

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

**FORM 10-K
ANNUAL REPORT**

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

For the fiscal year ended December 31, 2020

Commission File Number: 000-50755

OPTIMUMBANK HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

55-0865043
(I.R.S. Employer
Identification No.)

2929 East Commercial Blvd. Suite 303, Fort Lauderdale, FL 33308
(Address of principal executive offices)

Registrant's telephone number, including area code: **(954) 900-2800**

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>
Common Stock, par value \$0.01 per share	OPHC	NASDAQ Capital Market
Preferred Stock, no par value		None

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. 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 Securities Exchange Act of 1934. 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 and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging Growth Company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes No

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant (2,486,658 shares) on June 30, 2020, was approximately \$6,067,446, computed by reference to the closing market price at \$2.44 per share as of June 30, 2020. For purposes of this information, the outstanding shares of common stock beneficially owned by directors and executive officers of the registrant were deemed to be shares of common stock held by affiliates.

The number of shares of common stock, par value \$0.01 per share, of the registrant outstanding as of March 25, 2021 was 3,203,455 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2021 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days of the issuer's fiscal year end are incorporated by reference into Part III, Items 10 through 14, of this Annual Report on Form 10-K.

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PART I

Item 1. Business

Forward-Looking Statements

We have made forward-looking statements in this Annual Report about the financial condition, results of operations, and business of our company. These statements are not historical facts and include expressions concerning the future that are subject to risks and uncertainties. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among other things, the following possibilities:

- general economic conditions, either nationally or regionally, that are less favorable than expected resulting in, among other things, a deterioration in credit quality and an increase in credit risk-related losses and expenses;
- changes in the interest rate environment that reduce margins;
- competitive pressure in the banking industry that increases significantly;
- changes that occur in the regulatory environment; and
- changes that occur in business conditions and the rate of inflation.

When used in this Annual Report, the words “believes,” “estimates,” “plans,” “expects,” “should,” “may,” “might,” “outlook,” and “anticipates,” as well as similar expressions, as they relate to us or our management, are intended to identify forward-looking statements.

General

OptimumBank Holdings, Inc. is a Florida corporation (the “Company”) formed in 2004 as a bank holding company for OptimumBank (the “Bank”). The Company’s only business is the ownership and operation of the Bank. The Bank is a Florida state chartered bank established in 2000, with deposits insured by the Federal Deposit Insurance Corporation (“FDIC”). The Bank offers a variety of community banking services to individual and corporate customers through its three banking offices located in Broward County, Florida.

The Company is subject to the supervision and regulation of The Board of Governors of the Federal Reserve System (the “Federal Reserve”). The Bank is subject to the supervision and regulation of the State of Florida Office of Financial Regulation (“OFR”) and the FDIC. The Bank is a member of the Federal Home Loan Bank of Atlanta.

At December 31, 2020, the Company had total assets of \$235.1 million, net loans of \$152.5 million, total deposits of \$190.8 million and stockholders’ equity of \$17.8 million. During 2020, the Company had a net loss of \$782,000.

Junior Subordinated Debenture

Junior Subordinated Debenture. In 2004, the Company formed OptimumBank Capital Trust I (the “Trust”) for the purpose of raising capital through the sale of trust preferred securities. At that time, the Trust raised \$5,155,000 through the sale of 5,000 trust preferred securities (the “Trust Preferred Securities”) to a third party investor and the issuance of 155 common trust securities to the Company.

The Trust utilized the proceeds of \$5,155,000 to purchase a junior subordinated debenture from the Company (the “Junior Subordinated Debenture”). Under the Junior Subordinated Debenture, the Company is required to make interest payments on a periodic basis and to pay the outstanding principal amount plus accrued interest on October 7, 2034.

In May 2018, Preferred Shares, LLC (the “Purchaser”) acquired all 5,000 of the Trust Preferred Securities from a third party. The Purchaser is an affiliate of a director of the Company. The Purchaser has subsequently sold and/or transferred 3,087 of the Trust Preferred Securities to unaffiliated third parties.

The Company had been in default under the Junior Subordinated Debenture due to the failure to pay interest since 2015. In September 2020, the Company paid approximately \$1.1 million to the holders of the outstanding Trust Preferred Securities, which represented all accrued interest through September 2020 under the Junior Subordinated Debenture attributable to the Trust Preferred Securities that had not been cancelled. The coupon interest rate floats quarterly at the three-month LIBOR rate plus 2.45% (2.68% at December 31, 2020).

During 2018, the Company issued 301,778 shares of the Company’s common stock in exchange for 694 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$694,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$211,000, and increased its stockholders’ equity by the same amount.

During 2019, the Company issued 924,395 shares of the Company’s common stock in exchange for 1,881 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$1,881,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$763,000, and increased its stockholders’ equity by the same amount.

During December 2020, the Company issued 171,500 shares of the Company’s common stock in exchange for 512 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$512,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$2,000, and increased its stockholders’ equity by the same amount.

The principal owed by the Company in connection with the Junior Subordinated Debenture was \$2,068,000 at December 31, 2020 and \$2,580,000 at December 31, 2019. The accrued interest owed by the Company associated with the Junior Subordinated Debenture was \$30,000 and \$995,000 at December 31, 2020 and December 31, 2019 respectively. The accrued interest is presented on the accompanying consolidated balance sheet under the caption “Other liabilities”.

Branch Relocation

During 2019, the Bank relocated its branch located on Commercial Boulevard in Broward County, Florida. In connection with the relocation, the Bank sold its existing branch facility for \$1,400,000, with the Bank agreeing to finance \$1,050,000 of the purchase price in the form of a note from the purchaser. The purchaser was a significant stockholder and therefore a related party. In connection with the sale, the Company recorded a loss of \$215,000.

The Bank leased the new location under a ten year operating lease. The new location is also located on Commercial Boulevard in Broward County, Florida. It has a branch which occupies 500 square feet of space and an operations center with 4,800 square feet of space.

Banking Products

The Bank’s revenues are primarily derived from interest on, and fees received in connection with, real estate and other loans, and from interest from securities and short-term investments. The principal sources of funds for the Bank’s lending activities are deposits, borrowings, repayment of loans, and the repayment, or maturity of securities. The Bank’s principal expenses are the interest paid on deposits, and operating and general administrative expenses.

As is the case with banking institutions generally, the Bank’s operations are materially and significantly influenced by general economic conditions and by related monetary and fiscal policies of financial institution regulatory agencies, including the Federal Reserve and the FDIC. Deposit flows and costs of funds are influenced by interest rates on competing investments and general market rates of interest. Lending activities are affected by the demand for financing of real estate and other types of loans, which in turn is affected by the interest rates at which such financing may be offered and other factors affecting local demand and availability of funds. The Bank faces strong competition attracting deposits (its primary source of lendable funds) and originating loans.

The Bank provides a range of consumer and commercial banking services to individuals and businesses. The basic services offered include: demand interest-bearing and noninterest-bearing accounts, money market deposit accounts, NOW accounts, time deposits, Visa debit and ATM cards, cash management, direct deposits, notary services, money orders, night depository, cashier’s checks, domestic collections, and banking by mail. The Bank makes commercial real estate loans and consumer loans. The Bank offers business lending lines for working capital needs. Growing businesses can use the loans to expand inventory, take discounts, offset receivables, or establish new structured financing and repayment plans that are consistent with the cash flow of the business. The Bank provides ATM cards and Visa debit cards, as a part of the Star, Presto and Cirrus networks, thereby permitting customers to utilize the convenience of ATMs worldwide. The Bank does not have trust powers and provides no trust services.

Operating and Business Strategy

The Company's continuing goal is for the Bank to become one of the leading community banking organizations in Broward County, Florida through steady growth and a prudent operating strategy.

The key elements of the Bank's operating and business strategies are as follows:

- **Emphasizing local management and local decision-making, resulting in rapid, personalized customer service, rapid credit decisions and expedited closings;**
- **Maintaining a presence in Broward County through a branch network. Currently, the Bank has three branch banking offices in Broward County;**
- **Concentrating on real estate, commercial and consumer lending activities by originating fixed and adjustable rate commercial mortgage loans, commercial loans, and consumer loans for Bank customers;**
- **Maintaining high credit quality through strict underwriting criteria and the Bank's knowledge of the real estate values and borrowers in its market area; and**
- **Personalizing products and service by providing innovative financial products and high service levels in order to maintain strong customer relationships. The Bank seeks customers who prefer to conduct business with a locally managed institution.**

The Bank and its management team are focusing on achieving the following key business objectives:

- **Increasing and Diversifying Loan Originations.** Management is seeking to increase the Bank's loan production to add more interest bearing assets to its asset base. In addition, management is endeavouring to diversify loan originations and the loan portfolio to include more commercial and consumer loans in order to supplement the Bank's existing portfolio of residential and commercial real estate loans.
- **Lowering the Cost of Deposits.** Management is seeking to change the Bank's deposit mix by replacing higher cost interest bearing time deposits with non-interest bearing demand deposits, which is occurring.
- **Increasing Capital Ratios.** Management is seeking to obtain additional capital to increase the Bank's capital ratios in order to allow the Bank to grow, implement its business plan and improve profitability.

Lending Activities

The Bank offers real estate, commercial and consumer loans, to individuals and small businesses and other organizations that are located in or conduct a substantial portion of their business in its market area. The Bank's market area consists of the tri-county area of Broward, Miami-Dade and Palm Beach counties. The Bank's net loans at December 31, 2020 were \$152.5 million, or 65% of total assets. During 2020 net loans increased by \$50.2 million. Loans balances mostly increased by \$12.2 million in multi-family real estate loans, \$16 million in commercial real estate loans and \$17.3 million in commercial loans. The interest rates charged on loans varied with the degree of risk, maturity, and amount of the loan, and are further subject to competitive pressures, money market rates, availability of funds, and government regulations. The Bank has no foreign loans.

The Bank's loan portfolio is concentrated in two major areas: residential and commercial real estate loans. As of December 31, 2020, 82% of the loan portfolio consisted of loans secured by mortgages on real estate, of which approximately 19.6% of the total loan portfolio was secured by one-to-four family residential properties. The real estate loans are located primarily in the tri-county market area.

The Bank's real estate loans are secured by mortgages and consist primarily of loans to individuals and businesses for the purchase or improvement of, or investment in, real estate. These real estate loans were made at fixed or variable interest rates and are normally adjustable rate mortgages which adjust annually after the initial three to five year period. The Bank's fixed rate loans generally are for terms of five years or less, and are repayable in monthly instalments based on a maximum 30-year amortization schedule.

Loan originations are derived primarily from director and employee referrals, existing customers, and direct marketing. Certain credit risks are inherent in making loans. These include prepayment risks, risks resulting from uncertainties in the future value of collateral, risks resulting from changes in economic and industry conditions including interest rates, and risks inherent in dealing with individual borrowers. A significant portion of the Bank's portfolio is collateralized by real estate in South Florida, which is susceptible to local economic downturns. The Bank attempts to minimize credit losses through various means. On larger credits, it relies on the cash flow and assets of a debtor as the source of repayment as well as the value of the underlying collateral. The Bank also generally limits its loans to up to 80% of the value of the underlying real estate collateral. The Bank generally charges a prepayment penalty if a loan is repaid within the first two to three years of origination to recover any costs it paid for the origination of the loan.

Deposit Activities

Deposits are the major source of the Bank's funds for lending and other investment activities. The Bank considers the majority of its regular savings, demand, NOW, money market deposit accounts and CD's under \$250,000 to be core deposits. These accounts comprised approximately 98.7% of the Bank's total deposits at December 31, 2020. Approximately 11% of the deposits at December 31, 2020 were certificates of deposit. Generally, the Bank attempts to maintain the rates paid on its deposits at a competitive level. Time deposits of \$250,000 and over made up approximately 1.3% of the Bank's total deposits at December 31, 2020. Although these large deposits are not traditionally considered core deposits, the majority of these deposits have served as a stable source of funds for the Bank. During 2020 total deposits increased by \$89.3 million. The increase in deposit balances primarily consisted of increases of \$47.7 million in noninterest-bearing demand deposits and \$55.2 million in savings, NOW and money-market deposits. Time deposits decreased by \$13.6 million during 2020.

Investments

The Bank's investment securities portfolio was approximately \$22.3 and \$11.2 million at December 31, 2020 and 2019, respectively, representing 9.5% and 8.8% of its total assets. At December 31, 2020, 72% of this portfolio was invested in asset-backed securities. Mortgage backed securities generally have a shorter life than the stated maturity. The Bank's investments are managed in relation to loan demand and deposit growth, and are generally used to provide for the investment of excess funds at minimal risk levels while providing liquidity to fund increases in loan demand or to offset fluctuations in deposits.

The excess balance account is the excess cash the Bank has available over and above daily cash needs. This money is invested on an overnight basis with the Federal Reserve.

Correspondent Banking

Correspondent banking involves one bank providing services to another bank which cannot provide that service for itself from an economic or practical standpoint. The Bank is required to purchase correspondent services offered by larger banks, including check collections, purchase of federal funds, security safekeeping, investment services, coin and currency supplies, and sales of loans to or participations with correspondent banks.

The Bank has established a correspondent relationship with the Federal Reserve Bank. The Bank pays for such services in cash as opposed to keeping compensating balances. The Bank also sells loan participations to other banks with respect to loans which exceed its lending limit. The Bank may purchase loan participations to supplement loan demand.

Data Processing

The Bank outsources most of its data processing services, including an automated general ledger and deposit accounting; however, it services all its loans in-house.

Internet Banking

The Bank maintains a website at www.optimumbank.com where retail and business customers can access account balances, view current account activity and previous statements, view images of paid checks, transfer funds between accounts, and pay bills. The Bank offers its customers mobile access to their account information, with the option to setup alerts, and deposit checks across a broad range of phones and mobile devices. The Bank also offers its business customers remote deposit capture and online cash management services that include ACH origination and wire transfers using soft token technology for security.

Competition

The Bank encounters strong competition both making loans and attracting deposits. The deregulation of the banking industry and the widespread enactment of state laws which permit multi-bank holding companies as well as an increasing level of interstate banking have created a highly competitive environment for commercial banking. In one or more aspects of its business, the Bank competes with other commercial banks, savings and loan associations, credit unions, finance companies, mutual funds, insurance companies, brokerage and investment banking companies, and other financial intermediaries. Most of these competitors, some of which are affiliated with bank holding companies, have substantially greater resources and lending limits, and may offer certain services that the Bank does not currently provide. In addition, many of its non-bank competitors are not subject to the same extensive federal regulations that govern federally insured banks. Recent federal and state legislation has heightened the competitive environment in which financial institutions must conduct their business, and the potential for competition among financial institutions of all types has increased significantly.

The Bank focuses its efforts on smaller loans, which are generally neglected by its competitors. To compete, the Bank relies upon specialized services, responsive handling of customer needs, and personal contacts by its officers, directors and staff. Large multi-branch banking competitors tend to compete primarily by rate and the number and location of branches while smaller, independent financial institutions tend to compete primarily by rate and personal service.

Human Capital

The Bank is committed to establishing personal relationships with its customers and providing personalized banking services that meet their specific needs. The Bank's employees are critical to achieving this goal. It is therefore crucial that the Bank continues to attract and retain experienced and skilled employees.

As part of these efforts, the Bank seeks to offer competitive compensation and benefits, maintain a community in which all employees are empowered to perform their duties to the best of their abilities, and give employees the opportunity to contribute to the local community.

As of December 31, 2020, the Bank had 27 full-time employees, including executive officers. These employees are not represented by a collective bargaining unit. The Bank considers its relations with its employees good.

Compensation and Benefits Program. The Bank's compensation program is designed to attract and reward talented individuals who possess the skills necessary to support our business objectives, assist in the achievement of our strategic goals and create long-term value for our shareholders. The Bank provide its employees with compensation packages that include base salary and annual incentive bonuses. The Bank believe that its compensation program provides fair and competitive compensation and aligns associate and shareowner interests, including by incentivizing business and individual performance and integrating compensation with our business plans. In addition to cash compensation, the Bank also offer employees benefits such as life and health insurance, paid time off, paid parental leave and a 401(k) plan.

Diversity and Inclusion. The Bank believes that an equitable and inclusive environment produces more creative solutions, results in better services and is crucial to our efforts to attract and retain key talent. The Bank strives to promote inclusion through our corporate values of integrity, advocacy, partnership, relationships, community, and personalized service. The Bank is focused on building an inclusive culture through a variety of diversity and inclusion initiatives, including related to internal promotions and hiring practices.

Community Involvement. The Bank aims to give back to the local community, and believes that this commitment helps in our efforts to attract and retain employees. The Bank encourages its employees to volunteer with local service organizations and philanthropic groups.

Health and Safety. The success of the Bank's business is fundamentally connected to the well-being of its employees. Accordingly, the Bank is committed to the health, safety and the wellness of its employees. The Bank provides employees and their families with access to a variety of flexible and convenient health and the welfare programs, including benefits that support their physical and mental health by providing tools and resources to help them improve or maintain their health status; and that offer choice where possible so they can customize their benefits to meet their needs and the needs of their families. In response to the COVID-19 pandemic, the Bank implemented significant operating environment changes that the Bank determined the were in the best interest of its employees, as the well as the local community, and which comply with government regulations. This includes having the [majority] of our employees work from home, while implementing additional safety measures for employees continuing critical on-site work.

Supervision and Regulation

Banks and their holding companies are extensively regulated under both federal and state law. The following is a brief summary of certain statutes, rules, regulations and enforcement actions affecting the Company and the Bank. This summary is qualified in its entirety by reference to the particular statutory and regulatory provisions referred to below and is not intended to be an exhaustive description of the statutes or regulations applicable to the business of the Company or the Bank. Supervision, regulation, and examination of banks by regulatory agencies are intended primarily for the protection of depositors, rather than shareholders.

Regulatory Matters

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

In 2019, the federal banking agencies jointly issued a final rule that provides for an optional, simplified measure of capital adequacy, the community bank leverage ratio framework (CBLR framework), for qualifying community banking organizations. The final rule became effective on January 1, 2020 and was elected by the Bank. In April 2020, the federal banking agencies issued an interim final rule that makes temporary changes to the CBLR framework, pursuant to section 4012 of the Coronavirus Aid, Relief, and Economic Security (CARES) Act, and a second interim final rule that provides a graduated increase in the community bank leverage ratio requirement after the expiration of the temporary changes implemented pursuant to section 4012 of the CARES Act.

The community bank leverage ratio removes the requirement for qualifying banking organizations to calculate and report risk-based capital but rather only requires a Tier 1 to average assets (leverage) ratio. Qualifying community banking organizations that elect to use the community bank leverage ratio framework and that maintain a leverage ratio of greater than required minimums will be considered to have satisfied the generally applicable risk based and leverage capital requirements in the agencies' capital rules (generally applicable rule) and, if applicable, will be considered to have met the well capitalized ratio requirements for purposes of section 38 of the Federal Deposit Insurance Act. Under the interim final rules, the community bank leverage ratio minimum requirement is 8% as of December 31, 2020, 8.5% for calendar year 2021, and 9% for calendar year 2022 and beyond. The interim rule allows for a two-quarter grace period to correct a ratio that falls below the required amount, provided that the Bank maintains a leverage ratio of 7% as of December 31, 2020, 7.5% for calendar year 2021, and 8% for calendar year 2022 and beyond. Under the final rule, an eligible community banking organization can opt out of the CBLR framework and revert back to the risk-weighting framework without restriction.

Management believes, as of December 31, 2020, that the Bank meets all capital adequacy requirements to which it is subject. The Bank's actual capital amounts and percentages are presented in the table (\$s in thousands):

	Actual		To Be Well Capitalized Under Prompt Corrective Action Regulations (CBLR Framework)	
	Amount	%	Amount	%
As of December 31, 2020:				
Tier I Capital to Total Assets	19,261	9.00%	17,116	8.00%

	Actual		For Capital Adequacy Purposes		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	%	Amount	%	Amount	%
As of December 31, 2019:						
Total Capital to Risk-Weighted Assets	\$ 12,212	12.03%	\$ 8,124	8.00%	\$ 10,154	10.00%
Tier I Capital to Risk-Weighted Assets	10,934	10.77	6,093	6.00	8,124	8.00
Common equity Tier I capital to Risk-Weighted Assets	10,934	10.77	4,569	4.50	6,600	6.50
Tier I Capital to Total Assets	10,934	8.73	5,010	4.00	6,263	5.00

Dodd-Frank Act

The Company and the Bank are subject to the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, into law. The Dodd-Frank Act has had a broad impact on the financial services industry, including significant regulatory and compliance changes including, among other things, (1) enhanced resolution authority of troubled and failing banks and their holding companies; (2) changes to capital and liquidity requirements; (3) changes to regulatory examination fees; (4) changes to assessments to be paid to the FDIC for federal deposit insurance; and (5) numerous other provisions designed to improve supervision and oversight of, and strengthening safety and soundness for, the financial services sector.

The following items provide a brief description of the impact of the Dodd-Frank Act on the Bank's operations and activities, both currently and prospectively.

Increased Capital Standards and Enhanced Supervision. Effective January 1, 2015, revised capital rules became effective for community banks with assets less than \$10 billion and their holding companies pursuant to the requirements of the Dodd-Frank Act and standards adopted by the Basel Committee on Banking Supervision (referred to as "Basel III"). The Dodd-Frank Act also increased regulatory oversight, supervision and examination of banks, bank holding companies and their respective subsidiaries by the appropriate regulatory agency. Compliance with new regulatory requirements and expanded examination processes could increase the Company's cost of operations.

The Consumer Financial Protection Bureau. The Dodd-Frank Act created a new, independent Consumer Financial Protection Bureau, or the Bureau, within the Federal Reserve. The Bureau is tasked with establishing and implementing rules and regulations under certain federal consumer protection laws with respect to the conduct of providers of certain consumer financial products and services. The Bureau has rulemaking authority over many of the statutes governing products and services offered to bank consumers. Generally, we will not be directly subject to the rules and regulations of the Bureau. However, the Dodd-Frank Act permits states to adopt consumer protection laws and regulations that are stricter than those regulations promulgated by the Bureau and state attorneys general are permitted to enforce consumer protection rules adopted by the Bureau against certain state-chartered institutions. Any such new regulations could increase the cost of operations and, as a result, could limit the Bank's ability to expand into these products and services.

Deposit Insurance. The Dodd-Frank Act made permanent the \$250,000 deposit insurance limit for insured deposits. Amendments to the Federal Deposit Insurance Act also revised the assessment base against which an insured depository institution's deposit insurance premiums paid to the FDIC's Deposit Insurance Fund (the "DIF") is calculated. Under the amendments, the assessment base will be its average consolidated total assets less its average tangible equity. Additionally, the Dodd-Frank Act made changes to the minimum designated reserve ratio of the DIF, increasing the minimum from 1.15 percent to 1.35 percent of the estimated amount of total insured deposits, and eliminated the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. The Dodd-Frank Act also provides that depository institutions may pay interest on demand deposits, which assists the Bank in obtaining more deposits.

Transactions with Affiliates. The Dodd-Frank Act enhanced the requirements for certain transactions with affiliates under Sections 23A and 23B of the Federal Reserve Act, including an expansion of the definition of "covered transactions" and increasing the amount of time for which collateral requirements regarding covered transactions must be maintained.

Transactions with Insiders. Insider transaction limitations are expanded through the strengthening on loan restrictions to insiders and the expansion of the types of transactions subject to the various limits.

Enhanced Lending Limits. The Dodd-Frank Act strengthens the existing limits on a depository institution's credit exposure to one borrower. The Dodd-Frank Act expands the scope of these restrictions to include credit exposure arising from derivative transactions, repurchase agreements, and securities lending and borrowing transactions.

Company Regulation

General. As a bank holding company registered under the Bank Holding Company Act of 1956 (the "BHCA"), the Company is subject to the regulation and supervision of, and inspection by, the Federal Reserve Board ("Federal Reserve"). The Company is also required to file with the Federal Reserve annual reports and other information regarding its business operations, and those of its subsidiaries. In the past, the BHCA limited the activities of bank holding companies and their subsidiaries to activities which were limited to banking, managing or controlling banks, furnishing services to or performing services for their subsidiaries or engaging in any other activity which the Federal Reserve determined to be so closely related to banking or managing or controlling banks as to be properly incidental thereto. Under the Gramm-Leach-Bliley Financial Modernization Act of 1999 which is discussed below, bank holding companies have the opportunity to seek broadened authority, subject to limitations on investment, to engage in activities that are "financial in nature" if all of their subsidiary depository institutions are well capitalized, well managed, and have at least a satisfactory rating under the Community Reinvestment Act, which is also discussed below.

