher yielding and higher-rated short-term fixed income securities, all of which could materially adversely impact the Bank's liquidity, loan funding capacity, net interest margin, capital and results of operations. While the Bank currently has access to substantial borrowing capacity from the Federal Reserve Bank, the Federal Home Loan Bank and credit facilities established with larger banks, there can be no assurance that customer confidence in regional banks and the banking system more broadly will be fully restored or that potential liquidity concerns will recede or that such access will continue unimpaired.

**Risks Related to Information Technology**

***We rely on communications, information, operating and financial control systems technology from third-party service providers, and we may suffer an interruption in or break of those systems.***

We rely heavily on third-party service providers for much of our communications, information, operating and financial control systems technology, including customer relationship management, general ledger, deposit, servicing and loan origination systems. Any failure, interruption or breach in security of these systems could result in failures or interruptions in our customer relationship management, general ledger, deposit, servicing and/or loan origination systems. We cannot be assured that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed by us or the third parties on which we rely. The occurrence of any failures or interruptions could have a material adverse effect on our business, financial condition, results of operations and cash flows. If any of our third-party service providers experience financial, operational or technological difficulties, or if there is any other disruption in our relationships with them, we may be required to locate alternative sources of such services, and we cannot assure you that we could negotiate terms that are as favorable to us, or could obtain services with similar functionality as found in our existing systems without the need to expend substantial resources, if at all. Any of these circumstances could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We may be adversely affected by disruptions to our network and computer systems or to those of our service providers as a result of denial-of-service or other cyber-attacks.***

We may experience disruptions or failures in our computer systems and network infrastructure or in those of our third-party service providers as a result of denial-of-service or other cyber-attacks. In recent years, federal and state regulators, including the FDIC, have made statements concerning cybersecurity risk management, preparedness and resiliency for financial institutions such as us. These statements range from issues with respect to client account protections to business continuity, and represent the regulators' expectations for financial institutions to have more robust cybersecurity risk management, preparedness and resiliency programs for themselves and their third-party service providers. A financial institution is also expected to develop processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution, or its critical third-party service providers, fall victim to this type of cyber-attack. We have developed and continue to invest in, systems and processes that are designed to detect, prevent and minimize the impact of security breaches and cyber-attacks. Due to the increasing sophistication of such attacks, we may not be able to prevent denial-of-service or other

cyber-attacks that could compromise our normal business operations or the normal business operations of our clients, or result in the unauthorized use of clients' confidential and proprietary information. The occurrence of any failure, interruption or security breach of network and computer systems resulting from denial-of-service or other cyber-attacks could damage our reputation, result in a loss of client business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could adversely affect our business, results of operations or financial condition.

***The occurrence of fraudulent activity, breaches or failures of our information security controls or cybersecurity-related incidents could have a material adverse effect on our business, financial condition and results of operations.***

As a financial institution, we are susceptible to fraudulent activity, information security breaches and cybersecurity-related incidents that may be committed against us or our clients, which may result in financial losses or increased costs to us or our clients, disclosure or misuse of our information or our client information, misappropriation of assets, privacy breaches against our clients, litigation, or damage to our reputation. Such fraudulent activity may take many forms, including check fraud, electronic fraud, wire fraud, online banking fraud, phishing, and other dishonest acts. Information security breaches and cybersecurity-related incidents may include fraudulent or unauthorized access to systems used by us or our clients, denial or degradation of service attacks, and malware or other cyber-attacks. In recent periods, there continues to be a rise in electronic fraudulent activity, security breaches and cyber-attacks within the financial services industry, especially in the commercial banking sector due to cyber criminals targeting commercial bank accounts. Consistent with industry trends, we have also experienced an increase in attempted electronic fraudulent activity, security breaches and cybersecurity-related incidents in recent periods. Moreover, in recent periods, several large corporations, including financial institutions and retail companies, have suffered major data breaches, in some cases exposing not only confidential and proprietary corporate information, but also sensitive financial and other personal information of their customers and employees and subjecting them to potential fraudulent activity. Some of our clients may have been affected by these breaches, which increase their risks of identity theft, credit card fraud and other fraudulent activity that could involve their accounts with us.

Information pertaining to us and our clients is maintained, and transactions are executed, on the networks and systems of ours, our clients and certain of our third party providers, such as our online banking or core systems. The secure maintenance and transmission of confidential information, as well as execution of transactions over these systems, are essential to protect us and our clients against fraud and security breaches and to maintain our clients' confidence. Breaches of information security also may occur, and in infrequent, incidental, cases have occurred, through intentional or unintentional acts by those having access to our systems or our clients' or counterparties' confidential information, including employees. In addition, increases in criminal activity levels and sophistication, advances in computer capabilities, new discoveries, vulnerabilities in third-party technologies (including browsers and operating systems) or other developments could result in a compromise or breach of the technology, processes and controls that we use to prevent fraudulent transactions and to protect data about us, our clients and underlying transactions, as well as the technology used by our clients to access our systems. Although we have developed, and continue to invest in, systems and processes that are designed to detect and prevent security breaches and cyber-attacks and periodically test our security, our inability to anticipate, or failure to adequately mitigate, breaches of security could result in: losses to us or our clients; our loss of business and/or clients; damage to our reputation; the incurrence of additional expenses; disruption to our business; our inability to grow our online services or other businesses; additional regulatory scrutiny or penalties; or our exposure to civil litigation and possible financial liability — any of which could have a material adverse effect on our business, financial condition and results of operations.

More generally, publicized information concerning security and cyber-related problems could inhibit the use or growth of electronic or web-based applications or solutions as a means of conducting commercial transactions.

Such publicity may also cause damage to our reputation as a financial institution. As a result, our business, financial condition and results of operations could be adversely affected.

### **Risks Related to Governmental Regulation**

***Governmental regulation and enforcement actions against us could impair our operations or restrict our growth and could result in a decrease in the value of your shares.***

We are subject to significant governmental supervision and regulation under federal and state laws, as well as supervision and examination by the FDIC, the CDFPI, and the CFPB. Because our business is highly regulated, the laws, rules and regulations and supervisory guidance and policies applicable to us are subject to regular modification and change, which may have the effect of increasing or decreasing the cost of doing business, modifying permissible activities or enhancing the competitive position of other financial institutions. These laws are primarily intended for the protection of consumers, depositors and not for the protection of shareholders of bank holding companies or banks. Perennially, various laws, rules and regulations are proposed which, if adopted, could impact our operations by making compliance much more difficult or expensive, restricting our ability to originate or sell loans or further restricting the amount of interest or other charges or fees earned on loans or other products. We cannot be assured that laws, rules or regulations will not be adopted in the future that could make compliance much more difficult or expensive, restrict our ability to originate loans, further limit or restrict the amount of commissions, interest or other charges earned on loans originated by us or otherwise adversely affect our business, financial condition, results of operations or cash flows, which could result in a decrease in the value of your shares.

***Any enhanced regulatory examination scrutiny or new regulatory requirements arising from recent events in the banking industry could increase the Bank's expenses and affect the Bank's operations and acquisition opportunities.***

Recent adverse events, including significant bank failures, which occurred in 2023 in the banking industry could result in increased regulatory scrutiny in the course of routine examinations and otherwise, and new regulations directed towards regional banks, designed to address the recent negative developments in the banking industry, could increase the Bank's costs of doing business, lead to an increased risk of regulatory oversight actions or restrictions, result in decreased regulatory support for merger and acquisition activity, and reduce our profitability. Among other things, there may be an increased focus by both regulators and investors on deposit composition, levels of uninsured deposits, embedded interest rate risk on bank balance sheets, and bank risk management programs generally. As a primarily commercial bank, the Bank has a relatively higher percentage of uninsured deposits compared to larger national banks or smaller community banks with a stronger focus on retail deposits. As a result, the Bank could face increased scrutiny or be viewed as higher risk by regulators and the investor community.

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

The Bank Secrecy Act, as amended by the Anti-Money Laundering Act of 2020, the USA PATRIOT Act of 2001, and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network 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 U.S. Department of Justice, Drug Enforcement Administration, and Internal Revenue Service. We are also subject to scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control and compliance with the Foreign Corrupt Practices Act. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could materially and adversely affect our business, financial condition and results of operations.

***We are exposed to risk of environmental liability with respect to properties to which we take title.***

In the course of our business, we may foreclose on and take title to properties securing our loans. If hazardous substances were discovered on any of the properties, we may be held liable to governmental entities or to third



parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination or may be required to investigate or clean up hazardous or toxic substances or chemical releases at a property. Many environmental laws can impose liability regardless of whether we knew of or were responsible for the contamination. In addition, if we arrange for the disposal of hazardous or toxic substances at another site, we may be liable for the costs of cleaning up and removing those substances from the site, even if we neither own nor operate the disposal site. Environmental laws may require us to incur substantial expenses and may materially limit use of properties we acquire through foreclosure, reduce their value or limit our ability to sell them in the event of a default on the loans they secure. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability.

***Negative publicity could damage our reputation.***

Reputation risk, or the risk to our earnings and capital from negative publicity or public opinion, is inherent in our business. Negative publicity or public opinion could adversely affect our ability to keep and attract customers and expose us to adverse legal and regulatory consequences. Negative public opinion could result from our actual or perceived conduct in any number of activities, including lending practices, corporate governance, regulatory compliance, mergers and acquisitions, and disclosure, sharing or inadequate protection of customer information, and from actions taken by government regulators and community organizations in response to that conduct.

***Terrorist attacks may have depressed the economy in the past and if there are additional terrorist events, especially in our market, the economy could be adversely affected.***

The possibility of further terrorist attacks, as well as combined continued terrorist threats, may create and perpetuate economic uncertainty. Future terrorist acts and response to such activities could adversely affect us in a number of ways, including an increase in delinquencies, bankruptcies or defaults that could result in a higher level of non-performing assets, net charge-offs and provision for loan losses.

**Risks Related to Accounting and Internal Control Over Financial Reporting**

***Failure to maintain effective internal control over financial reporting or disclosure controls and procedures could adversely affect our ability to report our financial condition and results of operations accurately and on a timely basis.***

A failure to maintain effective internal control over financial reporting or disclosure controls and procedures could adversely affect our ability to report our financial results accurately and on a timely basis, which could result in a loss of investor confidence in our financial reporting or adversely affect our access to sources of liquidity. Furthermore, because of the inherent limitations of any system of internal control over financial reporting, including the possibility of human error, the circumvention or overriding of controls and fraud, even effective internal controls may not prevent or detect all misstatements.

***Changes in accounting standards or inaccurate estimates or assumptions in applying accounting policies could materially impact the Bank's financial statements.***

From time to time, the FASB or the SEC may change the financial accounting and reporting standards that govern the preparation of the Bank's financial statements. In addition, the FASB, SEC, banking regulators and the Bank's independent registered public accounting firm may also amend or even reverse their previous interpretations or positions on how various standards should be applied. These changes may be difficult to predict and could impact how we prepare and report the Bank's financial statements. In some cases, we could be required to apply a new or revised standard retroactively, resulting in the Bank revising and republishing prior-period financial statements.

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

### ***The price of our common stock may be volatile or may decline.***

The stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations could adversely affect the market price of our common stock. Among the factors that could affect our stock price are:

- Actual or anticipated quarterly fluctuations in our operating results and financial condition;
- Changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts;
- Failure to meet analysts' revenue or earnings estimates;
- Speculation in the press or investment community;
- Strategic actions by us or our competitors, such as acquisitions or restructurings;
- Actions by institutional shareholders;
- Fluctuations in the stock price and operating results of our competitors;
- General market conditions and, in particular, developments related to market conditions for the financial services industry including as a result of current or anticipated military conflict, terrorism or other geopolitical events;
- Proposed or adopted regulatory changes or developments;
- Anticipated or pending investigations, proceedings or litigation that involve or affect us;
- Domestic and international economic factors, including inflation, unrelated to our performance; or
- Other factors identified above in "Forward-Looking Statements."

### ***Your share ownership may be diluted by the issuance of additional shares of our common stock in the future.***

Your share ownership may be diluted by the issuance of additional shares of our common stock in the future. Our amended and restated articles of incorporation do not provide for preemptive rights to the holders of our common stock. Any authorized but unissued shares are available for issuance by our Board of Directors. As a result, if we issue additional shares of common stock to raise additional capital or for other corporate purposes, you may be unable to maintain your pro rata ownership in the Bank.

### ***Federal and state laws and regulations may restrict our ability to pay dividends.***

The ability of the Bank to pay dividends to its shareholders is limited by applicable federal and California law and regulations. See "Business — Regulation and Supervision."

### ***We may be subject to risks related to acquisitions.***

Among the risks associated with expansion via acquisition are incorrectly assessing the quality of an acquired bank's assets, greater than anticipated costs associated with integrating acquired banks, resistance from customers or employees of acquired banks, and inability to generate a profit using assets acquired in the transaction. Additionally, new region-specific risks are introduced when a bank is acquired outside the Bank's current area of business. If we were to issue capital stock in connection with future transactions, the transactions and related stock issuances may have a dilutive effect on earnings per share and share ownership.

### ***We may not be able to manage our growth successfully.***

We seek to grow safely and consistently. Successful and safe growth requires that we follow adequate loan underwriting standards, balance loan, investment portfolio and deposit growth without increasing interest rate risk or compressing our net interest margin, maintain satisfactory regulatory capital at all times, raise capital in advance of growth, scale our operations and systems to support our growth, employ an effective risk management framework and hire and retain qualified employees. If we do not manage our growth successfully, then our business, results of operations or financial condition may be adversely affected. There is no assurance that any new office that we open in connection with our growth will be successful or will otherwise satisfy expectations. In addition, any plans to open new offices may change or become limited.

*Our decisions regarding the fair value of assets acquired could be different than initially estimated, which could materially and adversely affect our business, financial condition, results of operations, and future prospects.*

In business combinations, we may acquire significant portfolios of loans that are marked to their estimated fair value, there is no assurance that the acquired loans will not suffer deterioration in value. The fluctuations in national, regional and local economic conditions, including those related to local residential, commercial real estate and construction markets, may increase the level of charge-offs in the loan portfolio that we acquire and correspondingly reduce our net income. These fluctuations are not predictable, cannot be controlled and may have a material adverse impact on our operations and financial condition, even if other favorable events occur.

*Anti-takeover provisions and federal law may limit the ability of another party to acquire us, which could cause our stock price to decline.*

Various provisions of our articles of incorporation and bylaws and certain other actions we have taken could delay or prevent a third-party from acquiring us, even if doing so might be beneficial to our shareholders. The Change in Bank Control Act of 1978, as amended, together with federal regulations, requires that, depending on the particular circumstances, regulatory approval and/or appropriate regulatory filings may be required from the FDIC and/or the CDFPI prior to any person or entity acquiring “control” (as defined in the applicable regulations) of a state non-member bank, such as the Bank. These provisions may prevent a merger or acquisition that would be attractive to shareholders and could limit the price investors would be willing to pay in the future for our common stock.

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

There are no unresolved staff comments.

#### **ITEM 1C. CYBERSECURITY**

##### **Risk Management and Strategy**

We have developed and implemented a cybersecurity program intended to protect the confidentiality, integrity, and availability of our critical information technology (“IT”) systems and information. Our cybersecurity approach includes: a cybersecurity incident response plan, Cybersecurity Program, and a Disaster Recovery plan. These policies, procedures, techniques and tools that Preferred Bank employs to manage cybersecurity risk. Many of the mechanisms for identifying, managing, and reporting on cybersecurity risk are integrated into the Bank’s broader policies and procedures relating to risk management; however, due to the unique nature of cybersecurity risk, key aspects of our cybersecurity risk management program are intended to function on a stand-alone basis, including to ensure rapid escalation and response to cybersecurity incidents.

Our cybersecurity program includes:

- Risk assessments designed to help identify material cybersecurity risks to our critical systems, information, operations, and the Bank’s overall IT environment.
- An Incident Response Team (“IRT”) which is comprised of executives, senior managers, and IT management representing each critical internal business function to manage the Bank’s response to cybersecurity incidents.
- Use of third-party service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls, including, without limitation, periodic penetration testing, network vulnerability, and system monitoring via System Information and Event Management (“SIEM”) or other monitoring tools.
- Employee training on information security awareness, data privacy awareness, and phishing/social engineering mitigation, as well as periodic tabletop exercises involving IT and incident response team to review roles and responsibilities and walk through practical aspects of responding to cybersecurity incidents.

- A cybersecurity incident response plan that sets forth guidelines, policies and procedures for identification, containment, eradication / response, recovery, notification, lessons learned, and related processes and actions in response to a cybersecurity incident.
- A vendor management process for third-party service providers, suppliers, and vendors, which includes criteria for risk-based categorization of these third parties and policies and procedures relating to assessing their cybersecurity practices prior to engagement and periodic monitoring during the course of engagement.

We base our cybersecurity policies and programs on the Gramm-Leach-Bliley Act (GLBA), Privacy Act, the California Consumer Privacy Act, and Federal Financial Institutions Examination Council (FFIEC) guidelines.

We have not currently identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected or that we believe are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition.

### **Governance**

As part of its risk oversight function, our Board, including through delegation to its Audit Committee, regularly receives risk management reporting from the IT Steering Committee (ITSC), Chief Information Officer (CIO), and Information Security Officer (ISO) and other officers of the Bank responsible for different risk disciplines, including with respect to cybersecurity and IT risk, and oversees management's administration of our cybersecurity risks. For example, management provides periodic reports to the Board and/or Audit Committee related to information security program, risk assessments, internal controls, patch management, disaster recovery, service provider oversight, and periodic attestations and statements regarding the Bank's compliance with regulatory requirements and established policies and procedures. These reports supplement materials and presentations from outside experts that are also provided to our Board members from time to time as part of the Board's and the Audit Committee's continuing education on risk oversight topics such as cybersecurity that impact companies in our industry and, more generally, publicly traded companies. In addition, management provides event-driven updates to the Audit Committee and Board regarding any material cybersecurity incidents and, as appropriate, any incidents with lesser impact potential.

The IT department is responsible for assessing and managing our material risks from cybersecurity threats. The CIO and ISO have primary responsibility for our overall cybersecurity risk management program and manage both our internal cybersecurity program and the external cybersecurity vendors we retain. The ITSC members who oversee our IT and cybersecurity risks have significant experience, individually and collectively. The Bank also relies on the professional expertise of third-party security firms that specialize in securing and monitoring the Bank's IT environment. These third parties typically have teams of IT professionals skilled in a range of disciplines related to the design and implementation of our cybersecurity tools, as well as in assessing security controls and processes and addressing or remediating emerging threats and findings that are identified.

The ITSC oversees the IT and Information Security functions and its efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents. In addition to day-to-day management, our senior management team's supervision of these efforts includes receiving and responding to briefings from IT personnel, updates on cyberthreat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us, and notification of significant alerts and reports produced by third parties and security tools deployed in our IT environment.

## ***ITEM 2. PROPERTIES***

Our corporate headquarters and main branch office are located at 601 S. Figueroa Street, 48<sup>th</sup> and 47<sup>th</sup> Floors, Los Angeles, California, 90017, respectively. This lease expires in August of 2030. In addition to this, we also maintain leased offices in a property in El Monte, California which houses a number of administrative departments.

At December 31, 2023, we maintained twelve other full-service branch offices in in the California cities of Alhambra, Century City, City of Industry, Torrance, Arcadia, Irvine (2 branches), Diamond Bar, Pico Rivera, Tarzana, and San Francisco (2 branches), and one branch in Flushing, New York and one branch in the Houston suburb of Sugar Land, Texas. We lease all of our branches with the exception of our first Irvine branch which we own. Additionally, the Bank also has a satellite office in Manhattan which is only for meeting and communications, as no business is transacted there. We market our services and conduct our business primarily in Los Angeles, Orange, Ventura, Riverside, San Bernardino, and San Francisco counties within California, and the Northeast Tri-State area of New York, New Jersey and Connecticut and the Houston Metro area. We believe that no single lease has annual payments material to our operations. Leases for branch offices are generally 3 to 10 years in length and generally provide renewal option terms of 3 to 5 additional years.

We believe that our existing facilities are adequate for our present purposes. We believe that, if necessary, we could secure alternative facilities on similar terms without adversely affecting our operations. Our total lease expense was \$2.7 million for the year ended December 31, 2023 and \$2.5 million for the year ended December 31, 2022.

We account for leases under ASC Topic 842 *Leases*. Operating lease right-of-use (“ROU”) assets represent the Bank’s right to use the underlying asset during the lease term and operating lease liabilities represent the Bank’s obligation to make lease payments arising from the lease. ROU assets and operating lease liabilities are recognized at lease commencement based on the present value of the remaining lease payments using the Bank’s incremental borrowing rate at the lease commencement date. Operating lease expense, which is comprised of amortization of the ROU asset and the implicit interest accreted on the operating lease liability, is recognized on a straight-line basis over the lease term and is recorded in occupancy expense in the Consolidated Statements of Operations and Comprehensive Income.

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

From time to time we are a party to claims and legal proceedings arising in the ordinary course of business. We accrue for any probable loss contingencies that are estimable and disclose any possible losses in accordance with ASC 450, "*Contingencies*." There are no pending legal proceedings or, to the best of our knowledge, threatened legal proceedings, to which we are a party which may have a material adverse effect upon our financial condition, results of operations and business prospects.

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

Not applicable.

## PART II

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

#### ***Market Information***

Our common stock is listed on the NASDAQ Global Select Market under the symbol "PFBC." Our common stock closed at \$72.68 on March 13, 2024 and there were 13,413,307 outstanding shares of our common stock on that date.

#### ***Holdings***

As of March 13, 2024, 13,413,307 shares of the Bank's common stock were held by 180 shareholders of record.

#### ***Dividends***

Dividends depend upon our earnings, financial condition, results of operations, capital requirements, available investment opportunities, regulatory restrictions, contractual restrictions and other factors that our Board of Directors may deem relevant. Accordingly, there can be no assurance that any stock or cash dividends will be declared in the future, and if any are declared, what amount they will be.

Because we are a California state-chartered bank, our ability to pay dividends or make distributions to shareholders are subject to restrictions set forth in the California Financial Code. California Financial Code Section 1132 restricts the amount available for cash dividends by state-chartered banks to the lesser of: (1) retained earnings; or (2) the bank's net income for its last three fiscal years (less any distributions to shareholders made during such period).

However, Section 1133 of the California Financial Code provides that notwithstanding the provisions of Section 1132, a state-chartered bank may, with the prior approval of the California Commissioner of Business Oversight, or Commissioner, make a distribution to its shareholders in an amount not exceeding the greater of:

- Retained earnings;
- Net income for a bank's last preceding fiscal year; or
- Net income of the bank for its current fiscal year.

If the California Commissioner finds that the shareholders' equity of the Bank is not adequate or that the payment of a dividend would be unsafe or unsound for the Bank, the California Commissioner may order the Bank not to pay a dividend to the Bank's shareholders.

In addition, under California law, the California Commissioner has the authority to prohibit a bank from engaging in business practices which the California Commissioner considers to be unsafe or unsound to its business or financial condition. It is possible, depending on our financial condition and other factors, that the California Commissioner could assert that the payment of dividends or other payments to our shareholders might under some circumstances be unsafe or unsound to our business or financial condition and prohibit such payment.

The FDIC also has the authority to prohibit a bank from engaging in business practices which the FDIC considers to be unsafe or unsound. It is possible, depending upon our financial condition and other factors, that the FDIC could assert that the payment of dividends or other payments might under some circumstances be such an unsafe or unsound practice and prohibit such payment.

## ***Issuer's Purchases of Equity Securities***

The following table summarizes purchases made by the Bank of its common stock during 2023:

	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total number of shares (or units) purchased as part of publicly announced plans or programs</b>	<b>Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs</b>
October 1, 2023 through October 31, 2023	167,637	\$ 61.03	167,637	\$ —
November 1, 2023 through November 30, 2023	—	—	—	\$ —
December 1, 2023 through December 31, 2023	—	—	—	\$ —
Total	167,637	\$ 61.03	167,637	

On August 6, 2021, the Bank received approval from the California Department of Financial Protection and Innovation for the repurchase of up to \$50 million in the Bank's common stock or 5% of total outstanding shares, whichever is less, in the open market. The timing, price and volume of the share repurchases will be determined by Bank management based on its evaluation of market conditions and other relevant factors. This repurchase was approved by shareholders at the Bank's Annual Shareholders Meeting on May 18, 2021. Under this program, during 2021 the Bank repurchased 282,949 shares, at an average price of \$61.69, for total consideration of \$17.5 million.

In May of 2022, the Board of Directors elected to re-commence the repurchase plan which began in 2021 and received all the required approvals. This repurchase plan allowed for the repurchase of up to approximately \$32 million of common stock in the open market and the Bank completed this stock repurchase program, resulting in cumulative purchases of 464,438 shares for total consideration of \$32 million, completing the stock repurchase plan.

On June 9, 2023, the Bank received approval from the California Department of Financial Protection and Innovation for the repurchase of up to \$150 million in the Bank's common stock or 5% of total outstanding shares, whichever is less, in the open market. The timing, price and volume of the share repurchases will be determined by Bank management based on its evaluation of market conditions and other relevant factors. This repurchase was approved by shareholders at the Bank's Annual Shareholders Meeting on May 16, 2023. On June 12, 2023, the Board of Directors approved what will be the first tranche of that repurchase plan, which will call for the repurchase of up to \$50 million of the total \$150 million repurchase. During the year ended December 31, 2023, the Bank purchased 863,879 shares at a weighted average price of \$58.59 and aggregate total of \$50.6 million resulting in completion of this first tranche in October 2023. The share repurchase program may be suspended, terminated or modified at any time by the Bank for any reason, including market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, liquidity, and other factors deemed appropriate.

### ***Rule 10b5-1 Trading Arrangements***

During the quarter ended December 31, 2023, none of our directors or executive officers adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (in each case, as defined in item 408 of Regulation S-K) for the purchase or sale of the Bank's securities. During the quarter ended December 31, 2023, the Bank did not adopt or terminate any Rule 10b5-1 trading arrangement.

### ***Securities Authorized for Issuance Under Equity Compensation Plans.***

The following table provides information as of December 31, 2023, regarding equity compensation plans under which equity securities of the Bank were authorized for issuance.

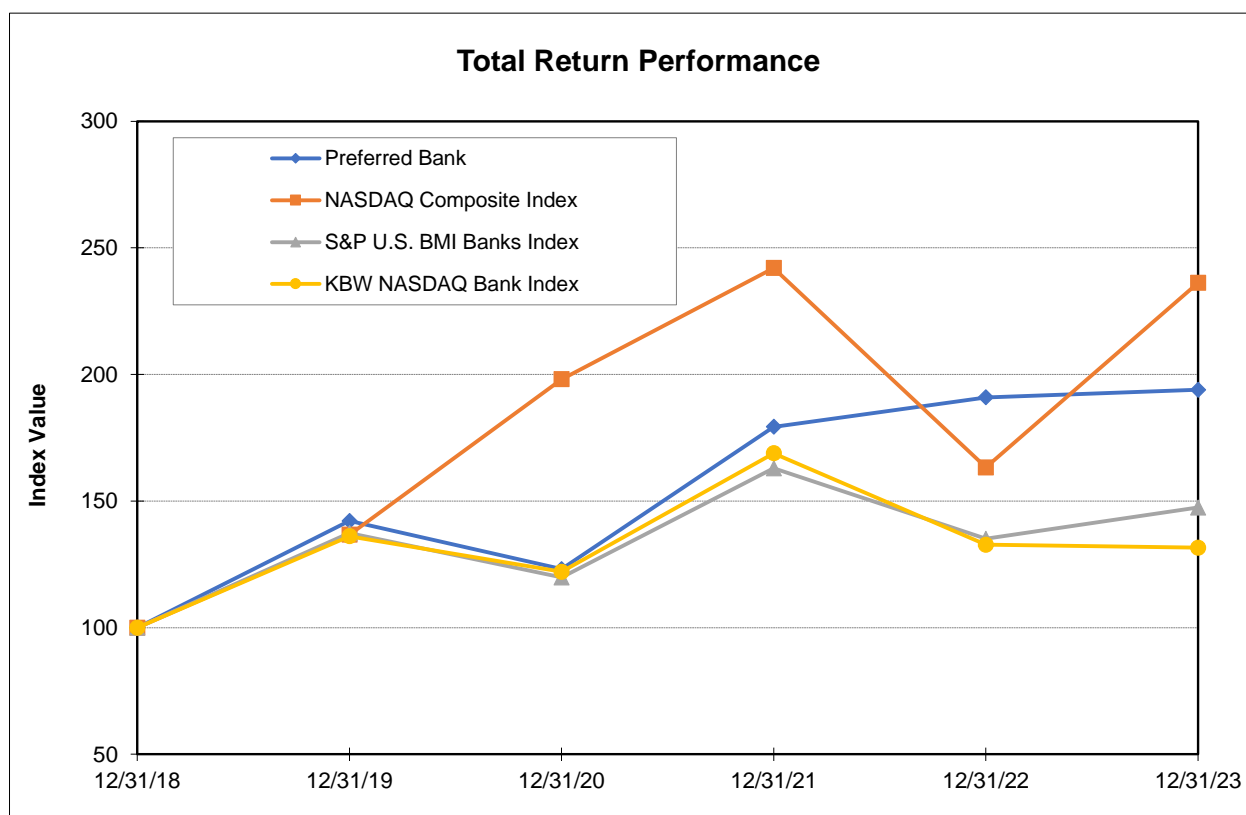
<u>Plan Category</u>	Number of securities to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of securities available for future issuance under equity compensation plans excluding securities reflected in column (a) (c)
Equity incentive plans approved by security holders	—	\$—	1,307,494
Equity incentive plans not approved by security holders	—	—	—
	—		1,307,494

### *Unregistered Sales of Equity Securities and Use of Proceeds.*

None.

