

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

FORM 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2021
- or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission File Number: 001-36522

Investar Holding Corporation

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

10500 Coursey Blvd., Baton Rouge, Louisiana 70816
(Address of principal executive offices, including zip code)
(225) 227-2222
(Registrant's telephone number, including area code)

27-1560715
(I.R.S. Employer
Identification No.)

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, \$1.00 par value per share | ISTR | The Nasdaq Global Market |

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

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

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

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

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

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

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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.

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

The aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the closing price of the common stock as of June 30, 2021, was approximately \$220.7 million.

The number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date, is as follows: Common stock, \$1.00 par value per share, 10,310,212 shares outstanding as of March 7, 2022.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Definitive Proxy Statement relating to the 2022 Annual Meeting of Shareholders of Investar Holding Corporation are incorporated by reference into Part III of the Form 10-K. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended December 31, 2021.



TABLE OF CONTENTS

| | Page |
|--|---------------------|
| <u>PART I</u> | |
| Item 1. Business | 3 |
| Item 1A. Risk Factors | 16 |
| Item 1B. Unresolved Staff Comments | 28 |
| Item 2. Properties | 29 |
| Item 3. Legal Proceedings | 29 |
| Item 4. Mine Safety Disclosures | 29 |
| <u>PART II</u> | |
| Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 29 |
| Item 6. [Reserved] | 30 |
| Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations | 31 |
| Item 7A. Quantitative and Qualitative Disclosures about Market Risk | 60 |
| Item 8. Financial Statements and Supplementary Data | 61 |
| Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 122 |
| Item 9A. Controls and Procedures | 122 |
| Item 9B. Other Information | 122 |
| Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections | 122 |
| <u>PART III</u> | |
| Item 10. Directors, Executive Officers and Corporate Governance | 123 |
| Item 11. Executive Compensation | 123 |
| Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 123 |
| Item 13. Certain Relationships and Related Transactions, and Directors Independence | 123 |
| Item 14. Principal Accounting Fees and Services | 123 |
| <u>PART IV</u> | |
| Item 15. Exhibits and Financial Statement Schedules | 124 |
| Item 16. Form 10-K Summary | 126 |

PART I

Item 1. Business

General

Investar Holding Corporation (the “Company”), a Louisiana corporation incorporated in 2009, is a financial holding company headquartered in Baton Rouge, Louisiana that conducts its operations primarily through its wholly-owned subsidiary, Investar Bank, National Association (the “Bank”), a national bank chartered by the Office of the Comptroller of Currency (“OCC”). The Bank was originally chartered as a Louisiana commercial bank in 2006 and converted to a national bank in July 2019. Through the Bank, the Company offers a wide range of commercial banking products tailored to meet the needs of individuals, professionals, and small to medium-sized businesses. Our primary areas of operation are south Louisiana, including Baton Rouge, New Orleans, Lafayette, Lake Charles, and their surrounding areas; southeast Texas, including Houston and its surrounding area, Alice and Victoria; and Alabama, including York and its surrounding area and, as of April 1, 2021, Oxford and its surrounding area. These markets are served from our executive and operations center located in Baton Rouge and from 33 full service branches located throughout our market areas. We have experienced significant growth since the Bank was chartered, completing seven whole-bank acquisitions and establishing additional branches in our market areas.

As of December 31, 2021, on a consolidated basis, the Company had total assets of \$2.5 billion, net loans of \$1.9 billion, total deposits of \$2.1 billion, and stockholders’ equity of \$242.6 million.

Management believes that the current markets present a significant opportunity for growth and franchise expansion, both organically and through strategic acquisitions. Although the financial services industry is rapidly changing and intensely competitive, and likely to remain so, we believe that the Bank competes effectively as a local community bank and possesses the consistency of local leadership, the availability of local access and responsive customer service, coupled with competitively-priced products and services, necessary to successfully compete with other financial institutions for individual and small to medium-sized business customers.

For a discussion of the impacts of the COVID-19 pandemic on the Company, see *Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – COVID-19*.

The information set forth in this Annual Report on Form 10-K is as of March 9, 2022, unless otherwise indicated herein.

Operations

General. We offer a full range of commercial and retail lending products throughout our market areas, including business loans to small to medium-sized businesses as well as loans to individuals. Our business lending products include owner-occupied commercial real estate loans, construction loans and commercial and industrial loans, such as term loans, equipment financing and lines of credit, while our loans to individuals include first and second mortgage loans, installment loans, and lines of credit. For business customers, we target small to medium-sized businesses and professional organizations such as law firms, accounting firms and medical practices.

Management considers all of our operations to be aggregated in one reportable operating segment, and accordingly, no separate segment disclosures are presented in this report.

Lending Activities. Income generated by our lending activities represents a substantial portion of our total revenue. For the years ended December 31, 2021, 2020 and 2019, income from our lending activities comprised 84%, 83% and 85%, respectively, of our total revenue. Over the last three fiscal years, we have increased our focus on commercial real estate loans and commercial and industrial loans.

Lending to Businesses. Our lending to small to medium-sized businesses falls into three general categories:

- *Commercial real estate loans.* Approximately 52% of our total loans at December 31, 2021 were commercial real estate loans, which include multifamily, farmland and commercial real estate loans, with owner-occupied loans comprising approximately 47% of the commercial real estate loan portfolio. Commercial real estate loan terms generally are 10 years or less, although payments may be structured on a longer amortization basis. Interest rates may be fixed or adjustable, although rates typically will not be fixed for a period exceeding 120 months, and we generally charge an origination fee. Risks associated with commercial real estate loans include, among other things, fluctuations in the value of real estate, new job creation trends, tenant vacancy rates, and the quality of the borrower's management. We attempt to limit risk by analyzing a borrower's cash flow and collateral value on an ongoing basis. Also, we typically require personal guarantees from the principal owners of the property, supported by a review of their personal financial statements, as an additional means of mitigating our risk. We also manage risk by avoiding concentrations in any one business or industry.
- *Commercial and industrial loans.* Commercial and industrial loans primarily consist of working capital lines of credit and equipment loans. The terms of these loans vary by purpose and by type of underlying collateral. We make equipment loans for a term of five years or less at fixed or variable rates, with the loan fully amortized over the term and secured by the relevant piece of equipment. Loans to support working capital typically have terms not exceeding one year, and such loans are secured by accounts receivable or inventory. Fixed rate loans are priced based on collateral, term and amortization. The interest rate for floating rate loans is typically tied to the prime rate published in [The Wall Street Journal](#). Commercial and industrial loans accounted for approximately 17% of our total loans at December 31, 2021.

Commercial lending generally involves different risks from those associated with commercial real estate lending or construction lending. Although commercial loans may be collateralized by equipment or other business assets (including real estate, if available as collateral), the repayment of these types of loans depends primarily on the creditworthiness and projected cash flow of the borrower (and any guarantors). Thus, the general business conditions of the local economy and the borrower's ability to sell its products and services, thereby generating sufficient operating revenue to repay us under the agreed upon terms and conditions, are the chief considerations when assessing the risk of a commercial loan. The liquidation of collateral, if any, is considered a secondary source of repayment because equipment and other business assets may, among other things, be obsolete or of limited resale value. We actively monitor certain financial measures of the borrower, including advance rate, cash flow, collateral value and other appropriate credit factors. We also manage risk by avoiding concentrations in any one business or industry.

- *Construction and development loans.* Construction and development loans, which consist of loans for the construction of commercial projects, single family residential properties and multifamily properties, accounted for approximately 11% of our total loans at December 31, 2021. Our construction and development loans are made on both a "pre-sold" basis and on a "speculative" basis. Construction and development loans are generally made with a term of 6 to 18 months, with interest accruing at either a fixed or floating rate and paid monthly. These loans are secured by the underlying project being built. For construction loans, loan to value ratios range from 70% to 80% of the developed/completed value, while for development loans our loan to value ratios typically will not exceed 70% to 75% of such value. Speculative loans are based on the borrower's financial strength and cash flow position, and we disburse funds in installments based on the percentage of completion and only after the project has been inspected by an experienced construction lender or third-party inspector.

Construction lending entails significant additional risks compared to commercial real estate or residential real estate lending due to the dynamics of construction projects, changes in interest rates, the long-term financing market, and state and local government regulations. One such risk is that loan funds are advanced upon the security of the property under construction, which is of uncertain value prior to the completion of construction. Thus, it is more difficult to accurately evaluate the total loan funds required to complete a project and to calculate related loan-to-value ratios. We attempt to minimize the risks associated with construction lending by limiting loan-to-value ratios as described above. In addition, as to speculative development loans, we generally make such loans only to borrowers that have a positive pre-existing relationship with us. We also manage risk by using specific underwriting policies and procedures for these types of loans and by avoiding excessive concentrations in any one business or industry.

Lending to Individuals. We make the following types of loans to our individual customers:

- *Residential real estate.* 1-4 family residential real estate loans, including second mortgage loans, comprised approximately 19% of our total loans at December 31, 2021. Second mortgage loans in this category include only loans we make to cover the gap between the purchase price of a residence and the amount of the first mortgage; all other second mortgage loans are considered consumer loans. Loan to value ratios do not typically exceed 80%, although some of the mortgage loans that we retain in our portfolio may have higher loan to value ratios. We use an independent appraiser to establish collateral values. We generate residential real estate mortgage loans through Bank referrals and contacts with real estate agents in our markets. We do not originate subprime residential real estate loans.
- *Consumer loans.* Consumer loans represented 1% of our total loans at December 31, 2021. We make these loans (which are normally fixed-rate loans) to individuals for a variety of personal, family and household purposes, secured and unsecured installment and term loans, second mortgages, home equity loans and home equity lines of credit. Because many consumer loans are secured by depreciable assets such as cars, boats and trailers, the loans are amortized over the useful life of the asset. The amortization of second mortgages generally does not exceed 15 years and the rates generally are not fixed for more than 60 months. As a general matter, in underwriting these loans, our credit analysts review a borrower's past credit history, credit scores, past income level, debt history and, when applicable, cash flow, debt to income ratio, and payment to income, and determine the impact of all these factors on the ability of the borrower to make future payments as agreed. A comparison of the value of the collateral, if any, to the proposed loan amount, is also a consideration in the underwriting process. Repayment of consumer loans depends upon key consumer economic measures and upon the borrower's financial stability and is more likely to be adversely affected by divorce, job loss, illness and personal hardships than repayment of other loans. A shortfall in the value of any collateral also may pose a risk of loss to us for these types of loans.

Deposits. We offer a broad base of deposit products and services to our individual and business clients, including savings, checking, and money market accounts, debit cards and mobile banking with smartphone deposit capability, as well as a variety of certificates of deposit and individual retirement accounts. We also offer a reciprocal deposit product, Assured Checking, that allows customers to deposit funds in excess of the Federal Deposit Insurance Corporation's ("FDIC") \$250,000 insurance limit and have the funds insured by the FDIC. For our business clients, we offer a competitive suite of cash management products which include, but are not limited to, remote deposit capture, lockbox payment processing, virtual vault, electronic statements, positive pay, ACH origination and wire transfer, investment sweep accounts, and enhanced business internet banking.

Other Banking Services. The Bank's other banking services include cashiers' checks, direct deposit of payroll and Social Security checks, night depository, bank-by-mail, automated teller machines with deposit automation, debit cards, mobile wallet payment options, business electronic banking for business customers, and Zelle®, a fast, safe and easy way to send money directly between almost any bank account in the United States. In addition, the bank has options for contactless banking including interactive teller machines ("ITMs") and video banking. ITMs are an upgrade on traditional automated teller machine ("ATM") technology that allow customers to virtually interact directly with Bank staff for a safer, more secure transaction. Video banking lets customers communicate with Bank staff from a mobile device or computer without visiting a branch.

We have also associated with nationwide networks of ATMs, enabling the Bank's customers to use ATMs throughout our markets and other regions. We offer merchant card services through a third-party vendor and a business credit card product. The Bank does not offer trust services or insurance products.

Acquisition Activity

General. To complement our organic growth strategy, from time to time we evaluate potential acquisition opportunities including whole-bank acquisitions and strategic branch acquisitions. We believe there are many banking institutions that continue to face credit challenges, capital constraints and liquidity issues and that lack the scale and management expertise to manage the increasing regulatory burden. Our management team has a long history of identifying targets, assessing and pricing risk and executing acquisitions in a creative, yet disciplined, manner. We seek acquisitions that provide meaningful financial benefits, long-term organic growth opportunities and expense reductions, without compromising our risk profile. Additionally, we seek banking markets with favorable competitive dynamics and potential consolidation opportunities.

Recent Acquisitions. All of our acquisition activity is evaluated and overseen by a standing Mergers and Acquisitions Committee of our board of directors. A discussion of acquisitions completed since January 1, 2019 is set forth under the heading “*Certain Events That Affect Year-over-Year Comparability – Acquisitions*” in *Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations*.

De Novo Branches

During our last three fiscal years, we have opened four full-service branch locations in Louisiana, consisting of two locations in the Lake Charles market, one location in the New Orleans market, and one location in the Lafayette market, in addition to the branches we acquired through our acquisition activity. We do not expect to open de novo branches in 2022.

Competition

We face competition in all major product and geographic areas in which we conduct our operations. Through the Bank, we compete for available loans and deposits with state, regional and national banks, as well as savings and loan associations, credit unions, finance companies, mortgage companies, insurance companies, brokerage firms and investment companies. All of these institutions compete in the delivery of services and products through availability, quality and pricing, both with respect to interest rates on loans and deposits and fees charged for banking services. Many of our competitors are larger and have substantially greater resources than we do, including higher total assets and capitalization, greater access to capital markets, and a broader offering of financial services. As larger institutions, many of our competitors can offer more attractive pricing than we can offer and have more extensive branch networks from which they can offer their financial services products.

[Table of Contents](#)

While we continually strive to offer competitive pricing for our banking products, we believe that our community bank approach to customers, focusing on quality customer service, and maintaining strong customer relationships affords us the best opportunity to successfully compete with other institutions. In addition, as a smaller institution, we think we can be flexible in developing and implementing new products and services. Further, in recent years there has been consolidation activity involving banks with a presence in our markets. In our view, mergers and other business combinations within our markets provide us with growth opportunities. Many acquisitions, especially when local institutions are acquired by institutions based outside our markets, result not only in customer disruption, but also in a loss of market knowledge and relationships that we believe provide us the opportunity to acquire customers seeking a personalized approach to banking. Furthermore, acquisition activity typically creates opportunities to hire talented personnel from the combining institutions.

The following table sets forth certain information about our total deposits, and our share of total deposits, in specified locations, and is shown as of June 30, 2021, which is the latest date for which such information is available.

| Location | Investar Total Deposits | Investar Share of Deposits |
|--|------------------------------------|---------------------------------------|
| | <i>(in millions)</i> | |
| Baton Rouge, Louisiana | \$ 892 | 3.6% |
| New Orleans, Louisiana | 250 | 1.0 |
| Lafayette, Louisiana | 253 | 2.9 |
| Evangeline Parish, Louisiana ⁽¹⁾ | 202 | 26.6 |
| East and West Feliciana Parishes, Louisiana ⁽¹⁾ | 144 | 24.8 |
| Calcasieu Parish, Louisiana ⁽¹⁾ | 8 | 0.1 |
| Houston, Texas | 144 | 0.4 |
| Alice, Texas | 14 | 2.1 |
| Victoria, Texas | 20 | 0.8 |
| Sumter County, Alabama ⁽¹⁾ | 100 | 39.4 |
| Calhoun County, Alabama ⁽¹⁾ | 218 | 9.6 |

⁽¹⁾ Evangeline Parish, East and West Feliciana Parishes, Calcasieu Parish, Sumter County, and Calhoun County are not included in Metropolitan Statistical Areas but are included in this table to reflect the deposit balances of our branches in these parishes and counties.

Supervision and Regulation

General. Banking is highly regulated under federal and state law. The following is a brief summary of certain aspects of that regulation which are material to us, and does not purport to be a complete description of all regulations that affect us or all aspects of those regulations. To the extent particular statutory and regulatory provisions are described, the description is qualified in its entirety by reference to the particular statute or regulation.

We are a financial holding company registered under the Bank Holding Company Act of 1956, as amended, and are subject to supervision, regulation and examination by the Federal Reserve. The Bank is a national bank chartered under the laws of the United States by the OCC and is subject to supervision, regulation and examination by the OCC. This system of supervision and regulation establishes a comprehensive framework for our operations and, consequently, can have a material impact on our growth and earnings performance.

The primary goals of the bank regulatory scheme are to maintain a safe and sound banking system and to facilitate the conduct of sound monetary policy. This system is intended primarily for the protection of the FDIC's deposit insurance funds, bank depositors, and the public, rather than our shareholders and creditors. The banking agencies have broad enforcement power over bank holding companies and banks, including the authority, among other things, to enjoin "unsafe or unsound" practices, require affirmative action to correct any violation or practice, issue administrative orders that can be judicially enforced, direct increases in capital, direct the sale of subsidiaries or other assets, limit dividends and distributions, restrict growth, assess civil monetary penalties, remove officers and directors, and, with respect to banks, terminate deposit insurance or place the bank into conservatorship or receivership. In general, these enforcement actions may be initiated for violations of laws and regulations or unsafe or unsound practices.

The Dodd-Frank Act. The Dodd-Frank Act, enacted on July 21, 2010, aims to restore responsibility and accountability to the financial system by significantly altering the regulation of financial institutions and the financial services industry. Full implementation of the Dodd-Frank Act has required many new rules to be issued by federal regulatory agencies over the last several years, and it will continue to profoundly affect how financial institutions will be regulated in the future.

The Dodd-Frank Act, among other things:

- established the Consumer Financial Protection Bureau, an independent bureau within the Federal Reserve System with centralized responsibility for promulgating and enforcing federal consumer protection laws applicable to all entities offering consumer financial products or services;
- established the Financial Stability Oversight Council, tasked with the authority to identify and monitor institutions and systems that pose a systemic risk to the financial system;
- changed the assessment base for federal deposit insurance from the amount of insured deposits held by the depository institution to the institution's average total consolidated assets less tangible equity;
- increased the minimum reserve ratio for the Deposit Insurance Fund from 1.15% to 1.35%;
- permanently increased the deposit insurance coverage amount from \$100,000 to \$250,000;
- required the federal banking agencies to make their capital requirements for insured depository institutions countercyclical, so that capital requirements increase in times of economic expansion and decrease in times of economic contraction;
- directed the Federal Reserve to establish interchange fees for debit cards under a restrictive "reasonable and proportional cost" per transaction standard;
- limited the ability of banking organizations to sponsor or invest in private equity and hedge funds and to engage in proprietary trading;
- increased regulation of consumer protections regarding mortgage originations, including originator compensation, minimum repayment standards, prepayment consideration, and mortgage servicing;
- restricted the preemption of select state laws by federal banking law applicable to national banks and disallowed subsidiaries and affiliates of national banks from availing themselves of such preemption;
- authorized national and state banks to establish de novo branches in any state that would permit a bank chartered in that state to open a branch at that location; and
- repealed the federal prohibition on the payment of interest on commercial demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.

Some of these provisions have had and may continue to have the consequence of increasing our expenses, decreasing our revenues, and changing the activities in which we choose to engage. The environment in which banking organizations have operated after the financial crisis, including legislative and regulatory changes affecting capital, liquidity, supervision, permissible activities, corporate governance and compensation, changes in fiscal policy and steps to eliminate government support for banking organizations, may have long-term effects on the business model and profitability of banking organizations that cannot currently be foreseen. The specific impact on our current activities or new financial activities we may consider in the future, our financial performance and the markets in which we operate will depend on the manner in which the relevant agencies develop and implement the required rules and the reaction of market participants to these regulatory developments. Many aspects of the Dodd-Frank Act are subject to ongoing implementation. While we cannot predict what effect any presently contemplated or future changes in the laws or regulations or their interpretations would have on us, these changes could be materially adverse to our financial condition and results of operations.

The Volcker Rule. On December 10, 2013, the Federal Reserve and the other federal banking regulators as well as the SEC each adopted a final rule implementing Section 619 of the Dodd-Frank Act, commonly referred to as the "Volcker Rule." Generally speaking, the final rule prohibited a bank and its affiliates from engaging in proprietary trading and from sponsoring certain "covered funds" or from acquiring or retaining any ownership interest in such covered funds. Most private equity, venture capital and hedge funds are considered "covered funds" as are bank trust preferred collateralized debt obligations. The final rule required banking entities to divest disallowed securities by July 21, 2015, subject to extension upon application. The Economic Growth, Regulatory Relief, and Consumer Protection Act which was enacted in 2018 amended Section 619 of the Dodd-Frank Act to exempt from the Volcker Rule any insured depository institution that has \$10.0 billion or less in total consolidated assets and whose total trading assets and trading liabilities are 5.0% or less of total consolidated assets.

Regulatory Capital Requirements

Capital Adequacy. The Federal Reserve Board monitors the capital adequacy of the Company, on a consolidated basis, and the OCC monitors the capital adequacy of the Bank. The regulatory agencies use a combination of risk-based guidelines and a leverage ratio to evaluate capital adequacy and consider these capital levels when taking action on various types of applications and when conducting supervisory activities related to safety and soundness. The risk-based capital standards are designed to make regulatory capital requirements more sensitive to differences in risk profiles among financial institutions and their holding companies, to account for off-balance sheet exposure, and to minimize disincentives for holding liquid assets. A financial institution's assets and off-balance sheet items, such as letters of credit and unfunded loan commitments, are assigned to broad risk categories, each with appropriate risk weights. Regulatory capital, in turn, is classified in one of two tiers. "Tier 1" capital includes two components: (1) common equity Tier 1 capital and (2) additional Tier 1 capital. Common equity Tier 1 capital consists solely of common stock (plus related surplus), retained earnings and limited amounts of minority interests that are in the form of common stock. Additional Tier 1 capital includes other perpetual instruments historically included in Tier 1 capital, such as non-cumulative perpetual preferred stock. "Tier 2" capital includes, among other things, qualifying subordinated debt and allowances for loan and lease losses, subject to limitations. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items.

Under the current regulatory framework, we are required to maintain the following minimum regulatory capital ratios:

- A ratio of common equity Tier 1 capital to total risk-weighted assets of at least 4.5%;
- A ratio of Tier 1 capital to total risk-weighted assets of at least 6.0%;
- A ratio of Tier 1 capital plus Tier 2 capital to total risk-weighted assets of at least 8.0%; and
- A leverage ratio (Tier 1 capital to adjusted total assets) of at least 4.0%.

In addition to these minimum regulatory capital ratios, the regulations establish a capital conservation buffer with respect to the first three capital ratios listed above. Specifically, banking organizations must hold common equity Tier 1 capital in excess of their minimum risk-based capital ratios by at least 2.5% of risk-weighted assets in order to avoid limits on capital distributions (including dividend payments, discretionary payments on Tier 1 instruments, and stock buybacks) and certain discretionary bonus payments to executive officers. Thus, when including the 2.5% capital conservation buffer, a bank holding company and bank's minimum ratio of common equity Tier 1 capital to total risk-weighted assets becomes 7%, its minimum ratio of Tier 1 capital to total risk-weighted assets becomes 8.5%, and its minimum ratio of total capital to total risk-weighted assets becomes 10.5%.

We were in compliance with all applicable minimum regulatory capital requirements as of December 31, 2021.

The required capital ratios set forth above are minimums, and the Federal Reserve and the OCC may determine that a banking organization, based on its size, complexity or risk profile, must maintain a higher level of capital in order to operate in a safe and sound manner. Risks such as concentration of credit risks and the risk arising from non-traditional activities, as well as the institution's exposure to a decline in the economic value of its capital due to changes in interest rates, and an institution's ability to manage those risks are important factors that are to be taken into account by the federal banking agencies in assessing an institution's overall capital adequacy.

The federal banking agencies finalized a rule in 2019 that allows bank holding companies and banks with less than \$10.0 billion in total consolidated assets, limited amounts of certain assets and off balance sheet exposures, and a bank leverage ratio of greater than 9% to elect to use the Community Bank Leverage Ratio ("CBLR") framework. A community banking organization electing to use the CBLR framework would have a simplified capital regime and would be considered well capitalized as long as it had a leverage ratio of greater than 9%. We have not elected to use the CBLR framework and it is uncertain if we will elect to use the CBLR framework in the future.

Furthermore, the U.S. federal banking agencies have finalized rules that would permit bank holding companies and banks to phase-in, for regulatory capital purposes, the day-one impact of the new current expected credit loss accounting rule in retained earnings over a period of three years commencing with time of adoption of the new standard. For further discussion of the new current expected credit loss accounting rule, see Note 1 to the consolidated financial statements and also see "*Our allowance for loan losses may prove to be insufficient to absorb losses inherent in our loan portfolio, and we may be required to further increase our provision for loan losses*" in *Item 1A. Risk Factors*.

Prompt Corrective Action Regulations. Under the prompt corrective action regulations, the OCC is required and authorized to take supervisory actions against undercapitalized banks. For this purpose, a bank is placed in one of the following five categories based on its capital: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. Under the prompt corrective action regulations, as currently in effect, to be well capitalized, a bank must have a leverage capital ratio of at least 5%, a common equity Tier 1 capital ratio of at least 6.5%, a Tier 1 risk-based capital ratio of at least 8%, and a total risk-based capital ratio of at least 10%, and must not be subject to any order or written agreement or directive by a federal banking agency to meet and maintain a specific capital level for any capital measure.

Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to banks in the three undercapitalized categories that, if undertaken, could have a material adverse effect on the bank's operations or financial condition. The severity of the action depends upon the capital category in which the bank is placed. Generally, subject to a narrow exception, banking regulators must appoint a receiver or conservator for a bank that is critically undercapitalized. The federal banking agencies have specified by regulation the relevant capital level for each category. A bank that is categorized as undercapitalized, significantly undercapitalized, or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal banking agency. An undercapitalized bank also is generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with OCC approval. The regulations also establish procedures for downgrading a bank to a lower capital category based on supervisory factors other than capital. Additionally, only a well-capitalized depository bank may accept brokered deposits without prior regulatory approval.

Furthermore, a bank holding company must guarantee that a subsidiary depository institution meets its capital restoration plan, subject to various limitations. The controlling holding company's obligation to fund a capital restoration plan is limited to the lesser of 5% of an undercapitalized subsidiary's assets at the time it became undercapitalized or the amount required to meet regulatory capital requirements.

The capital classification of a bank affects the frequency of regulatory examinations, the bank's ability to engage in certain activities, and the deposit insurance premiums paid by the bank. As of December 31, 2021, the Bank met the requirements to be categorized as well capitalized under the prompt corrective action framework as currently in effect.

Acquisitions by Bank Holding Companies

Federal laws, including the Bank Holding Company Act and the Change in Bank Control Act, impose additional prior notice or approval requirements and ongoing regulatory requirements on any investor that seeks to acquire direct or indirect "control" of an FDIC-insured depository institution or bank holding company. We must obtain the prior approval of the Federal Reserve before (1) acquiring more than 5% of the voting stock of any bank or other bank holding company, (2) acquiring all or substantially all of the assets of any bank or bank holding company, or (3) merging or consolidating with any other bank holding company. The Federal Reserve may determine not to approve any of these transactions if it would result in or tend to create a monopoly or substantially lessen competition or otherwise function as a restraint of trade, unless the anti-competitive effects of the proposed transaction are clearly outweighed by the public interest in meeting the convenience and needs of the community to be served. The Federal Reserve is also required to consider the financial and managerial resources and future prospects of the bank holding companies and banks concerned, the convenience and needs of the community to be served, and the record of a bank holding company and its subsidiary bank(s) in combating money laundering activities. In addition, a failure to implement and maintain adequate compliance programs could cause the Federal Reserve or other banking regulators not to approve an acquisition when regulatory approval is required or to prohibit an acquisition even if approval is not required.

If the Bank seeks to acquire another depository institution or branches of another depository institution, it is required to obtain the prior approval of the OCC. In reviewing the application, the OCC will consider, among other things, the Bank's capital level, its financial and managerial resources and future prospects, the impact of the transaction on the Bank's safety and soundness, the impact of the transaction on competition in the relevant geographic market, its record in combating money laundering activities, the impact on the convenience and needs of the communities served, and the Bank's record of Community Reinvestment Act performance.

Scope of Permissible Bank Holding Company Activities

In general, the Bank Holding Company Act limits the activities permissible for bank holding companies to the business of banking, managing or controlling banks, and such other activities as the Federal Reserve has determined to be so closely related to banking as to be properly incident thereto.

A bank holding company may elect to be treated as a financial holding company and receive expanded powers if it and its depository institution subsidiaries are “well capitalized” and “well managed,” and its subsidiary banks controlled by it have at least a “satisfactory” Community Reinvestment Act rating. We have elected for the Company to be treated as a financial holding company. As a financial holding company, we may engage in a range of activities that are (1) financial in nature or incidental to such financial activity or (2) complementary to a financial activity and which do not pose a substantial risk to the safety and soundness of a depository institution or to the financial system generally. These activities include securities dealing, underwriting and market making, insurance underwriting and agency activities, merchant banking and insurance company portfolio investments. Expanded financial activities of financial holding companies generally will be regulated according to the type of such financial activity: banking activities by banking regulators; securities activities by securities regulators; and insurance activities by insurance regulators.

The Bank Holding Company Act does not place territorial limitations on permissible non-banking activities of bank holding companies. The Federal Reserve has the power to order any bank holding company or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve has reasonable grounds to believe that continuation of such activity or such ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company.

Source of Strength Doctrine for Bank Holding Companies

Under longstanding Federal Reserve policy which has been codified by the Dodd-Frank Act, we are expected to act as a source of financial strength to, and to commit resources to support, the Bank. This support may be required at times when we may not be inclined to provide it. In addition, any capital loans that we make to the Bank are subordinate in right of payment to deposits and to certain other indebtedness of the Bank. In the event of our bankruptcy, any commitment by us to a federal bank regulatory agency to maintain the capital of the Bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

Dividends

As a bank holding company, we are subject to certain restrictions on dividends under applicable banking laws and regulations. The Federal Reserve has issued a policy statement that provides that a bank holding company should not pay dividends unless: (1) its net income over the last four quarters (net of dividends paid) has been sufficient to fully fund the dividends; (2) the prospective rate of earnings retention appears to be consistent with the capital needs, asset quality and overall financial condition of the bank holding company and its subsidiaries; and (3) the bank holding company will continue to meet minimum required capital adequacy ratios. Accordingly, a bank holding company should not pay cash dividends that exceed its net income or that can only be funded in ways that weaken the bank holding company’s financial health, such as by borrowing. The Dodd-Frank Act imposes, and Basel III effected, additional restrictions on the ability of banking institutions to pay dividends. In addition, in the current financial and economic environment, the Federal Reserve Board has indicated that bank holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong.

The Bank is also subject to certain restrictions on dividends under federal laws, regulations and policies. In general, under OCC regulations, the Bank may pay dividends to us without the approval of the OCC only so long as the amount of the dividend does not exceed the Bank’s net income earned during the current year (net of dividends paid) combined with its retained net income (net of dividends paid) of the immediately preceding two years. The Bank must obtain the approval of the OCC for any amount in excess of this threshold. Further, a national bank may not pay a dividend in excess of its undivided profits. In addition, under federal law, the Bank may not pay any dividend to us if it is undercapitalized or the payment of the dividend would cause it to become undercapitalized. The OCC may further restrict the payment of dividends by requiring the Bank to maintain a higher level of capital than would otherwise be required to be adequately capitalized for regulatory purposes. Moreover, if, in the opinion of the OCC, the Bank is engaged in an unsound practice (which could include the payment of dividends even within the legal requirements noted above), the OCC may require the Bank to cease such practice. The OCC has indicated that paying dividends that deplete a depository institution’s capital base to an inadequate level would be an unsafe banking practice.

Restrictions on Transactions with Affiliates and Loans to Insiders

Federal law strictly limits the ability of banks to engage in transactions with their affiliates, including their parent bank holding companies. Sections 23A and 23B of the Federal Reserve Act, and Federal Reserve Regulation W, impose quantitative limits, qualitative standards, and collateral requirements on certain transactions by a bank with, or for the benefit of, its affiliates, and generally require those transactions to be on terms at least as favorable to the bank as transactions with non-affiliates and to be consistent with safe and sound practices. The Dodd-Frank Act significantly expanded the coverage and scope of the limitations on affiliate transactions within a banking organization, including an expansion of the types of transactions that are covered transactions to include credit exposures related to derivatives, repurchase agreements and securities lending arrangements and an increase in the amount of time for which collateral requirements regarding covered transactions must be satisfied.

Federal law also limits a bank's authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons. Among other things, extensions of credit to insiders are required to be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons. Also, the terms of such extensions of credit may not involve more than the normal risk of repayment or present other unfavorable features and may not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the bank's capital.

Incentive Compensation Guidance

The federal banking agencies have issued comprehensive guidance on incentive compensation policies. This guidance is designed to ensure that a financial institution's incentive compensation structure does not encourage imprudent risk taking, which may undermine the safety and soundness of the institution. The guidance, which applies to all employees that have the ability to materially affect an institution's risk profile, either individually or as part of a group, is based upon three primary principles: (1) balanced risk taking incentives; (2) compatibility with effective controls and risk management; and (3) strong corporate governance.

An institution's supervisory ratings will incorporate any identified deficiencies in an institution's compensation practices, and it may be subject to an enforcement action if the incentive compensation arrangements pose a risk to the safety and soundness of the institution. Further, regulations may limit discretionary bonus payments to bank executives if the institution's regulatory capital ratios fail to exceed certain thresholds.

Deposit Insurance Assessments

FDIC insured banks are required to pay deposit insurance assessments to the FDIC. The amount of the assessment is based on the size of the bank's assessment base, which is equal to its average consolidated total assets less its average tangible equity, and its risk classification under an FDIC risk-based assessment system. Institutions assigned to higher risk classifications (that is, institutions that pose a higher risk of loss to the Deposit Insurance Fund) pay assessments at higher rates than institutions that pose a lower risk. An institution's risk classification is assigned based on certain financial data and the level of supervisory concern that the institution poses to the regulators. In addition, the FDIC can impose special assessments in certain instances. As noted above, the Dodd-Frank Act changed the way that deposit insurance premiums are calculated. Action by the FDIC to replenish the Deposit Insurance Fund when needed could result in higher assessment rates, which could reduce our profitability or otherwise negatively impact our operations.

Branching and Interstate Banking

Under federal law, the Bank is permitted to establish additional branch offices within Louisiana, subject to the approval of the OCC. As a result of the Dodd-Frank Act, the Bank may also establish additional branch offices outside of Louisiana, subject to prior regulatory approval, so long as the laws of the state where the branch is to be located would permit a state bank chartered in that state to establish a branch. The Bank may also establish offices in other states by merging with banks or by purchasing branches of other banks in other states, subject to certain restrictions.

Community Reinvestment Act

The Bank is required under the Community Reinvestment Act, or CRA, and related OCC regulations to help meet the credit needs of its communities, including low and moderate-income borrowers. In connection with its examination of the Bank, the OCC assesses our record of compliance with the CRA. The Bank's failure to comply with the provisions of the CRA could, at a minimum, result in denial of certain corporate applications, such as branches or mergers, or in restrictions on its or the Company's activities. The Bank received a "Satisfactory" CRA rating on its most recent CRA Performance Evaluation. The CRA requires all FDIC-insured institutions to publicly disclose their rating.

Concentrated Commercial Real Estate Lending Regulations

The federal bank regulatory agencies have promulgated guidance governing financial institutions with concentrations in commercial real estate lending. The guidance provides that a bank has a concentration in commercial real estate lending if (i) total reported loans for construction, land development, and other land represent 100% or more of total capital or (ii) total reported loans secured by multifamily and nonfarm nonresidential properties and loans for construction, land development, and other land represent 300% or more of total capital and the bank's commercial real estate loan portfolio has increased 50% or more during the prior 36 months. Owner occupied loans are excluded from this second category. If a concentration is present, management must employ heightened risk management practices that address, among other things, board and management oversight and strategic planning, portfolio management, development of underwriting standards, risk assessment and monitoring through market analysis and stress testing, and maintenance of increased capital levels as needed to support the level of commercial real estate lending. At December 31, 2021, the Company did not have a concentration in commercial real estate as defined by the regulatory guidance.

Financial Privacy and Cybersecurity Requirements

Federal law and regulations limit a financial institution's ability to share consumer financial information with unaffiliated third parties. Specifically, these provisions require all financial institutions offering financial products or services to retail customers to provide such customers with the financial institution's privacy policy and provide such customers the opportunity to "opt out" of the sharing of personal financial information with unaffiliated third parties. The sharing of information for marketing purposes is also subject to limitations. The Bank currently has a privacy protection policy in place.

Federal law and regulations also establish certain information security guidelines that require each financial institution, under the supervision and ongoing oversight of its board of directors or an appropriate committee thereof, to develop, implement, and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, to protect against anticipated threats or hazards to the security or integrity of such information, and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer.

Federal banking regulators regularly issue guidance regarding cybersecurity intended to enhance cyber risk management. A financial institution is expected to implement multiple lines of defense against cyberattacks. Financial institutions are also expected to implement procedures designed to address the risks posed by potential cyber threats, and to allow the institution to respond and recover effectively after a cyberattack. The Company has adopted procedures designed to comply with the regulatory cybersecurity guidance.

Consumer Laws and Regulations

The Bank is subject to numerous laws and regulations intended to protect consumers in transactions with the Bank, including, among others, laws regarding unfair, deceptive and abusive acts and practices, usury laws, and other federal consumer protection statutes. These federal laws include the Equal Credit Opportunity Act (the "ECOA"), the Electronic Fund Transfer Act, the Fair Credit Reporting Act, the Fair Debt Collection Practices Act, the Real Estate Settlement Procedures Act of 1974, the S.A.F.E. Mortgage Licensing Act of 2008, the Truth in Lending Act and the Truth in Savings Act, among others. Many states and local jurisdictions have consumer protection laws analogous, and in addition, to those enacted under federal law. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans and conducting other types of transactions. Failure to comply with these laws and regulations could give rise to regulatory sanctions, customer rescission rights, action by state and local attorneys general and civil or criminal liability.

In addition, the Dodd-Frank Act created the Consumer Financial Protection Bureau that has broad authority to regulate and supervise retail financial services activities of banks and various non-bank providers. The Bureau has authority to promulgate regulations, issue orders, guidance and policy statements, conduct examinations and bring enforcement actions with regard to consumer financial products and services. In general, however, banks with assets of \$10 billion or less, such as the Bank, will continue to be examined for consumer compliance by their primary federal bank regulator.

Mortgage Lending Rules

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

Anti-Money Laundering and OFAC

Under federal law, financial institutions must maintain anti-money laundering programs that include: established internal policies, procedures and controls; a designated compliance officer; an ongoing employee training program; and testing of the program by an independent audit function. Financial institutions are also prohibited from entering into specified financial transactions and account relationships and must meet enhanced standards for due diligence and customer identification in their dealings with foreign financial institutions and foreign customers. Financial institutions must take reasonable steps to conduct enhanced scrutiny of account relationships to guard against money laundering and to report any suspicious transactions, and law enforcement authorities have been granted increased access to financial information maintained by financial institutions.

The Office of Foreign Assets Control, or OFAC, is responsible for helping to ensure that U.S. entities do not engage in transactions with certain prohibited parties, as defined by various Executive Orders and Acts of Congress. OFAC publishes lists of persons and organizations suspected of aiding, harboring or engaging in terrorist acts, known as Specially Designated Nationals and Blocked Persons. Generally, if the Bank identifies a transaction, account or wire transfer relating to a person or entity on an OFAC list, it must freeze the account or block the transaction, file a suspicious activity report and notify the appropriate authorities.

Bank regulators routinely examine institutions for compliance with these obligations and they must consider an institution's compliance in connection with the regulatory review of applications, including applications for banking mergers and acquisitions. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing and comply with OFAC sanctions, or to comply with relevant laws and regulations, could have serious legal, reputational and financial consequences for the institution.

Safety and Soundness Standards

Federal bank regulatory agencies have adopted guidelines that establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. Additionally, the agencies have adopted regulations that provide the authority to order an institution that has been given notice by an agency that it is not satisfying any of these safety and soundness standards to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan or fails in any material respect to implement an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the "prompt corrective action" provisions of the Federal Deposit Insurance Act. If an institution fails to comply with such an order, the agency may seek to enforce such order in judicial proceedings and to impose civil money penalties.

Bank holding companies are also not permitted to engage in unsound banking practices. For example, the Federal Reserve's Regulation Y requires a holding company to give the Federal Reserve prior notice of any redemption or repurchase of its own equity securities, if the consideration to be paid, together with the consideration paid for any repurchases in the preceding year, is equal to 10% or more of the company's consolidated net worth. The Federal Reserve may oppose the transaction if it believes that the transaction would constitute an unsafe or unsound practice or would violate any law or regulation. As another example, a holding company could not impair its subsidiary bank's soundness by causing it to make funds available to non-banking subsidiaries or their customers if the Federal Reserve believed it not prudent to do so. The Federal Reserve has broad authority to prohibit activities of bank holding companies and their nonbanking subsidiaries that represent unsafe and unsound banking practices or that constitute violations of laws or regulations.

Effect of Governmental Monetary Policies

The commercial banking business is affected not only by general economic conditions but also by U.S. fiscal policy and the monetary policies of the Federal Reserve. Some of the instruments of monetary policy available to the Federal Reserve include changes in the discount rate on member bank borrowings, the fluctuating availability of borrowings at the “discount window,” open market operations, the imposition of and changes in reserve requirements against member banks’ deposits and assets of foreign branches, and the imposition of and changes in reserve requirements against certain borrowings by banks and their affiliates. These policies influence to a significant extent the overall growth of bank loans, investments, and deposits and the interest rates charged on loans or paid on deposits. We cannot predict the nature of future fiscal and monetary policies and the effect of these policies on our future business and earnings.

Future Legislation and Regulatory Reform

New laws, regulations and policies are regularly proposed that contain wide-ranging proposals for altering the structures, regulations and competitive relationships of financial institutions operating in the United States. In addition, existing laws, regulations and policies are continually subject to modification or changes in interpretation. We cannot predict whether or in what form any law, regulation or policy will be adopted or modified or the extent to which our operations and activities, financial condition, results of operations, growth plans or future prospects may be affected by its adoption or modification.

The cumulative effect of these laws and regulations adds significantly to the cost of our operations and thus has a negative impact on profitability. There has also been a tremendous expansion in recent years of financial service providers that are not subject to the same level of regulation, examination and oversight as we are. Those providers, because they are not so highly regulated, may have a competitive advantage over us and may continue to draw large amounts of funds away from traditional banking institutions, with a continuing adverse effect on the banking industry in general.

Human Capital Resources

Our business is built on relationships with our customers, our community, and most of all, our employees. We are committed to providing quality service and products to the consumers and businesses within the markets we serve. We strive to create superior shareholder value by attracting and retaining exceptional employees who are highly motivated and well trained.

Our compensation strategy provides a total rewards structure that reflects position responsibilities, is competitive with the external market, and is capable of attracting, retaining, and motivating our employees. We provide a comprehensive benefits package for eligible employees which includes group health (medical, dental, and vision) insurance including health savings account and health reimbursement arrangement options, paid time off, short and long term disability insurance, life insurance and a 401(k) plan in which we provide a matching contribution. We also offer eligible employees participation in our Employee Stock Ownership Plan (ESOP) as well as our Long Term Incentive plan (LTI) in order to better align employee and shareholder interests.

We provide employees with robust training programs that promote employee development and effectiveness by providing high-quality curriculums designed to meet individual, departmental and Bank-wide objectives. This includes mentorships, 1-on-1 job shadowing, classroom training, and computer-based training.

We believe employing a diverse and inclusive workforce strengthens our ability to serve our customers and our communities, which is a key component of our success. To that end, we are a proud equal opportunity employer committed to attracting, retaining and promoting employees regardless of sex, sexual orientation, gender identity, race, color, national origin, age, religion and physical ability. We do not tolerate illegal discrimination or harassment and encourage employees to immediately report any violations to management and human resources.

As of December 31, 2021, we had 339 full-time and 4 part-time employees. None of our employees are represented by any collective bargaining unit or are parties to a collective bargaining agreement. We believe that our relations with our employees are good.

Dependence upon a Single Customer

No material portion of our loans has been made to, nor have our deposits been obtained from, a single or small group of customers; the loss of any single customer or small group of customers would not have a materially adverse effect on our business. A discussion of concentrations of credit in our loan portfolio is set forth under the heading “*Discussion and Analysis of Financial Condition – Loan Concentrations*” in *Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations*.

Available Information

Our filings with the Securities and Exchange Commission (the “SEC”), including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments thereto, are available on our website as soon as reasonably practicable after the reports are filed with or furnished to the SEC. Copies can be obtained free of charge in the “Investor Relations” section of our website at www.investarbank.com. Our SEC filings are also available through the SEC’s website www.sec.gov. Copies of these filings are also available by writing to us at the following address:

Investar Holding Corporation
P.O. Box 84207
Baton Rouge, Louisiana 70884-4207

Item 1A. Risk Factors

Our business is subject to risk. In addition to the other information contained in this Annual Report on Form 10-K, including management's discussion and analysis of financial condition and results of operations and our financial statements and the notes thereto, investors should consider the following risks when evaluating whether to invest in our common stock. If any of the following risks occur, whether alone or in combination, our business, financial condition, results of operations, cash flows and growth prospects could be materially and adversely affected. Additional risks that we do not presently know of or currently deem immaterial may also adversely affect our business, financial condition, results of operations, cash flows and growth prospects.

Risks Related to the COVID-19 Pandemic

The COVID-19 pandemic may continue to adversely impact our business and financial results.