In this regard, the BHCA prohibits a bank holding company, with certain limited exceptions, from (i) acquiring or retaining direct or indirect ownership or control of more than 5% of the outstanding voting stock of any company which is not a bank or bank holding company, or (ii) engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or performing services for its subsidiaries, unless such non-banking business is determined by the FRB to be so closely related to banking or managing or controlling banks as to be properly incidental thereto. In making such determinations, the FRB is required to weigh the expected benefit to the public, such as greater convenience, increased competition or gains in efficiency, against the possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interest, or unsound banking practices. Generally, bank holding companies, such as the Company, are required to obtain prior approval of the Federal Reserve to engage in any new activity not previously approved by the Federal Reserve.

Change of Control. The BHCA also requires that every bank holding company obtain the prior approval of the Federal Reserve before it may acquire all or substantially all of the assets of any bank, or ownership or control of any voting shares of any bank, if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve is required to consider the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the communities to be served, including the parties' performance under the Community Reinvestment Act (discussed below) and various competitive factors. As described in greater detail below, pursuant to the Riegle-Neal Interstate Banking and Branch Efficiency Act of 1994 (the "Interstate Banking and Branching Act"), a bank holding company is permitted to acquire banks in states other than its home state.

The BHCA further prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve Bank has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act would, under the circumstances set forth in the presumption, constitute acquisition of control of the bank holding company. In addition, any person or group of persons must obtain the approval of the Federal Reserve under the BHCA before acquiring 25% (5% in the case of an acquirer that is already a bank holding company) or more of the outstanding common stock of a bank holding company, or otherwise obtaining control or a "controlling influence" over the bank holding company.

Interstate Banking and Branching. The Interstate Banking and Branching Act provides for nationwide interstate banking and branching. Under the law, interstate acquisitions of banks or bank holding companies in any state by bank holding companies in any other state are permissible subject to certain limitations. Florida also has a law that allows out-of-state bank holding companies (located in states that allow Florida bank holding companies to acquire banks and bank holding companies in that state) to acquire Florida banks and Florida bank holding companies. The law essentially provides for out-of-state entry by acquisition only (and not by interstate branching) and requires the acquired Florida bank to have been in existence for at least three years. Interstate branching and consolidation of existing bank subsidiaries in different states is permissible. A Florida bank also may establish, maintain, and operate one or more branches in a state other than Florida pursuant to an interstate merger transaction in which the Florida bank is the resulting bank.

Financial Modernization. The Gramm-Leach-Bliley Financial Modernization Act of 1999 (the "GLB Act") sought to achieve significant modernization of the federal bank regulatory framework by allowing the consolidation of banking institutions with other types of financial services firms, subject to various restrictions and requirements. In general, the GLB Act repealed most of the federal statutory barriers which separated commercial banking firms from insurance and securities firms and authorized the consolidation of such firms in a "financial services holding company." We have no current plans to utilize the structural options created by the GLB Act.

Securities Regulation and Corporate Governance. The Company's common stock is registered with the Securities and Exchange Commission (the "SEC") under Section 12(g) of the Securities Exchange Act of 1934, and we are subject to restrictions, reporting requirements and review procedures under federal securities laws and regulations. The Company is also subject to the rules and reporting requirements of the NASDAQ Capital Market, on which its common stock is traded. Like other issuers of publicly traded securities, the Company must also comply with the corporate governance reforms enacted under the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") and the rules of the SEC and NASDAQ Stock Market adopted pursuant to the Sarbanes-Oxley Act. Among other things, these reforms, effective as of various dates, require certification of consolidated financial statements by the chief executive officer and chief financial officer, prohibit the provision of specified services by independent auditors, require pre-approval of independent auditor services, define director independence and require certain committees, and a majority of a subject company's board of directors, to consist of independent directors, establish additional disclosure requirements in reports filed with the SEC, require expedited filing of reports, require management evaluation and auditor attestation of internal controls, prohibit loans by the issuer (but not by certain depository institutions) to directors and officers, set record-keeping requirements, mandate complaint procedures for the reporting of accounting and audit concerns by employees, and establish penalties for non-compliance.

Bank Regulation

General. The Bank is chartered under the laws of the State of Florida, and its deposits are insured by the FDIC to the extent provided by law. The Bank is subject to comprehensive regulation, examination and supervision by the FDIC and the Florida Office of Financial Regulation, or Florida OFR, and to other laws and regulations applicable to banks. Such regulations include limitations on loans to a single borrower and to its directors, officers and employees; limitations on the types of activities a state bank can conduct; restrictions on the opening and closing of branch offices; the maintenance of required capital ratios; the granting of credit under equal and fair conditions; and the disclosure of the costs and terms of such credit. The Bank is examined periodically by the FDIC and the Florida OFR, to whom it submits periodic reports regarding its financial condition and other matters. The FDIC and the Florida OFR have a broad range of powers to enforce regulations under their jurisdiction, and to take discretionary actions determined to be for the protection and safety and soundness of banks, including the institution of cease and desist orders and the removal of directors and officers. The FDIC and the Florida OFR also have the authority to approve or disapprove mergers, consolidations, and similar corporate actions.

Dividends. The Company's ability to pay dividends is substantially dependent on the ability of the Bank to pay dividends to the Company. As a state chartered bank, the Bank is subject to dividend restrictions set by Florida law and the FDIC. Except with the prior approval of the Florida OFR, all dividends of any Florida bank must be paid out of retained net profits from the current period and the previous two years, after deducting expenses, including losses and bad debts. Under the Federal Deposit Insurance Act, an FDIC-insured institution may not pay any dividend if payment would cause it to become undercapitalized or while it is undercapitalized. The FDIC and the Florida OFR also have the general authority to limit the dividend payment by banks if such payment may be deemed to constitute an unsafe and unsound practice.

Loans to One Borrower. Florida law generally allows a state bank such as the Bank to extend credit to any one borrower (and certain related entities of such borrower) in an amount up to 25% of its capital accounts, provided that the unsecured portion may not exceed 15% of the capital accounts of the bank. Based upon the Bank's capital, the maximum loan the Bank is currently permitted to make to any one borrower (and certain related entities of such borrower) is approximately \$4.8 million, provided the unsecured portion does not exceed approximately \$2.9 million.

Transactions with Affiliates. Under federal law, federally insured banks are subject, with certain exceptions, to certain restrictions on any extension of credit to their parent holding companies or other affiliates, on investment in the stock or other securities of affiliates, and on the taking of such stock or securities as collateral from any borrower. In addition, banks are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit or the providing of any property or service.

Change of Bank Control. Florida law restricts the amount of voting stock of a bank that a person may acquire without the prior approval of banking regulators. The overall effect of such laws is to make it more difficult to acquire a bank by tender offer or similar means than it might be to acquire control of another type of corporation. Consequently, shareholders of financial institutions are less likely to benefit from the rapid increases in stock prices that often result from tender offers or similar efforts to acquire control of other companies.

Under Florida law, no person or group of persons may, directly or indirectly or acting by or through one or more persons, purchase or acquire a controlling interest in any bank which would result in the change in control of that bank unless the Florida OFR first shall have approved such proposed acquisition. A person or group will be deemed to have acquired “control” of a bank (i) if the person or group, directly or indirectly or acting by or through one, or more other persons, owns, controls, or has power to vote 25% or more of any class of voting securities of the bank, or controls in any manner the election of a majority of the directors of the bank, or (ii) if the Florida OFR determines that such person exercises a controlling influence over the management or policies of the bank. In any case where a proposed purchase of voting securities would give rise to a presumption of control, the person or group who proposes to purchase the securities must first file written notice of the proposal to the Florida OFR for its review and approval. Subsections 658.27(2) and 658.28(3), Florida Statutes, refer to a potential change of control of a financial institution at a 10% or more threshold and rebuttable presumption of control. Accordingly, the name of any subscriber acquiring more than 10% of the voting securities of the Bank must be submitted to the Florida OFR for prior approval.

USA Patriot Act. The Bank is subject to the requirements of the USA Patriot Act, which was enacted in 2001 to provide the federal government with powers to prevent, detect, and prosecute terrorism and international money laundering, and has resulted in promulgation of several regulations that have a direct impact on banks. There are a number of programs that financial institutions must have in place such as: (i) Bank Secrecy Act/Anti-Money Laundering programs to manage risk; (ii) Customer Identification Programs to determine the true identity of customers, document and verify the information, and determine whether the customer appears on any federal government list of known or suspected terrorist or terrorist organizations; and (iii) monitoring for the timely detection and reporting of suspicious activity and reportable transactions. The Bank has devoted substantial attention and resources to compliance with these laws.

Other Consumer Laws. Florida usury laws and federal laws concerning interest rates limit the amount of interest and various other charges collected or contracted by a bank. The Bank’s loans are also subject to federal laws applicable to consumer credit transactions, such as the:

- Federal Truth-In-Lending Act governing disclosures of credit terms to consumer borrowers;
- Community Reinvestment Act requiring financial institutions to meet their obligations to provide for the total credit needs of the communities they serve, including investing their assets in loans to low and moderate-income borrowers;
- Home Mortgage Disclosure Act requiring financial institutions to provide information to enable public officials to determine whether a financial institution is fulfilling its obligations to meet the housing needs of the community it serves;
- Equal Credit Opportunity Act prohibiting discrimination on the basis of race, creed or other prohibitive factors in extending credit;
- Real Estate Settlement Procedures Act which requires lenders to disclose certain information regarding the nature and cost of real estate settlements, and prohibits certain lending practices, as well as limits escrow account amounts in real estate transactions;
- Fair Debt Collection Act governing the manner in which consumer debts may be collected by collection agencies;
- Fair and Accurate Credit Transactions Act which establishes additional rights for consumers to obtain and correct credit reports, addresses identity theft, and establishes additional requirements for consumer reporting agencies and financial institutions that provide adverse credit information to a consumer reporting agency; and
- The rules and regulations of various federal agencies charged with the responsibility of implementing such federal laws.

The Bank’s deposit and loan operations are also subject to the following:

- GLB Act privacy provisions, which require the Bank maintain privacy policies intended to safeguard consumer financial information, to disclose these policies to its customers, and allow customers to “opt-out” of having their financial service providers disclose their confidential financial information to non-affiliated third parties, subject to certain exceptions;
- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records; and
- Electronic Funds Transfer Act and Regulation E, which govern automatic deposits to, and withdrawals from, deposit accounts and customers’ rights and liabilities arising from the use of automated teller machines and other electronic banking services.

Other Regulation

Enforcement Powers. Congress has provided the federal bank regulatory agencies with an array of powers to enforce laws, rules, regulations and orders. Among other things, the agencies may require that institutions cease and desist from certain activities, may preclude persons from participating in the affairs of insured depository institutions, may suspend or remove deposit insurance, and may impose civil money penalties against institution-affiliated parties for certain violations.

Community Reinvestment Act. Bank holding companies and their subsidiary banks are subject to the provisions of the Community Reinvestment Act of 1977 (“CRA”) and the regulations promulgated thereunder by the appropriate bank regulatory agency. Under the terms of the CRA, the appropriate federal bank regulatory agency is required, in connection with its examination of a bank, to assess such bank’s record in meeting the credit needs of the community served by that bank, including low-and moderate-income neighborhoods. The regulatory agency’s assessment of the Bank’s record is made available to the public. Further, such assessment is required of any bank which has applied to charter a bank, obtain deposit insurance coverage for a newly chartered institution, establish a new branch office that will accept deposits, relocate an office, or merge or consolidate with, or acquire the assets or assume the liabilities of, a federally regulated financial institution. In the case of a bank holding company applying for approval to acquire a bank or other bank holding company, the Federal Reserve will assess the record of each subsidiary bank of the applicant bank holding company, and such records may be the basis for denying the application.

Effect of Governmental Monetary Policies

The Company’s earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve monetary policies have had, and will likely continue to have, an important impact on the operating results of 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 Federal Reserve have major effects upon the levels of loans, investments and deposits through its open market operations in United States Government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirement against member bank deposits. It is not possible to predict the nature or impact of future changes in monetary and fiscal policies.

Statistical Profile and Other Financial Data

Reference is hereby made to the statistical and financial data contained in the sections captioned “Selected Financial Data” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” for statistical and financial data providing a review of the Bank’s business activities.

Item 2. Properties

The Bank operates a main office and two branch offices in Broward County, Florida. The following table sets forth information with respect to the Bank's main office and branch offices as of December 31, 2020.

Location	Year Facility Opened	Facility Status
<u>Executive Office and Ft. Lauderdale Branch:</u> 2929 East Commercial Boulevard Suite 101 and 303 Fort Lauderdale, Florida 33308	2019	Leased
<u>Plantation Branch Office:</u> 10197 Cleary Boulevard Plantation, Florida 33324	2000	Owned
<u>Deerfield Beach Branch Office:</u> 2215 West Hillsboro Boulevard Deerfield Beach, Florida 33442	2004	Leased

Item 3. Legal Proceedings

From time-to-time, the Bank is involved in litigation arising in the ordinary course of its business. As of the date of the filing of this Form 10-K, management is of the opinion that the ultimate aggregate liability in connection with any pending litigation will not have a material adverse effect on the Company's consolidated financial condition or results of operations.

Item 4. Mine Safety Disclosure

Not applicable.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's common stock currently trades on the NASDAQ Capital Market under the symbol "OPHC."

The Company had approximately 769 record holders of its common stock as of December 31, 2020.

During the first quarter of 2020, the Company issued 98,182 shares of common stock to an unrelated parties, for an aggregate purchase price of \$540,000. The Company used the proceeds to pay for operating expenses. These shares were issued in reliance upon the exemption from registration under Section 4(a)(2) of the Securities Act for a transaction by an issuer not involving a public offering.

During the fourth quarter of 2020, the Company issued 80,602 shares of common stock to one of the Company's directors and an executive officer as compensation for services performed. These shares had a value of \$219,000 based on the market price at the time of the approval of the issuance of the shares. These shares were issued in reliance upon the exemption from registration under Section 4(a)(2) of the Securities Act for a transaction by an issuer not involving a public offering.

In December 2020, the Company issued 171,500 shares of common stock in exchange for 512 Trust Preferred Securities. See Note 1 of the Company's financial statements for further details on the matter. These shares were issued in reliance upon the exemption from registration under Section 4(a)(2) of the Securities Act for a transaction by an issuer not involving a public offering.

During the second, third and fourth quarter of 2020, the Company issued a total of 400 shares of preferred stock to a related party for an aggregate purchase price of \$10,000,000. The related party is a significant common stockholder. The issuance of the shares in these transactions were exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933 as a transaction by an issuer not involving a public offering. The Company used the proceeds to augment the Bank's regulatory capital ratios.

The Company is currently permitted to pay cash dividends, but does not plan to pay any dividends in the foreseeable future. Instead, the Company intends to retain any income for the purpose of enhancing its financial position and supporting the growth of the Bank.

The Bank is currently permitted to pay cash dividends subject to restrictions imposed by the federal banking law and the Florida Financial Institutions Code. In general, the amount of cash dividends that may be paid by the Bank to the Company is based on the Bank's net earnings of the current year combined with the Bank's retained earnings of the preceding two years.

Item 6. Selected Financial Data

At December 31, or for the Years Then Ended
(Dollars in thousands, except per share figures)

	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
At Year End:					
Cash and cash equivalents	\$ 54,629	\$ 8,934	\$ 7,983	\$ 11,665	\$ 17,640
Debt Securities available for sale	18,893	5,409	2,359	11,437	20,222
Debt Securities held-to-maturity	3,399	5,806	7,139	—	—
Loans, net	152,469	102,233	77,200	68,220	76,999
All other assets	5,722	4,366	4,770	4,544	4,842
Total assets	<u>\$ 235,112</u>	<u>\$ 126,748</u>	<u>\$ 99,451</u>	<u>\$ 95,866</u>	<u>\$ 119,703</u>
Deposit accounts	\$ 190,759	101,372	62,378	65,251	86,087
Federal Home Loan Bank advances	23,000	13,000	24,600	20,500	23,500
Junior subordinated debenture	2,068	2,580	4,461	5,155	5,155
All other liabilities	1,451	2,589	2,706	2,415	1,880
Stockholders' equity	17,834	7,207	5,306	2,545	3,081
Total liabilities and stockholders' equity	<u>\$ 235,112</u>	<u>\$ 126,748</u>	<u>\$ 99,451</u>	<u>\$ 95,866</u>	<u>\$ 119,703</u>

	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
For the Years:					
Total interest income	\$ 6,710	\$ 5,174	\$ 4,292	\$ 4,716	\$ 4,764
Total interest expense	1,720	2,046	1,246	1,196	1,079
Net interest income	4,990	3,128	3,046	3,520	3,685
(Provision) credit for loan losses	(1,020)	79	1,754	—	—
Net interest income after credit for loan losses	3,970	3,207	4,800	3,520	3,685
Noninterest income (expense)	294	182	84	52	(144)
Noninterest expenses	5,046	4,541	4,088	4,161	3,937
(Loss) earnings before income tax benefit	(782)	(1,152)	796	(589)	(396)
Income tax benefit	—	(52)	—	—	—
Net (loss) earnings	<u>\$ (782)</u>	<u>\$ (1,100)</u>	<u>\$ 796</u>	<u>\$ (589)</u>	<u>\$ (396)</u>
Net (loss) earnings per share, basic	<u>\$ (0.27)</u>	<u>\$ (.58)</u>	<u>\$ 0.53</u>	<u>\$ (0.53)</u>	<u>\$ (0.38)</u>
Net (loss) earnings per share, diluted	<u>\$ (0.27)</u>	<u>\$ (.58)</u>	<u>\$ 0.53</u>	<u>\$ (0.53)</u>	<u>\$ (0.38)</u>
Weighted-average number of shares outstanding, basic	2,934,293	1,901,970	1,493,303	1,104,995	1,041,213
Weighted-average number of shares outstanding, diluted	2,934,293	1,901,970	1,493,303	1,104,995	1,041,213

Ratios and Other Data:

	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
Return on average assets	(0.5)%	(1.0)%	0.9%	(0.5)%	(0.3)%
Return on average equity	(7.8)%	(21.3)%	19.8%	(21.3)%	(12.5)%
Average equity to average assets	5.8%	4.6%	4.4%	2.5%	2.6%
Dividend payout ratio	—%	—%	—%	—%	—%
Net interest margin during the year	3.1%	2.9%	3.4%	3.2%	3.1%
Interest-rate spread	2.9%	2.6%	3.1%	3%	3%
Yield on average interest-earning assets	4.2%	4.8%	4.8%	4.3%	4%
Noninterest expenses to average assets	2.9%	4%	4.4%	3.8%	3.3%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.2	1.2	1.2	1.1	1.1
Nonperforming loans and foreclosed assets as a percentage of total assets at end of year	0.9%	0.6%	1.4%	—%	0.3%

Allowance for loan losses as a percentage of total loans at end of year	1.2%	1.9%	2.8%	5.5%	4.9%
Total number of banking offices	3	3	3	3	3
Total shares outstanding at end of year	3,203,455	2,853,171	1,858,020	1,120,947	1,103,447
Book value per share at end of year	\$ 5.57	\$ 2.53	\$ 2.86	\$ 2.27	\$ 2.79

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

Critical Accounting Policies

The Company's financial condition and results of operations are sensitive to accounting measurements and estimates of matters that are inherently uncertain. When applying accounting policies in areas that are subjective in nature, the Company must use its best judgment to arrive at the carrying value of certain assets. One of the most critical accounting policies applied by the Company is related to the valuation of its loan portfolio.

A variety of estimates impact the carrying value of the Company's loan portfolio including the calculation of the allowance for loan losses, valuation of underlying collateral, the timing of loan charge-offs and the amount and amortization of loan fees and deferred origination costs.

The calculation of the allowance for loan losses is a complex process containing estimates which are inherently subjective and susceptible to significant revision as current information becomes available. The allowance is established and maintained at a level management believes is adequate to cover losses resulting from the inability of borrowers to make required payments on loans. Estimates for loan losses are determined by analyzing risks associated with specific loans and the loan portfolio, current trends in delinquencies and charge-offs, the views of the Company's regulators, changes in the size and composition of the loan portfolio and peer comparisons. The analysis also requires consideration of the economic climate and direction, changes in the economic and interest rate environment which may impact a borrower's ability to pay, legislation impacting the banking industry and economic conditions specific to the tri-county region the Bank serves in Southeast Florida. Because the calculation of the allowance for loan losses relies on the Company's estimates and judgments relating to inherently uncertain events, results may differ from management's estimates.

During the years ended December 31, 2020 and 2019, the Company assessed its earnings history and trend over each year and its estimate of future earnings, and determined that it was more likely than not that its deferred tax assets would not be realized in the near term. Accordingly, a valuation allowance was recorded and maintained against the net deferred tax asset for the amount not expected to be realized in the future.

The allowance for loan losses is also discussed as part of "Loan Portfolio, Asset Quality and Allowance for Loan Losses" and in Note 3 of Notes to the consolidated financial statements. The Company's significant accounting policies are discussed in Note 1 of Notes to the consolidated financial statements.

Regulation and Legislation

As a state-chartered commercial bank, the Bank is subject to extensive regulation by the Florida Office of Financial Regulation, or Florida OFR, and the FDIC. The Bank files reports with the Florida OFR and the FDIC concerning its activities and financial condition, in addition to obtaining regulatory approvals prior to entering into certain transactions such as mergers with or acquisitions of other financial institutions. Periodic examinations are performed by the Florida OFR and the FDIC to monitor the Bank's compliance with the various regulatory requirements. The Company is also subject to regulation and examination by the Federal Reserve Board of Governors.

Loan Portfolio, Asset Quality and Allowance for Loan Losses

The Bank's primary business is making business loans. This activity may subject the Bank to potential loan losses, the magnitude of which depends on a variety of economic factors affecting borrowers which are beyond its control. As of December 31, 2020, the Bank's impaired loans were approximately \$2.2 million, or 1.4% of the gross loan portfolio.

The following table sets forth the composition of the Bank's loan portfolio (dollars in thousands):

	At December 31,					
	2020		2019		2018	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Residential real estate	\$ 30,254	19.53%	\$ 28,266	27.13%	\$ 27,204	34.31%
Multi-family real estate	20,637	13.32%	8,396	8.06	8,195	10.34
Commercial real estate	71,714	46.29%	55,652	53.41	34,971	44.1
Land and construction	4,750	3.07%	2,496	2.4	3,661	4.62
Commercial	21,849	14.10%	4,476	4.3	4,997	6.3
Consumer	5,715	3.69%	4,903	4.7	260	0.33
Total loans	\$ 154,919	100%	\$ 104,189	100%	\$ 79,288	100%
Deduct (add):						
Net deferred loan (fees) costs and premiums	(544)		53		155	
Allowance for loan losses	(1,906)		(2,009)		(2,243)	
Loans, net	\$ 152,469		\$ 102,233		\$ 77,200	

The following table sets forth the activity in the allowance for loan losses (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Beginning balance	\$ 2,009	\$ 2,243	\$ 3,991
Provision (credit) for loan losses	1,020	(79)	(1,754)
Loans charged off	(1,184)	(202)	(25)
Recoveries	61	47	31
Ending balance	\$ 1,906	\$ 2,009	\$ 2,243

The allowance for loan losses represents management's estimate of probable incurred losses inherent in the existing loan portfolio. The allowance for loan losses is increased (decreased) by the provision (credit) for loan losses charged to operations and reduced by loans charged off, net of recoveries. The allowance for loan losses represented 1.23% and 1.93% of the total loans outstanding at December 31, 2020 and 2019, respectively.

The Bank evaluates the allowance for loan losses on a regular basis. The allowance for loan losses is determined based on a periodic review of several factors: reviews and evaluation of individual loans, historical loan loss experiences, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and current economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of two components. The first component consists of amounts specifically reserved (“specific allowance”) for specific loans identified as impaired, as defined by FASB Accounting Standards Codification No. 310 (“ASC 310”). Impaired loans are those loans that management has estimated will not be repaid as agreed upon. The Bank measures impairment on a loan by loan basis for all of its loans by either the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s obtainable market price, or the fair value of the collateral if the loan is collateral-dependent. A loan may be impaired (i.e. not expected to be repaid as agreed), but may be sufficiently collateralized such that the Bank expects to recover all principal and interest eventually, and therefore no specific reserve is warranted.