### *Stock Performance Graph*

The following graph shows a comparison of shareholder return on the Bank's common stock based on the market price of the common stock assuming the reinvestment of dividends, for the period beginning December 31, 2018 assuming an investment of \$100 in each as of December 31, 2018. The Bank is not included in these indices. Total shareholder return for the Bank, as well as for the indices, is based on the cumulative amount of dividends for a given period (assuming dividend reinvestment) and the difference between the share price at the beginning and at the end of the period. This graph is historical only and may not be indicative of possible future performance of the common stock.



<u>Index</u>	<u>Period Ending</u>					
	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023
Preferred Bank	100.00	142.14	123.12	179.31	190.97	193.93
NASDAQ Composite Index	100.00	136.69	198.10	242.03	163.28	236.17
S&P U.S. BMI Banks Index	100.00	137.36	119.83	162.92	135.13	147.41
KBW NASDAQ Bank Index	100.00	136.13	122.09	168.88	132.75	131.57



**ITEM 6. RESERVED**

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

Our discussion and analysis of earnings and related financial data are presented herein to assist investors in understanding the financial condition of the Bank at December 31, 2023 and 2022, and the results of operations for the years ended December 31, 2023, 2022 and 2021. This discussion should be read in conjunction with the consolidated financial statements and related footnotes of our Company presented elsewhere herein.

**Overview**

We are one of the larger independent commercial banks headquartered in California, with a historical niche in the Chinese-American market. We consider the Chinese-American market to encompass individuals born in the United States of Chinese ancestry, ethnic Chinese who have immigrated to the United States and ethnic Chinese who live abroad but conduct business in the United States. Although founded as a Bank that primarily serves the Chinese-American community, Preferred Bank has grown into an institution whereby the majority of our current business activities come from the mainstream (non-Chinese American) markets of Southern and Northern California, Northeast Tri-State area of New York, New Jersey and Connecticut and Texas. The Bank conducts its banking business through twelve full-service branch offices in the California counties of Los Angeles, Orange and San Francisco, one branch in Flushing, New York, one branch in the Houston suburb of Sugar Land, Texas, and a satellite office in Manhattan, New York used only for meeting and communications as no business is transacted there. We commenced operations in December 1991 as a California state-chartered bank in Los Angeles, California. Our deposits are insured by the FDIC. We are a member of the FHLB.

We provide personalized deposit services as well as real estate finance, commercial loans and trade finance to small and mid-sized businesses and their owners, entrepreneurs, real estate developers and investors, professionals and high net worth individuals. We are generally focused on businesses as opposed to retail customers and thus we have a smaller number of customer relationships for whom we provide a high level of service and personal attention.

We derive our income primarily from interest received on our loan and investment securities portfolios and our excess cash, and fee income we receive in connection with servicing our loan and deposit customers. Our major operating expenses are the interest we pay on deposits and borrowings, and the salaries and related benefits we pay our management and staff.

For the year ended December 31, 2023, the Bank recorded net income of \$150.0 million as compared to net income of \$128.8 million for the year ended December 31, 2022. At December 31, 2023, the Bank's total assets were \$6.66 billion up from \$6.43 billion as of the end of 2022. In 2023, loans grew by \$198.7 million, or 3.9%, and deposits grew by \$152.3 million, or 2.7%. See "Results of Operations."

**Federal Reserve Bank Actions**

Beginning in the first quarter of 2022, the Federal Reserve Open Market Committee ("FOMC") initiated a range of actions in response to inflation. In March 2022, the FOMC increased its benchmark interest rate 25 bps. This was the first rate hike by the FOMC in more than three years. The FOMC then increased its benchmark interest rate another 25 bps in May 2022, 75 bps in June, July, September and November 2022, and 50 bps in December 2022. The FOMC increased rates another 25 bps in February, March, May and July 2023. These increases in the benchmark rate are designed to reduce overall demand which is expected to cause a reduction in prices. However, the Bank's balance sheet position has benefited significantly from rising interest rates as a large majority of the Bank's interest-earning assets are floating rate and reprice at a faster pace than our interest-bearing liabilities.

**Economy**

Our operating results indicated that our underlying economic fundamentals in our footprint were healthy and we believe that we are well positioned to continue to create significant shareholder value. As previously mentioned, the inflation rate in the U.S. is still elevated due to the various stimulus programs enacted during the pandemic. In response to this high level of inflation, the FOMC has raised overnight interest rates by 525 basis

points from March 2022 through July 2023. The FOMC paused changes in the benchmark rate beginning with its August 2023 and subsequent meetings. These rapid rate hikes have created volatility in nearly all financial markets and are starting to have an effect on non-financial markets such as real estate. There is a belief that these rapid and significant rate hikes will put the economy into a recession in 2024. As such, we are acutely focused on credit quality and the financial health of our borrowers.

## **Critical Accounting Policies**

Our accounting policies are integral to understanding the financial results reported. Our most complex accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established detailed policies and control procedures that are intended to ensure valuation methods are well controlled and consistently applied from period to period. In addition, these policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The following is a brief description of our current accounting policies involving significant management valuation judgments.

### ***Allowance for Credit Losses***

The allowance for credit is estimated using the current expected credit losses model. The allowance for credit losses on loans represents our best estimate of expected credit losses inherent in the existing loan portfolio. The allowance for credit losses on loans is increased (decreased) by the provision for (reversal of) credit losses charged to expense and reduced by loans and leases charged off, net of recoveries.

We evaluate our allowance for credit losses quarterly. We believe that the allowance for credit losses is a "critical accounting estimate" because it is based upon management's assessment of various factors affecting the collectability of the loans using the relevant available information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for differences in current loan-specific risk characteristics such as differences in underwriting standards, portfolio mix, delinquency level, or term as well as for changes in environmental conditions, such as changes in unemployment rates, property values, or other relevant factors.

We segment the loan portfolio into seven main categories: commercial, international trade finance, construction, real estate, residential mortgage, cash secured and SBA. Within those categories, we further segment into collective pools with similar risk characteristics. The segmentation reflects management's view of risks inherent in the portfolio based on historical loan experiences.

Loans are individually evaluated for credit losses when they no longer exhibit similar risk characteristics with other loans in the portfolio. We individually review and analyze non-accrual loans, classified loans, and certain other loans as deemed necessary. Collateral dependent loans are loans for which the repayment is expected to be provided substantially through the operation or sale of the collateral when the borrower, based on management's assessment, is experiencing financial difficulty as of the reporting date. Collateral dependent loans are typically analyzed by comparing the loan amount to the fair value of collateral less cost to sell, with a prompt charge-off taken for the 'shortfall' amount once the value is confirmed. Other methods can be used including, for example loan sale market price or present value of expected future cash flows discounted at the loan's effective interest rate.

We also make adjustments, if warranted, in our allowance methodology in both quantitative and qualitative modeling to estimate the allowance. Such adjustments are intended to account for conditions that management believes directly impact loss potential in the portfolio that is not currently being captured in the model. To the extent possible, management accounts for the impact of quantitative factors on a pool by pool basis, and qualitative factors on a portfolio basis. Qualitative factors consisted of nine factors including recent trends and economic conditions. We apply environmental and general economic factors to our allowance methodology including: credit concentrations; delinquency trends; national and local economic and business conditions; the quality of lending management and staff; lending policies and procedures; loss and recovery trends; nature and volume of the portfolio; changes in the value of underlying collateral for collateral dependent loans; the quality of loan reviews; and other external factors including competition, legal, and regulatory factors. We aggregate the sums of the estimates of probable loss for each category with the specific individually evaluated reserves to arrive at the total estimated allowance for credit losses.

The allowance adequacy analysis requires a significant amount of judgment and subjectivity by management especially in regards to the qualitative portion of the analysis. We do not provide any assurance that further economic difficulties or other circumstances which would adversely affect our borrowers and their ability to repay outstanding loans will not occur. These difficulties or other circumstances could result in increased losses in our loan portfolio, which could result in actual losses that exceed loss reserves previously established.

*Allowance for credit losses – sensitivity analysis*

The Bank performs sensitivity analyses and adjusted various forward-looking forecasts on the constant prepayment rates and default rates. The forecasts take into consideration the uncertain economic outlook and unemployment rate affecting the repayment ability. The impact is measured and evaluated with different conditional prepayment rate (CPR) and default rate scenarios in order to assess the allowance under different conditions. The table below presents the impact of how changes in prepayment rates impact the allowance for credit losses as of December 31, 2023:

<i>CPR</i>	<b>+3%</b>	<b>+2%</b>	<b>+1</b>	<b>Base</b>	<b>-1%</b>	<b>-2%</b>	<b>-3%</b>
Impact on ACL	(6.20)%	(4.20)%	(2.14)%	—%	2.22%	4.52%	6.92%

The impact of probable default events is captured by modeling the probability of default rates at the highest for commercial and commercial real estate loan pools, while maintaining unemployment rate at 5% in the forecast. While overall unemployment demonstrated resilience, it slowly rose upward during 2023. Further, we believe that the pressure from the high cost of financing will carry over into 2024. While relief from the high interest rates may soon be in sight, management continues to maintain a conservative approach in calibrating risk.

*Allowance for credit losses – off-balance sheet commitments*

The Bank performs an analysis to estimate the credit losses for off-balance sheet commitments, including letters of credit, acceptances outstanding, and committed loan amounts, on a quarterly basis. The reserve is calculated by applying the historical loss factor for the quarter over the total outstanding letters of credit which is also applied to pass loans for allowance for credit losses on loans provision purposes. Under the CECL methodology, the look back period beginning from January 2010 diluted the more recent loss experience so a rolling 4-year loss rate is applied until the historical loss rate equalizes.

*Allowance for credit losses – debt securities*

On a quarterly basis, management performs a qualitative evaluation for available-for-sale (“AFS”) debt securities in an unrealized loss position to determine if the impairment of an investment’s value is related to credit or all other factors under the guidance of ASC 326-30. In determining whether a security’s decline in fair value is credit related, management considers a number of factors including, but not limited to: (i) the extent to which the fair value of the investment is less than its amortized cost; (ii) the financial condition and near-term prospects of the issuer; (iii) downgrades in credit ratings; (iv) payment structure of the security; (v) the ability of the issuer of the security to make scheduled principal and interest payments and (vi) general market conditions which reflect prospects for the economy as a whole, including interest rates and sector credit spreads. Per the new guidance, the credit impairment is limited by the amount of the unrealized loss through the allowance for credit losses and the reversals of credit losses are recognized immediately through earnings. The Bank measures credit losses on AFS debt securities at the individual security level for purposes of measuring credit losses.

ASC 326-20 requires an estimate of lifetime credit loss allowance for the held-to-maturities (“HTM”) debt securities. The Bank holds the HTM debt securities that are issued by the government agencies which are highly rated by the rating agencies and have a long history of no credit losses so no ACL on these securities has been recorded.

**Recently Issued Accounting Pronouncements**

Recently Issued Accounting Pronouncements are discussed in “Notes to Consolidated Financial Statements, Note 1 — Summary of Significant Accounting Policies” included in Item 8. of this Annual Report on Form 10-K.

## Results of Operations

The following tables summarize key financial results for the periods indicated:

	<b>Year Ended December 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
	<i>(Dollars in thousands, except per share data)</i>		
Net income	\$ 150,040	\$ 128,845	\$ 95,240
Net income per share, basic	\$ 10.64	\$ 8.84	\$ 6.41
Net income per share, diluted	\$ 10.52	\$ 8.70	\$ 6.41
Return on average assets	2.28%	2.08%	1.69%
Return on average shareholders' equity	22.31%	21.34%	17.02%
Dividend payout ratio	22.08%	20.82%	24.51%
Equity to assets ratio	10.44%	9.81%	9.70%

Management's Discussion and Analysis of Financial Condition and Results of Operations generally includes tables with 3-year financial performance, accompanied by narrative for 2023 and 2022 periods. Refer to the 2022 Form 10-K filed on March 15, 2023 for discussion related to 2022 activity compared to 2021 activity.

*Year Ended December 31, 2023 Compared to Year Ended December 31, 2022*

	<b>Year Ended December 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>Increase (Decrease)</b>
	<i>(Dollars in thousands, except per share data)</i>		
<b>Statement of Operations Data:</b>			
Interest income	\$ 477,988	\$ 294,382	\$ 183,606
Interest expense	188,614	47,024	141,590
Net interest income	289,374	247,358	42,016
Provision for credit losses	10,000	7,350	2,650
Net interest income after provision for credit losses	279,374	240,008	39,366
Noninterest income	7,113	9,862	(2,749)
Noninterest expense	76,634	70,673	5,961
Income before income taxes	209,853	179,197	30,656
Income tax expense	59,813	50,352	9,461
Net income	\$ 150,040	\$ 128,845	\$ 21,195
Income allocated to participating shares	-	(2)	2
Net income available to common shareholders-basic and diluted	\$ 150,040	\$ 128,843	\$ 21,197
Net income per share, basic	\$ 10.64	\$ 8.84	\$ 1.81
Net income per share, diluted	\$ 10.52	\$ 8.70	\$ 1.82

Net income increased \$21.2 million or 16.4% from \$128.8 million or \$8.70 per diluted share in 2022 to \$150.0 million or \$10.52 in 2023. The increase in net income was the result of higher net interest income, partially offset by higher provision for credit losses, lower noninterest income and higher noninterest expense between the years. The \$42.0 million, or 17.0%, increase in net interest income was a result of higher yields on loans and our cash as market interest rates have risen at an unprecedented pace as well as growth in total loans between the two periods, partially offset by higher average deposit balances and deposit costs. Our overall average yields on earning assets increased by 254 basis points to 7.41% in 2023 from 4.87% while the cost of interest-bearing liabilities increased 273 basis points from 1.12% during 2022 to 3.85% for 2023. The yield on earning assets increased primarily due to the 249 basis point increase in average interest rates on loans during the year, increasing from

5.65% to 8.14%. Additionally, the yield on investment securities increased 103 basis points from 2.68% to 3.71% in 2023. Finally, our yield on overnight cash increased by 340 basis points from 1.86% to 5.26% in 2023.

## **Net Interest Income and Net Interest Margin**

*Year ended December 31, 2023 compared to 2022*

Net interest income before the provision for credit losses for the year ended December 31, 2023 increased by \$42.0 million, or 17.0%, to \$289.4 million from \$247.7 million for the year ended December 31, 2022. Our net interest margin for the year ended December 31, 2023 was 4.49%, an increase of 40 basis points from 4.09% for the prior year due to the recent increases in the Federal Reserve benchmark interest rate as well as growth in interest-earning assets.

This increase in net interest income was due to an increase in interest income of \$183.6 million outpacing the increase in interest expense of \$141.6 million. The increase in interest income is primarily due to an increase in average loan yields between periods from 5.65% to 8.14%, coupled with higher average total loans, an increased by \$307.7 million to \$5.07 billion in 2023 from the average of \$4.76 billion in 2022.

The average yield on our interest-earning assets increased by 254 basis points to 7.41% in the year ended December 31, 2023 from 4.87% in the year ended December 31, 2022. The increase in yield was primarily due to the increases in market interest rates during 2022 and into 2023. These significant increases in the Bank's net interest income and net interest margin are proof of the asset sensitive nature of the Bank's balance sheet as we took full advantage of the rate increases in 2022 and 2023. Interest income, interest expense, net interest income, and the net interest margin are all influenced by the distribution of assets and liabilities and the income earned and costs incurred on such assets and liabilities. For the year ended December 31, 2023, average interest-earning assets totaled \$6.45 billion, an increase of \$397.7 million from the prior year. The increase in average interest-earning assets during the year was primary related to growth in the loan portfolio and other interest-earning assets.

At December 31, 2023, 66% of our loans carried interest rates that adjust with changes in the Prime Rate, which has the potential to re-price daily, and 23% carried interest rates tied to the Secured Overnight Financing Rate ("SOFR") indices and other indices which re-price periodically. The remaining 11% of our loans were either fixed rate or had an interest rate tied to the certificate of deposit ("CD") it was collateralized by. Approximately 78% of our adjustable-rate loan portfolio had an interest rate floor at various levels, which will provide us with some protection in the future if interest rates decrease from the current levels. Approximately 14% of our loan portfolio had interest rate ceilings at various rates limiting the amount of interest rate increases that can be passed on to the borrower.

The average cost of interest-bearing liabilities increased 273 basis points to 3.85% for the year ended December 31, 2023 from 1.12% for the prior year. The increase in the cost of interest-bearing liabilities during the year was primarily due to the overall impact of increasing market interest rates and its effect on the cost of existing and new depositors. For the year ended December 31, 2023, average interest-bearing deposits totaled \$4.68 billion, an increase of \$630.4 million from the prior year. The increases in average interest-bearing deposits during the year was primarily due to growth in time deposits, offset by decreases in interest-bearing demand and savings accounts. The steps taken in the aftermath of the recent bank failures led to an outsized increase in the Bank's overall cost of funds as the Bank took out \$150 million in short term FHLB borrowings to increase liquidity in an abundance of caution, which it otherwise would not have done. The cost of these borrowings was higher than the deposit rates we would have paid during this period. This short-term FHLB advance matured in September of 2023.

The following tables present, for the periods indicated, the information regarding the distribution of average assets, liabilities and shareholders' equity, as well as the net interest income from average interest-earning assets and the resulting yields expressed in percentages. Non-accrual loans are included in the calculation of average loans and leases while non-accrued interest thereon is excluded from the computation of yields earned.

	Year Ended December 31,								
	2023			2022			2021		
	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost
<i>(Dollars in thousands)</i>									
<b>Assets</b>									
<b>Interest-earning assets:</b>									
Loans <sup>(1)(2)</sup>	\$ 5,068,486	\$ 412,505	8.14%	\$ 4,760,815	\$ 269,011	5.65%	\$ 4,138,592	\$ 200,537	4.85%
Investment securities <sup>(3)</sup>	389,584	14,461	3.71%	432,777	11,584	2.68%	346,692	8,333	2.40%
Federal funds sold	20,090	1,056	5.26%	20,070	374	1.86%	21,032	81	0.39%
Other earning assets	974,501	50,372	5.17%	841,270	13,837	1.64%	1,024,118	2,520	0.25%
Total interest-earning assets	6,452,661	478,394	7.41%	6,054,932	294,806	4.87%	5,530,434	211,471	3.82%
Deferred loan fees	(10,212)			(8,697)			(4,997)		
Allowance for credit losses	(70,992)			(61,645)			(63,250)		
<b>Noninterest earning assets:</b>									
Cash and due from banks	11,978			11,068			11,746		
Other assets	194,255			185,480			155,779		
Total assets	\$ 6,577,690			\$ 6,181,138			\$ 5,629,712		
<b>Liabilities and Shareholders' Equity</b>									
<b>Interest-bearing liabilities:</b>									
<b>Deposits:</b>									
Interest-bearing demand	\$ 1,094,590	\$ 41,886	3.83%	\$ 1,025,212	\$ 13,159	1.28%	\$ 762,927	\$ 2,473	0.32%
Money market	980,450	33,531	3.42%	1,159,332	11,062	0.95%	1,047,895	3,491	0.33%
Savings	33,147	225	0.68%	38,599	91	0.23%	34,191	57	0.17%
Time certificates of deposit	2,570,706	103,853	4.04%	1,825,307	17,412	0.95%	1,897,516	12,812	0.68%
Total interest-bearing deposits	4,678,893	179,495	3.84%	4,048,450	41,724	1.03%	3,742,529	18,833	0.50%
Short-term borrowings	75,616	3,819	5.05%	-	-	0.00%	1	0	0.17%
Subordinated debt	148,106	5,300	3.58%	147,871	5,300	3.58%	126,674	6,325	4.99%
Total interest-bearing liabilities	4,902,615	188,614	3.85%	4,196,321	47,024	1.12%	3,869,204	25,158	0.65%
<b>Non-interest bearing liabilities:</b>									
Demand deposits	898,262			1,292,083			1,124,836		
Other liabilities	104,352			88,856			76,049		
Total liabilities	5,905,229			5,577,260			5,070,089		
Shareholders' equity	672,461			603,878			559,623		
Total liabilities and shareholders' equity	\$ 6,577,690			\$ 6,181,138			\$ 5,629,712		
Net interest income		\$ 289,780			\$ 247,782			\$ 186,313	
Net interest spread			3.56%			3.75%			3.17%
Net interest margin			4.49%			4.09%			3.37%

<sup>(1)</sup> Includes average non-accrual loans.

<sup>(2)</sup> Includes net loan fee income of \$4.2 million, \$3.8 million and \$3.1 million for the year ended December 31, 2023, 2022 and 2021, respectively, are included in the yield computations.

<sup>(3)</sup> Yields on securities have been adjusted to a tax-equivalent basis.

In addition to the distribution, yields and costs of our assets and liabilities, our net income is also affected by changes in the volume of and rates on our assets and liabilities. The following table shows the change in interest income and interest expense and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates.

	<b>Year Ended December 31,</b>					
	<b>2023 vs. 2022</b>			<b>2022 vs. 2021</b>		
	<b>Net Change</b>	<b>Rate</b>	<b>Volume</b>	<b>Net Change</b>	<b>Rate</b>	<b>Volume</b>
	<i>(In thousands)</i>					
<b>Interest income:</b>						
Loans	\$ 143,494	\$ 125,129	\$ 18,365	\$ 68,474	\$ 35,944	\$ 32,530
Investment securities <sup>(1)</sup>	2,877	4,125	(1,248)	3,251	1,021	2,230
Federal funds sold	682	682	-	293	297	(4)
Other earning assets	36,535	34,020	2,515	11,317	11,845	(528)
<b>Total interest income</b>	<b>183,588</b>	<b>163,956</b>	<b>19,632</b>	<b>83,335</b>	<b>49,107</b>	<b>34,228</b>
<b>Interest expense:</b>						
Interest-bearing demand	28,727	27,778	949	10,686	9,574	1,112
Money market	22,469	24,424	(1,955)	7,571	7,163	408
Savings	134	148	(14)	34	25	9
Time certificates of deposits	86,441	77,058	9,383	4,600	5,113	(513)
Short-term borrowings	3,819	1,910	1,909	-	-	-
Subordinated debt	-	(8)	8	(1,025)	(1,973)	948
<b>Total interest expense</b>	<b>141,590</b>	<b>131,310</b>	<b>10,280</b>	<b>21,866</b>	<b>19,902</b>	<b>1,964</b>
<b>Net interest income</b>	<b>\$ 41,998</b>	<b>\$ 32,646</b>	<b>\$ 9,352</b>	<b>\$ 61,469</b>	<b>\$ 29,205</b>	<b>\$ 32,264</b>

<sup>(1)</sup> Amounts have been adjusted to a tax-equivalent basis.

### Provision for Credit Losses

In response to the credit risk inherent in our business, we maintain allowances for credit losses through charges to earnings.

The Bank recorded a \$10.0 million provision for credit losses for the year ended December 31, 2023 compared to \$7.4 million for the prior year. This provision for credit losses was primarily due to growth in loan portfolio, coupled with a somewhat negative economic outlook. Net charge-offs were \$117,000 for the year ended December 31, 2023, compared to net recoveries of \$1.2 million for prior year. Net charge-offs during the year ended December 31, 2023 related to two commercial and industrial loans. Net recoveries during the year ended December 31, 2022 related to one residential real estate relationship of \$2.4 million, offset by charge-off of \$1.2 million related to one commercial and industrial relationship that was foreclosed on during the year.

The provision for credit losses is based on the Bank's determination of the allowance for credit losses under a current expected credit losses methodology. We also apply qualitative factors in calculating allowance levels by loan type, which are revised quarterly and take into consideration reasonable and supportable economic forecasts, the mix of the loan portfolio, concentration levels and trends, local and national economic conditions, changes in capabilities, experience of lending management and staff, and other external factors such as industry conditions, competition and regulatory requirements.

Non-performing loans increased \$23.2 million to \$28.7 million at December 31, 2023, compared to \$5.5 million as of December 31, 2022. The increase was \$30.8 million in additional non-performing loans, partially offset by \$7.4 million in paydowns of nonaccrual loans. The additions of nonaccrual loans in the current year were due to reasons specific to those borrowers/loans and not related to a larger, systemic issue related to credit. The ratio of allowance for credit losses on loans to total loans increased to 1.49% at December 31, 2023 compared to 1.35% at December 31, 2022. The 14 basis point increase between periods is primarily attributable to the factors applied in the economic forecasts of the Bank's CECL model, such as economic growth and the unemployment rate.

Management believes that through the application of the allowance methodology’s quantitative and qualitative components, the provision and overall level of allowance for credit losses on loans is adequate for current expected credit losses inherent in the portfolio as of December 31, 2023. For details on the non-performing loans, please see the table under Non-Performing Assets below.

Additionally, a separate reserve is maintained related to off-balance sheet items such as commitments to extend credits, or letters of credit. See the “Contractual Obligations” section below for further discussion of off-balance sheet items.

### Noninterest Income

We earn noninterest income primarily through fees related to:

- Services provided to deposit customers;
- Services provided in connection with credit enhancement;
- Services provided to current loan customers;

In addition, we earn income from the sale of SBA loans, increases in the cash surrender value of bank owned life insurance policies (“BOLI”) and from time to time, may earn rental income from OREO property, and record gains on the sale of non-SBA loans and investment securities.

The following table presents, for the periods indicated, the major categories of noninterest income:

	<b>Year Ended December 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
	<i>(In thousands)</i>		
Fees and service charges on deposit accounts	\$ 3,333	\$ 2,728	\$ 2,113
Letter of credit fee income	5,798	4,463	3,914
BOLI income	412	401	391
Net gain on sale of other real estate owned	-	-	-
Net loss on sale of loans	752	-	(640)
Net gain on sale or call of investment securities	(5,046)	297	41
Other income	1,864	1,973	1,924
<b>Total noninterest income</b>	<b>\$ 7,113</b>	<b>\$ 9,862</b>	<b>\$ 7,743</b>

The \$2.7 million decrease in noninterest income was primarily attributable to a \$5.0 million loss on sale of securities, which primarily related to a \$4.2 million loss on sale of a Silicon Bank (“SBNY”) corporate note, which was sold in the days following its failure during the first quarter of 2023. The other component of that loss on sale was the sale of approximately \$29.2 million of securities in the fourth quarter of 2023 for repositioning purposes. Letter of credit fee income was \$5.8 million for the year ended December 31, 2023, an increase of \$1.3 million over the previous year. Gains on sales of loans were \$752,000 for the year ended December 31, 2023 compared to zero for the prior year, as the Bank’s SBA department is now originating and selling loans. Finally, service charges on deposits were up \$605,000 over the prior year from higher account analysis and transaction fees.