The COVID-19 pandemic has created a worldwide public health crisis. The pandemic, and government and voluntary actions taken to reduce the spread of the virus, have significantly increased economic uncertainty and reduced economic activity. Beginning in the first quarter of 2020, authorities implemented numerous measures to try to contain the virus. Government-mandated travel restrictions, closures of schools and businesses, occupancy restrictions, and stay-at-home orders, including in our market areas, significantly disrupted economic activities. These disruptions also caused steep increases in unemployment and decreases in consumer and business spending. Certain industries have been particularly hard-hit, including the oil and gas industry, the travel and hospitality industry, the restaurant industry and the retail industry. Although jurisdictions in which we operate have mostly lifted restrictions, worker shortages, supply chain disruptions, inflation, emergences of viral variants and uneven vaccination rates have impacted the ability of businesses to return to pre-pandemic levels of activity and employment.

The pandemic and related economic consequences have adversely impacted and may further adversely impact our workforce, operations, and financial results. The operations of our borrowers, other customers, and suppliers have also been affected. We may experience future financial losses due to a number of factors, including but not limited to:

- the risk that financial stress on our borrowers will lead to loan defaults at a rate that is higher than we anticipate;
- a further decline in business activity causing decreased demand for our loans and other banking services, which may reduce related income and fees;
- further increases in our allowance for loan losses to reflect greater risks of losses;
- decreases in income resulting from deferrals of loan payments, increases in loan modifications, and waivers or reductions in ATM, overdraft, interchange and other fees;
- reductions in collateral values from their values when the loans were made;
- potential impairment of goodwill;
- the risk that the SBA will not guarantee the PPP loans we originated if it determines that there is a deficiency in the manner in which any PPP loan was originated, funded, or serviced by us;
- increased instability in our deposit base;
- the risk that economic conditions may disrupt our ability to complete acquisitions;

[Table of Contents](#)

- increased cyber and payment fraud risk, as cybercriminals attempt to profit from the disruption, given increased online and remote activity;
- third party disruptions, including outages at network providers and other suppliers; and
- lack of availability of employees due to illness.

These factors may remain prevalent for a significant period of time and may have a material adverse effect on our business, results of operations and financial condition, even after the COVID-19 outbreak has subsided.

The extent to which the COVID-19 pandemic will impact our business, results of operations and financial condition in the future is difficult to predict, particularly due to the unprecedented nature of the pandemic, and depends upon, among other things, the duration and spread of the outbreak, its severity, actions to contain the virus or treat its impact, the availability, acceptance and effectiveness of vaccines, the impact of variants of the virus, and how quickly and to what extent normal economic and operating conditions can resume.

Risks Related to our Business

As a business operating in the financial services industry, our business and operations may be adversely affected by prevailing economic conditions and geopolitical matters.

Our financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, as well as demand for loans and other products and services we offer, is highly dependent upon the business environment in the primary markets where we operate and in the U.S. as a whole. Unfavorable or uncertain economic and market conditions can be caused by declines in economic growth, business activity or investor or business confidence, limitations on the availability or increases in the cost of credit and capital, increases in inflation or interest rates, high unemployment, natural disasters, pandemics (such as the COVID-19 pandemic) or fear of pandemics, or a combination of these or other factors. Additionally, declines in real estate value and sales volumes and high unemployment levels may result in higher than expected loan delinquencies and a decline in demand for our products and services. These negative events may cause us to incur losses and may adversely affect our capital, liquidity and financial condition.

In addition, geopolitical matters, including international political unrest, disruptions in international trade patterns, and slow growth in sectors of the global economy, as well as acts of terrorism, war and other violence could result, and in the case of the war in Ukraine, has resulted, in disruptions or volatility in the financial markets, which could reduce the value of our assets or reduce liquidity. These negative events could have a material adverse effect on our results of operations and financial condition, including our liquidity position, and may affect our ability to access capital.

Our business strategy includes the continuation of our multi-state growth plans, and our financial condition and results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.

We have grown our business primarily through de novo branching and through the acquisition of other financial institutions. Since our bank was founded in June 2006, through December 31, 2021, we have opened 14 de novo branches, completed seven whole bank acquisitions, and acquired two branch locations. We have also expanded our operations outside our historical south Louisiana base and into Texas and Alabama, progressing towards our goal to build a premier regional community bank. We intend to continue pursuing a multi-state growth strategy for our business primarily through attractive acquisition opportunities as well as continue to pursue organic growth throughout our franchise. Our growth prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies when expanding their franchise, including the following:

- ***De Novo Branching; Branch Acquisitions.*** There are considerable costs involved in opening branches, and new branches generally do not generate sufficient revenues to offset their costs until they have been in operation for at least a year or more. Accordingly, our de novo branches can be expected to negatively impact our earnings for some period of time until the branches reach certain economies of scale. Our expenses could be further increased if we encounter delays in opening any of our de novo branches. We may be unable to accomplish future de novo branch expansion plans due to a lack of available satisfactory sites, difficulties in acquiring such sites, increased expenses or loss of potential sites due to complexities associated with zoning and permitting processes, or other factors. We may also be unable to identify and acquire suitable operating branches. Finally, we have no assurance our de novo branches or branches that we may acquire will maintain or achieve deposit levels, loan balances or other operating results necessary to avoid losses or produce profits. Our growth and de novo branching strategy necessarily entails growth in overhead expenses as we routinely add new offices and staff. During the last three fiscal years, we have opened four de novo branches. We do not expect to open de novo branches in 2022.
- ***Expansion into New Markets.*** Prior to our acquisition of Mainland in the first quarter of 2019, we operated exclusively in Louisiana. With our acquisition of Mainland, we entered Texas, and we subsequently entered Alabama with our acquisition of Bank of York in November 2019. The financial services industry in these areas is highly competitive, and the challenges of operating in new markets and multiple states may be greater than we anticipate.

- **Acquisition and Integration Risks.** An acquisition strategy involves substantial risks and uncertainties including:
 - the time and costs of evaluating potential acquisition candidates and new markets, negotiating transactions, and related diversion of management’s attention from day-to-day operations;
 - our ability to continue to finance acquisitions and possible dilution to our existing shareholders;
 - potential for acquisition agreements, once signed, not to be completed due to inability to obtain required regulatory approvals, third-party litigation, lack of shareholder approval if required, failure of other conditions to closing, agreement of the parties, or other reasons;
 - unanticipated difficulties in integrating acquired businesses, including potential losses of customers and employees, higher than expected integration costs, and inability to maintain and increase market share at new locations; and
 - potential differences between management’s expectations regarding how an acquired business will perform and actual results once acquired, which may result in lower than expected revenues, inability to achieve expected cost savings and synergies, higher than expected liabilities and costs, impairments of goodwill, and losses.
- **Organic Growth Risks.** As we continue to pursue organic growth at our existing and new or acquired locations, we may be unable to successfully maintain loan quality, obtain deposits at attractive rates, attract and retain personnel to implement and oversee such growth, or maintain an efficient overhead cost structure. We may also introduce new products and services that do not produce projected profits and may result in losses.

Failure to successfully address these issues relating to our growth strategy could have a material adverse effect on our financial condition and results of operations. Also, if our growth occurs more slowly than anticipated or declines, our operating results could be materially adversely affected.

Our business is concentrated in southern Louisiana, southeast Texas, and Alabama, and an economic downturn affecting these areas may magnify the adverse effects and consequences to us.

We currently conduct our operations primarily in southern Louisiana, and more specifically, in the Baton Rouge, New Orleans, Lafayette and Lake Charles metropolitan areas, in the greater Houston, Texas area, and in Alabama. As of December 31, 2021, our primary markets were south Louisiana (approximately 77% of our total deposits of \$2.1 billion), southeast Texas (approximately 9% of our total deposits) and Alabama (approximately 14% of our total deposits). At December 31, 2021, approximately 68%, 5%, and 6% of the secured loans in our total loan portfolio were secured by properties and other collateral located in Louisiana, Texas and Alabama, respectively.

This geographic concentration imposes a greater risk to us than to our competitors in the area who maintain significant operations outside of our selected markets. Accordingly, any regional or local economic downturn, or natural or man-made disaster, that affects southern Louisiana, southeast Texas, Alabama, or existing or prospective property or borrowers in such areas may affect us and our profitability more significantly and more adversely than our more geographically diversified competitors.

Much of our business development and marketing strategy is directed toward fulfilling the banking and financial services needs of small to medium-sized businesses. Such businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities. If economic conditions negatively impact our selected markets and these businesses are adversely affected, our financial condition and results of operations may be negatively affected.

Adverse economic factors affecting particular industries could have a negative effect on our customers and their ability to make payments to us.

Certain industry-specific economic factors may also adversely affect us. For example, the energy sector, which is historically cyclical, has experienced significant volatility in oil and gas prices. While we consider our direct exposure to the energy sector not to be significant, comprising approximately 2.1% of total loans, excluding PPP loans, at December 31, 2021, continued oil price volatility could have further negative impacts on general economic conditions, particularly in our south Louisiana and southeast Texas markets, which could have a material adverse effect on our business, financial condition, and results of operations.

We have a significant number of loans secured by real estate, and a downturn in the real estate market could result in losses and negatively impact our profitability.

At December 31, 2021, approximately 82% of our total loan portfolio had real estate as a primary or secondary component of the collateral securing the loan. The real estate provides an alternate source of repayment in the event of a default by the borrower, but its value may deteriorate during the time the credit is extended. Declines in real estate values in our markets could significantly impair the value of the particular collateral securing our loans and our ability to sell the collateral upon foreclosure for an amount necessary to satisfy the borrower's obligations to us. Furthermore, in a declining real estate market, we often will need to further increase our allowance for loan losses to address the deterioration in the value of the real estate securing our loans. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations, cash flows and growth prospects.

Commercial real estate loans may expose us to greater risks than our other real estate loans.

Our loan portfolio includes commercial real estate loans, which are secured by owner-occupied and nonowner-occupied commercial properties. As of December 31, 2021, our owner-occupied commercial real estate loans totaled \$460.2 million, or 24.6% of our total loan portfolio and our nonowner-occupied commercial real estate loans totaled \$436.2 million, or 23.3% of our total loan portfolio.

Commercial real estate loans typically depend on cash flows from the property to service the debt. Cash flows, either in the form of rental income or the proceeds from sales of commercial real estate, may be affected significantly by general economic conditions. Weak economic conditions may impair the borrower's business operations and typically slow the execution of new leases. Such economic conditions may also lead to existing lease turnover. As a result of these factors, vacancy rates for retail, office and industrial space may increase. High vacancy rates could also result in rents falling. The combination of these factors could result in deterioration in the fundamentals underlying the commercial real estate market and the deterioration in value of some of our loans. These loans expose a lender to greater credit risk than loans secured by residential real estate because the collateral securing these loans typically cannot be liquidated as easily as residential real estate. If we foreclose on these loans, our holding period for the collateral typically is longer than for a 1-4 family residential property because there are fewer potential purchasers of the collateral. Additionally, nonowner-occupied commercial real estate loans generally involve relatively large balances to single borrowers or related groups of borrowers. Accordingly, charge-offs on nonowner-occupied commercial real estate loans may be larger on a per loan basis than those incurred with our residential or consumer loan portfolios. Unexpected deterioration in the credit quality of our commercial real estate loan portfolio would require us to increase our provision for loan losses, which would reduce our profitability and could materially adversely affect our business, financial condition, results of operations, cash flows and growth prospects.

Commercial and industrial loans may expose us to greater risk than other loans.

Commercial and industrial loans primarily consist of working capital lines of credit and equipment loans, typically secured by accounts receivable or inventory, or the relevant equipment. Repayment of these loans generally comes from the generation of cash flow as the result of the borrower's business operations. Commercial lending generally involves different risks from those associated with commercial real estate lending or construction lending. Although commercial loans may be collateralized by business assets (including real estate, if available as collateral), the repayment of these types of loans depends primarily on the creditworthiness and projected cash flow of the borrower (and any guarantors). Thus, the general business conditions of the local economy and the borrower's ability to sell its products and services, thereby generating sufficient operating revenue to repay us under the agreed upon terms and conditions, are the chief considerations when assessing the risk of a commercial and industrial loan. The liquidation of collateral, if any, is considered a secondary source of repayment because equipment and other business assets may, among other things, be obsolete or of limited resale value.

Changes in interest rates could have an adverse effect on our profitability.

The majority of our assets and liabilities are monetary in nature and, as a result, we are subject to significant risk from changes in interest rates. Changes in interest rates may affect our net interest income as well as the valuation of our assets and liabilities. We cannot predict with certainty changes in interest rates, which are affected by many factors beyond our control, including inflation, recession, unemployment, money supply, competition for loans and deposits, domestic and international events, changes in the United States and other financial markets, and the policies of the Federal Reserve. Inflation reached a near 40-year high in late 2021, driven in large part by the ongoing COVID-19 pandemic. In response, the Federal Reserve is expected to increase interest rates one or more times in 2022, which would likely result in an increase in market interest rates. Our earnings depend significantly on our net interest income, which is the difference between interest income on interest-earning assets, such as loans and securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. We expect to periodically experience “gaps” in the interest rate sensitivities of our assets and liabilities, meaning that either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa. In either event, if market interest rates move contrary to our position, this “gap” may work against us, and our earnings may be adversely affected. When interest-bearing liabilities mature or reprice more quickly, or to a greater degree than interest-earning assets in a period, an increase in interest rates could reduce net interest income. Similarly, when interest-earning assets mature or reprice more quickly, or to a greater degree than interest-bearing liabilities, falling interest rates could reduce net interest income.

Additionally, an increase in the general level of interest rates may also, among other things, adversely affect our current borrowers’ ability to repay variable rate loans, the demand for and our ability to originate loans, negatively affect the value of our investment securities portfolio, and decrease loan prepayment rates, or could increase the cost of the Company’s deposits and borrowings. These circumstances could not only result in increased loan defaults, foreclosures and charge-offs, but also necessitate further increases to the allowance for loan losses. At the same time, the marketability of the property securing a loan may be adversely affected by any reduced demand resulting from higher interest rates. Further, when we place a loan on nonaccrual status, we reverse any accrued but unpaid interest receivable, which decreases interest income, but we continue to have a cost to fund the loan, which is reflected as interest expense, without any interest income to offset the associated funding expense. Thus, an increase in the amount of nonperforming assets would have an adverse impact on net interest income.

Conversely, a decrease in the general level of interest rates may lead to, among other things, prepayments on our loan and mortgage-backed securities portfolios as borrowers refinance their loans at lower rates, lower rates on new loans, lower rates on existing variable rate loans, and lower yields on investment securities, which could result in decreased yields on earning assets. Volatility in interest rates may increase competition for deposits and raise the cost of deposits.

Although our asset-liability management strategy is designed to control and mitigate exposure to the risks related to changes in the general level of market interest rates, we may not be able to accurately predict the likelihood, nature and magnitude of those changes or how and to what extent they may affect our business. We also may not be able to adequately prepare for or compensate for the consequences of such changes. Any failure to predict and prepare for changes in interest rates or adjust for the consequences of these changes may adversely affect our earnings and capital levels. For additional information, see *Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Risk Management – Interest Rate Risk*.

Our allowance for loan losses may prove to be insufficient to absorb losses inherent in our loan portfolio, and we may be required to further increase our provision for loan losses.

Our business depends on our ability to successfully measure and manage credit risk. As a lender, we are exposed to the risk that the principal of and interest on a loan will not be paid timely or at all and that the value of any collateral supporting a loan will be insufficient to cover any exposure to loss on a loan. Management maintains an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense, to absorb probable credit losses inherent in the entire loan portfolio. We maintain our allowance for loan losses at a level considered adequate by management to absorb probable loan losses, including collateral impairment, based on our analysis of our portfolio and market environment, using relevant information available to us. Among other considerations in establishing the allowance for loan losses, management considers economic conditions reflected within industry segments, the unemployment rate in our markets, loan segmentation and historical losses that are inherent in the loan portfolio.

As of December 31, 2021, our allowance for loan losses as percentages of total loans and nonperforming loans was 1.11% and 70.59%, respectively. The determination of the appropriate level of the allowance is inherently subjective, involves a high degree of judgment and complexity, and requires us to make significant estimates of current credit risks and future trends, all of which are subject to material changes, particularly in light of the COVID-19 pandemic. In addition, loans acquired in connection with business combination transactions are measured at fair value, based on management’s estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows. Because fair value measurements incorporate assumptions regarding credit risk, no allowance for loan losses related to the acquired loans is recorded on the acquisition date.

Inaccurate management assumptions, including with respect to the fair value of acquired loans, continuing deterioration of economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require us to increase our allowance for loan losses. In addition, bank regulatory agencies periodically review the allowance for loan losses and may require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. Finally, if actual charge-offs in future periods exceed the allowance for loan losses, we will need additional provisions to increase the allowance for loan losses. Any increases in the allowance for loan losses will result in a decrease in net income and, possibly, capital and may have a material adverse effect on our business, financial condition, results of operations and growth prospects.

Commercial and industrial and commercial real estate loans generally are viewed as having more risk of default than residential real estate loans or other loans or investments. These types of loans are also typically larger than residential real estate loans and other consumer loans. Because the loan portfolio contains a significant number of commercial and industrial and commercial real estate loans with relatively large balances, the deterioration of a material amount of these loans may cause a significant increase in our allowance for loan losses, non-performing assets, TDRs and/or past due loans. An increase in our allowance for loan losses, non-performing assets, TDRs, and/or past due loans could result in a loss of earnings, or an increase in loan charge-offs, which would have an adverse impact on our results of operations and financial condition.

In addition, in June 2016, the Financial Accounting Standards Board (“FASB”) issued a new accounting standard (ASU No. 2016-13), referred to as Current Expected Credit Loss (“CECL”) that requires that the measurement of all expected credit losses for financial assets held at the reporting date be based on historical experience, current conditions, and reasonable and supportable forecasts, and requires enhanced disclosures related to the significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization’s portfolio. In addition, the new standard amends the accounting for credit losses on purchased financial assets with credit deterioration. We are currently evaluating the potential impact of this new accounting standard on our financial statements. The adoption of ASU 2016-13 is likely to result in an increase in the allowance for loan losses as a result of changing from an “incurred loss” model, which encompasses allowances for current known and inherent losses within the portfolio, to an “expected loss” model, which encompasses allowances for losses expected to be incurred over the life of the portfolio. While we are currently unable to reasonably estimate the impact of adopting ASU 2016-13, we expect that the impact of adoption will be significantly influenced by the composition, characteristics and quality of our loan portfolio, as well as the prevailing economic conditions and forecasts, as of the adoption date. ASU 2016-13 will currently be effective for us, as a smaller reporting company, on January 1, 2023.

The FDIC, Federal Reserve and the OCC issued a final rule to allow a banking organization to elect to phase in the regulatory capital impact over a three-year period commencing with time of adoption of the new standard. A failure to effectively measure the impact of the new CECL standard may result in significant overstatement or understatement of our allowance for loan and lease losses, and in the event of an understatement, may necessitate that we significantly increase our allowance for loan and lease losses, which could adversely affect our net income.

Loss of our senior executive officers or other key employees and our inability to recruit or retain suitable replacements could adversely affect our business, results of operations and growth prospects.

Our success depends significantly on the continued service and skills of our existing executive management team. The implementation of our business and growth strategies also depends significantly on our ability to retain employees with experience and business relationships within their respective market areas, as well as on our ability to attract, motivate and retain highly qualified senior and middle management. Competition for employees is intense, particularly in light of the labor shortages caused by the COVID-19 pandemic. We could have difficulty replacing key employees with personnel with the combination of skills and attributes required to execute our business and growth strategies and who have ties to the communities within our market areas. The loss of any of our key personnel could therefore have a material adverse effect on our business, financial condition, results of operations and growth prospects.

We may be adversely impacted by the transition from LIBOR as a reference rate.

Our floating-rate funding, certain hedging transactions, and certain of the products we have offered, such as floating-rate loans, determine their applicable interest rate or payment amount by reference to the U.S. dollar London Interbank Offered Rate (“LIBOR”). Regulatory authorities responsible for the administration and publication of LIBOR have announced that the most commonly used LIBOR settings will cease to be published or cease to be representative after June 30, 2023. All other LIBOR settings ceased to be published as of December 31, 2021. Bank regulatory agencies have indicated that entering into new contracts that use LIBOR as a reference rate after December 31, 2021 would create safety and soundness risks and encouraged banks to cease entering into new contracts that use LIBOR as a reference rate as soon as practicable and in any event by December 31, 2021. The Bank discontinued originating LIBOR-based loans effective December 31, 2021 and will negotiate loans using our preferred replacement index, the Secured Overnight Financing Rate (“SOFR”).

As of December 31, 2021, approximately \$186.4 million of our outstanding loans, and, in addition, certain derivative contracts, borrowings and other financial instruments, have attributes that are either directly or indirectly dependent on LIBOR. The transition from LIBOR has resulted in and could continue to result in added costs and employee efforts, and could present additional risk. We are subject to litigation and reputational risks if we are unable to renegotiate and amend existing contracts with counterparties that are dependent on LIBOR, including contracts that do not have fallback language. The timing and manner in which each customer’s contract transitions to an alternative reference rate will vary on a case-by-case basis. There continues to be substantial uncertainty as to the ultimate effects of the LIBOR transition, including with respect to the acceptance and use of other benchmark rates. Since other benchmark rates are calculated differently, payments under contracts referencing new rates will differ from those referencing LIBOR, which may lead to increased volatility as compared to LIBOR. The transition has impacted our market risk profiles and required changes to our risk and pricing models, valuation tools, product design and hedging strategies. Failure to adequately manage the transition could have a material adverse effect on our business, financial condition and results of operations.

Hurricanes or other adverse weather conditions, as well as man-made disasters, could negatively affect our local markets or disrupt our operations, which may adversely affect our business and results of operations.

Our business is concentrated in southern Louisiana, in southeast Texas, and in Alabama. Our selected markets are susceptible to major hurricanes, floods, tropical storms, tornadoes and other natural disasters and adverse weather, the nature and severity of which can be difficult to predict. These natural disasters can disrupt our operations, cause widespread property damage, and severely depress the local economies in which we operate. For example, the historic flooding of Baton Rouge and surrounding areas in August 2016 had significant impacts in several markets in which we conduct business. Hurricane Harvey caused significant damage and flooding in Texas when it made landfall in August 2017. Hurricane Ida, which made landfall as a category 4 hurricane in Louisiana in August 2021, caused significant damage in the southern part of the state and also disrupted operations for certain of our customers. We recognized a material impairment related to a lending relationship with a group of related borrowers (the “Borrower”), collateralized by commercial real estate, inventory, and equipment. As a result of Hurricane Ida, the Borrower’s business operations were disrupted, and due to this impact on the Borrower’s operations, certain of the collateral supporting the loan relationship experienced a significant reduction in value. The severity and impact of future severe weather events are difficult to predict and may be exacerbated by global climate change. The 2010 Deepwater Horizon oil spill in the Gulf of Mexico illustrated that man-made disasters can also adversely affect economic activity in the markets in which we operate. Any economic decline as a result of a natural disaster, adverse weather, oil spill or other man-made disaster can reduce the demand for loans and our other products and services.

Such events could also affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans (resulting in increased delinquencies, foreclosures and loan losses), impair the value of collateral securing such loans, cause significant property damage, result in loss of revenue and/or cause us to incur additional expenses. The occurrence of any such event could, therefore, result in decreased revenue and loan losses that have a material adverse effect on our business, financial condition, results of operations and growth prospects.

Climate related events and legislative and societal responses regarding climate change present risks to our business.

Climate change may intensify severe weather events such as hurricanes and rainstorms that recur in our market areas, which may adversely impact our locations and business and those of our customers and suppliers. In addition, there has been an increased focus among businesses, consumers and investors regarding transitioning to renewable energy and a net zero economy. If we fail to adequately anticipate and address these changing preferences, our business could be adversely impacted. We are also subject to risks relating to potential new climate change-related legislation or regulations, which could increase our and our customers’ costs. The risks associated with these matters are continuing to evolve rapidly and the ultimate impact on our business is difficult to predict with any certainty.

Our failure to effectively implement new technologies could adversely affect our operations and financial condition.

Our industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. Our ability to compete successfully to some extent depends on whether we can implement new technologies to provide products and services to our customers more efficiently while avoiding significant operational challenges that increase our costs or delay full implementation, especially relative to our peers, many of which have greater resources to devote to technological improvements.

We rely on information technology and telecommunications systems, many of which are provided by third-party vendors.

The successful and uninterrupted functioning of our information technology and telecommunications systems is critical to our business. We outsource many of our major systems, such as data processing and deposit processing. If one of these third-party service providers terminates their relationship with us or fails to provide services to us for any reason or provides such services poorly, our business may be materially and adversely affected. In addition, we may be forced to replace such vendors, which could interrupt our operations and result in a higher cost to us.

Cyberattacks or other security breaches could adversely affect our operations, net income or reputation.

The financial services industry is particularly at risk for cybersecurity concerns because of the proliferation of new and emerging technologies, and the use of the internet and telecommunications technologies to conduct financial transactions. Additionally, increased use of internet and mobile banking products, such as our

Lumen system, and applications and plans to use or develop additional remote connectivity solutions increase our cybersecurity risks and exposure. Additionally, as part of our banking business, we and certain of our third-party vendors collect, use and hold sensitive data concerning individuals and businesses with whom we have a banking relationship. Threats to data security, including unauthorized access and cyberattacks, rapidly emerge and change and are becoming increasingly sophisticated, exposing us to additional costs to secure our data in accordance with customer expectations and statutory and regulatory requirements. We could also experience a breach by intentional or negligent conduct on the part of our employees or other internal sources or by merchants using our customers' debit and credit cards, software bugs, other technical malfunctions, or other causes. As a result of any of these threats, our computer systems and/or our customer accounts could become vulnerable to misappropriation of confidential information, account takeover schemes, ransomware, or cyberfraud. A ransomware attack could potentially shut down our data processing system and prevent us from accessing critical information. Our systems and those of our third-party vendors may become vulnerable to damage or disruption due to circumstances beyond our or their control, such as from catastrophic events, power anomalies or outages, natural disasters, network failures, and viruses and malware.

A breach of security that results in unauthorized access to our data could result in violations of applicable privacy and other laws and expose us to disruptions in our daily operations as well as to data loss, litigation, damages, fines and penalties, customer notification requirements, significant increases in compliance and insurance costs, increases in costs for measures to minimize and remediate these risks and breaches, loss of confidence in our security measures, and reputational damage, any of which could individually or in the aggregate have a material adverse effect on our business, results of operations, financial condition, prospects, and shareholder value.

We have attempted to address these concerns by backing up our systems as well as retaining qualified third-party vendors to test and audit our network. However, there can be no guarantees that our efforts and those of our third-party vendors will be successful in avoiding material problems with our information technology and telecommunications systems. We may not be able to anticipate all cyber security breaches or implement effective preventative measures against such breaches.

Loss of deposits or a change in deposit mix could increase the Company's funding costs.

Deposits are a low cost and stable source of funding. We compete with banks and other financial institutions for deposits. Funding costs could increase if the Company loses deposits and replaces them with more expensive sources of funding, if customers shift their deposits into higher cost products, or if the Company needs to raise its interest rates to avoid losing deposits. Higher funding costs reduce the Company's net interest margin, net interest income and net income.

We may need to raise additional capital in the future to execute our business strategy.

In addition to the liquidity that we require to conduct our day-to-day operations, the Company, on a consolidated basis, and the Bank, on a stand-alone basis, must meet regulatory requirements. Also, we may need capital to finance our growth, including through acquisitions. For example, in 2019, we sold \$25.0 million of subordinated notes structured to qualify as tier 2 capital, and \$30.0 million of common stock, in part to fund acquisitions.

Our ability to raise additional capital depends on conditions in the capital markets, economic conditions and a number of other factors, including investor perceptions regarding the banking industry, market conditions and governmental activities, and on our financial condition and performance. Accordingly, there can be no assurances that we will be able to raise additional capital if needed or on terms acceptable to us. If we fail to maintain capital to meet regulatory requirements, our business, financial condition, results of operations and growth prospects could be materially and adversely affected.

Competition in our industry is intense, which could adversely affect our growth and profitability.

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and have substantially greater resources than we have, including higher total assets and capitalization, a more extensive and established branch network, greater access to capital markets and a broader offering of financial services. Such competitors primarily include national, regional and community banks within the various markets in which we operate. Because of their scale, many of these competitors can be more aggressive than we can on loan and deposit pricing. We also face competition from many other types of financial institutions, including savings and loans, credit unions, finance companies, brokerage firms, insurance companies, factoring companies and other financial intermediaries. Many of these entities have fewer regulatory constraints and may have lower cost structures than we do. There has been an increasing trend of credit unions acquiring banks. Credit unions are tax-exempt entities which provides an advantage when pricing loans and deposits. The acquisition of banks by credit unions may increase competition for customers and acquisitions.

Our industry could become even more competitive as a result of legislative and regulatory changes, as well as continued consolidation. The increased regulatory requirements imposed on financial institutions as well as the economic downturn in the United States in the 2007-2009 time frame, and generally slow recovery thereafter, have already resulted in the consolidation of a number of financial institutions, in addition to acquisitions of failed institutions. We expect additional consolidation to occur. Finally, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic transfer and automatic payment systems. Our ability to compete successfully depends on a number of factors, including customer convenience, quality of service, personal contacts, pricing and range of products. If we are unable to successfully compete, our business, financial condition, results of operations and growth prospects will be materially adversely affected.

If the goodwill that we record in connection with a business acquisition becomes impaired, it could require charges to earnings, which would have a negative impact on our financial condition and results of operations.

Goodwill represents the amount by which the cost of an acquisition exceeded the fair value of net assets we acquired in connection with the purchase of another financial institution. We review goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that the carrying value of the asset might be impaired.

We determine impairment by comparing the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. Any such adjustments are reflected in our results of operations in the periods in which they become known. As of December 31, 2021, our goodwill totaled \$40.1 million. While we have not recorded any such impairment charges since we initially recorded the goodwill, there can be no assurance that our future evaluations of goodwill will not result in findings of impairment and related write-downs, which may have a material adverse effect on our financial condition and results of operations.

Factors outside our control could result in impairment of or losses with respect to our investment securities.

Under applicable accounting standards, we are required to review our securities portfolio periodically for the presence of other-than-temporary impairment, taking into consideration current market conditions, the extent and nature of changes in fair value, issuer rating changes and trends, volatility of earnings, current analysts' evaluations, our ability and intent to hold securities until a recovery of fair value, as well as other factors. Adverse developments with respect to one or more of the foregoing factors may require us to deem particular securities to be other-than-temporarily impaired, with the credit related portion of the reduction in the value recognized as a charge to the results of operations in the period in which the impairment occurs. In addition, an increase in interest rates could have a negative effect on the value of our investment securities portfolio. Market volatility may make it difficult to value certain securities. Subsequent valuations, in light of factors prevailing at that time, may result in significant changes in the values of these securities in future periods. Any of these factors could require us to recognize further impairments in the value of our securities portfolio, which may have an adverse effect on our results of operations in future periods.

A lack of liquidity could adversely affect our ability to fund operations and meet our obligations as they become due.

Liquidity is essential to our business. Liquidity risk is the potential that we will be unable to meet our obligations as they come due because of an inability to liquidate assets or obtain adequate funding. The primary source of the Bank's funds are customer deposits and loan repayments, while borrowings are a secondary source of liquidity. Our access to deposits and other funding sources in adequate amounts and on acceptable terms is affected by a number of factors, including rates paid by competitors, returns available to customers on alternative investments and general economic conditions. Any decline in available funding could adversely impact our ability to originate loans, invest in securities, meet our expenses, pay dividends to our shareholders, or to fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse impact on our business, financial condition, results of operations and growth prospects.

We face significant operational and other risks related to our activities, which could expose us to negative publicity, litigation and/or regulatory action.

We are exposed to many types of operational risks, including, particularly as a financial institution, fraud risks and human error. Our fraud risks include fraud committed by external parties against the Company or our customers and fraud committed internally by our associates. Certain fraud risks, including identity theft and account takeover, may increase as a result of customers' accounts or personally identifiable information being obtained through breaches of retailers' or other third parties' networks. There are inherent limitations to our risk management strategies, as there may exist, or develop in the future, risks that we have not appropriately anticipated, monitored or identified. If our risk management framework proves ineffective, we could suffer unexpected losses, we may have to expend resources detecting and correcting the failure in our systems and we may be subject to potential claims from third parties and government agencies. We may also suffer severe reputational damage. Any of these consequences could materially and adversely affect our business, financial condition or results of operations.

Because the nature of the financial services industry involves a high volume of transactions, certain systems or human errors may be repeated or compounded before they are discovered and successfully rectified. The Company's necessary dependence upon automated systems to record and process our transaction volume may further increase the risk that technical flaws or associate tampering or manipulation of those systems will result in losses that are difficult to detect. The Company is further exposed to the risk that our third-party vendors may be unable to fulfill their contractual obligations, or will be subject to the same risk of fraud or systems or human errors as we are. These risks include the cybersecurity risks discussed above.

Risks Related to Our Industry

We operate in a highly regulated environment, which could restrain our growth and profitability.

We are subject to extensive regulation and supervision under federal and state banking laws and regulations that govern almost all aspects of our operations, including, among other things, our lending practices, capital structure, investment practices, dividend policy, operations and growth. The level of regulatory scrutiny that we are subject to may fluctuate over time, based on numerous factors, including as a result of the change in the U.S. presidential administration in January 2021. These laws and regulations, and the supervisory framework that oversees the administration of these laws and regulations, are primarily intended to protect consumers, depositors, the Deposit Insurance Fund and the banking system as a whole, and not shareholders and counterparties. Furthermore, new proposals for legislation continue to be introduced in the U.S. Congress that could further substantially increase regulation of the financial services industry, impose restrictions on our operations and our ability to conduct business consistent with historical practices, including in the areas of compensation, interest rates, financial product offerings and disclosures, and have an effect on bankruptcy proceedings with respect to consumer residential real estate mortgages, among other things, which could have a material adverse effect on our business, financial condition, results of operations and growth prospects. Our efforts to comply with these additional laws, regulations and standards are likely to result in increased expenses and a diversion of management time and attention. The information under the heading “*Supervision and Regulation*” in *Item 1. Business*, provides more information regarding the regulatory environment in which we and the Bank operate.

Federal regulators periodically examine our business, and we may be required to remediate adverse examination findings.

The financial services industry is subject to intense scrutiny from bank supervisors in the examination process and aggressive enforcement of regulations on both the federal and state levels. The Federal Reserve and the OCC periodically examine our business, including our compliance with laws and regulations. If, as a result of an examination, a federal banking agency were to determine that our financial condition, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of any of our operations had become unsatisfactory, or that we were in violation of any law or regulation, it may take a number of different remedial actions as it deems appropriate. These actions include the power to enjoin “unsafe or unsound” practices, to require affirmative action to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to assess civil monetary penalties against our officers or directors, to remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance and place us into receivership or conservatorship. If we become subject to any regulatory actions, it could have a material adverse effect on our business, results of operations, financial condition and growth prospects. Failure to comply with any applicable regulations and supervisory expectations related thereto could result in fines, penalties, lawsuits, regulatory sanctions, reputation damage or restrictions on business.

We are subject to numerous laws designed to protect consumers, including the Community Reinvestment Act and fair lending laws, and failure to comply with these laws could lead to a wide variety of sanctions.

The ECOA, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. The Department of Justice and other federal agencies enforce these laws and regulations, but private parties may also have the ability to challenge an institution’s performance under fair lending laws in private class action litigation. If an institution’s performance under the fair lending laws and regulations is found to be deficient, the institution could be subject to damages and civil money penalties, injunctive relief, restrictions on mergers and acquisitions activity, restrictions on expansion, and restrictions on entering new business lines, among other sanctions. For example, in 2021, the OCC announced that it had issued enforcement actions against two regional banks relating to Fair Housing Act violations. In addition, the OCC’s assessment of our compliance with the Community Reinvestment Act (“CRA”) is taken into account when evaluating any application we submit for, among other things, approval of the acquisition or establishment of a branch or other deposit facility, an office relocation, a merger or the acquisition of another financial institution. Our failure to satisfy our CRA obligations could, at a minimum, result in the denial of such applications and limit our growth.

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

The Bank Secrecy Act, the USA PATRIOT Act of 2001, and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators, as well as the U.S. Department of Justice, Drug Enforcement Administration and Internal Revenue Service. We are also subject to increased scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, including our acquisition plans. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could materially and adversely affect our business, financial condition, results of operations and growth prospects.

In addition, bank regulatory agencies consider the effectiveness of a financial institution's anti-money laundering activities and other regulatory compliance matters when reviewing bank mergers and bank holding company acquisitions. Accordingly, non-compliance with the applicable regulations could materially impair the Company's ability to enter into or complete mergers and acquisitions.

Our success depends on our ability to respond to the threats and opportunities of fintech innovation.

Fintech developments, such as bitcoin or other types of cryptocurrency and the development of alternative payment systems, have the potential to disrupt the financial industry and change the way banks do business. Our success depends on our ability to adapt to the pace of the rapidly changing technological environment, which is crucial to retention and acquisition of customers. On July 31, 2018, the OCC announced it would grant limited-purpose national bank charters to fintech companies that offer bank products and services. The federal charter would allow fintech companies to operate nationwide under a single set of national standards, without needing to seek state-by-state licenses or joining with brick-and-mortar banks, which could have the effect of allowing fintech companies to more easily compete with us for financial products and services in the communities we serve. This decision was subsequently reversed on appeal on procedural grounds. At present, the future of the OCC fintech charter is unclear.

We may be required to pay significantly higher FDIC deposit insurance premiums in the future.

The deposits of Investar Bank are insured by the FDIC up to legal limits and, accordingly, subject it to the payment of FDIC deposit insurance assessments. We are generally unable to control the amount of premiums that we are required to pay for FDIC deposit insurance. A bank's regular assessments are determined by its risk classification, which is based on certain financial information and the level of supervisory concern that it poses. In order to maintain a strong funding position and restore the reserve ratios of the DIF, the FDIC has, in the past, increased deposit insurance assessment rates and charged a special assessment to all FDIC-insured financial institutions. Further increases in assessment rates or special assessments may occur in the future, especially if there are significant financial institution failures. Any future special assessments, increases in assessment rates or required prepayments in FDIC insurance premiums could reduce our profitability or limit our ability to pursue certain business opportunities, which could have an adverse effect on our business, financial condition and results of operations.

Our use of third-party vendors and our other ongoing third-party business relationships are subject to increasing regulatory requirements and attention.

We regularly use third-party vendors as part of our business. We also have substantial ongoing business relationships with other third parties. These types of third-party relationships are subject to increasingly demanding regulatory requirements and attention by our federal bank regulators. Regulation requires us to perform due diligence and ongoing monitoring and control over our third-party vendors and other ongoing third-party business relationships. In certain cases, we may be required to renegotiate our agreements with these vendors to meet these requirements, which could increase our costs. We expect that our regulators will hold us responsible for deficiencies in our oversight and control of our third party relationships and in the performance of the parties with which we have these relationships. As a result, if our regulators conclude that we have not exercised adequate oversight and control over our third-party vendors or other ongoing third party business relationships or that such third parties have not performed appropriately, we could be subject to enforcement actions, including civil money penalties or other administrative or judicial penalties or fines as well as requirements for customer remediation, any of which could have a material adverse effect our business, financial condition or results of operations.

Risks Related to an Investment in our Common Stock

The market price of our common stock may be volatile, which may make it difficult for investors to sell their shares at the volume, prices and times desired.

The market price of our common stock may fluctuate substantially due to a variety of factors, many of which are beyond our control, including, without limitation:

- actual, anticipated, or unanticipated variations in our quarterly and annual operating results, financial condition or asset quality;
- changes in general economic or business conditions, both domestically and internationally;
- the effects of, and changes in, trade, monetary and fiscal policies, including the interest rate policies of the Federal Reserve, or in laws and regulations affecting us;
- changes in the credit, mortgage and real estate markets;
- the number of securities analysts covering us;
- our creditworthiness;
- publication of research reports about us, our competitors, or the financial services industry generally, or changes in, or failure to meet, securities analysts' estimates of our financial and operating performance, or lack of research reports by industry analysts or ceasing of coverage;
- changes in market valuations or earnings of companies that investors deemed comparable to us;
- the average daily trading volume of our common stock;
- future issuances of our common stock or other securities;
- changes in dividends on our common stock;
- additions or departures of key personnel;
- perceptions in the marketplace regarding our competitors and/or us;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving our competitors or us; and
- other news, announcements or disclosures (whether by us or others) related to us, our competitors, our markets or the financial services industry.

The stock market and, in particular, the market for financial institution stocks have experienced significant fluctuations in recent years. For example, the COVID-19 pandemic led to a period of depressed market conditions in the first quarter of 2020, and market conditions have remained volatile since that period. In addition, significant fluctuations in the trading volume in our common stock may cause significant price variations to occur. Increased market volatility may materially and adversely affect the market price of our common stock, which may make it difficult for investors to sell their shares at the volume, prices and times desired.

Shares eligible for future sale could adversely affect market prices of our common stock.

Shares of our common stock eligible for future sale, including those that may be issued in any private or public offering of our common stock, as consideration in acquisition transactions, or as incentives under incentive plans, could adversely affect market prices for our common stock. As of December 31, 2021, we had 10,343,494 shares outstanding and 368,481 shares subject to options granted under our incentive plan. On December 20, 2019, we sold 1,290,323 shares of our common stock in a private placement and have registered those shares for resale under the Securities Act of 1933, as amended (the "Securities Act"). Because our other outstanding shares of common stock either were issued in an offering registered under the Securities Act or have been held for more than one year, such shares are freely tradable, except for shares held by our affiliates (approximately 7% of shares outstanding as of December 31, 2021) and 241,070 shares that represent unvested restricted shares under our incentive plan. Shares issued under our incentive plan will be available for sale into the public market, except for shares held by our affiliates. Shares held by our affiliates may be resold subject to the restrictions in Rule 144 of the Securities Act. In the future, we may issue additional shares of common stock to raise capital for growth or as consideration in acquisition transactions or for other purposes, and such shares may be registered under the Securities Act and freely tradable or may be issued in a private placement and registered for resale under the Securities Act.

Our dividend policy may change without notice, and our future ability to pay dividends is subject to restrictions.

Holders of our common stock are entitled to receive only such cash dividends as our board of directors may declare out of funds legally available for the payment of dividends. We have no obligation to continue paying dividends, and we may change our dividend policy at any time without notice to our shareholders. In addition, our existing and future debt agreements limit, or may limit, our ability to pay dividends. Under the terms of our 5.125% Fixed-to-Floating Rate Subordinated Notes due 2029, we may not pay a dividend if either our parent company or the Bank, both immediately prior to the declaration of the dividend and after giving effect to the payment of the dividend, would not maintain regulatory capital ratios that are as “well capitalized” levels for regulatory capital purposes. We are also prohibited from paying dividends upon and during the continuance of any Event of Default under such notes.

Since the Company’s primary asset is its stock of Investar Bank, we are dependent upon dividends from the Bank to pay our operating expenses, satisfy our obligations and to pay dividends on the Company’s common stock. Accordingly, any declaration and payment of dividends on common stock will substantially depend upon the Bank’s earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate and other factors deemed relevant by our board of directors. Furthermore, consistent with our strategic plans, growth initiatives, capital availability, projected liquidity needs, and other factors, we have made, and will continue to make, capital management decisions and policies that could adversely impact the amount of dividends, if any, paid to our common shareholders.

In addition, there are numerous laws and banking regulations that limit our and Investar Bank’s ability to pay dividends. For further discussion of the regulatory restrictions on our ability to pay dividends, see *Item 1. Business – Supervision and Regulation – Dividends*.

Our Restated Articles of Incorporation and By-laws, and certain banking laws applicable to us, could have an anti-takeover effect that decreases our chances of being acquired, even if our acquisition is in our shareholders’ best interests.

Certain provisions of our restated articles of incorporation and our by-laws, as amended, and federal banking laws, including regulatory approval requirements, could make it more difficult for a third party to acquire control of our organization or conduct a proxy contest, even if those events were perceived by many of our shareholders as beneficial to their interests. These provisions, and the corporate and banking laws and regulations applicable to us:

- enable our board of directors to issue additional shares of authorized, but unissued capital stock. In particular, our board may issue “blank check” preferred stock with such designations, rights and preferences as may be determined from time to time by the board;
- enable our board of directors to increase the size of the board and fill the vacancies created by the increase;
- enable our board of directors to amend our by-laws without shareholder approval;
- require advance notice for director nominations and other shareholder proposals; and
- require prior regulatory application and approval of any transaction involving control of our organization.

These provisions may discourage potential acquisition proposals and could delay or prevent a change in control, including circumstances in which our shareholders might otherwise receive a premium over the market price of our shares.

Our issuance of preferred stock could adversely affect holders of our common stock and discourage a takeover.

Our shareholders authorized our board of directors to issue up to 5,000,000 shares of preferred stock without any further action on the part of our shareholders. The board also has the power, without shareholder approval, to set the terms of any series of preferred stock that may be issued, including voting rights, dividend rights, preferences over our common stock with respect to dividends or in the event of a dissolution, liquidation or winding up and other terms. In the event that we issue preferred stock in the future that has preference over our common stock with respect to payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of the holders of our common stock or the market price of our common stock could be adversely affected. In addition, the ability of our board of directors to issue shares of preferred stock without any action on the part of our shareholders may impede a takeover of us and prevent a transaction perceived to be favorable to our shareholders.

An investment in our common stock is not an insured deposit and is subject to risk of loss.