The second component is a general reserve (“general allowance”) on all of the Bank’s loans, other than those identified as impaired. The Bank groups these loans into categories with similar characteristics and then applies a loss factor to each group which is derived from the Bank’s historical loss experience for that category adjusted for qualitative factors such as economic conditions and other trends or uncertainties that could affect management’s estimate of probable loss. The aggregate of these two components results in the Bank’s total allowance for loan losses.

The following table sets forth the Bank’s allowance for loan losses by loan type (dollars in thousands):

	At December 31,					
	2020		2019		2018	
	Amount	% of Total Loans	Amount	% of Total Loans	Amount	% of Total Loans
Residential real estate	\$ 463	19.53%	\$ 531	27.13%	\$ 544	34.31%
Multi-family real estate	253	13.32%	82	8.06	88	10.34
Commercial real estate	884	46.29%	624	53.41	545	44.1
Land and construction	52	3.07%	21	2.4	37	4.62
Commercial	103	14.10%	573	4.3	850	6.3
Consumer	151	3.69%	152	4.7	25	0.33
Unallocated	—	—	26	—	154	—
Total allowance for loan losses	\$ 1,906	100%	\$ 2,009	100%	\$ 2,243	100%
Allowance for loan losses as a percentage of total loans outstanding		1.23%		1.93%		2.83%

The following summarizes the amount of impaired loans (in thousands):

	31-Dec-20			31-Dec-19			31-Dec-18		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:									
Commercial real estate	\$ 2,193	\$ 2,193	\$ —	\$ 2,206	\$ 2,206	\$ —	\$ 2,259	\$ 2,259	\$ —
Commercial	—	—	—	—	—	—	1,114	1,114	—
With an allowance recorded:									
Residential real estate	—	—	—	944	944	258	954	954	268
Commercial real estate	—	—	—	—	—	—	1,602	1,602	162
Commercial	—	—	—	812	812	531	814	814	814
Total:									
Residential real estate	\$ —	\$ —	\$ —	\$ 944	\$ 944	\$ 258	\$ 954	\$ 954	\$ 268
Commercial real estate	\$ 2,193	\$ 2,193	\$ —	\$ 2,206	\$ 2,206	\$ —	\$ 3,861	\$ 3,861	\$ 162
Commercial	\$ —	\$ —	\$ —	\$ 812	\$ 812	\$ 531	\$ 1,928	\$ 1,928	\$ 814
Total	\$ 2,193	\$ 2,193	\$ —	\$ 3,962	\$ 3,962	\$ 789	\$ 6,743	\$ 6,743	\$ 1,244

During 2020, 2019, and 2018, the average recorded investment in impaired loans and interest income recognized and received on impaired loans is as follows (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Average investment in impaired loans	\$ 3,344	\$ 4,829	\$ 3,296
Interest income recognized on impaired loans	\$ 96	\$ 233	\$ 187
Interest income received on a cash basis on impaired loans	\$ 89	\$ 230	\$ 187

Liquidity and Capital Resources

Liquidity represents an institution's ability to meet current and future obligations through liquidation or maturity of existing assets or the acquisition of additional liabilities. The Bank's ability to respond to the needs of depositors and borrowers and to benefit from investment opportunities is facilitated through liquidity management.

The Bank's primary sources of cash during the year ended December 31, 2020, were payments of principal and interest on loans made by the Bank to third parties, payments of principal and interest on debt securities held by the Bank and deposits made by third parties at the Bank. Cash was used primarily to fund loans and repay Federal Home Loan Bank of Atlanta ("FHLB") advances. The Bank adjusts rates on its deposits to attract or retain deposits as needed. The Bank primarily obtains deposits from its market area.

The Bank may borrow funds from other financial institutions. The Bank is a member of the FHLB, which allows it to borrow funds under a pre-arranged line of credit. As of December 31, 2020, the Bank had \$23 million in borrowings outstanding from the FHLB of Atlanta to facilitate lending and manage its asset and liability structure, and remaining credit availability with the FHLB of \$29.1 million. At December 31, 2020, the Company also had lines of credit amounting to \$9.5 million with four correspondent banks to purchase federal funds. The Company also has a line of credit with the Federal Reserve Bank under which the Company may draw up to \$223,000. The line is secured by \$230,000 in securities.

Debt Securities

The Bank's securities portfolio is comprised of SBA pool securities, mortgage backed securities, taxable municipal securities and collateralized mortgage obligations. The securities portfolio is categorized as either "held-to-maturity" or "available for sale." Debt Securities held-to-maturity represent those securities which the Company has the positive intent and ability to hold to maturity. These debt securities are carried at amortized cost. Debt Securities available for sale represent those investments which may be sold for various reasons including changes in interest rates and liquidity considerations. These debt securities are reported at fair market value and unrealized gains and losses are excluded from earnings and reported in other comprehensive loss.

The following table sets forth the amortized cost and fair value of the Bank's debt securities portfolio (in thousands):

	Amortized Cost	Fair Value
At December 31, 2020:		
Held-to-maturity:		
Collateralized mortgage obligations	\$ 2,420	\$ 2,536
Mortgage backed Securities	979	1,013
Total	<u>\$ 3,399</u>	<u>\$ 3,549</u>
Available for sale:		
SBA Pool Securities	\$ 1,338	\$ 1,297
Collateralized mortgage obligations	458	485
Taxable municipal securities	5,063	5,085
Mortgage backed Securities.	11,984	12,026
Total	<u>\$ 18,843</u>	<u>\$ 18,893</u>
At December 31, 2019:		
Held-to-maturity:		
Collateralized mortgage obligations	\$ 4,218	\$ 4,347
Mortgage backed Securities	1,588	1,639
Total	<u>\$ 5,806</u>	<u>\$ 5,986</u>
Available for sale:		
SBA Pool Securities	\$ 1,734	\$ 1,682
Collateralized mortgage obligations	998	1,016
Mortgage backed Securities.	2,666	2,711
Total	<u>\$ 5,398</u>	<u>\$ 5,409</u>
At December 31, 2018:		
Held-to-maturity:		
Collateralized mortgage obligations	\$ 5,183	\$ 5,204
Mortgage backed securities	1,956	1,971

Total	<u>\$ 7,139</u>	<u>\$ 7,175</u>
Available for sale-		
SBA Pool Securities	<u>\$ 2,423</u>	<u>\$ 2,359</u>
Total		

The following table sets forth, by maturity distribution, certain information pertaining to the debt securities portfolio at amortized cost (dollars in thousands):

	<u>After One Year Through Five Years</u>	<u>After Ten Years</u>	<u>Total</u>	<u>Yield</u>
<i>At December 31, 2020:</i>				
Collateralized mortgage obligation	\$ —	\$ 2,878	\$ 2,878	1.30%
Mortgage-backed Securities	—	12,963	12,963	1.46%
Taxable municipal securities	—	5,063	5,063	2.08%
SBA Pool Securities	—	1,338	1,338	1.52%
	<u>\$ —</u>	<u>\$ 22,242</u>	<u>\$ 22,242</u>	
<i>At December 31, 2019:</i>				
Collateralized mortgage obligation	\$ —	\$ 5,216	\$ 5,216	2.72%
Mortgage-backed Securities	—	4,254	4,254	2.56%
SBA Pool Securities	—	1,734	1,734	1.46%
	<u>\$ —</u>	<u>\$ 11,204</u>	<u>\$ 11,204</u>	
<i>At December 31, 2018:</i>				
Collateralized mortgage obligation	\$ —	\$ 5,183	\$ 5,183	2.09%
Mortgage - backed Securities	—	1,956	1,956	2.03%
SBA Pool Securities	—	\$ 2,423	\$ 2,423	2.67%
	<u>\$ —</u>	<u>\$ 9,562</u>	<u>\$ 9,562</u>	

Expected maturities of these debt securities will differ from contractual maturities because borrowers have the right to call or repay obligations with or without call or prepayment penalties.

Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates. The Bank's market risk arises primarily from interest-rate risk inherent in its lending and deposit-taking activities. The Bank does not engage in securities trading or hedging activities and does not invest in interest-rate derivatives or enter into interest rate swaps.

The Bank may utilize financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. The measurement of market risk associated with financial instruments is meaningful only when all related and offsetting on- and off-balance-sheet transactions are aggregated, and the resulting net positions are identified. Disclosures about the fair value of financial instruments, which reflect changes in market prices and rates, can be found in note 8 of notes to consolidated financial statements.

The Bank's primary objective in managing interest-rate risk is to minimize the potential adverse impact of changes in interest rates on its net interest income and capital, while adjusting its asset-liability structure to obtain the maximum yield-cost spread on that structure. The Bank actively monitors and manages its interest-rate risk exposure by managing its asset and liability structure. However, a sudden and substantial increase in interest rates may adversely impact its earnings, to the extent that the interest-earning assets and interest-bearing liabilities do not change or reprice at the same speed, to the same extent, or on the same basis.

The Bank uses modeling techniques to simulate changes in net interest income under various rate scenarios. Important elements of these techniques include the mix of floating versus fixed-rate assets and liabilities, and the scheduled, as well as expected, repricing and maturing volumes and rates of the existing balance sheet.

Asset Liability Management

As part of its asset and liability management, the Bank has emphasized establishing and implementing internal asset-liability decision processes, as well as control procedures to aid in managing its earnings. Management believes that these processes and procedures provide us with better capital planning, asset mix and volume controls, loan-pricing guidelines, and deposit interest-rate guidelines, which should result in tighter controls and less exposure to interest-rate risk.

The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are "interest rate sensitive" and by monitoring an institution's interest rate sensitivity "gap." An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest-rate sensitivity gap is defined as the difference between interest-earning assets and interest-bearing liabilities maturing or repricing within a given time period. The gap ratio is computed as the amount of rate sensitive assets less the amount of rate sensitive liabilities divided by total assets. A gap is considered positive when the amount of interest-rate sensitive assets exceeds interest-rate sensitive liabilities. A gap is considered negative when the amount of interest-rate sensitive liabilities exceeds interest-rate sensitive assets. During a period of rising interest rates, a negative gap would adversely affect net interest income, while a positive gap would result in an increase in net interest income. During a period of falling interest rates, a negative gap would result in an increase in net interest income, while a positive gap would adversely affect net interest income.

In order to minimize the potential for adverse effects of material and prolonged increases in interest rates on the results of operations, the Bank's management continues to monitor its assets and liabilities to better match the maturities and repricing terms of its interest-earning assets and interest-bearing liabilities. The Bank's policies emphasize the origination of adjustable-rate loans, building a stable core deposit base and, to the extent possible, matching deposit maturities with loan repricing timeframes or maturities.

The following table sets forth certain information related to the Bank's interest-earning assets and interest-bearing liabilities at December 31, 2020, that are estimated to mature or are scheduled to reprice within the period shown (dollars in thousands):

Gap Maturity / Repricing Schedule

	One Year or Less	More than One Year and Less than Five Years	More than Five Years and Less than Fifteen Years	Over Fifteen Years	Total
Loans (1):					
Residential real estate loans	\$ 9,582	\$ 18,352	\$ 1,250	\$ 1,070	\$ 30,254
Multi-family real estate loans	457	17,199	2,981	-	20,637
Commercial real estate loans	8,676	52,781	10,257	-	71,714
Land and construction	350	4,400	-	-	4,750
Commercial	1,350	20,499	-	-	21,849
Consumer	-	5,015	—	700	5,715
Total loans	20,415	118,246	14,488	1,770	154,919
Securities (2)					
Interest-bearing deposits in banks	29,106	-	-	-	29,106
Federal Home Loan Bank stock	1,092	-	-	-	1,092
Total rate-sensitive assets	51,909	118,246	16,012	21,242	207,409
Deposit accounts (3):					
Money-market deposits	82,190	—	—	-	82,190
Interest-bearing checking deposits	27,804	—	—	-	27,804
Savings deposits	710	—	—	-	710
Time deposits	17,471	4,272	—	-	21,743
Total deposits	128,175	4,272	—	-	132,447
Federal Home Loan Bank advances	5,000	14,000	4,000	-	23,000
Junior subordinated debenture	2,068	-	-	-	2,068
Total rate-sensitive liabilities	135,243	18,272	4,000	-	157,515
GAP (repricing differences)	\$ (83,334)	\$ 99,974	\$ 12,012	\$ 21,242	\$ 49,894
Cumulative GAP	\$ (83,334)	\$ 16,640	\$ 28,652	\$ 49,894	
Cumulative GAP/total assets	(35.44)%	7.08%	12.19%	21.22%	

(1) In preparing the table above, adjustable-rate loans are included in the period in which the interest rates are next scheduled to adjust rather than in the period in which the loans mature. Fixed-rate loans are scheduled, including repayment, according to their maturities.

(2) Securities are scheduled through the repricing date.

(3) Money-market, interest-bearing checking and savings deposits are regarded as readily accessible withdrawable accounts. Time deposits are scheduled through the maturity dates.

The following table sets forth loan maturities by type of loan at December 31, 2020 (in thousands):

	One Year or Less	After One But Within Five Years	After Five Years	Total
Residential real estate	\$ 1,904	\$ 604	\$ 27,746	\$ 30,254
Multi-family real estate	-	22	20,615	20,637
Commercial real estate	2,665	6,771	62,278	71,714
Land and construction	-	3,850	900	4,750
Commercial	94	21,110	645	21,849
Consumer	-	5,015	700	5,715
Total	\$ 4,663	\$ 37,372	\$ 112,884	\$ 154,919

The following table sets forth the maturity or repricing of loans by interest type at December 31, 2020 (in thousands):

	<u>One Year or Less</u>	<u>After One But Within Five Years</u>	<u>After Five Years</u>	<u>Total</u>
Fixed interest rate	\$ 19,871	\$ 88,550	\$ 3,937	\$ 112,358
Variable interest rate	3,599	26,354	12,608	42,561
Total	\$ 23,470	\$ 114,904	\$ 16,545	\$ 154,919

Scheduled contractual principal repayments of loans do not reflect the actual life of such assets. The average life of loans is substantially less than their average contractual terms due to prepayments. In addition, due-on-sale clauses on loans generally give us the right to declare a conventional loan immediately due and payable in the event, among other things, that the borrower sells real property subject to a mortgage and the loan is not repaid. The average life of mortgage loans tends to increase, however, when current mortgage loan rates are substantially higher than rates on existing mortgage loans and, conversely, decrease when rates on existing mortgages are substantially higher than current mortgage rates.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, unused lines of credit, and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the consolidated balance sheet. The contractual amounts of those instruments reflect the extent of the Company's involvement in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance-sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed-expiration dates or other termination clauses and may require payment of a fee. Since certain commitments expire without being drawn upon, the total committed amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary in order to extend credit, is based on management's credit evaluation of the counterparty.

A summary of the contractual amounts of the Company's financial instruments with off-balance sheet risk at December 31, 2020 follows (in thousands):

Commitments to extend credit	\$ 5,790
Unused lines of credit	\$ 9,624
Standby letters of credit	\$ 4,550

The following is a summary of the Company's on-balance sheet contractual obligations at December 31, 2020 (in thousands):

Contractual Obligations	Total	Payments Due by Period			More Than 5 Years
		Less Than 1 Year	1-3 Years	3-5 Years	
Federal Home Loan Bank advances	\$ 23,000	\$ 5,000	\$ —	\$ 14,000	\$ 4,000
Junior subordinated debenture	2,068	—	—	—	2,068
Operating lease liabilities	998	163	253	185	397
Total	\$ 26,066	\$ 5,163	\$ 253	\$ 14,185	\$ 6,465

Deposits

Deposits traditionally are the primary source of funds for the Company's use in lending, making investments and meeting liquidity demands. The Company has focused on raising time deposits primarily within its market area, which is the tri-county area of Broward, Miami-Dade and Palm Beach counties. However, the Company offers a variety of deposit products, which are promoted within its market area. Deposits increased \$89.3 million in 2020. The increase in deposit balances primarily consisted of increases of \$47.7 million in noninterest-bearing demand deposits and \$55.2 million in NOW and money-market deposits. Time deposits decreased by \$13.6 million during 2020.

The following table displays the distribution of the Company's deposits at December 31, 2020, 2019 and 2018 (in thousands):

	2020		2019		2018	
	Amount	% of Deposits	Amount	% of Deposits	Amount	% of Deposits
Noninterest-bearing demand deposits	\$ 58,312	30.5%	\$ 10,545	10.4	\$ 9,638	15.45%
Interest-bearing demand deposits	27,803	14.6%	6,928	6.83	20,450	32.79
Money-market deposits	82,191	43.1%	48,092	47.44	5,675	9.1
Savings	710	0.4%	455	0.45	557	0.89
Subtotal	<u>169,016</u>	<u>88.6%</u>	<u>\$ 66,020</u>	<u>65.12</u>	<u>\$ 36,320</u>	<u>58.23%</u>
Time deposits:						
0.00% – 0.99%	12,895	6.7%	\$ 3,407	3.36	\$ 2,669	4.28%
1.00% – 1.99%	7,987	4.2%	5,172	5.11	10,113	16.21
2.00% – 2.99%	861	0.5%	26,773	26.41	13,276	21.28
Total time deposits (1)	<u>21,743</u>	<u>11.4%</u>	<u>35,352</u>	<u>34.88</u>	<u>26,058</u>	<u>41.77</u>
Total deposits	<u>\$ 190,759</u>	<u>100%</u>	<u>\$ 101,372</u>	<u>100%</u>	<u>\$ 62,378</u>	<u>100%</u>

(1) Includes Individual Retirement Accounts (IRA's) totalling \$2,000,000 and \$2,221,000 at December 31, 2020 and 2019, respectively, all of which are in the form of time deposits.

Time Deposits of \$250,000 or more, or Jumbo Time Deposits, are generally considered a more unpredictable source of funds. The following table sets forth the Company's maturity distribution of time deposits of \$250,000 or more at December 31, 2020 and 2019 (in thousands):

	At December 31,	
	2020	2019
Due three months or less	\$ 825	\$ 1,378
Due more than three months to six months	—	795
More than six months to one year	930	2,492
One to five years	787	258
Total	<u>\$ 2,542</u>	<u>\$ 4,923</u>

Analysis of Results of Operations

The Company's profitability depends to a large extent on net interest income, which is the difference between the interest received on earning assets, such as loans and securities, and the interest paid on interest-bearing liabilities, principally deposits and borrowings. Net interest income is determined by the difference between yields earned on interest-earning assets and rates paid on interest-bearing liabilities ("interest-rate spread") and the relative amounts of interest-earning assets and interest-bearing liabilities. The Company's interest-rate spread is affected by regulatory, economic, and competitive factors that influence interest rates, loan demand, and deposit flows. The Company's results of operations are also affected by the provision for loan losses, operating expenses such as salaries and employee benefits, occupancy and other operating expenses including income taxes, and noninterest income such as loan prepayment fees.

The following table sets forth, for the periods indicated, information regarding (i) the total dollar amount of interest income from interest-earning assets and the resultant average yield; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average cost; (iii) net interest income; (iv) interest rate spread; and (v) net interest margin. Average balances are based on average daily balances (dollars in thousands):

	Year Ended December 31,								
	2020			2019			2018		
	Average Balance	Interest And Dividends	Average Yield/ Rate	Average Balance	Interest And Dividends	Average Yield/ Rate	Average Balance	Interest And Dividends	Average Yield/ Rate
Interest-earning assets:									
Loans	130,704	6,413	4.91%	\$ 86,867	4,693	5.4%	\$ 74,598	\$ 3,912	5.24%
Securities	11,722	192	1.64%	11,465	245	2.14	10,494	232	2.21
Other interest-earning assets (1)	16,744	105	0.63%	9,970	236	2.37	4,811	148	3.08
Total interest-earning assets/interest income	159,170	6,710	4.21%	108,302	5,174	4.78	89,903	4,292	4.78%
Cash and due from banks	11,383			2,130			1,676		
Premises and equipment	1,660			2,915			2,676		
Other assets	1,428			(983)			(1,985)		
Total assets	173,641			\$ 112,364			\$ 92,270		
Interest-bearing liabilities:									
Savings, NOW and money-market deposits	79,635	750	0.94%	\$ 44,494	805	1.81	\$ 22,000	175	0.8
Time deposits	29,198	527	1.80%	30,733	698	2.27	23,032	335	1.45
Borrowings (4)	25,079	443	1.76%	18,142	543	2.99	29,213	736	2.52
Total interest-bearing liabilities/interest expense	133,912	1,720	1.28%	93,369	2,046	2.19	74,245	1,246	1.68
Noninterest-bearing demand deposits	27,439			11,557			11,893		
Other liabilities	2,208			2,279			2,105		
Stockholders' equity	10,082			5,159			4,027		
Total liabilities and stockholders' equity	173,641			\$ 112,364			\$ 92,270		
Net interest income		4,990			3,128			3,046	
Interest rate spread (2)			2.93%			2.59			3.1
Net interest margin (3)			3.14%			2.89			3.39
Ratio of average interest-earning assets to average interest-bearing liabilities			1.19			1.16			1.21

(1) Includes interest-earning deposits with banks, Federal funds sold and Federal Home Loan Bank stock dividends.

(2) Interest rate spread represents the difference between average yield on interest-earning assets and the average cost of interest-bearing liabilities.

(3) Net interest margin is net interest income divided by average interest-earning assets.

(4) Includes Federal Home Loan Bank advances and the junior subordinated debenture.

Rate/Volume Analysis

The following tables set forth certain information regarding changes in interest income and interest expense for the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (1) changes in rate (change in rate multiplied by prior volume), (2) changes in volume (change in volume multiplied by prior rate) and (3) changes in rate-volume (change in rate multiplied by change in volume) (in thousands):

Year Ended December 31, 2020 versus 2019				
Increases (Decreases) Due to Change In:				
	Rate	Volume	Rate/ Volume	Total
Interest-earning assets:				
Loans	\$ (431)	\$ 2,369	\$ (218)	\$ 1,720
Securities	(58)	5	(2)	(55)
Other interest-earning assets	(173)	159	(118)	(132)
Total interest-earning assets	(662)	2,533	(338)	1,533
Interest-bearing liabilities:				
Savings, NOW and money-market	(386)	635	(305)	(56)
Time deposits	(144)	(35)	7	(172)
Other	(224)	210	(86)	(100)
Total interest-bearing liabilities	(754)	810	(384)	(328)
Net interest income	\$ 92	\$ 1,723	\$ 46	\$ 1,861

Year Ended December 31, 2019 versus 2018				
Increases (Decreases) Due to Change In:				
	Rate	Volume	Rate/ Volume	Total
Interest-earning assets:				
Loans	\$ 118	\$ 643	\$ 20	\$ 781
Securities	(8)	22	(1)	13
Other interest-earning assets	(34)	159	(37)	88
Total interest-earning assets	76	824	(18)	882
Interest-bearing liabilities:				
Savings, NOW and money-market	223	179	228	630
Time deposits	188	112	63	363
Other	138	(279)	(52)	(193)
Total interest-bearing liabilities	549	12	239	800
Net interest (expense) income	\$ (473)	\$ 812	\$ (257)	\$ 82

Financial Condition as of December 31, 2020 Compared to December 31, 2019

The Company's total assets at December 31, 2020, were \$235.1 million, an increase of \$108.3 million from December 31, 2019. The increase of \$108.3 million in total assets was primarily consisted of increases of \$45.6 million in cash and cash equivalents, \$11 million in debt securities and \$50.2 million in net loans. The Company experienced growth across the various loan types due to new organic originations. The increase in loans consisted to increases of \$12.2 million in multi-family real estate loans, \$16 million in commercial real estate loans and \$17.3 million in commercial loans.

The Company's total liabilities at December 31, 2020, were \$217.2 million, an increase of \$97.7 million from December 31, 2019. The increase of \$97.7 million in total liabilities was mainly due to an increase of \$89.3 million in total deposits and an increase of \$10 million in Federal Home Loan Bank advances.

The Company's total stockholders' equity at December 31, 2020, were \$17.8 million, an increase of \$10.6 million. The increase of \$10.6 million was principally due to the issuance of 400 shares of Series B Participating Preferred Stock for an aggregate amount of \$10 million.

At December 31, 2020, the Bank had a Tier 1 leverage ratio of 9%. The Company's capital was enhanced during 2020 through the issuance of common stock and preferred stock, consisting of \$540,000 from the sale of common stock, \$10,000,000 from the sale of preferred stock, \$219,000 from the issuance of common stock to a director and an executive officer as compensation for services, and \$514,000 from the issuance of common stock in exchange for Trust Preferred Securities.

Junior Subordinated Debenture. In 2004, the Company formed OptimumBank Capital Trust I (the "Trust") for the purpose of raising capital through the sale of trust preferred securities. At that time, the Trust raised \$5,155,000 through the sale of 5,000 trust preferred securities (the "Trust Preferred Securities") to a third party investor and the issuance of 155 common trust securities to the Company.