Our results can be influenced by the unpredictable nature of gains and losses in connection with the sale of loans and investment securities. We do not engage in active securities trading; however, from time to time we sell securities in our available-for-sale portfolio to change the duration of the portfolio or to re-position the portfolio for various reasons. We plan to continue this practice at our discretion for the foreseeable future. From time to time, we acquire real estate in connection with non-performing loans, and sell such real estate to recoup the principal amount of the defaulted loans. These sales can result in gains or losses from time to time that are not expected to occur in predictable patterns during future periods.



## Noninterest Expense

Noninterest expense is the cost, other than interest expense and the provision for credit losses, associated with providing banking and financial services to customers and conducting our business.

The following table presents, for the periods indicated, the major categories of noninterest expense:

	Year Ended December 31,		
	2023	2022	2021
	<i>(In thousands)</i>		
Salaries and employee benefits	\$ 51,314	\$ 48,607	\$ 42,606
Net occupancy expense	6,049	5,759	5,656
Business development and promotion expense	737	811	568
Professional services	5,270	4,892	4,127
Office supplies and equipment expense	1,588	1,864	1,879
Loss on sale of other real estate owned (“OREO”) and repossessed asset and related expense, net	3,344	2,818	-
Other	8,332	5,922	5,956
Total noninterest expense	<u>\$ 76,634</u>	<u>\$ 70,673</u>	<u>\$ 60,792</u>

Total noninterest expense was \$76.6 million for the year ended December 31, 2023 compared to \$70.7 million for the prior year. The \$6.0 million increase was primarily the result of (i) a \$2.7 million increase in salaries and benefits mainly due to new hires, merit increases and an increase in incentive compensation, (ii) a \$290,000 increase in net occupancy expense due to higher rent and facilities costs, (iii) a \$378,000 increase in professional fees from higher data processing fees and consulting expense, (iv) a \$526,000 increase in OREO and repossessed assets related expense from maintenance, legal and other foreclosure-related costs, including a \$475,00 increase in valuation write-down during the year to \$1.9 million partially offset by \$426,000 loss on sale of OREO in 2022, and (v) a \$2.4 million increase in other expense mainly due to an increase in FDIC premiums of \$1.3 million over the same period last year. These increases were offset by a \$74,000 decrease in business development and promotion expense due to lower business travel costs and a \$276,000 decrease in office supplies and equipment expense due to lower depreciation and maintenance costs.

## Provision for Income Taxes

We accounted for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enacted date.

We record net tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. A valuation allowance is provided when it is more likely than not that some portion of deferred tax assets will not be realized. As of December 31, 2023 and 2022, the Bank determined that a valuation allowance for deferred tax assets was not required.

For the year ended December 31, 2023, the effective rate was 28.5%, compared to 28.1% for the year ended December 31, 2022 and 28.8% for the year ended December 31, 2021.

As of December 31, 2023, we had no federal net operating loss (“NOL”) carryforward and state NOL carryforward of \$12.2 million.

Pursuant to Sections 382 and 383 of the Internal Revenue Code (“IRC”), annual use of NOL and credit carryforwards may be limited in the event a cumulative change in ownership of more than 50 percent points occurs within a three-year period. We determined that such an ownership change occurred as of June 21, 2010 as a result of

stock issuances in 2010 and 2009. This ownership change resulted in estimated limitations on the utilization of tax attributes, including NOL carryforwards and tax credits. Although we fully expect to utilize all of the federal NOL carryforward prior to their expiration, the California NOL carryover has been significantly impacted by the IRC Sec. 382 limitation. We estimate that of approximately \$69.8 million of the California NOL as of December 31, 2023, \$48.5 million is expected to expire in 2029 and \$4.5 million is expected to expire in 2030 as it will be unutilized as a result of IRS Sec 382 limitation. The remaining California NOL carryforward of the approximately \$10.7 million at December 31, 2023, is subject to IRC Sec. 382 annual limitation amount of approximately \$1.5 million. Additionally, the Bank has no Federal excess realized built in losses and \$6.1 million of California excess built in losses as of December 31, 2023 which are also subject to IRC Sec. 382 annual limitation amount of approximately \$1.5 million.

As a result of the UIB acquisition the Bank has no federal NOLs and \$1.4 million of New York NOLs that are subject to annual IRC Sec. 382 limitation of \$0.7 million remaining as of December 31, 2023. Management fully expects to use the acquired NOL carryforwards before their expiration beginning in 2025 for New York NOLs and 2033 for federal NOLs.

## Financial Condition

Total assets as of December 31, 2023 were \$6.66 billion, an increase of \$233.9 million or 3.6%, compared to \$6.43 billion as of December 31, 2022. Earning assets as of December 31, 2023 totaled \$6.52 billion compared to \$6.30 billion as of December 31, 2022. Total deposits were \$5.71 billion as of December 31, 2023 compared to \$5.56 billion as of December 31, 2022.

## Loans

The largest component of our assets and largest source of interest income is our loan portfolio. The following table sets forth the amount of our loans outstanding at the end of each of the periods indicated, and the percentages the overall loan segment represented. The Bank had no foreign loans.

	<b>December 31,</b>			
	<b>2023</b>		<b>2022</b>	
	<b>(In thousands)</b>			
Loans (by portfolio and class):				
Real Estate Mortgage:				
Residential	\$ 688,058	13.0%	\$ 617,504	12.2%
Commercial	2,760,761	52.4%	2,722,514	53.7%
Total Real Estate Mortgage	3,448,819		3,340,018	
Real Estate - Construction:				
Residential	246,201	4.7%	193,027	3.8%
Commercial	179,775	3.4%	204,478	4.0%
Total Real Estate - Construction	425,976		397,505	
Commercial & Industrial	1,393,830	26.4%	1,320,830	26.0%
SBA	3,469	0.1%	11,339	0.2%
Trade Finance	1,041	0.0%	4,521	0.1%
Consumer & other	363	0.0%	580	0.0%
Total gross loans	5,273,498	100.0%	5,074,793	100.0%
Less: allowance for credit losses	(78,355)		(68,472)	
Deferred loan and fees, net	(11,079)		(9,939)	
Total loans excluding loans held for sale	5,184,064		4,996,382	
Loans held for sale	360		-	
Total net loans	\$ 5,184,424		\$ 4,996,382	

The majority of the Bank's loans are made to customers and businesses in the state of California and/or secured by properties located primarily in the greater Los Angeles metropolitan area and to a lesser extent, the San Francisco Bay, the Northeast Tri-State Area and Houston areas. All loans are typically made based on substantially

the same credit standards regardless of where the customers and/or collateral properties are located although there may be circumstances whereby geographical location would require more stringent requirements for a loan.

Total gross loans increased by \$198.7 million, or 3.9%, to \$5.27 billion as of December 31, 2023 from \$5.07 billion as of December 31, 2022. Real estate mortgage loans, which include real estate loans collateralized by various types of commercial and residential real estate, increased \$108.8 million from \$3.34 billion as of December 31, 2022 to \$3.45 billion at December 31, 2023. Real estate construction loans which are loans made to borrowers and developers for the purpose of constructing residential or commercial properties, increased \$28.5 million from \$397.5 million at December 31, 2022 to \$426.0 million at December 31, 2023. Commercial & industrial loans increased \$73.0 million from \$1.32 billion at December 31, 2022 to \$1.39 billion at December 31, 2023, and trade finance loans, decreased \$3.5 million from \$4.5 million at December 31, 2022 to \$1.0 million at December 31, 2023.

SBA loans decreased \$7.9 million from \$11.3 million at December 31, 2022 to \$3.5 million at December 31, 2023. At December 31, 2023, SBA loans consisted of \$3.4 million in traditional SBA loans and \$97,000 in loans originated under the SBA's PPP Program. At December 31, 2022, SBA loans consisted of \$5.6 million in traditional SBA loans and \$5.7 million of SBA PPP loans. The net decrease between periods is primarily due to forgiveness of SBA PPP loans offset by originations of non-PPP SBA loans. Management's focus from a lending perspective now is on monitoring the Bank's existing loan relationships due to the increase in interest rates in 2022 and into 2023, as this has a negative effect of debt service coverage ratios for the Bank's borrowers. In addition, office property valuations are declining in major urban areas which could spill over into other commercial real estate sectors and could affect some of the Bank's borrowers.

The following table represent the breakdown of the PPP loans, which are a component of total SBA loans, as of December 31, 2023 and 2022.

	<b>December 31, 2023</b>		<b>December 31, 2022</b>	
	<b>Count</b>	<b>Amount</b>	<b>Count</b>	<b>Amount</b>
	<i>(In thousands)</i>			
<b>PPP Loan Balance Range</b>				
Less than or equal to \$350,000	2	\$ 97	7	\$ 1,124
Greater than \$350,000 and less than or equal to \$2.0 million	-	-	1	2,000
Greater than \$2.0 million	-	-	1	2,540
Total	<u>2</u>	<u>\$ 97</u>	<u>9</u>	<u>\$ 5,664</u>

The following table provides information about our real estate mortgage portfolio by property type:

Property Type	At December 31, 2023		At December 31, 2022	
	Amount	Percentage of Loans in Each Category in Total Loan Portfolio	Amount	Percentage of Loans in Each Category in Total Loan Portfolio
<b>(Dollars in thousands)</b>				
Commercial/Office	444,635	8.43%	450,759	8.88%
Retail	649,938	12.32%	673,244	13.27%
Industrial	404,870	7.68%	404,342	7.97%
Residential 1-4	688,057	13.05%	609,292	12.01%
Apartment 4+	555,074	10.53%	505,420	9.96%
Land	4,000	0.08%	8,716	0.17%
Special purpose	702,245	13.32%	688,245	13.56%
Total	3,448,819	65.41%	3,340,018	65.82%

As a result of the COVID-19 pandemic and working from home, office occupancy has suffered nationally and there has been a corresponding decline in the value of office properties, especially in city centers. As of December 31, 2023, the Bank has the following office loans:

<b>Office Loans</b>	
<i>(In thousands)</i>	
Medical Office	\$ 14,099
Mixed Use (Office & Retail)	165,564
Pure Office	159,359
Reposition for Multi-Family	106,024
Total	<u>\$ 445,046</u>

There were \$360,000 of loans held for sale at December 31, 2023 and no loans held for sale at December 31, 2022.

Other loans, examples of which include installment/consumer debt leases receivable, are relatively insignificant.

### **Non-Performing Assets**

Non-performing assets are composed of loans on non-accrual status, including loans that were modified with borrowers experiencing financial difficulty that are on non-accrual status, and Other Real Estate Owned (“OREO”) and Repossessed Assets. Generally, loans are placed on non-accrual status when they become 90 days or more past due or at such earlier time as management determines timely recognition of interest to be in doubt, unless they are both fully secured and in process of collection. Accrual of interest is discontinued on a loan when management believes, after considering economic and business conditions and collection efforts that the borrower’s financial condition is such that collection of principal and contractually due interest is not likely. When, in our judgment, the borrower’s ability to make required interest and principal payments has resumed and collectability is no longer in doubt, the loan could be returned to accrual status. OREO consists of real property acquired through foreclosure or similar means that the Bank intends to offer for sale.

The following table summarizes the loans for which the accrual of interest has been discontinued, loans more than 90 days past due and still accruing interest, OREO and other repossessed assets held for sale:

	<b>December 31,</b>	
	<b>2023</b>	<b>2022</b>
	<i>(Dollars in thousands)</i>	
Non-accrual loans	\$ 28,719	\$ 5,480
Accruing loans past due 90 days or more	-	-
Total non-performing loans (NPLs)	28,719	5,480
Other real estate owned and repossessed assets	16,716	21,990
Total non-performing assets (NPAs)	\$ 45,435	\$ 27,470
<b>Selected ratios:</b>		
Nonaccrual to total gross loans held for investment	0.54%	0.11%
NPLs to total gross loans held for investment	0.54%	0.11%
NPAs to total assets	0.68%	0.43%

Non-accrual loans increased by \$23.2 million, from \$5.5 million as of December 31, 2022 to \$28.7 million as of December 31, 2023. The increase was mainly from \$30.8 million in additional non-accrual loans, partially offset by payoffs of \$7.4 million of nonaccrual loans. At December 31, 2023, non-performing loans included i) two residential real estate loans with a carrying value of \$7.6 million, ii) three commercial real estate loans totaling \$10.4 million and (iii) six commercial and industrial loans totaling \$10.8 million. At December 31, 2022, non-performing loans includes two residential real estate loans of \$5.5 million.

When an asset is placed on non-accrual status, previously accrued but unpaid interest is reversed against current income. Subsequent collections of cash are applied as principal reductions when received, except when the ultimate collectability of principal is probable, in which case interest payments are credited to income. See Note 3 of the Consolidated Financial Statements for further details regarding non-accrual and past due loans by loan class.

OREO and repossessed assets totaled \$16.7 million and \$22.0 million at December 31, 2023 and 2022, respectively. The balance at December 31, 2023 included residential real estate of \$16.6 million and other repossessed assets of \$91,000. The balance at December 31, 2022 included residential real estate of \$18.5 million and other repossessed assets of \$3.5 million. During the year ended December 31, 2023, the Bank recognized a \$1.9 million valuation charge on the residential real estate and sold other repossessed assets of \$3.4 million.

OREO and repossessed assets are initially recorded at the fair value of the property based on appraisal, less estimated selling costs. Any cost in excess of the fair value at the time of acquisition is accounted for as a loan charge-off and deducted from the allowance for credit losses on loans. A valuation allowance is established for any subsequent declines in value through a charge to earnings. At December 31, 2023, the valuation allowance related to OREO and repossessed assets totaled \$3.3 million and zero, respectively. At December 31, 2022, the valuation allowance related to OREO and repossessed assets totaled \$1.4 million and zero, respectively. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in noninterest income or expense, as appropriate.

### **Allowance for Credit Losses**

See “Notes to Consolidated Interim Financial Statements Note 3 — Loans and Allowance for Credit Losses on Loans” for further details regarding allowance for credit losses on loans. The allowance for credit losses on loans is maintained at a level which, in management’s judgment, is adequate to absorb current expected credit losses in the loan portfolio. Management estimates the allowance balance using relevant available information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for differences in current loan-specific risk characteristics such as differences in underwriting standards, portfolio mix, delinquency level, or term as well as for changes in environmental conditions, such as changes in unemployment rates, property values, or other relevant factors.

Our loan portfolio is categorized into several segments for purposes of determining allowance amounts by loan segment. The loan segments we currently evaluate are: commercial & industrial, international trade finance,

real estate, real estate construction and SBA. Real estate is further segmented by individual product type with a general class, residential or commercial. The commercial class is represented by office, industrial, retail, multifamily, special purpose and land commercial product types. The residential class is represented by single family residential (“SFR”) and land residential. Real estate construction is similarly further segmented by office, industrial, retail, multifamily and SFR product types. The SBA portfolio represents both traditional SBA loans and PPP loans. Within these loan pools, we then evaluate loans rated as pass credits, separately from loans designated as “Special mention” or adversely classified loans. The allowance amounts for pass rated loans, which are not reviewed individually, are determined using historical loss rates developed through migration analyses. The adversely classified loans are further grouped into three credit risk rating categories: substandard, doubtful and loss. All loans in the doubtful category are analyzed individually and all loans in the loss category are charged off within the quarter identified as such.

The Bank performs an analysis to estimate the credit losses for off-balance sheet commitments, including letters of credit, acceptances outstanding, and committed loan amounts, on a quarterly basis. On a quarterly basis, management performs a qualitative evaluation for AFS debt securities in an unrealized loss position to determine if the impairment of an investment’s value is related to credit or all other factors under the guidance of ASC 326- 30. The ASC 326-20 requires to estimate the lifetime credit loss allowance for the HTM debt securities. The Bank holds the HTM debt securities that are issued by the government agencies which are highly rated by the agencies and have a long history of no credit losses so no ACL on these securities are recorded.

Although we believe that our allowance for credit losses is adequate and believe that we have considered all risks, there can be no assurance that our allowance will be adequate to absorb future losses. Factors such as a prolonged and deepened recession, a worsening banking crisis, higher unemployment rates than we have already anticipated, deterioration of real estate values as well as natural disasters, civil unrest, terrorism and pandemic diseases can have a significantly negative impact on the performance of our loan portfolio and the occurrence of any single one of these factors may lead to additional future losses which can negatively impact our earnings, capital and liquidity.

The table below summarizes loans, average loans, non-performing loans and changes in the allowance for credit losses on loans arising from loan losses and additions to the allowance from provisions charged to operating expense:

## Allowance for Credit Losses & Loss Histories

	Year Ended December 31,		
	2023	2022	2021
	<i>(Dollars in thousands)</i>		
Allowance for credit losses:			
Balance at beginning of period	\$ 68,472	\$ 59,969	\$ 63,426
Actual charge-offs:			
Commercial & Industrial	124	1,222	1,697
Real estate mortgage	-	1	817
Total charge-offs	124	1,223	2,514
Less recoveries:			
Commercial & Industrial	7	-	57
Real estate mortgage	-	2,376	-
Total recoveries	7	2,376	57
Net loans (recovery) charged-off	117	(1,153)	2,457
Provision for credit losses	10,000	7,350	(1,000)
Balance at end of period	\$ 78,355	\$ 68,472	\$ 59,969
Total gross loans at end of period	\$ 5,273,498	\$ 5,074,793	\$ 4,424,992
Average total loans (1)	\$ 5,068,486	\$ 4,760,815	\$ 4,138,592
Non-performing loans	\$ 28,719	\$ 5,480	\$ 14,824
Selected ratios:			
Net charge-offs (recoveries) to average loans	0.00%	-0.02%	0.06%
Provision for (reversal of) credit losses to average loans	0.20%	0.15%	-0.02%
Allowances for credit losses to loans at end of period	1.49%	1.35%	1.36%
Allowance for credit losses to non-accrual loans	2.73x	12.49x	4.05x
Allowance for credit losses to non-performing loans	2.73x	12.49x	4.05x

(1) Includes average loans held for sale balance of \$616,000 for 2023, \$0 for 2022, and \$569,000 for 2021.

The coverage ratio for the allowance for credit losses on loans to non-performing loans decreased to 272.83% at December 31, 2023 from 1,249.49% at December 31, 2022. The decrease in this coverage ratio was due primarily to increases in the allowance for credit losses as a result of loan growth offset by increases in non-performing loans between periods.

	2023			2022			2021		
	Net Charge-offs (Recoveries)	Average Loans	Net Charge-off (Recovery) Ratio	Net Charge-offs (Recoveries)	Average Loans	Net Charge-off (Recovery) Ratio	Net Charge-offs (Recoveries)	Average Loans	Net Charge-off (Recovery) Ratio
<b>(Dollars in thousands)</b>									
Commercial & Industrial	\$ 117	\$ 1,308,478	0.01%	\$ 1,222	\$ 1,266,339	0.10%	1,640	\$ 1,154,838	0.14%
Trade Finance	-	5,898	0.00%	-	16,229	0.00%	-	14,451	0.00%
Real estate construction	-	364,271	0.00%	-	368,127	0.00%	-	347,261	0.00%
Real estate mortgage	-	3,381,918	0.00%	(2,375)	3,083,176	-0.08%	817	2,537,030	0.03%
SBA	-	4,218	0.00%	-	22,066	0.00%	-	79,643	0.00%
Consumer & other	-	3,087	0.00%	-	4,878	0.00%	-	4,800	0.00%
<b>Net charge-offs (recoveries)</b>	<b>\$ 117</b>	<b>\$ 5,067,870</b>	<b>0.00%</b>	<b>\$ (1,153)</b>	<b>\$ 4,760,815</b>	<b>-0.02%</b>	<b>\$ 2,457</b>	<b>\$ 4,138,023</b>	<b>0.06%</b>

Net charge-offs to average loans were 0.002% for the year ended December 31, 2023 compared to net recoveries to average loans of 0.02% for the year ended December 31, 2022. The increase in the net charge-off (recovery) ratio between period was due to increases in net charge-offs, offset by higher average balances between periods. During the year ended December 31, 2023, net charge-offs primarily consisted of net charge-offs of \$117,000 related to two commercial relationships. During the year ended December 31, 2022, net recoveries were primarily the result of a \$2.4 million recovery from a residential real estate relationship, offset by \$1.2 million in charge-offs for a commercial relationship.

In determining our allowance for credit losses, management has considered the credit risk in the various loan categories in our portfolio. As such, the establishment of the allowance for credit losses is based upon our historical net loan loss experience and the other factors discussed above.

The following table reflects management's allocation of the allowance for credit losses and the percent of loans in each portfolio to total loans as of each of the following dates:

	<b>At December 31,</b>			
	2023		2022	
	<b>Allocation of the Allowance</b>	<b>Percent of Loans in Each Category in Total Loans</b>	<b>Allocation of the Allowance</b>	<b>Percent of Loans in Each Category in Total Loans</b>
<b>(Dollars in thousands)</b>				
Real estate mortgage	\$ 40,732	65.4%	\$ 36,032	65.8%
Real estate construction	2,016	8.1%	2,008	7.8%
Commercial	35,129	26.4%	30,068	26.1%
SBA	16	0.1%	-	0.2%
Trade finance	5	0.0%	21	0.1%
Consumer & Other	9	0.0%	13	0.0%
Unallocated	448	0.0%	330	0.0%
<b>Total</b>	<b>\$ 78,355</b>	<b>100.0%</b>	<b>\$ 68,472</b>	<b>100.0%</b>

### **Allowance for Credit Losses Related to Undisbursed Loan Commitments**

We maintain an allowance for credit losses for undisbursed loan commitments. Management estimates the amount by applying the loss factors used in our allowance for credit losses on loans using the current expected credit losses methodology to our estimate of the expected usage of undisbursed commitments for each loan type. Provisions for credit losses for undisbursed loan commitments are recorded in other expense. The allowance for credit losses on undisbursed loan commitments totaled \$1.2 million at December 31, 2023 and 2022. There was no provision for credit losses on undisbursed loan commitment for the years ended December 31, 2023, 2022 and 2021.

### **Investment Securities, Available-for-Sale and Held-to-Maturity**

The Bank classifies its debt and equity securities in two categories: held to maturity or available for sale. Securities that could be sold in response to changes in interest rates, increased loan demand, liquidity needs, capital



requirements, or other similar factors are classified as securities available for sale. These securities are carried at fair value. Unrealized holding gains or losses, net of the related tax effect, on available for sale securities are excluded from income and are reported as a separate component of shareholders' equity as other comprehensive income net of applicable taxes until realized. Realized gains and losses from the sale of available for sale securities are determined on a specific identification basis. Securities classified as held to maturity are those that the Bank has the intent and ability to hold until maturity. These securities are carried at amortized cost, adjusted for the amortization or accretion of premiums or discounts.

Management performs a credit impairment analysis of the investment securities portfolio in accordance with FASB's ASC 326 current expected credit losses (CECL). Under the standard, the credit loss evaluations of debt securities classified as available-for-sale and held-to-maturity are separated.

Management performs a quarterly qualitative evaluation for available-for-sale securities in an unrealized loss position to determine if the impairment of an investment's value (fair value being below amortized cost) is related to credit or all other factors (such as due to changes in interest rates, illiquidity in the market, changes in general market conditions, etc.). In determining whether a security's decline in fair value is credit related, management considers a number of factors including, but not limited to: (i) the extent to which the fair value of the investment is less than its amortized cost; (ii) the financial condition and near-term prospects of the issuer; (iii) downgrades in credit ratings; (iv) payment structure of the security, (v) the ability of the issuer of the security to make scheduled principal and interest payments and (vi) general market conditions which reflect prospects for the economy as a whole, including interest rates and sector credit spreads. If it is determined through the Bank's qualitative assessment of available-for-sale securities that the decline in fair value below a security's amortized cost can be attributed to credit loss, the Bank records the amount of credit loss through a charge to provision for (reversal of) credit losses in current period earnings. If the Bank determines the security's unrealized loss, or a portion thereof, is not related to credit, the Bank records the non-credit related loss, net of tax, through a debit to accumulated other comprehensive income. Unrealized losses are charged against the allowance for credit losses when management believes the uncollectible status of an available-for-sale security is confirmed or when either of the criteria regarding intent or requirement to sell is met.

The Bank have made a policy election to exclude accrued interest from the amortized cost basis of available-for-sale securities and report accrued interest in accrued interest receivables in the consolidated balance sheets. Available-for-sale securities are placed on non-accrual status when we no longer expect to receive all contractual amounts due, which is generally at 90 days past due. Accrued interest receivable is reversed against interest income when a security is placed on non-accrual status. Accordingly, we do not recognize an allowance for credit loss against accrued interest receivable.

For held-to-maturity securities, the Bank recognizes expected lifetime credit losses on a collective basis according to shared risk characteristics. Credit losses on held-to-maturity securities are only recognized at the individual security level when the Bank determines a security no longer possesses risk characteristics similar to others in the portfolio.

Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective-interest method. Dividend and interest income are recognized when earned.

Our portfolio of investment securities consists primarily of investment grade corporate notes, U.S. Agency mortgage-backed securities ("MBS"), municipal bonds, collateralized mortgage obligations ("CMOs") and U.S. Government agency securities, U.S. Treasury bills, and small business administration ("SBA") securities. We invest in securities to generate interest income and to maintain a liquid source of funding for our lending and other operations, including withdrawals of deposits. We do not engage in active trading in our investment securities portfolio. While management has the intent and ability to hold all securities until maturity, we have realized and from time to time and again may realize gains (or losses) from sales of selected securities primarily in response to changes in interest rates or to re-position the portfolio.

At December 31, 2023 and 2022 the Bank owned four mortgage-backed securities considered held-to-maturity with a carrying value of \$21.2 and \$22.5 million, respectively. The decrease between periods was due to principal paydowns and premium amortization of \$1.3 million during the year.

At December 31, 2023 and 2022, investment securities held-to-maturity and available-for-sale with a fair value of \$57.8 million and \$52.9 million, respectively, were pledged to secure public deposits.

The carrying value of our portfolio of available-for-sale investment securities at December 31, 2023 and 2022 was as follows:

	<b>At December 31,</b>	
	<b>2023</b>	<b>2022</b>
	<i>(In thousands)</i>	
Asset-backed securities	\$ 2,831	\$ 3,007
Corporate notes	90,522	132,983
U.S. Agency mortgage-backed securities	9,084	10,863
Collateralized mortgage obligations	134,924	156,312
Municipal securities	63,813	64,531
U.S. Agency principal-only strip securities	289	382
SBA Securities	41	85
U.S. Treasury bills	12,338	60,132
Total securities available-for-sale	<u>\$ 313,842</u>	<u>\$ 428,295</u>

The carrying value of our available-for-sale investment securities at December 31, 2023 totaled \$313.8 million compared to \$428.3 million at December 31, 2022. The \$114.5 million decrease in investment securities available-for-sale during 2023 was primarily due to \$77.7 million in maturities and calls of corporate notes, treasuries and municipal securities (of which \$5.0 million related to SBNY bonds), \$77.8 million in sales primarily consisting of U.S. Treasury bills, \$15.4 million in principal reductions and \$4.4 million in fair value decreases, offset by \$60.9 million in purchases. As of December 31, 2023, available-for-sale securities had a net unrealized loss of \$44.1 million compared to a net unrealized loss of \$39.8 million as of December 31, 2022. The increase in net unrealized losses was attributable to decreases in the value of corporate bonds as a result of significantly higher interest rates which also lead to widening credit spreads to the U.S. Treasury curve.