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this “Risk Factors” section and elsewhere in this Annual Report on Form 10-K and is subject to the same market forces that affect the price of common stock in any company. As a result, an investor may lose some or all of his or her investment in our common stock.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

Our main office, which serves as our executive and operations center, is located at 10500 Coursey Boulevard in Baton Rouge, Louisiana. In addition, we operate 33 full service branches. Our 23 branches in Louisiana are located in Ascension (1), East Baton Rouge (5), West Baton Rouge (1), Jefferson (2), Lafayette (2), Livingston (1), Orleans (1), St. Tammany (1), Tangipahoa (1), East Feliciana (2), West Feliciana (1), Evangeline (3) and Calcasieu (2) Parishes. Our four branches in Texas are located in Galveston (1), Harris (1), Victoria (1) and Jim Wells (1) Counties. Our six branches in Alabama are located in Calhoun (4) and Sumter (2) Counties, and one loan production office is located in Tuscaloosa County. We also have one stand-alone automated teller machine in Baton Rouge, Louisiana and one stand-alone interactive teller machine in Morgan City, Louisiana.

We own the building, known as Investar Tower, in which our main office is located and all of our branch offices in Louisiana and Alabama, with the exception of two leased branch locations and one leased loan production office. Of the remaining branches acquired from Mainland, located in Texas, one location is owned and one is leased. The two branches acquired from PlainsCapital, also located in Texas, are leased properties. Each of our owned branch facilities is a stand-alone building, equipped with an automated teller machine or interactive teller machine, on-site parking, and drive-up access. We believe that our facilities are in good condition and are adequate to meet our operating needs for the foreseeable future.

We also own a tract of land in each of the following Louisiana parishes: East Baton Rouge Parish; St. Mary Parish; Lafayette Parish; Jefferson Parish; and Ascension Parish. Each tract of land has been designated as either a future branch or standalone interactive teller machine location. The timing of the development of these tracts of land is uncertain.

Item 3. Legal Proceedings

From time to time we are party to ordinary routine litigation matters incidental to the conduct of our business. We are not presently party to, and none of our property is the subject of, any legal proceedings, the resolution of which we believe would have a material adverse effect on our business, financial condition, results of operations, cash flows, growth prospects or capital levels, nor were any such proceedings terminated during the fourth quarter of 2021.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Market Information

Our common stock is listed on the Nasdaq Global Market (the "Nasdaq") under the symbol "ISTR." As of March 7, 2022, there were approximately 692 holders of record of our common stock.

Dividend Policy

The Company has paid a quarterly dividend since 2011 and intends to continue to declare dividends on a quarterly basis. The declaration of dividends is at the discretion of our board of directors and will depend on our financial performance, future prospects, regulatory requirements and other factors deemed relevant by the board of directors.

Since we are a holding company with no material business activities, our ability to pay dividends is substantially dependent upon the ability of Investar Bank to transfer funds to us in the form of dividends, loans and advances. The Bank's ability to pay dividends and make other distributions and payments to us depends upon the Bank's earnings, financial condition, general economic conditions, compliance with regulatory requirements and other factors. In addition, the Bank's ability to pay dividends to us is itself subject to various legal, regulatory and other restrictions. See *Item 1. Business – Supervision and Regulation – Dividends*, above for a discussion of the restrictions on dividends under federal banking laws and regulations. In addition, as a Louisiana corporation, we are subject to certain restrictions on dividends under the Louisiana Business Corporation Act. Generally, a Louisiana corporation may pay dividends to its shareholders unless, after giving effect to the dividend, either (1) the corporation would not be able to pay its debts as they come due in the usual course of business or (2) the corporation's total assets are less than the sum of its total liabilities and the amount that would be needed, if the corporation were to be dissolved at the time of the payment of the dividend, to satisfy the preferential rights of shareholders whose preferential rights are superior to those receiving the dividend. In addition, our existing and future debt agreements limit, or may limit, our ability to pay dividends. Under the terms of our 5.125% Fixed-to-Floating Rate Subordinated Notes due 2029, we may not pay a dividend if either our parent company or the Bank, both immediately prior to the declaration of the dividend and after giving effect to the payment of the dividend, would not maintain regulatory capital ratios that are at "well capitalized" levels for regulatory capital purposes. We are also prohibited from paying dividends upon and during the continuance of any Event of Default under such notes. Finally, our ability to pay dividends may be limited on account of the junior subordinated debentures that we assumed through acquisitions. We must make payments on the junior subordinated debentures before any dividends can be paid on our common stock.

These restrictions do not, and are not expected in the future to, materially limit the Company's ability to pay dividends to its shareholders in an amount consistent with the Company's history of paying dividends.

Stock Performance Graph



The following graph compares the cumulative total shareholder return on the Company’s common stock over a measurement period beginning January 1, 2017 with (i) the cumulative total return on the stocks included in the Russell 3000 Index and (ii) the cumulative total return on the stocks included in the S&P United States SmallCap Banks Index, which includes banks with market capitalizations of \$250 million to \$1 billion. We formerly used the SNL Index of Banks as our industry index; however, this index has been discontinued, and we believe that the S&P United States SmallCap Banks Index is the appropriate replacement because it contains financial institutions with market capitalizations similar to ours. The performance graph assumes that the value of the investment in our common stock, the Russell 3000 Index and the S&P United States SmallCap Banks Index was \$100 at January 1, 2017 and that all dividends were reinvested.

| Index | 1/1/2017 | 6/30/2017 | 12/31/2017 | 6/30/2018 |
|------------------------------|------------|-----------|------------|-----------|
| Investar Holding Corporation | \$ 100.00 | \$ 123.02 | \$ 129.62 | \$ 149.12 |
| Russell 3000 | 100.00 | 108.93 | 121.13 | 125.03 |
| S&P US SmallCap Banks | 100.00 | 97.59 | 104.33 | 108.67 |
| | 12/31/2018 | 6/30/2019 | 12/31/2019 | 6/30/2020 |
| Investar Holding Corporation | \$ 134.43 | \$ 129.58 | \$ 131.36 | \$ 79.80 |
| Russell 3000 | 114.78 | 136.26 | 150.39 | 145.16 |
| S&P US SmallCap Banks | 87.06 | 98.54 | 109.19 | 72.97 |
| | 12/31/2020 | 6/30/2021 | 12/31/2021 | |
| Investar Holding Corporation | \$ 92.23 | \$ 128.53 | \$ 104.20 | |
| Russell 3000 | 181.80 | 209.27 | 228.45 | |
| S&P US SmallCap Banks | 98.76 | 125.56 | 137.98 | |

There can be no assurance that our common stock performance will continue in the future with the same or similar trends depicted in the performance graph above. We will not make or endorse any predictions as to future stock performance.

The information provided under the heading “Stock Performance Graph” shall not be deemed to be “soliciting material” or to be “filed” with the SEC or subject to its proxy regulations or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, other than as provided in Item 201 of Regulation S-K. The information provided in this section shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Issuer Purchases of Equity Securities

| Period | (a) Total Number of Shares (or Units) Purchased ⁽¹⁾ | (b) Average Price Paid per Share (or Unit) | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Be Purchased Under the Plans or Programs ⁽²⁾ |
|---------------------------------------|--|--|---|--|
| October 1, 2021 to October 31, 2021 | — | \$ — | — | 205,692 |
| November 1, 2021 to November 30, 2021 | 42 | 17.68 | — | 205,692 |
| December 1, 2021 to December 31, 2021 | — | — | — | 205,692 |
| | 42 | \$ 17.68 | — | 205,692 |

(1) Includes 42 shares surrendered to cover the payroll taxes due upon the vesting of restricted stock.

(2) On March 17, 2021, the Company announced that its board of directors authorized the repurchase of an additional 300,000 shares of the Company’s common stock under its stock repurchase plan, and on May 19, 2021, the Company announced that its board of directors authorized the repurchase of an additional 200,000 shares of the Company’s common stock through July 31, 2021. As of December 31, 2021, the Company had 205,692 shares remaining as authorized for repurchase.

Unregistered Sales of Equity Securities

Not applicable.

Securities Authorized for Issuance under Equity Compensation Plans

Please refer to the information under the heading “*Securities Authorized for Issuance under Equity Compensation Plans*” in *Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*, for a discussion of the securities authorized for issuance under the Company’s equity compensation plans.

Item 6. [Reserved]

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

This section presents management's perspective on the financial condition and results of operations of Investar Holding Corporation (the "Company," "we," "our," or "us") and its wholly-owned subsidiary, Investar Bank, National Association (the "Bank"). The following discussion and analysis should be read in conjunction with the Company's consolidated financial statements and related notes and other supplemental information included herein. Certain risks, uncertainties and other factors, including those set forth under *Item 1A. Risk Factors* in Part I, and elsewhere in this Annual Report on Form 10-K, may cause actual results to differ materially from those projected results discussed in the forward-looking statement appearing in this discussion and analysis.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K, both in Management's Discussion and Analysis of Financial Condition and Results of Operations, and elsewhere, contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements include statements relating to our projected growth, anticipated future financial performance, financial condition, credit quality and performance goals, as well as statements relating to the anticipated effects on our business, financial condition and results of operations from expected developments, our growth, and potential acquisitions. These statements can typically be identified through the use of words or phrases such as "may," "should," "could," "predict," "potential," "believe," "think," "will likely result," "expect," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would" and "outlook," or the negative version of those words or other comparable words or phrases of a future or forward-looking nature.

Our forward-looking statements contained herein are based on assumptions and estimates that management believes to be reasonable in light of the information available at this time. However, many of these statements are inherently uncertain and beyond our control and could be affected by many factors. Factors that could have a material effect on our business, financial condition, results of operations, cash flows and future growth prospects can be found in *Item 1A. Risk Factors*. These factors include, but are not limited to, the following, any one or more of which could materially affect the outcome of future events:

- the significant risks and uncertainties for our business, results of operations and financial condition, as well as our regulatory capital and liquidity ratios and other regulatory requirements in the United States caused by the ongoing COVID-19 pandemic, including but not limited to potential continued higher inflation and supply and labor constraints, which will depend on several factors, including the scope and duration of the pandemic, its continued influence on the economy and financial markets, the impact on market participants on which we rely, and actions taken by governmental authorities and other third parties in response to the pandemic;
- business and economic conditions generally and in the financial services industry in particular, whether nationally, regionally or in the markets in which we operate, including evolving risks to economic activity and our customers posed by the COVID-19 pandemic and government actions taken to address the impact of COVID-19 or contain it, the potential impact of the termination of various pandemic-related government support programs, and the potential impact of legislation under consideration in Congress, which could increase government programs, spending and taxes;
- the risk that the SBA will not guarantee the PPP loans we originated if it determines that there is a deficiency in the manner in which any PPP loan was originated, funded, or serviced by us;
- our ability to achieve organic loan and deposit growth, and the composition of that growth;
- changes (or the lack of changes) in interest rates, yield curves and interest rate spread relationships that affect our loan and deposit pricing, including potential continued increases in interest rates in 2022;
- cessation of the one-week and two-month U.S. dollar settings of LIBOR as of December 31, 2021 and announced cessation of the remaining U.S. dollar LIBOR settings after June 30, 2023, and the related effect on our LIBOR-based financial products and contracts, including, but not limited to, hedging products, debt obligations, investments and loans;
- the extent of continuing client demand for the high level of personalized service that is a key element of our banking approach as well as our ability to execute our strategy generally;
- our dependence on our management team, and our ability to attract and retain qualified personnel;
- changes in the quality or composition of our loan or investment portfolios, including adverse developments in borrower industries or in the repayment ability of individual borrowers;
- inaccuracy of the assumptions and estimates we make in establishing reserves for probable loan losses and other estimates;
- the concentration of our business within our geographic areas of operation in Louisiana, Texas and Alabama;

[Table of Contents](#)

- concentration of credit exposure;
- any deterioration in asset quality and higher loan charge-offs, and the time and effort necessary to resolve problem assets;
- a reduction in liquidity, including as a result of a reduction in the amount of deposits we hold or other sources of liquidity;
- ongoing disruptions in the oil and gas industry due to the significant fluctuations in the price of oil and natural gas;
- potential impairment of our goodwill and other intangible assets;
- our potential growth, including our entrance or expansion into new markets, and the need for sufficient capital to support that growth;
- difficulties in identifying attractive acquisition opportunities and strategic partners that will complement our relationship banking approach;
- our ability to identify and enter into agreements to combine with attractive acquisition partners, finance acquisitions, complete acquisitions after definitive agreements are entered into, and successfully integrate and grow acquired operations;
- the impact of litigation and other legal proceedings to which we become subject;
- data processing system failures and errors;
- cyberattacks and other security breaches;
- competitive pressures in the commercial finance, retail banking, mortgage lending and consumer finance industries, as well as the financial resources of, and products offered by, competitors;
- the impact of changes in laws and regulations applicable to us, including banking, securities and tax laws and regulations and accounting standards, as well as changes in the interpretation of such laws and regulations by our regulators;
- changes in the scope and costs of FDIC insurance and other coverages;
- governmental monetary and fiscal policies, including the potential for the Federal Reserve Board to raise target interest rates one or more times during 2022;
- hurricanes (including the recent hurricanes, tropical storms and tropical depressions that have affected the Company's market areas), floods, winter storms, other natural disasters and adverse weather; oil spills and other man-made disasters; acts of terrorism, an outbreak or intensifying of hostilities including the war in Ukraine or other international or domestic calamities, acts of God and other matters beyond our control; and
- other circumstances, many of which are beyond our control.

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included herein. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

COVID-19

Overview. In March 2020, COVID-19 was declared a pandemic by the World Health Organization and a national emergency by the President of the United States. The global COVID-19 pandemic and the public health response to minimize its impact have had severe disruptive effects on economic, financial market and oil market conditions beginning in the latter part of the first quarter of 2020, and continuing through the fourth quarter of 2021 and beyond. Beginning in the first quarter of 2020, government responses to the pandemic included mandated closures of businesses not deemed essential, restrictions on other businesses, and stay-at-home orders or recommendations, along with crowd restrictions, which caused steep increases in unemployment and decreases in consumer and business spending. Government authorities in our markets began allowing the re-opening of businesses and easing other restrictions in the second quarter of 2020. During 2020 and 2021, the United States experienced multiple periods of declines followed by resurgences of new cases, including due to the emergence of new variants of the COVID-19 virus, leading to cycles of tightening and subsequent lessening of governmental restrictions, such as mask mandates and restrictions on business activity. Economic activity in the U.S., stock prices, and oil prices rose significantly during 2021, as COVID-19 vaccines became widely available and pandemic-related restrictions lessened or were eliminated. At the same time, many industries have been experiencing supply chain disruptions and labor shortages. Inflation has also increased significantly. We cannot predict the extent to which individuals may decide to restrict their activities as a result of evolving pandemic developments, the extent to which governments may reinstitute certain restrictions, nor what future impact evolving pandemic developments may have on the economy or our business. The extent to which our operations and financial performance will be impacted by the pandemic in 2022 will depend in part on future developments, including the long-term efficacy, global availability and acceptance of the vaccines, emergence of new variants of the COVID-19 virus, as well as the effects of existing and potential additional governmental stimulus legislation and other actions taken in response to the pandemic.

Legislative and Regulatory Developments. In a measure aimed at lessening the economic impact of COVID-19, the Federal Reserve reduced the federal funds rate to 0 to 0.25% on March 16, 2020. This action by the Federal Reserve followed a prior reduction of the targeted federal funds rates to a range of 1.0% to 1.25% on March 3, 2020. On March 27, 2020, the U.S. government enacted the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”), the largest economic stimulus package in the nation’s history, which included the Small Business Administration’s (“SBA”) and U.S. Department of Treasury’s Paycheck Protection Program (“PPP”), discussed further below, in an effort to lessen the impact of COVID-19 on consumers and businesses. As funds available under the PPP were quickly depleted, on April 24, 2020, the Paycheck Protection Program and Health Care Enhancement Act was signed into law, which, among other things, increased amounts available under the PPP. On June 5, 2020, the Paycheck Protection Program Flexibility Act of 2020 (“Flexibility Act”) was enacted, which among other things, provided expanded relief under the PPP. On December 27, 2020, the Consolidated Appropriations Act, 2021 (“CAA”) was enacted providing an additional \$900 billion in aid to individuals and businesses, which among other things, provided additional funding for the PPP and allowed businesses meeting certain requirements to obtain a second PPP loan. Congress passed the American Rescue Plan Act of 2021 (“Rescue Act”), an additional \$1.9 trillion stimulus package, in March 2021. The Rescue Act provided additional funding for the PPP and extended and modified the Employee Retention Credit (“ERC”) discussed below, among other things.

Paycheck Protection Program. Beginning in the second quarter of 2020, the Bank has participated as a lender in the PPP as established by the CARES Act and as subsequently modified by other legislation. The PPP was established to provide unsecured low interest rate loans to small businesses that have been impacted by the COVID-19 pandemic. The PPP loans are 100% guaranteed by the SBA. The loans have a fixed interest rate of 1% and payments are deferred until the date on which the amount of loan forgiveness is remitted to the lender by the SBA, the forgiveness application is otherwise denied, or if no forgiveness application is filed 10 months after the end of the borrower’s covered period. PPP loans made prior to June 5, 2020 mature two years from origination, or if made on or after June 5, 2020, five years from origination. PPP loans are forgiven by the SBA (which makes forgiveness payments directly to the lender) to the extent the borrower uses the proceeds of the loan for certain purposes (primarily to fund payroll costs) during a certain time period following origination and maintains certain employee and compensation levels. Lenders receive processing fees from the SBA for originating the PPP loans which are based on a percentage of the loan amount. The original PPP program ceased taking applications on August 8, 2020. On December 27, 2020, the CAA was enacted that renewed the PPP and allocated additional funding for both new first time PPP loans under the original PPP and also authorized second draw PPP loans for certain eligible borrowers that had previously received a PPP loan. The application period for the renewed PPP lasted from January 1, 2021 through May 31, 2021. At December 31, 2021 and December 31, 2020, our loan portfolio included PPP loans with balances of \$23.3 million and \$94.5 million, respectively, all of which are included in commercial and industrial loans.

Guidance on Treatment of Pandemic-related Loan Modifications Pursuant to the CARES Act and Interagency Statement. Section 4013 of the CARES Act provides that, from the period beginning March 1, 2020 until the earlier of December 31, 2020 or the date that is 60 days after the date on which the national emergency concerning the COVID-19 pandemic declared by the President of the United States under the National Emergencies Act terminates (the “applicable period”), we may elect to suspend GAAP for loan modifications related to the pandemic that would otherwise be categorized as troubled debt restructurings (“TDRs”) and suspend any determination of a loan modified as a result of the effects of the pandemic as being a TDR, including impairment for accounting purposes. The suspension is applicable for the term of the loan modification that occurs during the applicable period for a loan that was not more than 30 days past due as of December 31, 2019. The suspension is not applicable to any adverse impact on the credit of a borrower that is not related to the pandemic. The CAA extended the applicable period to the earlier of January 1, 2022 or 60 days after the national emergency termination date.

In addition, our banking regulators and other financial regulators, on March 22, 2020 and revised April 7, 2020, issued a joint interagency statement titled the “Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working with Customers Affected by the Coronavirus” that encourages financial institutions to work prudently with borrowers who are or may be unable to meet their contractual payment obligations due to the effects of the COVID-19 pandemic. Pursuant to the interagency statement, loan modifications that do not meet the conditions of Section 4013 of the CARES Act may still qualify as a modification that does not need to be accounted for as a TDR. Specifically, the agencies confirmed with the staff of the Financial Accounting Standards Board that short-term modifications made in good faith in response to the pandemic to borrowers who were current prior to any relief are not TDRs under GAAP. This includes short-term (e.g. six months) modifications such as payment deferrals, fee waivers, extensions of repayment terms, or delays in payment that are insignificant. Borrowers considered current are those that are less than 30 days past due on their contractual payments at the time a modification program is implemented. Appropriate allowances for loan and lease losses are expected to be maintained. With regard to loans not otherwise reportable as past due, financial institutions are not expected to designate loans with deferrals granted due to the pandemic as past due because of the deferral. The interagency statement also states that during short-term pandemic-related loan modifications, these loans generally should not be reported as nonaccrual.

Accordingly, during 2020 and 2021, we offered short-term modifications made in response to COVID-19 to borrowers who were current and otherwise not past due. These include short-term modifications of 90 days or less, in the form of deferrals of payment of principal and interest, principal only, or interest only, and fee waivers. See further discussion in the *Loans – Loan Deferral Program* section of the Discussion and Analysis of Financial Condition below.

Employee Retention Credit. The CARES Act also provided for an ERC, which is a broad based refundable payroll tax credit that incentivized businesses to retain employees on the payroll during the COVID-19 pandemic. The ERC is a credit against certain employment taxes of up to \$5,000 per employee for eligible employers based on certain wages paid after March 12, 2020 through December 31, 2020. In 2021, the tax credit increased to up to \$7,000 for each quarter, equal to 70% of qualified wages paid to employees during a quarter, capped at \$10,000 of qualified wages per employee per quarter. The ERC terminated effective September 30, 2021. We qualified for the ERC based on the significant adverse financial impacts of the COVID-19 pandemic. In the fourth quarter of 2021, we recorded a \$1.9 million reduction to payroll taxes related to the first quarter of 2021, which is included in salaries and employee benefits on the consolidated statements of operations for the year ended December 31, 2021.

Summary of Impact on our Operations and Financial Results. Financial services have been identified as a Critical Infrastructure Sector by the Department of Homeland Security, and therefore, our business has remained open throughout the pandemic. The pandemic generally slowed business lending activity from the level we would otherwise have expected, particularly in 2020, except for our participation in the PPP, and created excess liquidity in the market, contributing to increases in our noninterest and interest-bearing demand deposits, and in money market deposit accounts and savings accounts. We took actions to protect our customers and employees throughout the pandemic, including increasing our remote banking and working options. Net income for 2020 decreased compared to 2019, largely due to our increased provision for loan losses during 2020 as a result of the impact of the pandemic. Market conditions generally improved during 2021 compared to 2020, as vaccines became available and government restrictions lessened. We continue to service our consumer and business customers from our 33 branch locations and through drive-thrus, ATMs, internet banking, mobile application and telephone.

Overview

Through our wholly-owned subsidiary Investar Bank, National Association, we provide full banking services, excluding trust services, tailored primarily to meet the needs of individuals, professionals, and small to medium-sized businesses. Our primary areas of operation are south Louisiana (approximately 77% of our total deposits as of December 31, 2021), including Baton Rouge, New Orleans, Lafayette, Lake Charles, and their surrounding areas; southeast Texas, including Houston and its surrounding area, Alice and Victoria; and Alabama, including York and its surrounding area and, as of April 1, 2021, Oxford and its surrounding area. Our Bank commenced operations in 2006 and we completed our initial public offering in July 2014. On July 1, 2019, the Bank changed from a Louisiana state bank charter to a national bank charter and its name changed to Investar Bank, National Association. Our strategy includes organic growth through high quality loans and growth through acquisitions, including whole-bank acquisitions and strategic branch acquisitions. We currently operate 23 full service branches in Louisiana, four full service branches in Texas, and six full service branches in Alabama. We have completed seven whole-bank acquisitions since 2011 and regularly review acquisition opportunities. In addition to our branches acquired through acquisitions, during our last three fiscal years, we opened four de novo branch locations. We closed three branches during our last three fiscal years, as we continued to evaluate opportunities to improve our branch network efficiency and further reduce costs.

Our principal business is lending to and accepting deposits from individuals and small to medium-sized businesses in our areas of operation. We generate our income principally from interest on loans and, to a lesser extent, our securities investments, as well as from fees charged in connection with our various loan and deposit services and gains on the sale of securities. Our principal expenses are interest expense on interest-bearing customer deposits and borrowings, salaries, employee benefits, occupancy costs, data processing and other operating expenses. We measure our performance through our net interest margin, return on average assets, and return on average equity, among other metrics, while seeking to maintain appropriate regulatory leverage and risk-based capital ratios.

[Table of Contents](#)

For certain GAAP performance measures, see “*Certain Performance Indicators*” below. We also monitor changes in our tangible equity, tangible assets, tangible book value per share, and our efficiency ratio, shown in the section “*Certain Performance Indicators: Non-GAAP Financial Measures*” below.

Certain Performance Indicators

(In thousands, except share data)

| | As of and for the year ended December 31, | | | | |
|---|---|---------------------|---------------------|--------------|---------------------|
| | 2021 ⁽¹⁾ | 2020 ⁽¹⁾ | 2019 ⁽¹⁾ | 2018 | 2017 ⁽¹⁾ |
| Financial Information | | | | | |
| Total assets | \$ 2,513,203 | \$ 2,321,181 | \$ 2,148,916 | \$ 1,786,469 | \$ 1,622,734 |
| Total stockholders' equity | 242,598 | 243,284 | 241,976 | 182,262 | 172,729 |
| Net interest income | 83,814 | 73,534 | 64,818 | 57,370 | 42,517 |
| Net income | 8,000 | 13,889 | 16,839 | 13,606 | 8,202 |
| Diluted earnings per share | 0.76 | 1.27 | 1.66 | 1.39 | 0.96 |
| Performance Ratios | | | | | |
| Return on average assets | 0.31% | 0.61% | 0.85% | 0.81% | 0.62% |
| Return on average equity | 3.22 | 5.77 | 8.21 | 7.68 | 5.65 |
| Net interest margin | 3.53 | 3.49 | 3.51 | 3.61 | 3.39 |
| Dividend payout ratio | 40.26 | 19.69 | 13.55 | 12.09 | 10.78 |
| Capital Ratios | | | | | |
| Total equity to total assets | 9.65% | 10.48% | 11.26% | 10.20% | 10.64% |
| Tangible equity to tangible assets ⁽²⁾ | 8.04 | 9.22 | 9.96 | 9.20 | 9.53 |

- (1) Certain performance indicators includes the effect of acquisitions from the date of each acquisition. On July 1, 2017, the Company acquired Citizens Bancshares, Inc. and its wholly-owned subsidiary, Citizens Bank, by merger with and into the Company and Bank, respectively. On December 1, 2017, the Company acquired BOJ Bancshares, Inc. and its wholly-owned subsidiary, The Highlands Bank, by merger with and into the Company and Bank, respectively. On March 1, 2019, the Company acquired Mainland Bank, by merger with and into the Bank. On November 1, 2019, the Company acquired Bank of York, by merger with and into the Bank. On February 21, 2020, the Company acquired two branches from PlainsCapital Bank by purchase and assumption agreement with and into the Bank. On April 1, 2021, the Company acquired Cheaha Financial Group, Inc. and its wholly-owned subsidiary Cheaha Bank, by merger with and into the Company and Bank, respectively.
- (2) Non-GAAP financial measure. See reconciliation below.

Certain Performance Indicators: Non-GAAP Financial Measures

Our accounting and reporting policies conform to accounting principles generally accepted in the United States, or GAAP, and the prevailing practices in the banking industry. However, we also evaluate our performance based on certain additional metrics. The efficiency ratio, tangible book value per share, and the ratio of tangible equity to tangible assets are not financial measures recognized under GAAP and, therefore, are considered non-GAAP financial measures.

[Table of Contents](#)

Our management, banking regulators, financial analysts and investors use these non-GAAP financial measures to compare the capital adequacy of banking organizations with significant amounts of preferred equity and/or goodwill or other intangible assets, which typically stem from the use of the purchase accounting method of accounting for mergers and acquisitions. Tangible equity, tangible assets, tangible book value per share or related measures should not be considered in isolation or as a substitute for total stockholders' equity, total assets, book value per share or any other measure calculated in accordance with GAAP. Moreover, the manner in which we calculate tangible equity, tangible assets, tangible book value per share and any other related measures may differ from that of other companies reporting measures with similar names. The following table reconciles, as of the dates set forth below, stockholders' equity (on a GAAP basis) to tangible equity and total assets (on a GAAP basis) to tangible assets and calculates both our tangible book value per share and efficiency ratio (dollars in thousands).

| | As of and for the year ended December 31, | | | | |
|---|---|---------------------|---------------------|---------------------|---------------------|
| | 2021 | 2020 | 2019 | 2018 | 2017 |
| Total stockholders' equity - GAAP | \$ 242,598 | \$ 243,284 | \$ 241,976 | \$ 182,262 | \$ 172,729 |
| Adjustments: | | | | | |
| Goodwill | 40,088 | 28,144 | 26,132 | 17,424 | 17,086 |
| Core deposit intangible | 3,848 | 3,988 | 4,803 | 2,263 | 2,740 |
| Trademark intangible | 100 | 100 | 100 | 100 | 100 |
| Tangible equity | \$ 198,562 | \$ 211,052 | \$ 210,941 | \$ 162,475 | \$ 152,803 |
| Total assets - GAAP | \$ 2,513,203 | \$ 2,321,181 | \$ 2,148,916 | \$ 1,786,469 | \$ 1,622,734 |
| Adjustments: | | | | | |
| Goodwill | 40,088 | 28,144 | 26,132 | 17,424 | 17,086 |
| Core deposit intangible | 3,848 | 3,988 | 4,803 | 2,263 | 2,740 |
| Trademark intangible | 100 | 100 | 100 | 100 | 100 |
| Tangible assets | \$ 2,469,167 | \$ 2,288,949 | \$ 2,117,881 | \$ 1,766,682 | \$ 1,602,808 |
| Total shares outstanding | 10,343,494 | 10,608,869 | 11,228,775 | 9,484,219 | 9,514,926 |
| Book value per share | \$ 23.45 | \$ 22.93 | \$ 21.55 | \$ 19.22 | \$ 18.15 |
| Effect of adjustments | (4.25) | (3.04) | (2.76) | (2.09) | (2.09) |
| Tangible book value per share | \$ 19.20 | \$ 19.89 | \$ 18.79 | \$ 17.13 | \$ 16.06 |
| Total equity to total assets | 9.65% | 10.48% | 11.26% | 10.20% | 10.64% |
| Effect of adjustments | (1.61) | (1.26) | (1.30) | (1.00) | (1.11) |
| Tangible equity to tangible assets | 8.04% | 9.22% | 9.96% | 9.20% | 9.53% |
| Efficiency ratio⁽¹⁾ | | | | | |
| Noninterest expense | \$ 63,062 | \$ 57,131 | \$ 48,168 | \$ 41,882 | \$ 32,342 |
| Net interest income | 83,814 | 73,534 | 64,818 | 57,370 | 42,517 |
| Noninterest income | 12,042 | 12,096 | 6,216 | 4,318 | 3,815 |
| Efficiency ratio | 65.79% | 66.72% | 67.81% | 67.89% | 69.80% |

(1) Calculated as noninterest expense divided by the sum of net interest income (before provision for loan losses) and noninterest income.

Critical Accounting Estimates

The preparation of our consolidated financial statements in accordance with GAAP requires us to make estimates and judgments that affect our reported amounts of assets, liabilities, income and expenses and related disclosure of contingent assets and liabilities. Although independent third parties are often engaged to assist us in the estimation process, management evaluates the results, challenges assumptions used and considers other factors which could impact these estimates. Actual results may differ from these estimates under different assumptions or conditions.

For more detailed information about our accounting policies, please refer to Note 1, Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements contained in *Item 8. Financial Statements and Supplementary Data*. The following discussion presents our critical accounting estimates, which are those estimates made in accordance with GAAP that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition or results of operations. We believe that the judgments, estimates and assumptions that we use in the preparation of our consolidated financial statements are appropriate.

Allowance for Loan Losses. One of the accounting policies most important to the presentation of our financial statements relates to the allowance for loan losses and the related provision for loan losses. The allowance for loan losses is established as losses are estimated through a provision for loan losses charged to earnings. The allowance for loan losses is based on the amount that management believes will be adequate to absorb probable losses inherent in the loan portfolio based on, among other things, evaluations of the collectability of loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect borrowers' ability to pay. Another component of the allowance is losses on loans assessed as impaired under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 310, *Receivables* ("ASC 310"). The balance of the loans determined to be impaired under ASC 310 and the related allowance is included in management's estimation and analysis of the allowance for loan losses. Allowances for impaired loans are generally determined based on collateral values or the present value of estimated cash flows.

The determination of the appropriate level of the allowance is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. We have an established methodology to determine the adequacy of the allowance for loan losses that assesses the risks and losses inherent in our portfolio and portfolio segments. We have an internally developed model that requires significant judgment to determine the estimation method that fits the credit risk characteristics of the loans in our portfolio and portfolio segments. Qualitative and environmental factors that may not be directly reflected in quantitative estimates include: asset quality trends, changes in loan concentrations, new products and process changes, changes and pressures from competition, changes in lending policies and underwriting practices, trends in the nature and volume of the loan portfolio, and national and regional economic trends. Changes in these factors are considered in determining changes in the allowance for loan losses. The impact of these factors on our qualitative assessment of the allowance for loan losses can change from period to period based on management's assessment of the extent to which these factors are already reflected in historic loss rates. The uncertainty inherent in the estimation process is also considered in evaluating the allowance for loan losses.

Acquisition Accounting. We account for our acquisitions under ASC Topic 805, *Business Combinations* ("ASC 805"), which requires the use of the purchase method of accounting. All identifiable assets acquired, including loans, are recorded at fair value (which is discussed below). The excess purchase price over the fair value of net assets acquired is recorded as goodwill. If the fair value of the net assets acquired exceeds the purchase price, a bargain purchase gain is recognized.

Because the fair value measurements incorporate assumptions regarding credit risk, no allowance for loan losses related to the acquired loans is recorded on the acquisition date. The fair value measurements of acquired loans are based on estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows. The fair value adjustment is amortized over the life of the loan using the effective interest method.

The Company accounts for acquired impaired loans under ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality* ("ASC 310-30"). An acquired loan is considered impaired when there is evidence of credit deterioration since origination and it is probable at the date of acquisition that we will be unable to collect all contractually required payments. ASC 310-30 prohibits the carryover of an allowance for loan losses for acquired impaired loans. Over the life of the acquired loans, we continually estimate the cash flows expected to be collected on individual loans or on pools of loans sharing common risk characteristics. As of the end of each fiscal quarter, we evaluate the present value of the acquired loans using the effective interest rates. For any increases in cash flows expected to be collected, we adjust the amount of accretible yield recognized on a prospective basis over the loan's or pool's remaining life, while we recognize a provision for loan loss in the consolidated statement of operations if the cash flows expected to be collected have decreased.

Overview of Financial Condition and Results of Operations

Net income for the year ended December 31, 2021 totaled \$8.0 million, or \$0.76 per diluted share, compared to \$13.9 million, or \$1.27 per diluted share, for the year ended December 31, 2020. This represents a \$5.9 million, or a 42.4%, decrease in net income. The decrease can mainly be attributed to the Company's increased provision for loan losses during 2021, which includes an impairment charge of \$21.6 million recorded in the third quarter as a result of Hurricane Ida, as discussed further below. The Company also experienced an increase in noninterest expense as a result of growth organically and through acquisition. We had record quarterly net income in each quarter of 2021 other than the third quarter, as market conditions improved and our cost of funds decreased compared to 2020.

Key components of the Company's performance during the year ended December 31, 2021 are summarized below.

- Total assets grew to \$2.5 billion at December 31, 2021, an increase of 8.3% from \$2.3 billion at December 31, 2020.
- Total loans, net of allowance for loan losses at December 31, 2021 were \$1.9 billion, an increase of \$11.2 million, or 0.6% compared to \$1.8 billion at December 31, 2020.
- Total deposits were \$2.1 billion at December 31, 2021, an increase of \$232.4 million, or 12.3%, compared to deposits of \$1.9 billion at December 31, 2020. Noninterest-bearing deposits increased \$137.2 million, or 30.6%, to \$585.5 million compared to \$448.2 million at December 31, 2020.
- Net interest income for the year ended December 31, 2021 was \$83.8 million, an increase of \$10.3 million, or 14.0%, compared to \$73.5 million for the year ended December 31, 2020, driven primarily by an increase in the volume of interest-earning assets and a decrease in the rates paid on interest-bearing liabilities.
- On April 1, 2021, the Company completed its acquisition of Cheaha Financial Group, Inc. ("Cheaha"), an Alabama state bank headquartered in Oxford, Alabama, and its wholly-owned subsidiary, Cheaha Bank. See further discussion in *Acquisitions* below.

Certain Events That Affect Year-over-Year Comparability

COVID-19 Pandemic. For an overview of the impacts of the COVID-19 pandemic on our business, please see “COVID-19 – Summary of Impact on our Operations and Financial Results” above and our discussion throughout this report.

Acquisitions. On March 1, 2019, the Company completed the acquisition of Mainland Bank (“Mainland”), a Texas state bank located in Texas City, Texas. The Company acquired 100% of Mainland’s outstanding common shares for approximately \$18.6 million in the form of 763,849 shares of the Company’s common stock. The acquisition of Mainland expanded the Company’s branch footprint into Texas and increased the core deposit base to help position the Company to continue to grow. On the date of acquisition, Mainland had total assets with a fair value of approximately \$127.6 million, \$81.3 million in loans, and \$107.6 million in deposits, and served the residents of Harris and Galveston counties through three branch locations. The Company recorded a core deposit intangible and goodwill of \$2.4 million and \$5.2 million, respectively, related to the acquisition of Mainland. In the fourth quarter of 2021, the Dickinson, Texas branch location was closed and the property was sold in February 2022.

On November 1, 2019, the Company completed the acquisition of Bank of York, an Alabama state bank located in York, Alabama. All of the issued and outstanding shares of Bank of York common stock were converted into aggregate cash merger consideration of \$15.0 million. The acquisition of Bank of York expanded the Company’s branch footprint into Alabama. On the date of acquisition, Bank of York had total assets with a fair value of \$101.9 million, \$46.1 million in loans, and \$85.0 million in deposits, and served the residents of Sumter County through two branch locations and one loan production office in Tuscaloosa County. The Company recorded a core deposit intangible and goodwill of \$0.9 million and \$5.0 million, respectively, related to the acquisition of Bank of York.

On February 21, 2020, the Bank completed the acquisition and assumption of certain assets, deposits and other liabilities associated with the Alice and Victoria, Texas branch locations of PlainsCapital Bank, a wholly-owned subsidiary of Hilltop Holdings Inc., for an aggregate cash consideration of approximately \$11.2 million. The Bank acquired approximately \$45.3 million in loans and \$37.0 million in deposits. In addition, the Bank acquired substantially all the fixed assets at the branch locations, and assumed the leases for the branch facilities. The Company recorded a core deposit intangible and goodwill of \$0.2 million and \$0.5 million, respectively, related to the acquisition.

On April 1, 2021, the Company completed its acquisition of Cheaha, an Alabama state bank headquartered in Oxford, Alabama, and its wholly-owned subsidiary, Cheaha Bank. All of the issued and outstanding shares of Cheaha were converted into aggregate cash merger consideration of \$41.1 million. On the date of the acquisition, Cheaha had total assets with a fair value of \$240.8 million, including \$120.4 million in loans, assumed \$207.0 million in deposits, and served the residents of Calhoun County, Alabama through four branch locations. The Company recorded a core deposit intangible and goodwill of \$0.8 million and \$11.9 million, respectively, related to the acquisition of Cheaha.

Hurricane Ida. On August 29, 2021, Hurricane Ida hit the Louisiana coast as a category 4 hurricane. Though Hurricane Ida did not cause significant physical damage to our branch locations, the storm devastated some of our market areas. The Company set up programs to help employees and customers experiencing financial difficulty as a result of the hurricane, including a deferral program discussed further in *Discussion and Analysis of Financial Condition – Loans – Loan Deferral Program* below. Additionally, the Company recorded an impairment charge of \$21.6 million in the third quarter of 2021 related to a lending relationship with related borrowers (collectively, the “Borrower”) consisting of multiple loans that are secured by various types of collateral, including real estate, inventory, and equipment. As a result of Hurricane Ida’s impact on the Borrower’s business operations, some of the collateral securing the loan relationship, including real estate, inventory, and equipment, experienced a significant reduction in value.

Debt and Equity Raise. During the fourth quarter of 2019, we completed both a subordinated debt issuance and a common stock offering. We issued and sold \$25.0 million in fixed-to-floating rate subordinated notes due in 2029. The common stock offering generated net proceeds of \$28.5 million through the issuance of 1.3 million common shares at a price of \$23.25 per share. The proceeds from the subordinated debt issuance and common stock offering were raised for general corporate purposes and potential strategic acquisitions.

Discussion and Analysis of Financial Condition

Total assets were \$2.5 billion at December 31, 2021, an increase of 8.3% compared to total assets of \$2.3 billion at December 31, 2020. Our total assets of \$2.3 billion at December 31, 2020 represents an 8.0% increase compared to total assets of \$2.1 billion at December 31, 2019. The growth experienced since December 31, 2019 can mainly be attributed to \$180.7 million growth in loans, \$23.3 million of which is PPP loans, the acquisition of Cheaha completed in April 2021 which added assets with a fair value of \$240.8 million, as well as the acquisition of two branch locations from PlainsCapital Bank in February 2020 which added assets with a fair value of \$48.8 million.

Loans

General. Loans, excluding loans held for sale, constitute our most significant asset, comprising 74%, 80%, and 79% of our total assets at December 31, 2021, 2020 and 2019, respectively. Loans increased \$11.7 million, or 0.6%, to \$1.9 billion at December 31, 2021 from \$1.9 billion at December 31, 2020. Loans increased \$168.3 million, or 9.9%, to \$1.9 billion at December 31, 2020 from \$1.7 billion at December 31, 2019.

Beginning in the second quarter of 2020, the Bank has participated as a lender in the PPP as established by the CARES Act. At December 31, 2021, the balance, net of repayments, of the Bank's PPP loans originated was \$23.3 million, compared to \$94.5 million at December 31, 2020, and is included in the commercial and industrial loan portfolio. Eighty-seven percent of the total number of PPP loans we have originated have principal balances of \$150,000 or less. At December 31, 2021, approximately 86% of the total balance of PPP loans originated have been forgiven by the SBA or paid off by the customer.

Excluding loans acquired from Cheaha on April 1, 2021 with an aggregate balance of \$96.3 million at December 31, 2021 and PPP loans with a total balance of \$23.3 million (\$0.3 million acquired from Cheaha) and \$94.5 million at December 31, 2021 and December 31, 2020, respectively, total loans at December 31, 2021 decreased \$13.2 million, or 0.7%, compared to December 31, 2020.

The table below sets forth the balance of loans outstanding by loan type as of the dates presented, and the percentage of each loan type to total loans (dollars in thousands).

| | December 31, | | | | | |
|-------------------------------|---------------------|------------------------------|---------------------|------------------------------|---------------------|------------------------------|
| | 2021 | | 2020 | | 2019 | |
| | Amount | Percentage of Total Loans | Amount | Percentage of Total Loans | Amount | Percentage of Total Loans |
| Mortgage loans on real estate | | | | | | |
| Construction and development | \$ 203,204 | 10.9% | \$ 206,011 | 11.1% | \$ 197,797 | 11.7% |
| 1-4 Family | 364,307 | 19.4 | 339,525 | 18.2 | 321,489 | 19.0 |
| Multifamily | 59,570 | 3.2 | 60,724 | 3.3 | 60,617 | 3.6 |
| Farmland | 20,128 | 1.1 | 26,547 | 1.4 | 27,780 | 1.6 |
| Commercial real estate | | | | | | |
| Owner-occupied | 460,205 | 24.6 | 375,421 | 20.2 | 352,324 | 20.8 |
| Nonowner-occupied | 436,172 | 23.3 | 436,974 | 23.5 | 378,736 | 22.4 |
| Commercial and industrial | 310,831 | 16.6 | 394,497 | 21.2 | 323,786 | 19.2 |
| Consumer | 17,595 | 0.9 | 20,619 | 1.1 | 29,446 | 1.7 |
| Total loans | 1,872,012 | 100% | 1,860,318 | 100% | 1,691,975 | 100% |
| Loans held for sale | 620 | | — | | — | |
| Total gross loans | <u>\$ 1,872,632</u> | | <u>\$ 1,860,318</u> | | <u>\$ 1,691,975</u> | |

At December 31, 2021, the Company's total business lending portfolio, which consists of loans secured by owner-occupied commercial real estate properties and commercial and industrial loans, was \$771.0 million, an increase of \$1.1 million, or 0.1%, compared to the business lending portfolio of \$769.9 million at December 31, 2020. The business lending portfolio at December 31, 2020 increased \$93.8 million, or 13.9%, compared to \$676.1 million at December 31, 2019. The increase in owner-occupied commercial real estate as of December 31, 2021 was the primary driver of the increase in the business lending portfolio compared to December 31, 2020, and was partially offset by the forgiveness of PPP loans.

Our focus on a relationship-driven banking strategy and hiring of experienced commercial lenders are the primary reasons we experienced our largest organic loan growth in owner-occupied commercial real estate. We have increased our focus on commercial real estate loans and commercial and industrial loans. In addition, we completed the acquisition of two branch locations from PlainsCapital in February 2020, as well as the acquisition of Cheaha in April 2021, which increased the overall balance of our loans.