The Trust utilized the proceeds of \$5,155,000 to purchase a junior subordinated debenture from the Company (the "Junior Subordinated Debenture"). Under the Junior Subordinated Debenture, the Company is required to make interest payments on a periodic basis and to pay the outstanding principal amount plus accrued interest on October 7, 2034.

In May 2018, Preferred Shares, LLC (the "Purchaser") acquired all 5,000 of the Trust Preferred Securities from a third party. The Purchaser is an affiliate of a director of the Company. The Purchaser has subsequently sold and/or transferred 3,087 of the Trust Preferred Securities to unaffiliated third parties.

The Company has been in default under the Junior Subordinated Debenture due to the failure to pay interest since 2015. In September 2020, the Company paid approximately \$1.1 million to the holders of the outstanding Trust Preferred Securities, which represented all accrued interest through September 2020 under the Junior Subordinated Debenture attributable to the Trust Preferred Securities that had not been cancelled. The coupon interest rate floats quarterly at the three-month LIBOR rate plus 2.45% (2.68% at December 31, 2020).

During 2018, the Company issued 301,778 shares of the Company's common stock in exchange for 694 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$694,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$211,000, and increased its stockholders' equity by the same amount.

During 2019, the Company issued 924,395 shares of the Company's common stock in exchange for 1,881 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$1,881,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$763,000, and increased its stockholders' equity by the same amount.

During December 2020, the Company issued 171,500 shares of the Company's common stock in exchange for 512 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$512,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$2,000, and increased its stockholders' equity by the same amount.

The principal owed by the Company in connection with the Junior Subordinated Debenture was \$2,068,000 at December 31, 2020 and \$2,580,000 at December 31, 2019. The accrued interest owed by the Company associated with the Junior Subordinated Debenture was \$30,000 and \$995,000 at December 31, 2020 and December 31, 2019 respectively. The accrued interest is presented on the accompanying consolidated balance sheet under the caption "Other liabilities".

Results of Operations for Year Ended December 31, 2020 Compared to Year Ended December 31, 2019

(dollars in thousands)	Years Ended December 31,		Increase / (Decrease)	
	2020	2019	Amount	Percentage
Total interest income	\$ 6,710	\$ 5,174	\$ 1,536	30%
Total interest expense	1,720	2,046	(326)	(16)%
Net interest income	4,990	3,128	1,862	60%
(Provision) credit for loan losses	(1,020)	79	(1,099)	(1391)%
Net interest income after (provision) credit for loan losses	3,970	3,207	763	24%
Total noninterest income	294	182	112	62%
Total noninterest expenses	5,046	4,541	505	11%
Net loss before income tax benefit	(782)	(1,152)	370	(32)%
Income tax benefit	-	(52)	52	(100)%
Net Loss	\$ (782)	\$ (1,100)	318	(29)%
Net loss per share - Basic and diluted	\$ (0.27)	\$ (.58)		

Net Loss. The Company had a net loss of (\$782,000) for the year ended December 31, 2020 compared to a net loss of (\$1,100,000) for the year ended December 31, 2019. The Company recorded provision for loan losses amounting to \$1,020,000 during year ended December 31, 2020, which was largely due to the economic environment associated with the COVID-19 pandemic and related charge offs. The Company recorded a recovery of provision for loan losses amounting to \$79,000 during the year ended December 31, 2019. Excluding the (provision) credit for loan losses, the Company would have had net earnings of \$238,000 for the year ended December 31, 2020 and a net loss of (\$1,179,000) for the year ended December 31, 2019. Excluding the (provision) credit for loan losses, net loss decreased \$1,417,000 for the year ended December 31, 2020 compared to the year ended December 31, 2019.

Interest Income. Interest income increased to \$1.5 million for the year ended December 31, 2020 from \$5.2 million for the year ended December 31, 2019, primarily due to an increase in loan volume.

Interest Expense. Interest expense on deposits and borrowings decreased \$326,000 to \$1,720,000 for the year ended December 31, 2020 compared to the prior year. The decrease in interest expense was caused by a reduction in interest rates paid on deposits and borrowings offset by volume increases in deposits and borrowings.

Provision for Loan Losses. The provision for losses during the year ended December 31, 2020 amounted to \$1,020,000. The provision for loan losses is charged to operations in order to bring the total allowance for loan losses to a level deemed appropriate by management to absorb losses inherent in the portfolio at December 31, 2020 and 2019. Management's periodic evaluation of the adequacy of the allowance is based upon historical experience, the volume and type of lending conducted by us, adverse situations that may affect the borrower's ability to repay, estimated value of the underlying collateral, loans identified as impaired, general economic conditions, particularly as they relate to our market areas, and other factors related to the estimated collectability of our loan portfolio. The allowance for loan losses totalled \$1.9 million or 1.23% of loans outstanding at December 31, 2020, as compared to \$2.0 million or 1.93% of loans outstanding at December 31, 2019.

Noninterest Income. Total noninterest income increased by \$112,000 for the year ended December 31, 2020, from \$182,000 for the year ended December 31, 2019. The increase is primarily related to service charges on deposits.

Noninterest Expenses. Total noninterest expenses increased \$505,000 to \$5 million for the year ended December 31, 2020 compared to \$4.5 million for the year ended December 31, 2019 primarily due to an increase in salaries and employee benefits and occupancy and equipment.

COVID-19 Related Loan Data

Loan Forbearance. During the year ended December 31, 2020 we granted 180-day forbearances on 60 loans totalling \$43.8 million. At December 31, 2020, we have no loans under forbearances as all of the 60 loans exited the forbearance program and resumed their regular payments as scheduled.

Paycheck Protection Program ("PPP"). We closed 204 PPP loans totaling \$19.2 million during the year ended December 31, 2020.

Impact of Inflation and Changing Prices

The consolidated financial statements and related data presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America, which requires the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, substantially all of the Bank's assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on its performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services, since such prices are affected by inflation to a larger extent than interest rates.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors
OptimumBank Holdings, Inc.
Fort Lauderdale, Florida:

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of OptimumBank Holdings, Inc. and subsidiary (the “Company”) as of December 31, 2020 and 2019 and the related consolidated statements of operations, comprehensive loss, stockholders’ equity and cash flows for the years then ended and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2020 and 2019, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, the Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

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

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

As described in Notes 1 and 3 to the consolidated financial statements, management determines the general reserve portion of the allowance for loan losses using actual historical loss experience for each individual loan category, as well as evaluating whether qualitative adjustments are necessary. As of December 31, 2020, the allowance for loan losses was \$1.9 million which consists of two components: the allowance for loans individually evaluated for impairment (“special reserves”), none at December 31, 2020, and the allowance for loans collectively evaluated for impairment (“general reserve”), representing \$1.9 million. The general reserve covers loans that are not individually classified as impaired. In evaluating whether qualitative adjustments are necessary, management considers (1) changes in national, regional and local economic conditions that affect the collectability of the loan portfolio (2) changes in collateral value of loans (3) changes in lending policies and procedures, risk selection and underwriting standards (4) changes in the volume and severity of past due loans, nonaccrual loans or loans classified special mention, substandard, doubtful or loss (5) the existence and effect of any concentrations of credit and changes in the level of such concentrations (6) changes in the nature and volume of the loan portfolio and terms of loans, (7) changes in the experience, ability and depth of lending management and other relevant staff, (8) quality of loan review and Board of Directors oversight, (9) the effect of other external factors, trends or uncertainties that could affect management’s estimate of probable losses, such as competition and industry conditions.

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

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

/s/ HACKER, JOHNSON & SMITH PA

We have served as the Company's auditor since 2000.
Fort Lauderdale, Florida
March 25, 2021

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Consolidated Balance Sheets
(Dollars in thousands, except per share amounts)

	<u>December 31, 2020</u>	<u>December 31, 2019</u>
Assets:		
Cash and due from banks	\$ 25,523	\$ 2,111
Interest-bearing deposits with banks	29,106	6,823
Total cash and cash equivalents	54,629	8,934
Debt securities available for sale	18,893	5,409
Debt securities held-to-maturity (fair value of \$3,549 and \$5,986)	3,399	5,806
Loans, net of allowance for loan losses of \$1,906 and \$2,009	152,469	102,233
Federal Home Loan Bank stock	1,092	642
Premises and equipment, net	1,413	1,389
Right-of-use operating lease assets	904	1,055
Accrued interest receivable	1,336	432
Other assets	977	848
Total assets	<u>\$ 235,112</u>	<u>\$ 126,748</u>
Liabilities and Stockholders' Equity:		
Liabilities:		
Noninterest-bearing demand deposits	\$ 58,312	\$ 10,545
Savings, NOW and money-market deposits	110,704	55,475
Time deposits	21,743	35,352
Total deposits	190,759	101,372
Federal Home Loan Bank advances	23,000	13,000
Junior subordinated debenture	2,068	2,580
Official checks	142	208
Operating lease liabilities	923	1,061
Other liabilities	386	1,320
Total liabilities	<u>217,278</u>	<u>119,541</u>
Commitments and contingencies (Notes 8 and 14)		
Stockholders' equity:		
Preferred stock, no par value; 6,000,000 shares authorized:		
Designated Series A, no par value, no shares issued and outstanding	—	—
Designated Series B, no par value, 560 shares authorized, 400 shares issued and outstanding in 2020	—	—
Common stock, \$.01 par value; 10,000,000 shares authorized, 3,203,455 shares issued and outstanding in 2020 and 2,853,171 shares issued and outstanding in 2019	32	28
Additional paid-in capital	50,263	38,994
Accumulated deficit	(32,392)	(31,610)
Accumulated other comprehensive loss	(69)	(205)
Total stockholders' equity	<u>17,834</u>	<u>7,207</u>
Total liabilities and stockholders' equity	<u>\$ 235,112</u>	<u>\$ 126,748</u>

See accompanying notes to Consolidated Financial Statements

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Consolidated Statements of Operations
(In thousands)

	Year Ended December 31,	
	2020	2019
Interest income:		
Loans	\$ 6,413	\$ 4,693
Debt securities	192	245
Other	105	236
Total interest income	6,710	5,174
Interest expense:		
Deposits	1,277	1,503
Borrowings	443	543
Total interest expense	1,720	2,046
Net interest income	4,990	3,128
Provision (credit) for loan losses	1,020	(79)
Net interest income after provision (credit) for loan losses	3,970	3,207
Noninterest income:		
Service charges on deposits	272	173
Other	22	9
Total noninterest income	294	182
Noninterest expenses:		
Salaries and employee benefits	2,324	2,022
Professional fees	558	537
Occupancy and equipment	570	487
Data processing	546	491
Insurance	85	89
Regulatory assessment	158	41
Loss on sale of premises and equipment, net	-	215
Other	805	659
Total noninterest expenses	5,046	4,541
Net loss before income tax benefit	(782)	(1,152)
Income tax benefit	-	(52)
Net loss	\$ (782)	\$ (1,100)
Net loss per share - Basic and diluted	\$ (0.27)	\$ (.58)

See Accompanying Notes to Consolidated Financial Statements.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Consolidated Statements of Comprehensive Loss
(In thousands)

	Year Ended December 31,	
	2020	2019
Net loss	(782)	\$ (1,100)
Other comprehensive income:		
Change in unrealized gain on debt securities-		
Unrealized gain arising during the year	39	75
Amortization of unrealized loss on debt securities transferred to held-to-maturity	140	93
Other comprehensive income before income tax expense	179	168
Deferred income tax expense on above change	(43)	(43)
Total other comprehensive income	136	125
Comprehensive loss	(646)	\$ (975)

See Accompanying Notes to Consolidated Financial Statements.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Consolidated Statements of Stockholders' Equity

Years Ended December 31, 2020 and 2019
(Dollars in thousands except per share amounts)

	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2018	—	\$ —	—	\$ —	1,858,020	\$ 18	\$ 36,128	\$ (30,510)	\$ (330)	\$ 5,306
Common stock issued and reclassified from other liabilities	—	—	—	—	12,447	—	31	—	—	31
Stock-based compensation	—	—	—	—	58,309	1	200	—	—	201
Common stock issued in exchange for Trust Preferred Securities	—	—	—	—	924,395	9	2,635	—	—	2,644
Net change in unrealized gain on debt securities available for sale, net of income taxes	—	—	—	—	—	—	—	—	56	56
Amortization of unrealized loss on debt securities transferred to held-to-maturity	—	—	—	—	—	—	—	—	69	69
Net earnings	—	—	—	—	—	—	—	(1,100)	—	(1,100)
Balance at December 31, 2019	—	\$ —	—	\$ —	2,853,171	\$ 28	\$ 38,994	\$ (31,610)	\$ (205)	\$ 7,207
Proceeds from the sale of preferred stock	—	—	400	—	—	—	10,000	—	—	10,000
Proceeds from the sale of common stock	—	—	—	—	98,182	1	539	—	—	540
Stock-based compensation	—	—	—	—	80,602	1	218	—	—	219
Common stock issued in exchange for Trust Preferred Securities	—	—	—	—	171,500	2	512	—	—	514
Net change in unrealized gain on debt securities available for sale, net of income taxes	—	—	—	—	—	—	—	—	30	30
Amortization of unrealized loss on debt securities transferred to held-to-maturity	—	—	—	—	—	—	—	—	106	106
Net loss	—	—	—	—	—	—	—	(782)	—	(782)
Balance at December 31, 2020	—	—	400	—	3,203,455	32	50,263	(32,392)	(69)	17,834

See Accompanying Notes to Consolidated Financial Statements.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,	
	2020	2019
Cash flows from operating activities:		
Net loss	\$ (782)	\$ (1,100)
Adjustments to reconcile net loss to net cash used in operating activities:		
Provision (credit) for loan losses	1,020	(79)
Depreciation and amortization	176	173
Stock-based compensation	219	201
Net (accretion) amortization of fees, premiums and discounts	(37)	203
Loss on sale of premises and equipment, net	—	215
Loss on sale of foreclosed real estate, net	7	—
Increase in accrued interest receivable	(904)	(118)
Amortization of right-of-use operating lease assets	151	89
Net decrease in operating lease liabilities	(138)	(83)
Increase in other assets	(172)	(235)
(Decrease) increase in official checks and other liabilities	(998)	176
Net cash used in operating activities	<u>(1,458)</u>	<u>(558)</u>
Cash flows from investing activities:		
Purchase of debt securities available for sale	(15,720)	(4,158)
Principal repayments of debt securities available for sale	2,220	1,106
Principal repayments of debt securities held-to-maturity	2,473	1,379
Net increase in loans	(51,771)	(23,983)
Proceeds from sale of foreclosed real estate	674	—
Purchases of premises and equipment	(200)	(509)
Proceeds from sale of premises and equipment	—	350
(Purchase) redemption of FHLB stock	(450)	490
Net cash used in investing activities	<u>(62,774)</u>	<u>(25,325)</u>
Cash flows from financing activities:		
Net increase in deposits	89,387	38,994
Net decrease in federal funds purchased	—	(560)
Net increase (decrease) in Federal Home Loan Bank advances	10,000	(11,600)
Proceeds from sale of common stock	540	—
Proceeds from sale of preferred stock	10,000	—
Net cash provided by financing activities	<u>109,927</u>	<u>26,834</u>
Net increase in cash and cash equivalents	45,695	951
Cash and cash equivalents at beginning of the year	<u>8,934</u>	<u>7,983</u>
Cash and cash equivalents at end of the year	<u>\$ 54,629</u>	<u>\$ 8,934</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Interest	<u>\$ 2,681</u>	<u>\$ 1,756</u>
Income taxes	<u>\$ —</u>	<u>\$ —</u>
Noncash transaction -		
Change in accumulated other comprehensive loss, net change in unrealized gain on debt securities available for sale, net of income taxes	<u>\$ 136</u>	<u>\$ 125</u>
Amortization of unrealized loss on debt securities transferred to held-to-maturity	<u>\$ 140</u>	<u>\$ 93</u>
Premises and equipment transferred to loans	<u>\$ —</u>	<u>\$ 1,050</u>

Common stock issued and reclassified from other liabilities	\$ —	\$ 31
Right-of use lease assets obtained in exchange for operating lease liabilities	\$ —	\$ 1,144
Issuance of common stock in exchange for Trust Preferred Securities	\$ 514	\$ 2,644
Transfer of loan to foreclosed real estate	\$ 681	\$ -

See Accompanying Notes to Consolidated Financial Statements.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

At December 31, 2020 and 2019 and for the Years Then Ended

(1) Summary of Significant Accounting Policies

Organization. OptimumBank Holdings, Inc. (the “Company”) is a one-bank holding company and owns 100% of OptimumBank (the “Bank”), a Florida-chartered commercial bank. The Company’s only business is the operation of the Bank. The Bank’s deposits are insured up to applicable limits by the Federal Deposit Insurance Corporation (“FDIC”). The Bank offers a variety of community banking services to individual and corporate customers through its three banking offices located in Broward County, Florida.

Basis of Presentation. The accompanying consolidated financial statements include the accounts of the Company and the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation. The accounting and reporting practices of the Company conform to accounting principles generally accepted in the United States of America (“GAAP”) and to general practices within the banking industry. The following summarizes the more significant of these policies and practices.

Subsequent Events. The Company has evaluated subsequent events through March 25, 2021, which is the date the consolidated financial statements were issued, determining no additional events required disclosure.

Coronavirus Global Pandemic (“COVID-19”). The Company is subject to risks related to the public health crisis associated with COVID-19. COVID-19 has negatively impacted the global economy, disrupted global supply chains, created significant volatility and disruption in financial markets and significantly increased unemployment levels. The extent to which COVID-19 impacts the Company’s business, results of operations, and financial condition, as well as loan quality, regulatory capital and liquidity ratios, will depend on future developments, the duration of the pandemic, and actions taken by governmental authorities to slow the spread of the disease or to mitigate its effects.

Junior Subordinated Debenture. In 2004, the Company formed OptimumBank Capital Trust I (the “Trust”) for the purpose of raising capital through the sale of trust preferred securities. At that time, the Trust raised \$5,155,000 through the sale of 5,000 trust preferred securities (the “Trust Preferred Securities”) to a third party investor and the issuance of 155 common trust securities to the Company.

The Trust utilized the proceeds of \$5,155,000 to purchase a junior subordinated debenture from the Company (the “Junior Subordinated Debenture”). Under the Junior Subordinated Debenture, the Company is required to make interest payments on a periodic basis and to pay the outstanding principal amount plus accrued interest on October 7, 2034.

In May 2018, Preferred Shares, LLC (the “Purchaser”) acquired all 5,000 of the Trust Preferred Securities from a third party. The Purchaser is an affiliate of a director of the Company. The Purchaser has subsequently sold and/or transferred 3,087 of the Trust Preferred Securities to unaffiliated third parties.

The Company had been in default under the Junior Subordinated Debenture due to the failure to pay interest since 2015. In September 2020, the Company paid approximately \$1.1 million to the holders of the outstanding Trust Preferred Securities, which represented all accrued interest through September 2020 under the Junior Subordinated Debenture attributable to the Trust Preferred Securities that had not been cancelled. The coupon interest rate floats quarterly at the three-month LIBOR rate plus 2.45% (2.68% at December 31, 2020).

During 2018, the Company issued 301,778 shares of the Company’s common stock in exchange for 694 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$694,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$211,000, and increased its stockholders’ equity by the same amount.

During 2019, the Company issued 924,395 shares of the Company’s common stock in exchange for 1,881 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$1,881,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$763,000, and increased its stockholders’ equity by the same amount.

During December 2020, the Company issued 171,500 shares of the Company’s common stock in exchange for 512 Trust Preferred Securities. For accounting purposes, the Trust Preferred Securities acquired by the Company were deemed to be cancelled. As a result, the Company cancelled \$512,000 in principal amount of the Trust Preferred Securities, together with accrued interest of \$2,000, and increased its stockholders’ equity by the same amount.

The principal owed by the Company in connection with the Junior Subordinated Debenture was \$2,068,000 at December 31, 2020 and \$2,580,000 at December 31, 2019. The accrued interest owed by the Company associated with the Junior Subordinated Debenture was \$30,000 and \$995,000 at December 31, 2020, 2019 respectively. The accrued interest is presented on the accompanying consolidated balance sheet under the caption “Other liabilities”.

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

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

The Company may be required by law or regulation to maintain cash reserves in the form of vault cash or deposit with Federal Reserve Banks or in Pass-through accounts with other banks. This requirement is based on the amount of the Bank's transaction deposit accounts. As of December 31, 2020, the Bank did not have a reserve requirement as the Federal Reserve Board lowered the requirements to zero for all depository institutions. At December 31, 2019, there were no required cash reserves.

(continued)

Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies, continued

Debt Securities. Debt securities may be classified as trading, held to maturity or available for sale. Trading debt securities are held principally for resale and recorded at their fair values. Unrealized gains and losses on trading debt securities are included immediately in operations. Held-to-maturity debt securities are those which management has the positive intent and ability to hold to maturity and are reported at amortized cost. Available-for-sale debt securities consist of debt securities not classified as trading debt securities nor as held to maturity debt securities. Unrealized holding gains and losses on available for sale debt securities are reported as a net amount in accumulated other comprehensive loss in stockholders' equity until realized. Gains and losses on the sale of debt securities available for sale are determined using the specific-identification method. Premiums and discounts on debt securities are recognized in interest income using the interest method over the period to maturity.

Management evaluates debt securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. A debt security is impaired if the fair value is less than its carrying value at the financial statement date. When a debt security is impaired, the Company determines whether this impairment is temporary or other-than-temporary. In estimating other-than-temporary impairment ("OTTI") losses, management assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a debt security in an unrealized loss position before recovery of its amortized cost basis. If either of these criteria is met, the entire difference between amortized cost and fair value is recognized in operations. For debt securities that do not meet the aforementioned criteria, the amount of impairment recognized in operations is limited to the amount related to credit losses, while impairment related to other factors is recognized in other comprehensive income. Management utilizes cash flow models to segregate impairments to distinguish between impairment related to credit losses and impairment related to other factors. To assess for OTTI, management considers, among other things, (i) the severity and duration of the impairment; (ii) the ratings of the debt security; (iii) the overall transaction structure (the Company's position within the structure, the aggregate, near-term financial performance of the underlying collateral, delinquencies, defaults, loss severities, recoveries, prepayments, cumulative loss projections, and discounted cash flows); and (iv) the timing and magnitude of a break in modeled cash flows.

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

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

The accrual of interest on loans is discontinued at the time the loan is ninety days delinquent unless the loan is well collateralized and in process of collection. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans that are placed on nonaccrual or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses. The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to operations. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. There were no changes in the Company's accounting policies or methodology during the years ended December 31, 2020 or 2019.

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

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies, continued

Allowance for Loan Losses, Continued

The allowance consists of specific and general components. The specific component relates to loans that are classified as impaired. For such loans, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loans are lower than the carrying value of those loans. The general component covers all other loans and is based on historical loss experience adjusted for qualitative factors.

The historical loss component of the allowance is determined by losses recognized by portfolio segment over the preceding three years. The historical loss experience is adjusted for the risks by each portfolio segment. Risk factors impacting loans in each of the portfolio segments include: (1) changes in national, regional and local economic conditions that affect the collectability of the loan portfolio (2) changes in collateral value of loans (3) changes in lending policies and procedures, risk selection and underwriting standards (4) changes in the volume and severity of past due loans, nonaccrual loans or loans classified special mention, substandard, doubtful or loss (5) the existence and effect of any concentrations of credit and changes in the level of such concentrations (6) changes in the nature and volume of the loan portfolio and terms of loans, (7) changes in the experience, ability and depth of lending management and other relevant staff, (8) quality of loan review and Board of Director's oversight, (9) the effect of other external factors, trends or uncertainties that could affect management's estimate of probable losses, such as competition and industry conditions.

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

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

Leases. We determine if a contract contains a lease at inception and recognize operating lease right-of-use assets and operating lease liabilities based on the present value of the future minimum lease payments at the lease commencement date. As our leases do not provide implicit rates, we use our incremental borrowing rate commensurate with the underlying lease terms. Lease agreements that have lease and non-lease components, are accounted for as a single lease component. Lease expense is recognized on a straight-line basis over the lease term.