The following table shows the maturities of available-for-sale investment securities at December 31, 2023, and the weighted average yields of such securities. The table does not consider the impact of prepayments on the maturities:

	<b>December 31, 2023</b>									
	<b>Within One Year</b>		<b>After One Year but within Five Years</b>		<b>After Five Years but within Ten Years</b>		<b>After Ten Years</b>		<b>Total</b>	
	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>
	<i>(Dollars in thousands)</i>									
Asset-backed securities	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ 2,831	6.40%	\$ 2,831	6.40%
Corporate notes	6,802	3.74%	17,352	5.35%	63,698	3.98%	2,670	7.07%	90,522	4.30%
U. S. Agency mortgage-backed securities	-	0.00%	981	1.81%	602	2.91%	7,501	4.43%	9,084	4.05%
Collateralized mortgage obligations	-	0.00%	-	0.00%	5	5.91%	134,919	3.08%	134,924	3.08%
Municipal securities	-	0.00%	1,905	3.15%	14,262	4.10%	47,646	3.12%	63,813	3.34%
U.S. Agency principal-only strips	-	0.00%	-	0.00%	-	0.00%	289	2.07%	289	2.07%
SBA securities	-	0.00%	41	7.47%	-	0.00%	-	0.00%	41	7.47%
U.S. Treasury bills	-	0.00%	-	0.00%	12,338	0.93%	-	0.00%	12,338	0.93%
Total securities available for sale	<u>\$ 6,802</u>	3.74%	<u>\$ 20,279</u>	4.97%	<u>\$ 90,905</u>	3.55%	<u>\$ 195,856</u>	3.22%	<u>\$ 313,842</u>	3.43%

The Bank performs a regular impairment analysis on its investment securities portfolio and management has analyzed all investment securities which have an amortized cost that exceeds fair value as of December 31, 2023. Refer to Note 2 of the “Notes to Consolidated Financial Statements” in this Annual Report for information regarding unrealized losses on investment securities.

In accordance with Section 939A of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Bank performs a thorough annual review of each of the investment securities in its portfolio (other than US

Government and Agency securities) to determine, among other things, the current financial status of the issuer as well as the issuer's ability to repay the debt. This analysis is performed in addition to the quarterly review that is performed on all investment securities which are in an unrealized loss position. We do not intend to sell these securities until recovery and have determined that it is not more likely than not that we will be required to sell the securities prior to recovery of their amortized cost basis. Additional information concerning investment securities is provided in Note 2 of the "Notes to Consolidated Financial Statements" in this Annual Report.

## Deposits

Total deposits were \$5.71 billion at December 31, 2023 compared to \$5.56 billion at December 31, 2022. Noninterest-bearing demand deposits decreased \$405.1 million or 34.0%. This decrease was partly due to depositor responses to increases in market rates and changes in mix towards interest-bearing deposit accounts. The ratio of noninterest-bearing deposits to total deposits decreased to 13.8% at December 31, 2023 from 21.5% at December 31, 2022. Interest-bearing deposits are comprised of interest-bearing demand deposits, money market accounts, savings accounts, time deposits of under \$250,000 and time deposits of \$250,000 or more. Interest-bearing demand and savings deposits decreased by \$230.4 million or 9.9%, and time deposits increased \$787.9 million or 38.8%. At December 31, 2023, interest bearing demand and savings accounts comprised \$2.10 billion or 36.9% of total deposits, compared to \$2.33 billion or 42.0% of total deposits at December 31, 2022. The increase in interest bearing demand accounts and time deposits was due to organic growth of customer relationships as well as the expanding of existing relationships.

The following table shows the composition of deposits at December 31, 2023 and 2022:

	December 31, 2023		December 31, 2022	
	Amount	% of Total Deposits	Amount	% of Total Deposits
	<i>(Dollars in thousands)</i>			
Noninterest-bearing deposits	\$ 786,995	13.78%	\$ 1,192,091	21.46%
Interest-bearing deposits:				
Interest-bearing demand	2,075,156	36.35%	2,295,212	41.30%
Savings	29,167	0.51%	39,527	0.71%
Time certificates of \$250,000 or more	1,317,862	23.08%	1,138,727	20.49%
Other time certificates	1,500,162	26.28%	891,440	16.04%
Total deposits	<u>\$ 5,709,342</u>	<u>100.00%</u>	<u>\$ 5,556,997</u>	<u>100.00%</u>

As of December 31, 2023, total uninsured deposits represented approximately 45.1% of total deposits and accrued interest. Since mid-March, the Bank has been diligently working with our larger deposit clients to enroll them in the IntraFi/ICS reciprocal deposit program and another deposit program to ensure that all of their deposits are FDIC insured. Along these lines, we have seen some depositors return who left in the aftermath of the March 2023 bank failures.

The following table shows the average amount and average rate paid on the categories of deposits for each of the periods indicated:

	Year Ended December 31,					
	2023		2022		2021	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
	<i>(Dollars in thousands)</i>					
Noninterest-bearing deposits	\$ 898,262	0.00%	\$ 1,292,083	0.00%	\$ 1,124,836	0.00%
Interest-bearing demand	1,094,590	3.83%	1,025,212	1.28%	762,927	0.32%
Money market	980,450	3.42%	1,159,332	0.95%	1,047,895	0.33%
Savings	33,147	0.68%	38,599	0.23%	34,191	0.17%
Time certificates of deposit	2,570,706	4.04%	1,825,307	0.95%	1,897,516	0.68%
Total	<u>\$ 5,577,155</u>	<u>3.22%</u>	<u>\$ 5,340,533</u>	<u>0.78%</u>	<u>\$ 4,867,365</u>	<u>0.39%</u>

Average total deposits increased by \$236.6 million in 2023 and \$473.2 million in 2022. The increases in average total deposits for 2023 and 2022 are the result of continued focus on business customers and commercial and industrial loan relationships maintaining their primary operating accounts at the Bank.

Although we have increased demand deposits significantly, and to a lesser extent money market accounts, over the past three years, the largest single component of our deposits continues to be time certificates of deposit. We market and receive time certificates of deposit from our existing and new high net worth customers, especially from the Chinese communities within our branch network. While we do not attempt to be a market leader in offered interest rates, we attempt to offer competitive rates on these time certificates of deposit within a range offered by other competing banks.

The following table shows the maturities of time certificates of deposit over \$250,000 at December 31, 2023 and 2022:

	<b>At December 31,</b>	
	<b>2023</b>	<b>2022</b>
	(In thousands)	
Three months or less	\$ 614,407	\$ 369,964
Over three months through six months	463,999	178,091
Over six months through twelve months	233,606	584,981
Over twelve months	5,850	5,691
Total	<u>\$ 1,317,862</u>	<u>\$ 1,138,727</u>

## **Borrowings**

At December 31, 2023 and 2022, there were no advances from Federal Home Loan Bank of San Francisco (“FHLB”).

## **Subordinated Debentures**

On June 16, 2021, the Bank completed a public offering of \$150.0 million in aggregate principal amount of 3.375% fixed-to-floating rate subordinated notes due June 15, 2031. A majority of the proceeds from the placement of the notes were used to repay the subordinated notes due 2026. The subordinated notes mature on June 15, 2031 and bear interest at a fixed rate per annum of 3.375%, payable semi-annually in arrears until June 15, 2026. On that date, the subordinated notes will bear interest at a floating rate per annum equal to a benchmark rate, which is expected to be the Three-Month Term SOFR, plus 278 basis points, payable quarterly in arrears; provided, however, in the event that the then-current benchmark rate is less than zero, then the benchmark rate will be deemed zero. The Bank may, at its option, redeem the subordinated notes in whole or in part beginning on June 15, 2026 and, in other certain limited circumstances. The subordinated notes have been structured to qualify as Tier 2 capital for regulatory purposes. Debt issuance costs incurred in conjunction with the offering were \$2.4 million.

## **Capital Resources**

Current risk-based regulatory capital standards generally require banks to maintain a ratio of “core” or “Tier 1” capital (consisting principally of common equity) to risk-weighted assets of at least 8.0%, a ratio of only common equity Tier 1 capital to risk-weighted assets of at least 6.5%, a ratio of Tier 1 capital to adjusted total assets (leverage ratio) of at least 5.0% and a ratio of total capital (which includes Tier 1 capital plus certain forms of subordinated debt, a portion of the allowance for credit losses on loans and preferred stock) to risk-weighted assets of at least 10.0%. Risk-weighted assets are calculated by multiplying the balance in each category of assets by a risk factor, which ranges from zero for cash assets and certain government obligations to 100% for some types of loans, and adding the products together. The Bank elected to permanently opt-out of excluding accumulated other comprehensive income from common equity tier 1 capital.

A new capital conservation buffer of 2.50% became effective starting January 1, 2019 and must be met to avoid limitations on the ability of the Bank to pay dividends, repurchase shares or pay discretionary bonuses. The Bank's capital conservation buffer was 5.57% and 4.81% as of December 31, 2023 and 2022, respectively.

In December 2018, the Federal Reserve announced that a banking organization that experiences a reduction in retained earnings due to the CECL adoption as of the beginning of the fiscal year in which CECL is adopted may elect to phase in the regulatory capital impact of adopting CECL. Transitional amounts are calculated for the following items: retained earnings, temporary difference deferred tax assets and credit loss allowances eligible for inclusion in regulatory capital. When calculating regulatory capital ratios, 25% of the transitional amounts are phased in during the first year. An additional 25% of the transitional amounts are phased in over each of the next two years and at the beginning of the fourth year, the day-one effects of CECL are completely reflected in regulatory capital. We did not elect to phase in the regulatory capital impact of adopting CECL.

Additionally, in March 2020, the Office of the Comptroller of the Currency, Treasury, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation announced the 2020 CECL interim final rule ("IFR") designed to allow eligible firms to better focus on supporting lending to creditworthy households and businesses in light of recent strains on the U.S. economy as a result of the COVID-19 pandemic. The 2020 CECL IFR allows firms that adopt CECL before December 31, 2020 to defer 100 percent of the day one transitional amounts described above through December 31, 2021 for regulatory capital purposes. Additionally, the 2020 CECL IFR allows electing firms to defer through December 31, 2021 the approximate portion of the post day one allowance attributable to CECL relative to the incurred loss methodology. This is calculated by applying a 25% scaling factor to the CECL provision. The Bank did not adopt the transition guidance and the 2020 CECL IFR relief.

On August 6, 2021, the Bank received approval from the California Department of Financial Protection and Innovation for the repurchase of up to \$50 million in the Bank's common stock or 5% of total outstanding shares, whichever is less, in the open market. The timing, price and volume of the share repurchases will be determined by Bank management based on its evaluation of market conditions and other relevant factors. This repurchase was approved by shareholders at the Bank's Annual Shareholders Meeting on May 18, 2021. Under this program, during 2021 the Bank repurchased 282,949 shares, at an average price of \$61.69, for total consideration of \$17.5 million.

In May of 2022, the Board of Directors elected to re-commence the repurchase plan which began in 2021 and received all the required approvals. During 2022, the Bank repurchased 464,438 shares, at an average price of \$68.86 per share, for total consideration of \$32 million, completing the stock repurchase plan.

On June 9, 2023, the Bank received approval from the California Department of Financial Protection and Innovation for the repurchase of up to \$150 million in the Bank's common stock or 5% of total outstanding shares, whichever is less, in the open market. The timing, price and volume of the share repurchases will be determined by Bank management based on its evaluation of market conditions and other relevant factors. This repurchase was approved by shareholders at the Bank's Annual Shareholders Meeting on May 16, 2023. On June 12, 2023, the Board of Directors approved what will be the first tranche of that repurchase plan, which will call for the repurchase of up to \$50 million of the total \$150 million repurchase. The share repurchase program may be suspended, terminated or modified at any time by the Bank for any reason, including market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, liquidity, and other factors deemed appropriate. During the year ended December 31, 2023, the Bank repurchased 863,879 shares of common stock at a weighted average price of \$58.59, which completed the first tranche.

Our goal is to exceed the Basel III minimum regulatory capital requirements for well capitalized institutions. At December 31, 2023 and 2022, our capital ratios were above the Basel III minimum requirements for well capitalized institutions. On a quarterly basis, we perform a stress test on our capital to determine our level of

capital in various adverse economic scenarios looking out twenty-four months into the future. Below are the Bank's capital ratios as of December 31 2023 and 2022:

	December 31, 2023	December 31, 2022
<b>Tier 1 Leverage Ratio</b>		
Preferred Bank	10.85%	10.30%
Minimum requirement for "Well-Capitalized" institution	5.00%	5.00%
<b>Common Equity Tier 1 Risk-Based Capital Ratio</b>		
Preferred Bank	11.57%	10.81%
Minimum requirement for "Well-Capitalized" institution	6.50%	6.50%
<b>Tier 1 Risk-Based Capital Ratio</b>		
Preferred Bank	11.57%	10.81%
Minimum requirement for "Well-Capitalized" institution	8.00%	8.00%
<b>Total Risk-Based Capital Ratio</b>		
Preferred Bank	15.18%	14.39%
Minimum requirement for "Well-Capitalized" institution	10.00%	10.00%

### Contractual Obligations and Off-Balance Sheet Arrangements

The following table presents our contractual cash obligations, excluding deposits and unrecognized tax benefits, as of December 31, 2023:

Contractual Obligations (1)	Amount of Commitment Expiring per Period				
	Total Amounts Committed	Within One Year	After One Year through Three Years	After Three Years through Five Years	After 5 Years
	<i>(In thousands)</i>				
Operating lease obligations	\$ 23,038	\$ 4,900	\$ 7,320	\$ 5,364	\$ 5,454
Data processing	972	972	-	-	-
Commitments to fund affordable housing	30,824	15,990	11,809	1,419	1,606
Subordinated debt	150,000	-	-	-	150,000
Total	<u>\$ 204,834</u>	<u>\$ 21,862</u>	<u>\$ 19,129</u>	<u>\$ 6,783</u>	<u>\$ 157,060</u>

<sup>(1)</sup> Contractual obligations do not include interest.

In the normal course of business, we enter into off-balance sheet arrangements consisting of commitments to extend credit, to fund commercial letters of credit and standby letters of credit. Commercial letters of credit are originated to facilitate transactions both domestic and foreign while standby letters of credit are originated to issue payments on behalf of the Bank's customers when specific future events occur. Historically, the Bank has rarely issued payment under standby letters of credit, in which the Bank's customer is obligated to reimburse the Bank. The Bank could also liquidate collateral or offset a customer's deposit accounts to satisfy this payment.

Financial instrument transactions are subject to our normal credit standards, financial controls and risk limiting and monitoring procedures. Collateral requirements are based on a case-by-case evaluation of each customer and product.

The following table presents these off-balance sheet arrangements at December 31, 2023:

<b>Amount of Off-balance Sheet Arrangements Expiring per Period</b>					
<b>Off-balance Sheet Arrangements</b>	<b>Total Amounts Committed</b>	<b>Within One Year</b>	<b>After One Year through Three Years</b>	<b>After Three Years through Five Years</b>	<b>After 5 Years</b>
<i>(In thousands)</i>					
Commitments to Extend Credit	\$ 1,260,740	\$ 539,405	\$ 532,385	\$ 169,904	\$ 19,046
Commercial Letters of Credit	5,567	5,567	-	-	-
Standby Letters of Credit	447,588	86,275	183,839	82,049	95,425
<b>Total</b>	<b>\$ 1,713,895</b>	<b>\$ 631,247</b>	<b>\$ 716,224</b>	<b>\$ 251,953</b>	<b>\$ 114,471</b>

## Liquidity

Based on our existing business plan, we believe that our level of liquid assets is sufficient to meet our current and presently anticipated funding needs for at least the next twelve months. We rely on deposits as the principal source of funds and, therefore, must be in a position to service depositors' needs as they arise. We attempt to maintain a loan-to-deposit ratio below approximately 95%. Our loan-to-deposit ratio was 92.4% at December 31, 2023 compared to 91.3% at December 31, 2022. This increase in our loan-to-deposit ratio was due to loan portfolio growth outpacing deposit growth between periods. The Bank has typically carried more cash as a percentage of assets than most financial institutions in our peer group. This is in the interest of conservative balance sheet management but also it is because the Bank's earnings are so strong that investing in long duration securities brings additional interest rate risk and because it has not been necessary in order to enhance the net interest margin.

Borrowings from the FHLB are another source of funding for our loan and investment activities. At December 31, 2023, there were no outstanding FHLB advances, and we could borrow up to an additional \$1.03 billion with collateral of specifically identified loans and securities. In addition, we have pledged securities with a fair value of \$92.9 million at the Federal Reserve Discount Window from which we may borrow on an overnight basis. We have one uncommitted fed funds line with a financial institution for \$25.0 million. Finally, we have approximately \$171.1 million in unpledged securities that could be pledged to the Federal Reserve and its Bank Term Funding Program. As an additional condition of borrowing from the FHLB, we are required to purchase FHLB stock. As of December 31, 2023, the Bank was required to maintain the minimum stock requirement of \$15.0 million of FHLB stock based on the volume of "membership assets" as defined by the FHLB. At December 31, 2023, the Bank held \$15.0 million in FHLB stock. For the years ended December 31, 2023 and 2022, dividends from the FHLB totaled \$1.2 million and \$963,000, respectively, representing an average yield of 7.90% and 6.42%, respectively.

We also attempt to maintain a total liquidity ratio (liquid assets, including cash and due from banks, federal funds sold and investment securities not pledged as collateral expressed as a percentage of total deposits) above approximately 18%. Our total liquidity ratios were 39% at December 31, 2023 and 24% at December 31, 2022. We also calculate and have certain thresholds for the Bank's on-balance sheet liquidity ratio. We believe that in the event the level of liquid assets (our primary liquidity) does not meet our liquidity needs, other available sources of liquid assets (our secondary liquidity), including the sales of securities under agreements to repurchase, sales of unpledged investment securities or loans, utilizing the discount window borrowings from the Federal Reserve Bank as well as borrowing from the FHLB could be employed to meet those funding needs. We have a Contingency Funding Plan which is reviewed annually by the Board of Directors which sets forth actions to be taken in the event that our liquidity ratios fall below Board-established guidelines. We also perform quarterly liquidity stress tests to model various adverse scenarios contained in our Contingency Funding Plan. Although we believe that our funding resources will be adequate to meet our obligations, we cannot be certain of this adequacy if economic deterioration or other negative events occur that could impair our ability to meet our funding obligations.

## Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss in a financial instrument arising from adverse changes in market prices and rates, foreign currency exchange rates, commodity prices and equity prices. Market risk arises primarily from interest rate risk inherent in our lending, securities investing, and deposit taking activities. Interest rate risk arises when rate-sensitive assets and rate-sensitive liabilities mature or reprice during different periods or in differing amounts. Our earnings and capital are sensitive to risk of interest rate fluctuations. To that end, management actively monitors and manages interest rate risk exposure. The Bank does not have any market risk sensitive instruments entered into for trading purposes. We manage interest rate sensitivity by matching the re-pricing opportunities on earning assets to those on funding liabilities. Management uses various asset/liability strategies to manage the re-pricing characteristics of assets and liabilities designed to ensure that exposure to interest rate fluctuations is limited and within guidelines of acceptable levels of risk-taking.

Interest rate risk is addressed by our Investment Committee which is comprised of the Chief Executive Officer and members of our Board. The Investment Committee monitors interest rate risk by analyzing the potential impact on the net portfolio of equity value and net interest income from potential changes in interest rates, and considers the impact of alternative strategies or changes in balance sheet structure. The Investment Committee manages the balance sheet in part to maintain the potential impact on net portfolio value and net interest income within acceptable ranges despite rate changes in interest rates.

Exposure to interest rate risk is monitored continuously by senior management and is reviewed by the Investment Committee at least quarterly. Interest rate risk exposure is measured using interest rate sensitivity analysis to determine changes in net portfolio value and net interest income under alternative in the event of hypothetical changes in interest rates. If potential changes to net portfolio value and net interest income resulting from the analysis of hypothetical interest rate changes are not within Board-approved limits, the Board may direct management to adjust the asset and liability mix to bring interest rate risk within Board-approved limits. Adverse interest rate risk exposures are managed through the shortening or lengthening of the duration of assets and liabilities. This analysis of hypothetical interest rate changes is performed on a quarterly basis by a third party vendor utilizing detailed data that we provide to them.

### Market Value of Portfolio Equity

The Bank measures the impact of market interest rate changes on the net present value of estimated cash flows from assets, liabilities and off-balance sheet items, defined as the market value of portfolio equity, using a simulation model. This simulation model assesses the changes in the market value of interest rate sensitive financial instruments that would occur in response to an instantaneous and sustained increase or decrease in market interest rates.

The following table presents forecasted changes in net portfolio value using a base market rate and the estimated change to the base scenario given an immediate and sustained upward movement in interest rates of 100, 200, and 300 basis points and an immediate and sustained downward movement in interest rates of 100, 200, 300 and 400 basis points as of December 31, 2023.

### Market Value of Portfolio Equity

Interest Rate Scenario	Market Value	Percentage Change from Basis	Percentage of Total Assets	Percentage of Portfolio Equity Book Value
<i>(Dollars in thousands)</i>				
Up 300 basis points	\$ 958,945	10.1%	14.4%	138.0%
Up 200 basis points	\$ 936,903	7.6%	14.1%	134.8%
Up 100 basis points	\$ 906,875	4.1%	13.6%	130.5%
Base	\$ 870,946	0.0%	13.1%	125.3%
Down 100 basis points	\$ 810,264	-7.0%	12.2%	116.6%
Down 200 basis points	\$ 746,884	-14.2%	11.2%	107.4%
Down 300 basis points	\$ 684,353	-21.4%	10.3%	98.5%
Down 400 basis points	\$ 658,059	-24.4%	9.9%	94.7%



The computation of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, asset prepayments and deposit decay, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions management may undertake in response to changes in interest rates. Actual amounts may differ from the projections set forth above should market conditions vary from the underlying assumptions.

## Net Interest Income

In order to measure interest rate risk as of December 31, 2023, we used a simulation model to project changes in net interest income that result from forecasted changes in interest rates. This analysis calculates the difference between net interest forecasted using a rising and a falling interest rate scenario and a net interest income forecast using a base market interest rate derived from the current treasury yield curve. The income simulation model includes various assumptions regarding the re-pricing relationships for each of our products. Many of our assets are floating rate loans, which are assumed to reprice immediately, and to the same extent as the change in market rates according to their contracted index. Some loans and investment vehicles include the opportunity of prepayment (embedded options), and accordingly the simulation model uses national indexes to estimate these prepayments and reinvest their proceeds at current yields. Non-term deposit products reprice more slowly, usually changing less than the change in market rates and at management's discretion.

This analysis indicates the impact of changes in net interest income for the given set of rate changes and assumptions. It assumes no growth in the balance sheet and that its structure will remain similar to the structure at year end. It does not account for all factors that may impact this analysis, including changes by management to mitigate the impact of interest rate changes or secondary impacts such as changes to the credit risk profile as interest rates change. Furthermore, loan prepayment rate estimates and spread relationships change regularly. Interest rate changes create changes in actual loan prepayment rates that will differ from the market estimates incorporated in this analysis. Changes that vary significantly from the assumptions may have significant effects on net interest income.

For the rising and falling interest rate scenarios, the base market interest rate forecast was increased or decreased on an instantaneous and sustained basis.

### Sensitivity of Net Interest Income

Interest Rate Scenario	Adjusted Net Interest Income	Percentage Change from Basis	Net Interest Margin Percent	Net Interest Margin Change (basis points)
<i>(Dollars in thousands)</i>				
Up 300 basis points	\$ 348,876	23.11%	5.22%	96
Up 200 basis points	\$ 326,563	15.24%	4.90%	64
Up 100 basis points	\$ 304,543	7.47%	4.57%	31
Base	\$ 283,382	—	4.26%	—
Down 100 basis points	\$ 263,359	-7.07%	3.96%	(30)
Down 200 basis points	\$ 249,574	-11.93%	3.76%	(50)
Down 300 basis points	\$ 246,208	-13.12%	3.71%	(55)
Down 400 basis points	\$ 257,471	-9.14%	3.88%	(38)

## Inflation

The majority of our assets and liabilities are monetary items held by us, the dollar value of which may be affected by inflation, which has risen dramatically in recent months. Only a small portion of total assets is in premises and equipment which minimizes any material effect of asset values and depreciation expenses that may result from fluctuating market values due to inflation. Higher inflation rates may increase operating expenses or have other adverse effects on our borrowers, making collection on extensions of credit more difficult for us. Rates of interest paid or charged generally rise if the marketplace believes inflation rates will increase.

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

For quantitative and qualitative disclosures regarding market risks in our portfolio, see, “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosure About Market Risk.”

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements of the Bank, including the “Report of Independent Registered Public Accounting Firm,” are included in this Annual Report immediately following Part IV.

## **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 December 31, 2023, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and internal controls over financial reporting pursuant to SEC rules, as such rules are adopted by the FDIC. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2023. We believe that the financial statements in this Annual Report on Form 10-K fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U.S. generally accepted accounting principles.

### **Management’s Report on Internal Control over Financial Reporting**

The Management of the Bank is responsible for establishing and maintaining adequate internal control over financial reporting pursuant to the rules and regulations of the SEC. The Bank’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those written policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
- Provide reasonable assurance that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company’s assets that could have a material effect on the consolidated financial statements.

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

Management under the supervision and with the participation of the Bank’s principal executive officer and principal financial officer assessed the effectiveness of the Bank’s internal control over financial reporting as of December 31, 2023. Management based this assessment on criteria for effective internal control over financial

reporting described in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of the Bank's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors. Based on this evaluation, management determined that the Bank's system of internal controls over financial reporting was effective as of December 31, 2023. Crowe LLP, an independent registered public accounting firm, has issued its report on the effectiveness of internal control over financial reporting as of December 31, 2023.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and the Board of Directors of Preferred Bank  
Los Angeles, California

### **Opinion on Internal Control over Financial Reporting**

We have audited Preferred Bank's (the "Company") internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial condition of the Company as of December 31, 2023 and 2022, the related consolidated statements of operations and comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements") and our report dated March 14, 2024 expressed an unqualified opinion.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

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

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

/s/ Crowe LLP

Costa Mesa, California  
March 14, 2024

**ITEM 9B. OTHER INFORMATION**

None

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

None

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information concerning directors and executive officers of the Bank, to the extent not included under “Item 1 under the heading “*Information About Our Executive Officers*”, will appear in the Bank’s definitive proxy statement for the 2024 Annual Meeting of Shareholders (the “2024 Proxy Statement”), and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “ELECTION OF DIRECTORS” AND “DELINQUENT SECTION 16(a) REPORTS” and “THE COMMITTEES OF THE BOARD,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this Annual Report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

**Code of Ethics**

The Bank has adopted a Code of Ethics that applies to its principal executive officer, principal financial and accounting officer, controller, and persons performing similar functions. The Code of Ethics is posted on our internet website at [www.preferredbank.com](http://www.preferredbank.com).

**ITEM 11. EXECUTIVE COMPENSATION**

Information concerning executive compensation will appear in the 2024 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the sections entitled “COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION,” “COMPENSATION COMMITTEE’S REPORT,” “COMPENSATION DISCUSSION AND ANALYSIS,” “SUMMARY COMPENSATION TABLE,” “OUTSTANDING EQUITY AWARDS,” “NON-QUALIFIED DEFERRED COMPENSATION,” “CHANGE OF CONTROL AGREEMENTS,” and “COMPENSATION OF DIRECTORS,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this Annual Report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information concerning security ownership of certain beneficial owners and management and information related to the Bank’s equity compensation plans will appear in the 2024 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the sections entitled “SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT” and “EQUITY COMPENSATION PLANS,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this Annual Report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information concerning certain relationships and related transactions will appear in the 2024 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the section

entitled “CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS and “BOARD INDEPENDENCE,” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year, or (ii) included in an amendment to this Annual Report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information concerning principal accountant fees and services will appear in the 2024 Proxy Statement, and such information either shall be (i) deemed to be incorporated herein by reference from the section entitled “INDEPENDENT AUDITOR FEES,” and “AUDIT COMMITTEE PRE-APPROVAL POLICY” if filed with the Federal Deposit Insurance Corporation pursuant to Regulation 14A not later than 120 days after the end of the Bank’s most recently completed fiscal year or (ii) included in an amendment to this Annual Report filed with the Federal Deposit Insurance Corporation on Form 10-K/A not later than the end of such 120 day period.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

*(a)(1) Financial Statements*

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*(a)(2) Financial Statement Schedules*

Schedules have been omitted because they are not applicable, not material or because the information is included in the consolidated financial statements or the notes thereto.