[Table of Contents](#)

The following table sets forth loans outstanding at December 31, 2021, excluding loans held for sale, which, based on remaining scheduled repayments of principal, are due in the periods indicated, as well as the amount of loans with fixed and variable rates in each maturity range. Loans with balloon payments and longer amortizations are often repriced and extended beyond the initial maturity when credit conditions remain satisfactory. Demand loans, loans having no stated schedule of repayments and no stated maturity, and overdrafts are reported below as due in one year or less.

| <i>(dollars in thousands)</i> | One Year or Less | After One Year Through Five Years | After Five Years Through Ten Years | After Ten Years Through Fifteen Years | After Fifteen Years | Total |
|--|-----------------------------|--|---|--|--------------------------------|---------------------|
| Mortgage loans on real estate: | | | | | | |
| Construction and development | \$ 149,982 | \$ 18,183 | \$ 24,262 | \$ 9,389 | \$ 1,388 | \$ 203,204 |
| 1-4 Family | 56,916 | 82,765 | 51,558 | 23,141 | 149,927 | 364,307 |
| Multifamily | 16,197 | 39,361 | 2,492 | 381 | 1,139 | 59,570 |
| Farmland | 7,594 | 7,288 | 5,101 | 145 | — | 20,128 |
| Commercial real estate | | | | | | |
| Owner-occupied | 46,153 | 109,038 | 182,976 | 99,053 | 22,985 | 460,205 |
| Nonowner-occupied | 60,402 | 196,207 | 142,759 | 36,487 | 317 | 436,172 |
| Commercial and industrial | 157,621 | 97,167 | 35,252 | 13,159 | 7,632 | 310,831 |
| Consumer | 4,793 | 10,869 | 1,546 | 383 | 4 | 17,595 |
| Total loans | \$ 499,658 | \$ 560,878 | \$ 445,946 | \$ 182,138 | \$ 183,392 | \$ 1,872,012 |
| Loans with fixed rates: | | | | | | |
| Mortgage loans on real estate: | | | | | | |
| Construction and development | \$ 26,083 | \$ 18,168 | \$ 24,262 | \$ 9,389 | \$ 1,388 | \$ 79,290 |
| 1-4 Family | 27,611 | 75,103 | 48,842 | 23,141 | 149,927 | 324,624 |
| Multifamily | 12,571 | 35,481 | 2,492 | 381 | 1,139 | 52,064 |
| Farmland | 3,371 | 5,693 | 5,101 | 145 | — | 14,310 |
| Commercial real estate | | | | | | |
| Owner-occupied | 15,777 | 92,780 | 138,321 | 81,075 | 16,025 | 343,978 |
| Nonowner-occupied | 21,573 | 184,186 | 100,234 | 18,042 | 317 | 324,352 |
| Commercial and industrial | 32,436 | 86,302 | 35,252 | 13,159 | 797 | 167,946 |
| Consumer | 3,485 | 10,869 | 1,546 | 383 | 4 | 16,287 |
| Total loans with fixed rates | \$ 142,907 | \$ 508,582 | \$ 356,050 | \$ 145,715 | \$ 169,597 | \$ 1,322,851 |
| Loans with variable rates: | | | | | | |
| Mortgage loans on real estate: | | | | | | |
| Construction and development | \$ 123,899 | \$ 15 | \$ — | \$ — | \$ — | \$ 123,914 |
| 1-4 Family | 29,305 | 7,662 | 2,716 | — | — | 39,683 |
| Multifamily | 3,626 | 3,880 | — | — | — | 7,506 |
| Farmland | 4,223 | 1,595 | — | — | — | 5,818 |
| Commercial real estate | | | | | | |
| Owner-occupied | 30,376 | 16,258 | 44,655 | 17,978 | 6,960 | 116,227 |
| Nonowner-occupied | 38,829 | 12,021 | 42,525 | 18,445 | — | 111,820 |
| Commercial and industrial | 125,185 | 10,865 | — | — | 6,835 | 142,885 |
| Consumer | 1,308 | — | — | — | — | 1,308 |
| Total loans with variable rates | \$ 356,751 | \$ 52,296 | \$ 89,896 | \$ 36,423 | \$ 13,795 | \$ 549,161 |

Loan Concentrations. Loan concentrations are considered to exist when there are amounts loaned to multiple borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. At December 31, 2021 and December 31, 2020, we had no concentrations of loans exceeding 10% of total loans other than loans in the categories listed in the table above.

Our loan portfolio, excluding loans held for sale, includes loans to businesses in certain industries that may be more significantly affected by the pandemic than others. These loans, including loans related to oil and gas, food services, hospitality, and entertainment, represented approximately 5.6% of our total loan portfolio, or 5.4% excluding PPP loans, at December 31, 2021, compared to 6.6% of our total portfolio, or 5.7% excluding PPP loans, at December 31, 2020 as shown below.

| Industry | Percentage of Loan Portfolio December 31, 2021 | Percentage of Loan Portfolio December 31, 2021 (excluding PPP loans) | Percentage of Loan Portfolio December 31, 2020 | Percentage of Loan Portfolio December 31, 2020 (excluding PPP loans) |
|-----------------|---|---|---|---|
| Oil and gas | 2.2% | 2.1% | 3.3% | 2.6% |
| Food services | 2.3 | 2.2 | 2.5 | 2.3 |
| Hospitality | 0.5 | 0.5 | 0.4 | 0.4 |
| Entertainment | 0.6 | 0.6 | 0.4 | 0.4 |
| Total | 5.6% | 5.4% | 6.6% | 5.7% |

Loan Deferral Program. In response to the COVID-19 pandemic, beginning in the first quarter of 2020, the Bank offered short-term modifications to borrowers impacted by the pandemic who were current and otherwise not past due. These included short-term modifications of 90 days or less, in the form of deferrals of payment of principal and interest, principal only, or interest only, and fee waivers. As 90-day loan deferrals have expired, most customers have returned to their regular payment schedules. In accordance with Section 4013 of the CARES Act and the interagency statement, we have not accounted for such loans as TDRs, nor have we designated them as past due or nonaccrual. The Bank ceased offering loan deferrals related to COVID-19 during the fourth quarter of 2021. At December 31, 2021, less than \$0.2 million remained on deferral, compared to approximately \$5.9 million, or 0.3% of the total loan portfolio at December 31, 2020.

The Bank also instituted a 90-day deferral program for eligible customers who were impacted by Hurricane Ida beginning in the third quarter of 2021. The Bank has provided payment deferrals on approximately \$50.0 million of loans. At December 31, 2021, Investstar had approximately \$2.4 million, or 0.1% of the total loan portfolio, remaining on a 90-day deferral plan related to Hurricane Ida.

Investment Securities

We purchase investment securities primarily to provide a source for meeting liquidity needs, with return on investment as a secondary consideration. We also use investment securities as collateral for certain deposits and other types of borrowing. Investment securities represented 15% of our total assets and totaled \$365.8 million at December 31, 2021, an increase of \$84.9 million, or 30.2%, from \$280.8 million at December 31, 2020. The increase in investment securities at December 31, 2021 compared to December 31, 2020 resulted from purchases of multiple investment types in our current portfolio.

The table below shows the carrying value of our investment securities portfolio by investment type and the percentage that such investment type comprises of our entire portfolio as of the dates indicated (dollars in thousands).

| | December 31, | | | |
|--|-------------------|----------------------------|-------------------|----------------------------|
| | 2021 | | 2020 | |
| | Balance | Percentage of Portfolio | Balance | Percentage of Portfolio |
| Obligations of U.S. government agencies and corporations | \$ 21,268 | 5.8% | \$ 36,821 | 13.1% |
| Obligations of state and political subdivisions | 39,495 | 10.8 | 30,362 | 10.8 |
| Corporate bonds | 27,667 | 7.6 | 27,708 | 9.8 |
| Residential mortgage-backed securities | 203,249 | 55.6 | 126,807 | 45.2 |
| Commercial mortgage-backed securities | 74,085 | 20.2 | 59,146 | 21.1 |
| Total investment securities | <u>\$ 365,764</u> | <u>100%</u> | <u>\$ 280,844</u> | <u>100%</u> |

The investment portfolio consists of available for sale and held to maturity securities. We do not hold any investments classified as trading. We classify debt securities as held to maturity if management has the positive intent and ability to hold the securities to maturity. Held to maturity securities are stated at amortized cost. Securities not classified as held to maturity are classified as available for sale and are stated at fair value. The carrying values of the Company's available for sale securities are adjusted for unrealized gains or losses as valuation allowances, and any gains or losses are reported on an after-tax basis as a component of other comprehensive income. Any expected credit loss due to the inability to collect all amounts due according to the security's contractual terms is recognized as a charge against earnings. Any remaining unrealized loss related to other factors would be recognized in other comprehensive income, net of taxes.

Typically, our investment securities are available for sale. There were no purchases of held to maturity securities during the years ended December 31, 2021 and 2020. In the year ended December 31, 2021, we purchased \$255.5 million of investment securities, compared to purchases of \$127.1 million during the year ended December 31, 2020. Mortgage-backed securities represented 73% and 58% of the available for sale securities we purchased in 2021 and 2020, respectively. Of the remaining securities purchased in 2021 and 2020, 18%, and 22%, respectively, were U.S. government agency securities, while 5% and 7%, respectively, were municipal securities. We only purchase corporate bonds that are investment grade securities issued by seasoned corporations.

[Table of Contents](#)

The table below sets forth the stated maturities and weighted average yields of our investment debt securities based on the amortized cost of our investment portfolio as of December 31, 2021 (dollars in thousands).

| | One Year or Less | | After One Year Through Five Years | | After Five Years Through Ten Years | | After Ten Years | |
|--|------------------|-------|--------------------------------------|-------|---------------------------------------|-------|-------------------|-------|
| | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield |
| Held to maturity: | | | | | | | | |
| Obligations of states and political subdivisions | \$ 870 | 5.88% | \$ 1,875 | 5.88% | \$ 4,165 | 3.59% | \$ — | —% |
| Residential mortgage-backed securities | — | — | — | — | — | — | 3,345 | 2.93 |
| Available for sale: | | | | | | | | |
| Obligations of U.S. government agencies and corporations | 1 | 2.51 | 3,091 | 2.63 | 18,051 | 2.27 | — | — |
| Obligations of states and political subdivisions | 25 | 2.66 | 770 | 3.05 | 15,344 | 2.19 | 16,191 | 3.54 |
| Corporate bonds | 700 | 6.75 | 8,049 | 1.73 | 15,028 | 3.70 | 4,000 | 2.69 |
| Residential mortgage-backed securities | — | — | — | — | 246 | 1.99 | 200,450 | 1.92 |
| Commercial mortgage-backed securities | — | — | 2,279 | 2.59 | 3,319 | 1.71 | 69,095 | 1.82 |
| | <u>\$ 1,596</u> | | <u>\$ 16,064</u> | | <u>\$ 56,153</u> | | <u>\$ 293,081</u> | |

The maturity of mortgage-backed securities reflects scheduled repayments based upon the contractual maturities of the securities. Weighted average yields on tax-exempt obligations have been computed on a fully tax equivalent basis assuming a federal tax rate of 21%.

Premises and Equipment

Bank premises and equipment increased \$1.8 million, or 3.2%, to \$58.1 million at December 31, 2021 from \$56.3 million at December 31, 2020. The increase was attributable to the acquisition of four branch locations in Calhoun County, Alabama which increased bank premises and equipment by \$5.4 million, and was partially offset by the closure of two branches in Louisiana which decreased bank premises and equipment by \$2.3 million. Bank premises and equipment increased \$5.4 million, or 10.6%, to \$56.3 million at December 31, 2020 from \$50.9 million at December 31, 2019. The increase was mainly attributable to the acquisition of two branch locations in Alice and Victoria, Texas which added \$2.8 million in bank premises and equipment, and the addition of two de novo branches.

Deferred Tax Asset/Liability

At December 31, 2021, the net deferred tax asset was \$2.2 million, compared to a net deferred tax asset of \$1.4 million and a net deferred tax liability of \$0.1 million at December 31, 2020 and 2019, respectively. The increase in the deferred tax asset at December 31, 2021 compared to December 31, 2020 was primarily driven by the deferred compensation agreements acquired from Cheaha in April 2021 and a timing difference in recognizing payroll tax expenses. The decrease in the deferred tax liability at December 31, 2019 to a net deferred tax asset at December 31, 2020 was primarily driven by the increased provisioning for loan losses during 2020 compared to 2019 as a result of uncertainty surrounding the pandemic. The provision for loan losses is not tax deductible until loans are charged off, causing an increase in the deferred tax asset at December 31, 2020.

The Bank acquired net operating loss carryforwards as a result of acquisitions. At December 31, 2021, we held approximately \$0.2 million and \$1.3 million in net operating loss carryforwards that expire in 2033 and 2039, respectively. U.S. tax law imposes annual limitations under Internal Revenue Code Section 382 on the amount of net operating loss carryforwards that may be used to offset federal taxable income. Under these laws, we may apply up to approximately \$0.7 million to offset our taxable income each year. In addition to this limitation, our ability to utilize net operating loss carryforwards depends upon the Company generating taxable income. Given the substantial amount of time before our net operating loss carryforwards begin to expire, we currently expect to utilize these net operating loss carryforwards in full before their expiration.

Deposits

The following table sets forth the composition of our deposits and the percentage of each deposit type to total deposits at December 31, 2021 and 2020 (dollars in thousands).

| | December 31, | | | |
|-------------------------------------|---------------------|------------------------------------|---------------------|------------------------------------|
| | 2021 | | 2020 | |
| | Amount | Percentage of Total Deposits | Amount | Percentage of Total Deposits |
| Noninterest-bearing demand deposits | \$ 585,465 | 27.6% | \$ 448,230 | 23.7% |
| Interest-bearing demand deposits | 650,868 | 30.7 | 496,745 | 26.3 |
| Brokered deposits | — | — | 80,017 | 4.2 |
| Money market deposit accounts | 255,501 | 12.1 | 186,307 | 9.9 |
| Savings accounts | 180,837 | 8.5 | 141,134 | 7.5 |
| Time deposits | 447,595 | 21.1 | 535,391 | 28.4 |
| Total deposits | <u>\$ 2,120,266</u> | <u>100%</u> | <u>\$ 1,887,824</u> | <u>100%</u> |

Total deposits were \$2.1 billion at December 31, 2021, an increase of \$232.4 million, or 12.3%, from total deposits of \$1.9 billion at December 31, 2020. The Company assumed approximately \$207.0 million in deposits from Cheaha in April 2021. The Bank utilized brokered deposits to satisfy the borrowings under its interest rate swap agreements due to more favorable pricing. In the third quarter of 2021, the Company terminated multiple swap agreements, the borrowings for which matured in October 2021. Therefore, the Company had no brokered deposits at December 31, 2021. The remaining increase is due to organic growth, partially offset by a decrease in time deposits in alignment with our strategy discussed below.

The COVID-19 pandemic has created a significant amount of excess liquidity in the market, and, as a result, we experienced increases in both noninterest and interest-bearing demand deposits, and in money market deposit accounts and savings accounts at December 31, 2021 compared to December 31, 2020. These increases were primarily driven by reduced spending by consumer and business customers related to the COVID-19 pandemic, and increases in PPP borrowers' deposit accounts. We believe these factors may be temporary depending on the future economic effects of the COVID-19 pandemic.

As the state of the economy and financial markets remained uncertain during 2021 in response to the global pandemic, customers desired increased security of funds and transferred holdings into fully-insured checking accounts, or our Assured Checking product, shown in interest-bearing demand deposits in the table above. Our deposit mix improved as management continued its strategy to either reprice or run-off higher yielding time deposits and other interest-bearing deposit products during the year ended December 31, 2021, which contributed to our decreased cost of deposits compared to the same period in 2020, discussed in *Results of Operations* below.

Estimated uninsured deposits were \$719.8 million and \$533.6 million at December 31, 2021 and 2020, respectively. The estimates are based on the same methodologies and assumptions used for our regulatory reporting requirements. The insured deposit data for 2021 and 2020 does not reflect an evaluation of all of the account ownership category distinctions that would determine the availability of deposit insurance to individual accounts based on FDIC regulations.

The following table shows scheduled maturities of time deposits in excess of the FDIC insurance limit of \$250,000 at December 31, 2021 and 2020 (dollars in thousands).

| | December 31, | |
|---------------------------------------|------------------|------------------|
| | 2021 | 2020 |
| Time remaining until maturity: | | |
| Three months or less | \$ 21,644 | \$ 20,861 |
| Over three months through six months | 16,490 | 11,352 |
| Over six months through twelve months | 25,024 | 32,036 |
| Over twelve months | 14,211 | 20,538 |
| | <u>\$ 77,369</u> | <u>\$ 84,787</u> |

Borrowings

Total borrowings include securities sold under agreements to repurchase, federal funds purchased, advances from the Federal Home Loan Bank (“FHLB”), unsecured lines of credit with First National Bankers Bank (“FNBB”) and The Independent Bankers Bank (“TIB”) totaling \$60.0 million, subordinated debt issued in 2017 and 2019, and junior subordinated debentures assumed through acquisitions.

Our advances from the FHLB were \$78.5 million at December 31, 2021, a decrease of \$42.0 million from FHLB advances of \$120.5 million at December 31, 2020 as we utilized available cash to pay off a portion of advances. We had no outstanding balances drawn on the unsecured lines of credit at December 31, 2021 or 2020. Securities sold under agreements to repurchase increased \$0.1 million to \$5.8 million at December 31, 2021 from \$5.7 million at December 31, 2020. Junior subordinated debt of \$8.4 million and \$5.9 million at December 31, 2021 and 2020, respectively, represents the junior subordinated debentures that we assumed in connection with our acquisitions of Cheaha in 2021, BOJ Bancshares, Inc. in 2017 (“BOJ”), and First Community Bank in 2013.

The average balances and cost of funds of short-term borrowings at December 31, 2021, 2020 and 2019 are summarized in the table below (dollars in thousands).

| | Average Balances | | | Cost of Funds | | |
|---|------------------|-----------|------------|---------------|-------|-------|
| | December 31, | | | December 31, | | |
| | 2021 | 2020 | 2019 | 2021 | 2020 | 2019 |
| Federal funds purchased and other short-term borrowings | \$ 3,242 | \$ 60,243 | \$ 110,603 | 0.20% | 1.15% | 2.09% |
| Securities sold under agreements to repurchase | 6,081 | 5,080 | 2,936 | 0.21 | 0.30 | 1.32 |
| Total short-term borrowings | \$ 9,323 | \$ 65,323 | \$ 113,539 | 0.20% | 1.09% | 2.07% |

2029 Notes. On November 12, 2019, the Company issued \$25.0 million in aggregate principal amount of its 5.125% Fixed-to-Floating Rate Subordinated 2029 Notes due 2029 (“2029 Notes”) at 100% of their face amount in a private placement to certain institutional and other accredited investors. The 2029 Notes have a maturity date of December 30, 2029. From and including the date of issuance to, but excluding December 30, 2024, the 2029 Notes will bear interest at an initial fixed rate of 5.125% per annum, payable semi-annually in arrears. From and including December 30, 2024 and thereafter, the 2029 Notes will bear interest at a floating rate equal to the then-current three-month LIBOR as calculated on each applicable date of determination, or an alternative rate determined in accordance with the terms of the 2029 Notes if the three-month LIBOR cannot be determined, plus 3.490%, payable quarterly in arrears.

The Company may redeem the 2029 Notes, in whole or in part, on or after December 30, 2024 or, in whole but not in part, under certain limited circumstances set forth in the 2029 Notes. Any redemption by the Company would be at a redemption price equal to 100% of the principal balance being redeemed, together with any accrued and unpaid interest to the date of redemption.

Principal and interest on the 2029 Notes are not subject to acceleration, except upon certain bankruptcy-related events. The 2029 Notes are unsecured, subordinated obligations of the Company and rank junior in right of payment to the Company’s current and future senior indebtedness and to the Company’s obligations to its general creditors. The 2029 Notes are obligations of the Company only and are not obligations of, and are not guaranteed by, any of the Company’s subsidiaries. The 2029 Notes are structured to qualify as Tier 2 capital for regulatory capital purposes.

2027 Notes. On March 24, 2017, the Company issued \$18.6 million in aggregate principal amount of its 6.00% Fixed-to-Floating Rate Subordinated Notes due 2027 (the “2027 Notes”), at 100% of the aggregate principal amount of the 2027 Notes in an offering registered under the Securities Act of 1933, as amended.

The 2027 Notes will mature on March 30, 2027. From and including the date of issuance, but excluding March 30, 2022, the 2027 Notes will bear interest at an initial fixed rate of 6.00% per annum, payable semi-annually. From and including March 30, 2022 and thereafter, the 2027 Notes will bear interest at a floating rate equal to the then-current three-month LIBOR (but not less than zero) as calculated on each applicable date of determination, plus 3.945%, payable quarterly.

Principal and interest on the 2027 Notes are not subject to acceleration, except upon certain bankruptcy-related events. The 2027 Notes are unsecured subordinated obligations of the Company. The 2027 Notes are subordinated in right of payment to the payment of the Company’s existing and future senior indebtedness, including all of its general creditors. The 2027 Notes are obligations of the Company only and are not obligations of, and are not guaranteed by, any of the Company’s subsidiaries. The Company may, beginning with the interest payment date of March 30, 2022, and on any interest payment date thereafter, redeem the 2027 Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2027 Notes to be redeemed plus accrued and unpaid interest to but excluding the date of redemption. The 2027 Notes are structured to qualify as Tier 2 capital for regulatory capital purposes.

Results of Operations

Performance Summary

2021 vs. 2020. For the year ended December 31, 2021, net income was \$8.0 million, or \$0.77 per basic common share and \$0.76 per diluted common share, compared to net income of \$13.9 million, or \$1.27 per basic and diluted common share, for the year ended December 31, 2020. The primary drivers of the decrease in net income are related to an increase in provision for loan losses due to the \$21.6 million impairment charge recorded during the third quarter of 2021 as a result of Hurricane Ida, along with increases in salaries and benefits expense, other operating expenses, and acquisition expenses primarily related to our organic growth and acquisition activity. As shown on the consolidated statement of income for the year ended December 31, 2021, a provision for loan losses of \$22.9 million was recorded, compared to a provision for loan losses of \$11.2 million for the year ended December 31, 2020. We had record quarterly net income in each quarter of 2021 other than the third quarter, as market conditions improved and our cost of funds decreased compared to 2020. Return on average assets decreased to 0.31% for the year ended December 31, 2021 from 0.61% for the year ended December 31, 2020. Return on average equity was 3.22% for the year ended December 31, 2021 compared to 5.77% for the year ended December 31, 2020. The decrease in both return on average assets and return on average equity is mainly attributable to the \$5.9 million decrease in net income.

2020 vs. 2019. For the year ended December 31, 2020, net income was \$13.9 million, or \$1.27 per basic and diluted common share, compared to net income of \$16.8 million, or \$1.68 per basic common share and \$1.66 per diluted common share, for the year ended December 31, 2019. The primary drivers of the decrease in net income are related to the state of the economy and financial markets during the year ended December 31, 2020 resulting from the COVID-19 pandemic, along with an increase in noninterest expenses primarily related to our growth. As shown on the consolidated statement of income for the year ended December 31, 2020, a provision for loan losses of \$11.2 million was recorded, primarily attributable to the COVID-19 pandemic, compared to a provision for loan losses of \$1.9 million for the year ended December 31, 2019. Return on average assets decreased to 0.61% for the year ended December 31, 2020 from 0.85% for the year ended December 31, 2019. Return on average equity was 5.77% for the year ended December 31, 2020 compared to 8.21% for the year ended December 31, 2019. The decrease in both return on average assets and return on average equity is mainly attributable to the \$2.9 million decrease in net income.

Net Interest Income and Net Interest Margin

Net interest income, our principal source of earnings, is the difference between the interest income generated by earning assets and the total interest cost of the deposits and borrowings obtained to fund those assets. Factors affecting the level of net interest income include the volume of earning assets and interest-bearing liabilities, yields earned on loans and investments and rates paid on deposits and other borrowings, the level of nonperforming loans, the amount of noninterest-bearing liabilities supporting earning assets, and the interest rate environment.

The primary factors affecting net interest margin are changes in interest rates, competition, and the shape of the interest rate yield curve. The Federal Reserve Board sets various benchmark rates, including the federal funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. Since December 31, 2015, the federal funds target rate had increased a total of 175 basis points and remained at 2.25% to 2.50%, as of December 19, 2018, until it was lowered to 2.00 to 2.25% on July 31, 2019. The Federal Reserve further reduced the rate by 25 basis points on both September 18, 2019 to 1.75 to 2.00% and October 30, 2019 to 1.50 to 1.75%. On March 3, 2020, the Federal Reserve lowered the federal funds target rate to 1.00 to 1.25%, which the Federal Reserve stated was in response to the evolving risks to economic activity posed by the coronavirus. In a measure aimed at lessening the economic impact of COVID-19, the Federal Reserve reduced the federal funds target rate to 0% to 0.25% on March 16, 2020, where it remained as of March 9, 2022.

2021 vs. 2020. Net interest income increased 14.0% to \$83.8 million for the year ended December 31, 2021 from \$73.5 million for the same period in 2020. Net interest margin was 3.53% for the year ended December 31, 2021, an increase of four basis points from 3.49% for the year ended December 31, 2020. The increase in net interest income resulted primarily from an increase in the volume of interest-earning assets and a decrease in the rates paid on interest-bearing liabilities, partially offset by a decrease in the yield earned on interest-earning assets. For the year ended December 31, 2021, average loans and average investment securities increased approximately \$115.8 million and \$15.8 million, respectively, while average interest-bearing deposits increased approximately \$211.2 million. The increases in average loans, investment securities and interest-bearing deposits was driven by both organic growth and growth through the acquisition of Cheaha on April 1, 2021. Demand deposit growth also was driven by the pandemic-related factors discussed above. Average total borrowings decreased approximately \$54.8 million compared to the same period in 2020 as we used available cash to pay down a portion of advances from the FHLB. Our yield on interest-earning assets declined as did our rate paid on interest-bearing liabilities primarily as a result of the overall decline in prevailing interest rates.

[Table of Contents](#)

Interest income was \$95.5 million for the year ended December 31, 2021 compared to \$93.8 million for the same period in 2020. Loan interest income made up substantially all of our interest income for the years ended December 31, 2021 and 2020. Interest on our commercial real estate loans, commercial and industrial loans, and 1-4 family residential real estate loans constituted the three largest components of our loan interest income for the years ended December 31, 2021 and 2020 at 83% of total interest income on loans for each year. The overall yield on interest-earning assets decreased 43 basis points to 4.02% for the year ended December 31, 2021 compared to 4.45% for the same period in 2020. The loan portfolio yielded 4.74% for the year ended December 31, 2021 compared to 4.89% for the year ended December 31, 2020. The decrease in yield on our loan portfolio was driven primarily by lower yields on commercial real estate loans and 1-4 family residential real estate loans. In addition, the yield on the investment portfolio was 1.52% for the year ended December 31, 2021 compared to 2.00% for the year ended December 31, 2020.

Interest expense was \$11.7 million for the year ended December 31, 2021, a decrease of \$8.5 million compared to interest expense of \$20.3 million for the year ended December 31, 2020. The decrease in interest expense is primarily attributable to the decreases in the rates paid for interest-bearing liabilities for the year ended December 31, 2021 compared to December 31, 2020. As previously mentioned, the federal funds target rate decreased to 0% to 0.25% on March 15, 2020, which affects the rate the Company pays for immediately available overnight funds, long-term borrowings, and deposits. For the year ended December 31, 2021, the cost of interest-bearing deposits decreased 64 basis points to 0.46% and the cost of interest-bearing liabilities decreased 60 basis points to 0.67% compared to the same period in 2020.

2020 vs. 2019. For a detailed discussion of our net interest income and net interest margin performance for 2020 compared to 2019, see our annual report on Form 10-K for the year ended December 31, 2020, *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Net Interest Income and Net Interest Margin – 2020 vs. 2019, and – Volume/Rate Analysis.*

Average Balances and Yields. The following table sets forth average balance sheet data, including all major categories of interest-earning assets and interest-bearing liabilities, together with the interest earned or paid and the average yield or rate paid on each such category as of and for the years ended December 31, 2021, 2020 and 2019. Averages presented below are daily averages (dollars in thousands).

| | As of and for the year ended December 31, | | | | | | | | |
|---|---|----------------------------|---------------|---------------------|----------------------------|---------------|---------------------|----------------------------|---------------|
| | 2021 | | | 2020 | | | 2019 | | |
| | Average Balance | Interest Income/Expense(1) | Yield/Rate(1) | Average Balance | Interest Income/Expense(1) | Yield/Rate(1) | Average Balance | Interest Income/Expense(1) | Yield/Rate(1) |
| Assets | | | | | | | | | |
| Interest-earning assets: | | | | | | | | | |
| Loans | \$ 1,902,070 | \$ 90,230 | 4.74% | \$ 1,786,302 | \$ 87,365 | 4.89% | \$ 1,539,886 | \$ 80,954 | 5.26% |
| Securities: | | | | | | | | | |
| Taxable | 275,963 | 3,948 | 1.43 | 255,405 | 4,927 | 1.93 | 240,751 | 6,650 | 2.76 |
| Tax-exempt | 20,259 | 552 | 2.73 | 25,024 | 686 | 2.74 | 31,780 | 790 | 2.49 |
| Interest-earning balances with banks | 176,349 | 812 | 0.46 | 42,852 | 816 | 1.90 | 34,905 | 1,049 | 3.00 |
| Total interest-earning assets | 2,374,641 | 95,542 | 4.02 | 2,109,583 | 93,794 | 4.45 | 1,847,322 | 89,443 | 4.84 |
| Cash and due from banks | 39,262 | | | 27,768 | | | 22,969 | | |
| Intangible assets | 41,299 | | | 32,190 | | | 26,107 | | |
| Other assets | 138,096 | | | 119,994 | | | 90,949 | | |
| Allowance for loan losses | (20,704) | | | (15,272) | | | (9,969) | | |
| Total assets | <u>\$ 2,572,594</u> | | | <u>\$ 2,274,263</u> | | | <u>\$ 1,977,378</u> | | |
| Liabilities and stockholders' equity | | | | | | | | | |
| Interest-bearing liabilities: | | | | | | | | | |
| Deposits: | | | | | | | | | |
| Interest-bearing demand deposits | \$ 858,660 | \$ 2,398 | 0.28% | \$ 612,000 | \$ 3,535 | 0.58% | \$ 510,148 | \$ 5,308 | 1.04% |
| Brokered deposits | 77,432 | 715 | 0.92 | 20,308 | 177 | 0.87 | — | — | — |
| Savings deposits | 168,194 | 247 | 0.15 | 129,211 | 401 | 0.31 | 110,936 | 501 | 0.45 |
| Time deposits | 508,954 | 4,127 | 0.81 | 640,549 | 11,263 | 1.76 | 641,630 | 13,498 | 2.10 |
| Total interest-bearing deposits | 1,613,240 | 7,487 | 0.46 | 1,402,068 | 15,376 | 1.10 | 1,262,714 | 19,307 | 1.53 |
| Short-term borrowings(2) | 9,323 | 19 | 0.20 | 65,323 | 710 | 1.09 | 113,539 | 2,348 | 2.07 |
| Long-term debt | 129,318 | 4,222 | 3.26 | 128,163 | 4,174 | 3.26 | 98,017 | 2,970 | 3.03 |
| Total interest-bearing liabilities | 1,751,881 | 11,728 | 0.67 | 1,595,554 | 20,260 | 1.27 | 1,474,270 | 24,625 | 1.67 |
| Noninterest-bearing demand deposits | 553,083 | | | 418,240 | | | 283,274 | | |
| Other liabilities | 18,852 | | | 19,805 | | | 14,717 | | |
| Stockholders' equity | 248,778 | | | 240,664 | | | 205,117 | | |
| Total liabilities and stockholders' equity | <u>\$ 2,572,594</u> | | | <u>\$ 2,274,263</u> | | | <u>\$ 1,977,378</u> | | |
| Net interest income/net interest margin | | <u>\$ 83,814</u> | <u>3.53%</u> | | <u>\$ 73,534</u> | <u>3.49%</u> | | <u>\$ 64,818</u> | <u>3.51%</u> |

(1) Interest income and net interest margin are expressed as a percentage of average interest-earning assets outstanding for the indicated periods. Interest expense is expressed as a percentage of average interest-bearing liabilities for the indicated periods.

(2) For additional information, see *Discussion and Analysis of Financial Condition – Borrowings.*

Nonaccrual loans were included in the computation of average loan balances but carry a zero yield. The yields include the effect of loan fees of \$3.0 million, \$2.4 million and \$1.9 million for the years ended December 31, 2021, 2020 and 2019, respectively, and discounts and premiums that are amortized or accreted to interest income or expense.

[Table of Contents](#)

Volume/Rate Analysis. The following table sets forth a summary of the changes in interest earned and interest paid resulting from changes in volume and rates for the year ended December 31, 2021 compared to the year ended December 31, 2020 and the year ended December 31, 2020 compared to the year ended December 31, 2019 (dollars in thousands):

| | Year ended December 31, 2021 vs. Year ended December 31, 2020 | | |
|--------------------------------------|--|------------|-----------|
| | Volume | Rate | Net(1) |
| Interest income: | | | |
| Loans | \$ 5,662 | \$ (2,797) | \$ 2,865 |
| Securities: | | | |
| Taxable | 397 | (1,376) | (979) |
| Tax-exempt | (131) | (3) | (134) |
| Interest-earning balances with banks | 2,540 | (2,544) | (4) |
| Total interest-earning assets | 8,468 | (6,720) | 1,748 |
| Interest expense: | | | |
| Interest-bearing demand deposits | 1,425 | (2,562) | (1,137) |
| Brokered deposits | 496 | 42 | 538 |
| Savings deposits | 121 | (275) | (154) |
| Time deposits | (2,314) | (4,822) | (7,136) |
| Short-term borrowings | (609) | (82) | (691) |
| Long-term debt | 38 | 10 | 48 |
| Total interest-bearing liabilities | (843) | (7,689) | (8,532) |
| Change in net interest income | \$ 9,311 | \$ 969 | \$ 10,280 |

| | Year ended December 31, 2020 vs. Year ended December 31, 2019 | | |
|--------------------------------------|--|------------|----------|
| | Volume | Rate | Net(1) |
| Interest income: | | | |
| Loans | \$ 12,954 | \$ (6,543) | \$ 6,411 |
| Securities: | | | |
| Taxable | 405 | (2,128) | (1,723) |
| Tax-exempt | (168) | 64 | (104) |
| Interest-earning balances with banks | 239 | (472) | (233) |
| Total interest-earning assets | 13,430 | (9,079) | 4,351 |
| Interest expense: | | | |
| Interest-bearing demand deposits | 1,060 | (2,833) | (1,773) |
| Brokered deposits | — | 177 | 177 |
| Savings deposits | 82 | (182) | (100) |
| Time deposits | (23) | (2,212) | (2,235) |
| Short-term borrowings | (997) | (641) | (1,638) |
| Long-term debt | 913 | 291 | 1,204 |
| Total interest-bearing liabilities | 1,035 | (5,400) | (4,365) |
| Change in net interest income | \$ 12,395 | \$ (3,679) | \$ 8,716 |

(1) Changes in interest due to both volume and rate have been allocated on a pro-rata basis using the absolute ratio value of amounts calculated.

Noninterest Income

Noninterest income includes, among other things, fees generated from our deposit services, gain on sale of securities, fixed assets and other real estate owned, servicing fees and fee income on serviced loans, interchange fees, income from bank owned life insurance, and changes in the fair value of equity securities. We expect to continue to develop new products that generate noninterest income, and enhance our existing products, in order to diversify our revenue sources.

2021 vs. 2020. Total noninterest income decreased \$0.1 million, or 0.4%, to \$12.0 million for the year ended December 31, 2021 compared to \$12.1 million for the year ended December 31, 2020. The decrease is primarily due to the \$2.8 million decrease in other operating income which was partially offset by the \$1.8 million increase in the swap termination fee income, the \$0.5 million increase in service charges on deposit accounts, and the \$0.5 million increase in interchange fees.

Service charges on deposit accounts include maintenance fees on accounts, account enhancement charges for additional deposit account features, per item charges, overdraft fees, and treasury management charges. Service charges on deposit accounts increased 26.3% to \$2.4 million for the year ended December 31, 2021 compared to \$1.9 million for the same period in 2020.

Gain on the sale of investment securities for the year ended December 31, 2021 increased slightly to \$2.3 million compared to the same period in 2020. We sold approximately \$137.8 million in securities during the year ended December 31, 2021 compared to sales of \$56.5 million during the year ended December 31, 2020.

Loss on sale or disposition of fixed assets for the year ended December 31, 2021 increased to \$0.4 million from \$38,000 for the year ended December 31, 2020. During 2021, the loss on sale or disposition of fixed assets was recorded when the Bank reclassified two branch locations that were closed in 2021, totaling \$1.9

million, as other real estate owned.

Swap termination fee income increased to \$1.8 million for the year ended December 31, 2021, compared to no fee income for the year ended December 31, 2020. Swap termination fee income was recorded when we voluntarily terminated a number of our interest rate swap agreements at the end of the third quarter of 2021.

[Table of Contents](#)

Gain on sale of loans increased to \$0.2 million for the year ended December 31, 2021, compared to no gain for the year ended December 31, 2020. When the Bank acquired Cheaha on April 1, 2021, it acquired a secondary mortgage loan group that originates mortgage loans for sale.

Servicing fees and fee income on serviced loans decreased \$0.2 million, or 46.2%, to \$0.2 million, for the year ended December 31, 2021. This decrease is a result of the Bank exiting the indirect auto loan origination business at the end of 2015. Since the Bank did not originate auto loans for sale during the years ended December 31, 2021 and 2020, the servicing portfolio, which experienced regularly scheduled paydowns, was not replaced with new loans. We expect servicing fees and fee income on serviced loans to decrease over time until all serviced loans are paid off. At December 31, 2021, the weighted average remaining term of the indirect auto loan portfolio was 0.8 years.

Interchange fees, which are fees earned on the usage of the Bank's credit and debit cards, increased \$0.5 million, or 35.8%, to \$1.9 million for year ended December 31, 2021 from \$1.4 million for the year ended December 31, 2020. The increase in interchange fees can primarily be attributed to the increase in the volume of debit and credit card transactions.

Income from bank owned life insurance increased \$0.2 million to \$1.1 million for the year ended December 31, 2021 from \$0.9 million for the year ended December 31, 2020. This increase reflects increased interest earned on the Company's bank owned life insurance policies.

Other operating income includes, among other things, credit card, ATM and wire fees, derivative fee income, and rental income. The \$2.8 million decrease in other operating income for the year ended December 31, 2021 is primarily attributable to a \$2.4 million decrease in derivative fee income compared to the year ended December 31, 2020. We also experienced a decrease in income recorded on an equity method investment of \$0.5 million due to the Company's sale of the asset during the year ended December 31, 2020.

2020 vs. 2019. For a detailed discussion of our noninterest income for 2020 compared to 2019, see *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Noninterest Income – 2020 vs. 2019* in our annual report on Form 10-K for the year ended December 31, 2020.

Noninterest Expense

Noninterest expense includes salaries and benefits and other costs associated with the conduct of our operations. We are committed to managing our costs within the framework of our operating strategy. However, since we are focused on growth both organically and through acquisition, we expect our expenses to continue to increase as we add employees and physical locations to accommodate our growing franchise. Our goal is to create synergies promptly after completing an acquisition, as this is important to our earnings success.

2021 vs. 2020. Total noninterest expense was \$63.1 million for the year ended December 31, 2021, an increase of \$5.9 million, or 10.4%, from \$57.1 million for the year ended December 31, 2020. This increase was driven by the increases in salaries and employee benefits, acquisition expense, and other operating expenses primarily related to our organic growth and acquisition activity.

Salaries and employee benefits increased \$2.1 million, or 6.4%, to \$35.5 million for the year ended December 31, 2021, compared to \$33.4 million for the year ended December 31, 2020. The increase in salaries and employee benefits is mainly attributable to the increased number of employees as a result of our growth, both organically and through acquisitions. The Company completed the acquisition of Cheaha in April 2021, which added four branch locations and related staff during the year ended December 31, 2021. There were also increases in health insurance claims and deferred compensation costs. In addition, the Bank acquired two branch locations from PlainsCapital Bank in February 2020 and opened two de novo branches in July and November 2020. Included in salaries and employee benefits for the year ended December 31, 2021 is a \$1.9 million Employee Retention Credit, previously discussed, which was recognized as a credit to payroll taxes in the fourth quarter of 2021.

Acquisition expense increased \$1.4 million, or 130.5%, to \$2.5 million for the year ended December 31, 2021, compared to \$1.1 million for the year ended December 31, 2020. The increase in acquisition expense resulted from the acquisition costs related to the acquisition of Cheaha in 2021, which were greater than the costs incurred related to the acquisition of two branches from PlainsCapital Bank in 2020.

Other operating expenses include security, business development, FDIC and OCC assessments, bank shares and property taxes, charitable contributions, repair and maintenance costs, personnel training and development, filing fees, and other costs related to the operation of our business. Other operating expenses increased \$1.4 million, or 12.9%, to \$12.4 million for the year ended December 31, 2021 from \$11.0 million for the year ended December 31, 2020. The increase in other operating expenses was primarily related to increases in FDIC assessment fees, provision for unfunded loan commitments, software expense, and telephone expense.

[Table of Contents](#)

Occupancy expense increased \$0.6 million, or 27.6% to \$2.8 million for the year ended December 31, 2021 from \$2.2 million for the year ended December 31, 2020. This increase is attributable to increases in building maintenance, utilities, real property taxes and insurance expense for our branch facilities, including the additional four branch locations acquired as part of the acquisition of Cheaha in April 2021.

2020 vs. 2019. For a detailed discussion of our noninterest expense for 2020 compared to 2019, see *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Noninterest Expense – 2020 vs. 2019* in our annual report on Form 10-K for the year ended December 31, 2020.

Income Tax Expense

Income tax expense for the years ended December 31, 2021, 2020 and 2019 was \$1.9 million, \$3.5 million, and \$4.1 million, respectively. The effective tax rates for the years ended December 31, 2021, 2020 and 2019 were 19.3%, 19.9%, and 19.7%, respectively. The effective tax rate differs from the statutory rate of 21% primarily due to tax exempt interest income earned on certain investment securities and bank owned life insurance.

Risk Management

The primary risks associated with our operations are credit, interest rate and liquidity risk. Higher inflation also presents risks. Credit, inflation and interest rate risk are discussed below, while liquidity risk is discussed in this section under the heading *Liquidity and Capital Resources* below.

Credit Risk and the Allowance for Loan Losses

General. The risk of loss should a borrower default on a loan is inherent in any lending activity. Our portfolio and related credit risk are monitored and managed on an ongoing basis by our risk management department, the board of directors' loan committee and the full board of directors. We utilize a 10 point risk-rating system, which assigns a risk grade to each borrower based on a number of quantitative and qualitative factors associated with a loan transaction. The risk grade categorizes the loan into one of five risk categories, based on information about the ability of borrowers to service the debt. The information includes, among other factors, current financial information about the borrower, historical payment experience, credit documentation, public information and current economic trends. These categories assist management in monitoring our credit quality. The following describes each of the risk categories, which are consistent with the definitions used in guidance promulgated by federal banking regulators:

- *Pass (Loan grades 1-6)*—Loans not meeting the criteria below are considered pass. These loans have high credit characteristics and financial strength. The borrowers at least generate profits and cash flow that are in line with peer and industry standards and have debt service coverage ratios above loan covenants and our policy guidelines. For some of these loans, a guaranty from a financially capable party mitigates characteristics of the borrower that might otherwise result in a lower grade.
- *Special Mention (grade 7)*—Loans classified as special mention possess some credit deficiencies that need to be corrected to avoid a greater risk of default in the future. For example, financial ratios relating to the borrower may have deteriorated. Often, a special mention categorization is temporary while certain factors are analyzed or matters addressed before the loan is re-categorized as either pass or substandard.
- *Substandard (grade 8)*—Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the borrower or the liquidation value of any collateral. If deficiencies are not addressed, it is likely that this category of loan will result in the Bank incurring a loss. Where a borrower has been unable to adjust to industry or general economic conditions, the borrower's loan is often categorized as substandard.
- *Doubtful (grade 9)*—Doubtful loans are substandard loans with one or more additional negative factors that makes full collection of amounts outstanding, either through repayment or liquidation of collateral, highly questionable and improbable.

- *Loss (grade 10)*—Loans classified as loss have deteriorated to such a point that it is not practicable to defer writing off the loan. For these loans, all efforts to remediate the loan's negative characteristics have failed and the value of the collateral, if any, has severely deteriorated relative to the amount outstanding. Although some value may be recovered on such a loan, it is not significant in relation to the amount borrowed.

At December 31, 2021 and December 31, 2020, there were no loans classified as loss, while there were \$0.7 million and \$0.9 million, respectively, of loans classified as doubtful, \$46.8 million and \$20.1 million, respectively, of loans classified as substandard, and \$7.3 million and \$16.9 million, respectively, of loans classified as special mention as of such dates. Of our aggregate \$54.8 million and \$37.9 million doubtful, substandard and special mention loans at December 31, 2021 and December 31, 2020, respectively, \$8.6 million and \$8.4 million, respectively, were acquired and marked to fair value at the time of their acquisition. At December 31, 2019, we had no loans classified as loss, and we had doubtful, substandard and special mention loans of \$0.1 million, \$8.7 million and \$4.4 million, respectively.

An independent loan review is conducted annually, whether internally or externally, on at least 40% of commercial loans utilizing a risk-based approach designed to maximize the effectiveness of the review. Internal loan review is independent of the loan underwriting and approval process. In addition, credit analysts periodically review certain commercial loans to identify negative financial trends related to any one borrower, any related groups of borrowers or an industry. All loans not categorized as pass are put on an internal watch list, with quarterly reports to the board of directors. In addition, a written status report is maintained by our special assets division for all commercial loans categorized as substandard or worse. We use this information in connection with our collection efforts.

If our collection efforts are unsuccessful, collateral securing loans may be repossessed and sold or, for loans secured by real estate, foreclosure proceedings initiated. The collateral is sold at public auction for fair market value (based upon recent appraisals), with fees associated with the foreclosure being deducted from the sales price. The purchase price is applied to the outstanding loan balance. If the loan balance is greater than the sales proceeds, the deficient balance is charged-off.