Preferred Securities of Unconsolidated Subsidiary Trust. The Company owns all of the common interests of OptimumBank Holdings Capital Trust I (the "Trust"), an unconsolidated subsidiary trust. The Trust used the proceeds from the sale of \$5,000,000 of its Trust Preferred Securities and \$155,000 from the issuance of common interests in the Trust to acquire a \$5,155,000 Junior Subordinated Debenture issued by the Company. The Junior Subordinated Debenture and certain capitalized costs associated with the issuance of the securities comprise the Trust's only assets. Interest payments on the Junior Subordinated Debenture are intended to finance the distributions paid on the Trust Preferred Securities. The Company recorded the Junior Subordinated Debenture as a liability under the heading "Junior Subordinated Debenture" and its ownership of the common interests in the Trust under the heading "Other Assets" in the accompanying consolidated balance sheets.

The Company has entered into agreements which, taken collectively, fully and unconditionally guarantee the preferred securities of the Trust subject to the terms of the guarantee.

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

Revenue Recognition. The Company has adopted Accounting Standards Updated ("ASU") ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). The majority of the Company's revenues come from interest income and financial assets, including loans, and securities which are outside the scope of ASC 606. The Company's services that fall within the scope of ASC 606 are presented within noninterest income and are recognized as revenue as the Company satisfies its obligation to the customer. Elements of noninterest income within the scope of ASC 606 are limited to service charges on deposit accounts. The impact of guidance in this update, including method of implementation of ASC 606, did not have a material impact on the Company's consolidated financial statements. The following summarizes the Company's revenue recognition accounting policy for service charges on deposit accounts which is within the scope of ASC 606-

Service Charges on Deposit Accounts. Deposit related fees consist of fees earned on transaction-based, account maintenance, and overdraft services. Transaction-based fees, which include services such as wire fees, ATM use fees, debit card interchange fees, stop payment charges, statement rendering,

and ACH fees, are recognized at the time the transaction is executed as that it the point in time the Company fulfills the customer's request. Account maintenance fees, which relate primarily to monthly maintenance, are earned over the course of a month, representing the period over which the Company satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs. Service charges on deposits are withdrawn from the customer's account balance.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies, continued

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

Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company provides reserves for potential payments of tax related to uncertain tax positions. These reserves are based on a determination of whether and how much of a tax benefit taken by the Company in its tax filings or positions is more likely than not to be realized following resolution of any potential contingencies present related to the tax benefit. Potential interest and penalties associated with such uncertain tax positions are recorded as a component of income tax expense.

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

The Company and the Bank file a consolidated income tax return. Income taxes are allocated proportionately to the Company and the Bank as though separate income tax returns were filed.

Advertising. The Company expenses all media advertising as incurred. Media advertising expense included in other noninterest expenses in the accompanying consolidated statements of operations was approximately \$10,000 and \$18,000 during the years ended December 31, 2020 and 2019, respectively.

Stock Compensation Plan. The Company has adopted the fair value recognition method and expenses the fair value of any stock options as they vest. Under the fair value recognition method, the Company recognizes stock-based compensation in the accompanying consolidated statements of operations.

Loss Per Share. Basic loss per share is computed on the basis of the weighted-average number of common shares outstanding. In 2020 and 2019, basic and diluted loss per share is the same due to the net loss incurred by the Company. Loss per common share has been computed based on the following:

	Year Ended December 31,	
	2020	2019
Weighted-average number of common shares outstanding used to calculate basic and diluted loss per common share	2,934,293	1,901,970

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies, continued

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

Fair Value Measurements. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy describes three levels of inputs that may be used to measure fair value:

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

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

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

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

Debt Securities Available for Sale and Held to Maturity. Where quoted prices are available in an active market, debt securities are classified within Level 1 of the valuation hierarchy. Level 1 debt securities include highly liquid government bonds and certain mortgage products. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. Examples of such instruments, which would generally be classified within Level 2 of the valuation hierarchy, include certain collateralized mortgage obligations, mortgage-backed securities, SBA pool securities and taxable municipal securities.

Impaired Loans. The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available for similar loans and collateral underlying such loans. Such adjustments result in level 3 fair value classification for impaired loans measured at fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted in accordance with the allowance policy.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies, continued

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

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

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

Loans. For variable-rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. Fair values for fixed-rate loans, including fixed-rate residential and commercial real estate and commercial loans, are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality (Level 3).

Federal Home Loan Bank Stock. Fair value of the Company's investment in Federal Home Loan Bank stock is based on its redemption value, which is its cost of \$100 per share (Level 3).

Accrued Interest Receivable. The carrying amount of accrued interest approximates its fair value (Level 3).

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

Federal Home Loan Bank Advances. Fair values of Federal Home Loan Bank advances are estimated using discounted cash flow analysis based on the Company's current incremental borrowing rates for similar types of borrowings (Level 3).

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

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

Accumulated other comprehensive loss consists of the following (in thousands):

	<u>31-Dec-20</u>	<u>31-Dec-19</u>
Unrealized gain on debt securities available for sale	\$ 50	\$ 11
Unamortized portion of unrealized loss related to debt securities available for sale transferred to debt securities held-to-maturity	(144)	(284)
Income tax benefit	25	68
	<u>\$ (69)</u>	<u>\$ (205)</u>

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies, continued

Reclassifications. Certain amounts in 2019 consolidated financial statements have been reclassified to conform to the 2020 consolidated financial statement presentation.

Recent Pronouncements. In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-13 Financial Instruments-Credit Losses (Topic 326). The ASU improves financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by the Company. The ASU requires the Company to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. The Company will continue to use judgment to determine which loss estimation method is appropriate for their circumstances. The ASU requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization’s portfolio. These disclosures include qualitative and quantitative requirements that provide additional information about the amounts recorded in the condensed consolidated financial statements. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The ASU will take effect for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022. The Company is in the process of determining the effect of the ASU on its consolidated financial statements.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(2) **Debt Securities.** Debt Securities have been classified according to management's intent. The carrying amount of debt securities and approximate fair values are as follows (in thousands):

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
At December 31, 2020:				
Held-to-maturity:				
Collateralized mortgage obligations	\$ 2,420	\$ 116	—	\$ 2,536
Mortgage-backed securities	979	34	—	1,013
Total	<u>\$ 3,399</u>	<u>\$ 150</u>	<u>—</u>	<u>\$ 3,549</u>
Available for sale:				
SBA Pool Securities	\$ 1,338	\$ —	\$ (41)	\$ 1,297
Collateralized mortgage obligations	458	27	—	485
Taxable municipal securities	5,063	29	(7)	5,085
Mortgage-backed securities	11,984	53	(11)	12,026
Total	<u>\$ 18,843</u>	<u>\$ 109</u>	<u>\$ (59)</u>	<u>\$ 18,893</u>
At December 31, 2019:				
Held-to-maturity:				
Collateralized mortgage obligations	\$ 4,218	\$ 129	—	\$ 4,347
Mortgage-backed securities	1,588	51	—	1,639
Total	<u>\$ 5,806</u>	<u>\$ 180</u>	<u>—</u>	<u>\$ 5,986</u>
Available for sale:				
SBA Pool Securities	\$ 1,734	\$ —	\$ (52)	\$ 1,682
Collateralized mortgage obligations	998	18	—	1,016
Mortgage-backed securities	2,666	45	—	2,711
Total	<u>\$ 5,398</u>	<u>\$ 63</u>	<u>\$ (52)</u>	<u>\$ 5,409</u>

There were no sales of debt securities available for sale during the years ended December 31, 2020 and 2019.

Debt securities with gross unrealized losses, aggregated by investment category and length of time that individual debt securities have been in a continuous loss position, is as follows (in thousands):

	<u>Over Twelve Months</u>		<u>Less Than Twelve Months</u>	
	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
At December 31, 2020:				
Available for Sale:				
SBA Pool Securities	\$ 41	\$ 1,297	\$ -	\$ -
Taxable municipal securities	\$ -	\$ -	\$ 7	\$ 1,413
Mortgage-backed securities	\$ -	\$ -	\$ 11	\$ 3,583
Total	<u>41</u>	<u>1,297</u>	<u>18</u>	<u>4,996</u>
At December 31, 2019 —				
Available for Sale —				
SBA Pool Securities	<u>\$ 52</u>	<u>1,682</u>	<u>-</u>	<u>-</u>

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

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

At December 31, 2020 and 2019, the unrealized losses on eleven and six debt securities, respectively were caused by market conditions. It is expected that the debt securities would not be settled at a price less than the book value of the investments. Because the decline in fair value is attributable to market conditions and not credit quality, and because the Company has the ability and intent to hold these investments until a market price recovery or maturity, these investments are not considered other-than-temporarily impaired.

As of December 31, 2020, the Company had pledged securities with a market value of \$230,000 as collateral for the Federal Reserve Bank (the "FRB") discount window.

The Company's available-for-sale and held-to-maturity debt securities all have contractual maturity dates which are greater than ten years as of December 31, 2020. Expected maturities of these debt securities will differ from contractual maturities because borrowers have the right to call or repay obligations with or without call or prepayment penalties.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(3) Loans. The components of loans are as follows (in thousands):

	<u>At</u> <u>December 31, 2020</u>	<u>At</u> <u>December 31, 2019</u>
Residential real estate	\$ 30,254	\$ 28,266
Multi-family real estate	20,637	8,396
Commercial real estate	71,714	55,652
Land and construction	4,750	2,496
Commercial	21,849	4,476
Consumer	<u>5,715</u>	<u>4,903</u>
Total loans	154,919	104,189
(Deduct) add:		
Net deferred loan (fees), costs and premiums	(544)	53
Allowance for loan losses	<u>(1,906)</u>	<u>(2,009)</u>
Loans, net	<u>\$ 152,469</u>	<u>\$ 102,233</u>

The Company grants the majority of its loans to borrowers throughout Broward County, Florida and portions of Palm Beach and Miami-Dade Counties, Florida. Although the Company has a diversified loan portfolio, a significant portion of its borrowers' ability to repay their loans and meet their contractual obligations to the Company is dependent upon the economy in Broward, Palm Beach and Miami-Dade Counties, Florida.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(3) Loans, Continued. An analysis of the change in the allowance for loan losses for the years ended December 31, 2020 and 2019 follows (in thousands):

	<u>Residential Real Estate</u>	<u>Multi- Family Real Estate</u>	<u>Commercial Real Estate</u>	<u>Land and Construction</u>	<u>Commercial</u>	<u>Consumer</u>	<u>Unallocated</u>	<u>Total</u>
Year Ended December 31, 2020:								
Beginning balance	531	82	624	21	573	152	26	2,009
Provision (Credit) for loan losses	175	171	260	7	284	149	(26)	1,020
Charge-offs	(259)	—	—	—	(775)	(150)	—	(1,184)
Recoveries	<u>16</u>	<u>—</u>	<u>—</u>	<u>24</u>	<u>21</u>	<u>—</u>	<u>—</u>	<u>61</u>
Ending balance	<u>\$ 463</u>	<u>\$ 253</u>	<u>\$ 884</u>	<u>\$ 52</u>	<u>\$ 103</u>	<u>\$ 151</u>	<u>\$ —</u>	<u>\$ 1,906</u>
Year Ended December 31, 2019:								
Beginning balance	\$ 544	88	545	37	850	25	154	2,243
(Credit) provision for loan losses	(36)	(6)	274	(40)	(277)	134	(128)	(79)
Charge-offs	—	—	(195)	—	—	(7)	—	(202)
Recoveries	<u>23</u>	<u>—</u>	<u>—</u>	<u>24</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>47</u>
Ending balance	<u>\$ 531</u>	<u>\$ 82</u>	<u>\$ 624</u>	<u>\$ 21</u>	<u>\$ 573</u>	<u>\$ 152</u>	<u>\$ 26</u>	<u>\$ 2,009</u>

The balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2020 and 2019 follows (in thousands):

	<u>Residential Real Estate</u>	<u>Multi- Family Real Estate</u>	<u>Commercial Real Estate</u>	<u>Land and Construction</u>	<u>Commercial</u>	<u>Consumer</u>	<u>Unallocated</u>	<u>Total</u>
At December 31, 2020:								
Individually evaluated for impairment:								
Recorded investment	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,193</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,193</u>
Balance in allowance for loan losses	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Collectively evaluated for impairment:								
Recorded investment	<u>\$ 30,254</u>	<u>\$ 20,637</u>	<u>\$ 69,521</u>	<u>\$ 4,750</u>	<u>\$ 21,849</u>	<u>\$ 5,715</u>	<u>\$ —</u>	<u>\$ 152,726</u>
Balance in allowance for loan losses	<u>\$ 463</u>	<u>\$ 253</u>	<u>\$ 884</u>	<u>\$ 52</u>	<u>\$ 103</u>	<u>\$ 151</u>	<u>\$ —</u>	<u>\$ 1,906</u>
At December 31, 2019:								
Individually evaluated for impairment:								
Recorded investment	<u>\$ 944</u>	<u>\$ —</u>	<u>\$ 2,206</u>	<u>\$ —</u>	<u>\$ 812</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,962</u>
Balance in allowance for loan losses	<u>\$ 258</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 531</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 789</u>
Collectively evaluated for impairment:								
Recorded investment	<u>\$ 27,322</u>	<u>\$ 8,396</u>	<u>\$ 53,446</u>	<u>\$ 2,496</u>	<u>\$ 3,664</u>	<u>\$ 4,903</u>	<u>\$ —</u>	<u>\$ 100,227</u>
Balance in allowance for loan losses	<u>\$ 273</u>	<u>\$ 82</u>	<u>\$ 624</u>	<u>\$ 21</u>	<u>\$ 42</u>	<u>\$ 152</u>	<u>\$ 26</u>	<u>\$ 1,220</u>

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(3) *Loans, Continued.*

Residential Real Estate, Multi-Family Real Estate, Commercial Real Estate, Land and Construction. All loans are underwritten in accordance with policies set forth and approved by the Board of Directors (the “Board”), including repayment capacity and source, value of the underlying property, credit history and stability. Residential real estate loans are underwritten based on repayment capacity and source, value of the underlying property, credit history and stability. Multi-family and commercial real estate loans are secured by the subject property and are underwritten based upon standards set forth in the policies approved by the Company’s Board. Such standards include, among other factors, loan to value limits, cash flow coverage and general creditworthiness of the obligors. Construction loans to borrowers finance the construction of owner occupied and leased properties. These loans are categorized as construction loans during the construction period, later converting to commercial or residential real estate loans after the construction is complete and amortization of the loan begins. Real estate development and construction loans are approved based on an analysis of the borrower and guarantor, the viability of the project and on an acceptable percentage of the appraised value of the property securing the loan. Real estate development and construction loan funds are disbursed periodically based on the percentage of construction completed. The Company carefully monitors these loans with on-site inspections and requires the receipt of lien waivers on funds advanced. Development and construction loans are typically secured by the properties under development or construction, and personal guarantees are typically obtained. Further, to assure that reliance is not placed solely on the value of the underlying property, the Company considers the market conditions and feasibility of proposed projects, the financial condition and reputation of the borrower and guarantors, the amount of the borrower’s equity in the project, independent appraisals, cost estimates and pre-construction sales information. The Company also makes loans on occasion for the purchase of land for future development by the borrower. Land loans are extended for future development for either commercial or residential use by the borrower. The Company carefully analyzes the intended use of the property and the viability thereof.

Commercial. Commercial business loans and lines of credit consist of loans to small- and medium-sized companies in the Company’s market area. Commercial loans are generally used for working capital purposes or for acquiring equipment, inventory or furniture. Primarily all of the Company’s commercial loans are secured loans, along with a small amount of unsecured loans. The Company’s underwriting analysis consists of a review of the financial statements of the borrower, the lending history of the borrower, the debt service capabilities of the borrower, the projected cash flows of the business, the value of the collateral, if any, and whether the loan is guaranteed by the principals of the borrower. These loans are generally secured by accounts receivable, inventory and equipment. Commercial loans are typically made on the basis of the borrower’s ability to make repayment from the cash flow of the borrower’s business, which makes them of higher risk than residential loans and the collateral securing loans may be difficult to appraise and may fluctuate in value based on the success of the business. The Company seeks to minimize these risks through its underwriting standards. The Company took action to support its clients and help its communities by participating in the Payroll Protection Plan (“PPP”). The Company originated 204 PPP loans for a total dollar amount of \$19.2 million. These loans are 100% guaranteed by the Small Business Administration (the “SBA”). At December 31, 2020, the outstanding PPP loans totaled \$18.4 million.

Consumer. Consumer loans are extended for various purposes, including purchases of automobiles, recreational vehicles, and boats. Also offered are home improvement loans, lines of credit, personal loans, and deposit account collateralized loans. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Loans to consumers are extended after a credit evaluation, including the creditworthiness of the borrower(s), the purpose of the credit, and the secondary source of repayment. Consumer loans are made at fixed and variable interest rates. Risk is mitigated by the fact that the loans are of smaller individual amounts.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(3) *Loans, Continued.* The following summarizes the loan credit quality (in thousands):

	<u>Pass</u>	<u>OLEM (Other Loans Especially Mentioned)</u>	<u>Sub- standard</u>	<u>Doubtful</u>	<u>Loss</u>	<u>Total</u>
At December 31, 2020:						
Residential real estate	\$ 29,408	\$ —	\$ 846	\$ —	\$ —	\$ 30,254
Multi-family real estate	20,637	—	—	—	—	20,637
Commercial real estate	63,405	4,449	3,860	—	—	71,714
Land and construction	4,750	—	—	—	—	4,750
Commercial	20,735	1,114	—	—	—	21,849
Consumer	5,715	—	—	—	—	5,715
Total	<u>\$ 144,650</u>	<u>\$ 5,563</u>	<u>\$ 4,706</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 154,919</u>
At December 31, 2019:						
Residential real estate	\$ 27,322	\$ —	\$ 944	\$ —	\$ —	\$ 28,266
Multi-family real estate	8,396	—	—	—	—	8,396
Commercial real estate	53,011	435	2,206	—	—	55,652
Land and construction	1,261	1,235	—	—	—	2,496
Commercial	3,027	637	812	—	—	4,476
Consumer	4,903	—	—	—	—	4,903
Total	<u>\$ 97,920</u>	<u>\$ 2,307</u>	<u>\$ 3,962</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 104,189</u>

Internally assigned loan grades are defined as follows:

Pass – a Pass loan’s primary source of loan repayment is satisfactory, with secondary sources very likely to be realized if necessary. These are loans that conform in all aspects to bank policy and regulatory requirements, and no repayment risk has been identified.

OLEM – an Other Loan Especially Mentioned has potential weaknesses that deserve management’s close attention. If left uncorrected, these potential weaknesses may result in the deterioration of the repayment prospects for the asset or the Company’s credit position at some future date.

Substandard – a Substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Included in this category are loans that are current on their payments, but the Bank is unable to document the source of repayment. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful – a loan classified as Doubtful has all the weaknesses inherent in one classified as Substandard, with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may be affected in the future. The Company charges off any loan classified as Doubtful.

Loss – a loan classified as Loss is considered uncollectible and of such little value that continuance as a bankable asset is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may be affected in the future. The Company fully charges off any loan classified as Loss.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(3) *Loans, Continued.* Age analysis of past due loans at December 31, 2020 and 2019 is as follows (in thousands):

	Accruing Loans				Current	Nonaccrual Loans	Total Loans
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due			
At December 31, 2020:							
Residential real estate	\$ 977	\$ —	\$ —	\$ 977	\$ 29,277	\$ —	\$ 30,254
Multi-family real estate	—	—	—	—	20,637	—	20,637
Commercial real estate	—	—	—	—	69,521	2,193	71,714
Land and construction	—	—	—	—	4,750	—	4,750
Commercial	—	—	—	—	21,849	—	21,849
Consumer	6	—	—	6	5,709	—	5,715
Total	\$ 983	\$ —	\$ —	\$ 983	\$ 151,743	\$ 2,193	\$ 154,919
At December 31, 2019:							
Residential real estate	\$ 944	\$ —	\$ —	\$ 944	\$ 27,322	\$ —	\$ 28,266
Multi-family real estate	—	—	—	—	8,396	—	8,396
Commercial real estate	—	—	—	—	55,652	—	55,652
Land and construction	1,235	—	—	1,235	1,261	—	2,496
Commercial	—	—	—	—	3,664	812	4,476
Consumer	—	—	—	—	4,903	—	4,903
Total	\$ 2,179	\$ —	\$ —	\$ 2,179	\$ 101,198	\$ 812	\$ 104,189

The following summarizes the amount of impaired loans (in thousands):

	At December 31, 2020			At December 31, 2019		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Commercial real estate	\$ 2,193	\$ 2,193	—	\$ 2,206	\$ 2,206	—
With related allowance recorded:						
Residential real estate	—	—	—	944	944	258
Commercial	—	—	—	812	812	531
Total						
Residential real estate	\$ —	\$ —	\$ —	\$ 944	\$ 944	\$ 258
Commercial real estate	\$ 2,193	\$ 2,193	\$ —	\$ 2,206	\$ 2,206	\$ —
Commercial	\$ —	\$ —	\$ —	\$ 812	\$ 812	\$ 531
Total	\$ 2,193	\$ 2,193	\$ —	\$ 3,962	\$ 3,962	\$ 789

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(3) **Loans, Continued.** The average recorded investment in impaired loans and interest income recognized and received on impaired loans are as follows (in thousands):

	For the Year Ended December 31,					
	2020			2019		
	Average Recorded Investment	Interest Income Recognized	Interest Income Received	Average Recorded Investment	Interest Income Recognized	Interest Income Received
Residential real estate	\$ 651	\$ 18	\$ 11	\$ 949	\$ 75	\$ 69
Commercial real estate	\$ 2,194	\$ 78	\$ 60	\$ 2,672	\$ 115	\$ 113
Commercial	\$ 499	\$ —	\$ 18	\$ 1,208	\$ 43	\$ 48
Total	\$ 3,344	\$ 96	\$ 89	\$ 4,829	\$ 233	\$ 230

No loans have been determined to be troubled debt restructurings (TDR's) during the year ended December 31, 2020 and 2019. At December 31, 2020 and 2019, there were no loans modified and entered into TDR's within the past twelve months, that subsequently defaulted during the years ended December 31, 2020 or 2019.

The Company has elected to account for eligible loan modifications under Section 4013 of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"). To be eligible, a loan modification must be (1) related to the COVID-19 pandemic; (2) executed on a loan that was not more than thirty days past due as of December 31, 2019; and (3) executed between March 1, 2020, and the earlier of (A) sixty days after the date of termination of the national emergency declared by the President on March 13, 2020 concerning the COVID-19 outbreak (the "national emergency") or (B) December 31, 2020. Eligible loan modifications are not required to be classified as TDRs and will not be reported as past due provided that they are performing in accordance with the modified terms. Interest income will continue to be recognized in accordance with GAAP unless the loan is placed on nonaccrual status in accordance with the nonaccrual policy.

During 2020, the Company executed short-term loan payment deferment modifications on certain loans. These modifications qualified as eligible loan modifications under Section 4013 of the CARES Act and therefore, were not required to be classified as TDRs and were not reported as past due. All of the loans that received short-term COVID-19 deferrals had reverted back to their original pre-modification terms and are being paid as agreed.

(4) **Premises and Equipment** A summary of premises and equipment follows (in thousands):

	At December 31,	
	2020	2019
Land	\$ 426	\$ 426
Buildings and improvements	654	654
Furniture, fixtures and equipment	730	664
Leasehold improvements	505	367
Total, at cost	2,315	2,111
Less accumulated depreciation and amortization	(902)	(722)
Premises and equipment, net	\$ 1,413	\$ 1,389

The Company sold one of its branch locations to a related party. The related party is a significant stockholder. The sale was completed in November 2019 for \$1,400,000. The Company financed \$1,050,000 of the total sales price. In connection with the sale, the Company recorded a loss in the consolidated statement of operations of \$215,000 in November 2019.

The Company entered into an operating lease agreement for the purpose of relocating the aforementioned branch. The lease for the new location commenced during September 2019.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

- (5) **Leases.** The Company's operating lease obligation is for two of the Company's branch locations. Our leases have a weighted-average remaining lease term of approximately 7.4 years and do not offer options to extend the leases. The components of lease expense and other lease information are as follows (in thousands):

	For the year ended December 31,	
	2020	2019
Operating lease cost	\$ 171	\$ 99
Cash paid for amounts included in measurement of lease liabilities	\$ 158	\$ 93

	At December 31, 2020	At December 31, 2019
	Operating lease right-of-use assets	\$ 904
Operating lease liabilities	\$ 923	1,061
Weighted-average remaining lease term	7.4 years	8.4 years
Weighted-average discount rate	2.1%	2.1%

Future minimum lease payments under non-cancellable leases, reconciled to our discounted operating lease liabilities are as follows (in thousands):

	At December 31, 2020
2021	\$ 163
2022	\$ 161
2023	\$ 92
2024	\$ 94
2025	\$ 91
Thereafter	\$ 397
Total future minimum lease payments	\$ 998
Less imputed interest	\$ (75)
Total operating lease liability	\$ 923

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(6) Deposits

The aggregate amount of time deposits with a minimum denomination of \$250,000 was approximately \$2.5 million and \$4.9 million at December 31, 2020 and 2019, respectively.