(a)(3) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Description</u></b>
1.1	Equity Distribution Agreement dated October 3, 2017, by and among Preferred Bank, FBR Capital Markets & Co., Raymond James & Associates, Inc., and Sandler O’Neill & Partners, L.P. <sup>(8)</sup>
3.1	Amended and Restated Articles of Incorporation <sup>(4)</sup>
3.2	Certificate of Determination of the Series A Preferred Stock <sup>(2)</sup>
3.3	Certificate of Amendment of Amended and Restated Articles of Incorporation <sup>(12)</sup>
3.4	Agreement of Merger by and between Preferred Bank and United International Bank <sup>(12)</sup>
3.5	Amended and Restated Bylaws <sup>(11)</sup>
4.1	Common Stock Certificate <sup>(3)</sup>
4.2	Description of Capital Stock <sup>(11)</sup>
4.3	Form of Global Note <sup>(13)</sup>
10.1*	Management Incentive Bonus Plan <sup>(4)</sup>
10.2*	2004 Equity Incentive Plan <sup>(4)</sup>
10.3*	2014 Equity Incentive Plan <sup>(1)</sup>
10.4*	Revised Bonus Plan <sup>(1)</sup>
10.5*	Retention and Severance Agreement-Li Yu <sup>(1)</sup>
10.6*	Form of Indemnification Agreement for directors and executive officers <sup>(4)</sup>
10.7	Lease relating to the Bank’s principal executive office at 601 S. Figueroa Street, 47 <sup>th</sup> and 48 <sup>th</sup> Floors, Los Angeles, California with 601 Figueroa Co. LLC, dated March 26, 2018 <sup>(10)</sup>
10.8	Purchase Agreement dated June 10, 2021, by and among Preferred Bank, Piper Sandler & Co., as representative for the initial purchasers <sup>(13)</sup>
21.1	Subsidiary of Preferred Bank
26.1	Purchase of Equity Securities by the Issuer and Affiliated Purchasers
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002
97.1	Clawback Policy

(1) Incorporated by reference from Registrant’s Registration Statement on Form 10-K filed with the Federal Deposit Insurance Corporation on March 16, 2015.

(2) Incorporated by reference from Registrant’s Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation on June 23, 2010.

(3) Incorporated by reference from Registrant’s Registration Statement on Form 10 Amendment No. 1 filed with the Federal Deposit Insurance Corporation on February 2, 2005.

(4) Incorporated by reference from Registrant’s Registration Statement on Form 10 filed with the Federal Deposit Insurance Corporation on January 18, 2005.

(5) Reserved.

(6) Reserved

(7) Incorporated by reference from Registrant’s Annual Report on Form 10-K filed with the Federal Deposit Insurance Corporation on March 24, 2016.

(8) Incorporated by reference from Registrant’s Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation on October 3, 2017.

(9) Reserved

(10) Incorporated by reference from Registrant’s Annual Report on Form 10-K filed with the Federal Deposit Insurance Corporation on February 28, 2019.

(11) Incorporated by reference from Registrant’s Annual Report on Form 10-K filed with the Federal Deposit Insurance Corporation on March 2, 2020.

(12) Incorporated by reference from Registrant’s Annual Report on Form 10-K filed with the Federal Deposit Insurance Corporation on March 15, 2021.

(13) Incorporated by reference from Registrant’s Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation on June 10, 2021.

\* Denotes management contract or compensatory plan or arrangement.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and the Board of Directors of Preferred Bank  
Los Angeles, California

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

We have audited the accompanying consolidated statements of financial condition of Preferred Bank (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations and comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 14, 2024 expressed an unqualified opinion.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matter**

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



## Allowance for Credit Losses on Loans – Qualitative Factors

As of December 31, 2023, the Bank had a gross loan portfolio of \$5.28 billion and a related allowance for credit losses (ACL) on loans of \$78.4 million. As described in Note 1 to the consolidated financial statements, estimates of expected credit losses under the Bank's Current Expected Credit Losses (CECL) model is dependent largely on the availability of historical loan data based on a loan level risk approach using Probability of Default/Loss Given Default (PD/LGD). The Bank uses a software solution to apply transition matrices to develop the PD/LGD approach.

The Bank estimates the allowance balance using relevant available information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for differences in current loan-specific risk characteristics such as differences in underwriting standards, portfolio mix, delinquency level, or term as well as for changes in environmental conditions, such as changes in unemployment rates, property values, or other relevant factors.

The Bank also makes adjustments in both quantitative and qualitative modeling to estimate the allowance. Such adjustments are intended to account for conditions that management believes directly impact loss potential in the portfolio that is not currently being captured in the model. To the extent possible, management accounts for the impact of quantitative factors on a pool-by-pool basis, and qualitative factors on a portfolio basis. Qualitative factors consist of nine factors including recent trends and economic conditions. The Bank applies environmental and general economic factors to their allowance methodology including: credit concentrations; delinquency trends; national and local economic and business conditions; the quality of lending management and staff; lending policies and procedures; loss and recovery trends; nature and volume of the portfolio; changes in the value of underlying collateral for collateral dependent loans; the quality of loan reviews; and other external factors including competition, legal, and regulatory factors. The allowance adequacy analysis requires a significant amount of judgment and subjectivity by management, especially in regards to the qualitative portion of the analysis.

We identified auditing the impact of the qualitative factors on the allowance for credit losses on loans to be a critical audit matter as it involved significant audit effort and especially subjective auditor judgment.

The primary procedures performed to address the critical audit matter included:

- Testing the operating effectiveness of controls over management's determination of qualitative factors, including relevance and reliability of data used as the basis for adjustments related to the qualitative factors and the reasonableness of management's judgments and assumptions used to develop the qualitative factors.
- Substantively testing management's process for developing the qualitative factors, which included testing the relevance and reliability of data used to develop factors and evaluating the reasonableness of management's judgments and assumptions.
- Analytically comparing trends within the qualitative factors to trends within the portfolio and other economic data for reasonableness, which included comparison to the prior period end and evaluating the reasonableness of the qualitative factors as of period end.

/s/ Crowe LLP

We have served as the Bank's auditor since 2016.

Costa Mesa, California  
March 14, 2024

**PREFERRED BANK**  
**Consolidated Statements of Financial Condition**  
**December 31, 2023 and 2022**  
(In thousands, except for shares)

	2023	2022
<b>Assets</b>		
Cash and due from banks	890,852	747,526
Federal funds sold	20,000	20,000
Cash and cash equivalents	910,852	767,526
Securities held-to-maturity, at amortized cost (fair value of \$19,540 and \$20,517 at December 31, 2023 and 2022, respectively)	21,171	22,459
Securities available-for-sale, at fair value	313,842	428,295
Loans held for sale, at lower of cost or fair value	360	-
Loans	5,273,498	5,074,793
Less: allowance for credit losses	(78,355)	(68,472)
Less: unamortized deferred loan fees, net	(11,079)	(9,939)
Net loans	5,184,064	4,996,382
Other real estate owned ("OREO") and repossessed assets	16,716	21,990
Customers' liability on acceptances	315	1,731
Bank furniture and fixtures, net	9,694	8,999
Bank-owned life insurance ("BOLI")	10,632	10,357
Accrued interest receivable	33,892	23,593
Investment in affordable housing partnerships	65,276	61,173
Federal Home Loan Bank ("FHLB") stock, at cost	15,000	15,000
Net deferred tax assets	48,991	43,218
Income tax receivable	2,391	-
Operating lease right-of-use assets	22,050	21,718
Other assets	4,030	2,917
Total assets	6,659,276	6,425,358
<b>Liabilities and Shareholders' Equity</b>		
Deposits:		
Demand	786,995	1,192,091
Interest-bearing demand	2,075,156	2,295,212
Savings	29,167	39,527
Time certificates of \$250,000 or more	1,317,862	1,138,727
Other time certificates	1,500,162	891,440
Total deposits	5,709,342	5,556,997
Acceptances outstanding	315	1,731
Subordinated debt issuance, net, net of \$1,768 and \$2,005 at December 31, 2023 and 2022, respectively	148,232	147,995
Accrued interest payable	16,124	2,608
Commitments to fund investment in affordable housing partnership	30,824	27,490
Operating lease liabilities	19,766	20,949
Other liabilities	39,568	37,162
Total liabilities	5,964,171	5,794,932
Commitments and Contingencies – Notes 10 and 16		
Shareholders' equity:		
Preferred Stock, no par value. Authorized 25,000,000 shares; no issued or outstanding shares at December, 2023 and 2022, respectively.	-	-
Common stock, no par value. Authorized 100,000,000 shares; issued and outstanding 16,181,044 and 13,583,285 shares at December 31, 2023, respectively and 16,037,498 and 14,358,145 shares at December 31, 2022, respectively.	210,882	210,882
Treasury stock, at cost; 2,597,759 and 1,679,353 shares at December 31, 2023 and 2022, respectively.	(163,175)	(108,482)
Additional paid-in capital	86,827	81,559
Retained earnings	592,325	475,072
Accumulated other comprehensive loss	(31,754)	(28,605)
Total shareholders' equity	695,105	630,426
Total liabilities and shareholders' equity	6,659,276	6,425,358

*See accompanying notes to the consolidated financial statements.*

**PREFERRED BANK**  
**Consolidated Statements of Operations and Comprehensive Income**  
**Years Ended December 31, 2023, 2022 and 2021**  
(In thousands, except share and per share data)

	2023	2022	2021
<b>Interest income:</b>			
Loans and leases	412,505	269,011	200,537
Investment securities	64,427	24,997	10,417
Federal funds sold	1,056	374	81
Total interest income	477,988	294,382	211,035
<b>Interest expense:</b>			
Interest-bearing demand	75,417	24,221	5,964
Savings	225	91	57
Time certificates of \$250,000 or more	53,200	10,768	6,299
Other time certificates	50,653	6,644	6,513
FHLB borrowings	3,819	-	-
Subordinated debt	5,300	5,300	6,325
Total interest expense	188,614	47,024	25,158
Net interest income before provision for credit losses	289,374	247,358	185,877
Provision for (reversal of) credit losses	10,000	7,350	(1,000)
Net interest income after provision for (reversal of) credit losses	279,374	240,008	186,877
<b>Noninterest income:</b>			
Fees and service charges on deposit accounts	3,333	2,728	2,113
Letter of credit fee income	5,798	4,463	3,914
BOLI income	412	401	391
Net gain (loss) on sale of loans	752	-	(640)
Net (loss) gain on sale or call of investment securities	(5,046)	297	41
Other income	1,864	1,973	1,924
Total noninterest income	7,113	9,862	7,743
<b>Noninterest expense:</b>			
Salaries and employee benefits	51,314	48,607	42,606
Net occupancy expense	6,049	5,759	5,656
Business development and promotion expense	737	811	568
Professional services	5,270	4,892	4,127
Office supplies and equipment expense	1,588	1,864	1,879
Loss on sale of OREO and repossessed assets and related expenses	3,344	2,818	-
Other	8,332	5,922	5,956
Total noninterest expense	76,634	70,673	60,792
Income before income taxes	209,853	179,197	133,828
Income tax expense	59,813	50,352	38,588
Net income	150,040	128,845	95,240
Income allocated to participating shares	-	(2)	(8)
Dividends allocated to participating shares	-	-	(3)
Net income available to common shareholders	150,040	128,843	95,229
<b>Other comprehensive income:</b>			
Unrealized net loss on securities available-for-sale	(9,423)	(46,306)	(2,889)
Reclassification adjustments included in net income	(5,046)	297	41
Other comprehensive loss, before tax	(4,377)	(46,603)	(2,930)
Income tax benefit related to items of other comprehensive income	(1,228)	(13,072)	(822)
Other comprehensive loss, net of tax	(3,149)	(33,531)	(2,108)
Comprehensive income	146,891	95,314	93,132
<b>Net income per share</b>			
Basic	\$ 10.64	\$ 8.84	\$ 6.41
Diluted	\$ 10.52	\$ 8.70	\$ 6.41
<b>Weighted-average common shares outstanding</b>			
Basic	14,095,745	14,579,132	14,866,000
Diluted	14,261,644	14,809,416	14,866,000

*See accompanying notes to the consolidated financial statements.*

**PREFERRED BANK**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Years Ended December 31, 2023, 2022 and 2021**  
(In thousands, except share and dividends declared per share data)

	Preferred Stock	Common Stock		Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
		Shares	Amount					
<b>Balance as of December 31, 2020</b>	\$ -	14,931,861	\$ 210,882	\$ (57,502)	\$ 64,064	\$ 300,969	\$ 7,034	\$ 525,447
Cash dividend declared (\$1.57 per share)	-	-	-	-	-	(23,257)	-	(23,257)
Common stock issued	-	35,625	-	-	-	-	-	-
Repurchase of common stock	-	(282,949)	-	(17,454)	(14)	-	-	(17,468)
Stock-based compensation	-	-	-	-	9,115	-	-	9,115
Restricted stock award forfeitures	-	(246)	-	-	-	-	-	-
Stock surrendered due to employee tax liability	-	(4,522)	-	(251)	-	-	-	(251)
Net income	-	-	-	-	-	95,240	-	95,240
Other comprehensive loss, net of tax	-	-	-	-	-	-	(2,108)	(2,108)
<b>Balance as of December 31, 2021</b>	\$ -	14,679,769	\$ 210,882	\$ (75,207)	\$ 73,165	\$ 372,952	\$ 4,926	\$ 586,718
Cash dividend declared (\$1.84 per share)	-	-	-	-	-	(26,725)	-	(26,725)
Common stock issued	-	160,122	-	-	-	-	-	-
Repurchase of common stock	-	(464,438)	-	(31,981)	(18)	-	-	(31,999)
Stock-based compensation	-	-	-	-	8,412	-	-	8,412
Stock surrendered due to employee tax liability	-	(17,308)	-	(1,294)	-	-	-	(1,294)
Net income	-	-	-	-	-	128,845	-	128,845
Other comprehensive loss, net of tax	-	-	-	-	-	-	(33,531)	(33,531)
<b>Balance as of December 31, 2022</b>	\$ -	14,358,145	\$ 210,882	\$ (108,482)	\$ 81,559	\$ 475,072	\$ (28,605)	\$ 630,426
Cash dividend declared (\$2.35 per share)	-	-	-	-	-	(32,787)	-	(32,787)
Common stock issued	-	143,546	-	-	-	-	-	-
Repurchase of common stock	-	(863,879)	-	(50,618)	(542)	-	-	(51,160)
Stock-based compensation	-	-	-	-	5,810	-	-	5,810
Stock surrendered due to employee tax liability	-	(54,527)	-	(4,075)	-	-	-	(4,075)
Net income	-	-	-	-	-	150,040	-	150,040
Other comprehensive loss, net of tax	-	-	-	-	-	-	(3,149)	(3,149)
<b>Balance as of December 31, 2023</b>	\$ -	13,583,285	\$ 210,882	\$ (163,175)	\$ 86,827	\$ 592,325	\$ (31,754)	\$ 695,105

*See accompanying notes to the consolidated financial statements.*

**PREFERRED BANK**  
**Consolidated Statements of Cash Flows**  
**Years Ended December 31, 2023, 2022 and 2021**  
(In thousands)

	Year Ended December 31,		
	2023	2022	2021
<b>Cash flows from operating activities:</b>			
Net income	\$ 150,040	\$ 128,845	\$ 95,240
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for (reversal of) credit losses	10,000	7,350	(1,000)
Amortization of deferred loan fees, net	(4,223)	(3,842)	(3,147)
Net loss (gain) on sale and call of securities available-for-sale	5,046	(297)	(41)
Net loss on sale of other real estate owned	-	426	-
Valuation of other real estate owned	1,900	1,425	-
Direct write up of other real estate owned	-	(2,376)	-
Amortization of investment securities discounts and premiums, net	185	586	956
Amortization of investment in affordable housing partnerships	10,898	7,845	3,503
Accretion of premium on borrowings	-	-	(308)
Amortization of subordinated debt issuance costs	237	237	1,101
Loans originated for sale	(12,299)	-	(510)
(Gain) loss on sale of loans	(752)	-	640
Proceeds from the sale of loans originated for sale	12,691	-	530
Depreciation and amortization	1,720	1,890	1,895
Stock-based compensation expense	5,810	8,412	9,115
Income from bank owned life insurance, net	(275)	(269)	(260)
Deferred tax benefit	(4,545)	(3,472)	(1,386)
Change in income tax receivable	(2,391)	-	-
Change in accrued interest receivable and other assets	(11,743)	(8,616)	7,864
Change in accrued interest payable and other liabilities	13,092	5,612	5,442
Net cash provided by operating activities	<u>175,391</u>	<u>143,756</u>	<u>119,634</u>
<b>Cash flows from investing activities:</b>			
Proceeds from maturities, redemptions and principal pay-down of securities held-to-maturity	1,166	1,774	2,804
Proceeds from maturities, redemptions and principal pay-down of securities available-for-sale	88,128	31,243	40,451
Purchase of securities held to maturity	-	(10,366)	(10,340)
Purchase of securities available-for-sale	(60,890)	(104,445)	(263,442)
Proceeds from sale of securities available-for-sale	77,730	50,021	7,058
Purchase of investments in affordable housing partnerships	(11,666)	(5,116)	(8,109)
Proceeds from sale of other real estate owned	3,374	2,234	-
Payoff of liens in connection with taking possession of real estate owned	-	(15,325)	-
Proceeds from recoveries of written off loans	7	-	57
Proceeds from sale of loans	-	-	24,661
Net increase in loans	(193,466)	(649,556)	(412,544)
Purchase of bank premises and equipment	(2,415)	(356)	(603)
Net cash used in investing activities	<u>(98,032)</u>	<u>(699,892)</u>	<u>(620,007)</u>

*See accompanying notes to the consolidated financial statements.*

	<b>Year Ended December 31,</b>		
	<b>2023</b>	<b>2022</b>	<b>2021</b>
<b>Cash flows from financing activities:</b>			
Net increase in deposits	152,345	331,486	783,031
Repayment of subordinated debt	-	-	(100,000)
Proceeds from issuance of subordinated debt	-	-	147,631
Purchase of treasury stock	(55,235)	(33,293)	(17,719)
Cash dividends paid	(31,143)	(25,141)	(21,425)
Net cash provided by financing activities	<u>65,967</u>	<u>273,052</u>	<u>791,518</u>
Net increase (decrease) in cash and cash equivalents	143,326	(283,084)	291,145
Cash and cash equivalents at beginning of period	767,526	1,050,610	759,465
Cash and cash equivalents at end of period	<u>\$ 910,852</u>	<u>\$ 767,526</u>	<u>\$ 1,050,610</u>
<b>Supplemental disclosure of cash flow information</b>			
Cash paid during the period for:			
Interest	\$ 175,098	\$ 45,131	\$ 25,688
Income taxes	58,385	43,670	29,292
<b>Noncash activities:</b>			
Common stock dividends declared, but not paid	\$ 9,540	\$ 7,896	\$ 6,312
Real estate acquired in settlement of loans	-	4,909	-
Repossessed assets acquired in settlement of loans	-	3,465	-
Operating lease liabilities arising from right-of-use assets	1,057	2,759	4,694
Transfers of loans held for investment to loans held for sale	-	-	25,321
New commitments to fund affordable housing investments	15,000	9,507	4,705

*See accompanying notes to the consolidated financial statements.*

**PREFERRED BANK**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023, 2022 and 2021**

**Note 1 – Summary of Significant Accounting Policies**

Preferred Bank (the “Bank”) is a full service commercial bank and is engaged primarily in commercial, real estate, and international lending to customers with businesses domiciled in the state of California. The accounting and reporting policies of the Bank are in accordance with accounting principles generally accepted in the United States of America and conform to general practices in the banking industry. The following is a summary of the Bank’s significant accounting policies.

***Recent Events***

Beginning in March 2023, the banking industry experienced unprecedented turmoil created by the failures of Silicon Valley Bank (“SVB”), Signature Bank (“SBNY”) and First Republic Bank (“FRC”) and the voluntary dissolution of Silvergate Bank. These failures created a difficult operating environment industry-wide, including depositor withdrawals nationwide. The primary effect of this turmoil was withdrawals of uninsured deposits at regional and community banks. The Bank’s estimated uninsured deposits were 45.1% of total deposits and accrued interest at December 31, 2023. Since mid-March of 2023, we have been diligently converting our larger deposit clients to reciprocal deposit platforms and helping other customers restructure their deposit accounts to maximize the use of FDIC insurance.

***Basis of Presentation***

The consolidated financial statements include the accounts of Preferred Bank and its subsidiary, PB Investment and Consulting, Inc. (collectively the “Bank” or the “Company”). The consolidated financial statements of the Company have been prepared in conformity with accounting principles generally accepted in the United States of America.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

The consolidated financial statements reflect management’s evaluation of subsequent events through the date of issuance of this Annual Report.

***Principles of Consolidation***

The financial statements include the accounts of the Company and its subsidiary, PB Investment and Consulting, Inc. All intercompany transactions and accounts have been eliminated in consolidation.

***Use of Estimates***

Management of the Bank has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates.

***Cash and Cash Equivalents***

Cash and cash equivalents include cash on hand and cash due from banks, and federal funds sold, all of which have original or purchased maturities of less than 90 days. Cash flows are reported on a net basis for loans and deposits.

***Investment Securities***

The Bank classifies its debt and equity securities in two categories: held-to-maturity or available-for-sale. Securities that could be sold in response to changes in interest rates, increased loan demand, liquidity needs, capital requirements, or other similar factors are classified as securities available-for-sale. These securities are carried at fair

value. Realized gains and losses from the sale of available-for-sale securities are determined on a specific-identification basis. Securities classified as held-to-maturity are those that the Bank has the positive intent and ability to hold until maturity. These securities are carried at amortized cost, adjusted for the amortization or accretion of premiums or discounts. At December 31, 2023 and 2022, there were \$21.2 million and \$22.5 million, respectively, classified in the held-to-maturity portfolio. The Bank does not own any securities classified as equity or trading securities.

At each reporting date, the Bank evaluates its investment securities portfolio, following FASB standards in identifying whether a market for an asset or liability is distressed or inactive, determining whether an entity has the intent and ability to hold a security to its anticipated recovery and whether an investment is impaired. If it is determined that the securities are in an unrealized loss position, the Bank will assess whether the impairment is credit-related or non-credit-related and record the credit component through ACL and the non-credit component in other comprehensive income when the Bank does not intend to sell the security and it is more likely than not that the Bank will not be required to sell the security prior to recovery. The new cost basis is not changed for subsequent recoveries in fair value.

Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective-interest method. Dividend and interest income are recognized when earned.

### ***Loans and Loan Origination Fees and Costs***

Loans held for sale are recorded at the lower of cost or fair value as determined on an aggregate basis. Fees received from the borrower and the direct costs of loan originations are deferred and recorded as an adjustment to the sales price, when such loans are sold.

Loans that the Bank has both the intent and ability to hold for the foreseeable future, or until maturity, are held at carrying value, less related allowance for credit losses for loans and deferred loan fees. Interest income is recorded on an accrual basis in accordance with the terms of the loans.

Loan origination fees, offset by certain direct loan origination costs and commitment fees, are deferred and recognized in income as a yield adjustment using the effective interest yield method over the contractual life of the loan. If a commitment expires unexercised, the commitment fee is recognized as income.

Loans on which the accrual of interest has been discontinued are designated as non-accrual loans. The accrual of interest on loans is discontinued when principal or interest is past due 90 days or more unless the loan is both well secured and in the process of collection. In addition, a loan that is current may be placed on non-accrual status if the Bank believes substantial doubt exists as to whether the Bank will collect all principal and contractual due interest. When loans are placed on non-accrual status, all interest previously accrued, but not collected, is reversed against current period interest income. Interest received on non-accrual loans is subsequently recognized as interest income or applied against the principal balance of the loan. The loan is generally returned to accrual status when the borrower has brought the past due principal and interest payments current and, in the opinion of management, the borrower has demonstrated the ability to make future payments of principal and interest as scheduled.

Loans are considered for full or partial charge-offs in the event that they are individually evaluated, considered collateral dependent, principal or interest is over 90 days past due, the loan lacks sufficient collateral protection and are not in the process of collection. The Bank also considers charging off loans in the event of any of the following circumstances: 1) the individually evaluated loan balances are not covered by the fair value of the collateral or discounted cash flow; 2) the loan has been identified for charge-off by regulatory authorities; and 3) any overdrafts greater than 90 days.

### ***Loan Modifications to Borrowers Experiencing Financial Difficulty***

Prior to the adoption of ASU 2022-02, the Bank accounted for a modification to the contractual terms of a loan that resulted in granting a concession to a borrower experiencing financial difficulties as a troubled debt restructuring (“TDR”). Effective January 1, 2023, the Bank adopted ASU 2022-02, which eliminated TDR accounting prospectively for all restructurings occurring on or after January 1, 2023. Loans that were considered a TDR prior to the adoption of ASU 2022-02 will continue to be accounted for under the superseded TDR accounting guidance until the loan is paid off, liquidated, or subsequently modified. Since adoption of ASU 2022-02 on January



21, 2023, we have evaluated all loan modifications under ASC 310-20 to determine whether a modification made to a borrower results in a new loan or is a continuation of the existing loan.

### ***Allowance for Credit Losses on Loans***

We evaluate our allowance for credit losses quarterly. The allowance for credit losses (“ACL”) is based upon management’s assessment of various factors affecting the collectability of the loans using the relevant available information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for differences in current loan-specific risk characteristics such as differences in underwriting standards, portfolio mix, delinquency level, or term as well as for changes in environmental conditions, such as changes in unemployment rates, property values, or other relevant factors.

Credit losses are estimated using the Current Expected Credit Losses (“CECL”) methodology. This methodology is dependent largely on the availability of historical loan data based on loan level risk approach using Probability of Default / Loss Given Default (“PD/LGD”). PD is the probability that a borrower will default on its obligation. LGD is the amount of money a bank loses when a loan defaults net of any recovery expressed as a percentage of the outstanding loan amount at the time of default. We selected a software solution to help apply transition matrices to develop the PD/LGD approach. This method assesses historical loss data to estimate expected credit losses over the historical, current, and forecast periods that represents the life of loans under CECL. The considerations to establish a look back period are influenced by data availability, historical economic cycles, changes to lending practices, improvement in credit risk management and oversight control over the years. Based on our assessment, we have decided to use a look back period beginning from January, 2010. For the forecasted periods, management has considered a more near-term outlook of twelve months to be reasonable and supportable based on management’s understanding of the current loan portfolio and management’s best judgement to forecast credit losses. Management has also considered a reversion period equal to half of the forecast period or equivalent to six months of the reasonable and supportable forecast. Accrued interest is not considered in computed expected credit losses.

The loan portfolio is segmented into pools with similar characteristics, primarily based on loan product type (collateral driven). The Bank examined the loan portfolio and the current loan segmentations reasonably reflect the homogenous risk characteristics related to each loan pool. For ACL purposes, the loan portfolio is segmented into seven main categories: commercial, international trade finance, construction, real estate, residential mortgage, cash secured and SBA. Within these categories, we further segment into 16 collective pools with similar risk characteristics. Management has examined the 16 current loan pools and concluded the segmentations reasonably reflect homogenous risk characteristics related to each loan pool. The Bank remains focused on commercial loan products which have comprised the majority of the loan portfolio. The loan products have not changed over the years before or after the last economic cycle. The 16 existing loan pools are considered appropriate for use to estimate ACL.

Loans are individually evaluated for credit losses when they no longer exhibit similar risk characteristics with other loans in the portfolio. We individually review and analyze non-accrual loans, and classified loans. Collateral dependent loans are loans for which the repayment is expected to be provided substantially through the operation or sale of the collateral when the borrower, based on management’s assessment, is experiencing financial difficulty as of the reporting date. Collateral dependent loans are typically analyzed by comparing the loan amount to the fair value of collateral less cost to sell, with a prompt charge-off taken for the ‘shortfall’ amount once the value is confirmed. Other methods can be used; i.e. loan sale market price or present value of expected future cash flows discounted at the loan’s effective interest rate.