Allowance for Loan Losses. The allowance for loan losses is an amount that management believes will be adequate to absorb probable losses inherent in the entire loan portfolio. The appropriate level of the allowance is based on an ongoing analysis of the loan portfolio and represents an amount that management deems adequate to provide for inherent losses, including collective impairment as recognized under ASC Topic 450, *Contingencies*. Collective impairment is calculated based on loans grouped by grade. Another component of the allowance is losses on loans assessed as impaired under ASC 310. The balance of these loans and their related allowance is included in management's estimation and analysis of the allowance for loan losses. Other considerations in establishing the allowance for loan losses include the nature and volume of the loan portfolio, overall portfolio quality, historical loan loss, review of specific problem loans, and current economic conditions that may affect the borrower's ability to pay, as well as trends within each of these factors. The allowance for loan losses is established after input from management as well as our risk management department and our special assets committee. We evaluate the adequacy of the allowance for loan losses on a quarterly basis. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance for loan losses was \$20.9 million at December 31, 2021, an increase compared to \$20.4 million at December 31, 2020 and \$10.7 million at December 31, 2019. The primary reason for the increase in the allowance for loan losses at December 31, 2021 and 2020 compared to December 31, 2019 is the change in economic conditions in response to the COVID-19 pandemic.

A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Determination of impairment is treated the same across all classes of loans. Impairment is measured on a loan-by-loan basis for, among others, all loans of \$500,000 or greater, nonaccrual loans and a sample of loans between \$250,000 and \$500,000. When we identify a loan as impaired, we measure the extent of the impairment based on the present value of expected future cash flows, discounted at the loan's effective interest rate, except when the sole (remaining) source of repayment for the loans is the operation or liquidation of the collateral. In these cases when foreclosure is probable, we use the current fair value of the collateral, less selling costs, instead of discounted cash flows. For real estate collateral, the fair value of the collateral is based upon a recent appraisal by a qualified and licensed appraiser. If we determine that the value of the impaired loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), we recognize impairment through an allowance estimate or a charge-off recorded against the allowance. When the ultimate collectability of the total principal of an impaired loan is in doubt and the loan is on nonaccrual, all payments are applied to principal, under the cost recovery method. When the ultimate collectability of the total principal of an impaired loan is not in doubt and the loan is on nonaccrual, contractual interest is credited to interest income when received, under the cash basis method.

[Table of Contents](#)

Impaired loans at December 31, 2021, which include all TDRs and nonaccrual loans individually evaluated for impairment for purposes of determining the allowance for loan losses, were \$32.8 million compared to \$19.2 million at December 31, 2020, and \$2.5 million at December 31, 2019. At December 31, 2021 and December 31, 2020, \$0.6 million and \$0.2 million, respectively, of the allowance for loan losses were specifically allocated to impaired loans, while \$0.1 million of the allowance was specifically allocated to such loans at December 31, 2019. The increase in impaired loans at December 31, 2021 compared to December 31, 2020 was driven by the loan relationship for which we recorded a \$21.6 million impairment, as discussed in *Certain Events That Affect Year-over-Year Comparability – Hurricane Ida*. Many of the loans comprising the total relationship were placed on nonaccrual following the impairment.

The provision for loan losses is a charge to income in an amount that management believes is necessary to maintain an adequate allowance for loan losses. The provision is based on management’s regular evaluation of current economic conditions in our specific markets as well as regionally and nationally, changes in the character and size of the loan portfolio, underlying collateral values securing loans, and other factors which deserve recognition in estimating loan losses. For the years ended December 31, 2021, 2020 and 2019, the provision for loan losses was \$22.9 million, \$11.2 million, and \$1.9 million, respectively. The provision for loan losses for the year ended December 31, 2021 includes a \$21.6 million impairment charge related to one loan relationship impacted by Hurricane Ida, as discussed in *Certain Events That Affect Year-over-Year Comparability – Hurricane Ida*. Additional provision for loan losses was recorded in the year ended December 31, 2020 primarily as a result of the deterioration of market conditions which have been adversely affected by the COVID-19 pandemic. We continue to assess the impact the pandemic may have on our loan portfolio to determine the need for additional reserves.

Acquired loans that are accounted for under ASC 310-30 were marked to market on the date we acquired the loans to values which, in management’s opinion, reflected the estimated future cash flows, based on the facts and circumstances surrounding each respective loan at the date of acquisition. If future cash flows are not reasonably estimable, the Company accounts for the acquired loans using the cash basis method. We continually monitor these loans as part of our normal credit review and monitoring procedures for changes in the estimated future cash flows. Because ASC 310-30 does not permit carry over or recognition of an allowance for loan losses, we may be required to reserve for these loans in the allowance for loan losses through future provision for loan losses if future cash flows deteriorate below initial projections. We did not increase the allowance for loan losses for loans accounted for under ASC 310-30 during 2021. In 2020, one acquired loan accounted for under ASC 310-30 required a specific reserve of \$0.2 million, which was charged to provision for loan losses.

The following table presents the allocation of the allowance for loan losses by loan category as of the dates indicated (dollars in thousands).

| | December 31, | | | | | |
|---------------------------------------|--------------------------------------|---|--------------------------------------|---|--------------------------------------|---|
| | 2021 | | 2020 | | 2019 | |
| | Allowance for Loan Losses | % of Loans in each Category to Total Loans | Allowance for Loan Losses | % of Loans in each Category to Total Loans | Allowance for Loan Losses | % of Loans in each Category to Total Loans |
| Mortgage loans on real estate: | | | | | | |
| Construction and development | \$ 2,347 | 10.9% | \$ 2,375 | 11.1% | \$ 1,201 | 11.7% |
| 1-4 Family | 3,337 | 19.4 | 3,370 | 18.2 | 1,490 | 19.0 |
| Multifamily | 673 | 3.2 | 589 | 3.3 | 387 | 3.6 |
| Farmland | 383 | 1.1 | 435 | 1.4 | 101 | 1.6 |
| Commercial real estate | 9,354 | 47.9 | 8,496 | 43.7 | 4,424 | 43.2 |
| Commercial and industrial | 4,411 | 16.6 | 4,558 | 21.2 | 2,609 | 19.2 |
| Consumer | 354 | 0.9 | 540 | 1.1 | 488 | 1.7 |
| Total | \$ 20,859 | 100% | \$ 20,363 | 100% | \$ 10,700 | 100% |

The following table presents the amount of the allowance for loan losses allocated to each loan category as a percentage of total loans as of the dates indicated (dollars in thousands).

| | December 31, | | |
|---------------------------------------|---------------------|--------------|--------------|
| | 2021 | 2020 | 2019 |
| Mortgage loans on real estate: | | | |
| Construction and development | 0.12% | 0.13% | 0.07% |
| 1-4 Family | 0.18 | 0.18 | 0.09 |
| Multifamily | 0.04 | 0.03 | 0.02 |
| Farmland | 0.02 | 0.02 | 0.01 |
| Commercial real estate | 0.50 | 0.46 | 0.26 |
| Commercial and industrial | 0.23 | 0.25 | 0.15 |
| Consumer | 0.02 | 0.02 | 0.03 |
| Total | 1.11% | 1.09% | 0.63% |

[Table of Contents](#)

As discussed above, the balance in the allowance for loan losses is principally influenced by the provision for loan losses and by net loan loss experience. Additions to the allowance are charged to the provision for loan losses. Losses are charged to the allowance as incurred and recoveries on losses previously charged to the allowance are credited to the allowance at the time recovery is collected.

The table below reflects the activity in the allowance for loan losses and key ratios for the periods indicated (dollars in thousands).

| | Year ended December 31, | | |
|--|-------------------------|------------------|------------------|
| | 2021 | 2020 | 2019 |
| Allowance at beginning of period | \$ 20,363 | \$ 10,700 | \$ 9,454 |
| Provision for loan losses | 22,885 | 11,160 | 1,908 |
| Net charge-offs | (22,389) | (1,497) | (662) |
| Allowance at end of period | <u>\$ 20,859</u> | <u>\$ 20,363</u> | <u>\$ 10,700</u> |
| Total loans - period end | 1,872,012 | 1,860,318 | 1,691,975 |
| Nonaccrual loans - period end | 29,495 | 13,506 | 5,490 |
| Key Ratios: | | | |
| Allowance for loan losses to total loans - period end | 1.11% | 1.09% | 0.63% |
| Allowance for loan losses to nonaccrual loans - period end | 71% | 151% | 195% |
| Nonaccrual loans to total loans - period end | 1.58% | 0.73% | 0.32% |

The allowance for loan losses to total loans increased to 1.11% at December 31, 2021 compared to 1.09% at December 31, 2020 while the allowance for loan losses to nonaccrual loans ratio decreased to 71% at December 31, 2021 from 151% at December 31, 2020. The increase in the allowance for loan losses to total loans at December 31, 2021 is primarily due to the increase in the allowance for loan losses compared to December 31, 2020. The decrease in the allowance for loan losses to nonaccrual loans is due to the increase in nonaccrual loans primarily due to one loan relationship impacted by Hurricane Ida. Nonaccrual loans were \$29.5 million, or 1.58% of total loans, at December 31, 2021, an increase of \$16.0 million compared to \$13.5 million, or 0.73% of total loans, at December 31, 2020.

The following table presents the allocation of net (charge offs) recoveries by loan category for the periods indicated (dollars in thousands).

| | Year ended December 31, | | | | | | | | |
|--------------------------------|-------------------------|---------------------|---|------------------------------|---------------------|---|-----------------|---------------------|---|
| | 2021 | | | 2020 | | | 2019 | | |
| | Net Charge-offs | Average balance | Ratio of Net Charge-offs to Average Loans | Net (Charge-offs) Recoveries | Average balance | Ratio of Net Charge-offs to Average Loans | Net Charge-offs | Average balance | Ratio of Net Charge-offs to Average Loans |
| Mortgage loans on real estate: | | | | | | | | | |
| Construction and development | \$ (247) | \$ 211,230 | 0.12% | \$ 47 | \$ 193,764 | (0.02)% | \$ (24) | \$ 170,539 | 0.01% |
| 1-4 Family | (156) | 354,748 | 0.04 | (99) | 327,521 | 0.03 | (35) | 303,051 | 0.01 |
| Multifamily | — | 60,327 | — | — | 58,664 | — | — | 55,323 | — |
| Farmland | (13) | 23,128 | 0.06 | — | 27,821 | — | — | 25,089 | — |
| Commercial real estate | (10,274) | 869,098 | 1.18 | (43) | 785,431 | 0.01 | (23) | 677,424 | — |
| Commercial and industrial | (11,641) | 362,483 | 3.21 | (1,145) | 368,239 | 0.31 | (226) | 272,605 | 0.08 |
| Consumer | (58) | 21,056 | 0.28 | (257) | 24,862 | 1.03 | (354) | 35,855 | 0.99 |
| Total | <u>\$ (22,389)</u> | <u>\$ 1,902,070</u> | 1.18 | <u>\$ (1,497)</u> | <u>\$ 1,786,302</u> | 0.08 | <u>\$ (662)</u> | <u>\$ 1,539,886</u> | 0.04 |

Charge-offs reflect the realization of losses in the portfolio that were recognized previously through the provision for loan losses. Net charge-offs for the year ended December 31, 2021 were \$22.4 million, or 1.18% of the average loan balance. Net charge-offs for the years ended December 31, 2020 and 2019 were \$1.5 million and \$0.7 million respectively, equal to 0.08% and 0.04%, respectively, of the average loan balance for the respective periods. Most of the increase in charge-offs and deterioration in the credit ratios for the year ended December 31, 2021 was due to charge-offs of \$21.6 million in the third quarter of 2021 due to the impairment charge related to one loan relationship impacted by Hurricane Ida. Commercial and industrial loans and commercial real estate loans were the categories affected. For the years ended December 31, 2020 and 2019, the largest category of charge-offs was commercial and industrial loans and consumer loans, respectively. The increase for the year ended December 31, 2020 was primarily due to the economic impacts of the COVID-19 pandemic.

Management believes the allowance for loan losses at December 31, 2021 is sufficient to provide adequate protection against losses in our portfolio. Although the allowance for loan losses is considered adequate by management, there can be no assurance that this allowance will prove to be adequate over time to cover ultimate losses in connection with our loans. This allowance may prove to be inadequate due to the scope and duration of the COVID-19 pandemic and its continued influence on the economy, Hurricane Ida and its potential continuing impact to our market areas, other unanticipated adverse changes in the economy, or discrete events adversely affecting specific customers or industries. Our results of operations and financial condition could be materially adversely affected to the extent that the allowance is insufficient to cover such changes or events.

Nonperforming assets and restructured loans. Nonperforming assets consist of nonperforming loans and other real estate owned. Nonperforming loans are those on which the accrual of interest has stopped or loans which are contractually 90 days past due on which interest continues to accrue. Loans are ordinarily placed on nonaccrual when a loan is specifically determined to be impaired or when principal and interest is delinquent for 90 days or more. Additionally, management may elect to continue the accrual when the estimated net available value of collateral is sufficient to cover the principal balance and accrued interest. It is our policy to discontinue the accrual of interest income on any loan for which we have reasonable doubt as to the payment of interest or principal. A loan may be returned to accrual status when all the principal and interest amounts contractually due are brought current and future principal and interest amounts contractually due are reasonably assured, which is typically evidenced by a sustained period of repayment performance by the borrower.

Another category of assets which contributes to our credit risk is TDRs, or restructured loans. A restructured loan is a loan for which a concession that is not insignificant has been granted to the borrower due to a deterioration of the borrower's financial condition and which is performing in accordance with the new terms. Such concessions may include reduction in interest rates, deferral of interest or principal payments, principal forgiveness and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. We strive to identify borrowers in financial difficulty early and work with them to modify their loans to more affordable terms before such loan reaches nonaccrual status. In evaluating whether to restructure a loan, management analyzes the long-term financial condition of the borrower, including guarantor and collateral support, to determine whether the proposed concessions will increase the likelihood of repayment of principal and interest. Restructured loans that are not performing in accordance with their restructured terms that are either contractually 90 days past due or placed on nonaccrual status are reported as nonperforming loans.

There were 29 credits classified as TDRs at December 31, 2021 that totaled approximately \$10.5 million, compared to 34 credits totaling \$14.7 million at December 31, 2020. Eleven of the restructured loans were considered TDRs due to modification of terms through adjustments to maturity, eight of the restructured loans were considered TDRs due to a reduction in the interest rate to a rate lower than the current market rate, six restructured loans were considered TDRs due to principal payment forbearance paying interest only for a specified period of time, two of the restructured loans were considered TDRs due to principal and interest payment forbearance, and two restructured loans were considered TDRs due to a reduction in principal payments on a modified payment schedule. At December 31, 2021 and 2020, none of the TDRs were in default of their modified terms and included in nonaccrual loans. At December 31, 2021 and 2020, there were no available balances on loans classified as TDRs that the Company was committed to lend. The Company individually evaluates each TDR for allowance purposes, primarily based on collateral value, and excludes these loans from the loan population that is collectively evaluated for impairment.

[Table of Contents](#)

Other Real Estate Owned. Other real estate owned consists of properties acquired through foreclosure or acceptance of a deed in lieu of foreclosure, as well as any properties owned by the Company that are not intended to be used to carry out its operations. These properties are carried at the lower of cost or fair market value based on appraised value less estimated selling costs. Losses arising at the time of foreclosure of properties are charged against the allowance for loan losses. Other real estate owned with a cost basis of \$0.9 million and \$0.1 million was sold during the years ended December 31, 2021 and 2020, respectively, resulting in a net loss of \$5,000 and a net gain of \$12,000 for the respective periods, compared to a cost basis of \$5.1 million and a net gain of \$2,000 for the year ended December 31, 2019.

The following table provides details of our other real estate owned as of the dates indicated (dollars in thousands).

| | December 31, 2021 | December 31, 2020 |
|-------------------------------|-------------------|-------------------|
| 1-4 Family | \$ 168 | \$ 28 |
| Commercial real estate | 2,485 | 635 |
| Total other real estate owned | <u>\$ 2,653</u> | <u>\$ 663</u> |

Changes in our other real estate owned are summarized in the table below for the periods indicated (dollars in thousands).

| | Year ended December 31, 2021 | Year ended December 31, 2020 |
|--|---------------------------------|---------------------------------|
| Balance, beginning of period | \$ 663 | \$ 133 |
| Additions | 1,023 | 41 |
| Transfers from bank premises and equipment | 1,850 | 665 |
| Sales of other real estate owned | (883) | (146) |
| Write-downs | — | (30) |
| Balance, end of period | <u>\$ 2,653</u> | <u>\$ 663</u> |

Impact of Inflation. Inflation reached a near 40-year high in late 2021 primarily due to effects of the ongoing pandemic, and continues to be high in 2022. When the rate of inflation accelerates, there is an erosion of consumer and customer purchasing power. Accordingly, this could impact our business by reducing our tolerance for extending credit, and our customer's desire to obtain credit, or causing us to incur additional provisions for loan losses resulting from a possible increased default rate. Inflation may lead to lower loan re-financings. Inflation may also increase the costs of goods and services we purchase, including the costs of salaries and benefits. In response to higher inflation, the Federal Reserve is expected to increase interest rates one or more times in 2022. For additional information, see *Interest Rate Risk* below, and *Item 1A. Risk Factors – Risks Related to our Business – Changes in interest rates could have an adverse effect on our profitability.*

Interest Rate Risk

Market risk is the risk of loss from adverse changes in market prices and rates. Since the majority of our assets and liabilities are monetary in nature, our market risk arises primarily from interest rate risk inherent in our lending and deposit activities. A sudden and substantial change in interest rates may adversely impact our earnings and profitability because the interest rates borne by assets and liabilities do not change at the same speed, to the same extent, or on the same basis. Accordingly, our ability to proactively structure the volume and mix of our assets and liabilities to address anticipated changes in interest rates, as well as to react quickly to such fluctuations, can significantly impact our financial results. To that end, management actively monitors and manages our interest rate risk exposure.

The Asset/Liability Committee (“ALCO”) has been authorized by the board of directors to implement our asset/liability management policy, which establishes guidelines with respect to our exposure to interest rate fluctuations, liquidity, loan limits as a percentage of funding sources, exposure to correspondent banks and brokers and reliance on non-core deposits. The goal of the policy is to enable us to maximize our interest income and maintain our net interest margin without exposing the Bank to excessive interest rate risk, credit risk and liquidity risk. Within that framework, the ALCO monitors our interest rate sensitivity and makes decisions relating to our asset/liability composition.

Net interest income simulation is the Bank's primary tool for benchmarking near term earnings exposure. Given the ALCO's objective to understand the potential risk/volatility embedded within the current mix of assets and liabilities, standard rate scenario simulations assume total assets remain static (i.e. no growth).

The Bank may also use a standard gap report in its interest rate risk management process. The primary use for the gap report is to provide supporting detailed information to the ALCO's discussion. The Bank has particular concerns with the utility of the gap report as a risk management tool because of difficulties in relating gap directly to changes in net interest income. Hence, the income simulation is the key indicator for earnings-at-risk since it expressly measures what the gap report attempts to estimate.

Short term interest rate risk management tactics are decided by the ALCO where risk exposures exist out into the 1 to 2-year horizon. Tactics are formulated and presented to the ALCO for discussion, modification, and/or approval. Such tactics may include asset and liability acquisitions of appropriate maturities in the cash market, loan and deposit product/pricing strategy modification, and derivatives hedging activities to the extent such activity is authorized by the board of directors.

[Table of Contents](#)

Since the impact of rate changes due to mismatched balance sheet positions in the short-term can quickly and materially affect the current year's income statement, they require constant monitoring and management.

Within the gap position that management directs, we attempt to structure our assets and liabilities to minimize the risk of either a rising or falling interest rate environment. We manage our gap position for time horizons of one month, two months, three months, four to six months, seven to twelve months, 13-24 months, 25-36 months, 37-60 months and more than 60 months. The goal of our asset/liability management is for the Bank to maintain a net interest income at risk in an up or down 100 basis point environment at less than (5)%. At December 31, 2021, the Bank was within the policy guidelines for asset/liability management.

The following table depicts the estimated impact on net interest income of immediate changes in interest rates at the specified levels for the periods presented.

| As of December 31, 2021 | |
|--|--|
| Changes in Interest Rates (in basis points) | Estimate Increase/Decrease in Net Interest Income (1) |
| +300 | 3.5% |
| +200 | 2.3% |
| +100 | 1.8% |
| -100 | (4.5)% |

(1) The percentage change in this column represents the projected net interest income for 12 months on a flat balance sheet in a stable interest rate environment versus the projected net interest income in the various rate scenarios.

The computation of the prospective effects of hypothetical interest rate changes requires numerous assumptions regarding characteristics of new business and the behavior of existing positions. These business assumptions are based upon our experience, business plans and published industry experience. Key assumptions include asset prepayment speeds, competitive factors, the relative price sensitivity of certain assets and liabilities, and the expected life of non-maturity deposits. However, there are a number of factors that influence the effect of interest rate fluctuations on us which are difficult to measure and predict. For example, a rapid drop in interest rates might cause our loans to repay at a more rapid pace and certain mortgage-related investments to prepay more quickly than projected. This could mitigate some of the benefits of falling rates as are expected when we are in a negatively-gapped position. Conversely, a rapid rise in rates could give us an opportunity to increase our margins and stifle the rate of repayment on our mortgage-related loans which would increase our returns. As a result, because these assumptions are inherently uncertain, actual results will differ from simulated results.

Liquidity and Capital Resources

Liquidity. Liquidity is a measure of the ability to fund loan commitments and meet deposit maturities and withdrawals in a timely and cost-effective way. Cash flow requirements can be met by generating net income, attracting new deposits, converting assets to cash or borrowing funds. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit outflows, loan prepayments, and borrowings are greatly influenced by general interest rates, economic conditions, and the competitive environment in which we operate. To minimize funding risks, we closely monitor our liquidity position through periodic reviews of maturity profiles, yield and rate behaviors, and loan and deposit forecasts. Excess short-term liquidity is usually invested in overnight federal funds sold.

Our core deposits, which are deposits excluding time deposits greater than \$250,000 and deposits of municipalities and other political entities, are our most stable source of liquidity to meet our cash flow needs due to the nature of the long-term relationships generally established with our customers. Maintaining the ability to acquire these funds as needed in a variety of markets, and within ALCO compliance targets, is essential to ensuring our liquidity. At December 31, 2021 and 2020, 81% and 69% of our total assets, respectively, were funded by core deposits.

Our investment portfolio is another alternative for meeting our cash flow requirements. Investment securities generate cash flow through principal payments and maturities, and they generally have readily available markets that allow for their conversion to cash. Some securities are pledged to secure certain deposit types or short-term borrowings (such as FHLB advances), which impacts their liquidity. At December 31, 2021, securities with a carrying value of \$118.2 million were pledged to secure deposits or borrowings, compared to \$84.6 million in pledged securities at December 31, 2020.

[Table of Contents](#)

Other sources available for meeting liquidity needs include advances from the FHLB, repurchase agreements and other borrowings. FHLB advances are primarily used to match-fund fixed rate loans in order to minimize interest rate risk and also may be used to meet day to day liquidity needs, particularly if the prevailing interest rate on an FHLB advance compares favorably to the rates that we would be required to pay to attract deposits. At December 31, 2021, the balance of our outstanding advances with the FHLB was \$78.5 million, a decrease from \$120.5 million at December 31, 2020. The total amount of the remaining credit available to us from the FHLB at December 31, 2021 was \$845.9 million. At December 31, 2021, our FHLB borrowings were collateralized by approximately \$932.4 million of the Company's loan portfolio and \$1.3 million of the Company's investment securities.

Repurchase agreements are contracts for the sale of securities which we own with a corresponding agreement to repurchase those securities at an agreed upon price and date. Our policies limit the use of repurchase agreements to those collateralized by U.S. Treasury and agency securities. We had \$5.8 million of repurchase agreements outstanding at December 31, 2021, compared to \$5.7 million at December 31, 2020.

We maintain unsecured lines of credit with FNBB and TIB totaling \$60.0 million. These lines of credit are federal funds lines of credit and are used for overnight borrowing only. There were no outstanding balances on our unsecured lines of credit at December 31, 2021 or 2020.

In addition, at December 31, 2021 and 2020 we had \$43.6 million in aggregate principal amount of subordinated debt outstanding, respectively. For additional information, see Note 11, Subordinated Debt Securities in the Notes to Consolidated Financial Statements contained in *Item 8. Financial Statements and Supplementary Data*, and see *Discussion and Analysis of Financial Condition – Borrowings* above.

Our liquidity strategy is focused on using the least costly funds available to us in the context of our balance sheet composition and interest rate risk position. Accordingly, we target growth of noninterest-bearing deposits. Although we cannot directly control the types of deposit instruments our customers choose, we can influence those choices with the interest rates and deposit specials we offer. As of December 31, 2021, we had no brokered deposits compared to \$80.0 million at December 31, 2020. We used brokered deposits to satisfy borrowings under certain interest rate swap agreements that terminated during 2021. We also hold QwickRate® deposits, included in our time deposit balances, to address liquidity needs when rates on such deposits compare favorably with deposit rates in our markets. At December 31, 2021, we held \$63.8 million of QwickRate® deposits, a decrease compared to \$123.1 million at December 31, 2020.

The following table presents, by type, our funding sources, which consist of total average deposits and borrowed funds, as a percentage of total funds and the total cost of each funding source for the years ended December 31, 2021 and 2020.

| | Percentage of Total Average Deposits and Borrowed Funds | | Cost of Funds | |
|-----------------------------------|--|------|-------------------------|-------|
| | Year ended December 31, | | Year ended December 31, | |
| | 2021 | 2020 | 2021 | 2020 |
| Noninterest-bearing demand | 24% | 21% | —% | —% |
| Interest-bearing demand | 37 | 31 | 0.28 | 0.58 |
| Brokered deposits | 3 | 1 | 0.92 | 0.87 |
| Savings deposits | 7 | 6 | 0.15 | 0.31 |
| Time deposits | 22 | 32 | 0.81 | 1.76 |
| Short-term borrowings | 1 | 3 | 0.20 | 1.09 |
| Borrowed funds | 6 | 6 | 3.26 | 3.26 |
| Total deposits and borrowed funds | 100% | 100% | 0.51% | 1.00% |

Capital Management. Our primary sources of capital include retained earnings, capital obtained through acquisitions and proceeds from the sale of our capital stock and subordinated debt. We may issue capital stock and debt securities from time to time to fund acquisitions and support our organic growth. During 2019, we issued \$25.0 million of subordinated notes and during 2017 we issued \$18.6 million of subordinated notes, both structured to qualify as Tier 2 capital for regulatory capital purposes. For additional information see *Discussion and Analysis of Financial Condition – Borrowings*.

[Table of Contents](#)

In 2019, we issued 1,290,323 shares of common stock for net proceeds of \$28.5 million. We also issued 763,849 shares of common stock in connection with our acquisition of Mainland in 2019 and 799,559 shares of common stock in connection with our acquisition of BOJ in 2017. During 2021, we paid \$3.1 million in dividends, compared to \$2.7 million in 2020 and \$2.2 million in 2019. Our board of directors has authorized a share repurchase program and during 2021 we paid \$6.9 million to repurchase our shares, compared to \$11.1 million in 2020 and \$8.3 million in 2019. On March 17, 2021, the board of directors approved an additional 300,000 shares of the Company's common stock for repurchase. On May 19, 2021, the board of directors approved an additional 200,000 shares of the Company's common stock for repurchase through July 31, 2021. At December 31, 2021, we had 205,692 shares of our common stock remaining authorized for repurchase under the program.

For additional information, see Notes 2, 11 and 14 to our consolidated financial statements. We are subject to restrictions on dividends under applicable banking laws and regulations. Please refer to the discussion under the heading "Supervision and Regulation – Dividends" in *Item 1. Business*, for more information. We are also subject to additional legal and contractual restrictions on dividends. Please refer to the discussion under the heading "Dividend Policy" in *Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities* and under the heading "Common Stock – Dividend Restrictions" in Note 14, Stockholders' Equity in the Notes to Consolidated Financial Statements contained in *Item 8. Financial Statements and Supplementary Data*.

We are subject to various regulatory capital requirements administered by the Federal Reserve and the OCC. These requirements are described in greater detail under the heading "Supervision and Regulation – Regulatory Capital Requirements" of *Item 1. Business*. Those guidelines specify capital tiers, which include the following classifications:

| Capital Tiers⁽¹⁾ | Tier 1 Leverage Ratio | Common Equity Tier 1 Capital Ratio | Tier 1 Capital Ratio | Total Capital Ratio | Ratio of Tangible to Total Asset |
|------------------------------------|------------------------------|---|-----------------------------|----------------------------|---|
| Well capitalized | 5% or above | 6.5% or above | 8% or above | 10% or above | |
| Adequately capitalized | 4% or above | 4.5% or above | 6% or above | 8% or above | |
| Undercapitalized | Less than 4% | Less than 4.5% | Less than 6% | Less than 8% | |
| Significantly undercapitalized | Less than 3% | Less than 3% | Less than 4% | Less than 6% | |
| Critically undercapitalized | | | | | 2% or less |

(1) In order to be well capitalized or adequately capitalized, a bank must satisfy each of the required ratios in the table. In order to be undercapitalized or significantly undercapitalized, a bank would need to fall below just one of the relevant ratio thresholds in the table. In order to be well capitalized, the Bank cannot be subject to any written agreement or order requiring it to maintain a specific level of capital for any capital measure.

The Company and the Bank each were in compliance with all regulatory capital requirements as of December 31, 2021, 2020 and 2019. The Bank also was considered "well-capitalized" under the OCC's prompt corrective action regulations as of these dates.

The following table presents the actual capital amounts and regulatory capital ratios for the Company and the Bank as of the dates presented (dollars in thousands).

| | Actual | | Minimum Capital Requirement to be Well Capitalized | |
|--|------------|-------|---|-------|
| | Amount | Ratio | Amount | Ratio |
| December 31, 2021 | | | | |
| Investar Holding Corporation: | | | | |
| Tier 1 capital to average assets (leverage) | \$ 206,899 | 8.12% | \$ — | —% |
| Tier 1 common equity to risk-weighted assets | 197,399 | 9.45 | — | — |
| Tier 1 capital to risk-weighted assets | 206,899 | 9.90 | — | — |
| Total capital to risk-weighted assets | 271,416 | 12.99 | — | — |
| Investar Bank: | | | | |
| Tier 1 capital to average assets (leverage) | 244,541 | 9.60 | 127,313 | 5.00 |
| Tier 1 common equity to risk-weighted assets | 244,541 | 11.72 | 135,651 | 6.50 |
| Tier 1 capital to risk-weighted assets | 244,541 | 11.72 | 166,956 | 8.00 |
| Total capital to risk-weighted assets | 266,069 | 12.75 | 208,694 | 10.00 |
| December 31, 2020 | | | | |
| Investar Holding Corporation: | | | | |
| Tier 1 capital to average assets (leverage) | \$ 215,750 | 9.49% | \$ — | —% |
| Tier 1 common equity to risk-weighted assets | 209,250 | 11.02 | — | — |
| Tier 1 capital to risk-weighted assets | 215,750 | 11.36 | — | — |
| Total capital to risk-weighted assets | 279,253 | 14.71 | — | — |
| Investar Bank: | | | | |
| Tier 1 capital to average assets (leverage) | 237,684 | 10.47 | 113,546 | 5.00 |
| Tier 1 common equity to risk-weighted assets | 237,684 | 12.53 | 123,268 | 6.50 |
| Tier 1 capital to risk-weighted assets | 237,684 | 12.53 | 151,714 | 8.00 |
| Total capital to risk-weighted assets | 258,291 | 13.62 | 189,642 | 10.00 |

Swap Contracts. The Bank enters into interest rate swap contracts, some of which are forward starting, to manage exposure against the variability in the expected future cash flows (future interest payments) attributable to changes in the 1-month LIBOR associated with the forecasted issuances of 1-month fixed rate debt arising from a rollover strategy. An interest rate swap is an agreement whereby one party agrees to pay a fixed rate of interest on a notional principal amount in exchange for receiving a floating rate of interest on the same notional amount for a predetermined period of time, from a second party. The maximum length of time over which the Bank is currently hedging its exposure to the variability in future cash flows for forecasted transactions is approximately 7.6 years. At December 31, 2021, the Bank had no current interest rate swap agreements compared to current interest rate swap agreements with a total notional amount of \$80.0 million at December 31, 2020, and forward starting interest rate swap agreements with a total notional amount \$115.0 million compared to \$140.0 million at December 31, 2020.

In September 2021, the Company voluntarily terminated interest rate swaps with a total notional amount of \$150.0 million in response to market conditions and as a result of excess liquidity. Unrealized gains of \$1.4 million, net of tax expense of \$0.4 million, were reclassified from “Accumulated other comprehensive income” and recorded as “Swap termination fee income” in noninterest income in the accompanying consolidated statement of income for the year ended December 31, 2021. The Company used brokered deposits to satisfy the borrowings required by the swap agreements due to more favorable pricing. Accordingly, the Company had no brokered deposits at December 31, 2021.

For the year ended December 31, 2021, a gain of \$5.3 million, net of a \$1.4 million tax expense, was recognized in “Other comprehensive (loss) income” (“OCI”) in the accompanying consolidated statements of other comprehensive income for the change in fair value of the interest rate swap contracts. For the years ended December 31, 2020 and December 31, 2019, a loss of \$2.3 million, net of a \$0.6 tax benefit, and a gain of \$51,000, net of a \$14,000 tax expense, respectively, was recognized in OCI in the accompanying consolidated statements of other comprehensive income for the change in fair value of the interest rate swap contracts.

[Table of Contents](#)

The Company also enters into interest rate swap contracts that allow commercial loan customers to effectively convert a variable-rate commercial loan agreement to a fixed-rate commercial loan agreement. Under these agreements, the Company enters into a variable-rate loan agreement with a customer in addition to an interest rate swap agreement, which serves to effectively swap the customer's variable-rate loan into a fixed-rate loan. The Company then enters into a corresponding swap agreement with a third party in order to economically hedge its exposure through the customer agreement. The interest rate swaps with both the customers and third parties are not designated as hedges under FASB ASC Topic 815, Derivatives and Hedging, and are marked to market through earnings. As the interest rate swaps are structured to offset each other, changes to the underlying benchmark interest rates considered in the valuation of these instruments do not result in an impact to earnings; however, there may be fair value adjustments related to credit quality variations between counterparties, which may impact earnings as required by FASB ASC Topic 820, Fair Value Measurements. The Company did not recognize any gains or losses in other income resulting from fair value adjustments during the years ended December 31, 2021 and 2020.

Unfunded Commitments. The Bank enters into loan commitments and standby letters of credit in the normal course of its business. Loan commitments are made to meet the financing needs of our customers, while standby letters of credit commit the Bank to make payments on behalf of customers when certain specified future events occur. The credit risks associated with loan commitments and standby letters of credit are essentially the same as those involved in making loans to our customers. Accordingly, our normal credit policies apply to these arrangements. Collateral (e.g., securities, receivables, inventory, equipment, etc.) is obtained based on management's credit assessment of the customer. The credit risk associated with these commitments is evaluated in a manner similar to the allowance for loan losses. The reserve for unfunded lending commitments is included in other liabilities in the balance sheet. At December 31, 2021 and 2020, the reserve for unfunded loan commitments was \$0.7 million and \$0.2 million, respectively.

Loan commitments and standby letters of credit do not necessarily represent future cash requirements, in that while the customer typically has the ability to draw upon these commitments at any time, these commitments often expire without being drawn upon in full or at all. Virtually all of our standby letters of credit expire within one year. Our unfunded loan commitments and standby letters of credit outstanding are summarized below as of the dates indicated (dollars in thousands).

| | <u>December 31, 2021</u> | <u>December 31, 2020</u> |
|--------------------------------------|--------------------------|--------------------------|
| Commitments to extend credit: | | |
| Loan commitments | \$ 349,701 | \$ 266,039 |
| Standby letters of credit | 18,259 | 14,420 |

The Company closely monitors the amount of remaining future commitments to borrowers in light of prevailing economic conditions and adjusts these commitments as necessary. The Company will continue this process as new commitments are entered into or existing commitments are renewed.

Additionally, at December 31, 2021, the Company had unfunded commitments of \$1.9 million for its investment in Small Business Investment Company qualified funds.

For each of the years ended December 31, 2021 and 2020, we engaged in no off-balance sheet transactions reasonably likely to have a material effect on our financial condition, results of operations, or cash flows currently or in the future.

[Table of Contents](#)

Lease Obligations.

The Company's primary leasing activities relate to certain real estate leases entered into in support of the Company's branch operations. The Company's branch locations operated under lease agreements have all been designated as operating leases. The Company does not lease equipment under operating leases, nor does it have leases designated as finance leases.

The following table presents, as of December 31, 2021, contractually obligated lease payments due under non-cancelable operating leases by payment date (dollars in thousands).

| | | |
|---------------------|----|--------------|
| Less than one year | \$ | 598 |
| One to three years | | 1,110 |
| Three to five years | | 815 |
| Over five years | | 1,354 |
| Total | \$ | <u>3,877</u> |

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The information contained in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Risk Management* hereof is incorporated herein by reference.

Item 8. Financial Statements and Supplementary Data

Management’s Report on Internal Control over Financial Reporting

To the Stockholders and Board of Directors

Investar Holding Corporation

Baton Rouge, Louisiana

Investar Holding Corporation (the “Company”) is responsible for the preparation, integrity and fair presentation of the consolidated financial statements included in this annual report. The consolidated financial statements and notes included in this annual report have been prepared in conformity with accounting principles generally accepted in the United States of America and necessarily include some amounts that are based on management’s best estimates and judgments.

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

The system of internal control over financial reporting as it relates to the financial statements is evaluated for effectiveness by management and tested for reliability through a program of internal audits. Actions are taken to correct potential deficiencies as they are identified. Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented or overridden, and misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of internal control will provide only reasonable assurance with respect to financial statement preparation.

Management, with the participation of the Company’s principal executive officer and principal financial officer, conducted an assessment of the effectiveness of the Company’s system of internal control over financial reporting as of December 31, 2021, based on criteria for effective internal control over financial reporting described in the “Internal Control - Integrated Framework,” (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded that, as of December 31, 2021, the Company’s system of internal control over financial reporting is effective and meets the criteria of the “Internal Control – Integrated Framework.”

HORNE LLP, the Company’s independent registered public accounting firm that has audited the Company’s financial statements included in this annual report, has issued an attestation report on the Company’s internal control over financial reporting which is included herein.

Date: March 9, 2022

By: /s/ John J. D’Angelo
John J. D’Angelo
President and Chief Executive Officer

Date: March 9, 2022

By: /s/ Christopher L. Hufft
Christopher L. Hufft
Executive Vice President and Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Investar Holding Corporation

Opinion on the Internal Control Over Financial Reporting

We have audited Investar Holding Corporation's (the "Company") internal control over financial reporting as of December 31, 2021, based on criteria established in the *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in the *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the "PCAOB"), the consolidated financial statements of the Company as of December 31, 2021 and our report dated March 9, 2022 expressed an unqualified opinion.

Basis for Opinion

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ HORNE LLP

Baton Rouge, Louisiana
March 9, 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Investar Holding Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Investar Holding Corporation (the “Company”) as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, changes in stockholders’ equity, and cash flows, for the two years ended December 31, 2021, and the related notes to the consolidated financial statements (collectively, referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for the two years ended December 31, 2021 and 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the “PCAOB”), the Company’s internal control over financial reporting as of December 31, 2021 and 2020, based on criteria established in the *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated March 9, 2022, expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Allowance for Loan Losses

Description of the Matter

As described in Notes 1 and 4 to the financial statements, the Company’s allowance for loan losses is a valuation allowance that reflects the Company’s estimation of incurred losses in its loan portfolio to the extent they are both probable and reasonable to estimate. The allowance for loan losses was \$20,859,000 at December 31, 2021, which consists of two components; the allowance for loans individually evaluated for impairment (“specific reserves”) and the allowance for loans collectively evaluated for impairment (“general reserves”).

The Company’s general reserves include reserves based on historical charge-off factors and qualitative general reserve factors. The component for qualitative general reserve factors involves an evaluation of items which are not yet reflected in the factors for historical charge-offs including changes in: lending policies and procedures, economic and business conditions, nature and volume of the portfolio, lending staff, volume and severity of delinquent loans, loan review systems, collateral values, and concentrations of credit. The evaluation of these items results in qualitative general reserve factors, which contribute significantly to the general reserve component of the estimate of the allowance for loan losses.

How we Addressed the Matter in Our Audit

We identified management's estimate of the aggregate effect of the qualitative reserve factors on the allowance for loan losses as a critical audit matter as it involved subjective auditor judgment. Management's determination of qualitative general reserve factors involved especially subjective judgment because management's estimate relies on qualitative analysis to determine the quantitative impact the items have on the allowance.

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

Evaluated the design and tested the operating effectiveness of controls over the determination of items used to estimate the qualitative general reserve factors, including controls addressing:

- a. The data used as the basis for the adjustments relating to qualitative general reserve factors.
- b. Management's determination of loans excluded from qualitative general reserve factors calculation.
- c. Management's review of the qualitative and quantitative conclusions related to the qualitative general reserve factors and the resulting allocation to the allowance.

Substantively tested the general reserves related to qualitative general reserve factors which included:

- a. Evaluation of the completeness and accuracy of data inputs used as a basis for the adjustments relating to the qualitative general reserve factors.
- b. Evaluation of loans excluded from the qualitative general reserve calculation for propriety of classification.
- c. Evaluation of the reasonableness of management's judgments related to the qualitative and quantitative assessment of the data used in the determination of qualitative general reserve factors and the resulting allocation to the allowance. Our evaluation considered the weight of confirming and disconfirming evidence from internal and external sources, loan portfolio performance and third-party data, and whether management's assumptions were applied consistently period to period.

/s/ HORNE LLP

We have served as the Company's auditor since 2020.

Baton Rouge, Louisiana

March 9, 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Investar Holding Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for the year ended December 31, 2019 and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of its operations and its cash flows for the year ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

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

/s/ Ernst & Young LLP

New Orleans, Louisiana
March 13, 2020

INVESTAR HOLDING CORPORATION
CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except share data)

| | December 31, | |
|---|---------------------|---------------------|
| | 2021 | 2020 |
| ASSETS | | |
| Cash and due from banks | \$ 38,601 | \$ 25,672 |
| Interest-bearing balances due from other banks | 57,940 | 9,696 |
| Federal funds sold | 500 | — |
| Cash and cash equivalents | 97,041 | 35,368 |
| Available for sale securities at fair value (amortized cost of \$356,639 and \$263,913, respectively) | 355,509 | 268,410 |
| Held to maturity securities at amortized cost (estimated fair value of \$10,727 and \$12,649, respectively) | 10,255 | 12,434 |
| Loans held for sale | 620 | — |
| Loans, net of allowance for loan losses of \$20,859 and \$20,363, respectively | 1,851,153 | 1,839,955 |
| Equity securities | 16,803 | 16,599 |
| Bank premises and equipment, net of accumulated depreciation of \$19,149 and \$15,830, respectively | 58,080 | 56,303 |
| Other real estate owned, net | 2,653 | 663 |
| Accrued interest receivable | 11,355 | 12,969 |
| Deferred tax asset | 2,239 | 1,360 |
| Goodwill and other intangible assets, net | 44,036 | 32,232 |
| Bank owned life insurance | 51,074 | 38,908 |
| Other assets | 12,385 | 5,980 |
| Total assets | <u>\$ 2,513,203</u> | <u>\$ 2,321,181</u> |
| LIABILITIES | | |
| Deposits: | | |
| Noninterest-bearing | \$ 585,465 | \$ 448,230 |
| Interest-bearing | 1,534,801 | 1,439,594 |
| Total deposits | 2,120,266 | 1,887,824 |
| Advances from Federal Home Loan Bank | 78,500 | 120,500 |
| Repurchase agreements | 5,783 | 5,653 |
| Subordinated debt, net of unamortized issuance costs | 42,989 | 42,897 |
| Junior subordinated debt | 8,384 | 5,949 |
| Accrued taxes and other liabilities | 14,683 | 15,074 |
| Total liabilities | 2,270,605 | 2,077,897 |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock, no par value per share; 5,000,000 shares authorized | — | — |
| Common stock, \$1.00 par value per share; 40,000,000 shares authorized; 10,343,494 and 10,608,869 shares issued and outstanding, respectively | 10,343 | 10,609 |
| Surplus | 154,932 | 159,485 |
| Retained earnings | 76,160 | 71,385 |
| Accumulated other comprehensive income | 1,163 | 1,805 |
| Total stockholders' equity | 242,598 | 243,284 |
| Total liabilities and stockholders' equity | <u>\$ 2,513,203</u> | <u>\$ 2,321,181</u> |

See accompanying notes to the consolidated financial statements.