A schedule of maturities of time deposits at December 31, 2020 follows (in thousands):

Maturing Year Ending December 31,	Amount
2021	\$ 17,471
2022	3,040
2023	493
2024	252
2025	487
	<u>\$ 21,743</u>

(7) Federal Home Loan Bank Advances and Other Available Credit

The maturities and interest rates on the Federal Home Loan Bank (“FHLB”) advances were as follows (dollars in thousands)

Maturity Year Ending December 31,	Interest Rate	At December 31,	
		2020	2019
2021	1.68%	\$ 5,000	\$ 5,000
2024	1.96%	4,000	4,000
2025	1.08%	10,000	—
2029	1.69%	4,000	4,000
		<u>\$ 23,000</u>	<u>\$ 13,000</u>

At December 31, 2020, one FHLB advance in the amount of \$5.0 million had a fixed interest rate, and three FHLB Advances were structured advances with potential calls on a quarterly basis.

FHLB advances are collateralized by a blanket lien requiring the Company to maintain certain first mortgage loans as pledged collateral. At December 31, 2020, the Company has remaining credit availability of \$29.1 million which can be used if additional collateral is pledged. At December 31, 2020, the Company had loans pledged with a carrying value of \$86.6 million as collateral for FHLB advances.

At December 31, 2020, the Company also had lines of credit amounting to \$9.5 million with four correspondent banks to purchase federal funds. The Company also has a line of credit with the Federal Reserve Bank under which the Company may draw up to \$223,000. The line is secured by \$230,000 in securities. At December 31, 2020 and 2019 there were no borrowings under these lines of credit.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(8) Financial Instruments

The estimated fair values of the Company's financial instruments were as follows (in thousands):

	At December 31, 2020			At December 31, 2019		
	Carrying Amount	Fair Value	Level	Carrying Amount	Fair Value	Level
Financial assets:						
Cash and cash equivalents	\$ 54,629	\$ 54,629	1	\$ 8,934	\$ 8,934	1
Debt Securities available for sale	18,893	18,893	2	5,409	5,409	2
Debt Securities held-to-maturity	3,399	3,549	2	5,806	5,986	2
Loans	152,469	153,276	3	102,233	102,060	3
Federal Home Loan Bank stock	1,092	1,092	3	642	642	3
Accrued interest receivable	1,336	1,336	3	432	432	3
Financial liabilities:						
Deposit liabilities	190,759	191,011	3	101,372	101,256	3
Federal Home Loan Bank advances	23,000	23,254	3	13,000	13,137	3
Junior subordinated debenture	2,068	N/A(1)	3	2,580	N/A(1)	3
Off-balance sheet financial instruments	—	—	3	—	—	3

(1) The Company is unable to determine value based on significant unobservable inputs required in the calculation. Refer to Note1 for further information.

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

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance-sheet instruments.

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

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit to customers is essentially the same as that involved in extending loan facilities to customers. The Company generally holds collateral supporting those commitments. Standby letters of credit generally have expiration dates within one year.

Commitments to extend credit, unused lines of credit, and standby letters of credit typically result in loans with a market interest rate when funded. A summary of the contractual amounts of the Company's financial instruments with off-balance-sheet risk at December 31, 2020 follows (in thousands):

Commitments to extend credit	<u>\$ 5,790</u>
Unused lines of credit	<u>\$ 9,624</u>
Standby letters of credit	<u>\$ 4,550</u>

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(9) Income Taxes

Income tax benefit consisted of the following (in thousands):

	Year Ended December 31,	
	2020	2019
Current:		
Federal	\$ —	\$ —
State	—	—
Total Current	—	—
Deferred:		
Federal	(161)	(240)
State	(34)	(50)
Change in Valuation Allowance	195	238
Total Deferred	—	(52)
Total	\$ —	\$ (52)

The reasons for the differences between the statutory Federal income tax rate and the effective tax rate are summarized as follows (dollars in thousands):

	Year Ended December 31,			
	2020		2019	
	Amount	% of Pretax Loss	Amount	% of Pretax Loss
Income tax benefit at statutory rate	\$ (164)	21%	\$ (242)	21%
Increase (decrease) resulting from:				
State taxes, net of Federal tax benefit	(34)	4.4%	(50)	4.3%
Other permanent differences	3	(0.4)%	2	(0.2)%
Change in valuation allowance	195	(25)%	238	(20.7)%
	\$ —	0%	\$ (52)	4.4%

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below (in thousands):

	At December 31,	
	2020	2019
Deferred tax assets:		
Net operating loss carryforwards	\$ 4,284	\$ 4,299
Premises and equipment	60	65
Nonaccrual loan interest	40	51
Lease Liability	234	269
Unrealized gain on debt securities	25	68
Other	—	1
	4,643	4,753
Less: Valuation allowance	4,005	3,810
Total deferred tax assets	638	943
Deferred tax liabilities:		
Allowance for loan losses	(283)	(541)
Right of use lease assets	(229)	(267)
Loan costs	(101)	(67)
Total deferred tax liabilities	(613)	(875)
Net deferred tax asset	\$ 25	\$ 68

During the years ended December 31, 2020 and 2019, the Company assessed its earnings history and trend over the past year and its estimate of future earnings, and determined that it was more likely than not that the deferred tax assets would not be realized in the near term. Accordingly, a valuation allowance was recorded and maintained against the net deferred tax asset for the amount not expected to be realized in the future. At December 31, 2020 and 2019, the net deferred tax asset of \$25,000 and \$68,000, respectively, was presented under the caption “other assets” on the accompanying consolidated balance sheets.

At December 31, 2020, the Company had net operating loss carryforwards of approximately \$16.9 million for Federal and Florida tax purposes available to offset future taxable income. These carryforwards will begin to expire in 2029. A portion of the Federal and Florida net operating losses are subject to Internal Revenue Code (“IRC”) Section 382 limitations.

The Company files U.S. and Florida income tax returns. The Company is no longer subject to U.S. Federal or state income tax examinations by taxing authorities for years before 2017.

The Company regularly reviews its tax positions in each significant taxing jurisdiction in the process of evaluating its unrecognized tax benefits. The Company makes adjustments to its unrecognized tax benefits when: (i) facts and circumstances regarding a tax position change, causing a change in management’s judgment regarding that tax position; (ii) a tax position is effectively settled with a tax authority at a differing amount; and/or (iii) the statute of limitations expires regarding a tax position. The Company does not expect a change in unrecognized tax benefits in the next 12 months.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(9) Income Taxes, Continued

The Company files U.S. and Florida income tax returns. The Company is no longer subject to U.S. Federal or state income tax examinations by taxing authorities for years before 2017.

The Company regularly reviews its tax positions in each significant taxing jurisdiction in the process of evaluating its unrecognized tax benefits. The Company makes adjustments to its unrecognized tax benefits when: (i) facts and circumstances regarding a tax position change, causing a change in management's judgment regarding that tax position; (ii) a tax position is effectively settled with a tax authority at a differing amount; and/or (iii) the statute of limitations expires regarding a tax position. The Company does not expect a change in unrecognized tax benefits in the next year.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(10) Related Party Transactions

The Company has entered into transactions with its executive officers, directors and their affiliates in the ordinary course of business.

During 2020, the Company incurred approximately \$44,000 in legal fees payable to a law firm owned by a director.

At December 31, 2020 and 2019, related parties had approximately \$36,000,000 and \$828,000, respectively, on deposit with the Company.

At December 31, 2020, all of the outstanding Trust Preferred Securities were held by a company affiliated with a director of the Company.

At December 31, 2020 and 2019, related party loans totaled \$1,100,000 and \$1,000,000, respectively.

As disclosed in Note 4, the Company sold one of its branch locations to a related party.

As discussed in Note 18, during 2020, the Company issued 400 shares of preferred stock to a related party at a cash price of \$25,000 per share, or an aggregate of \$10 million. The related party is a significant common stockholder.

(11) Stock-Based Compensation

The Company is authorized to grant stock options, stock grants and other forms of equity-based compensation under its 2018 Equity Incentive Plan, as amended, (the "Plan"). The plan has been approved by the shareholders. The Company is authorized to issue up to 550,000 shares of common stock under the 2018 Plan, of which 237,792 have been issued, and 312,208 shares remain available for grant.

During the year ended December 31, 2019, the Company recorded compensation expense of \$201,000 with respect to 58,309 shares issued to a director for services performed.

During the year ended December 31, 2020, the Company recorded compensation expense of \$219,000 with respect to 80,602 shares issued to a director and an executive officer for services performed.

(12) Regulatory Matters

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

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(12) Regulatory Matters, Continued

In 2019, the federal banking agencies jointly issued a final rule that provides for an optional, simplified measure of capital adequacy, the community bank leverage ratio framework (CBLR framework), for qualifying community banking organizations. The final rule became effective on January 1, 2020 and was elected by the Bank. In April 2020, the federal banking agencies issued an interim final rule that makes temporary changes to the CBLR framework, pursuant to section 4012 of the Coronavirus Aid, Relief, and Economic Security (CARES) Act, and a second interim final rule that provides a graduated increase in the community bank leverage ratio requirement after the expiration of the temporary changes implemented pursuant to section 4012 of the CARES Act.

The community bank leverage ratio removes the requirement for qualifying banking organizations to calculate and report risk-based capital but rather only requires a Tier 1 to average assets (leverage) ratio. Qualifying community banking organizations that elect to use the community bank leverage ratio framework and that maintain a leverage ratio of greater than required minimums will be considered to have satisfied the generally applicable risk based and leverage capital requirements in the agencies' capital rules (generally applicable rule) and, if applicable, will be considered to have met the well capitalized ratio requirements for purposes of section 38 of the Federal Deposit Insurance Act. Under the interim final rules, the community bank leverage ratio minimum requirement is 8% as of December 31, 2020, 8.5% for calendar year 2021, and 9% for calendar year 2022 and beyond. The interim rule allows for a two-quarter grace period to correct a ratio that falls below the required amount, provided that the Bank maintains a leverage ratio of 7% as of December 31, 2020, 7.5% for calendar year 2021, and 8% for calendar year 2022 and beyond. Under the final rule, an eligible community banking organization can opt out of the CBLR framework and revert back to the risk-weighting framework without restriction.

Management believes, as of December 31, 2020, that the Bank meets all capital adequacy requirements to which it is subject. The Bank's actual capital amounts and percentages are presented in the table (\$ in thousands):

	Actual		To Be Well Capitalized Under Prompt Corrective Action Regulations (CBLR Framework)			
	Amount	%	Amount	%		
As of December 31, 2020:						
Tier I Capital to Total Assets	19,261	9.00%	17,116	8.00%		
	Actual		For Capital Adequacy Purposes		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	%	Amount	%	Amount	%
As of December 31, 2019:						
Total Capital to Risk-Weighted Assets	\$ 12,212	12.03%	\$ 8,124	8.00%	\$ 10,154	10.00%
Tier I Capital to Risk-Weighted Assets	10,934	10.77	6,093	6.00	8,124	8.00
Common equity Tier I capital to Risk-Weighted Assets	10,934	10.77	4,569	4.50	6,600	6.50
Tier I Capital to Total Assets	10,934	8.73	5,010	4.00	6,263	5.00

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(13) Dividends.

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

(14) Contingencies.

Various claims also arise from time to time in the normal course of business. In the opinion of management, none have occurred that will have a material effect on the Company's consolidated financial statements.

(15) Retirement Plans.

The Company has a 401(k) Profit Sharing plan covering all eligible employees who are over the age of twenty-one and have completed one year of service. The Company may make a matching contribution each year. The Company did not make any matching contributions in connection with this plan during the years ended December 31, 2020 or 2019.

(continued)

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(16) Fair Value Measurement

There were no impaired collateral dependent loans measured at fair value on a nonrecurring basis of December 31, 2020. Impaired collateral-dependent loans measured at fair value on a nonrecurring basis were as follows at December 31, 2019 (in thousands):

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Losses</u>	<u>Losses Recorded in Operations For the Year Ended December 31, 2019</u>
Residential real estate	\$ 686	\$ —	\$ —	\$ 686	\$ 258	\$ —

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

	<u>Fair Value Measurements Using</u>			
	<u>Fair Value</u>	<u>Quoted Prices In Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
At December 31, 2020:				
SBA Pool Securities	\$ 1,297	\$ —	\$ 1,297	\$ —
Collateralized mortgage obligations	485	—	485	—
State and political subdivision	5,085	—	5,085	—
Mortgage-backed securities	12,026	—	12,026	—
Total	\$ 18,893	—	18,893	—
At December 31, 2019:				
SBA Pool Securities	\$ 1,682	\$ —	\$ 1,682	\$ —
Collateralized mortgage obligations	1,016	—	1,016	—
Mortgage-backed securities	2,711	—	2,711	—
Total	\$ 5,409	—	5,409	—

During the years ended December 31, 2020 and 2019, no debt securities were transferred in or out of Level 3.

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(17) Company Unconsolidated Financial Information

The Company's unconsolidated financial information as of December 31, 2020 and 2019 and for the years then ended follows (in thousands):

Condensed Balance Sheets

	At December 31,	
	2020	2019
Assets		
Cash	\$ 123	\$ 10
Investment in subsidiary	19,193	10,730
Other assets	642	167
Total assets	\$ 19,958	\$ 10,907
Liabilities and Stockholders' Equity		
Other liabilities	\$ 56	\$ 1,120
Junior subordinated debenture	2,068	2,580
Stockholders' equity	17,834	7,207
Total liabilities and stockholders' equity	\$ 19,958	\$ 10,907

Condensed Statements of Operations

	Year Ended December 31,	
	2020	2019
Loss of subsidiary	\$ (43)	\$ (246)
Interest expense	(122)	(294)
Other expense	(617)	(560)
Net loss	\$ (782)	\$ (1,100)

Condensed Statements of Cash Flows

	Year Ended December 31,	
	2020	2019
Cash flows from operating activities:		
Net loss	\$ (782)	\$ (1,100)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	219	201
Equity in undistributed loss of subsidiary	43	246
(Decrease) increase in other liabilities	(1,062)	387
(Increase) decrease in other assets	(475)	31
Net cash used in operating activities	(2,057)	(235)
Cash flow from investing activities –		
Capital infusion to bank subsidiary	(8,370)	—
Cash flow from financing activities:		
Proceeds from sale of preferred stock	10,000	—
Proceeds from sale of common stock	540	—
Cash provided by financing activities	10,540	—
Net increase (decrease) in cash	113	(235)
Cash at beginning of the year	10	245

Cash at end of year	\$ 123	\$ 10
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Noncash transactions:

Change in accumulated other comprehensive loss of subsidiary, net change in unrealized gain on debt securities available for sale, net of income taxes	\$ 136	\$ 125
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Common stock issued and reclassified from other liabilities	—	31
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Issuance of common stock in exchange for Trust Preferred Securities	\$ 514	\$ 2,644
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OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(18) Preferred Stock

During 2020, the Company issued 400 shares of Series B Participating Preferred Stock (the "Series B Preferred Stock") to a related party at a cash price of \$25,000 per share, or an aggregate of \$10,000,000. The related party is a significant common stockholder. The Preferred Stock has no par value. Except in the case of liquidation, if the Company declares or pays a dividend or distribution on the common stock, the Company shall simultaneously declare and pay a dividend on the Series B Preferred Stock on a pro rata basis with the common stock determined on an as-converted basis assuming all shares of Series B Preferred Stock had been converted immediately prior to the record date of the applicable dividend. The Preferred Stock is convertible into 4,000,000 shares of common stock, at the option of the Company, subject to the prior fulfilment of the following conditions: (i) such conversion shall have been by approved by the holders of a majority of the outstanding common stock of the Company; and (ii) such conversion shall not result in any holder of the Series B Preferred Stock and any persons with whom the holder may be acting in concert, becoming beneficial owners of more than 9.9% of the outstanding shares of the common stock. The number of shares issuable upon conversion is subject to adjustment based on the terms of the amended Certificate of Designation in the Amendment to the Company's Articles of Incorporation filed on December 28, 2020 (the "Certificate of Designation"). The Preferred Stock has preferential liquidation rights over common stockholders and holders of junior securities. The liquidation price is the greater of \$25,000 per share of preferred stock or such amount per share of preferred stock that would have been payable had all shares of the preferred stock been converted into common stock per the terms of the Certificate of Designation immediately prior to a liquidation. The Preferred Stock generally has no voting rights except as provided in the Certificate of Designation.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon management's evaluation of those controls and procedures performed within the 90 days preceding the filing of this Report, its Principal Executive Officer and Chief Financial Officer concluded that, subject to the limitations noted below, the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934) are effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms.

(b) Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Such internal controls over financial reporting were designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2020. In making this assessment, the Company used the criteria set forth in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based upon its evaluation under the framework in Internal Control-Integrated Framework, the Company's management concluded that its internal control over financial reporting was effective as of December 31, 2020.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

(c) Changes in Internal Controls

The Company has made no significant changes in its internal controls over financial reporting during the year ended December 31, 2020 that have materially affected or are reasonably likely to materially affect its internal control over financial reporting.

(d) Limitations on the Effectiveness of Controls

The Company's management, including its Principal Executive Officer and Principal Financial Officer, does not expect that its disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

The Company has a Code of Ethics that applies to its chief executive officer, chief operating officer, chief financial officer (who is also its chief accounting officer) and controller. This Code of Ethics is also posted on its website at www.optimumbank.com/corpgovernance.html.

A list of the Company's executive officers and biographical information about them and its directors will be included in the definitive Proxy Statement for its 2021 Annual Meeting of Stockholders, which will be filed within 120 days of the end of its fiscal year ended December 31, 2020 (the "2021 Proxy Statement") and is incorporated herein by reference. Information about its Audit Committee may be found in the Proxy Statement. That information is incorporated herein by reference.

Item 11. Executive Compensation

Information relating to the Company's executive officer and director compensation and the compensation committee of its Board of Directors will be included in the 2021 Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information relating to security ownership of certain beneficial owners of its common stock and information relating to the security ownership of its management will be included in the 2021 Proxy Statement and is incorporated herein by reference.

The Company has one equity compensation plan under which shares of its common stock were available to be issued at December 31, 2020. The plan was previously approved by its shareholders. The following table sets forth information as of December 31, 2020 with respect to the number of shares of the Company's common stock issuable pursuant to this plan.

Equity Compensation Plan Information

The following table provides information generally as of December 31, 2020, regarding securities to be issued on exercise of stock options, and securities remaining available for issuance under the Company's equity compensation plan that was in effect during fiscal year 2020.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for future issuance under the equity compensation plan
Equity compensation plans approved by stockholders	—	\$ —	312,208

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information regarding certain relationships and related transactions and director independence will be included in the 2021 Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

Information regarding principal accounting fees and services will be included in the 2021 Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

- 3.1 [Articles of Amendment to the Articles of Incorporation, effective as of December 28, 2020](#)
- 3.2 [Amended Articles of Incorporation](#)
- 4.3 [Bylaws \(incorporated by reference from Current Report on Form 8-K filed with the SEC on May 11, 2004\)](#)
- 4.1 [Form of stock certificate \(incorporated by reference from Quarterly Report on Form 10-QSB filed with the SEC on August 12, 2004\)](#)
- 10.1 [OptimumBank Holdings, Inc. 2018 Equity Incentive Plan \(incorporated by reference from Proxy Statement on Schedule 14-A filed with the SEC on May 2, 2018\)](#)
- 10.2 [Amended and Restated Stock Purchase Agreement, dated as of December 5, 2011, between OptimumBank Holdings, Inc. and Moishe Gubin \(incorporated by reference from Current Report on Form 8-K filed with the SEC on December 9, 2011\)](#)
- 10.3 [Amended and Restated Stock Purchase Agreement, dated as of March 22, 2013, between OptimumBank Holdings, Inc. and Moishe Gubin \(incorporated by reference from Current Report on Form 8-K filed with the SEC on March 28, 2013\)](#)
- 10.4 [Form of Registration Rights Agreement between OptimumBank Holdings, Inc. and Moishe Gubin \(incorporated by reference from Current Report on Form 8-K filed with the SEC on October 31, 2011\)](#)
- 10.5 [Form of Registration Rights Agreement between OptimumBank Holdings, Inc. and Investors \(incorporated by reference from Current Report on Form 8-K filed with the SEC on October 31, 2011\)](#)
- 14.1 [Code of Ethics for Chief Executive Officer and Senior Financial Officers \(incorporated by reference from Annual Report on Form 10-K filed with the SEC on March 31, 2010\)](#)
- 31.1 [Certification of Principal Executive Officer required by Rule 13a-14\(a\)/15d-14\(a\) under the Exchange Act](#)
- 31.2 [Certification of Principal Financial Officer required by Rule 13a-14\(a\)/15d-14\(a\) under the Exchange Act](#)
- 32.1 [Certification of Principal Executive Officer under 18 U.S.C. Section 1350](#)
- 32.2 [Certification of Principal Financial Officer under 18 U.S.C. Section 1350](#)

EXHIBIT INDEX

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act, the registrant has caused this report to be duly signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on the 25 day of March, 2020.

OPTIMUMBANK HOLDINGS, INC.

/s/ Moishe Gubin

Moishe Gubin
Chairman of the Board

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Moishe Gubin</u> Moishe Gubin	Chairman of the Board	March 25, 2021
<u>/s/ Joel Klein</u> Joel Klein	Principal Financial Officer	March 25, 2021
<u>/s/ H Fai Chan</u> H Fai Chan	Director	March 25, 2021
<u>/s/ Moishe Gubin</u> Moishe Gubin	Director	March 25, 2021
<u>/s/ Martin Schmidt</u> Martin Schmidt	Director	March 25, 2021
<u>/s/ Joel Klein</u> Joel Klein	Director	March 25, 2021
<u>/s/ Avi M. Zwelling</u> Avi M. Zwelling	Director	March 25, 2021
<u>/s/ Jeffrey Wagner</u> Jeffrey Wagner	Director	March 25, 2021

OPTIMUMBANK HOLDINGS, INC.

ARTICLES OF AMENDMENT
TO

ARTICLES OF INCORPORATION

SECOND AMENDED AND RESTATED CERTIFICATE OF DESIGNATION
OF

SERIES B PREFERRED STOCK

Pursuant to Section 607.0602 of the Florida Business Corporation Act (the “**Act**”), **OPTIMUMBANK HOLDINGS, INC.**, a Florida corporation (the “**Corporation**”), hereby certifies that pursuant to the authority conferred upon the Board of Directors of the Corporation (the “**Board of Directors**”) by the Articles of Incorporation of the Corporation (as further amended from time to time (the “**Articles of Incorporation**”), and in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act (the “**FBCA**”), the Board of Directors unanimously adopted the following resolutions:

WHEREAS, the Articles of Incorporation of the Corporation (the “**Articles of Incorporation**”) authorizes the issuance of up to 6,000,000 shares of preferred stock, no par value, of the Corporation (“**Preferred Stock**”) in one or more series, and expressly authorizes the Board of Directors of the Corporation (the “**Board**”), subject to limitations prescribed by law, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock, and, with respect to each such series, to establish and fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, restrictions, and limitations of the shares of such series; and

WHEREAS, pursuant to the authority granted to the Board under the Articles of Incorporation and the FBCA, the Board previously established a series of Preferred Stock designated as “Series B Convertible Preferred Stock” (the “**Series B Preferred Stock**”) pursuant to a Certificate of Designation (the “**Original Certificate of Designation**”) filed by the Company with the State of Florida Secretary of State on June 23, 2020;

WHEREAS, pursuant to the authority granted to the Board under the Articles of Incorporation and the FBCA, the Board amended and restated the Original Certificate of Designation in order to increase the number of shares of Series B Preferred Stock that the Company is authorized to issue from 100 shares to 280 shares, pursuant to an Amended and Restated Certificate of Designation (the “**Amended and Restated Certificate of Designation**”) filed by the Company with the State of Florida Secretary of State on September 29, 2020;

WHEREAS, the Board has determined that it is in the best interest of the Company to increase the number of shares of Series B Preferred Stock that the Company is authorized to issue from 280 shares to 560 shares;

WHEREAS, the holder of all of the outstanding shares of the Series B Preferred Stock has approved the increase in the number of shares of Series B Preferred Stock that the Company is authorized to issue from 280 shares to 560 shares;

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby amend the Amended and Restated Certificate of Designation in order to increase the number of shares of Series B Preferred Stock that the Company is authorized to issue from 280 shares to 560 shares; and

FURTHER RESOLVED, that the Board hereby amends and restates Original Certificate of Designation to reflect the increase in the number of shares of Series B Preferred Stock, as follows:

1. **Designation.** There shall be a series of Preferred Stock that shall be designated as “Series B Convertible Preferred Stock” (the “**Series B Preferred Stock**”) and the number of Shares constituting such series shall be five hundred sixty (560). The rights, preferences, powers, restrictions, and limitations of the Series B Preferred Stock shall be as set forth in this Certificate of Designation.