The Bank also makes adjustments, if warranted, in both quantitative and qualitative modeling to estimate the allowance. Such adjustments are intended to account for conditions that management believes directly impact loss potential in the portfolio that is not currently being captured in the model. To the extent possible, management accounts for the impact of quantitative factors on a pool by pool basis, and qualitative factors on a portfolio basis. Qualitative factors consist of nine factors including recent trends and economic conditions. We apply environmental and general economic factors to our allowance methodology including: credit concentrations; delinquency trends; national and local economic and business conditions; the quality of lending management and staff; lending policies and procedures; loss and recovery trends; nature and volume of the portfolio; changes in the value of underlying collateral for collateral dependent loans; the quality of loan reviews; and other external factors including

competition, legal, and regulatory factors. The Bank aggregates the sums of the estimates of probable loss for each category with the specific individually evaluated reserves to arrive at the total estimated allowance for credit losses.

### ***Reserve for Undisbursed Loan Commitments***

The Bank maintains an allowance for credit losses for undisbursed loan commitments. Management estimates the amount by applying the loss factors used in our allowance for credit losses on loans using the current expected credit losses methodology to its estimate of the expected usage of undisbursed commitments for each loan type. Provisions for credit losses for undisbursed loan commitments are recorded in other expense. The allowance for credit losses on undisbursed loan commitments totaled \$1.2 million at December 31, 2023 and 2022.

### ***SBA Loan Sales and Servicing***

The Bank originates and sells Small Business Administration (“SBA”) loans under section 7(a) of the Small Business Act (“7(a) loans”) and section 504 of the Small Business Investment Act (“504 loans”). A portion of the premium on sale of these loans is recognized as gain on sale of loans at the time of the sale by allocating the carrying amount between the asset sold and the retained interest, which may include servicing assets, based on their relative fair values. The remaining portion of the premium is recorded as a discount on the retained interest and is amortized over the remaining life of the loan as an adjustment to yield. The retained interest, net of any discount, is included in gross loans in the accompanying consolidated statement of financial condition.

Servicing assets are recognized when SBA loans are sold with servicing retained, with the related gain on sale of loans recognized in the accompanying consolidated income statement. Servicing assets are initially recorded at fair value based on the present value of the contractually specified servicing fee, net of servicing costs, over the estimated life of the loan, using a discount rate. Servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. Management periodically evaluates servicing assets for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is recognized through a valuation allowance, to the extent that fair value is less than the carrying amount.

During the year ended December 31, 2023 the Bank sold \$12.0 million of SBA loans and recognized a gain of \$752,000, which included a \$280,000 servicing asset. There was no similar sale activity in 2022 as this is a new business line for the Bank.

At December 31, 2023 and 2022, there were \$360,000 and zero SBA loans held for sale.

### ***Other Real Estate Owned (OREO) and Repossessed Assets***

Other real estate owned and repossessed assets, consisting of real estate and other assets acquired through foreclosure or other proceedings, is initially stated at fair value of the property based on appraisal, less estimated selling costs. Any cost in excess of the fair value at the time of acquisition is accounted for as a loan charge-off and deducted from the allowance for credit losses. A valuation allowance is established for any subsequent declines in value through a charge to earnings. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in loss on sale of OREO and repossessed assets and related expense, as appropriate.

### ***Bank Furniture and Fixtures***

Bank furniture and fixtures are stated at cost, less accumulated depreciation and amortization. Depreciation on furniture and equipment is computed on a straight-line method over the estimated useful lives of the assets, generally three to five years. Leasehold improvements are capitalized and amortized on the straight-line method over the estimated useful life of the improvement or the term of lease, whichever is shorter. Buildings are amortized on the straight-line method over 30 years.

### ***Investments in Affordable Housing Partnerships***

The Bank invests in qualified affordable housing projects (low income housing). The Bank recognized its share of partnership losses in other operating expenses with the tax benefits recognized in the income tax provision using the proportional amortization method.

### ***Comprehensive Income***

Comprehensive income consists of net income and net unrealized gains on securities available-for-sale and is presented in the statements of operations and comprehensive income.

### ***Income Taxes***

The Bank accounts for income taxes using the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in earnings in the period that includes the enactment date. Additionally, the effect of a change in tax rates on amounts included in accumulated other comprehensive income are reclassified to retained earnings at the enactment date. A valuation allowance is established for deferred tax assets if based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The valuation allowance is sufficient to reduce the deferred tax assets to the amount that is more likely than not to be realized.

### ***Earnings per Share***

Earnings per share (EPS) are computed on a basic and diluted basis. Basic EPS is computed by dividing net income adjusted by presumed dividend payments and earnings on unvested restricted stock by the weighted average number of common shares outstanding. Losses are not allocated to participating securities. Unvested shares of restricted stock are excluded from basic shares outstanding. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shares in the earnings of the Bank.

### ***Share-Based Compensation***

Employees and directors participate in the Bank's 2004 Equity Incentive Plan and 2014 Equity Incentive Plan. Share-based compensation expense for all share-based payment awards is based on the grant-date fair value estimated in accordance with the provisions of ASC 718. The Bank recognizes these compensation costs on a straight-line basis over the requisite service period for the entire award of generally three to five years, and options expire between four and ten years from the date of grant. The Bank's policy is to recognize costs net of estimated forfeitures. See Note 13 for further discussion.

### ***Leases***

The Bank accounts for its leases in accordance with ASC 842 and records a lease liability for future lease obligations as well as an asset representing the right to use the underlying leased asset. Contractual payments are discounted using the rate implicit in the lease or using the Bank's estimated incremental borrowing rate, which is the rate of interest it would pay on a secured borrowing over a similar term. Lease liabilities are reduced by the Bank's periodic lease payments net of interest accretion. Right-of-use assets for operating leases are amortized over the term of the associated lease by amounts that represent the difference between periodic straight-line lease expense and periodic interest accretion in the related liability to make future lease payments.

### ***Bank-Owned Life Insurance (BOLI)***

In order to economically fund its obligation under the prior deferred compensation arrangements, the Bank purchased BOLI under which the executive officers and directors are the insured, while the Bank is the owner and beneficiary thereof. Bank-owned life insurance policies are carried at their cash surrender value. Income from BOLI is recognized when earned. At December 31, 2023 and 2022, the cash surrender value of the policies totaled \$10.6 million and \$10.4 million, respectively. During 2023, 2022 and 2021, the income on the insurance policies was \$412,000, \$401,000 and \$391,000, respectively.

## ***Segment Reporting***

Through our branch network, the Bank provides a broad range of financial services to individuals and companies located primarily in Southern California. Their services include demand, time and savings deposits and real estate, business and consumer lending. While our chief decision makers monitor the revenue streams of our various products and services, operations are managed and financial performance is evaluated on a company-wide basis. Accordingly, the Bank considers all of our operations to be aggregated in one reportable operating segment.

## ***Recently Issued Accounting Standards***

### *Adoption of New Accounting Standards*

ASU 2020-04, *Reference Rate Reform (Topic 848), Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. In January 2021, the FASB clarified the scope of that guidance with the issuance of ASU 2021-01, “Reference Rate Reform: Scope.” This ASU provides optional guidance for a limited period of time to ease the burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting. This guidance applies to companies meeting certain criteria that have contracts, hedging relationships and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. This standard is effective for us immediately and may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2022. The adoption of this ASU did not have an impact on the Bank’s financial statements. The Bank considered SOFR to be its preferred reference as an alternative to LIBOR. New originations by the Bank are being made using SOFR in addition to Prime Rate. The Bank may also consider the use of other alternative reference rates based on marketplace demands and the needs of its customers.

ASU 2022-02, *Financial Instruments—Credit Losses (Topic 326) Troubled Debt Restructurings and Vintage Disclosures*. In March 2022, the FASB issued ASU 2022-02 to address areas identified by the FASB as part of its post-implementation review of the credit losses standard (ASU 2016-13) that introduced the CECL model. The amendments eliminate the accounting guidance for troubled debt restructurings by creditors that have adopted the CECL model and enhance the disclosure requirements for loan refinancings and restructurings made with borrowers experiencing financial difficulty. In addition, the amendments require a public business entity to disclose current-period gross write-offs for financing receivables and net investment in leases by year of origination in the vintage disclosures. ASU 2022-02 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted if an entity has adopted ASU 2016-13. The adoption of ASU 2022-02 on January 1, 2023, did not have a material effect on the Bank’s consolidated financial statements.

### *Recently Issued Accounting Standards*

Following are the recently issued updates to the codification of U.S. Accounting Standards (“ASUs”), which are the most relevant to the Bank.

ASU 2023-02, *Investments—Equity Method and Joint Ventures (Topic 323) Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method*. In March 2023, the FASB issued ASU 2023-02 which expands use of the proportional amortization method of accounting to equity investments in tax credit programs beyond those in low-income-housing tax credit (“LIHTC”) programs. The ASU allows entities to elect the proportional amortization method, on a tax-credit-program-by-tax-credit-program basis, for all equity investments in tax credit programs meeting the eligibility criteria. ASU 2023-02 is effective for reporting periods beginning after December 15, 2023, for public business entities. Early adoption is permitted. The Bank does not expect the adoption of ASU 2023-03 to have a significant impact on our financial condition or results of operations.

ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. In December 2023, the FASB issued ASU 2023-09 to address investor requests for more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. The ASU also includes certain other amendments to improve the effectiveness of income tax disclosures. The amendments in ASU 2023-09 are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Bank does not expect the adoption of ASU 2023-09 to have a significant impact on our financial condition or results of operations.

## Note 2 – Securities Held-to-Maturity and Available-for-Sale

Financial instruments that potentially subject the Bank to concentrations of credit risk consist primarily of loans and investments. The Bank monitors its exposure to such risks and the concentrations may be impacted by changes in economic, industry or political factors.

The Bank aims to maintain a diversified investment portfolio including issuer, sector and geographic stratification, where applicable, and has established certain exposure limits, diversification standards and review procedures to mitigate credit risk.

Other than U.S. government agencies (Fannie Mae and Freddie Mac, when combined), the Bank has no exposure within its investment portfolio to any single issuer greater than 10% of equity capital.

The carrying value of our held-to-maturity investment securities was \$21.2 million at December 31, 2023 and \$22.5 million at December 31, 2022. The tables below show the amortized cost, gross unrecognized gains and losses and estimated fair value of securities held-to-maturity as of December 31, 2023 and 2022:

	December 31, 2023			
	Amortized cost	Gross unrecognized gains	Gross unrecognized losses	Estimated fair value
	<i>(In thousands)</i>			
Mortgage-backed securities	\$ 21,171	\$ -	\$ (1,631)	\$ 19,540

	December 31, 2022			
	Amortized cost	Gross unrecognized gains	Gross unrecognized losses	Estimated fair value
	<i>(In thousands)</i>			
Mortgage-backed securities	\$ 22,459	\$ -	\$ (1,942)	\$ 20,517

The following tables summarize unrecognized losses on our held-to-maturity investment securities, aggregated by the length of time the securities have been in a continuous unrecognized loss position, at December 31, 2023 and 2022:

	December 31, 2023					
	Less than 12 months		12 months or greater		Total	
	Estimated fair value	Unrecognized losses	Estimated fair value	Unrecognized losses	Estimated fair value	Unrecognized losses
	<i>(In thousands)</i>					
Mortgage-backed securities	\$ -	\$ -	\$ 19,540	\$ (1,631)	\$ 19,540	\$ (1,631)
Total securities available-for-sale	\$ -	\$ -	\$ 19,540	\$ (1,631)	\$ 19,540	\$ (1,631)

	December 31, 2022					
	Less than 12 months		12 months or greater		Total	
	Estimated fair value	Unrecognized losses	Estimated fair value	Unrecognized losses	Estimated fair value	Unrecognized losses
	<i>(In thousands)</i>					
Mortgage-backed securities	\$ 10,834	\$ (422)	\$ 9,683	\$ (1,520)	\$ 20,517	\$ (1,942)
Total securities available-for-sale	\$ 10,834	\$ (422)	\$ 9,683	\$ (1,520)	\$ 20,517	\$ (1,942)

The amortized cost and estimated fair value of securities held-to-maturity at December 31, 2023 and 2022, by contractual maturity, are shown below. Investment securities are classified in accordance with their estimated

average life. Expected maturities differ from contractual maturities mainly due to prepayment rates; changes in prepayment rates will affect a security's average life.

	December 31,			
	2023		2022	
	Amortized cost	Estimated fair value	Amortized cost	Estimated fair value
	<i>(In thousands)</i>			
Due after five years through ten years	\$ 10,946	\$ 10,650	\$ 11,257	\$ 10,835
Due after ten years	10,225	8,890	11,202	9,682
Total	<u>\$ 21,171</u>	<u>\$ 19,540</u>	<u>\$ 22,459</u>	<u>\$ 20,517</u>

The tables below show the amortized cost, gross unrealized gains and losses, and estimated fair value of securities available for sale as of December 31, 2023 and 2022.

	December 31, 2023			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
	<i>(In thousands)</i>			
Asset-backed securities	\$ 3,000	\$ -	\$ (169)	\$ 2,831
Corporate notes	100,799	21	(10,298)	90,522
U.S. Agency mortgage-backed securities	9,530	1	(447)	9,084
Collateralized mortgage obligations	157,540	-	(22,616)	134,924
Municipal securities	71,805	25	(8,017)	63,813
U.S. Agency principal-only strip securities	314	-	(25)	289
SBA securities	41	-	-	41
U.S. Treasury Bill	14,946	-	(2,608)	12,338
Total securities available-for-sale	<u>\$ 357,975</u>	<u>\$ 47</u>	<u>\$ (44,180)</u>	<u>\$ 313,842</u>

	December 31, 2022			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
	<i>(In thousands)</i>			
Asset-backed securities	\$ 3,172	\$ -	\$ (165)	\$ 3,007
Corporate notes	144,091	-	(11,108)	132,983
U.S. Agency mortgage-backed securities	11,396	-	(533)	10,863
Collateralized mortgage obligations	170,872	-	(14,560)	156,312
Municipal securities	74,986	32	(10,487)	64,531
U.S. Agency principal-only strip securities	418	-	(36)	382
SBA securities	86	-	(1)	85
U.S. Treasury Bill	63,030	14	(2,912)	60,132
Total securities available-for-sale	<u>\$ 468,051</u>	<u>\$ 46</u>	<u>\$ (39,802)</u>	<u>\$ 428,295</u>

Gross unrealized losses on securities available-for-sale and the fair value of the related securities, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position, at December 31, 2023 and 2022 are as follows:

	<b>December 31, 2023</b>					
	<b>Less than 12 months</b>		<b>12 months or greater</b>		<b>Total</b>	
	<b>Estimated fair value</b>	<b>Unrealized losses</b>	<b>Estimated fair value</b>	<b>Unrealized losses</b>	<b>Estimated fair value</b>	<b>Unrealized losses</b>
	<b>(In thousands)</b>					
Asset-backed securities	\$ -	\$ -	\$ 2,831	\$ (169)	\$ 2,831	\$ (169)
Corporate notes	8,515	(52)	79,464	(10,246)	87,979	(10,298)
U.S. Agency mortgage-backed securities	178	(3)	8,782	(444)	8,960	(447)
Collateralized mortgage obligations	2	-	134,919	(22,616)	134,921	(22,616)
Municipal securities	1,095	(8)	54,139	(8,009)	55,234	(8,017)
U.S. Agency principal-only strip securities	-	-	289	(25)	289	(25)
SBA securities	-	-	41	-	41	-
U.S. Treasury Bill	-	-	12,338	(2,608)	12,338	(2,608)
Total securities available-for-sale	<u>\$ 9,790</u>	<u>\$ (63)</u>	<u>\$ 292,803</u>	<u>\$ (44,117)</u>	<u>\$ 302,593</u>	<u>\$ (44,180)</u>

	<b>December 31, 2022</b>					
	<b>Less than 12 months</b>		<b>12 months or greater</b>		<b>Total</b>	
	<b>Estimated fair value</b>	<b>Unrealized losses</b>	<b>Estimated fair value</b>	<b>Unrealized losses</b>	<b>Estimated fair value</b>	<b>Unrealized losses</b>
	<b>(In thousands)</b>					
Asset-backed securities	\$ 1,955	\$ (149)	\$ 1,052	\$ (16)	\$ 3,007	\$ (165)
Corporate notes	96,082	(4,994)	36,901	(6,114)	132,983	(11,108)
U.S. Agency mortgage-backed securities	4,288	(220)	6,404	(313)	10,692	(533)
Collateralized mortgage obligations	878	(26)	155,424	(14,534)	156,302	(14,560)
Municipal securities	41,661	(3,818)	17,021	(6,669)	58,682	(10,487)
U.S. Agency principal-only strip securities	-	-	382	(36)	382	(36)
SBA securities	-	-	85	(1)	85	(1)
U.S. Treasury Bill	-	-	12,026	(2,912)	12,026	(2,912)
Total securities available-for-sale	<u>\$ 144,864</u>	<u>\$ (9,207)</u>	<u>\$ 229,295</u>	<u>\$ (30,595)</u>	<u>\$ 374,159</u>	<u>\$ (39,802)</u>

Accrued interest on investment securities totaled \$3.2 million and \$3.0 million at December 31, 2023 and 2022 and is included in accrued interest receivable in the consolidated balance sheets.

The Bank's investment portfolio is primarily comprised of corporate notes, U.S. government securities, collateralized mortgage obligations, municipal securities, mortgage-backed securities and U.S. treasury bills.

In accordance with Section 939A of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Bank performs a thorough annual review of each of the investment securities in its portfolio (other than US Government and Agency securities) to determine, among other things, the current financial status of the issuer as well as the issuer's ability to repay the debt. This analysis is performed in addition to the quarterly review that is performed on all investment securities which are in an unrealized loss position. We do not intend to sell these securities until recovery and have determined that it is not more likely than not that we will be required to sell the securities prior to recovery of their amortized cost basis.

At December 31, 2023, there were a total of 16 investment securities that were in an unrealized loss position for less than 12 months and 117 investment securities that were in an unrealized loss position for 12 months or longer. Temporary impairments primarily related to corporate notes (which are all considered investment grade by Moody's, Standard & Poor's, Kroll Bond Rating Agency or Fitch rating agencies), mortgage-backed securities (which are generally guaranteed by the U.S. government and are highly rated by rating agencies and have a long history of no credit losses), and municipal securities are primarily attributable to declining market prices caused by dramatically rising interest rates, which began in March 2022, and subsequent to the date that these securities were purchased. None of the securities in the Bank's investment portfolio rely on an insurance wrap as a credit enhancement. Management believes that it is more likely than not that the Bank will receive all amounts due under

the contractual terms of these securities. If economic conditions deteriorate, or if the financial condition of specific issuers within these portfolios deteriorates, then the Bank could record an allowance for credit losses for available-for-sale (“AFS”) debt securities under the ASC 326-30. ASC 326-20 requires the Bank to estimate lifetime credit loss allowance for the HTM debt securities. However, the Bank holds held-to-maturities (“HTM”) debt securities that are guaranteed by the U.S. government which are highly rated by rating agencies and have a long history of no credit losses so no expected credit losses will be recorded. There were no debt securities considered past due at December 31, 2023 and 2022. There were no purchases of debt securities with credit deterioration during the years ended December 31, 2023, 2022 and 2021.

Cash proceeds from sales, calls and maturities of securities available-for-sale totaled \$150.4 million, \$57.8 million and \$34.3 million for the years ended December 31, 2023, 2022 and 2021, respectively. Realized gains for the years ended December 31, 2023, 2022 and 2021 totaled \$45,000, \$297,000 and \$41,000, respectively. Realized losses for sales and calls of securities totaled \$5.1 million, zero and zero for the years ended December 31, 2023, 2022 and 2021, respectively. Investment securities having a fair value of approximately \$92.9 million and \$197.7 million were pledged to secure governmental deposits, treasury tax and loan deposits, borrowing lines from the Federal Reserve Bank and FHLB as of December 31, 2023 and 2022, respectively. At December 31, 2023 and 2022, approximately \$57.8 million and \$52.9 million, respectively, of the Bank’s investment securities were pledged as collateral for certain public deposits.

The amortized cost and estimated fair value of securities available-for-sale at December 31, 2023 and 2022, by contractual maturity, are shown below. Investment securities are classified in accordance with their estimated average life. Expected maturities differ from contractual maturities mainly due to prepayment rates; changes in prepayment rates will affect a security’s average life.

	<b>December 31,</b>			
	<b>2023</b>		<b>2022</b>	
	<b>Amortized cost</b>	<b>Estimated fair value</b>	<b>Amortized cost</b>	<b>Estimated fair value</b>
	<i>(In thousands)</i>			
Due in one year or less	\$ 6,902	\$ 6,802	\$ 53,130	\$ 53,104
Due after one year through five years	20,929	20,279	48,383	46,167
Due after five years through ten years	103,140	90,905	118,160	106,203
Due after ten years	227,004	195,856	248,378	222,821
Total	<u>\$ 357,975</u>	<u>\$ 313,842</u>	<u>\$ 468,051</u>	<u>\$ 428,295</u>

The Bank had no debt securities that have been credit impaired as of or during the years ended December 31, 2023, 2022, or 2021.



### Note 3 – Loans and Allowance for Credit Losses on Loans

The Bank's loan portfolio includes originated loans as well as purchased loans.

The loans portfolio as of December 31, 2023 and 2022 is summarized as follows:

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
	<i>(In thousands)</i>	
Real estate mortgage	\$ 3,448,819	\$ 3,340,018
Real estate construction	425,976	397,505
Commercial & industrial	1,393,830	1,320,830
SBA	3,469	11,339
Trade finance	1,041	4,521
Consumer & other	363	580
Gross loans	<u>5,273,498</u>	<u>5,074,793</u>
Less:		
Allowance for credit losses	(78,355)	(68,472)
Deferred loan and fees, net	<u>(11,079)</u>	<u>(9,939)</u>
Total loans, net	<u>\$ 5,184,064</u>	<u>\$ 4,996,382</u>

Real estate loans are secured by retail, industrial, office, special purpose, and residential single and multi-family properties and comprise 73% of our loan portfolio as of December 31, 2023. The Bank seeks diversification in our loan portfolio by maintaining a broad base of borrowers and monitoring our exposure to various property types as well as geographic and industry concentrations.

Accrued interest on loans totaled \$30.7 million and \$20.6 million at December 31, 2023 and 2022 and is included in accrued interest receivable in the consolidated balance sheets.

The Bank had \$28.7 million of non-accrual loans at December 31, 2023 compared to \$5.5 million at December 31, 2022. These loans had interest due, but not recognized, of approximately \$1.2 million and \$232,000 in 2023 and 2022, respectively. The Bank had no loans past due 90 or more days and still accruing interest as of December 31, 2023 and 2022.

The following tables depict the Bank's recorded investment in past due loans held for investment by class as of December 31, 2023 and 2022:

	Accruing Loans				Current	Total	Non-accrual Loans	Total Loans	
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due					
	<i>(in thousands)</i>								
Loan Class:									
Real estate mortgage									
Residential	\$ 4,037	\$ 911	\$ -	\$ 4,948	\$ 675,506	\$ 680,454	\$ 7,604	\$ 688,058	
Commercial	-	-	-	-	2,750,411	2,750,411	10,350	2,760,761	
Total real estate mortgage	4,037	911	-	4,948	3,425,917	3,430,865	17,954	3,448,819	
Real estate construction									
Residential	-	-	-	-	246,201	246,201	-	246,201	
Commercial	-	-	-	-	179,775	179,775	-	179,775	
Total real estate construction	-	-	-	-	425,976	425,976	-	425,976	
Commercial and industrial	-	-	-	-	1,383,065	1,383,065	10,765	1,393,830	
SBA	-	-	-	-	3,469	3,469	-	3,469	
Trade finance	-	-	-	-	1,041	1,041	-	1,041	
Consumer & other	-	-	-	-	363	363	-	363	
Total as of December 31, 2023	\$ 4,037	\$ 911	\$ -	\$ 4,948	\$ 5,239,831	\$ 5,244,779	\$ 28,719	\$ 5,273,498	

At December 31, 2023, nonaccrual real estate mortgage loans included two loans totaling \$7.6 million and three loans totaling \$10.4 million. At December 31, 2023, nonaccrual commercial and industrial loans included six loans totaling \$10.8 million.

	Accruing Loans				Current	Total	Non-accrual Loans	Total Loans	
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due					
	<i>(in thousands)</i>								
Loan Class:									
Real estate mortgage									
Residential	\$ 1,292	\$ -	\$ -	\$ 1,292	\$ 610,732	\$ 612,024	\$ 5,480	\$ 617,504	
Commercial	1,315	-	-	1,315	2,721,199	2,722,514	-	2,722,514	
Total real estate mortgage	2,607	-	-	2,607	3,331,931	3,334,538	5,480	3,340,018	
Real estate construction									
Residential	-	-	-	-	193,027	193,027	-	193,027	
Commercial	-	-	-	-	204,478	204,478	-	204,478	
Total real estate construction	-	-	-	-	397,505	397,505	-	397,505	
Commercial and Industrial	41	-	-	41	1,320,789	1,320,830	-	1,320,830	
SBA	-	-	-	-	11,339	11,339	-	11,339	
Trade Finance	-	-	-	-	4,521	4,521	-	4,521	
Consumer & other	-	-	-	-	580	580	-	580	
Total as of December 31, 2022	\$ 2,648	\$ -	\$ -	\$ 2,648	\$ 5,066,665	\$ 5,069,313	\$ 5,480	\$ 5,074,793	

At December 31, 2022, nonaccrual loans included two loans totaling \$5.5 million.

The following tables depict the Bank's non-accrual loans with and without an allowance for credit losses and related interest income recognized by class as of December 31, 2023 and 2022:

	<b>Nonaccrual Loans</b>			<b>Loans 90+ Days Past Due and Accruing Interest</b>	<b>Interest Income Recognized</b>
	<b>without ACL</b>	<b>with ACL</b>	<b>Total</b>		
<i>(in thousands)</i>					
<b>December 31, 2023</b>					
Real estate mortgage:					
Residential	\$ 7,604	\$ -	\$ 7,604	\$ -	\$ 316
Commercial	10,350	-	10,350	-	733
Total R/E mortgage	17,954	-	17,954	-	1,049
Commercial & industrial	7,385	3,380	10,765	-	1,062
Total	\$ 25,339	\$ 3,380	\$ 28,719	\$ -	\$ 2,111

	<b>Nonaccrual Loans</b>			<b>Loans 90+ Days Past Due and Accruing Interest</b>	<b>Interest Income Recognized</b>
	<b>without ACL</b>	<b>with ACL</b>	<b>Total</b>		
<i>(in thousands)</i>					
<b>December 31, 2022</b>					
Real estate mortgage:					
Residential	\$ 5,480	\$ -	\$ 5,480	\$ -	\$ 109
Commercial	-	-	-	-	-
Total R/E mortgage	5,480	-	5,480	-	109
Total	\$ 5,480	\$ -	\$ 5,480	\$ -	\$ 109

The following table presents a summary of loans modified with borrowers experiencing financial difficulty, on or after January 1, 2023 by type of modification:

	<b>Combination - Term Extension and Interest Rate Reduction</b>			
			<b>Total</b>	
	<b>Amortized Cost Basis</b>	<b>% of Total Class of</b>	<b>Amortized Cost Basis</b>	<b>% of Total Class of</b>
<b>December 31, 2023:</b>				
<b>Loan Type</b>				
Commercial and industrial	3,000	0.22%	3,000	0.22%
<b>Total</b>	<b>\$ 3,000</b>	<b>0.06%</b>	<b>\$ 3,000</b>	<b>0.06%</b>

During the year ended December 31, 2023, there was one loan that were modified with borrowers experiencing financial difficulty. The modification was involved with a three-year extension with 0.5% reduction in interest rate from the original terms. At December 31, 2023, there was one loan totaling \$3.0 million which was placed on a nonaccrual during the third quarter of 2023.