INVESTAR HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Amounts in thousands, except share data)

| | For the years ended December 31, | | |
|---|----------------------------------|-----------|-----------|
| | 2021 | 2020 | 2019 |
| INTEREST INCOME | | | |
| Interest and fees on loans | \$ 90,230 | \$ 87,365 | \$ 80,954 |
| Interest on investment securities | 4,500 | 5,613 | 7,440 |
| Other interest income | 812 | 816 | 1,049 |
| Total interest income | 95,542 | 93,794 | 89,443 |
| INTEREST EXPENSE | | | |
| Interest on deposits | 7,487 | 15,376 | 19,307 |
| Interest on borrowings | 4,241 | 4,884 | 5,318 |
| Total interest expense | 11,728 | 20,260 | 24,625 |
| Net interest income | 83,814 | 73,534 | 64,818 |
| Provision for loan losses | 22,885 | 11,160 | 1,908 |
| Net interest income after provision for loan losses | 60,929 | 62,374 | 62,910 |
| NONINTEREST INCOME | | | |
| Service charges on deposit accounts | 2,422 | 1,917 | 1,840 |
| Gain on sale of investment securities, net | 2,321 | 2,289 | 262 |
| Loss on sale or disposition of fixed assets, net | (408) | (38) | (11) |
| (Loss) gain on sale of other real estate owned, net | (5) | 12 | 2 |
| Swap termination fee income | 1,835 | — | — |
| Gain on sale of loans | 199 | — | — |
| Servicing fees and fee income on serviced loans | 204 | 379 | 593 |
| Interchange fees | 1,920 | 1,414 | 1,114 |
| Income from bank owned life insurance | 1,146 | 894 | 703 |
| Change in the fair value of equity securities | 214 | 268 | 341 |
| Other operating income | 2,194 | 4,961 | 1,372 |
| Total noninterest income | 12,042 | 12,096 | 6,216 |
| Income before noninterest expense | 72,971 | 74,470 | 69,126 |
| NONINTEREST EXPENSE | | | |
| Depreciation and amortization | 4,988 | 4,570 | 3,462 |
| Salaries and employee benefits | 35,527 | 33,378 | 28,643 |
| Occupancy | 2,753 | 2,236 | 1,837 |
| Data processing | 3,112 | 3,069 | 2,360 |
| Marketing | 275 | 333 | 260 |
| Professional fees | 1,585 | 1,519 | 1,189 |
| Acquisition expense | 2,448 | 1,062 | 2,090 |
| Other operating expenses | 12,374 | 10,964 | 8,327 |
| Total noninterest expense | 63,062 | 57,131 | 48,168 |
| Income before income tax expense | 9,909 | 17,339 | 20,958 |
| Income tax expense | 1,909 | 3,450 | 4,119 |
| Net income | \$ 8,000 | \$ 13,889 | \$ 16,839 |
| EARNINGS PER SHARE | | | |
| Basic earnings per share | \$ 0.77 | \$ 1.27 | \$ 1.68 |
| Diluted earnings per share | 0.76 | 1.27 | 1.66 |
| Cash dividends declared per common share | 0.31 | 0.25 | 0.23 |

See accompanying notes to the consolidated financial statements.

INVESTAR HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in thousands)

| | For the years ended December 31, | | |
|--|----------------------------------|------------------|------------------|
| | 2021 | 2020 | 2019 |
| Net income | \$ 8,000 | \$ 13,889 | \$ 16,839 |
| Other comprehensive (loss) income: | | | |
| Unrealized (loss) gain on investment securities: | | | |
| Unrealized (loss) gain, available for sale, net of tax (benefit) expense of (\$694), \$1,068, and \$1,362, respectively | (2,611) | 4,017 | 5,123 |
| Reclassification of realized gain, net of tax expense of \$488, \$481, and \$56, respectively | (1,833) | (1,808) | (206) |
| Unrealized loss, transfer from available for sale to held to maturity, net of tax benefit of \$0 for all respective periods | (1) | (1) | (1) |
| Fair value of derivative financial instruments | | | |
| Change in fair value of interest rate swap designated as a cash flow hedge, net of tax expense (benefit) of \$1,396, (\$610), and \$14, respectively | 5,253 | (2,294) | 51 |
| Reclassification of realized gain, interest rate swap termination, net of tax expense of \$385, \$0, and \$0, respectively | (1,450) | — | — |
| Total other comprehensive (loss) income | (642) | (86) | 4,967 |
| Total comprehensive income | <u>\$ 7,358</u> | <u>\$ 13,803</u> | <u>\$ 21,806</u> |

See accompanying notes to the consolidated financial statements.

INVESTAR HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Amounts in thousands, except share data)

| | Common Stock | Surplus | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total Stockholders' Equity |
|---|------------------|-------------------|----------------------|--|----------------------------------|
| Balance, December 31, 2018 | \$ 9,484 | \$ 130,133 | \$ 45,721 | \$ (3,076) | \$ 182,262 |
| Common stock issued in offering, net of direct costs of \$1,475 | 1,290 | 27,235 | — | — | 28,525 |
| Common stock issued in acquisition, net of issuance costs | 764 | 17,873 | — | — | 18,637 |
| Surrendered shares | (11) | (272) | — | — | (283) |
| Shares repurchased | (360) | (7,966) | — | — | (8,326) |
| Options exercised | 21 | 266 | — | — | 287 |
| Dividends declared, \$0.23 per share | — | — | (2,362) | — | (2,362) |
| Stock-based compensation | 41 | 1,389 | — | — | 1,430 |
| Net income | — | — | 16,839 | — | 16,839 |
| Other comprehensive income, net | — | — | — | 4,967 | 4,967 |
| Balance, December 31, 2019 | \$ 11,229 | \$ 168,658 | \$ 60,198 | \$ 1,891 | \$ 241,976 |
| Stock issuance costs | — | (57) | — | — | (57) |
| Surrendered shares | (15) | (299) | — | — | (314) |
| Shares repurchased | (662) | (10,450) | — | — | (11,112) |
| Options exercised | 3 | 43 | — | — | 46 |
| Dividends declared, \$0.25 per share | — | — | (2,702) | — | (2,702) |
| Stock-based compensation | 54 | 1,590 | — | — | 1,644 |
| Net income | — | — | 13,889 | — | 13,889 |
| Other comprehensive loss, net | — | — | — | (86) | (86) |
| Balance, December 31, 2020 | \$ 10,609 | \$ 159,485 | \$ 71,385 | \$ 1,805 | \$ 243,284 |
| Surrendered shares | (19) | (348) | — | — | (367) |
| Shares repurchased | (359) | (6,566) | — | — | (6,925) |
| Options exercised | 47 | 685 | — | — | 732 |
| Dividends declared, \$0.31 per share | — | — | (3,225) | — | (3,225) |
| Stock-based compensation | 65 | 1,676 | — | — | 1,741 |
| Net income | — | — | 8,000 | — | 8,000 |
| Other comprehensive loss, net | — | — | — | (642) | (642) |
| Balance, December 31, 2021 | <u>\$ 10,343</u> | <u>\$ 154,932</u> | <u>\$ 76,160</u> | <u>\$ 1,163</u> | <u>\$ 242,598</u> |

See accompanying notes to the consolidated financial statements.

INVESTAR HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

| | For the years ended December 31, | | |
|---|----------------------------------|------------------|------------------|
| | 2021 | 2020 | 2019 |
| Cash flows from operating activities | | | |
| Net income | \$ 8,000 | \$ 13,889 | \$ 16,839 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 4,988 | 4,570 | 3,462 |
| Provision for loan losses | 22,885 | 11,160 | 1,908 |
| Amortization of purchase accounting adjustments | (1,560) | (1,112) | (1,425) |
| Provision for other real estate owned | — | 30 | 18 |
| Net amortization of securities | 3,484 | 2,825 | 712 |
| Gain on sale of investment securities, net | (2,321) | (2,289) | (262) |
| Loss on sale or disposition of fixed assets, net | 408 | 38 | 11 |
| Loss (gain) on sale of other real estate owned, net | 5 | (12) | (2) |
| FHLB stock dividend | (40) | (134) | (336) |
| Stock-based compensation | 1,741 | 1,644 | 1,430 |
| Deferred taxes | (547) | (1,388) | 153 |
| Net change in value of bank owned life insurance | (1,143) | (894) | (703) |
| Amortization of subordinated debt issuance costs | 92 | 71 | 53 |
| Change in the fair value of equity securities | (214) | (268) | (341) |
| Loans held for sale: | | | |
| Originations | (10,235) | — | — |
| Proceeds from sales | 9,814 | — | — |
| Gain on sale of loans | (199) | — | — |
| Net change in: | | | |
| Accrued interest receivable | 2,451 | (5,056) | (1,925) |
| Other assets | (3,086) | (953) | (2,015) |
| Accrued taxes and other liabilities | (1,042) | (4,372) | 990 |
| Net cash provided by operating activities | 33,481 | 17,749 | 18,567 |
| Cash flows from investing activities | | | |
| Proceeds from sales of investment securities available for sale | 137,803 | 56,466 | 65,834 |
| Purchases of securities available for sale | (255,455) | (127,123) | (110,431) |
| Proceeds from maturities, prepayments and calls of investment securities available for sale | 84,729 | 64,348 | 39,578 |
| Proceeds from maturities, prepayments and calls of investment securities held to maturity | 2,149 | 1,938 | 1,623 |
| Proceeds from redemption or sale of equity securities | 574 | 9,283 | 2,986 |
| Purchases of equity securities | (523) | (6,165) | (7,040) |
| Net decrease (increase) in loans | 86,967 | (124,736) | (162,025) |
| Proceeds from sales of other real estate owned | 878 | 158 | 5,150 |
| Purchases of other real estate owned | (501) | — | — |
| Proceeds from insurance claims | — | 232 | — |
| Proceeds from sales of fixed assets | 194 | — | — |
| Purchases of fixed assets | (3,318) | (7,590) | (7,918) |
| Purchase of bank owned life insurance | (8,000) | (6,000) | (5,023) |
| Purchase of other investments | (233) | — | (95) |
| Proceeds from sales of other investments | — | 1,762 | — |
| Distributions from investments | 23 | 93 | 162 |
| Cash acquired from Mainland Bank | — | — | 38,365 |
| Cash acquired from Bank of York, net of cash paid | — | — | 35,771 |
| Cash paid for acquisition of PlainsCapital branches, net of cash acquired | — | (10,809) | — |
| Cash acquired from acquisition of Cheaha Financial Group, net of cash paid | 8,112 | — | — |
| Net cash provided by (used in) investing activities | 53,399 | (148,143) | (103,063) |

INVESTAR HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED
(Amounts in thousands)

| | For the years ended December 31, | | |
|--|----------------------------------|------------------|------------------|
| | 2021 | 2020 | 2019 |
| Cash flows from financing activities | | | |
| Net increase in customer deposits | 25,946 | 143,318 | 153,403 |
| Net increase (decrease) in repurchase agreements | 130 | 2,658 | (9,329) |
| Net decrease in short-term FHLB advances | (42,000) | (8,000) | (86,400) |
| Proceeds from long-term FHLB advances | — | — | 23,500 |
| Repayment of long-term FHLB advances | — | (3,100) | (12,000) |
| Cash dividends paid on common stock | (3,090) | (2,686) | (2,167) |
| Payments to repurchase common stock | (6,925) | (11,112) | (8,326) |
| Proceeds from common stock offering, net of issuance costs | — | — | 28,525 |
| Proceeds from stock options exercised | 732 | 46 | 287 |
| Proceeds from subordinated debt, net of issuance costs | — | — | 24,558 |
| Payments of stock issuance costs | — | (57) | — |
| Net cash (used in) provided by financing activities | (25,207) | 121,067 | 112,051 |
| Net increase (decrease) in cash and cash equivalents | 61,673 | (9,327) | 27,555 |
| Cash and cash equivalents, beginning of period | 35,368 | 44,695 | 17,140 |
| Cash and cash equivalents, end of period | <u>\$ 97,041</u> | <u>\$ 35,368</u> | <u>\$ 44,695</u> |

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash payments for:

| | | | |
|-------------------------------------|----------|----------|----------|
| Income taxes | \$ 4,207 | \$ 4,336 | \$ 4,190 |
| Interest on deposits and borrowings | 11,817 | 20,702 | 24,396 |

SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING ACTIVITIES

| | | | |
|--|--------|-------|--------|
| Transfer from loans to other real estate owned | \$ 521 | \$ 41 | \$ 133 |
| Transfer from bank premises and equipment to other real estate owned | 1,850 | 665 | — |

See accompanying notes to the consolidated financial statements.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Investar Holding Corporation (the “Company”) is a financial holding company headquartered in Baton Rouge, Louisiana, that provides, through its wholly-owned subsidiary, Investar Bank, National Association (the “Bank”), full banking services, excluding trust services, tailored primarily to meet the needs of individuals, professionals, and small to medium-sized businesses throughout its markets in south Louisiana, southeast Texas and Alabama.

Basis of Presentation

The consolidated financial statements of Investar Holding Corporation and its wholly-owned subsidiary, the Bank, have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and to generally accepted practices within the banking industry.

Segments

While our chief decision maker monitors the revenue streams of the various banking products and services, operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the Company’s banking operations are considered by management to be aggregated in one reportable operating segment. Because the overall banking operations comprise substantially all of the consolidated operations, no separate segment disclosures are presented in the accompanying consolidated financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, and such differences could be material.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in local economic conditions, changes in conditions of our borrowers' industries or changes in the condition of individual borrowers. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Company’s allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance based on their judgments about information available to them at the time of their examination. Because of these factors, it is reasonably possible that the allowance for loan losses may change materially in the near term. However, the amount of the change that is reasonably possible cannot be estimated.

Other estimates that are susceptible to significant change in the near term relate to the allowance for off-balance sheet credit losses, the fair value of stock-based compensation awards, the determination of other-than-temporary impairments of securities, and the fair value of financial instruments and goodwill.

The ongoing COVID-19 pandemic has made certain estimates more challenging, including those discussed above, as the pandemic is unprecedented in recent history, continues to evolve, and its future effects are impossible to predict with any certainty.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Investment Securities

The Company's investments in securities are accounted for in accordance with applicable guidance contained in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"), which requires the classification of securities into one of the following categories:

- Securities to be held to maturity ("HTM"): bonds, notes, and debentures for which the Company has the positive intent and ability to hold to maturity are reported at cost, adjusted for premiums and discounts that are recognized in interest income using the interest method over the period to maturity.
- Securities available for sale ("AFS"): available for sale securities consist of bonds, notes, and debentures that are available to meet the Company's operating needs. These securities are reported at fair value.

Unrealized holding gains and losses, net of tax, on available for sale securities are reported as a net amount in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Realized gains and losses on the sale of debt and equity securities are determined using the specific-identification method and average price method, respectively.

The Company follows FASB guidance related to the recognition and presentation of other-than-temporary impairment. The guidance specifies that if an entity does not have the intent to sell a debt security prior to recovery, the security would not be considered other-than-temporarily impaired unless there is a credit loss. When an entity does not intend to sell the security, and it is more likely than not that the entity will not have to sell the security before recovery of its cost basis, it will recognize the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income.

Loans

The Company's loan portfolio categories include real estate, commercial and consumer loans. Real estate loans are further categorized into construction and development, 1-4 family residential, multifamily, farmland and commercial real estate loans. The consumer loan category includes loans originated through indirect lending. Indirect lending, which is lending initiated through third-party business partners, is largely comprised of loans made through automotive dealerships.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are stated at the unpaid principal balance outstanding, net of purchase premiums or discounts, deferred income (net of costs), any direct principal charge-offs, and an allowance for loan losses. Interest on loans is calculated by using the effective interest rate on daily balances of the principal amount outstanding. Loan origination fees, net of direct loan origination costs, and commitment fees, are deferred and amortized as an adjustment to yield over the life of the loan, or over the commitment period, as applicable.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are ordinarily placed on nonaccrual when a loan is specifically determined to be impaired or when principal or interest is delinquent for 90 days or more; however, management may elect to continue the accrual when the estimated net realizable value of collateral is sufficient to cover the principal balance and the accrued interest. Any unpaid interest previously accrued on nonaccrual loans is reversed from income. Interest income, generally, is not recognized on specific impaired loans unless the likelihood of further loss is remote. Interest payments received on such loans are applied as a reduction of the loan principal balance. Interest income on other nonaccrual loans is recognized only to the extent of interest payments received. A loan may be returned to accrual status when all the principal and interest amounts contractually due are brought current and future principal and interest amounts contractually due are reasonably assured, which is typically evidenced by a sustained period of repayment performance by the borrower.

The Company considers a loan to be impaired when, based upon current information and events, it believes it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. The Company's impaired loans include troubled debt restructurings ("TDRs") and performing and non-performing loans for which full payment of principal or interest is not expected. Large groups of smaller balance homogenous loans are collectively evaluated for impairment. The Company calculates an allowance required for impaired loans based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price or the fair value of its collateral. If the recorded investment in the impaired loan exceeds the measure of fair value, a valuation allowance is required as a component of the allowance for loan losses. Changes to the valuation allowance are recorded as a component of the provision for loan losses.

See *Treatment of Loan Modifications Pursuant to the CARES Act and Interagency Statement* in this Note 1 below for further discussion on the accounting treatment for loans.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The Company follows the FASB accounting guidance on sales of financial assets, which includes participating interests in loans. For loan participations that are structured in accordance with this guidance, the sold portions are recorded as a reduction of the loan portfolio. Loan participations that do not meet the criteria are accounted for as secured borrowings.

See *Acquisition Accounting* and *Acquired Impaired Loans* below for accounting treatment of loans acquired through business acquisitions.

Treatment of Loan Modifications Pursuant to the CARES Act and Interagency Statement

Section 4013 of the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”) enacted on March 27, 2020 provides that from the period beginning March 1, 2020 until the earlier of December 31, 2020 or the date that is 60 days after the date on which the national emergency concerning the COVID-19 pandemic declared by the President of the United States under the National Emergencies Act terminates (the “applicable period”). The Company may elect to suspend GAAP for loan modifications related to the pandemic that would otherwise be categorized as TDRs and suspend any determination of a loan modified as a result of the effects of the pandemic as being a TDR, including impairment for accounting purposes. The suspension is applicable for the term of the loan modification that occurs during the applicable period for a loan that was not more than 30 days past due as of December 31, 2019. The suspension is not applicable to any adverse impact on the credit of a borrower that is not related to the pandemic. The Consolidated Appropriations Act, 2021 (“CAA”) enacted on December 27, 2020 extended the applicable period to the earlier of January 1, 2022 or 60 days after the national emergency termination date.

In addition, the Company's banking regulators and other financial regulators, on March 22, 2020 and revised April 7, 2020, issued a joint interagency statement titled the “Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working with Customers Affected by the Coronavirus” that encourages financial institutions to work prudently with borrowers who are or may be unable to meet their contractual payment obligations due to the effects of the COVID-19 pandemic. Pursuant to the interagency statement, loan modifications that do not meet the conditions of Section 4013 of the CARES Act may still qualify as a modification that does not need to be accounted for as a TDR. Specifically, the agencies confirmed with the staff of the FASB that short-term modifications made in good faith in response to the pandemic to borrowers who were current prior to any relief are not TDRs under GAAP. This includes short-term (e.g. six months) modifications such as payment deferrals, fee waivers, extensions of repayment terms, or delays in payment that are insignificant. Borrowers considered current are those that are less than 30 days past due on their contractual payments at the time a modification program is implemented. Appropriate allowances for loan and lease losses are expected to be maintained. With regard to loans not otherwise reportable as past due, financial institutions are not expected to designate loans with deferrals granted due to the pandemic as past due because of the deferral. The interagency statement also states that during short-term pandemic-related loan modifications, these loans generally should not be reported as nonaccrual.

Accordingly, during 2020 and 2021, the Company offered short-term modifications made in response to COVID-19 to qualified borrowers who are current and otherwise not past due. These include short-term modifications of 90 days or less, in the form of deferrals of payment of principal and interest, principal only, or interest only, and fee waivers. In accordance with Section 4013 of the CARES Act and the interagency statement, the Company has not accounted for such loans as TDRs, nor have they been designated as past due or nonaccrual. The Bank ceased offering loan deferrals related to COVID-19 during the fourth quarter of 2021.

Employee Retention Credit

The CARES Act also provided for an Employee Retention Credit (“ERC”), which is a broad based refundable payroll tax credit that incentivized businesses to retain employees on the payroll during the COVID-19 pandemic. The ERC is a credit against certain employment taxes of up to \$5,000 per employee for eligible employers based on certain wages paid after March 12, 2020 through December 31, 2020. In 2021, the tax credit increased to up to \$7,000 for each quarter, equal to 70% of qualified wages paid to employees during a quarter, capped at \$10,000 of qualified wages per employee per quarter. The ERC terminated effective September 30, 2021. The Company qualified for the ERC based on the significant adverse financial impacts of the COVID-19 pandemic. In the fourth quarter of 2021, Company recorded a \$1.9 million reduction to payroll taxes related to the first quarter of 2021, which is included as part of salaries and benefits expense in noninterest expense on the consolidated statements of operations for the year ended December 31, 2021.

Loans Held for Sale

Loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value. For loans carried at the lower of cost or fair value, gains and losses on loan sales (sales proceeds minus carrying value) are recorded in noninterest income, and direct loan origination costs and fees are deferred at origination of the loan and are recognized in noninterest income upon sale of the loan. At December 31, 2021, there were \$0.6 million in loans held for sale, and at December 31, 2020, there were no loans held for sale.

Allowance for Loan Losses

The adequacy of the allowance for loan losses is determined in accordance with GAAP. The allowance for loan losses is estimated through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the loan balance is uncollectable. Subsequent recoveries, if any, are credited to the allowance.

The allowance is an amount that management believes will be adequate to absorb probable losses inherent in the loan portfolio as of the balance sheet date based on evaluations of the collectability of loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrower's ability to pay. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. Allowances for impaired loans are generally determined based on collateral values or the present value of estimated cash flows. Credits deemed uncollectible are charged to the allowance. Provisions for loan losses and recoveries on loans previously charged off are adjusted to the allowance. Past due status is determined based on contractual terms.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. Based on management's review and observations made through qualitative review, management may apply qualitative adjustments to determine loss estimates at a group and/or portfolio segment level as deemed appropriate. Management has an established methodology to determine the adequacy of the allowance for loan losses that assesses the risks and losses inherent in its portfolio and portfolio segments. The Company utilizes an internally developed model that requires judgment to determine the estimation method that fits the credit risk characteristics of the loans in its portfolio and portfolio segments. Qualitative and environmental factors that may not be directly reflected in quantitative estimates include: asset quality trends, changes in loan concentrations, new products and process changes, changes and pressures from competition, changes in lending policies and underwriting practices, trends in the nature and volume of the loan portfolio, changes in experience and depth of lending staff and management and national and regional economic trends. The Company also considers third party or comparable company loss data. Changes in these factors are considered in determining changes in the allowance for loan losses. The impact of these factors on the Company's qualitative assessment of the allowance for loan losses can change from period to period based on management's assessment of the extent to which these factors are already reflected in historic loss rates. The uncertainty inherent in the estimation process is also considered in evaluating the allowance for loan losses.

In the ordinary course of business, the Bank enters into commitments to extend credit and standby letters of credit. Such financial instruments are recorded in the financial statements when they become payable. The credit risk associated with these commitments is evaluated in a manner similar to the allowance for loan losses. The reserve for unfunded lending commitments is included in other liabilities in the consolidated balance sheet. At December 31, 2021 and 2020 the reserve for unfunded loan commitments was \$0.7 million and \$0.2 million, respectively.

Equity Securities

The Company is a member of the Federal Home Loan Bank ("FHLB") system. Members of the FHLB are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, is restricted as to redemption, and is periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income. Equity securities also include investments in our other correspondent banks including Independent Bankers Financial Corporation ("IBFC") and First National Bankers Bank ("FNBB") stock. These investments are carried at cost which approximates fair value. The balance of equity securities in our correspondent banks at December 31, 2021 and 2020 was \$15.0 million and \$14.9 million, respectively.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

In addition, equity securities include marketable securities in corporate stocks and mutual funds and totaled \$1.8 million and \$1.7 million at December 31, 2021 and 2020, respectively.

Bank Premises and Equipment

Bank premises and equipment are stated at cost, less accumulated depreciation, with the exception of land, which is stated at cost. Depreciation expense is computed using the straight-line method and is charged to expense over the estimated useful lives of 39 years for buildings, five to 39 years for improvements, three to seven years for furniture and equipment, and one to five years for computer equipment and software. Costs of major additions and improvements are capitalized. Expenditures for maintenance and repairs are expensed as incurred. Gains or losses on the disposition of land, buildings, and equipment are included in noninterest income on the consolidated statements of income.

The Company leases certain branch locations under operating lease agreements. The Company also leases certain office facilities to outside parties under operating lessor agreements; however, such leases are not significant. The Company determines if an arrangement is a lease at inception. Operating leases, with the exception of short-term leases, are included in operating lease right-of-use (“ROU”) assets and operating lease liabilities in Bank premises and equipment, net and Accrued taxes and other liabilities, respectively, in the consolidated balance sheets. ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As the Company’s leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any lease pre-payments made and excludes lease incentives. The Company’s lease terms may include options to extend or terminate the lease. When it is reasonably certain that the Company will exercise an option to extend a lease, the extension is included in the lease term when calculating the present value of lease payments.

Other Real Estate Owned

Real estate acquired through foreclosure, or other real estate owned on the consolidated balance sheets, is initially recorded at fair value at the time of foreclosure, less estimated selling cost, and any related write down is charged to the allowance for loan losses. Valuations are periodically performed by management and provisions for estimated losses on other real estate owned are charged to expense when fair value is determined to be less than the carrying value.

Costs relative to the development and improvement of properties are capitalized to the extent realizable, whereas ordinary upkeep disbursements are charged to expense. The ability of the Company to recover the carrying value of real estate is based upon future sales of the other real estate owned. The ability to affect such sales is subject to market conditions and other factors, many of which are beyond the Company’s control. Operating income and expense of such properties is included in other operating income or expense, respectively, on the accompanying consolidated statements of income. Gain or loss on the disposition of such properties is included in noninterest income on the consolidated statements of income.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net identifiable assets acquired in a business combination. Goodwill and other intangible assets deemed to have an indefinite useful life are not amortized but instead are subject to review for impairment annually, or more frequently if deemed necessary, in accordance with the provisions of FASB ASC Topic 350, *Intangibles – Goodwill and Other*.

Intangible assets with estimable useful lives are amortized over their respective estimated useful lives and reviewed for impairment in accordance with FASB ASC Topic 360, *Property, Plant, and Equipment*. If impaired, the asset is written down to its estimated fair value. No impairment charges have been recognized through December 31, 2021. Core deposit intangibles representing the value of the acquired core deposit base are generally recorded in connection with business combinations involving banks and branch locations. The Company’s policy is to amortize core deposit intangibles over the estimated useful life of the deposit base. The remaining useful lives of core deposit intangibles are evaluated periodically to determine whether events and circumstances warrant revision of the remaining period of amortization. The Company’s core deposit intangibles are currently amortized using the sum-of-the-years-digits basis over 10 to 15 years. See Note 8, Goodwill and Other Intangible Assets, for additional information.

Bank Owned Life Insurance

The Company invests in bank owned life insurance (“BOLI”) policies that provide earnings to help cover the cost of employee benefit plans. The Company is the owner and beneficiary of the life insurance policies it purchased directly on a chosen group of employees. The policies are carried on the Company’s consolidated balance sheet at their cash surrender value and are subject to regulatory capital requirements. The determination of the cash surrender value includes a full evaluation of the contractual terms of each policy and assumes the surrender of policies on an individual-life by individual-life basis. Additionally, the Company periodically reviews the creditworthiness of the insurance companies that have underwritten the policies. Earnings accruing to the Company are derived from the general account investments of the insurance companies. Increases in the net cash surrender value of BOLI policies and insurance proceeds received are not taxable and are recorded in noninterest income in the consolidated statements of income.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Repurchase Agreements

Securities sold under agreements to repurchase are secured borrowings treated as financing activities and are carried at the amounts at which the securities will be subsequently reacquired as specified in the respective agreements.

Stock-Based Compensation

The Company accounts for stock-based compensation under the provisions of ASC Topic 718, *Compensation - Stock Compensation*. Under this accounting guidance, fair value is established as the measurement objective in accounting for share-based payment awards and requires the application of a fair value based measurement method in accounting for compensation costs, which is recognized over the requisite service period. The impact of forfeitures of share-based payment awards on compensation expense is recognized as forfeitures occur. See Note 15, Stock-Based Compensation, for further disclosures regarding stock-based compensation.

Off-Balance Sheet Credit-Related Financial Instruments

The Company accounts for its guarantees in accordance with the provisions of ASC Topic 460, *Guarantees*. In the ordinary course of business, the Company has entered into commitments to extend credit, including commitments under credit card agreements, commercial letters of credit and standby letters of credit. Such financial instruments are recorded when they are funded.

Derivative Financial Instruments

ASC Topic 815, *Derivatives and Hedging*, requires that all derivatives be recognized as assets or liabilities in the balance sheet at fair value. Derivatives executed with the same counterparty are generally subject to master netting arrangements, however, fair value amounts recognized for derivative financial instruments and fair value amounts recognized for the right/obligation to reclaim/return cash collateral are not offset for financial reporting purposes.

In the course of its business operations, the Company is exposed to certain risks, including interest rate, liquidity and credit risk. The Company manages its risks through the use of derivative financial instruments, primarily through management of exposure due to the receipt or payment of future cash amounts based on interest rates. The Company's derivative financial instruments manage the differences in the timing, amount and duration of expected cash receipts and payments.

Derivatives which are designated and qualify as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. The effective portion of the derivative's gain or loss is initially reported as a component of other comprehensive income and subsequently reclassified into earnings when the forecasted transaction affects earnings or when the hedge is terminated. The ineffective portion of the gain or loss is reported in earnings immediately.

In applying hedge accounting for derivatives, the Company establishes a method for assessing the effectiveness of the hedging derivative and a measurement approach for determining the ineffective aspect of the hedge upon the inception of the hedge. These methods are consistent with the Company's approach to managing risk. Note 13, Derivative Financial Instruments, describes the derivative instruments currently used by the Company and discloses how these derivatives impact the Company's financial position and results of operations.

Income Taxes

The provision for income taxes is based on amounts reported in the consolidated statements of income after exclusion of nontaxable income such as interest on state and municipal securities. Also, certain items of income and expenses are recognized in different time periods for financial statement purposes than for income tax purposes. Thus, provisions for deferred taxes are recorded in recognition of such temporary differences.

Deferred taxes are determined utilizing a liability method whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The Company has adopted accounting guidance related to accounting for uncertainty in income taxes, which sets out a consistent framework to determine the appropriate level of tax reserves to maintain for uncertain tax positions.

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

Revenue Recognition

The Company recognizes revenue in the consolidated statements of income as it is earned and when collectability is reasonably assured. The primary source of revenue is interest income from interest-earning assets, which is recognized on the accrual basis of accounting using the effective interest method. The recognition of revenues from interest-earning assets is based upon formulas from underlying loan agreements, securities contracts, or other similar contracts. Noninterest income is recognized on the accrual basis of accounting as services are provided or as transactions occur. Noninterest income includes fees from deposit accounts, merchant services, ATM and debit card fees, servicing fees, interchange fees, and other miscellaneous services and transactions.

Earnings Per Share

Basic earnings per share is calculated using the two-class method. The two-class method is an earnings allocation formula that determines earnings per share separately for common stock and participating securities according to dividends declared and participation rights in undistributed earnings. Under this method, all earnings distributed and undistributed, are allocated to participating securities and common shares based on their respective rights to receive dividends. Unvested share-based payment awards that contain nonforfeitable rights to dividends are considered participating securities (i.e. unvested time-vested restricted stock), not subject to performance based measures.

Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated in a manner similar to that of basic earnings per share except that the weighted average number of common shares outstanding is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares (such as those resulting from the exercise of stock options and warrants) were issued during the period, computed using the treasury stock method.

Statements of Cash Flows

For purposes of the statements of cash flows, cash and cash equivalents include cash and amounts due from banks and federal funds sold due to the short-term nature of these items.

Comprehensive Income

Comprehensive income includes net income and other comprehensive income or loss, which in the case of the Company includes unrealized gains and losses on securities and changes in the fair value of interest rate swaps, net of related income taxes.

Troubled Debt Restructurings

The Company periodically grants concessions to its customers in an attempt to protect as much of its investment as possible and minimize the risk of loss. These concessions may include restructuring the terms of a customer loan, thereby adjusting the customer's payment requirements. In accordance with the FASB's Accounting Standards Update ("ASU") 2011-2, *Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*, in order to be considered a troubled debt restructuring (a "TDR"), the Company must conclude that the restructuring constitutes a concession and the customer is experiencing financial difficulties. The Company defines a concession to a customer as a modification of existing loan terms for economic or legal reasons that it would otherwise not consider. Concessions are typically granted through an agreement with the customer or are imposed by a court of law. Concessions include modifying original loan terms to reduce or defer cash payments required as part of the loan agreement, including but not limited to a reduction of the stated interest rate for the remaining original life of the debt, an extension of the maturity date or dates at a stated interest rate lower than the current market rate for new debt with similar risk characteristics, a reduction of the face amount or maturity amount of the debt, or a reduction of accrued interest receivable on a debt. In its determination of whether the customer is experiencing financial difficulties, the Company considers numerous indicators, including but not limited to, whether the customer has declared or is in the process of declaring bankruptcy, whether there is substantial doubt about the customer's ability to continue as a going concern, whether the Company believes the customer's future cash flows will be insufficient to service the debt in accordance with the contractual terms of the existing agreement for the foreseeable future, and whether without modification the customer cannot obtain sufficient funds from other sources at an effective interest rate equal to the current market rate for similar debt for a non-troubled debtor.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

If the Company concludes that both a concession has been granted and the concession was granted to a customer experiencing financial difficulties, the Company identifies the loan as a TDR. For purposes of the determination of an allowance for loan losses on these TDRs, the loan is reviewed for specific impairment in accordance with the Company's allowance for loan loss methodology. If it is determined that losses are probable on such TDRs, either because of delinquency or other credit quality indicators, the Company establishes specific reserves for these loans.

Acquisition Accounting

Business combinations are accounted for under the acquisition method of accounting. Purchased assets and assumed liabilities are recorded at their respective acquisition date fair values, and identifiable intangible assets are recorded at fair value. If the consideration given exceeds the fair value of the net assets received, goodwill is recognized. If the fair value of the net assets received exceeds the consideration given, a bargain purchase gain is recognized. Fair values are subject to refinement for up to *one* year after the closing date of an acquisition as information relative to closing date fair values becomes available.

Loans acquired in a business combination are recorded at their estimated fair value as of the acquisition date. The fair value of loans acquired is determined using a discounted cash flow model based on assumptions regarding the amount and timing of principal and interest prepayments, estimated payments, estimated default rates, estimated loss severity in the event of defaults, and current market rates. The fair value adjustment for performing acquired loans is accreted over the life of the loan using the effective interest method. Estimated credit losses are included in the determination of fair value; therefore, an allowance for loan losses is not recorded on the acquisition date. Subsequent to acquisition, acquired performing loans are evaluated using a similar allowance methodology as the legacy portfolio. An allowance for credit losses is only recorded to the extent that the required reserves exceed the unaccreted fair value adjustment.

Acquired Impaired Loans

The Company accounts for acquired impaired loans under FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality* ("ASC 310-30"). An acquired loan is considered impaired when there is evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will be unable to collect all contractually required payments. For acquired impaired loans, the Company (a) calculates the contractual amount and timing of undiscounted principal and interest payments (the "undiscounted contractual cash flows") and (b) estimates the amount and timing of undiscounted expected principal and interest payments (the "undiscounted expected cash flows"). Under ASC 310-30, the difference between the undiscounted contractual cash flows and the undiscounted expected cash flows is the nonaccretable difference. The nonaccretable difference represents an estimate of the loss exposure of principal and interest related to the acquired impaired loan portfolio, and such amount is subject to change over time based on the performance of such loans.

The excess of expected cash flows at acquisition over the initial fair value of acquired impaired loans is referred to as the "accretable yield" and is recorded as interest income over the estimated life of the loans using the effective yield method if the timing and amount of the future cash flows is reasonably estimable. As required by ASC 310-30, the Company periodically re-estimates the expected cash flows to be collected over the life of the acquired impaired loans. Improvements in expected cash flows over those originally estimated increase the accretable yield and are recognized as interest income prospectively. Decreases in the amount and changes in the timing of expected cash flows compared to those originally estimated decrease the accretable yield and usually result in a provision for loan losses and the establishment of an allowance for loan losses with respect to the acquired impaired loan. The carrying value of acquired impaired loans is reduced by payments received, both principal and interest, and increased by the portion of the accretable yield recognized as interest income. If future cash flows are not reasonably estimable, the Company accounts for the acquired loans using the cash basis method.

Share Repurchases

The Louisiana Business Corporation Act does not include the concept of treasury stock. Rather, shares purchased by the Company constitute authorized but unissued shares. Accounting principles generally accepted in the United States of America state that accounting for treasury stock shall conform to state law. The Company's consolidated financial statements as of December 31, 2021, 2020 and 2019 reflect this change. The cost of shares purchased by the Company has been allocated to common stock and surplus balances.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Reclassifications

Certain reclassifications have been made to the 2020 and 2019 financial statements to conform to the 2021 presentation.

Accounting Standards Adopted in 2021

FASB ASC Topics 321, 323, and 815 “Investments—Equity Securities (Topic 321), Investments—Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815)” ASU No. 2020-01. ASU 2020-01 became effective for the Company on January 1, 2021. The ASU clarifies the interaction among ASC 321, ASC 323, and ASC 815 for equity securities, equity method investments, and certain financial instruments to acquire equity securities. It clarifies whether re-measurement of equity investments is appropriate when observable transactions cause the equity method to be triggered or discontinued. ASU 2020-01 also provides that certain forward contracts and purchased options to acquire equity securities will be measured under ASC 321 without an assessment of subsequent accounting upon settlement or exercise. The adoption of ASU 2020-01 did not have a material impact on the consolidated financial statements.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Recent Accounting Pronouncements

This section briefly describes accounting standards that have been issued, but are not yet adopted, that could impact the Company's financial statements.

FASB ASC Topic 326 "Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments" Update No. 2016-13. The FASB issued ASU No. 2016-13 in June 2016. The ASU requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts and requires enhanced disclosures related to the significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization's portfolio. In addition, ASU 2016-13 amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. We are currently evaluating the potential impact of ASU 2016-13 on our financial statements. In that regard, we have formed a cross-functional working group, under the direction of our Chief Financial Officer and our Chief Risk Officer. The working group is comprised of individuals from various functional areas including credit, risk management, finance and information technology. We have developed an implementation plan to include assessment of processes, portfolio segmentation, model development and validation, system requirements and the identification of data and resource needs, among other things. We have also selected a third-party vendor solution to assist us in the application of ASU 2016-13.

The adoption of ASU 2016-13 is likely to result in an increase in the allowance for loan losses as a result of changing from an "incurred loss" model, which encompasses allowances for current known and inherent losses within the portfolio, to an "expected loss" model, which encompasses allowances for losses expected to be incurred over the life of the portfolio. Furthermore, ASU 2016-13 will necessitate that we establish an allowance for expected credit losses on debt securities. While we are currently unable to reasonably estimate the impact of adopting ASU 2016-13, we expect that the impact of adoption will be significantly influenced by the composition, characteristics and quality of our loan and securities portfolios, as well as the prevailing economic conditions and forecasts, as of the adoption date.

This amendment was originally effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. In July 2019, the FASB proposed changes that would delay the effective date for smaller reporting companies, as defined by the SEC, and other non-SEC reporting entities. In October 2019, the FASB voted in favor of finalizing its proposal to delay the effective date of this standard to fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. ASU 2016-13 will be effective for the Company on January 1, 2023. Adoption prior to the revised effective date of January 1, 2023 is permitted by the ASU.

FASB ASC Topic 848 "Reference Rate Reform: Facilitation of the Effects of Reference Rate Reform on Financial Reporting" Update No. 2020-04. In March 2020, the FASB issued ASU 2020-04, which is intended to provide temporary optional expedients and exceptions to the GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens related to the expected market transition from the London Interbank Offered Rate ("LIBOR") and other interbank offered rates to alternative reference rates. This guidance is effective beginning on March 12, 2020, and the Company may elect to apply the amendments prospectively through December 31, 2022. The Company is currently evaluating the provisions of the amendment and the impact on its future consolidated financial statements.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 2. BUSINESS COMBINATIONS***PlainsCapital***

On February 21, 2020, the Bank completed the acquisition of the Alice and Victoria, Texas branch locations of PlainsCapital Bank (“PlainsCapital”), a wholly-owned subsidiary of Hilltop Holdings Inc., for an aggregate cash consideration of approximately \$11.2 million. The acquisition added \$48.8 million in total assets, including \$45.3 million in loans, and \$37.0 million in deposits. As consideration paid was in excess of the net fair value of acquired assets, the Company recorded \$0.5 million of goodwill. Goodwill resulted from a combination of synergies and cost savings, and further expansion into south Texas with the addition of two branch locations.

The table below shows the allocation of the consideration paid for certain assets, deposits and other liabilities associated with the Alice and Victoria, Texas locations of PlainsCapital and the goodwill generated from the transaction (dollars in thousands).

| | |
|--|---------------|
| Purchase price: | |
| Cash paid | \$ 11,162 |
| Fair value of assets acquired: | |
| Cash and cash equivalents | 353 |
| Loans | 45,299 |
| Bank premises and equipment | 2,770 |
| Core deposit intangible asset | 170 |
| Other assets | 163 |
| Total assets acquired | 48,755 |
| Fair value of liabilities acquired: | |
| Deposits | 36,973 |
| Other liabilities | 1,084 |
| Total liabilities assumed | 38,057 |
| Fair value of net assets acquired | 10,698 |
| Goodwill | \$ 464 |

The fair value of net assets acquired includes a fair value adjustment to loans as of the acquisition date. The adjustment for the acquired loan portfolio is based on current market interest rates at the time of acquisition, and the Company’s initial evaluation of credit losses identified. The contractually required principal and interest payments of the loans acquired from PlainsCapital total \$51.3 million. No loans acquired from PlainsCapital were considered to be purchased credit impaired loans.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Cheaha Financial Group, Inc.

On April 1, 2021, the Company completed the acquisition of Cheaha Financial Group, Inc. (“Cheaha”) and its wholly-owned subsidiary, Cheaha Bank, in Oxford, Alabama for an aggregate cash consideration of approximately \$41.1 million. After fair value adjustments, the acquisition added \$240.8 million in total assets, including \$120.4 million in loans, and \$207.0 million in deposits. As consideration paid was in excess of the net fair value of acquired assets, the Company recorded \$11.9 million of goodwill. Goodwill resulted from a combination of synergies and cost savings, and further expansion into Alabama with the addition of four branch locations.

The table below shows the allocation of the consideration paid for Cheaha’s common equity to the acquired identifiable assets and liabilities assumed and the goodwill generated from the transaction (dollars in thousands). The fair values listed below, primarily related to loans and deferred tax assets and liabilities, are subject to refinement for up to one year after the closing date of the acquisition as additional information becomes available.

| | |
|--|------------------|
| Purchase price: | |
| Cash paid | \$ 41,067 |
| Fair value of assets acquired: | |
| Cash and cash equivalents | 49,179 |
| Investment securities | 60,938 |
| Loans | 120,395 |
| Bank premises and equipment | 5,407 |
| Core deposit intangible asset | 848 |
| Bank owned life insurance | 3,023 |
| Other assets | 1,012 |
| Total assets acquired | 240,802 |
| Fair value of liabilities acquired: | |
| Deposits | 206,986 |
| Notes payable | 2,327 |
| Other liabilities | 2,366 |
| Total liabilities assumed | 211,679 |
| Fair value of net assets acquired | 29,123 |
| Goodwill | \$ 11,944 |

The fair value of net assets acquired includes a fair value adjustment to loans as of the acquisition date. The adjustment for the acquired loan portfolio is based on current market interest rates at the time of acquisition, and the Company’s initial evaluation of credit losses identified. The contractually required principal and interest payments of the loans acquired from Cheaha total \$134.8 million. Loans acquired from Cheaha that are considered to be purchased credit impaired loans had a balance of \$0.2 million at the time of acquisition. The contractually required principal and interest payments of these loans total \$0.2 million, of which \$0.1 million is not expected to be collected.

The change in goodwill and other intangibles at December 31, 2021 compared to December 31, 2020 is primarily attributable to the goodwill and core deposit intangibles recorded as a result of the acquisition of Cheaha.

Supplemental Unaudited Pro Forma Information

The following unaudited supplemental pro forma information is presented to show estimated results assuming Cheaha was acquired as of January 1, 2020. These unaudited pro forma results are not necessarily indicative of the operating results that the Company would have achieved had it completed the acquisition as of January 1, 2020 and should not be considered representative of future operating results. The pro forma net income for the year ended December 31, 2021 excludes the tax-affected amount of \$2.4 million of acquisition expenses recorded in noninterest expense by the Company and Cheaha.

| <i>(dollars in thousands)</i> | Unaudited pro forma for the years ended December 31, | |
|-------------------------------|---|-------------|
| | 2021 | 2020 |
| Interest income | \$ 98,223 | \$ 104,656 |
| Noninterest income | 12,567 | 13,257 |
| Net income | 10,670 | 17,320 |

For the year ended December 31, 2021, Cheaha added approximately \$6.0 million, \$0.8 million, and \$3.6 million to interest income, noninterest income, and net income, respectively.

Acquisition Expense

Acquisition related costs of \$2.4 million and \$1.1 million are included in acquisition expenses in the accompanying consolidated statements of income for the years ended December 31, 2021 and 2020, respectively. These costs include system conversion and integrating operations charges and legal and consulting expenses.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 3. INVESTMENT SECURITIES

The amortized cost and approximate fair value of investment securities classified as AFS are summarized below as of the dates presented (dollars in thousands).