2. **Defined Terms.** For purposes hereof, the following terms shall have the following meanings:

“**Articles of Incorporation**” has the meaning set forth in the Recitals.

“**Board**” has the meaning set forth in the Recitals.

“**Certificate of Designation**” has the meaning set forth in the Recitals.

“**Common Stock**” means the common stock, par value \$0.01 per share, of the Corporation.

“**Convertible Securities**” means any securities (directly or indirectly) convertible into or exchangeable for Common Stock, but excluding Options.

“**Corporation**” has the meaning set forth in the Preamble.

“**Conversion Price**” has the meaning set forth in Section 7.1.

“**Conversion Shares**” means the shares of Common Stock or other capital stock of the Corporation then issuable upon conversion of the Series B Preferred Stock in accordance with the terms of Section 7.

“**Date of Issuance**” means, for any Share of Series B Preferred Stock, the date on which the Corporation initially issues such Share (without regard to any subsequent transfer of such Share or reissuance of the certificate(s) representing such Share).

“**Junior Securities**” means, collectively, the Common Stock and any other class of securities that is specifically designated as junior to the Series B Preferred Stock.

“**Liquidation**” has the meaning set forth in Section 5.1(a).

“**Options**” means any warrants or other rights or options to subscribe for or purchase Common Stock or Convertible Securities.

“**Person**” means an individual, corporation, partnership, joint venture, limited liability company, governmental authority, unincorporated organization, trust, association, or other entity.

“**Preferred Stock**” has the meaning set forth in the Recitals.

“**Series B Original Issue Price**” means, with respect to any Share on any given date, \$25,000 (as adjusted for any stock splits, stock dividends, recapitalizations, or similar transaction with respect to the Series B Preferred Stock).

“**Series B Preferred Stock**” has the meaning set forth in Section 1.

“**Share**” means a share of Series B Preferred Stock.

“**Subsidiary**” means, with respect to any Person, any other Person of which a majority of the outstanding shares or other equity interests having the power to vote for directors or comparable managers are owned, directly or indirectly, by the first Person.

“**Supermajority Interest**” has the meaning set forth in Section 6.1(a)(1).

3. Rank. Except as otherwise expressly set forth in this Certificate of Designation, all Shares of the Series B Preferred Stock shall rank senior to all Junior Securities, with respect to payment or distribution of assets upon liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary.

4. Dividends.

4.1 Participating Dividends. Except as otherwise provided in Section 5.1, if the Corporation declares or pays a dividend or distribution on the Common Stock, whether such dividend or distribution is payable in cash, securities or other property, but excluding any dividend or distribution payable on the Common Stock in shares of Common Stock, the Corporation shall simultaneously declare and pay a dividend on the Series B Preferred Stock on a pro rata basis with the Common Stock determined on an as-converted basis assuming all Shares had been converted pursuant to Section 7 as of immediately prior to the record date of the applicable dividend (or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined).

5. Liquidation.

5.1 Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a “**Liquidation**”), the holders of Shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Junior Securities by reason of their ownership thereof, an amount per Share equal to the greater of (i) the Series B Original Issue Price, or (ii) such amount per Share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to Section 7 immediately prior to such Liquidation (the amount payable pursuant to this sentence is hereinafter referred to as the “Series B Liquidation Amount”).

5.2 Insufficient Assets. If upon any Liquidation the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of the Shares of Series B Preferred Stock the full preferential amount to which they are entitled under Section 5.1, (a) the holders of the Shares shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series B Preferred Stock in the aggregate upon such Liquidation if all amounts payable on or with respect to such Shares were paid in full, and (b) the Corporation shall not make or agree to make any payments to the holders of Junior Securities.

5.3 Notice.

(a) Notice Requirement. In the event of any Liquidation, the Corporation shall, within ten (10) days of the date the Board approves such action, or no later than twenty (20) days of any stockholders' meeting called to approve such action, or within twenty (20) days of the commencement of any involuntary proceeding, whichever is earlier, give each holder of Shares of Series B Preferred Stock written notice of the proposed action. Such written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash, and property to be received by the holders of Shares upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of Shares of such material change.

(b) Notice Waiting Period. The Corporation shall not consummate any voluntary Liquidation of the Corporation before the expiration of thirty (30) days after the mailing of the initial notice or ten (10) days after the mailing of any subsequent written notice, whichever is later; *provided*, that any such period may be shortened upon the written consent of the holders of all the outstanding Shares.

6. Voting.

6.1 Except as provided below and otherwise provided by law, the holders of the Series B Preferred Stock will have no voting rights.

(a) Supermajority Voting Rights—Amendments. The affirmative vote or consent of the holders of at least 66-2/3% of all of the Shares of the Series B Preferred Stock at the time outstanding, voting separately as a class (a "Supermajority Interest"), shall be required to amend the provisions of the Articles of Incorporation or this Certificate of Designation or any other certificate amendatory thereof or supplemental thereto (including any certificate of designation or any similar document relating to any series of preferred stock) so as to materially and adversely affect the rights, preferences or privileges of the Series B Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series B Preferred Stock or authorized common or preferred stock of the Corporation or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock ranking equally with and/or junior to the Series B Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series B Preferred Stock.

(b) Supermajority Voting Rights—Priority. The affirmative vote or consent of a Supermajority Interest of the Series B Preferred Stock shall be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the shares of the Series B Preferred Stock with respect to payment of dividends or the distribution of assets upon any Liquidation of the Corporation.

7. Conversion.

7.1 Right to Convert.

(a) Subject to the provisions of this Section 7, including fulfillment of the conditions set forth in Section 7.1(a), at any time and from time to time on or after the Date of Issuance, the Corporation shall have the right by written election to the holders of the outstanding Shares of Series B Preferred Stock to convert all or any portion of the outstanding Shares of Series B Preferred Stock (including any fraction of a Share) held by the holders into an aggregate number of shares of Common Stock (including any fraction of a share) as is determined by (i) multiplying the number of Shares (including any fraction of a Share) to be converted by the Series B Original Issue Price thereof, and then (ii) dividing the result by the Conversion Price in effect immediately prior to such conversion. The initial conversion price per Share (the “**Conversion Price**”) shall be \$2.50 per Share, subject to adjustment as applicable in accordance with Section 7.6 below.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series B Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

7.2 Limitations on Conversion. The right of the Corporation to convert any of the Shares of the Series B Preferred Stock under this Section 7 shall be subject to the prior fulfillment of the following conditions:

(a) Such conversion shall have been by approved by the holders of a majority of the outstanding Common Stock of the Company; and

(b) Such conversion shall not result in any holder of the Series B Preferred Stock and any Persons with whom the holder may be acting in concert, becoming Beneficial Owners of more than 9.9% of the outstanding shares of the Common Stock. For purposes of this subsection, the term “Beneficial Owner” shall have the meaning given to such term in SEC Rule 13d-3.

7.3 Procedures for Conversion; Effect of Conversion.

(a) Procedures for Conversion. In order to effectuate a conversion of Shares of Series B Preferred Stock pursuant to Section 7.1, the Corporation shall notify the holders of the Series B Preferred Stock at least twenty (20) days prior to the effective date on of any conversion, that the Corporation has elected to exercise its right to convert the Series B Preferred Stock, the number of Shares that the Corporation has elected to convert and the effective date of the conversion of such Shares (the “Conversion Date”), provided that any such conversion shall be subject to the fulfillment of the conditions set forth in Section 7.2. Upon receipt of such notice, each holder of Shares of Series B Preferred Stock shall promptly certify to the Corporation, the number of shares of Common Stock Beneficially Owned by such holder, and whether the holder is acting in concert with any other Person in connection with its equity interest in the Corporation. Additionally, upon receipt of such notice, each holder of Shares of Series B Preferred Stock in certificated form that are to be converted shall surrender such certificate or certificates for such Shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing.

(b) As soon as practicable after the Conversion Date and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Series B Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and (b) pay cash as provided in Section 7.1(b) in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Series B Preferred Stock converted. Such converted Series B Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series B Preferred Stock accordingly.

(c) All Shares of Series B Preferred Stock converted as provided in this Section 7.1 shall no longer be deemed outstanding as of the effective time of the applicable conversion and all rights with respect to such Shares shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock and payment in lieu of any fraction of a Share in exchange therefor.

7.4 Reservation of Stock. The Corporation shall at all times when any Shares of Series B Preferred Stock is outstanding reserve and keep available out of its authorized but unissued shares of capital stock, solely for the purpose of issuance upon the conversion of the Series B Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding Series B Preferred Stock pursuant to this Section 7, taking into account any adjustment to such number of shares so issuable in accordance with Section 7.6 hereof. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not close its books against the transfer of any of its capital stock in any manner which would prevent the timely conversion of the Shares of Series B Preferred Stock.

7.5 No Charge or Payment. The issuance of certificates for shares of Common Stock upon conversion of Shares of Series B Preferred Stock pursuant to Section 7.1 shall be made without payment of additional consideration by, or other charge, cost, or tax to, the holder in respect thereof.

7.6 Adjustment to Conversion Price and Number of Conversion Shares. In order to prevent dilution of the conversion rights granted under this Section 7, the Conversion Price and the number of Conversion Shares issuable on conversion of the Shares of Series B Preferred Stock shall be subject to adjustment from time to time as provided in this Section 7.6.

(a) Adjustment to Conversion Price and Conversion Shares upon Dividend, Subdivision, or Combination of Common Stock. If the Corporation shall, at any time or from time to time after the Date of Issuance, (i) pay a dividend or make any other distribution upon the Common Stock or any other capital stock of the Corporation payable in shares of Common Stock or in Options or Convertible Securities, or (ii) subdivide (by any stock split, recapitalization, or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Price in effect immediately prior to any such dividend, distribution, or subdivision shall be proportionately reduced and the number of Conversion Shares issuable upon conversion of the Series B Preferred Stock shall be proportionately increased. If the Corporation at any time combines (by combination, reverse stock split, or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect immediately prior to such combination shall be proportionately increased and the number of Conversion Shares issuable upon conversion of the Series B Preferred Stock shall be proportionately decreased. Any adjustment under this Section 7.6(a) shall become effective at the close of business on the date the dividend, subdivision, or combination becomes effective.

(b) Adjustment to Conversion Price and Conversion Shares upon Reorganization, Reclassification, Consolidation or Merger.

(i) In the event of any (i) capital reorganization of the Corporation, (ii) reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or (iii) other similar transaction (other than any such transaction covered by Section 5 or Section 7.6(a)), in each case which entitles the holders of Common Stock to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, each Share of Series B Preferred Stock shall, immediately after such reorganization, reclassification or similar transaction, remain outstanding and shall thereafter, in lieu of or in addition to (as the case may be) the number of Conversion Shares then convertible for such Share, be exercisable for the kind and number of shares of stock or other securities or assets of the Corporation or of the successor Person resulting from such transaction to which such Share would have been entitled upon such reorganization, reclassification or similar transaction if the Share had been converted in full immediately prior to the time of such reorganization, reclassification, consolidation or similar transaction and acquired the applicable number of Conversion Shares then issuable hereunder as a result of such conversion (without taking into account any limitations or restrictions on the convertibility of such Share, if any); and, in such case, appropriate adjustment shall be made with respect to such holder's rights under this Certificate of Designation to insure that the provisions of this Section 7.6(b)(i) shall thereafter be applicable, as nearly as possible, to the Series B Preferred Stock in relation to any shares of stock, securities or assets thereafter acquirable upon conversion of Series B Preferred Stock. The provisions of this Section 7.5(b)(i) shall similarly apply to successive reorganizations, reclassifications or similar transactions. The Corporation shall not affect any such reorganization, reclassification or similar transaction unless, prior to the consummation thereof, the successor Person (if other than the Corporation) resulting from such reorganization, reclassification or similar transaction, shall assume, by written instrument substantially similar in form and substance to this Certificate of Designation, the obligation to deliver to the holders of Series B Preferred Stock such cash, stock, securities or other assets which, in accordance with the foregoing provisions, such holders shall be entitled to receive upon conversion of the Series B Preferred Stock.

(ii) In the event of any consolidation or merger of the Corporation with or into another Person, in each case which entitles the holders of Common Stock to receive cash, stock, securities or other consideration with respect to or in exchange for Common Stock, each Share of Series B Preferred Stock shall as a result of such consolidation or merger, be converted, without any action on the part of the holder, into the right to receive the cash, stock, securities or other consideration to which such Share would have been entitled upon such consolidation or merger if the Share had been converted in full immediately prior to the time of such consolidation or merger (without taking into account any limitations or restrictions on the convertibility of such Share, if any).

(iii) Notwithstanding anything to the contrary contained herein, with respect to any corporate event or other transaction contemplated by the provisions of this Section 7.6(b), each holder of Shares of Series B Preferred Stock shall have the right to elect prior to the consummation of such event or transaction, to give effect to the provisions of Section 5.1(b) (if applicable to such event or transaction), instead of giving effect to the provisions contained in this Section 7.6(b) with respect to such holder's Series B Preferred Stock.

(c) Certificate as to Adjustment.

(i) As promptly as reasonably practicable following any adjustment of the Conversion Price, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to each holder of record of Series B Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) a certificate of an executive officer setting forth in reasonable detail such adjustment and the facts upon which it is based and certifying the calculation thereof.

(ii) As promptly as reasonably practicable following the receipt by the Corporation of a written request by any holder of Series B Preferred Stock, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to such holder a certificate of an executive officer certifying the Conversion Price then in effect and the number of Conversion Shares or the amount, if any, of other shares of stock, securities, or assets then issuable to such holder upon conversion of the Shares of Series B Preferred Stock held by such holder.

(d) Notices. In the event:

(i) that the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series B Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(ii) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, of any consolidation or merger of the Corporation with or into another Person; or

(iii) of the voluntary or involuntary dissolution, liquidation, or winding-up of the Corporation;

then, and in each such case, the Corporation shall send or cause to be sent to each holder of record of Series B Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) at least ten (10) days prior to the applicable record date or the applicable expected effective date, as the case may be, for the event, a written notice specifying, as the case may be, (A) the record date for such dividend, distribution, meeting or consent, or other right or action, and a description of such dividend, distribution, or other right or action to be taken at such meeting or by written consent, or (B) the effective date on which such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, or winding-up is proposed to take place, and the amount per share and character of such exchange applicable to the Series B Preferred Stock and the Conversion Shares.

8. Reissuance of Series B Preferred Stock. Any Shares of Series B Preferred Stock redeemed, converted, or otherwise acquired by the Corporation or any Subsidiary shall be cancelled and retired as authorized and issued shares of capital stock of the Corporation and no such Shares shall thereafter be reissued, sold, or transferred.

9. Notices. Except as otherwise provided herein, all notices, requests, consents, claims, demands, waivers, and other communications hereunder shall be in writing and shall be deemed to have been given: (a) when delivered by hand (with written confirmation of receipt); (b) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested); (c) on the date sent by facsimile or e-mail of a PDF document (with confirmation of transmission) if sent during normal business hours of the recipient, and on the next business day if sent after normal business hours of the recipient; or (d) on the third day after the date mailed, by certified or registered mail, return receipt requested, postage prepaid. Such communications must be sent (a) to the Corporation, at its principal executive offices and (b) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (or at such other address for a stockholder as shall be specified in a notice given in accordance with this Section 9).

10. Preemptive Rights. The holders of shares of Series B Preferred Stock shall have no preemptive rights with respect to any shares of the Corporation's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

11. Record Holders. To the fullest extent permitted by applicable law, the Corporation and any transfer agent for the Series B Preferred Stock may deem and treat the record holder of any share of Series B Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

12. Other Rights. The Series B Preferred Stock shall not have any powers, preferences, privileges or rights other than as set forth herein or in the Articles of Incorporation or as provided by applicable law.

13. Amendment and Waiver. No provision of this Certificate of Designation may be amended, modified, or waived except by an instrument in writing executed by the Corporation and a Supermajority Interest of the Series B Preferred Stock, and any such written amendment, modification, or waiver will be binding upon the Corporation and each holder of Series B Preferred Stock; *provided*, that no such action shall change or waive (a) the definition of Series B Liquidation Amount, (b) the amount of dividends payable on the Series B Preferred Stock pursuant to Section 4, or (c) this Section 13, without the prior written consent of each holder of outstanding Shares of Series B Preferred Stock.

Effective Date of Amendment. The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

Board and Shareholder Approval. The Amendment was duly approved by the Board of Directors of the Company at a meeting held on November 24, 2020 and by the written consent of the holder of all of the outstanding shares of the Series B Preferred Stock on December 22, 2020. Pursuant to Section 607.0602 of the FBCA, no other shareholder approval was required.

[Signature Page Follows]

IN WITNESS WHEREOF, OptimumBank Holdings, Inc. has executed these Articles of Amendment on the 22nd day of December, 2020.

OPTIMUMBANK HOLDINGS, INC.

By: /s/ Moishe Gubin

Its: Chairman

Name: Moishe Gubin

**AMENDED
ARTICLES OF INCORPORATION
OF
OPTIMUMBANK HOLDINGS, INC.**

ARTICLE I

The name of the corporation shall be OptimumBank Holding, Inc. and its mailing address and initial principal place of business shall be 10197 Cleary Boulevard, Plantation, Florida 33324.

ARTICLE II

The purpose for which the corporation is organized is to become a bank holding company *and* to conduct any and all business which lawfully may be conducted by corporations under the laws of the State of Florida as now existing or as hereafter amended or modified.

ARTICLE III

(a) The aggregate number of shares of stock of all classes that the corporation shall have authority to issue is 16,000,000 shares, of which 10,000,000 shares shall be common stock, \$.01 par value per share ("Common Stock"), and of which 6,000,000 shares shall be preferred stock, no par value ("Preferred Stock").

(b) The Board of Directors of the corporation is hereby granted the authority, subject to the provisions of this Article III and to the limitations prescribed by law, to classify the unissued shares of Preferred Stock into one or more series of Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issuance of such series the terms, including the preferences, rights and limitations, of such series, Each series shall consist of such number of shares as shall be stated in the resolution or resolutions providing for the issuance of such series together with such additional number of shares as the Board of Directors by resolution or resolutions may from time to time determine to issue as a part of the series, The Board of Directors may from time to time decrease the number of shares of any series of Preferred Stock (but not below the number thereof then outstanding) by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof and restoring such unissued shares to the status of authorized but unissued shares of Preferred Stock.

(c) The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) The number of shares constituting that series and the distinctive designation of that series;

(ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;

(iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate at such events as the Board of Directors shall determine;

(y) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;

(vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund; and

(vii) Any other relative rights, preferences and limitations of that series.

(d) The holders of shares of each series of Preferred Stock shall be entitled upon liquidation or dissolution, or upon the distribution of the assets, of the Corporation to such preferences as provided in the resolution or resolutions creating the series, and no more, before any distribution of the assets of the Corporation shall be made to the holders of any other series of Preferred Stock or to the holders of shares of Common Stock. Whenever the holders of shares of Preferred Stock of all series shall have been paid the full amounts to which they shall be entitled, the holders of shares of Common Stock shall be entitled to share ratably in all the remaining assets of the Corporation.]

ARTICLE IV

The street address of the corporation's initial registered office is 10197 Cleary Boulevard, Plantation, Florida 33324, and the name of the initial registered agent at that office is Albert J. Finch.

ARTICLE V

The name and address of the incorporator is Albert J. Finch, 10197 Cleary Boulevard, Plantation, FL 33324.

OPTIMUMBANK HOLDINGS, INC.

DESIGNATION OF SERIES A PREFERRED STOCK

RESOLVED, that a series of the class of authorized preferred stock, no par value, consisting of 100 shares of the Corporation is hereby created, and that the designation thereof and the rights, preferences, privileges and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof, as may be amended from time to time, are as follows:

1. Designation. The designation of the series of preferred stock shall be 10.0% Series A Cumulative Preferred Stock (hereinafter referred to as the “Series A Preferred Stock”). Series A Preferred Stock will rank equally with any Parity Stock, if any, and will rank senior to any Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

2. Number of Shares. The Series A Preferred Stock is a single series of authorized preferred stock consisting of 100 shares. Such number may from time to time be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation and by the filing of an amendment pursuant to the provisions of the Florida Business Corporation Act stating that such increase or reduction, as the case may be, has been so authorized. The additional shares of Series A Preferred Stock would form a single series with the outstanding Series A Preferred Stock. The Corporation shall have the authority to issue fractional shares of Series A Preferred Stock.

3. Definitions.

(a) As used herein with respect to Series A Preferred Stock:

(i) “Business Day” means each weekday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in Ft. Lauderdale, Florida.

(ii) “Certificate of Designations” means this Certificate of Designations relating to the Series A Preferred Stock, as it may be amended from time to time.

(iii) “Corporation” means OptimumBank Holdings, Inc.

(iv) “Dividend Payment Date” shall have the meaning set forth in Section 4(a) hereof.

(v) “Dividend Period” shall have the meaning set forth in Section 4(a) hereof.

(vi) “Junior Stock” means the Corporation’s common stock and any other class or series of stock of the Corporation hereafter authorized over which Series A Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(vii) "Parity Stock" means any other class or series of stock of the Corporation that ranks on a parity with Series A Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(viii) "Series A Preferred Stock" shall have the meaning set forth in Section 1 hereof.

4. Dividends.

(a) Rate. Holders of Series A Preferred Stock shall be entitled to receive, if, when and as declared by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation out of legally available assets, cumulative cash dividends on the liquidation preference, which is \$25,000 per share of Series A Preferred Stock. These dividends will be payable annually in arrears, on December 31 of each year, with each such date being referred to herein as a "Dividend Payment Date". Dividends on each share of Series A Preferred Stock will accrue on the liquidation preference amount of \$25,000 per share at a rate per annum equal to 10.0%. Notwithstanding the foregoing, dividends on the Series A Preferred Stock shall not be declared, paid or set aside for payment to the extent such act would cause the Corporation to fail to comply with laws and regulations applicable thereto, including applicable capital adequacy guidelines. Dividends will be payable to holders of record of Series A Preferred Stock as they appear on the books of the Corporation on the applicable record date, which shall be the 15th calendar day before the applicable Dividend Payment Date, or such other record date, not exceeding 30 days before the applicable Dividend Payment Date, as shall be fixed by the Board of Directors. A "Dividend Period" is the period from and including a Dividend Payment Date to but excluding the next Dividend Payment Date, except that the initial Dividend Period will commence on and include the original issue date of the Series A Preferred Stock. If any date on which dividends would otherwise be payable is not a Business Day, then the Dividend Payment Date will be the next succeeding Business Day and no additional dividends will accrue in respect of any payment made on the next succeeding Business Day.

(b) Cumulative Dividends. Dividends on shares of Series A Preferred Stock shall be cumulative. Accordingly, if the Board of Directors of the Corporation or a duly authorized committee of the Board of Directors does not declare a dividend on the Series A Preferred Stock payable in respect of any Dividend Period before the related Dividend Payment Date, such dividend will be deemed to have accrued and shall be thereafter payable in the manner specified in Section 4(a).

(c) Priority of Dividends. So long as any share of Series A Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such securities by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series A Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, during any dividend period, unless, in the case of each of clauses (i), (ii) and (iii) above, all accrued and unpaid dividends on all outstanding shares of Series A Preferred Stock have been declared and paid or declared and a sum sufficient for the payment thereof has been set aside. When dividends are not paid in full upon the shares of Series A Preferred Stock and any Parity Stock, all dividends declared upon shares of Series A Preferred Stock and any Parity Stock shall be declared on a proportional basis so that the amount of dividends declared per share shall bear to each other the same ratio that accrued dividends for the then-current Dividend Period per share on Series A Preferred Stock, and accrued dividends, including any accumulations, on Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on shares of Series A Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation, may be declared and paid on any Parity Stock or Junior Stock from time to time out of any assets legally available for such payment, and the holders of Series A Preferred Stock shall not be entitled to participate in any such dividend.