During 2023 and 2022, there were no transfer of loans from held for investment to held for sale. During 2021, \$25.3 million were transferred from held for investment to held for sale which did not result in a gain or loss.

The following tables detail activity in the allowance for credit losses by portfolio segment for the years ended December 31, 2023, 2022 and 2021. Allocation of a portion of the allowance to one particular portfolio segment does not indicate that it is no longer available to absorb losses in other portfolio segments.

	Real Estate-Mortgage		Real Estate-Construction		Commercial	SBA	Trade Finance	Consumer & Other	Unallocated	Total
	Residential	Commercial	Residential	Commercial	& Industrial					
	<i>(in thousands)</i>									
<b>Year ended December 31, 2023</b>										
Balance at December 31, 2022	\$ 2,435	\$ 33,597	\$ 922	\$ 1,086	\$ 30,068	\$ -	\$ 21	\$ 13	\$ 330	\$ 68,472
Provision (benefit) for credit losses	3,830	870	221	(213)	5,178	16	(16)	(4)	118	10,000
Loans charged off	-	-	-	-	(124)	-	-	-	-	(124)
Recoveries	-	-	-	-	7	-	-	-	-	7
Net charge offs	-	-	-	-	(117)	-	-	-	-	(117)
Balance at December 31, 2023	\$ 6,265	\$ 34,467	\$ 1,143	\$ 873	\$ 35,129	\$ 16	\$ 5	\$ 9	\$ 448	\$ 78,355

	Real Estate-Mortgage		Real Estate-Construction		Commercial	SBA	Trade Finance	Consumer & Other	Unallocated	Total
	Residential	Commercial	Residential	Commercial	& Industrial					
	<i>(in thousands)</i>									
<b>Year ended December 31, 2022</b>										
Balance at December 31, 2021	\$ 2,667	\$ 23,371	\$ 548	\$ 851	\$ 31,853	\$ -	\$ 46	\$ 3	\$ 630	\$ 59,969
Provision (benefit) for credit losses	(2,608)	10,227	374	235	(563)	-	(25)	10	(300)	7,350
Loans charged off	-	(1)	-	-	(1,222)	-	-	-	-	(1,223)
Recoveries	2,376	-	-	-	-	-	-	-	-	2,376
Net recoveries (charge offs)	2,376	(1)	-	-	(1,222)	-	-	-	-	1,153
Balance at December 31, 2022	\$ 2,435	\$ 33,597	\$ 922	\$ 1,086	\$ 30,068	\$ -	\$ 21	\$ 13	\$ 330	\$ 68,472

	Real Estate-Mortgage		Real Estate-Construction		Commercial	SBA	Trade Finance	Consumer & Other	Unallocated	Total
	Residential	Commercial	Residential	Commercial	& Industrial					
	<i>(in thousands)</i>									
<b>Year ended December 31, 2021</b>										
Balance at December 31, 2021	\$ 5,892	\$ 15,414	\$ 568	\$ 932	\$ 39,721	\$ -	\$ 81	\$ 1	\$ 817	\$ 63,426
Provision (benefit) for credit losses	(2,408)	7,957	(20)	(81)	(6,228)	-	(35)	2	(187)	(1,000)
Loans charged off	(817)	-	-	-	(1,697)	-	-	-	-	(2,514)
Recoveries	-	-	-	-	57	-	-	-	-	57
Net recoveries (charge offs)	(817)	-	-	-	(1,640)	-	-	-	-	(2,457)
Balance at December 31, 2021	\$ 2,667	\$ 23,371	\$ 548	\$ 851	\$ 31,853	\$ -	\$ 46	\$ 3	\$ 630	\$ 59,969

The following table represents the amortized cost basis of collateral-dependent loans by class of loans as of December 31, 2023 and 2022.

	<b>Real Estate</b>	<b>Total</b>
<i>(In thousands)</i>		
<b>December 31, 2023</b>		
Real estate mortgage:		
Residential	\$ 7,604	\$ 7,604
Commercial	10,350	10,350
Commercial <sup>(1)</sup>	6,521	6,521
<b>TOTAL</b>	<b>\$ 24,475</b>	<b>\$ 24,475</b>
<b>December 31, 2022</b>		
Real estate mortgage:		
Residential	\$ 5,480	\$ 5,480
<b>TOTAL</b>	<b>\$ 5,480</b>	<b>\$ 5,480</b>

1) Collateral-dependent commercial loans include a \$4.5 million loan secured by a second deed trust on three industrial properties and a \$2.0 million loan secured by a second deed trust on single family residential property.

As required by federal regulations, we classify our assets on a regular basis. In order to monitor the quality of our lending portfolio and quantify the risk therein, we maintain a loan grading system consisting of eight different categories (Grades 1-8). The grading system is used to determine, in part, the allowance for credit losses on loans. The first four grades in the system are considered “pass”, whereas the fifth grade is a transition grade known as “special mention.” The other three grades (6-8) range from a “substandard” to “doubtful” to a “loss” category. Loans graded as “loss” are charged-off in the period so rated. We use grades 6 and 7 of our loan grading system to identify potential problem assets for individual analysis. The grade on each individual loan rated in the first four grades is reviewed on a regular basis by the loan officer responsible for monitoring the credit whereas the grade for loans rated special mention, substandard, or doubtful are reviewed at least quarterly for appropriateness. Credit Administration reviews a sample of loans assigned a grade in the first four grades and all loans assigned a grade of 5 or above each quarter for appropriateness. Additionally, loan grades are subject to further review by our Chief Credit Officer, Director’s Loan Committee, and our Board of Directors (our “Board”). In reviewing loans and evaluating the adequacy of the allowance, there are several risk characteristics considered. Those most relevant to the major portfolio segments includes vacancy and lease rates on commercial real estate, state of the general housing market, home prices, commercial real estate values and the impact of economic conditions and employment levels on the various businesses in our market area.

The following table presents risk grades and classified loans by recorded investment in class of loan by origination year as of December 31, 2023 and 2022. Classified loans include loans in risk grades 6 and 7, which correlate to substandard and doubtful for risk classification purposes.

Term Loans by Origination Year								Revolving	Revolving	
	2023	2022	2021	2020	2019	Prior	Total	Loans	Converted to	Total
	(In thousands)									
<b>December 31, 2023:</b>										
Real estate mortgage										
Pass	\$ 516,295	\$ 798,204	\$ 500,725	\$ 207,307	\$ 126,143	\$ 556,246	\$ 2,704,920	\$ 683,777	\$ -	\$ 3,388,697
Special mention	-	9,500	-	-	26,969	4,787	41,256	-	-	41,256
Substandard	-	9,199	-	912	7,355	249	17,715	1,151	-	18,866
Doubtful	-	-	-	-	-	-	-	-	-	-
Real estate construction										
Pass	-	-	-	-	-	-	-	388,328	37,648	425,976
Special mention	-	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-	-
Commercial & industrial										
Pass	122,996	143,406	33,801	34,770	50,087	40,383	425,443	945,558	-	1,371,001
Special mention	-	-	-	-	-	-	-	-	-	-
Substandard	-	-	991	-	2,021	1,236	4,248	15,581	-	19,829
Doubtful	-	-	-	-	-	-	-	-	-	-
Loss	-	-	-	-	-	-	-	-	3,000	3,000
SBA										
Pass	2,342	1,030	-	-	-	-	3,372	-	-	3,372
Special mention	-	-	-	-	-	-	-	-	-	-
Substandard	-	-	81	16	-	-	97	-	-	97
Doubtful	-	-	-	-	-	-	-	-	-	-
Trade finance										
Pass	-	-	-	-	-	-	-	1,041	-	1,041
Special mention	-	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-	-
Consumer & other										
Pass	363	-	-	-	-	-	363	-	-	363
Special mention	-	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>\$ 641,996</b>	<b>\$ 961,339</b>	<b>\$ 535,598</b>	<b>\$ 243,005</b>	<b>\$ 212,575</b>	<b>\$ 602,901</b>	<b>\$ 3,197,414</b>	<b>\$ 2,035,436</b>	<b>\$ 40,648</b>	<b>\$ 5,273,498</b>
<b>Gross charge-offs during the year:</b>										
Real estate mortgage	-	-	-	-	-	-	-	-	-	-
Real estate construction	-	-	-	-	-	-	-	-	-	-
Commercial & industrial	-	-	80	-	-	44	124	-	-	124
SBA	-	-	-	-	-	-	-	-	-	-
Trade finance	-	-	-	-	-	-	-	-	-	-
Consumer & other	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 80</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 44</b>	<b>\$ 124</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 124</b>

**Term Loans by Origination Year**

	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>Prior</b>	<b>Total</b>	<b>Revolving Loans</b>	<b>Total</b>
	<i>(In thousands)</i>								
<b>December 31, 2022:</b>									
<b>Real estate mortgage</b>									
Pass	\$ 899,640	\$ 549,138	\$ 259,791	\$ 218,738	\$ 126,232	\$ 536,956	\$ 2,590,495	\$ 684,963	\$ 3,275,458
Special mention	-	24,432	-	5,747	950	18,430	49,559	-	49,559
Substandard	-	-	6,124	7,421	-	280	13,825	1,176	15,001
Doubtful	-	-	-	-	-	-	-	-	-
<b>Real estate construction</b>									
Pass	-	-	-	-	-	-	-	397,505	397,505
Special mention	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-
<b>Commercial &amp; industrial</b>									
Pass	155,147	15,776	45,847	51,017	15,902	37,187	320,876	963,374	1,284,250
Special mention	-	-	-	-	-	735	735	29,687	30,422
Substandard	-	-	-	2,132	-	4,026	6,158	-	6,158
Doubtful	-	-	-	-	-	-	-	-	-
<b>SBA</b>									
Pass	5,675	3,098	2,566	-	-	-	11,339	-	11,339
Special mention	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-
<b>Trade finance</b>									
Pass	145	-	-	-	-	-	145	4,376	4,521
Special mention	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-
<b>Consumer &amp; other</b>									
Pass	580	-	-	-	-	-	580	-	580
Special mention	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>\$ 1,061,187</b>	<b>\$ 592,444</b>	<b>\$ 314,328</b>	<b>\$ 285,055</b>	<b>\$ 143,084</b>	<b>\$ 597,614</b>	<b>\$ 2,993,712</b>	<b>\$ 2,081,081</b>	<b>\$ 5,074,793</b>

#### Note 4 – Bank, Premises, Furniture and Fixtures

As of December 31, 2023 and 2022, furniture and fixtures consists of the following:

	<b>2023</b>	<b>2022</b>
	<i>(In thousands)</i>	
Land and buildings	\$ 2,782	\$ 2,782
Leasehold improvements	15,592	14,076
Furniture and fixtures	10,147	9,373
	<u>28,521</u>	<u>26,231</u>
Less accumulated depreciation and amortization	(18,827)	(17,232)
	<u>\$ 9,694</u>	<u>\$ 8,999</u>

Depreciation and amortization expense was \$1.7 million, \$1.9 million and \$1.9 million for the years ended December 31, 2023, 2022 and 2021, respectively. There were no sales of fixed asset for the years ended December 31, 2023, 2022 and 2021.

#### Note 5 – Deposits

Time deposit accounts at December 31, 2023 mature as follows:

	<b>Maturities of Time Deposits</b>
	<i>(In thousands)</i>
2024	\$ 2,752,556
2025	39,816
2026	10,278
2027	15,374
2028	-
Total	<u>\$ 2,818,024</u>

The aggregate amount of overdrafts that have been reclassified as loan balances was \$363,000 and \$580,000 at December 31, 2023 and 2022, respectively.

The aggregate amount of deposits that exceed the FDIC Insurance limit of \$250,000 at December 31, 2023 and 2022 were \$2.58 billion and \$4.45 billion, respectively.

At December 31, 2023 and 2022, investment securities classified as held-to-maturity and available-for-sale with a fair value of \$57.8 million and \$52.9 million, respectively, were pledged to secure public deposits.



**Note 6 – Income Taxes**

Income taxes expense for the years ended December 31, 2023, 2022 and 2021 was as follows:

	<b>2023</b>	<b>2022</b>	<b>2021</b>
	<i>( In thousands )</i>		
Current income tax expense:			
Federal	\$ 41,888	\$ 34,945	\$ 25,018
State	22,470	18,879	14,956
	<u>64,358</u>	<u>53,824</u>	<u>39,974</u>
Deferred income tax benefit:			
Federal	(3,539)	(2,861)	(984)
State	(1,006)	(611)	(402)
	<u>(4,545)</u>	<u>(3,472)</u>	<u>(1,386)</u>
Income tax expense	<u>\$ 59,813</u>	<u>\$ 50,352</u>	<u>\$ 38,588</u>

At December 31, 2023 and 2022, the current net income tax receivable and payable was \$2.4 million and \$6.8 million, respectively.

The components of the deferred tax assets and deferred tax liabilities as of December 31, 2023 and 2022 are as follows:

	<b>December 31,</b>	
	<b>2023</b>	<b>2022</b>
	<i>(in thousands)</i>	
Deferred tax assets:		
Allowance for credit losses	23,671	20,706
Unrealized loss on securities available-for-sale	12,380	11,152
State taxes	4,115	3,592
Capital loss carryforward	83	83
Restricted stock	3,300	3,493
Lease liability	5,883	6,227
Net operating loss carryforward	1,118	1,552
Other	1,225	997
Excess realized build in loss	449	460
Accrued bonuses	5,658	4,286
Fair value adjustment on acquired loans	10	16
Other real estate and repossessed assets	990	423
Gross deferred tax assets	<u>58,882</u>	<u>52,987</u>
Deferred tax liabilities:		
Operating lease right-of-use assets	(6,563)	(6,456)
Deferred loan costs	(1,982)	(1,966)
Bank furniture and fixtures, net	(830)	(815)
FHLB stock	(283)	(283)
Core deposit intangible from acquisition	(39)	(62)
Other	(194)	(187)
Gross deferred liabilities	<u>(9,891)</u>	<u>(9,769)</u>
Net deferred tax assets	<u>\$ 48,991</u>	<u>\$ 43,218</u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Bank will realize all benefits related to these deductible differences at December 31, 2023.

Pursuant to Sections 382 and 383 of the Internal Revenue Code, annual use of NOL and credit carryforwards may be limited in the event a cumulative change in ownership of more than 50 percent points occurs within a three-year period. We determined that such an ownership change occurred as of June 21, 2010 as a result of stock issuances in 2010 and 2009. This ownership change resulted in estimated limitations on the utilization of tax attributes, including NOL carryforwards and tax credits. Although we fully expect to utilize all of the federal NOL carryforward prior to their expiration, the California NOL carryover has been significantly impacted by the IRC Sec. 382 limitation. We estimate that of approximately \$69.8 million of the California NOL as of December 31, 2023, \$48.5 million is expected to expire in 2029 and \$4.5 million is expected to expire in 2030 as it will be unutilized as a result of IRS Sec 382 limitation. The remaining California NOL carryforward of the approximately \$10.7 million at December 31, 2023, is subject to IRC Sec. 382 annual limitation amount of approximately \$1.5 million. Additionally, the bank has no Federal excess realized built in losses and \$6.1 million of California excess built in

losses as of December 31, 2023 which are also subject to IRC Sec. 382 annual limitation amount of approximately \$1.5 million.

As a result of the UIB acquisition the Bank has no federal NOLs and \$1.4 million of New York NOLs that are subject to annual Sec. 382 limitation of \$0.7 million remaining as of December 31, 2023. Management fully expects to use the acquired NOL carryforwards before their expiration beginning in 2025 for New York NOLs.

As of December 31, 2023, the Bank had no federal NOL carryforward and \$12.2 million of state NOL carryforward.

A reconciliation of the income tax expense and the amount computed by applying the statutory federal income tax rate to the loss before income taxes is as follows for the years ended December 31, 2023, 2022 and 2021:

	2023		2022		2021	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
<i>(In thousands)</i>						
Statutory U.S. federal income tax	\$ 44,069	21.0%	\$ 37,631	21.0%	\$ 28,104	21.0%
State taxes, net of federal benefit	16,957	8.1	14,432	8.1	11,498	8.6
Share-based compensation	(335)	(0.2)	(586)	(0.3)	41	-
Life insurance policies	(58)	-	(57)	-	(54)	-
Low income housing credits	307	0.1	(1,197)	(0.7)	(1,512)	(1.1)
Other	(1,127)	(0.5)	129	0.1	511	0.4
	<u>\$ 59,813</u>	<u>28.5%</u>	<u>\$ 50,352</u>	<u>28.2%</u>	<u>\$ 38,588</u>	<u>28.9%</u>

The Bank is subject to U.S. Federal income tax as well as various state and local income taxes. The Bank is generally no longer subject to examination by taxing authorities for years prior to 2019.

There were no unrecognized tax benefits for the years ended December 31, 2023 and 2022.

#### Note 7 – Other Real Estate Owned and Repossessed Assets

OREO and repossessed assets totaled \$16.7 million and \$22.0 million at December 31, 2023 and 2022, respectively. The balance at December 31, 2023 and 2022 included residential real estate of \$16.6 million and \$18.5 million, respectively and other repossessed assets of \$91,000 and \$3.5 million, respectively.

The following table provides a summary of changes in real estate owned and other repossessed assets for the years ended December 31, 2023, 2022 and 2021:

	2023	2022	2021
	<i>(Dollars in thousands)</i>		
Balance, beginning	\$ 21,990	\$ -	-
Additions	-	8,374	-
First and second lien payoffs	-	15,325	-
Sales/payoffs	(3,374)	(2,660)	-
Valuation write-down	(1,900)	(1,425)	-
Recoveries	-	2,376	-
Balance, ending	<u>\$ 16,716</u>	<u>\$ 21,990</u>	<u>\$ -</u>

There were no foreclosures or possession of other assets during the year ended December 31, 2023. During the year ended December 31, 2022, the Bank took ownership of assets of one commercial and industrial relationship totaling \$3.5 million and two properties of a residential real estate loan totaling \$20.2 million including the \$15.3 million payoffs of the first and second lien on these properties and recorded a recovery of \$2.4 million of previously charged-off amounts.

At December 31, 2023 and 2022, there was a \$3.3 million and \$1.4 million valuation allowance related to OREO, which is included in loss on sale of OREO and related expenses in the accompanying consolidated statements of operations and comprehensive income.

During the years ended December 31, 2023 and 2022, the Bank sold residential real estate owned of zero and \$2.7 million, respectively, and recognized a loss of zero and \$426,000, respectively, which is included in loss on sale of OREO and related expenses in the accompanying consolidated statements of operations and comprehensive income. During the years ended December 31, 2023 and 2022, the Bank sold other repossessed assets of \$3.4 million and zero, respectively, and recognized no gains or losses. There were no sales of OREO and repossessed assets for the year ended December 31, 2021.

## Note 8 – Borrowings

There were no advances from the Federal Home Loan Bank at December 31, 2023 and 2022. FHLB advances are payable at their respective maturity dates and are collateralized by commercial or residential real estate loans or by certain marketable investment securities. At December 31, 2023, approximately \$2.25 billion of the Bank’s real estate loans was pledged as collateral with Federal Home Loan Bank and the remaining borrowing capacity was \$1.03 billion.

The Bank had an approved short-term borrowings line available through the discount window at the Federal Reserve Bank of San Francisco (FRBSF) in the amount of \$92.9 million. The Bank had no borrowing outstanding through the discount window outstanding as of December 31, 2023 or 2022.

On June 16, 2021, the Bank completed a public offering of \$150.0 million in aggregate principal amount of 3.375% fixed-to-floating rate subordinated notes due June 15, 2031. A majority of the proceeds from the placement of the notes were used to repay the subordinated notes due 2026. The subordinated notes mature on June 15, 2031 and bear interest at a fixed rate per annum of 3.375%, payable semi-annually in arrears until June 15, 2026. On that date, the subordinated notes will bear interest at a floating rate per annum equal to a benchmark rate, which is expected to be the Three-Month Term SOFR, plus 278 basis points (2.78%), payable quarterly in arrears; provided, however, in the event that the then-current benchmark rate is less than zero, then the benchmark rate will be deemed zero. The Bank may, at its option, redeem the subordinated notes in whole or in part beginning on June 15, 2026 and, in other certain limited circumstances. The subordinated notes have been structured to qualify as Tier 2 capital for regulatory purposes. Debt issuance costs incurred in conjunction with the offering were \$2.4 million.

Debt issuance costs are reported as a direct deduction from the face of the note. The premium and related debt issuance costs are being amortized into interest expense over a 10-year period. A summary of outstanding long-term debt at December 31, 2023 is as follows:

<i>(In thousands)</i>	<b>Long-term Debt Summary</b>				
	<b>December 31, 2023</b>	<b>December 31, 2022</b>	<b>Interest rate</b>	<b>Maturity date</b>	<b>Earliest call date</b>
Subordinated notes payable (\$150,000 face amount, net of cost and premium)	\$ 148,232	\$ 147,995	3.375%	June 15, 2031	June 15, 2026

## Note 9 – Affordable Housing Partnerships

The Bank has invested in limited partnerships that are formed to develop and operate high-quality affordable housing for lower income tenants within the United States. These partnerships must meet the regulatory requirements for affordable housing for a minimum 15-year compliance period to fully utilize the tax credits. The Bank is not the primary beneficiary and therefore does not consolidate these partnerships. If the partnerships cease to qualify during the compliance period, the credits may be denied for any period in which the projects are not in compliance, and credits previously taken may be partially subject to recapture with interest.

As of December 31, 2023, the Bank had ten investments, with a net carrying value of \$65.3 million. Commitments to fund investment in affordable housing partnerships as of December 31, 2023 totaled \$30.8 million. As of December 31, 2022, the Bank had nine investments, with a net carrying value of \$61.2 million. Commitments

to fund investment in affordable housing partnerships as of December 31, 2022 totaled \$27.5 million. As of December 31, 2023 and 2022, there was no impairment in investment in affordable housing partnerships.

The Bank amortizes investment in affordable housing partnerships in proportion with tax credits and benefits realized. Total proportional amortization of our investments in affordable housing partnerships was \$10.9 million, \$7.8 million and \$8.4 million for the years ended December 31, 2023, 2022 and 2021. The related tax benefits were \$8.1 million, \$7.5 million and \$7.4 million for the years ended December 31, 2023, 2022 and 2021.

#### Note 10 – Commitments and Contingencies

*Credit Extensions:* As a financial institution, the Bank enters into a variety of financial transactions with its customers in the normal course of business. Many of these products do not necessarily entail present or future funded asset or liability positions, instead the nature of these is considered in the form of executor contracts.

Financial instrument transactions are subject to the Bank’s normal credit standards, financial controls and risk-limiting, and monitoring procedures. Collateral requirements are determined on a case-by-case evaluation of each customer and product.

The Bank’s exposure to credit risk under commitments to extend credit, standby letters of credit, commercial letters of credit, commitments to fund investments in affordable housing partnerships, operating lease commitments, and financial guarantees written is limited to the contractual amount of those instruments.

At December 31, 2023 and 2022, the Bank had commitments to fund loans of \$1.26 billion and \$1.25 billion, respectively. Financial instruments with off-balance-sheet risk at December 31, 2023 and 2022 are as follows:

	December 31, 2023		December 31, 2022	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
	<i>(In thousands)</i>			
Commitments to extend credit	\$ 1,431	\$ 1,259,309	\$ 5,376	\$ 1,244,697
Commercial letters of credit	5,567	-	5,475	-
Standby letters of credit	447,588	-	395,190	-
<b>Total</b>	<b>\$ 454,586</b>	<b>\$ 1,259,309</b>	<b>\$ 406,041</b>	<b>\$ 1,244,697</b>

The Bank’s exposure to credit losses in the event of non-performance by the other party to commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for extending loan facilities to customers. The Bank evaluates each customer’s credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management’s credit evaluation of the counterparty.

*Lease Commitments:* The Bank is obligated under non-cancellable operating leases for our corporate office/main branch, 13 branch offices and 3 administrative offices. Our leases have remaining terms of four months to 10 years, with a weighted average remaining lease term of 6.3 years and 6.0 years as of December 31, 2023 and 2022, respectively. The majority of our leases provide for increases in future minimum annual rental payments as defined in the lease agreements. We have one variable lease where the increase in lease liability is tied to the Consumer Price Index capped at 3% and no options to extend were incorporated into our lease liability calculations. At December 31, 2023 and 2022, weighted average discount rate used to determine the operating lease liability was 5.0%. Cash paid for amounts included in the measurement of operating lease liabilities was \$4.4 million, \$4.1 million and \$4.0 million for the years ended December 31, 2023, 2022 and 2021, respectively.

As of December 31, 2023, the future total minimum lease payments for the Bank's premises are as follows:

<b>Year:</b>	<b>Total lease payment</b>
	<i>(In thousands)</i>
2024	\$ 4,900
2025	3,951
2026	3,369
2027	2,793
2028	2,571
Thereafter	5,454
Total future lease payments	\$ 23,038
Discount to present value	(3,272)
Total lease liability	<u>\$ 19,766</u>

Rental expense on operating leases was \$2.7 million, \$2.5 million and \$2.6 million for the years ended December 31, 2023, 2022 and 2021, respectively.

#### **Note 11 – Related Party Transactions**

*Loan and Commitments:* The Bank has extended credit to certain directors and officers and companies in which they have an interest and certain shareholders which beneficially own more than 5% of the Bank's capital stock.

At December 31, 2023 and 2022, the aggregate loans (including commitments) to related parties were approximately \$6.7 million (of which \$2.4 million was outstanding) and \$7.8 million (of which \$2.6 million was outstanding), respectively. All related party loans were current at December 31, 2023 and 2022.

Changes in the outstanding loans to related parties are summarized as follows:

	<b>2023</b>	<b>2022</b>	<b>2021</b>
	<i>(In thousands)</i>		
Balance at beginning of year	\$ 2,618	\$ 1,082	\$ 1,125
New loans/line advances	-	1,625	-
Net drawdowns (repayments)	(246)	(89)	(43)
Balance at end of year	<u>\$ 2,372</u>	<u>\$ 2,618</u>	<u>\$ 1,082</u>

*Deposits:* The amount of deposits from related parties was \$12.5 million at December 31, 2023 and 2022.

#### **Note 12 – Restrictions on Cash Dividends, Regulatory Capital Requirements**

The Bank has authorized 25,000,000 shares of preferred stock. The Board has the authority to issue the preferred stock in one or more series, and to fix the designations, rights, preferences, privileges, qualifications, and restrictions, including dividend rights, conversion rights, voting rights and terms of redemptions, liquidation preferences, and sinking fund terms, any or all of which may be greater than the rights of the common stock.

Under Section 1132 of the California Financial Code, funds available for cash dividend payments by a bank are restricted to the lesser of: (i) retained earnings or (ii) the bank's net income for its last three fiscal years (less any distributions to shareholders made during such period). Cash dividends may also be paid out of the greatest of: (i) retained earnings, (ii) net income for a bank's last preceding fiscal year, or (iii) net income of the bank for its current fiscal year upon the prior approval of the Commissioner of Financial Institutions, State of California, without regard to retained earnings or net income for its prior three fiscal years.

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations,

involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. The final rules implementing Basel Committee on Banking Supervision’s capital guidelines for U.S. banks (“Basel III rules”) became effective for the Bank on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. The Bank elected to permanently opt-out of excluding accumulated other comprehensive income from common equity tier 1 capital. Under the Basel III rules, the Bank must hold a capital conservation buffer above the adequately capitalized risk-based capital ratios. The capital conservation buffer was phased in from 0.0% for 2015 to 2.50% by 2019. The required capital conservation buffer for 2023 and 2022 was 2.50%. The Bank’s capital conservation buffer was 5.57% and 4.81% as of December 31, 2023 and 2022, respectively. Management believes that as of December 31, 2023 the Bank meets all capital adequacy requirements to which it is subject.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited as is asset growth and expansion, and capital restoration plans are required. At December 31, 2023 and 2022, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution’s category.