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--|-------------------|------------------------------|-------------------------------|-------------------|
| December 31, 2021 | | | | |
| Obligations of U.S. government agencies and corporations | \$ 21,143 | \$ 152 | \$ (27) | \$ 21,268 |
| Obligations of state and political subdivisions | 32,330 | 468 | (213) | 32,585 |
| Corporate bonds | 27,777 | 235 | (345) | 27,667 |
| Residential mortgage-backed securities | 200,696 | 711 | (1,503) | 199,904 |
| Commercial mortgage-backed securities | 74,693 | 369 | (977) | 74,085 |
| Total | <u>\$ 356,639</u> | <u>\$ 1,935</u> | <u>\$ (3,065)</u> | <u>\$ 355,509</u> |

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--|-------------------|------------------------------|-------------------------------|-------------------|
| December 31, 2020 | | | | |
| Obligations of U.S. government agencies and corporations | \$ 36,648 | \$ 201 | \$ (28) | \$ 36,821 |
| Obligations of state and political subdivisions | 21,650 | 490 | (3) | 22,137 |
| Corporate bonds | 27,583 | 348 | (223) | 27,708 |
| Residential mortgage-backed securities | 119,934 | 2,675 | (11) | 122,598 |
| Commercial mortgage-backed securities | 58,098 | 1,202 | (154) | 59,146 |
| Total | <u>\$ 263,913</u> | <u>\$ 4,916</u> | <u>\$ (419)</u> | <u>\$ 268,410</u> |

Proceeds from sales of investment securities AFS and gross realized gains and losses are summarized below for the periods presented (dollars in thousands).

| | Twelve months ended December 31, | | |
|---------------------|----------------------------------|-----------|-----------|
| | 2021 | 2020 | 2019 |
| Proceeds from sales | \$ 137,803 | \$ 56,466 | \$ 65,834 |
| Gross gains | \$ 2,323 | \$ 2,300 | \$ 608 |
| Gross losses | \$ (2) | \$ (11) | \$ (346) |

The amortized cost and approximate fair value of investment securities classified as HTM are summarized below as of the dates presented (dollars in thousands).

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|------------------|
| December 31, 2021 | | | | |
| Obligations of state and political subdivisions | \$ 6,910 | \$ 367 | \$ — | \$ 7,277 |
| Residential mortgage-backed securities | 3,345 | 105 | — | 3,450 |
| Total | <u>\$ 10,255</u> | <u>\$ 472</u> | <u>\$ —</u> | <u>\$ 10,727</u> |

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|------------------|
| December 31, 2020 | | | | |
| Obligations of state and political subdivisions | \$ 8,225 | \$ 12 | \$ — | \$ 8,237 |
| Residential mortgage-backed securities | 4,209 | 203 | — | 4,412 |
| Total | <u>\$ 12,434</u> | <u>\$ 215</u> | <u>\$ —</u> | <u>\$ 12,649</u> |

Securities are classified in the consolidated balance sheets according to management's intent. The Company had no securities classified as trading as of December 31, 2021 or December 31, 2020.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The number of AFS securities, fair value, and unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are summarized below as of the dates presented (amounts in thousands, except number of securities). There were no HTM securities in a continuous loss position as of December 31, 2021 or December 31, 2020.

| | Count | Less than 12 Months | | 12 Months or More | | Total | |
|--|-------|---------------------|-------------------|-------------------|-------------------|------------|-------------------|
| | | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2021 | | | | | | | |
| Obligations of U.S. government agencies and corporations | 8 | \$ 1,438 | \$ (25) | \$ 668 | \$ (2) | \$ 2,106 | \$ (27) |
| Obligations of state and political subdivisions | 12 | 10,803 | (213) | — | — | 10,803 | (213) |
| Corporate bonds | 22 | 10,197 | (254) | 2,409 | (91) | 12,606 | (345) |
| Residential mortgage-backed securities | 150 | 156,862 | (1,503) | — | — | 156,862 | (1,503) |
| Commercial mortgage-backed securities | 64 | 44,055 | (941) | 6,284 | (36) | 50,339 | (977) |
| Total | 256 | \$ 223,355 | \$ (2,936) | \$ 9,361 | \$ (129) | \$ 232,716 | \$ (3,065) |

| | Count | Less than 12 Months | | 12 Months or More | | Total | |
|--|-------|---------------------|-------------------|-------------------|-------------------|------------|-------------------|
| | | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2020 | | | | | | | |
| Obligations of U.S. government agencies and corporations | 12 | \$ 9,080 | \$ (19) | \$ 4,043 | \$ (9) | \$ 13,123 | \$ (28) |
| Obligations of state and political subdivisions | 4 | 505 | (3) | 204 | — | 709 | (3) |
| Corporate bonds | 22 | 6,970 | (133) | 2,559 | (90) | 9,529 | (223) |
| Residential mortgage-backed securities | 6 | 11,070 | (11) | — | — | 11,070 | (11) |
| Commercial mortgage-backed securities | 26 | 6,921 | (57) | 7,965 | (97) | 14,886 | (154) |
| Total | 70 | \$ 34,546 | \$ (223) | \$ 14,771 | \$ (196) | \$ 49,317 | \$ (419) |

Unrealized losses are generally due to changes in interest rates. Beginning in the first quarter of 2020, the COVID-19 pandemic has led to ongoing disruption and volatility in the capital markets, causing fluctuations of fair values across asset classes. The Company has the intent to hold these securities either until maturity or a forecasted recovery, and it is more likely than not that the Company will not have to sell the securities before the recovery of their amortized cost basis. Due to the nature of the investment, current market prices, and the current interest rate environment, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2021 and 2020.

The amortized cost and approximate fair value of investment debt securities, by contractual maturity, are shown below as of the dates presented (dollars in thousands). Actual maturities may differ from contractual maturities due to mortgage-backed securities whereby borrowers may have the right to call or prepay obligations with or without call or prepayment penalties and certain callable bonds whereby the issuer has the option to call the bonds prior to contractual maturity.

| | Securities Available For Sale | | Securities Held to Maturity | |
|--|-------------------------------|------------|-----------------------------|------------|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| December 31, 2021 | | | | |
| Due within one year | \$ 726 | \$ 726 | \$ 870 | \$ 902 |
| Due after one year through five years | 14,189 | 14,327 | 1,875 | 2,018 |
| Due after five years through ten years | 51,988 | 52,376 | 4,165 | 4,356 |
| Due after ten years | 289,736 | 288,080 | 3,345 | 3,451 |
| Total debt securities | \$ 356,639 | \$ 355,509 | \$ 10,255 | \$ 10,727 |

| | Securities Available For Sale | | Securities Held to Maturity | |
|--|-------------------------------|------------|-----------------------------|------------|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| December 31, 2020 | | | | |
| Due within one year | \$ 1,669 | \$ 1,691 | \$ 830 | \$ 832 |
| Due after one year through five years | 12,937 | 13,014 | 2,745 | 2,751 |
| Due after five years through ten years | 64,159 | 64,865 | 4,650 | 4,654 |
| Due after ten years | 185,148 | 188,840 | 4,209 | 4,412 |
| Total debt securities | \$ 263,913 | \$ 268,410 | \$ 12,434 | \$ 12,649 |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

At December 31, 2021, securities with a carrying value of \$118.2 million were pledged to secure certain deposits, borrowings, and other liabilities, compared to \$84.6 million in pledged securities at December 31, 2020.

NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES

The Company's loan portfolio, excluding loans held for sale, consists of the following categories of loans as of the dates presented (dollars in thousands).

| | December 31, | |
|-------------------------------------|--------------|--------------|
| | 2021 | 2020 |
| Construction and development | \$ 203,204 | \$ 206,011 |
| 1-4 Family | 364,307 | 339,525 |
| Multifamily | 59,570 | 60,724 |
| Farmland | 20,128 | 26,547 |
| Commercial real estate | 896,377 | 812,395 |
| Total mortgage loans on real estate | 1,543,586 | 1,445,202 |
| Commercial and industrial | 310,831 | 394,497 |
| Consumer | 17,595 | 20,619 |
| Total loans | \$ 1,872,012 | \$ 1,860,318 |

Unamortized premiums and discounts on loans, included in the total loans balances above, were \$1.9 million and 1.8 million at December 31, 2021 and 2020, respectively. Unearned income, or deferred fees, on loans was \$1.8 million and \$3.2 million at December 31, 2021 and 2020, respectively and is also included in the total loans balances in the table above.

In the second quarter of 2020, the Bank began participating as a lender in the Small Business Administration's ("SBA") and U.S. Department of Treasury's Paycheck Protection Program ("PPP") as established by the CARES Act and enhanced by the Paycheck Protection Program and Health Care Enhancement Act and the Paycheck Protection Program Flexibility Act of 2020 ("Flexibility Act"). The PPP was established to provide unsecured low interest rate loans to small businesses that have been impacted by the COVID-19 pandemic. The PPP loans are 100% guaranteed by the SBA. The loans have a fixed interest rate of 1% with deferred payments, and if originated before June 5, 2020, mature two years from origination, or if made on or after June 5, 2020, five years from origination. PPP loans are forgiven by the SBA (which makes forgiveness payments directly to the lender) to the extent the borrower uses the proceeds of the loan for certain purposes (primarily to fund payroll costs) during a certain time period following origination and maintains certain employee and compensation levels. Lenders receive processing fees from the SBA for originating the PPP loans which are based on a percentage of the loan amount. In July 2020, the CARES Act was amended to extend the SBA's authority to make commitments under the PPP, which had previously expired on June 30, 2020. The PPP resumed taking applications on July 6, 2020, and the new deadline to apply for a PPP loan ended on August 8, 2020. On December 27, 2020, the CAA, a \$900 billion aid package, was enacted that renewed the PPP and allocated additional funding for new first time PPP loans under the original PPP and also authorized second draw PPP loans for certain eligible borrowers that had previously received a PPP loan. The application period for the renewed PPP lasted from January 1, 2021 to May 31, 2021. At December 31, 2021 and 2020, respectively, the Company's loan portfolio included PPP loans with balances of \$23.3 million and \$94.5 million, respectively, all of which are included in commercial and industrial loans.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Nonaccrual and Past Due Loans

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on nonaccrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. In determining whether or not a borrower may be unable to meet payment obligations for each class of loans, we consider the borrower's debt service capacity through the analysis of current financial information, if available, and/or current information with regard to our collateral position. Regulatory provisions would typically require the placement of a loan on nonaccrual status if (i) principal or interest has been in default for a period of 90 days or more unless the loan is both well secured and in the process of collection or (ii) full payment of principal and interest is not expected. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income on nonaccrual loans is recognized only to the extent that cash payments are received in excess of principal due. A loan may be returned to accrual status when all the principal and interest amounts contractually due are brought current and future payment of principal and interest amounts contractually due are reasonably assured, which is typically evidenced by a sustained period (at least six months) of repayment performance by the borrower.

The tables below provide an analysis of the aging of loans, excluding loans held for sale, as of the dates presented (dollars in thousands).

| December 31, 2021 | | | | | | | | |
|-------------------------------------|--------------|------------------------|------------------------|--------------------------------|------------|-----------------------------------|-------------------------------|--------------|
| Accruing | | | | | | | | |
| | Current | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due | Nonaccrual | Total Past Due & Nonaccrual | Acquired Impaired Loans | Total Loans |
| Construction and development | \$ 202,850 | \$ 55 | \$ 11 | \$ — | \$ 288 | \$ 354 | \$ — | \$ 203,204 |
| 1-4 Family | 360,434 | 1,933 | 182 | — | 1,410 | 3,525 | 348 | 364,307 |
| Multifamily | 59,570 | — | — | — | — | — | — | 59,570 |
| Farmland | 18,348 | — | — | — | 79 | 79 | 1,701 | 20,128 |
| Commercial real estate | 881,575 | 170 | 86 | — | 13,910 | 14,166 | 636 | 896,377 |
| Total mortgage loans on real estate | 1,522,777 | 2,158 | 279 | — | 15,687 | 18,124 | 2,685 | 1,543,586 |
| Commercial and industrial | 295,323 | 4,044 | 57 | 53 | 11,354 | 15,508 | — | 310,831 |
| Consumer | 17,238 | 89 | 18 | — | 186 | 293 | 64 | 17,595 |
| Total loans | \$ 1,835,338 | \$ 6,291 | \$ 354 | \$ 53 | \$ 27,227 | \$ 33,925 | \$ 2,749 | \$ 1,872,012 |

| December 31, 2020 | | | | | | | | |
|-------------------------------------|--------------|------------------------|------------------------|--------------------------------|------------|-----------------------------------|-------------------------------|--------------|
| Accruing | | | | | | | | |
| | Current | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due | Nonaccrual | Total Past Due & Nonaccrual | Acquired Impaired Loans | Total Loans |
| Construction and development | \$ 205,002 | \$ 488 | \$ — | \$ — | \$ 521 | \$ 1,009 | \$ — | \$ 206,011 |
| 1-4 Family | 335,710 | 1,085 | 734 | — | 1,615 | 3,434 | 381 | 339,525 |
| Multifamily | 60,724 | — | — | — | — | — | — | 60,724 |
| Farmland | 24,333 | 297 | — | 216 | — | 513 | 1,701 | 26,547 |
| Commercial real estate | 807,243 | 1,472 | 118 | — | 1,771 | 3,361 | 1,791 | 812,395 |
| Total mortgage loans on real estate | 1,433,012 | 3,342 | 852 | 216 | 3,907 | 8,317 | 3,873 | 1,445,202 |
| Commercial and industrial | 386,607 | 359 | 273 | 105 | 6,907 | 7,644 | 246 | 394,497 |
| Consumer | 20,135 | 79 | 21 | — | 346 | 446 | 38 | 20,619 |
| Total loans | \$ 1,839,754 | \$ 3,780 | \$ 1,146 | \$ 321 | \$ 11,160 | \$ 16,407 | \$ 4,157 | \$ 1,860,318 |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Portfolio Segment Risk Factors

The following describes the risk characteristics relevant to each of the Company's loan portfolio segments.

Construction and Development. Construction and development loans are generally made for the purpose of acquisition and development of land to be improved through the construction of commercial and residential buildings. The successful repayment of these types of loans is generally dependent upon a commitment for permanent financing from the Company, or from the sale of the constructed property. These loans carry more risk than commercial or residential real estate loans due to the dynamics of construction projects, changes in interest rates, the long-term financing market, and state and local government regulations. One such risk is that loan funds are advanced upon the security of the property under construction, which is of uncertain value prior to the completion of construction. Thus, it is more difficult to evaluate accurately the total loan funds required to complete a project and to calculate related loan-to-value ratios. The Company attempts to minimize the risks associated with construction lending by limiting loan-to-value ratios as described above. In addition, as to speculative development loans, the Company generally makes such loans only to borrowers that have a positive pre-existing relationship with us. The Company manages risk by using specific underwriting policies and procedures for these types of loans and by avoiding excessive concentrations in any one business or industry.

1-4 Family. The 1-4 Family portfolio mainly consists of residential mortgage loans to consumers to finance a primary residence. The majority of these loans are secured by properties located in the Company's market areas and carry risks associated with the creditworthiness of the borrower and changes in the value of the collateral and loan-to-value-ratios. The Company manages these risks through policies and procedures such as limiting loan-to-value ratios at origination, employing experienced underwriting personnel, requiring standards for appraisers, and not making subprime loans.

Multifamily. Multifamily loans are normally made to real estate investors to support permanent financing for multifamily residential income producing properties that rely on the successful operation of the property for repayment. This management mainly involves property maintenance and collection of rents due from tenants. This type of lending carries a lower level of risk, as compared to other commercial lending. In addition, underwriting requirements for multifamily properties are stricter than for other non-owner-occupied property types. The Company manages this risk by avoiding concentrations with any particular customer.

Farmland. Farmland loans are often for land improvements related to agricultural endeavors and may include construction of new specialized facilities. These loans are usually repaid through the conversion to permanent financing, or if scheduled loan amortization begins, for the long-term benefit of the borrower's ongoing operations. Underwriting generally involves intensive analysis of the financial strength of the borrower and guarantor, liquidation value of the subject collateral, the associated unguaranteed exposure, and any available secondary sources of repayment, with the greatest emphasis given to a borrower's capacity to meet cash flow coverage requirements as set forth by Bank policies.

Commercial Real Estate. Commercial real estate loans are extensions of credit secured by owner occupied and non-owner occupied collateral. Underwriting generally involves intensive analysis of the financial strength of the borrower and guarantor, liquidation value of the subject collateral, the associated unguaranteed exposure, and any available secondary sources of repayment, with the greatest emphasis given to a borrower's capacity to meet cash flow coverage requirements as set forth by Bank policies. Repayment is commonly derived from the successful ongoing operations of the property. General market conditions and economic activity may impact the performance of these types of loans, including fluctuations in the value of real estate, new job creation trends, and tenant vacancy rates. The Company attempts to limit risk by analyzing a borrower's cash flow and collateral value on an ongoing basis. The Company also typically requires personal guarantees from the principal owners of the property, supported by a review of their personal financial statements, as an additional means of mitigating our risk. The Company manages risk by avoiding concentrations in any one business or industry.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Commercial and Industrial. Commercial and industrial loans receive similar underwriting treatment as commercial real estate loans in that the repayment source is analyzed to determine its ability to meet cash flow coverage requirements as set forth by Bank policies. Repayment of these loans generally comes from the generation of cash flow as the result of the borrower's business operations. Commercial lending generally involves different risks from those associated with commercial real estate lending or construction lending. Although commercial loans may be collateralized by equipment or other business assets (including real estate, if available as collateral), the repayment of these types of loans depends primarily on the creditworthiness and projected cash flow of the borrower (and any guarantors). Thus, the general business conditions of the local economy and the borrower's ability to sell its products and services, thereby generating sufficient operating revenue to repay us under the agreed upon terms and conditions, are the chief considerations when assessing the risk of a commercial loan. The liquidation of collateral, if any, is considered a secondary source of repayment because equipment and other business assets may, among other things, be obsolete or of limited resale value. The Company actively monitors certain financial measures of the borrower, including advance rate, cash flow, collateral value and other appropriate credit factors.

Consumer. Consumer loans are offered by the Company in order to provide a full range of retail financial services to its customers and include auto loans, credit cards, and other consumer installment loans. Typically, the Company evaluates the borrower's repayment ability through a review of credit scores and an evaluation of debt to income ratios. Repayment of consumer loans depends upon key consumer economic measures and upon the borrower's financial stability, and is more likely to be adversely affected by divorce, job loss, illness and personal hardships than repayment of other loans. A shortfall in the value of any collateral also may pose a risk of loss to the Company for these types of loans.

Concentrations of Credit

Substantially all of the Company's loans and commitments have been granted to customers in the Company's market areas in south Louisiana, southeast Texas and Alabama. The distribution of commitments to extend credit approximates the distribution of loans outstanding.

Credit Quality Indicators

Loans are categorized into risk categories based on relevant information about the ability of borrowers to service their debt, such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The following definitions are utilized for risk ratings, which are consistent with the definitions used in supervisory guidance.

Pass – Loans not meeting the criteria below are considered pass. These loans have high credit characteristics and financial strength. The borrowers at least generate profits and cash flow that are in line with peer and industry standards and have debt service coverage ratios above loan covenants and our policy guidelines. For some of these loans, a guaranty from a financially capable party mitigates characteristics of the borrower that might otherwise result in a lower grade.

Special Mention – Loans classified as special mention possess some credit deficiencies that need to be corrected to avoid a greater risk of default in the future. For example, financial ratios relating to the borrower may have deteriorated. Often, a special mention categorization is temporary while certain factors are analyzed or matters addressed before the loan is re-categorized as either pass or substandard.

Substandard – Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the borrower or the liquidation value of any collateral. If deficiencies are not addressed, it is likely that this category of loan will result in the Bank incurring a loss. Where a borrower has been unable to adjust to industry or general economic conditions, the borrower's loan is often categorized as substandard.

Doubtful – Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loss – Loans classified as loss are considered uncollectible and of such little value that their continuance as recorded assets is not warranted. This classification does not mean that the assets have absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off these assets.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The tables below present a summary of the Company's loan portfolio, excluding loans held for sale, by category and credit quality indicator as of the dates presented (dollars in thousands).

| | December 31, 2021 | | | | |
|-------------------------------------|--------------------------|----------------------------|--------------------|-----------------|---------------------|
| | Pass | Special Mention | Substandard | Doubtful | Total |
| Construction and development | \$ 200,788 | \$ 818 | \$ 1,598 | \$ — | \$ 203,204 |
| 1-4 Family | 358,062 | 38 | 6,207 | — | 364,307 |
| Multifamily | 59,113 | — | 457 | — | 59,570 |
| Farmland | 18,348 | — | 1,780 | — | 20,128 |
| Commercial real estate | 872,951 | 3,891 | 19,535 | — | 896,377 |
| Total mortgage loans on real estate | 1,509,262 | 4,747 | 29,577 | — | 1,543,586 |
| Commercial and industrial | 290,677 | 2,523 | 16,941 | 690 | 310,831 |
| Consumer | 17,269 | 19 | 307 | — | 17,595 |
| Total loans | <u>\$ 1,817,208</u> | <u>\$ 7,289</u> | <u>\$ 46,825</u> | <u>\$ 690</u> | <u>\$ 1,872,012</u> |

| | December 31, 2020 | | | | |
|-------------------------------------|--------------------------|----------------------------|--------------------|-----------------|---------------------|
| | Pass | Special Mention | Substandard | Doubtful | Total |
| Construction and development | \$ 198,139 | \$ 7,352 | \$ 520 | \$ — | \$ 206,011 |
| 1-4 Family | 337,829 | — | 1,696 | — | 339,525 |
| Multifamily | 60,724 | — | — | — | 60,724 |
| Farmland | 24,846 | — | 1,701 | — | 26,547 |
| Commercial real estate | 801,244 | 4,729 | 6,422 | — | 812,395 |
| Total mortgage loans on real estate | 1,422,782 | 12,081 | 10,339 | — | 1,445,202 |
| Commercial and industrial | 379,451 | 4,794 | 9,343 | 909 | 394,497 |
| Consumer | 20,235 | — | 384 | — | 20,619 |
| Total loans | <u>\$ 1,822,468</u> | <u>\$ 16,875</u> | <u>\$ 20,066</u> | <u>\$ 909</u> | <u>\$ 1,860,318</u> |

The Company had no loans that were classified as loss at December 31, 2021 or 2020.

Loan Participations and Sold Loans

Loan participations and whole loans sold to and serviced for others are not included in the accompanying consolidated balance sheets. The balances of the participations and whole loans sold were \$33.0 million and \$53.5 million as of December 31, 2021 and 2020, respectively. The unpaid principal balances of these loans were approximately \$91.9 million and \$154.0 million at December 31, 2021 and 2020, respectively.

Loans to Related Parties

In the ordinary course of business, the Company makes loans to related parties including its executive officers, principal shareholders, directors and their immediate family members, as well as to companies in which these individuals are principal owners. Loans outstanding to such related party borrowers amounted to approximately \$97.6 million and \$96.4 million as of December 31, 2021 and December 31, 2020, respectively.

The table below shows the aggregate principal balance of loans to such related parties for the years ended December 31, 2021 and 2020 (dollars in thousands).

| | December 31, | |
|------------------------------------|---------------------|------------------|
| | 2021 | 2020 |
| Balance, beginning of period | \$ 96,390 | \$ 98,093 |
| New loans/changes in relationship | 26,475 | 12,443 |
| Repayments/changes in relationship | (25,259) | (14,146) |
| Balance, end of period | <u>\$ 97,606</u> | <u>\$ 96,390</u> |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Loans Acquired with Deteriorated Credit Quality

The Company accounts for certain loans acquired as acquired impaired loans under ASC 310-30 due to evidence of credit deterioration at acquisition and the probability that the Company will be unable to collect all contractually required payments.

There were no changes in the accretable yield on acquired impaired loans for the years ended December 31, 2021 and 2020.

Allowance for Loan Losses

The table below shows a summary of the activity in the allowance for loan losses for the years ended December 31, 2021, 2020 and 2019 (dollars in thousands).

| | December 31, | | |
|------------------------------|------------------|------------------|------------------|
| | 2021 | 2020 | 2019 |
| Balance, beginning of period | \$ 20,363 | \$ 10,700 | \$ 9,454 |
| Provision for loan losses | 22,885 | 11,160 | 1,908 |
| Loans charged-off | (22,636) | (1,754) | (800) |
| Recoveries | 247 | 257 | 138 |
| Balance, end of period | <u>\$ 20,859</u> | <u>\$ 20,363</u> | <u>\$ 10,700</u> |

For the year ended December 31, 2021, the provision for loan losses includes a \$21.6 million impairment recorded for one of the Company's loan relationships as a result of Hurricane Ida. The corresponding loan balances in the same amount were then charged off.

The following tables outline the activity in the allowance for loan losses by collateral type for the years ended December 31, 2021, 2020 and 2019, and show both the allowance and portfolio balances for loans individually and collectively evaluated for impairment as of December 31, 2021, 2020 and 2019 (dollars in thousands).

| | December 31, 2021 | | | | | | | |
|--|----------------------------------|-------------------|------------------|------------------|---------------------------|-------------------------------|------------------|---------------------|
| | Construction & Development | 1-4 Family | Multifamily | Farmland | Commercial Real Estate | Commercial & Industrial | Consumer | Total |
| Allowance for loan losses: | | | | | | | | |
| Beginning balance | \$ 2,375 | \$ 3,370 | \$ 589 | \$ 435 | \$ 8,496 | \$ 4,558 | \$ 540 | \$ 20,363 |
| Charge-offs | (283) | (188) | — | (13) | (10,280) | (11,713) | (159) | (22,636) |
| Recoveries | 36 | 32 | — | — | 6 | 72 | 101 | 247 |
| Provision | 219 | 123 | 84 | (39) | 11,132 | 11,494 | (128) | 22,885 |
| Ending balance | <u>\$ 2,347</u> | <u>\$ 3,337</u> | <u>\$ 673</u> | <u>\$ 383</u> | <u>\$ 9,354</u> | <u>\$ 4,411</u> | <u>\$ 354</u> | <u>\$ 20,859</u> |
| Ending allowance balance for loans individually evaluated for impairment | — | — | — | — | — | 468 | 96 | 564 |
| Ending allowance balance for loans acquired with deteriorated credit quality | — | — | — | 210 | — | — | — | 210 |
| Ending allowance balance for loans collectively evaluated for impairment | 2,347 | 3,337 | 673 | 173 | 9,354 | 3,943 | 258 | 20,085 |
| Loans receivable: | | | | | | | | |
| Balance of loans individually evaluated for impairment | 529 | 1,995 | — | 79 | 16,685 | 13,321 | 182 | 32,791 |
| Balance of loans acquired with deteriorated credit quality | — | 348 | — | 1,701 | 636 | — | 64 | 2,749 |
| Balance of loans collectively evaluated for impairment | 202,675 | 361,964 | 59,570 | 18,348 | 879,056 | 297,510 | 17,349 | 1,836,472 |
| Total period-end balance | <u>\$ 203,204</u> | <u>\$ 364,307</u> | <u>\$ 59,570</u> | <u>\$ 20,128</u> | <u>\$ 896,377</u> | <u>\$ 310,831</u> | <u>\$ 17,595</u> | <u>\$ 1,872,012</u> |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

December 31, 2020

| | Construction & Development | 1-4 Family | Multifamily | Farmland | Commercial Real Estate | Commercial & Industrial | Consumer | Total |
|--|----------------------------------|------------|-------------|-----------|---------------------------|-------------------------------|-----------|--------------|
| Allowance for loan losses: | | | | | | | | |
| Beginning balance | \$ 1,201 | \$ 1,490 | \$ 387 | \$ 101 | \$ 4,424 | \$ 2,609 | \$ 488 | \$ 10,700 |
| Charge-offs | — | (173) | — | — | (51) | (1,195) | (335) | (1,754) |
| Recoveries | 47 | 74 | — | — | 8 | 50 | 78 | 257 |
| Provision | 1,127 | 1,979 | 202 | 334 | 4,115 | 3,094 | 309 | 11,160 |
| Ending balance | \$ 2,375 | \$ 3,370 | \$ 589 | \$ 435 | \$ 8,496 | \$ 4,558 | \$ 540 | \$ 20,363 |
| Ending allowance balance for loans individually evaluated for impairment | — | — | — | — | — | 80 | 130 | 210 |
| Ending allowance balance for loans acquired with deteriorated credit quality | — | — | — | 210 | — | — | — | 210 |
| Ending allowance balance for loans collectively evaluated for impairment | 2,375 | 3,370 | 589 | 225 | 8,496 | 4,478 | 410 | 19,943 |
| Loans receivable: | | | | | | | | |
| Balance of loans individually evaluated for impairment | 782 | 2,280 | — | — | 6,666 | 9,102 | 347 | 19,177 |
| Balance of loans acquired with deteriorated credit quality | — | 381 | — | 1,701 | 1,791 | 246 | 38 | 4,157 |
| Balance of loans collectively evaluated for impairment | 205,229 | 336,864 | 60,724 | 24,846 | 803,938 | 385,149 | 20,234 | 1,836,984 |
| Total period-end balance | \$ 206,011 | \$ 339,525 | \$ 60,724 | \$ 26,547 | \$ 812,395 | \$ 394,497 | \$ 20,619 | \$ 1,860,318 |

December 31, 2019

| | Construction & Development | 1-4 Family | Multifamily | Farmland | Commercial Real Estate | Commercial & Industrial | Consumer | Total |
|--|----------------------------------|------------|-------------|-----------|---------------------------|-------------------------------|-----------|--------------|
| Allowance for loan losses: | | | | | | | | |
| Beginning balance | \$ 1,038 | \$ 1,465 | \$ 331 | \$ 81 | \$ 4,182 | \$ 1,641 | \$ 716 | \$ 9,454 |
| Charge-offs | (51) | (62) | — | — | (24) | (252) | (411) | (800) |
| Recoveries | 27 | 27 | — | — | 1 | 26 | 57 | 138 |
| Provision | 187 | 60 | 56 | 20 | 265 | 1,194 | 126 | 1,908 |
| Ending balance | \$ 1,201 | \$ 1,490 | \$ 387 | \$ 101 | \$ 4,424 | \$ 2,609 | \$ 488 | \$ 10,700 |
| Ending allowance balance for loans individually evaluated for impairment | — | — | — | — | — | — | 141 | 141 |
| Ending allowance balance for loans acquired with deteriorated credit quality | — | — | — | — | — | — | — | — |
| Ending allowance balance for loans collectively evaluated for impairment | 1,201 | 1,490 | 387 | 101 | 4,424 | 2,609 | 347 | 10,559 |
| Loans receivable: | | | | | | | | |
| Balance of loans individually evaluated for impairment | 247 | 1,662 | — | — | 47 | 93 | 498 | 2,547 |
| Balance of loans acquired with deteriorated credit quality | — | 445 | — | 2,264 | 1,632 | 13 | 38 | 4,392 |
| Balance of loans collectively evaluated for impairment | 197,550 | 319,382 | 60,617 | 25,516 | 729,381 | 323,680 | 28,910 | 1,685,036 |
| Total period-end balance | \$ 197,797 | \$ 321,489 | \$ 60,617 | \$ 27,780 | \$ 731,060 | \$ 323,786 | \$ 29,446 | \$ 1,691,975 |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Impaired Loans

The Company considers a loan to be impaired when, based on current information and events, the Company determines that it is probable that it will not be able to collect all amounts due according to the loan agreement, including scheduled interest payments. Determination of impairment is treated the same across all classes of loans. When the Company identifies a loan as impaired, it measures the impairment based on the present value of expected future cash flows, discounted at the loan's effective interest rate, except when the sole (remaining) source of repayment for the loans is the operation or liquidation of the collateral. In these cases when foreclosure is probable, the Company uses the current fair value of the collateral, less selling costs, instead of discounted cash flows. If the Company determines that the value of the impaired loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs, and unamortized premium or discount), the Company recognizes impairment through an allowance estimate or a charge-off to the allowance.

When the ultimate collectability of the total principal of an impaired loan is in doubt and the loan is on nonaccrual, all payments are applied to principal, under the cost recovery method. When the ultimate collectability of the total principal of an impaired loan is not in doubt and the loan is on nonaccrual, contractual interest is credited to interest income when received, under the cash basis method.

The following tables contain information on the Company's impaired loans, which include TDRs, discussed in more detail below, and nonaccrual loans individually evaluated for impairment for purposes of determining the allowance for loan losses. The average balances are calculated based on the month-end balances of the loans during the period reported (dollars in thousands).

| | As of and for the year ended December 31, 2021 | | | | |
|---|--|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| <u>With no related allowance recorded:</u> | | | | | |
| Construction and development | \$ 529 | \$ 812 | \$ — | \$ 731 | \$ 17 |
| 1-4 Family | 1,995 | 2,081 | — | 1,965 | 30 |
| Farmland | 79 | 81 | — | 193 | — |
| Commercial real estate | 16,685 | 27,139 | — | 10,790 | 181 |
| Total mortgage loans on real estate | 19,288 | 30,113 | — | 13,679 | 228 |
| Commercial and industrial | 9,395 | 10,941 | — | 9,166 | 152 |
| Consumer | 55 | 69 | — | 96 | — |
| Total | 28,738 | 41,123 | — | 22,941 | 380 |
| <u>With related allowance recorded:</u> | | | | | |
| Commercial and industrial | 3,926 | 9,618 | 468 | 1,311 | 24 |
| Consumer | 127 | 164 | 96 | 146 | — |
| Total | 4,053 | 9,782 | 564 | 1,457 | 24 |
| <u>Total loans:</u> | | | | | |
| Construction and development | 529 | 812 | — | 731 | 17 |
| 1-4 Family | 1,995 | 2,081 | — | 1,965 | 30 |
| Farmland | 79 | 81 | — | 193 | — |
| Commercial real estate | 16,685 | 27,139 | — | 10,790 | 181 |
| Total mortgage loans on real estate | 19,288 | 30,113 | — | 13,679 | 228 |
| Commercial and industrial | 13,321 | 20,559 | 468 | 10,477 | 176 |
| Consumer | 182 | 233 | 96 | 242 | — |
| Total | \$ 32,791 | \$ 50,905 | \$ 564 | \$ 24,398 | \$ 404 |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

| | As of and for the year ended December 31, 2020 | | | | |
|--|--|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| With no related allowance recorded: | | | | | |
| Construction and development | \$ 782 | \$ 800 | \$ — | \$ 887 | \$ 13 |
| 1-4 Family | 2,280 | 2,353 | — | 2,172 | 26 |
| Commercial real estate | 6,666 | 6,721 | — | 3,456 | 126 |
| Total mortgage loans on real estate | 9,728 | 9,874 | — | 6,515 | 165 |
| Commercial and industrial | 8,841 | 9,953 | — | 4,614 | 31 |
| Consumer | 126 | 143 | — | 227 | 1 |
| Total | 18,695 | 19,970 | — | 11,356 | 197 |
| With related allowance recorded: | | | | | |
| Commercial and industrial | 261 | 260 | 80 | 22 | — |
| Consumer | 221 | 265 | 130 | 256 | 1 |
| Total | 482 | 525 | 210 | 278 | 1 |
| Total loans: | | | | | |
| Construction and development | 782 | 800 | — | 887 | 13 |
| 1-4 Family | 2,280 | 2,353 | — | 2,172 | 26 |
| Commercial real estate | 6,666 | 6,721 | — | 3,456 | 126 |
| Total mortgage loans on real estate | 9,728 | 9,874 | — | 6,515 | 165 |
| Commercial and industrial | 9,102 | 10,213 | 80 | 4,636 | 31 |
| Consumer | 347 | 408 | 130 | 483 | 2 |
| Total | <u>\$ 19,177</u> | <u>\$ 20,495</u> | <u>\$ 210</u> | <u>\$ 11,634</u> | <u>\$ 198</u> |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

| | As of and for the year ended December 31, 2019 | | | | |
|---|--|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| <u>With no related allowance recorded:</u> | | | | | |
| Construction and development | \$ 247 | \$ 269 | \$ — | \$ 328 | \$ 14 |
| 1-4 Family | 1,662 | 1,745 | — | 1,507 | 32 |
| Multifamily | — | — | — | 36 | — |
| Commercial real estate | 47 | 50 | — | 700 | 7 |
| Total mortgage loans on real estate | 1,956 | 2,064 | — | 2,571 | 53 |
| Commercial and industrial | 93 | 96 | — | 33 | — |
| Consumer | 188 | 205 | — | 328 | — |
| Total | 2,237 | 2,365 | — | 2,932 | 53 |
| <u>With related allowance recorded:</u> | | | | | |
| Consumer | 310 | 347 | 141 | 324 | — |
| Total | 310 | 347 | 141 | 324 | — |
| <u>Total loans:</u> | | | | | |
| Construction and development | 247 | 269 | — | 328 | 14 |
| 1-4 Family | 1,662 | 1,745 | — | 1,507 | 32 |
| Multifamily | — | — | — | 36 | — |
| Commercial real estate | 47 | 50 | — | 700 | 7 |
| Total mortgage loans on real estate | 1,956 | 2,064 | — | 2,571 | 53 |
| Commercial and industrial | 93 | 96 | — | 33 | — |
| Consumer | 498 | 552 | 141 | 652 | — |
| Total | \$ 2,547 | \$ 2,712 | \$ 141 | \$ 3,256 | \$ 53 |

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial difficulties, the Company grants a concession for other than an insignificant period of time to the borrower that the Company would not otherwise consider, the related loan is classified as a TDR. The Company strives to identify borrowers in financial difficulty early and work with them to modify their loans to more affordable terms before such loans reach nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases in which the Company grants the borrower new terms that provide for a reduction of either interest or principal, or otherwise include a concession, the Company identifies the loan as a TDR and measures any impairment on the restructuring as previously noted for impaired loans.

Loans classified as TDRs consisted of 29 credits, totaling approximately \$10.5 million at December 31, 2021, compared to 34 credits, totaling approximately \$14.7 million at December 31, 2020. Eleven of the restructured loans were considered TDRs due to modification of terms through adjustments to maturity, eight of the restructured loans were considered TDRs due to a reduction in the interest rate to a rate lower than the current market rate, six restructured loans were considered TDRs due to principal payment forbearance paying interest only for a specified period of time, two of the restructured loans were considered TDRs due to principal and interest payment forbearance, and two restructured loans were considered TDRs due to a reduction in principal payments on a modified payment schedule. At December 31, 2021 and 2020, none of the TDRs were in default of their modified terms and included in nonaccrual loans. The Company individually evaluates each TDR for allowance purposes, primarily based on collateral value, and excludes these loans from the loan population that is collectively evaluated for impairment.

At December 31, 2021 and 2020, there were no available balances on loans classified as TDRs that the Company was committed to lend.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The table below presents the TDR pre- and post-modification outstanding recorded investments by loan categories for loans modified during the years ended December 31, 2021 and 2020 (amounts in thousands, except number of loans).

| | December 31, 2021 | | | December 31, 2020 | | |
|-------------------------------------|------------------------|---|--|------------------------|---|--|
| | Number of Contracts | Pre- Modification Outstanding Recorded Investment | Post- Modification Outstanding Recorded Investment | Number of Contracts | Pre- Modification Outstanding Recorded Investment | Post- Modification Outstanding Recorded Investment |
| Troubled debt restructurings | | | | | | |
| Construction and development | — | \$ — | \$ — | 1 | \$ 64 | \$ 64 |
| Commercial real estate | 1 | 28 | 28 | 8 | 5,833 | 5,833 |
| Commercial and industrial | 3 | 586 | 586 | 9 | 7,729 | 7,729 |
| | | \$ 614 | \$ 614 | | \$ 13,626 | \$ 13,626 |

There were no loans modified under troubled debt restructurings during the previous twelve month period that subsequently defaulted during the year ended December 31, 2021.

The following is a summary of accruing and nonaccrual TDRs and the related loan losses by portfolio type as of the dates presented (dollars in thousands).

| | TDRs | | | Related Allowance |
|------------------------------|----------|------------|-----------|----------------------|
| | Accruing | Nonaccrual | Total | |
| December 31, 2021 | | | | |
| Construction and development | \$ 242 | \$ — | \$ 242 | \$ — |
| 1-4 Family | 585 | 145 | 730 | — |
| Commercial real estate | 2,775 | 915 | 3,690 | — |
| Commercial and industrial | 1,976 | 3,885 | 5,861 | — |
| Total | \$ 5,578 | \$ 4,945 | \$ 10,523 | \$ — |
| December 31, 2020 | | | | |
| Construction and development | \$ 262 | \$ — | \$ 262 | \$ — |
| 1-4 Family | 665 | 161 | 826 | — |
| Commercial real estate | 4,895 | 938 | 5,833 | — |
| Commercial and industrial | 2,195 | 5,534 | 7,729 | — |
| Total | \$ 8,017 | \$ 6,633 | \$ 14,650 | \$ — |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The table below includes the average recorded investment and interest income recognized for TDRs for the years ended December 31, 2021, 2020 and 2019 (dollars in thousands).

| | TDRs | |
|------------------------------|------------------------------------|-----------------------------------|
| | Average Recorded Investment | Interest Income Recognized |
| December 31, 2021 | | |
| Construction and development | \$ 251 | \$ 17 |
| 1-4 Family | 775 | 28 |
| Commercial real estate | 5,358 | 174 |
| Commercial and industrial | 6,698 | 149 |
| Total | <u>\$ 13,082</u> | <u>\$ 368</u> |
| December 31, 2020 | | |
| Construction and development | \$ 438 | \$ 14 |
| 1-4 Family | 936 | 35 |
| Commercial real estate | 2,778 | 126 |
| Commercial and industrial | 1,075 | 53 |
| Total | <u>\$ 5,227</u> | <u>\$ 228</u> |
| December 31, 2019 | | |
| Construction and development | \$ 515 | \$ 14 |
| 1-4 Family | 1,014 | 51 |
| Commercial real estate | 264 | 7 |
| Commercial and industrial | 2 | — |
| Total | <u>\$ 1,795</u> | <u>\$ 72</u> |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 5. OTHER REAL ESTATE OWNED

The table below shows the activity in other real estate owned for the years ended December 31, 2021 and 2020 (dollars in thousands).

| | Year ended December 31, 2021 | Year ended December 31, 2020 |
|--|---|---|
| Balance, beginning of period | \$ 663 | \$ 133 |
| Additions | 1,023 | 41 |
| Transfers from bank premises and equipment | 1,850 | 665 |
| Sales of other real estate owned | (883) | (146) |
| Write-downs | — | (30) |
| Balance, end of period | <u>\$ 2,653</u> | <u>\$ 663</u> |

For the years ended December 31, 2021 and 2020, additions to other real estate owned of \$53,000 and \$41,000, respectively, were related to acquired loans. After the closures of two branch locations in 2021 and one branch location in 2020, the land and buildings were transferred from bank premises and equipment to other real estate owned as the Company does not intend to use the properties for banking operations. At December 31, 2021 and 2020, approximately \$1.3 million and \$1.7 million, respectively, of loans secured by real estate were in the process of foreclosure.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 6. BANK PREMISES AND EQUIPMENT

Bank premises and equipment consisted of the following as of the dates indicated (dollars in thousands).

| | December 31, | |
|---|------------------|------------------|
| | 2021 | 2020 |
| Land | \$ 15,319 | \$ 13,530 |
| Buildings and improvements | 41,962 | 37,947 |
| Furniture and equipment | 13,792 | 13,196 |
| Software | 2,319 | 1,990 |
| Construction-in-progress | 483 | 1,619 |
| Right-of-use asset | 3,354 | 3,851 |
| Less: Accumulated depreciation and amortization | (19,149) | (15,830) |
| Bank premises and equipment, net | <u>\$ 58,080</u> | <u>\$ 56,303</u> |

Depreciation and amortization related to bank premises and equipment charged to noninterest expense was approximately \$4.0 million, \$3.6 million and \$2.6 million for the years ended December 31, 2021, 2020 and 2019, respectively. During the year ended December 31, 2021, the Bank closed two branch locations and reclassified the related land and buildings, totaling \$1.9 million, from bank premises and equipment to other real estate owned, at which point the Bank recognized a \$0.4 million loss on the disposition of fixed assets.

NOTE 7. LEASES

The Company's primary leasing activities relate to certain real estate leases entered into in support of the Company's branch operations. The Company's branch locations operated under lease agreements have all been designated as operating leases. The Company does not lease equipment under operating leases, nor does it have leases designated as finance leases.

The Company determines if an arrangement is a lease at inception. Operating leases, with the exception of short-term leases, are included in operating lease right-of-use ("ROU") assets and operating lease liabilities in Bank premises and equipment, net and Accrued taxes and other liabilities, respectively, in the consolidated balance sheets. ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any lease pre-payments made and excludes lease incentives. The Company's lease terms may include options to extend or terminate the lease. When it is reasonably certain that the Company will exercise an option to extend a lease, the extension is included in the lease term when calculating the present value of lease payments.

Lease expense for lease payments is recognized on a straight-line basis over the lease term. The Company has lease agreements with lease and non-lease components, which the Company has elected to account for separately, as the non-lease component amounts are readily determinable.

Quantitative information regarding the Company's operating leases is presented below as of and for the years ended December 31, 2021 and 2020 (dollars in thousands).

| | December 31, | |
|--|--------------|--------|
| | 2021 | 2020 |
| Total operating lease cost | \$ 610 | \$ 599 |
| Weighted average remaining lease term (in years) | 7.8 | 8.6 |
| Weighted average discount rate | 2.8% | 2.8% |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

As of December 31, 2021, the Company's lease ROU assets and related lease liabilities were \$3.4 million and \$3.5 million, respectively, and have remaining terms ranging from 2 to 10 years, including extension options if the Company is reasonably certain they will be exercised.

Future minimum lease payments due under non-cancelable operating leases at December 31, 2021 are presented below (dollars in thousands).

| | | |
|--------------|-----------|--------------|
| 2022 | \$ | 598 |
| 2023 | | 595 |
| 2024 | | 515 |
| 2025 | | 476 |
| 2026 | | 339 |
| Thereafter | | 1,354 |
| Total | \$ | 3,877 |

At December 31, 2021, the Company had not entered into any material leases that have not yet commenced.