5. Liquidation Rights.

(a) Liquidation. Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, holders of the Series A Preferred Stock shall be entitled to receive out of assets of the Corporation legally available for distribution to stockholders, after satisfaction of liabilities to the Corporation's creditors, and subject to the rights of holders of any securities ranking senior to the Series A Preferred Stock, before any distribution of assets is made to holders of common stock or of any other shares of stock ranking junior as to such a distribution to the shares of Series A Preferred Stock, a liquidating distribution in the amount of the liquidation preference of \$25,000 per share plus all accrued and unpaid dividends on the Series A Preferred Stock. Any holder of Series A Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. In any such distribution, if the assets of the Corporation are not sufficient to pay the liquidation preference plus declared and unpaid dividends in full to all holders of the Series A Preferred Stock and all holders of any other shares of our stock ranking equally as to such distribution with the Series A Preferred Stock, the amounts paid to the holders of Series A Preferred Stock and to the holders of all such other stock shall be paid pro rata in accordance with the respective aggregate liquidating distribution or owed to those holders plus all accrued and unpaid dividends on the Series A Preferred Stock.

(c) Residual Distributions. If the liquidation preference plus all accrued and unpaid dividends on the Series A Preferred Stock has been paid in full to all holders of Series A Preferred Stock and any other shares of our stock ranking equally as to the liquidation distribution, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation.

(i) The following events shall be considered a liquidation under this Section 5:

(A) Any consolidation or merger of the Company with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Company immediately prior to such consolidation, merger or reorganization, own less than 50% of the Company's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Company is a party in which in excess of fifty percent (50%) of the Company's voting power is transferred (an "Acquisition"); or

(B) A sale, lease or other disposition of all or substantially all of the assets of the Company (an "Asset Transfer").

(ii) In either of such events, if the consideration received by the Company is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a national securities exchange, the value shall be deemed to be the average of the closing prices of the securities on exchange over the thirty (30) day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined by the Board of Directors.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as determined by the Board of Directors.

6. Voting Rights. Except as provided below and otherwise provided by law, the holders of the Series A Preferred Stock will have no voting rights.

(a) Supermajority Voting Rights—Amendments. The affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series A Preferred Stock at the time outstanding, voting separately as a class, shall be required to amend the provisions of the Articles of Incorporation or this Certificate of Designations or any other certificate amendatory thereof or supplemental thereto (including any certificate of designations or any similar document relating to any series of preferred stock) so as to materially and adversely affect the rights, preferences or privileges of the Series A Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series A Preferred Stock or authorized common or preferred stock of the Corporation or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock ranking equally with and/or junior to the Series A Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series A Preferred Stock.

(b) Supermajority Voting Rights—Priority. The affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series A Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series, shall be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the shares of the Series A Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up of the Corporation.

(c) The voting rights granted in Sections 6(a) and (b) shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Series A Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by the Corporation for the benefit of the holders of the Series A Preferred Stock to effect such redemption.

7. Conversion. The holders of Series A Preferred Stock shall not have any rights to convert such Series A Preferred Stock into shares of any other class of capital stock of the Corporation.

8. Rank. Notwithstanding anything set forth in the Articles of Incorporation or this Articles of Designations to the contrary, the Board of Directors of the Corporation or any authorized committee of the Board of Directors of the Corporation, without the vote of the holders of the Series A Preferred Stock, may authorize and issue additional shares of Junior Stock, Parity Stock or, subject to the voting rights granted in Section 6, any class of securities ranking senior to the Series A Preferred Stock as to dividends and the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

9. Unissued or Recquired Shares. Shares of Series A Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

10. No Sinking Fund. Shares of Series A Preferred Stock are not subject to any mandatory redemption sinking fund or other similar provision.

11. Preemptive Rights. The holders of shares of Series A Preferred Stock shall have no preemptive rights with respect to any shares of the Corporation's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

12. Record Holders. To the fullest extent permitted by applicable law, the Corporation and any transfer agent for the Series A Preferred Stock may deem and treat the record holder of any share of Series A Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

13. Notices. All notices or communications in respect of the Series A Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail or if giving in such other manner as may be permitted herein, in the Articles of Incorporation or Bylaws of the Corporation or by applicable law.

14. Stock Certificates. The Corporation may at its option issue shares of Series A Preferred Stock without certificates.

15. Other Rights. The Series A Preferred Stock shall not have any powers, preferences, privileges or rights other than as set forth herein or in the Articles of Incorporation or as provided by applicable law.

OPTIMUMBANK HOLDINGS, INC.

SECOND AMENDED AND RESTATED CERTIFICATE OF DESIGNATION

OF

SERIES B PREFERRED STOCK

WHEREAS, the Articles of Incorporation of the Corporation (the “**Articles of Incorporation**”) authorizes the issuance of up to 6,000,000 shares of preferred stock, no par value, of the Corporation (“**Preferred Stock**”) in one or more series, and expressly authorizes the Board of Directors of the Corporation (the “**Board**”), subject to limitations prescribed by law, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock, and, with respect to each such series, to establish and fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, restrictions, and limitations of the shares of such series; and

WHEREAS, pursuant to the authority granted to the Board under the Articles of Incorporation and the FBCA, the Board previously established a series of Preferred Stock designated as “Series B Convertible Preferred Stock” (the “**Series B Preferred Stock**”) pursuant to a Certificate of Designation (the “**Original Certificate of Designation**”) filed by the Company with the State of Florida Secretary of State on June 23, 2020;

WHEREAS, pursuant to the authority granted to the Board under the Articles of Incorporation and the FBCA, the Board amended and restated the Original Certificate of Designation in order to increase the number of shares of Series B Preferred Stock that the Company is authorized to issue from 100 shares to 280 shares, pursuant to an Amended and Restated Certificate of Designation (the “**Amended and Restated Certificate of Designation**”) filed by the Company with the State of Florida Secretary of State on September 29, 2020;

WHEREAS, the Board has determined that it is in the best interest of the Company to increase the number of shares of Series B Preferred Stock that the Company is authorized to issue from 280 shares to 560 shares;

WHEREAS, the holder of all of the outstanding shares of the Series B Preferred Stock has approved the increase in the number of shares of Series B Preferred Stock that the Company is authorized to issue from 280 shares to 560 shares;

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby amend the Amended and Restated Certificate of Designation in order to increase the number of shares of Series B Preferred Stock that the Company is authorized to issue from 280 shares to 560 shares; and

FURTHER RESOLVED, that the Board hereby amends and restates Original Certificate of Designation to reflect the increase in the number of shares of Series B Preferred Stock, as follows:

1. **Designation.** There shall be a series of Preferred Stock that shall be designated as “Series B Convertible Preferred Stock” (the “**Series B Preferred Stock**”) and the number of Shares constituting such series shall be five hundred sixty (560). The rights, preferences, powers, restrictions, and limitations of the Series B Preferred Stock shall be as set forth in this Certificate of Designation.

2. **Defined Terms.** For purposes hereof, the following terms shall have the following meanings:

“**Articles of Incorporation**” has the meaning set forth in the Recitals.

“**Board**” has the meaning set forth in the Recitals.

“**Certificate of Designation**” has the meaning set forth in the Recitals.

“**Common Stock**” means the common stock, par value \$0.01 per share, of the Corporation.

“**Convertible Securities**” means any securities (directly or indirectly) convertible into or exchangeable for Common Stock, but excluding Options.

“**Corporation**” has the meaning set forth in the Preamble.

“**Conversion Price**” has the meaning set forth in Section 7.1.

“**Conversion Shares**” means the shares of Common Stock or other capital stock of the Corporation then issuable upon conversion of the Series B Preferred Stock in accordance with the terms of Section 7.

“**Date of Issuance**” means, for any Share of Series B Preferred Stock, the date on which the Corporation initially issues such Share (without regard to any subsequent transfer of such Share or reissuance of the certificate(s) representing such Share).

“**Junior Securities**” means, collectively, the Common Stock and any other class of securities that is specifically designated as junior to the Series B Preferred Stock.

“**Liquidation**” has the meaning set forth in Section 5.1(a).

“**Options**” means any warrants or other rights or options to subscribe for or purchase Common Stock or Convertible Securities.

“**Person**” means an individual, corporation, partnership, joint venture, limited liability company, governmental authority, unincorporated organization, trust, association, or other entity.

“**Preferred Stock**” has the meaning set forth in the Recitals.

“**Series B Original Issue Price**” means, with respect to any Share on any given date, \$25,000 (as adjusted for any stock splits, stock dividends, recapitalizations, or similar transaction with respect to the Series B Preferred Stock).

“**Series B Preferred Stock**” has the meaning set forth in Section 1.

“**Share**” means a share of Series B Preferred Stock.

“**Subsidiary**” means, with respect to any Person, any other Person of which a majority of the outstanding shares or other equity interests having the power to vote for directors or comparable managers are owned, directly or indirectly, by the first Person.

“**Supermajority Interest**” has the meaning set forth in Section 6.1(a)(1).

3. **Rank.** Except as otherwise expressly set forth in this Certificate of Designation, all Shares of the Series B Preferred Stock shall rank senior to all Junior Securities, with respect to payment or distribution of assets upon liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary.

4. **Dividends.**

4.1 **Participating Dividends.** Except as otherwise provided in Section 5.1, if the Corporation declares or pays a dividend or distribution on the Common Stock, whether such dividend or distribution is payable in cash, securities or other property, but excluding any dividend or distribution payable on the Common Stock in shares of Common Stock, the Corporation shall simultaneously declare and pay a dividend on the Series B Preferred Stock on a pro rata basis with the Common Stock determined on an as-converted basis assuming all Shares had been converted pursuant to Section 7 as of immediately prior to the record date of the applicable dividend (or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined).

5. **Liquidation.**

5.1 **Liquidation.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a “**Liquidation**”), the holders of Shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Junior Securities by reason of their ownership thereof, an amount per Share equal to the greater of (i) the Series B Original Issue Price, or (ii) such amount per Share as would have been payable had all shares of Series B Preferred Stock been converted into Common Stock pursuant to Section 7 immediately prior to such Liquidation (the amount payable pursuant to this sentence is hereinafter referred to as the “**Series B Liquidation Amount**”).

5.2 **Insufficient Assets.** If upon any Liquidation the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of the Shares of Series B Preferred Stock the full preferential amount to which they are entitled under Section 5.1, (a) the holders of the Shares shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series B Preferred Stock in the aggregate upon such Liquidation if all amounts payable on or with respect to such Shares were paid in full, and (b) the Corporation shall not make or agree to make any payments to the holders of Junior Securities.

5.3 Notice.

(a) Notice Requirement. In the event of any Liquidation, the Corporation shall, within ten (10) days of the date the Board approves such action, or no later than twenty (20) days of any stockholders' meeting called to approve such action, or within twenty (20) days of the commencement of any involuntary proceeding, whichever is earlier, give each holder of Shares of Series B Preferred Stock written notice of the proposed action. Such written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash, and property to be received by the holders of Shares upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of Shares of such material change.

(b) Notice Waiting Period. The Corporation shall not consummate any voluntary Liquidation of the Corporation before the expiration of thirty (30) days after the mailing of the initial notice or ten (10) days after the mailing of any subsequent written notice, whichever is later; *provided*, that any such period may be shortened upon the written consent of the holders of all the outstanding Shares.

6. Voting.

6.1 Except as provided below and otherwise provided by law, the holders of the Series B Preferred Stock will have no voting rights.

(a) Supermajority Voting Rights—Amendments. The affirmative vote or consent of the holders of at least 66-2/3% of all of the Shares of the Series B Preferred Stock at the time outstanding, voting separately as a class (a "Supermajority Interest"), shall be required to amend the provisions of the Articles of Incorporation or this Certificate of Designation or any other certificate amendatory thereof or supplemental thereto (including any certificate of designation or any similar document relating to any series of preferred stock) so as to materially and adversely affect the rights, preferences or privileges of the Series B Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series B Preferred Stock or authorized common or preferred stock of the Corporation or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock ranking equally with and/or junior to the Series B Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series B Preferred Stock.

(b) Supermajority Voting Rights—Priority. The affirmative vote or consent of a Supermajority Interest of the Series B Preferred Stock shall be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the shares of the Series B Preferred Stock with respect to payment of dividends or the distribution of assets upon any Liquidation of the Corporation.

7. Conversion.

7.1 Right to Convert.

(a) Subject to the provisions of this Section 7, including fulfillment of the conditions set forth in Section 7.1(a), at any time and from time to time on or after the Date of Issuance, the Corporation shall have the right by written election to the holders of the outstanding Shares of Series B Preferred Stock to convert all or any portion of the outstanding Shares of Series B Preferred Stock (including any fraction of a Share) held by the holders into an aggregate number of shares of Common Stock (including any fraction of a share) as is determined by (i) multiplying the number of Shares (including any fraction of a Share) to be converted by the Series B Original Issue Price thereof, and then (ii) dividing the result by the Conversion Price in effect immediately prior to such conversion. The initial conversion price per Share (the “**Conversion Price**”) shall be \$2.50 per Share, subject to adjustment as applicable in accordance with Section 7.6 below.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series B Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

7.2 Limitations on Conversion. The right of the Corporation to convert any of the Shares of the Series B Preferred Stock under this Section 7 shall be subject to the prior fulfillment of the following conditions:

(a) Such conversion shall have been by approved by the holders of a majority of the outstanding Common Stock of the Company; and

(b) Such conversion shall not result in any holder of the Series B Preferred Stock and any Persons with whom the holder may be acting in concert, becoming Beneficial Owners of more than 9.9% of the outstanding shares of the Common Stock. For purposes of this subsection, the term “Beneficial Owner” shall have the meaning given to such term in SEC Rule 13d-3.

7.3 Procedures for Conversion; Effect of Conversion.

(a) Procedures for Conversion. In order to effectuate a conversion of Shares of Series B Preferred Stock pursuant to Section 7.1, the Corporation shall notify the holders of the Series B Preferred Stock at least twenty (20) days prior to the effective date on of any conversion, that the Corporation has elected to exercise its right to convert the Series B Preferred Stock, the number of Shares that the Corporation has elected to convert and the effective date of the conversion of such Shares (the "Conversion Date"), provided that any such conversion shall be subject to the fulfillment of the conditions set forth in Section 7.2. Upon receipt of such notice, each holder of Shares of Series B Preferred Stock shall promptly certify to the Corporation, the number of shares of Common Stock Beneficially Owned by such holder, and whether the holder is acting in concert with any other Person in connection with its equity interest in the Corporation. Additionally, upon receipt of such notice, each holder of Shares of Series B Preferred Stock in certificated form that are to be converted shall surrender such certificate or certificates for such Shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing.

(b) As soon as practicable after the Conversion Date and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Series B Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and (b) pay cash as provided in Section 7.1(b) in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Series B Preferred Stock converted. Such converted Series B Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series B Preferred Stock accordingly.

(c) All Shares of Series B Preferred Stock converted as provided in this Section 7.1 shall no longer be deemed outstanding as of the effective time of the applicable conversion and all rights with respect to such Shares shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock and payment in lieu of any fraction of a Share in exchange therefor.

7.4 Reservation of Stock. The Corporation shall at all times when any Shares of Series B Preferred Stock is outstanding reserve and keep available out of its authorized but unissued shares of capital stock, solely for the purpose of issuance upon the conversion of the Series B Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding Series B Preferred Stock pursuant to this Section 7, taking into account any adjustment to such number of shares so issuable in accordance with Section 7.6 hereof. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not close its books against the transfer of any of its capital stock in any manner which would prevent the timely conversion of the Shares of Series B Preferred Stock.

7.5 No Charge or Payment. The issuance of certificates for shares of Common Stock upon conversion of Shares of Series B Preferred Stock pursuant to Section 7.1 shall be made without payment of additional consideration by, or other charge, cost, or tax to, the holder in respect thereof.

7.6 Adjustment to Conversion Price and Number of Conversion Shares. In order to prevent dilution of the conversion rights granted under this Section 7, the Conversion Price and the number of Conversion Shares issuable on conversion of the Shares of Series B Preferred Stock shall be subject to adjustment from time to time as provided in this Section 7.6.

(a) Adjustment to Conversion Price and Conversion Shares upon Dividend, Subdivision, or Combination of Common Stock. If the Corporation shall, at any time or from time to time after the Date of Issuance, (i) pay a dividend or make any other distribution upon the Common Stock or any other capital stock of the Corporation payable in shares of Common Stock or in Options or Convertible Securities, or (ii) subdivide (by any stock split, recapitalization, or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Price in effect immediately prior to any such dividend, distribution, or subdivision shall be proportionately reduced and the number of Conversion Shares issuable upon conversion of the Series B Preferred Stock shall be proportionately increased. If the Corporation at any time combines (by combination, reverse stock split, or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect immediately prior to such combination shall be proportionately increased and the number of Conversion Shares issuable upon conversion of the Series B Preferred Stock shall be proportionately decreased. Any adjustment under this Section 7.6(a) shall become effective at the close of business on the date the dividend, subdivision, or combination becomes effective.

(b) Adjustment to Conversion Price and Conversion Shares upon Reorganization, Reclassification, Consolidation or Merger.

(i) In the event of any (i) capital reorganization of the Corporation, (ii) reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or (iii) other similar transaction (other than any such transaction covered by Section 5 or Section 7.6(a)), in each case which entitles the holders of Common Stock to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, each Share of Series B Preferred Stock shall, immediately after such reorganization, reclassification or similar transaction, remain outstanding and shall thereafter, in lieu of or in addition to (as the case may be) the number of Conversion Shares then convertible for such Share, be exercisable for the kind and number of shares of stock or other securities or assets of the Corporation or of the successor Person resulting from such transaction to which such Share would have been entitled upon such reorganization, reclassification or similar transaction if the Share had been converted in full immediately prior to the time of such reorganization, reclassification, consolidation or similar transaction and acquired the applicable number of Conversion Shares then issuable hereunder as a result of such conversion (without taking into account any limitations or restrictions on the convertibility of such Share, if any); and, in such case, appropriate adjustment shall be made with respect to such holder's rights under this Certificate of Designation to insure that the provisions of this Section 7.6(b)(i) shall thereafter be applicable, as nearly as possible, to the Series B Preferred Stock in relation to any shares of stock, securities or assets thereafter acquirable upon conversion of Series B Preferred Stock. The provisions of this Section 7.5(b)(i) shall similarly apply to successive reorganizations, reclassifications or similar transactions. The Corporation shall not affect any such reorganization, reclassification or similar transaction unless, prior to the consummation thereof, the successor Person (if other than the Corporation) resulting from such reorganization, reclassification or similar transaction, shall assume, by written instrument substantially similar in form and substance to this Certificate of Designation, the obligation to deliver to the holders of Series B Preferred Stock such cash, stock, securities or other assets which, in accordance with the foregoing provisions, such holders shall be entitled to receive upon conversion of the Series B Preferred Stock.

(ii) In the event of any consolidation or merger of the Corporation with or into another Person, in each case which entitles the holders of Common Stock to receive cash, stock, securities or other consideration with respect to or in exchange for Common Stock, each Share of Series B Preferred Stock shall as a result of such consolidation or merger, be converted, without any action on the part of the holder, into the right to receive the cash, stock, securities or other consideration to which such Share would have been entitled upon such consolidation or merger if the Share had been converted in full immediately prior to the time of such consolidation or merger (without taking into account any limitations or restrictions on the convertibility of such Share, if any).

(iii) Notwithstanding anything to the contrary contained herein, with respect to any corporate event or other transaction contemplated by the provisions of this Section 7.6(b), each holder of Shares of Series B Preferred Stock shall have the right to elect prior to the consummation of such event or transaction, to give effect to the provisions of Section 5.1(b) (if applicable to such event or transaction), instead of giving effect to the provisions contained in this Section 7.6(b) with respect to such holder's Series B Preferred Stock.

(c) Certificate as to Adjustment.

(i) As promptly as reasonably practicable following any adjustment of the Conversion Price, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to each holder of record of Series B Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) a certificate of an executive officer setting forth in reasonable detail such adjustment and the facts upon which it is based and certifying the calculation thereof.

(ii) As promptly as reasonably practicable following the receipt by the Corporation of a written request by any holder of Series B Preferred Stock, but in any event not later than ten (10) days thereafter, the Corporation shall furnish to such holder a certificate of an executive officer certifying the Conversion Price then in effect and the number of Conversion Shares or the amount, if any, of other shares of stock, securities, or assets then issuable to such holder upon conversion of the Shares of Series B Preferred Stock held by such holder.

(d) Notices. In the event:

(i) that the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series B Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(ii) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, of any consolidation or merger of the Corporation with or into another Person; or

(iii) of the voluntary or involuntary dissolution, liquidation, or winding-up of the Corporation;

then, and in each such case, the Corporation shall send or cause to be sent to each holder of record of Series B Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) at least ten (10) days prior to the applicable record date or the applicable expected effective date, as the case may be, for the event, a written notice specifying, as the case may be, (A) the record date for such dividend, distribution, meeting or consent, or other right or action, and a description of such dividend, distribution, or other right or action to be taken at such meeting or by written consent, or (B) the effective date on which such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, or winding-up is proposed to take place, and the amount per share and character of such exchange applicable to the Series B Preferred Stock and the Conversion Shares.

8. Reissuance of Series B Preferred Stock. Any Shares of Series B Preferred Stock redeemed, converted, or otherwise acquired by the Corporation or any Subsidiary shall be cancelled and retired as authorized and issued shares of capital stock of the Corporation and no such Shares shall thereafter be reissued, sold, or transferred.

9. Notices. Except as otherwise provided herein, all notices, requests, consents, claims, demands, waivers, and other communications hereunder shall be in writing and shall be deemed to have been given: (a) when delivered by hand (with written confirmation of receipt); (b) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested); (c) on the date sent by facsimile or e-mail of a PDF document (with confirmation of transmission) if sent during normal business hours of the recipient, and on the next business day if sent after normal business hours of the recipient; or (d) on the third day after the date mailed, by certified or registered mail, return receipt requested, postage prepaid. Such communications must be sent (a) to the Corporation, at its principal executive offices and (b) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (or at such other address for a stockholder as shall be specified in a notice given in accordance with this Section 9).

10. Preemptive Rights. The holders of shares of Series B Preferred Stock shall have no preemptive rights with respect to any shares of the Corporation's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

11. Record Holders. To the fullest extent permitted by applicable law, the Corporation and any transfer agent for the Series B Preferred Stock may deem and treat the record holder of any share of Series B Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

12. Other Rights. The Series B Preferred Stock shall not have any powers, preferences, privileges or rights other than as set forth herein or in the Articles of Incorporation or as provided by applicable law.

13. Amendment and Waiver. No provision of this Certificate of Designation may be amended, modified, or waived except by an instrument in writing executed by the Corporation and a Supermajority Interest of the Series B Preferred Stock, and any such written amendment, modification, or waiver will be binding upon the Corporation and each holder of Series B Preferred Stock; *provided*, that no such action shall change or waive (a) the definition of Series B Liquidation Amount, (b) the amount of dividends payable on the Series B Preferred Stock pursuant to Section 4, or (c) this Section 13, without the prior written consent of each holder of outstanding Shares of Series B Preferred Stock.

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
REQUIRED BY RULE 13A-14(A)/15D-14(A)
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

I, certify that:

1. I have reviewed this report on Form 10-K of OptimumBank Holdings, Inc. (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omits 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 am 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 Company 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 subsidiary, is made known to us by others within that entity, 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 Company’s auditors and the Audit Committee of the Company’s Board of Directors:
 - (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.

/s/ Moishe Gubin

Moishe Gubin
Principal Executive Officer
Date: March 25, 2021

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
REQUIRED BY RULE 13A-14(A)/15D-14(A)
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

I, certify that:

1. I have reviewed this report on Form 10-K of OptimumBank Holdings, Inc. (the “Company”);
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 am 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 Company 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 subsidiary, is made known to us by others within that entity, 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 Company’s auditors and the Audit Committee of the Company’s Board of Directors:
 - (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.

/s/ Joel Klein

Joel Klein
Principal Financial Officer
Date: March 25, 2021

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of OptimumBank Holdings, Inc. (the “Company”) on Form 10-K for the year ended December 31, 2020 as filed with the Securities and Exchange Commission (the “Report”), I, as the Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as added by § 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; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

/s/ Moishe Gubin

Moishe Gubin
Principal Executive Officer
Date: March 25, 2021

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of OptimumBank Holdings, Inc. (the "Company") on Form 10-K for the year ended December 31, 2020 as filed with the Securities and Exchange Commission (the "Report"), I, as the Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as added by § 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; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

/s/ Joel Klein

Joel Klein
Principal Financial Officer
Date: March 25, 2021