The quantitative measures established by the regulation to ensure capital adequacy require the Bank to maintain amounts and ratios (set forth in the table below) of total and Tier 1 risk-based capital (as defined in the regulation) to risk-weighted assets (as defined) and of Tier 1 risk-based capital (as defined) to average assets (as defined). Management believes, as of December 31, 2023, that the Bank meets all capital adequacy requirements to which it is subject.

The Bank’s actual capital and various regulatory required capital thresholds without conservation are presented in the following table:

	Actual		For capital adequacy purposes		To be well capitalized under prompt corrective action provision	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<i>(In thousands)</i>						
<b>As of December 31, 2023:</b>						
Total risk-based capital	\$ 951,250	15.18%	\$ 501,227	≥ 8.00%	\$ 626,533	≥ 10.00%
Tier 1 risk-based capital	724,686	11.57	375,920	6.00	501,227	8.00
Common equity tier 1 risk-based capital ratio	724,686	11.57	281,940	4.50	407,247	6.50
Leverage ratio	724,686	10.85	267,194	4.00	333,992	5.00
<b>As of December 31, 2022:</b>						
Total risk-based capital	\$ 874,315	14.39%	\$ 486,139	≥ 8.00%	\$ 607,674	> 10.00%
Tier 1 risk-based capital	656,658	10.81	364,605	6.00	486,139	8.00
Common equity tier 1 risk-based capital ratio	656,658	10.81	273,453	4.50	394,988	6.50
Leverage ratio	656,658	10.30	254,892	4.00	318,615	5.00

### Note 13 – Share-Based Compensation

The Bank remunerates employees and directors through its stock compensation plans – the 2004 Equity Incentive Plan and 2014 Equity Incentive Plan which are discussed below.

Share-based compensation expense for all share-based payment awards is based on the grant-date fair value estimated in accordance with the provisions of ASC 718 “Compensation – Stock Compensation”. The Bank recognizes these compensation costs on a straight-line basis over the requisite service period for the entire award, which is the vesting term of generally three to five years, for only those options expected to vest. The fair value of stock options and awards was estimated using the Black-Scholes option pricing model with the grant-date assumptions and weighted-average fair value. When options are exercised, the Bank’s policy is to issue new shares of stock.

For the years ended December 31, 2023, 2022 and 2021, the Bank recognized share-based compensation expense of \$5.8 million, \$8.4 million and \$9.1 million, respectively, resulting in the recognition of \$478,000, \$836,000 and \$(59,000) in related tax benefits (expense), respectively.

#### **2004 Equity Incentive Plan**

The 2004 Equity Incentive Plan (the “2004 Plan”) provided for granting of non-statutory stock options, incentive stock options, restricted stock awards (“RSAs”), and restricted stock units (“RSUs”) to employees, officers, and directors of the Bank. Stock options granted under the 2004 Plan have an exercise price equal to the fair value of the underlying common stock on the date of grant. Stock options granted under the 2004 Plan generally vest in installments between 20-33% each year, become fully vested after three to five years and expire between four to ten years from the date of grant. Certain option and share awards provide for accelerated vesting if there is a change in control (as defined in the 2004 Plan). There were 1,455,330 shares authorized under this plan.

The 2004 Plan expired on April 14, 2014, and as a result no future grants have been made under the 2004 Plan after that date.

As of December 31, 2023, there were no stock options outstanding or activities for the years ended December 31, 2023, 2022 and 2021 under the 2004 Plan. As of December 31, 2023, there was no unrecognized compensation cost that relates to unvested options granted under the 2004 Plan.

#### **2014 Equity Incentive Plan**

During the second quarter of 2014, the Bank’s Board of Directors adopted and the Bank’s shareholders approved a new stock incentive plan, the 2014 Equity Incentive Plan, (the “2014 Plan”). Similar to the 2004 Plan, the Plan provides for granting of nonstatutory stock options, incentive stock options, restricted stock awards (“RSAs”), and restricted stock units (“RSU”) to employees, officers, and directors of the Bank. Stock options granted under the 2014 Plan have an exercise price equal to the fair value of the underlying common stock on the date of grant. Stock options and share awards granted under the 2014 Plan are generally expected to vest in installments between 20-25% each year, become fully vested after four to five years, and expire four to six years from the date of grant. All option and share awards provide for accelerated vesting if there is a change in control (as defined in the 2014 Plan). There are 2,500,000 shares reserved for issuance under the 2014 Plan.

There were no non-vested stock options outstanding or related activity during the years ended December 31, 2023, 2022 and 2021.

#### **Restricted Stock Awards and Restricted Stock Units**

The Bank’s 2014 Plan provides for granting of restricted stock awards and restricted stock units to employees, officers, and directors of the Bank.

The RSAs and RSUs granted to our employees, officers and directors under the 2014 Plan have an immediate-to four year vesting period and the vested number of shares are distributed at the end of the vesting period. Unlike RSAs, RSUs do not entitle the recipients to receive cash dividends.

Performance-based RSUs are granted to our CEO at the target amount of awards, payable at the end of the three-year performance period. Based on achievement of pre-determined financial goals, the number of shares that vest can be adjusted to a maximum of 175% of the target.



The compensation costs of both time-based and performance-based awards are estimated based on awards ultimately expected to vest and recognized on a straight-line basis from the grant date until the vesting date of each grant. The total unrecognized compensation expense for outstanding RSUs was \$5.9 million as of December 31, 2023, and will be recognized over an average of 1.4 years. There was no unrecognized compensation expense associated with RSAs at December 31, 2023.

The total fair value of restricted stock awards vested during the years ended December 31, 2023, 2022 and 2021 was \$627,000, \$2.0 million and \$1.2 million, respectively. The total fair value of restricted stock units vested during the years ended December 31, 2023, 2022 and 2021 was \$9.6 million, \$9.6 million and \$139,000.

The following is a summary of the activities for non-vested RSAs under the 2014 Plan for the years ended December 31:

	Shares	Weighted-Average Grant Date Fair Value
Outstanding, December 31, 2020	1,800	\$ 55.58
Granted	33,450	55.21
Forfeited	-	-
Vested	(33,450)	55.21
Outstanding, December 31, 2021	1,800	\$ 55.58
Granted	26,110	70.57
Forfeited	-	-
Vested	(27,910)	69.61
Outstanding, December 31, 2022	-	\$ -
Granted	-	-
Forfeited	-	-
Vested	-	-
Outstanding, December 31, 2023	-	\$ -

The following is a summary of the activities for the time-based RSUs and the performance-based RSUs that will be settled under the 2014 Plan for the years ended December 31. The number of outstanding performance-based RSUs stated below assumes the associated performance targets will be met at the target level.

	Performance-based		Time-based	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Outstanding, December 31, 2020	63,251	\$ 54.45	187,000	\$ 55.22
Granted	32,812	51.86	96,928	51.34
Forfeited	-	-	(4,474)	52.03
Vested	-	-	(2,175)	52.67
Outstanding, December 31, 2021	96,063	53.56	277,279	53.94
Granted	27,938	67.69	74,150	71.79
Forfeited	-	-	(3,925)	52.87
Vested	(38,500)	49.25	(95,512)	49.35
Outstanding, December 31, 2022	85,501	60.12	251,992	60.95
Granted	30,249	71.52	97,784	74.42
Forfeited	-	-	(2,646)	66.93
Vested	(36,750)	61.00	(92,796)	61.23
Outstanding, December 31, 2023	79,000	\$ 64.08	254,334	\$ 65.96

#### Note 14 – Employee Benefit Plan

Effective January 1, 1994, the Bank began a 401k profit sharing plan for its eligible employees. Under the plan, the Bank matches 50% of a participant's contributions up to 6% of his/her salary subject to federal limitations on maximum contributions. Contributions made by the Bank for the years ended December 31, 2023, 2022 and 2021 totaled \$673,000, \$581,000 and \$495,000, respectively.

#### Note 15 – Incentive Compensation Plan

The Bank's Incentive Compensation Plan is administered by the Compensation Committee of the Board of Directors (the "Compensation Committee"). The Compensation Committee determines which employees may participate in the plan, the total amount of incentive compensation payable to our employees each year, the amount to be carried over and paid in subsequent years and the allocation of the total amounts among our chairman, officers, and other employees. All awards are contingent upon the Bank attaining certain financial objectives with the exception of certain amounts which may be awarded by the Compensation Committee irrespective of the certain financial targets as part of new employees' first year compensation. This is typically done as an alternative to a signing bonus. For the years ended December 31, 2023, 2022 and 2021, financial objectives required under the plan were met. Total expense of the plan recorded by the Bank was \$14.1 million, \$11.9 million and \$12.0 million for 2023, 2022 and 2021, respectively. As of December 31, 2023 and 2022, the total incentive compensation accrual included in other liabilities amounted to \$15.1 million and \$12.2 million, respectively.

#### Note 16 – Litigation

From time to time, the Bank is a party to claims and legal proceedings arising in the ordinary course of business. There are no pending legal proceedings or, to the best of management's knowledge, threatened legal proceedings, to which the Bank is a party which may have a material adverse effect upon the Bank's financial condition, results of operations, or liquidity.

## Note 17 – Earnings per Share

The following table summarizes the basic and diluted earnings per share calculations for the periods indicated:

	2023	2022	2021
	<i>(In thousands, except per share data)</i>		
Basic earnings per share:			
Net income	\$ 150,040	\$ 128,845	\$ 95,240
Less: income and dividends allocated to participating securities	-	(2)	(11)
Net income allocated to common shareholders-basic	150,040	128,843	95,229
Basic weighted average common shares outstanding	14,095,745	14,579,132	14,866,000
Basic earnings per share	<u>\$ 10.64</u>	<u>\$ 8.84</u>	<u>\$ 6.41</u>
Diluted earnings per share:			
Net income	\$ 150,040	\$ 128,845	\$ 95,240
Less: income and dividends allocated to participating securities	-	(2)	(11)
Add: reallocation of income to dilutive securities	-	-	-
Net income allocated to common shareholders-diluted	150,040	128,843	95,229
Basic weighted average common shares outstanding	14,095,745	14,579,132	14,866,000
Effect of dilutive securities – restricted shares	165,899	230,284	-
Diluted weighted average shares outstanding	<u>14,261,644</u>	<u>14,809,416</u>	<u>14,866,000</u>
Diluted earnings per share	<u>\$ 10.52</u>	<u>\$ 8.70</u>	<u>\$ 6.41</u>

For the years ended December 31, 2023 and 2022 there were 309 and 33 shares, respectively, related to such awards which were excluded from the computation of diluted EPS due to their anti-dilutive effect. There were no shares excluded from the computation of diluted EPS due to the anti-dilutive effect for the year ended December 31, 2021.

## Note 18 – Fair Value of Financial Instruments

ASC Topic 825, *Financial Instruments*, requires that an entity disclose the fair value of all financial instruments, as defined, regardless of whether recognized in the financial statements of the reporting entity. For purposes of determining fair value, Financial Instruments Topic of FASB ASC provides that the fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is an exit price (price to sell an asset), to willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments.

(a) *Cash Due from Banks, Federal Funds Sold and Securities Purchased under Resale Agreements*

For cash and short-term instruments whose original or purchased maturity is less than 90 days, the carrying amount was assumed to be a reasonable estimate of fair value.

(b) *Securities held-to-maturity and Securities available-for-sale*

For securities held-to maturity and securities available-for-sale, fair values were based on quoted market prices obtained from market quotes, a Level 1 measurement. If a quoted market price was not available, fair value was estimated using quoted market prices for similar securities or if no quotes on similar securities were available, a Level 2 measurement, or a discounted cash flow analysis was used based on a market discount rate and adjusted for prepayments and defaults, a Level 3 measurement.

(c) *Federal Home Loan Bank Stock*

It is not practical to determine the fair value of FHLB stock due to the restrictions placed on its transferability.

(d) *Loans and Loans held for Sale*

Loans and loans held for sale are not measured at fair value on a recurring basis. Therefore, the following valuation discussion relates to estimating the fair value disclosures under ASC 825, Fair Value Measurements and Disclosures. Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type and further segmented into fixed and adjustable rate interest terms. The fair value estimates does take into consideration an exit price concept as contemplated in ASC 825. The fair value is determined using a discounted cash flow analysis approach, using prepayment and charge-off adjusted cash flow projections at a loan level. The projected cash flows were discounted to fair value using discount rates that were estimated using a build-up method reflecting a hypothetical market participant's funding and serving costs, and a charge for variability/liquidity. As these loans repriced frequently at market rates and the credit risk is not considered to be greater than normal, the market value is typically close to the carrying amount of these loans.

Loans measured for impairment based on the fair value of the underlying collateral are considered recorded at fair value on a non-recurring basis. Impaired loans include all of the Bank's non-accrual loans and certain restructured loans, all of which are reviewed individually for the amount of impairment, if any. The fair value of each loan's collateral is generally based on estimated market prices from an independently prepared appraisal, which is then adjusted for the cost related to liquidating such collateral; such valuation inputs result in a non-recurring fair value measurement that is categorized as a Level 2 measurement. When adjustments are made to an appraised value to reflect various factors such as the age of the appraisal or known changes in the market or the collateral or if an appraisal value is based on a discount cash flow rather than a market comparable, such valuation inputs are considered unobservable and the fair value measurement is categorized as a Level 3 measurement. In addition, unsecured impaired loans are measured at fair value based generally on unobservable inputs, such as the strength of a guarantor, discounted cash flow models and management's judgment; the fair value measurement of these loans is also categorized as a Level 3 measurement. Fair values were estimated for portfolios of loans with similar financial characteristics. Each loan category was further segmented into fixed and adjustable rate interest terms and by performing and non-performing categories.

(e) *Accrued Interest Receivable and Accrued Interest Payable*

The carrying amounts of accrued interest receivable and accrued interest payable approximate its fair value due to their short-term nature.

(f) *Deposits*

The fair value of demand deposits, saving accounts, and certain money market deposits were assumed to be the amount payable on demand at the reporting date. The fair value of interest bearing deposits and fixed maturity certificates of deposit was estimated based on discounted cash flow analysis. The discount rate used for fair valuation is based on interest rates currently offered on deposits with similar remaining maturities. This is a Level 2 measurement.

(g) *FHLB Borrowings*

The fair value of FHLB borrowings was based on discounted cash flow analysis. The discount rate used for fair valuation is based on rates currently offered for borrowings with similar remaining maturities, a Level 2 measurement.

(h) *Commitment to Extend Credit and Letters of Credit*

The majority of our commitments to extend credit carry market interest rates if converted to loans. Because these commitments are generally unassignable by either the borrower or us, they only have value to the borrower and us. The estimated fair value is not material. The fair value of letters of credit was based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date.

(i) *Subordinated Debt Issuance*

The fair value of subordinated debt is estimated by discounting the cash flows through the maturity date based on observable market rates which the Bank would pay for new issuances, a Level 2 measurement.

The carrying amount and estimated fair value of assets and liabilities as of December 31, 2023 and 2022 is detailed on the table below.

	<b>December 31, 2023</b>				
	<b>Carrying amount</b>	<b>Estimated fair value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
	<i>(In thousands)</i>				
<b>Assets:</b>					
Cash and cash equivalents	\$ 910,852	\$ 910,852	\$ 910,852	\$ -	\$ -
Securities held-to-maturity	21,171	19,540	-	19,540	-
Securities available-for-sale	313,842	313,842	-	313,842	-
Loans held for sale	360	360	-	360	-
Loans, net of allowance and net deferred loan fees	5,184,064	5,352,530	-	-	5,352,530
Accrued interest receivable	33,892	33,892	-	3,165	30,727
Federal Home Loan Bank stock	15,000	N/A	N/A	N/A	N/A
<b>Liabilities:</b>					
<b>Demand deposits and savings:</b>					
Noninterest-bearing	\$ 786,995	\$ 786,995	\$ -	\$ 786,995	\$ -
Interest-bearing	2,104,323	2,104,323	-	2,104,323	-
Time deposits	2,818,024	2,813,824	-	2,813,824	-
Subordinated debt issuance	148,232	173,349	-	173,349	-
Accrued interest payable	16,124	16,124	-	16,124	-

**December 31, 2022**

	<b>Carrying amount</b>	<b>Estimated fair value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
	<i>(In thousands)</i>				
<b>Assets:</b>					
Cash and cash equivalents	\$ 767,526	\$ 767,526	\$ 767,526	\$ -	\$ -
Securities held-to-maturity	22,459	20,517	-	20,517	-
Securities available-for-sale	428,295	428,295		418,412	9,883
Loans, net of allowance and net deferred loan fees	4,996,382	5,066,775	-	-	5,066,775
Accrued interest receivable	23,593	23,593	-	2,929	20,664
Federal Home Loan Bank stock	15,000	N/A	N/A	N/A	N/A
<b>Liabilities:</b>					
<b>Demand deposits and savings:</b>					
Noninterest-bearing	\$ 1,192,091	\$ 1,192,091	\$ -	\$ 1,192,091	\$ -
Interest-bearing	2,334,739	2,334,739	-	2,334,739	-
Time deposits	2,030,167	2,055,438	-	2,055,438	-
Subordinated debt issuance	147,995	164,477	-	164,477	-
Accrued interest payable	2,608	2,608	-	2,608	-

The fair value estimates do not reflect any premium or discount that could result from offering the instruments for sale. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in amounts disclosed. The fair value estimates are dependent upon subjective estimates of market conditions and perceived risks of financial instruments at a point in time and involve significant uncertainties resulting in variability in estimates with changes in assumptions.

The Bank determines the fair values of its financial instruments based on the fair value hierarchy established in ASC 820. ASC 820 defines fair value, establishes a three-level fair value hierarchy based on the quality of inputs used to measure fair value and expands disclosures about fair value measurements.

The three-level categorizations to measure the fair value of assets and liabilities are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable prices in active markets for similar assets or liabilities; prices for identical or similar assets or liabilities in markets that are not active; directly observable market inputs for substantially the full term of the asset and liability; market inputs that are not directly observable but are derived from or corroborated by observable market data.

Level 3 - Unobservable inputs based on the Bank's own judgments about the assumptions that a market participant would use.

The Bank uses the following methodologies to measure the fair value of its financial assets on a recurring basis:

- *Asset-backed securities* – The Bank measures fair value of asset-backed securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- *Corporate notes* – The Bank measures fair value of corporate notes by using quoted market prices for similar securities or dealer quotes, a level 2 measurement except one corporate note with fair value measurement using significant unobservable inputs, a level 3.
- *Municipal securities* – The Bank measures fair value of state and municipal securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.

- *U.S. Agency mortgage-backed securities* – The Bank measures fair value of mortgage-backed securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- *Collateralized mortgage obligations* – The Bank measures fair value of collateralized mortgage obligations by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- *U.S. Agency principal-only strip securities* - The Bank measures fair value of principal-only strip securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.
- *SBA securities* – The Bank measures fair value of small business administration (SBA) securities by using quoted market prices for similar securities or dealer quotes, a level 2 measurement.

The following table presents the Bank’s hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2023:

	Fair Value Measurements Using			Balance at December 31, 2023
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	<i>(In thousands)</i>			
<b>Securities, available-for-sale:</b>				
Asset-backed securities	\$ -	\$ 2,831	\$ -	\$ 2,831
Corporate notes	-	90,522	-	90,522
U.S. Agency principal-only strips	-	289	-	289
U.S. Agency mortgage-backed securities	-	9,084	-	9,084
Collateralized mortgage obligations	-	134,924	-	134,924
SBA Securities	-	41	-	41
Municipal securities	-	63,813	-	63,813
U.S. Treasury bills	-	12,338	-	12,338
<b>Total</b>	<b>\$ -</b>	<b>\$ 313,842</b>	<b>\$ -</b>	<b>\$ 313,842</b>

The following table presents the Bank’s hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2022:

	Fair Value Measurements Using			Balance at December 31, 2021
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	<i>(In thousands)</i>			
<b>Securities, available-for-sale:</b>				
Asset-backed securities	\$ -	\$ 3,007	\$ -	\$ 3,007
Corporate notes	-	123,100	9,883	132,983
U.S. Agency principal-only strips	-	382	-	382
U.S. Agency mortgage-backed securities	-	10,863	-	10,863
Collateralized mortgage obligations	-	156,312	-	156,312
SBA Securities	-	85	-	85
Municipal securities	-	64,531	-	64,531
U.S. Treasury bills	-	60,132	-	60,132
<b>Total</b>	<b>\$ -</b>	<b>\$ 418,412</b>	<b>\$ 9,883</b>	<b>\$ 428,295</b>

There were no transfers in or out of Level 1 and Level 2 fair value measurements during the years ended December 31, 2023, 2022 and 2021.

There was a zero and \$9.9 million of corporate notes with fair value measurements using significant unobservable inputs (Level 3) during the years ended December 31, 2023 and 2022, respectively.

Collateral-dependent loans – On a non-recurring basis, the Bank measures the fair value of collateral-dependent loans based on fair value of the collateral value which is derived from appraisals that take into consideration prices in observable transactions involving similar assets in similar locations in accordance with Receivables Topic of FASB ASC. Collateral value determined based on recent independent appraisals are considered a level 2 measurement. Collateral values based on unobservable inputs that are supported by little or no market data and less current appraisals are considered a level 3 measurement.

Other real estate owned and repossessed assets – Real estate and repossessed assets acquired in the settlement of loans is initially recorded at fair value, less estimated costs to sell. The Bank records other real estate owned at fair value on a non-recurring basis. As from time to time, nonrecurring fair value adjustments to other real estate owned are recorded based on current appraisal value of the property, a Level 2 measurement, or management’s judgment and estimation based on reported appraisal value, a Level 3 measurement. There was \$16.7 million and \$22.0 million of other real estate owned and repossessed assets measured at estimated fair value on a non-recurring basis at December 31, 2023 and 2022, respectively. There were \$1.9 million, \$1.4 million and zero of losses resulting from the measurement of other real estate owned or repossessed assets measured on a non-recurring basis for the years ended December 31, 2023, 2022 and 2021, respectively.

The following table presents the Bank’s hierarchy for its assets measured at estimated fair value on a nonrecurring basis at December 31, 2023 and 2022, and the total losses resulting from these fair value adjustments for the year ended December 31, 2023 and 2022:

	Fair Value Measurements Using			Balance at December 31, 2023	Year Ended December 31, 2023 Total Losses
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
			(In thousands)		
Real estate owned	-	-	16,625	16,625	1,900
Total	\$ -	\$ -	\$ 16,625	\$ 16,625	\$ 1,900

	Fair Value Measurements Using			Balance at December 31, 2022	Year Ended December 31, 2022 Total Losses
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
			(In thousands)		
Collateral dependent loans:					
Commercial and industrial	\$ -	\$ -	\$ 499	\$ 499	\$ 191
Real estate owned	-	-	18,525	18,525	1,425
Total	\$ -	\$ -	\$ 19,024	\$ 19,024	\$ 1,616



The following table represents quantitative information regarding the significant unobservable inputs used in significant Level 3 assets measured at fair value on a non-recurring basis at December 31, 2023 and 2022.

<b>December 31, 2023</b>					
<b>Fair Value</b>	<b>Valuation Technique</b>	<b>Unobservable Input</b>	<b>Range</b>		
<i>(In thousands)</i>					
Real estate owned	\$ 16,625	Market comparable	Adjustment to appraisal for selling costs	5%	
<b>December 31, 2022</b>					
<b>Fair Value</b>	<b>Valuation Technique</b>	<b>Unobservable Input</b>	<b>Range</b>		
<i>(In thousands)</i>					
Collateral-dependent loans:					
Commercial and industrial	\$ 499	Market comparable	Adjustment to appraisal for selling costs	5%	
Real estate owned	\$ 18,525	Market comparable	Adjustment to appraisal for selling costs	5%	

#### **Note 19 – Common Stock Repurchases and Issuances**

On August 6, 2021, the Bank received approval from the California Department of Financial Protection and Innovation for the repurchase of up to \$50 million in the Bank’s common stock or 5% of total outstanding shares, whichever is less, in the open market. The timing, price and volume of the share repurchases will be determined by Bank management based on its evaluation of market conditions and other relevant factors. This repurchase was approved by shareholders at the Bank’s Annual Shareholders Meeting on May 18, 2021. Under this program, during 2021 the Bank repurchased 282,949 shares, at an average price of \$61.69, for total consideration of \$17.5 million.

In May of 2022, the Board of Directors elected to re-commence the repurchase plan which began in 2021 and received all the required approvals. During 2022, the Bank repurchased 464,438 shares, at an average price of \$68.86 per share, for total consideration of \$32 million, completing the stock repurchase plan.

On June 9, 2023, the Bank received approval from the California Department of Financial Protection and Innovation for the repurchase of up to \$150 million in the Bank’s common stock or 5% of total outstanding shares, whichever is less, in the open market. The timing, price and volume of the share repurchases will be determined by Bank management based on its evaluation of market conditions and other relevant factors. This repurchase was approved by shareholders at the Bank’s Annual Shareholders Meeting on May 16, 2023. On June 12, 2023, the Board of Directors approved what will be the first tranche of that repurchase plan, which will call for the repurchase of up to \$50 million of the total \$150 million repurchase. The share repurchase program may be suspended, terminated or modified at any time by the Bank for any reason, including market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, liquidity, and other factors deemed appropriate. During the year ended December 31, 2023, the Bank repurchased 863,879 shares of common stock at a weighted average price of \$58.59.

#### **Note 20 – Subsequent Events**

As of March 13, 2024, the total shares repurchased was 229,607 at an average price of \$70.85.

***ITEM 16. FORM 10-K SUMMARY***

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 14, 2024

PREFERRED BANK  
(Registrant)

By /s/ Li Yu  
Li Yu  
*Chairman and Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>/s/ Li Yu</u> Li Yu	Chairman and Chief Executive Officer (Principal executive officer)	March 14, 2024
<u>/s/ Edward J. Czajka</u> Edward J. Czajka	Executive Vice President and Chief Financial Officer (Principal financial and accounting officer)	March 14, 2024
<u>/s/ J. Richard Belliston</u> J. Richard Belliston	Director	March 14, 2024
<u>/s/ William C. Y. Cheng</u> William C.Y. Cheng	Director	March 14, 2024
<u>/s/ Clark Hsu</u> Clark Hsu	Director	March 14, 2024
<u>/s/ Gary S. Nunnelly</u> Gary S. Nunnelly	Director	March 14, 2024
<u>/s/ Chih-Wei Wu</u> Chih-Wei Wu	Director	March 14, 2024
<u>/s/ Wayne Wu</u> Wayne Wu	Director	March 14, 2024
<u>/s/ Kathleen Shane</u> Kathleen Shane	Director	March 14, 2024

Exhibit 21.1

SUBSIDIARIES OF THE REGISTRANT

PB Investment and Consulting, Inc. (PBICI), a California corporation

CERTIFICATION PURSUANT TO RULE  
13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Li Yu, certify that:

1. I have reviewed this Annual Report on Form 10-K of Preferred Bank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 14, 2024

/s/ Li Yu

Li Yu

Chairman and Chief Executive Officer

CERTIFICATION PURSUANT TO RULE  
13a-14(a) AND 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward J. Czajka, certify that:

1. I have reviewed this Annual Report on Form 10-K of Preferred Bank;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 14, 2024

/s/ Edward J. Czajka

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Edward J. Czajka  
Executive Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Preferred Bank (the “Bank”) on Form 10-K for the period ending December 31, 2023 as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), I, Li Yu, Chairman and Chief Executive Officer of the Bank, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: March 14, 2024

/s/ Li Yu

\_\_\_\_\_  
Li Yu

Chairman and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating acknowledging, or otherwise adopting the signature that appears in typed form within this version of this written statement required by Section 906, has been provided to the Bank and will be retained by the Bank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Preferred Bank (the “Bank”) on Form 10-K for the period ending December 31, 2023 as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), I, Edward J. Czajka, Executive Vice President and Chief Financial Officer of the Bank, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: March 14, 2023

/s/ Edward J. Czajka

Edward J. Czajka

Executive Vice President & Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating acknowledging, or otherwise adopting the signature that appears in typed form within this version of this written statement required by Section 906, has been provided to the Bank and will be retained by the Bank and furnished to the Federal Deposit Insurance Corporation or its staff upon request.