On May 29, 2020, the Bank purchased the first floor of its corporate headquarters building, which is currently occupied by multiple tenants. The Bank assumed the existing leases, all of which are operating leases. The Bank, as lessor, recognized rental income of \$0.3 million and \$0.2 million for the years ended December 31, 2021 and 2020, respectively.

NOTE 8. GOODWILL AND OTHER INTANGIBLE ASSETS

The Company's intangible assets consist of goodwill, core deposit intangible assets arising from acquisitions, and a trademark intangible. At December 31, 2021 and 2020, goodwill and other intangible assets totaled \$44.0 million and \$32.2 million, respectively, and included no accumulated impairment losses.

Additions and adjustments to goodwill were recorded during the years ended December 31, 2021 and 2020 as a result of the acquisitions discussed in Note 2, Business Combinations. The carrying amount of goodwill at December 31, 2021 and 2020 was \$40.1 million and \$28.1 million, respectively. The trademark intangible had a carrying value of \$0.1 million at December 31, 2021 and 2020.

In accordance with ASC 350, Intangibles-Goodwill and Other, the Company reviews the carrying value of indefinite-lived intangible assets at least annually, or more frequently if certain impairment indicators exist. The Company performed its annual impairment testing on October 31, 2021 and determined that there was no impairment to its goodwill or trademark intangible asset.

Core deposit intangibles have finite lives and are being amortized over their estimated useful lives, which range from 10 to 15 years. The table below shows a summary of the core deposit intangible assets as of the dates presented (dollars in thousands).

| | December 31, | |
|---------------------------------|---------------------|-----------------|
| | 2021 | 2020 |
| Core deposit intangibles | | |
| Gross carrying amount | \$ 7,486 | \$ 6,637 |
| Accumulated amortization | (3,638) | (2,649) |
| Net carrying amount | <u>\$ 3,848</u> | <u>\$ 3,988</u> |

Amortization expense for the core deposit intangible assets recorded in depreciation and amortization totaled approximately \$1.0 million, \$1.0 million, and \$0.8 million for the years ended December 31, 2021, 2020 and 2019, respectively.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The future amortization schedule for the Company's core deposit intangible assets is displayed in the table below. The weighted average amortization period remaining for core deposit intangibles is 7.0 years.

(dollars in thousands)

| | | |
|------------|-----------|--------------|
| 2022 | \$ | 887 |
| 2023 | | 761 |
| 2024 | | 643 |
| 2025 | | 528 |
| 2026 | | 411 |
| Thereafter | | 618 |
| | <u>\$</u> | <u>3,848</u> |

NOTE 9. DEPOSITS

Deposits consisted of the following as of the dates presented (dollars in thousands).

| | December 31, | |
|-------------------------------------|---------------------|---------------------|
| | 2021 | 2020 |
| Noninterest-bearing demand deposits | \$ 585,465 | \$ 448,230 |
| Interest-bearing demand deposits | 650,868 | 496,745 |
| Brokered deposits | — | 80,017 |
| Money market deposit accounts | 255,501 | 186,307 |
| Savings accounts | 180,837 | 141,134 |
| Time deposits | 447,595 | 535,391 |
| Total deposits | <u>\$ 2,120,266</u> | <u>\$ 1,887,824</u> |

The table below summarizes outstanding time deposits as of the dates indicated (dollars in thousands).

| | December 31, | |
|------------------------|-------------------|-------------------|
| | 2021 | 2020 |
| \$0 to \$99,999 | \$ 151,963 | \$ 161,957 |
| \$100,000 to \$249,999 | 203,922 | 274,470 |
| \$250,000 and above | 91,710 | 98,964 |
| | <u>\$ 447,595</u> | <u>\$ 535,391</u> |

The contractual maturities of time deposits of \$100,000 or more outstanding are summarized in the table below as of the dates presented (dollars in thousands).

| | December 31, | |
|---------------------------------------|-------------------|-------------------|
| | 2021 | 2020 |
| Time remaining until maturity: | | |
| Three months or less | \$ 71,728 | \$ 80,605 |
| Over three through six months | 52,784 | 75,974 |
| Over six through twelve months | 97,370 | 111,879 |
| Over one year through three years | 63,453 | 94,178 |
| Over three years | 10,297 | 10,798 |
| | <u>\$ 295,632</u> | <u>\$ 373,434</u> |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The approximate scheduled maturities of time deposits for each of the next five years are shown below (dollars in thousands).

| | | |
|------|----|----------------|
| 2022 | \$ | 337,386 |
| 2023 | | 71,806 |
| 2024 | | 23,276 |
| 2025 | | 12,106 |
| 2026 | | 3,021 |
| | \$ | <u>447,595</u> |

Public fund deposits as of December 31, 2021 and 2020 totaled approximately \$117.8 million and \$86.6 million, respectively. The funds were secured by securities with a fair value of approximately \$107.2 million and \$72.7 million as of December 31, 2021 and 2020, respectively.

As of December 31, 2021 and 2020, total deposits outstanding to executive officers, principal shareholders, directors and to companies in which they are principal owners amounted to approximately \$49.4 million and \$38.8 million, respectively.

NOTE 10. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

We utilize securities sold under agreements to repurchase (“repurchase agreements”) to facilitate the needs of our customers and to facilitate secured short-term funding needs. Repurchase agreements are stated at the amount of cash received in connection with the transaction. We monitor collateral levels on a continuous basis. We may be required to provide additional collateral based on the fair value of the underlying securities. Securities pledged as collateral under repurchase agreements are maintained with our safekeeping agents.

Repurchase agreements mature on a daily basis. The total balance of repurchase agreements was \$5.8 million and \$5.7 million at December 31, 2021 and December 31, 2020, respectively. These funds were secured by investment securities with fair values of approximately \$11.0 million and \$6.3 million at December 31, 2021 and December 31, 2020, respectively. The interest rate paid for repurchase agreements is tiered, based on balance, and is indexed to the federal funds rate. The weighted average interest rate on repurchase agreements was 0.15% and 0.20% at December 31, 2021 and December 31, 2020, respectively. The weighted average rate paid for repurchase agreements during the years ended December 31, 2021, 2020 and 2019 was 0.21%, 0.30% and 1.32%, respectively.

NOTE 11. SUBORDINATED DEBT SECURITIES

On November 12, 2019, the Company issued and sold \$25.0 million in aggregate principal amount of its 5.125% Fixed-to-Floating Rate Subordinated Notes (the “2029 Notes”) due December 30, 2029. Beginning on December 30, 2024, the Company may redeem the 2029 Notes, in whole or in part, at their principal amount plus any accrued and unpaid interest. The 2029 Notes bear an interest rate of 5.125% per annum until December 30, 2024, on which date the interest rate will reset quarterly to an annual interest rate equal to the then-current three-month LIBOR as calculated on each applicable date of determination, or an alternative rate determined in accordance with the terms of the 2029 Notes if the three-month LIBOR cannot be determined, plus 349.0 basis points.

On March 24, 2017, the Company issued and sold \$18.6 million in aggregate principal amount of its 6.00% Fixed-to-Floating Rate Subordinated Notes (the “2027 Notes”) due March 30, 2027. Beginning on March 30, 2022, the Company may redeem the 2027 Notes, in whole or in part, at their principal amount plus any accrued and unpaid interest. The 2027 Notes bear an interest rate of 6.00% per annum until March 30, 2022, on which date the interest rate will reset quarterly to an annual interest rate equal to the then-current LIBOR plus 394.5 basis points.

The carrying value of subordinated debt was \$43.0 million and \$42.9 million at December 31, 2021 and 2020, respectively. The subordinated debt securities were recorded net of issuance costs of \$0.6 million and \$0.7 million at December 31, 2021 and 2020, respectively, which are being amortized using the straight-line method over the lives of the respective securities.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 12. OTHER BORROWED FUNDS*Federal Home Loan Bank Advances*

FHLB advances and weighted average interest rates at the end of the period by contractual maturity are summarized as of the dates presented (dollars in thousands).

| | Amount | | Weighted Average Rate | |
|--------------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| | December 31, 2021 | December 31, 2020 | December 31, 2021 | December 31, 2020 |
| Fixed rate advances maturing: | | | | |
| 2021 | \$ — | \$ 42,000 | —% | 0.11% |
| 2024 | 23,500 | 23,500 | 1.81 | 1.81 |
| 2028 | 25,000 | 25,000 | 1.77 | 1.77 |
| 2033 | 30,000 | 30,000 | 1.88 | 1.88 |
| | <u>\$ 78,500</u> | <u>\$ 120,500</u> | <u>1.82%</u> | <u>1.23%</u> |

As of December 31, 2021, these advances are collateralized by approximately \$932.4 million of the Company's loan portfolio and \$1.3 million of the Company's investment securities in accordance with the Advance Security and Collateral Agreement with the FHLB. As of December 31, 2021, the Company had an additional \$845.9 million available under its line of credit with the FHLB.

At December 31, 2021 and 2020, the FHLB advances contractually maturing in 2028 and 2033 are fixed rate, nonamortizing puttable advances. Under the terms of these advances, the Bank sells the FHLB options to terminate the fixed rate advances at specified points in time prior to the stated maturity dates. The FHLB may terminate the advances on quarterly option exercise dates until maturity.

Lines of Credit

In addition, the Company has outstanding unsecured lines of credit with its correspondent banks available to assist in the management of short-term liquidity. Any balances drawn on these lines of credit mature daily. At December 31, 2021 and 2020, the available balance on the unsecured lines of credit totaled approximately \$60.0 million, with no outstanding balance reflected on the consolidated balance sheets.

Junior Subordinated Debt

The following table provides a summary of the Company's junior subordinated debentures (dollars in thousands).

| | Face Value | Carrying Value | Maturity Date | Variable Interest Rate | Interest Rate at December 31, 2021 |
|---|-------------------|-----------------------|----------------------|-------------------------------|---|
| First Community Louisiana Statutory Trust I | \$ 3,609 | \$ 3,609 | June 2036 | 3-month LIBOR + 1.77% | 1.97% |
| BOJ Bancshares Statutory Trust I | 3,093 | 2,392 | December 2034 | 3-month LIBOR + 1.90% | 2.10% |
| Cheaha Statutory Trust I | 3,093 | 2,383 | September 2035 | 3-month LIBOR + 1.70% | 1.90% |
| | <u>\$ 9,795</u> | <u>\$ 8,384</u> | | | |

These debentures are unsecured obligations due to trusts that are unconsolidated subsidiaries. The debentures were issued in conjunction with the trusts' issuances of obligated capital securities. The trusts used the proceeds from the issuances of their capital securities to buy floating rate junior subordinated deferrable interest debentures that bear the same interest rate and terms as the capital securities. These debentures are the trusts' only assets and the interest payments from the debentures finance the distributions paid on the capital securities. These debentures rank junior and are subordinate in the right of payment to all other debt of the Company.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

As part of the purchase accounting adjustments made with the BOJ Bancshares Inc. acquisition on December 1, 2017, and with the Cheaha Financial Group, Inc. acquisition on April 1, 2021, the Company adjusted the carrying value of the junior subordinated debentures to fair value as of the respective acquisition date. The discounts on the debentures will continue to be amortized through maturity and recognized as a component of interest expense.

The debentures may be called by the Company at par plus any accrued interest. Interest on the debentures is calculated quarterly. The distribution rate payable on the capital securities is cumulative and payable quarterly in arrears. The Company has the right to defer payments of interest on the debentures at any time by extending the interest payment period for a period not exceeding 20 consecutive quarters with respect to each deferral period, provided that no extension period may extend beyond the redemption or maturity date of the debentures.

The debentures are included on the consolidated balance sheets as liabilities; however, for regulatory purposes, the carrying values of these obligations are eligible for inclusion in Tier I regulatory capital, subject to certain limitations. The total carrying values of \$8.4 million and \$5.9 million were allowed in the calculation of Tier I regulatory capital at December 31, 2021 and 2020, respectively.

NOTE 13. DERIVATIVE FINANCIAL INSTRUMENTS

As part of its liability management, the Company utilizes pay-fixed interest rate swaps to manage exposure against the variability in the expected future cash flows (future interest payments) attributable to changes in the 1-month LIBOR associated with the forecasted issuances of 1-month fixed rate debt arising from a rollover strategy. The maximum length of time over which the Company is currently hedging its exposure to the variability in future cash flows for forecasted transactions is approximately 7.6 years. At December 31, 2021, the Company had no current interest rate swap agreements compared to current interest rate swap agreements with a total notional amount of \$80.0 million at December 31, 2020, and forward starting interest rate swap agreements with a total notional amount \$115.0 million compared to \$140.0 million at December 31, 2020, all of which were designated as cash flow hedges. The interest rate swaps were determined to be fully effective during the periods presented, and therefore no amount of ineffectiveness has been included in net income. The derivative contracts are between the Company and two counterparties. To mitigate credit risk, securities are pledged to the Company by the counterparties in an amount greater than or equal to the gain position of the derivative contracts. Conversely, securities are pledged to the counterparties by the Company in an amount greater than or equal to the loss position of the derivative contracts, if applicable.

In September 2021, the Company voluntarily terminated interest rate swaps with a total notional amount of \$150.0 million in response to market conditions and as a result of excess liquidity. Unrealized gains of \$1.4 million, net of tax expense of \$0.4 million, were reclassified from “Accumulated other comprehensive income” as of December 31, 2021 and recorded as “Swap termination fee income” of \$1.8 million in noninterest income in the accompanying consolidated statement of income for the year ended December 31, 2021.

For the year ended December 31, 2021, a gain of \$5.3 million, net of a \$1.4 million tax expense, was recognized in “Other comprehensive (loss) income” (“OCI”) in the accompanying consolidated statements of comprehensive income for the change in fair value of the interest rate swap contracts. For the years ended December 31, 2020 and December 31, 2019, a loss of \$2.3 million, net of a \$0.6 million tax benefit, and a gain of \$51,000, net of a \$14,000 tax expense, respectively, was recognized in OCI in the accompanying consolidated statements of comprehensive income for the change in fair value of the interest rate swap contracts.

The fair value of the swap contracts consisted of gross assets of \$2.6 million and gross liabilities of \$29,000, netting to a fair value of \$2.6 million recorded in “Other assets” in the accompanying consolidated balance sheet at December 31, 2021. The fair value of the swap contracts consisted of gross liabilities of \$2.8 million and gross assets of \$0.6 million, netting to a fair value of \$2.2 million recorded in “Accrued taxes and other liabilities” in the accompanying consolidated balance sheet at December 31, 2020. The accumulated gain of \$2.1 million included in “Accumulated other comprehensive income” in the accompanying consolidated balance sheet as of December 31, 2021 would be reclassified to current earnings if the hedge transactions become probable of not occurring. The Company expects the hedges to remain fully effective during the remaining term of the swap contracts.

Customer Derivatives – Interest Rate Swaps

The Company enters into interest rate swaps that allow commercial loan customers to effectively convert a variable-rate commercial loan agreement to a fixed-rate commercial loan agreement. Under these agreements, the Company enters into a variable-rate loan agreement with a customer in addition to an interest rate swap agreement, which serves to effectively swap the customer’s variable-rate loan into a fixed-rate loan. The Company then enters into a corresponding swap agreement with a third party in order to economically hedge its exposure through the customer agreement. The interest rate swaps with both the customers and third parties are not designated as hedges under FASB ASC Topic 815, *Derivatives and Hedging*, and are marked to market through earnings. As the interest rate swaps are structured to offset each other, changes to the underlying benchmark interest rates considered in the valuation of these instruments do not result in an impact to earnings; however, there may be fair value adjustments related to credit quality variations between counterparties, which may impact earnings as required by FASB ASC Topic 820, *Fair Value Measurement and Disclosure* (“ASC 820”). The Company did not recognize any gains or losses in other operating income resulting from fair value adjustments during the years ended December 31, 2021, 2020 and 2019.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 14. STOCKHOLDERS' EQUITY

Preferred Stock

The Company's Articles of Incorporation give the Company's board of directors the authority to issue up to 5,000,000 shares of preferred stock. At December 31, 2021, there were no preferred shares outstanding. The preferred shares are considered "blank check" preferred stock. This type of preferred stock allows the board of directors to fix the designations, preferences and relative, participating, optional or other special rights, and qualifications and limitations or restrictions of any series of preferred stock without further shareholder approval.

Common Stock

The Company's Articles of Incorporation give the Company's board of directors the authority to issue up to 40,000,000 shares of common stock. At December 31, 2021, there were 10,343,494 common shares outstanding compared to 10,608,869 and 11,228,775 at December 31, 2020 and 2019, respectively.

In addition, the Company repurchased 359,138, 661,504, and 359,906 shares of its common stock through its stock repurchase program at an average price of \$19.24, \$16.75, and \$23.09 per share during the years ended December 31, 2021, 2020 and 2019, respectively.

Dividend Restrictions. In the ordinary course of business, the Company is dependent upon dividends from the Bank to provide funds for the payment of dividends to shareholders and to provide for other cash requirements. Banking regulations may limit the amount of dividends that may be paid to the Company. Approval by regulatory authorities is required if the effect of the dividend would cause the regulatory capital of the Bank to fall below specified minimum levels. Approval is also required if dividends declared exceed the net profits for that year combined with the retained net profits for the preceding two years. Further, a national bank may not pay a dividend in excess of its undivided profits.

Under the terms of the junior subordinated debentures, assumed through acquisition, the Company has the right at any time during the term of the debentures to defer the payment of interest. In the event that the Company elects to defer interest on the debentures, it may not, with certain exceptions, declare or pay any dividends or distributions on its common stock or purchase or acquire any of its common stock.

Under the terms of the Company's 5.125% Fixed-to-Floating Rate Subordinated Notes due 2029, the Company may not pay a dividend if either the parent company or the Bank, both immediately prior to the declaration of the dividend and after giving effect to the payment of the dividend, would not maintain regulatory capital ratios that are at "well capitalized" levels for regulatory purposes (but with respect to the parent company, only if it is required to measure and report such ratios on a consolidated basis under applicable law). The Company is also prohibited from paying dividends upon and during the continuance of any Event of Default under such notes.

These restrictions do not, and are not expected in the future to, materially limit the Company's ability to pay dividends to its shareholders in an amount consistent with the Company's history of paying dividends.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Accumulated Other Comprehensive Income (Loss)

Activity within the balances in accumulated other comprehensive income (loss), net is shown in the tables below (dollars in thousands).

| | For the years ended December 31, | | | | | | | | |
|---|----------------------------------|-----------------|------------------|------------------------|----------------|------------------|------------------------|-----------------|------------------|
| | 2021 | | | 2020 | | | 2019 | | |
| | Beginning of Period | Net Change | End of Period | Beginning of Period | Net Change | End of Period | Beginning of Period | Net Change | End of Period |
| Unrealized gain (loss), available for sale, net | \$ 7,493 | \$ (2,611) | \$ 4,882 | \$ 3,476 | \$ 4,017 | \$ 7,493 | \$ (1,647) | \$ 5,123 | \$ 3,476 |
| Reclassification of realized gain, net | (3,939) | (1,833) | (5,772) | (2,131) | (1,808) | (3,939) | (1,925) | (206) | (2,131) |
| Unrealized gain (loss), transfer from available for sale to held to maturity, net | 3 | (1) | 2 | 4 | (1) | 3 | 5 | (1) | 4 |
| Change in fair value of interest rate swap designated as a cash flow hedge, net | (1,752) | 5,253 | 3,501 | 542 | (2,294) | (1,752) | 491 | 51 | 542 |
| Reclassification of realized gain on interest rate swap termination, net | — | (1,450) | (1,450) | — | — | — | — | — | — |
| Accumulated other comprehensive income (loss) | <u>\$ 1,805</u> | <u>\$ (642)</u> | <u>\$ 1,163</u> | <u>\$ 1,891</u> | <u>\$ (86)</u> | <u>\$ 1,805</u> | <u>\$ (3,076)</u> | <u>\$ 4,967</u> | <u>\$ 1,891</u> |

NOTE 15. STOCK-BASED COMPENSATION

Equity Incentive Plan. The Company's Amended and Restated 2017 Long-Term Incentive Compensation Plan (the "Plan") authorizes the grant of various types of equity awards, such as restricted stock, restricted stock units, stock options and stock appreciation rights to eligible participants, which include all of the Company's employees, non-employee directors, and consultants. The Plan has reserved a total of 1,200,000 shares of common stock, 600,000 of which were authorized in 2021, for issuance to eligible participants pursuant to equity awards under the Plan. The Plan is administered by the Compensation Committee of the Company's board of directors, which determines, within the provisions of the Plan, those eligible employees to whom, and the times at which, equity awards will be granted. The Compensation Committee, in its discretion, may delegate its authority and duties under the Plan to specified officers; however, only the Compensation Committee may approve the terms of equity awards to the Company's executive officers and directors. At December 31, 2021, approximately 723,762 shares remain available for grant.

Stock Options

During the years ended December 31, 2021, 2020 and 2019, the Company granted 38,450, 58,993, and 36,984 stock options, respectively, to key personnel that vest in one-fifth increments on each of the first five anniversaries of the grant date.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The table below summarizes the Company's stock option activity for the periods indicated.

Stock Options

| | Shares | Weighted Average Price | Weighted Average Remaining Contractual Term (Years) |
|---|----------------|---------------------------|--|
| Outstanding at December 31, 2018 | 340,646 | \$ 15.98 | 6.49 |
| Granted | 36,984 | 24.40 | |
| Forfeited | — | — | |
| Exercised | (20,416) | 14.06 | |
| Outstanding at December 31, 2019 | 357,214 | 16.96 | 5.93 |
| Granted | 58,993 | 16.96 | |
| Forfeited | (4,585) | 21.36 | |
| Exercised | (3,334) | 14.00 | |
| Outstanding at December 31, 2020 | 408,288 | 17.66 | 5.57 |
| Granted | 38,450 | 20.72 | |
| Forfeited | (30,869) | 19.56 | |
| Exercised | (47,388) | 15.44 | |
| Outstanding at December 31, 2021 | 368,481 | 18.10 | 5.05 |
| Exercisable at December 31, 2021 | 262,392 | \$ 16.55 | 3.96 |

The aggregate intrinsic value of stock options is calculated as the aggregate difference between the exercise price of the stock options and the fair market value of the Company's common stock for those stock options having an exercise price lower than the fair market value of the Company's common stock. At December 31, 2021, the shares underlying outstanding and exercisable stock options had an intrinsic value of \$0.8 million.

The Company uses a Black-Scholes option pricing model to estimate the fair value of stock-based awards. The Black-Scholes option pricing model incorporates various subjective assumptions, including expected term and expected volatility. Stock option expense in the accompanying consolidated statements of income for the years ended December 31, 2021, 2020 and 2019 was \$0.2 million, \$0.2 million and \$0.3 million, respectively. At December 31, 2021, there was \$0.3 million of unrecognized compensation cost related to stock options that is expected to be recognized over a weighted average period of 2.5 years.

The table below shows the assumptions used for the stock options granted during the years ended December 31, 2021 and 2020.

| | 2021 | 2020 |
|--|---------|---------|
| Dividend yield | 1.35% | 1.12% |
| Expected volatility | 39.23% | 26.39% |
| Risk-free interest rate | 1.25% | 0.99% |
| Expected term (in years) | 6.5 | 6.5 |
| Weighted average grant date fair value | \$ 7.23 | \$ 5.17 |

Restricted Stock and Restricted Stock Units

Under the Plan, the Company may grant restricted stock, restricted stock units, and other stock-based awards to Plan participants, subject to forfeiture upon the occurrence of certain events until the dates specified in the participant's award agreement. While restricted stock is subject to forfeiture, holders of restricted stock may exercise full voting rights and will receive all dividends paid with respect to the restricted shares. Restricted stock units ("RSUs") do not have voting rights and do not receive dividends or dividend equivalents. The restricted stock and RSUs granted under the Plan are typically subject to a vesting period. Compensation expense for restricted stock and RSUs is determined based on the market price of the Company's common stock at the grant date and is applied to the total number of shares or units granted and is recognized on a straight-line basis over the requisite service period of generally five years for employees and two years for non-employee directors. Upon vesting of restricted stock and RSUs, the benefit of tax deductions in excess of recognized compensation expense is reflected as an income tax benefit in the Consolidated Statements of Income.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Historically, the Company has granted restricted stock awards to Plan participants. Beginning in 2019, the Company granted time vested RSUs to its non-employee directors and certain officers of the Company with vesting terms ranging from two years to five years.

The Company granted a total of 129,082 RSUs to employees and directors for the year ended December 31, 2021. Of the RSUs issued in 2021, 105,294 shares will vest over five years and 23,788 shares will vest over two years.

The Company granted a total of 102,953 RSUs to employees and directors for the year ended December 31, 2020. Of the RSUs issued in 2020, 91,268 shares will vest over five years and 11,685 shares will vest over two years.

The Company granted a total of 79,439 shares of restricted stock to employees for the year ended December 31, 2019. Of the RSUs issued in 2019, 68,430 shares will vest over five years and 11,009 shares will vest over two years.

Compensation expense related to restricted stock and RSUs in the accompanying consolidated statements of income for the years ended December 31, 2021, 2020 and 2019 was \$1.6 million, \$1.4 million and \$1.1 million, respectively. The unearned compensation related to these awards is amortized to compensation expense over the vesting period. As of December 31, 2021, 2020 and 2019, unearned stock-based compensation associated with these awards totaled approximately \$3.7 million, \$3.4 million and \$2.8 million, respectively. The \$3.7 million of unrecognized compensation cost related to time vested restricted stock and RSUs at December 31, 2021 is expected to be recognized over a weighted average period of 3.2 years.

The following table summarizes the restricted stock and RSU activity for the years ended December 31, 2021 and December 31, 2020.

| | December 31, | | | |
|------------------------------|---------------------|---|----------------|---|
| | 2021 | | 2020 | |
| | Shares | Weighted Average Grant Date Fair Value | Shares | Weighted Average Grant Date Fair Value |
| Balance, beginning of period | 207,146 | \$ 22.23 | 168,216 | \$ 22.43 |
| Granted | 129,082 | 19.91 | 102,953 | 21.41 |
| Forfeited | (29,642) | 21.79 | (10,283) | 22.16 |
| Earned and issued | (65,516) | 21.64 | (53,740) | 21.29 |
| Balance, end of period | <u>241,070</u> | <u>\$ 21.16</u> | <u>207,146</u> | <u>\$ 22.23</u> |

NOTE 16. EMPLOYEE BENEFIT PLANS

The Company maintains a 401(k) defined contribution plan (the “401(k) Plan”), which covers employees over the age of twenty-one who have completed three months of credited service, as defined by the 401(k) Plan. The 401(k) Plan allows employees to defer a percentage of their salaries subject to certain limits based on federal tax laws. The Company makes matching contributions up to 4% of the employee’s annual salary (subject to certain maximum compensation amounts as prescribed in Internal Revenue Service guidance). Contributions by the Company and participants are immediately vested. Employer matching contributions to the 401(k) Plan for the years ended December 31, 2021, 2020 and 2019 were approximately \$1.0 million, \$0.9 million and \$0.8 million, respectively, and are included in salaries and employee benefits on the consolidated statements of income.

The 401(k) Plan also allows for discretionary Company contributions in the form of cash or Company stock. Contributions in the form of Company stock are held in a portion of the 401(k) Plan that qualifies as an employee stock ownership plan. The Company made a \$0.2 million Company stock contribution in both the years ended December 31, 2020 and 2019. The discretionary components vest in increments of 20% annually over a period of five years based on the employees’ years of service, beginning upon completion of two years of service (such that an employee with six years of service will be 100% vested).

In 2019 and 2020, the Bank entered into Salary Continuation Agreements (“SCA”) with certain of the Company’s officers. The SCAs represent unfunded, non-qualified deferred compensation arrangements under the Internal Revenue Code of 1986, as amended. The SCAs between the Bank and each officer, as supplemented if applicable, provide that the officer shall receive annual payments of a fixed amount upon attaining the age of 65, with such payments payable monthly over a period of 120 months (10 years). Each officer is also entitled to certain reduced payments following a termination of employment prior to attaining age 65 (other than a termination due to death or with cause), which payments shall be made on the same schedule mentioned above.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The Company maintained a deferred compensation plan for a former employee of First Community Bank, a bank acquired by the Company in 2013. A single premium immediate annuity policy was purchased of which the former employee is the beneficiary. Under this policy, the beneficiary received monthly payments of \$2,000 through 2020. The Company also maintains a deferred compensation plan for a former employee of Citizens Bank (“Citizens”), a liability assumed in the Citizens acquisition in 2017. Under the deferred compensation agreement, the former employee will receive monthly payments of \$2,000 through May of 2030. The Company also maintains a deferred compensation plan for certain former employees of Cheaha, and associated liabilities of \$1.7 million were assumed in the acquisition on April 1, 2021. The deferred compensation plan provides for payments for a period of 15 years following specified retirement dates, which range from 2018 through 2032. At December 31, 2021 and 2020, the Company had a liability of \$4.3 million and \$1.9 million, respectively, in “Accrued taxes and other liabilities” on the consolidated balance sheets related to these deferred compensation plans. Deferred compensation expenses related to these plans recognized for the years ended December 31, 2021, 2020 and 2019 were approximately \$0.7 million, \$0.4 million and \$0.7 million, respectively, and are included in salaries and employee benefits on the consolidated statements of income.

NOTE 17. INCOME TAXES

The income tax expense included in the consolidated statements of income is displayed in the table below for the years ended December 31, 2021, 2020 and 2019 (dollars in thousands).

| | December 31, | | |
|-------------------------------------|-----------------|-----------------|-----------------|
| | 2021 | 2020 | 2019 |
| Current federal income tax expense | \$ 2,315 | \$ 4,805 | \$ 3,951 |
| Current state income tax expense | 141 | 33 | 15 |
| Deferred federal income tax expense | (547) | (1,388) | 153 |
| Total income tax expense | <u>\$ 1,909</u> | <u>\$ 3,450</u> | <u>\$ 4,119</u> |

The provision for federal income taxes differs from that computed by applying the federal statutory rate of 21% as indicated in the following analysis for the years ended December 31, 2021, 2020 and 2019 (dollars in thousands).

| | December 31, | | |
|-------------------------------------|-----------------|-----------------|-----------------|
| | 2021 | 2020 | 2019 |
| Tax based on statutory rate | \$ 2,081 | \$ 3,641 | \$ 4,401 |
| (Decrease) increase resulting from: | | | |
| Effect of tax-exempt income | (348) | (299) | (250) |
| Acquisition costs | 72 | — | 32 |
| Historical tax credits | (54) | 29 | 6 |
| State taxes | 141 | 33 | 15 |
| Other | 17 | 46 | (85) |
| Total income tax expense | <u>\$ 1,909</u> | <u>\$ 3,450</u> | <u>\$ 4,119</u> |
| Effective rate | <u>19.3%</u> | <u>19.9%</u> | <u>19.7%</u> |

The Company records deferred income tax on the tax effect of changes in timing differences.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The net deferred tax liability or asset was comprised of the following items as of the dates indicated (dollars in thousands).

| | December 31, | |
|---|-----------------|-----------------|
| | 2021 | 2020 |
| Deferred tax liabilities: | | |
| Depreciation | \$ (4,024) | \$ (3,746) |
| FHLB stock dividend | (71) | (63) |
| Unrealized gain on available for sale securities | (309) | (480) |
| Basis difference in acquired assets and liabilities | (1,233) | (1,010) |
| Operating lease right-of-use asset | (704) | (809) |
| Other | (167) | (149) |
| Gross deferred tax liability | <u>(6,508)</u> | <u>(6,257)</u> |
| Deferred tax assets: | | |
| Allowance for loan losses | 4,502 | 4,012 |
| Net operating loss carryforward | 316 | 440 |
| Deferred compensation | 903 | 404 |
| Basis difference in acquired assets and liabilities | 709 | 380 |
| Employee and director stock awards | 553 | 524 |
| Operating lease liability | 725 | 828 |
| Unearned loan fees | 379 | 667 |
| Employee Retention Credit | 498 | — |
| Other | 162 | 362 |
| Gross deferred tax assets | <u>8,747</u> | <u>7,617</u> |
| Net deferred tax asset | <u>\$ 2,239</u> | <u>\$ 1,360</u> |

The Company acquired net operating loss (“NOL”) carryforwards through tax free acquisitions. As of December 31, 2021 and December 31, 2020, the Company’s gross NOL carryforwards were approximately \$1.5 million and \$2.1 million, respectively. As of December 31, 2021, \$0.2 million and \$1.3 million of the NOL carryforwards expire in 2033 and 2039, respectively. All available NOL carryforwards are expected to be fully utilized by 2023.

The Company files income tax returns under U.S. federal jurisdiction and the states of Alabama, Florida, Texas and Louisiana, although the state of Louisiana does not assess an income tax on income resulting from banking operations. The Company is open to examination in the U.S. and the state of Louisiana for tax years ended December 31, 2018 through December 31, 2021; and Alabama, Texas and Florida for tax years ended December 31, 2019 through December 31, 2021.

NOTE 18. FAIR VALUES OF FINANCIAL INSTRUMENTS

In accordance with FASB ASC 820, disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, is required. The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. Fair value is best determined based upon quoted market prices, or exit prices. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows, and the fair value estimates may not be realized in an immediate settlement of the instruments. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Fair Value Hierarchy

In accordance with ASC 820, the Company groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level 1 – Valuation is based upon quoted prices for identical assets or liabilities traded in active markets.

Level 2 – Valuation is based upon observable inputs other than quoted prices included in level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Valuation is based upon unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies, and similar techniques that use significant unobservable inputs.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

Cash and Due from Banks – For these short-term instruments, fair value is the carrying value. Cash and due from banks are classified in level 1 of the fair value hierarchy.

Federal Funds Sold – The fair value is the carrying value. The Company classifies these assets in level 1 of the fair value hierarchy.

Investment Securities and Equity Securities – Where quoted prices are available in an active market, the Company classifies the securities within level 1 of the valuation hierarchy. Securities are defined as both long and short positions. Level 1 securities include exchange-traded equity securities.

If quoted market prices are not available, the Company estimates fair values using pricing models and discounted cash flows that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, and credit spreads. Examples of such instruments, which would generally be classified within level 2 of the valuation hierarchy if observable inputs are available, include obligations of U.S. government agencies and corporations, obligations of state and political subdivisions, corporate bonds, residential mortgage-backed securities, commercial mortgage-backed securities, and other equity securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, the Company classifies those securities in level 3.

Based on market reference data, which may include reported trades; bids, offers or broker/dealer quotes; benchmark yields and spreads; as well as other reference data, management monitors the current placement of securities in the fair value hierarchy to determine whether transfers between levels may be warranted. At December 31, 2021, the majority of our level 3 investments were obligations of state and political subdivisions. The Company estimated the fair value of these level 3 investments using discounted cash flow models, the key inputs of which are the coupon rate, current spreads to the yield curves, and expected repayment dates, adjusted for illiquidity of the local municipal market and sinking funds, if applicable. Option-adjusted models may be used for structured or callable notes, as appropriate.

Loans – The fair value of portfolio loans, net is determined using an exit price methodology. The exit price methodology continues to be based on a discounted cash flow analysis, in which projected cash flows are based on contractual cash flows adjusted for prepayments for certain loan types (e.g. residential mortgage loans and multifamily loans) and the use of a discount rate based on expected relative risk of the cash flows. The discount rate selected considers loan type, maturity date, a liquidity premium, cost to service, and cost of capital, which is a level 3 fair value estimate.

Loans held for sale are measured using quoted market prices when available. If quoted market prices are not available, comparable market values or discounted cash flow analyses may be utilized. The Company classifies these assets in level 3 of the fair value hierarchy.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Deposit Liabilities – The fair values disclosed for noninterest-bearing demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). These noninterest-bearing deposits are classified in level 2 of the fair value hierarchy. All interest-bearing deposits are classified in level 3 of the fair value hierarchy. The carrying amounts of variable-rate (for example interest-bearing checking, savings, and money market accounts), fixed-term money market accounts, and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies market interest rates on comparable instruments to a schedule of aggregated expected monthly maturities on time deposits.

Short-Term Borrowings—The carrying amounts of federal funds purchased, borrowings under repurchase agreements, and other short-term borrowings approximate their fair values. The Company classifies these borrowings in level 2 of the fair value hierarchy.

Long-Term Borrowings, including Junior Subordinated Debt Securities – The fair values of long-term borrowings are estimated using discounted cash flows analyses based on the Company’s current incremental borrowing rates for similar types of borrowing arrangements. The fair value of the Company’s long-term debt is therefore classified in level 3 in the fair value hierarchy.

Subordinated Debt Securities – The fair value of subordinated debt is estimated based on current market rates on similar debt in the market. The Company classifies this debt in level 2 of the fair value hierarchy.

Derivative Instruments – The fair value for interest rate swap agreements are based upon the amounts required to settle the contracts. These derivative instruments are classified in level 2 of the fair value hierarchy.

Fair Value of Assets and Liabilities Measured on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis are summarized below as of the dates indicated (dollars in thousands).

| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|--|-------------------|--|--|--|
| December 31, 2021 | | | | |
| Assets: | | | | |
| Obligations of U.S. government agencies and corporations | \$ 21,268 | \$ — | \$ 21,268 | \$ — |
| Obligations of state and political subdivisions | 32,585 | — | 10,471 | 22,114 |
| Corporate bonds | 27,667 | — | 27,179 | 488 |
| Residential mortgage-backed securities | 199,904 | — | 199,904 | — |
| Commercial mortgage-backed securities | 74,085 | — | 74,085 | — |
| Equity securities | 1,810 | 1,810 | — | — |
| Derivative financial instruments | 2,599 | — | 2,599 | — |
| Total assets | <u>\$ 359,918</u> | <u>\$ 1,810</u> | <u>\$ 335,506</u> | <u>\$ 22,602</u> |
| December 31, 2020 | | | | |
| Assets: | | | | |
| Obligations of U.S. government agencies and corporations | \$ 36,821 | \$ — | \$ 36,821 | \$ — |
| Obligations of state and political subdivisions | 22,137 | — | 3,621 | 18,516 |
| Corporate bonds | 27,708 | — | 27,708 | — |
| Residential mortgage-backed securities | 122,598 | — | 122,598 | — |
| Commercial mortgage-backed securities | 59,146 | — | 59,146 | — |
| Equity securities | 1,670 | 1,670 | — | — |
| Total assets | <u>\$ 270,080</u> | <u>\$ 1,670</u> | <u>\$ 249,894</u> | <u>\$ 18,516</u> |
| Liabilities: | | | | |
| Derivative financial instruments | \$ 2,216 | \$ — | \$ 2,216 | \$ — |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Equity securities balances in the table above do not reflect balances of stock held in correspondent banks.

The Company reviews fair value hierarchy classifications on a quarterly basis. Changes in the Company's ability to observe inputs to the valuation may cause reclassification of certain assets or liabilities within the fair value hierarchy. In the third quarter of 2021, the Company transferred approximately \$0.5 million of corporate bonds from level 2 to level 3 based on insufficient market reference data. The table below provides a reconciliation for assets measured at fair value on a recurring basis using significant unobservable inputs, or level 3 inputs (dollars in thousands).

| | Obligations of State and Political Subdivisions | Corporate Bonds | Total |
|---|---|--------------------|-----------|
| Balance at December 31, 2019 | \$ 19,375 | \$ — | \$ 19,375 |
| Realized gains (losses) included in net income | — | — | — |
| Unrealized losses included in other comprehensive (loss) income | (859) | — | (859) |
| Purchases | — | — | — |
| Sales | — | — | — |
| Maturities, prepayments, and calls | — | — | — |
| Transfers into Level 3 | — | — | — |
| Transfers out of Level 3 | — | — | — |
| Balance at December 31, 2020 | \$ 18,516 | \$ — | \$ 18,516 |
| Realized gains (losses) included in net income | — | — | — |
| Unrealized losses included in other comprehensive (loss) income | (1,014) | (4) | (1,018) |
| Purchases | 5,000 | — | 5,000 |
| Sales | — | — | — |
| Maturities, prepayments, and calls | (388) | — | (388) |
| Transfers into Level 3 | — | 492 | 492 |
| Transfers out of Level 3 | — | — | — |
| Balance at December 31, 2021 | \$ 22,114 | \$ 488 | \$ 22,602 |

There were no liabilities measured at fair value on a recurring basis using level 3 inputs at December 31, 2021 and 2020. For the years ended December 31, 2021, 2020 and 2019, there were no gains or losses included in earnings related to the change in fair value of the assets measured on a recurring basis using significant unobservable inputs held at the end of the period.

The following table provides quantitative information about significant unobservable inputs used in fair value measurements of Level 3 assets measured at fair value on a recurring basis at December 31, 2021 (dollars in thousands):

| | Estimated Fair Value | Valuation Technique | Unobservable Inputs | Range of Discounts |
|---|-------------------------|--|--|-----------------------|
| December 31, 2021 | | | | |
| Obligations of state and political subdivisions | \$ 22,114 | Option-adjusted discounted cash flow model; present value of expected future cash flow model | Bond appraisal adjustment ⁽¹⁾ | 0% - 2% |
| Corporate bonds | 488 | Option-adjusted discounted cash flow model; present value of expected future cash flow model | Bond appraisal adjustment ⁽¹⁾ | 2% |
| December 31, 2020 | | | | |
| Obligations of state and political subdivisions | \$ 18,516 | Option-adjusted discounted cash flow model; present value of expected future cash flow model | Bond appraisal adjustment ⁽¹⁾ | 0% - 0.4% |

(1) Fair values determined through valuation analysis using coupon, yield (discount margin), liquidity and expected repayment dates.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

Fair Value of Assets Measured on a Nonrecurring Basis

Quantitative information about assets measured at fair value on a nonrecurring basis based on significant unobservable inputs (level 3) are summarized below as of the dates indicated; there were no liabilities measured on a nonrecurring basis at December 31, 2021 or 2020 (dollars in thousands).

| | Estimated Fair Value | Valuation Technique | Unobservable Inputs | Range of Discounts | Weighted Average Discount |
|--------------------------|-------------------------|---|--|-----------------------|---------------------------------|
| December 31, 2021 | | | | | |
| Impaired loans | \$ 12,703 | Discounted cash flows, underlying collateral value | Collateral discounts and estimated costs to sell | 10% - 100% | 60% |
| December 31, 2020 | | | | | |
| Impaired loans | \$ 259 | Discounted cash flows, underlying collateral value | Collateral discounts and estimated costs to sell | 2% - 100% | 34% |
| Other real estate owned | 635 | Underlying collateral value, third party appraisals | Collateral discounts and discount rates | 4% | 4% |

The estimated fair values of the Company's financial instruments at December 31, 2021 and December 31, 2020 are shown below (dollars in thousands).

| | December 31, 2021 | | | | |
|--|--------------------|-------------------------|-----------|------------|-----------|
| | Carrying Amount | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | |
| Cash and due from banks | \$ 96,541 | \$ 96,541 | \$ 96,541 | \$ — | \$ — |
| Federal funds sold | 500 | 500 | 500 | — | — |
| Investment securities | 365,764 | 366,236 | — | 336,357 | 29,879 |
| Equity securities | 16,803 | 16,803 | 1,810 | 14,993 | — |
| Loans, net of allowance | 1,851,153 | 1,866,657 | — | — | 1,866,657 |
| Loans held for sale | 620 | 625 | — | — | 625 |
| Derivative financial instruments | 2,599 | 2,599 | — | 2,599 | — |
| Financial liabilities: | | | | | |
| Deposits, noninterest-bearing | \$ 585,465 | \$ 585,465 | \$ — | \$ 585,465 | \$ — |
| Deposits, interest-bearing | 1,534,801 | 1,538,052 | — | — | 1,538,052 |
| FHLB short-term advances and repurchase agreements | 5,783 | 5,783 | — | 5,783 | — |
| FHLB long-term advances | 78,500 | 77,229 | — | — | 77,229 |
| Junior subordinated debt | 8,384 | 8,384 | — | — | 8,384 |
| Subordinated debt | 43,600 | 38,545 | — | 38,545 | — |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

December 31, 2020

| | Carrying Amount | Estimated Fair Value | Level 1 | Level 2 | Level 3 |
|--|--------------------|-------------------------|-----------|------------|-----------|
| Financial assets: | | | | | |
| Cash and due from banks | \$ 35,368 | \$ 35,368 | \$ 35,368 | \$ — | \$ — |
| Investment securities | 280,844 | 281,059 | — | 254,306 | 26,753 |
| Equity securities | 16,599 | 16,599 | 1,670 | 14,929 | — |
| Loans, net of allowance | 1,839,955 | 1,861,971 | — | — | 1,861,971 |
| Financial liabilities: | | | | | |
| Deposits, noninterest-bearing | \$ 448,230 | \$ 448,230 | \$ — | \$ 448,230 | \$ — |
| Deposits, interest-bearing | 1,439,594 | 1,504,644 | — | — | 1,504,644 |
| FHLB short-term advances and repurchase agreements | 47,653 | 47,653 | — | 47,653 | — |
| FHLB long-term advances | 78,500 | 82,101 | — | — | 82,101 |
| Junior subordinated debt | 5,949 | 5,299 | — | — | 5,299 |
| Subordinated debt | 43,600 | 42,336 | — | 42,336 | — |
| Derivative financial instruments | 2,216 | 2,216 | — | 2,216 | — |

NOTE 19. REGULATORY MATTERS

The Company and Bank are subject to various regulatory capital requirements administered by the federal 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 financial statements. Under capital adequacy guidelines, the Company and Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and Bank to maintain minimum amounts and ratios (set forth in the table below) of total, Common Equity Tier 1, and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and Tier 1 capital to average assets (as defined).

As of December 31, 2021 and 2020, the Bank was considered well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum risk-based and Tier 1 leverage capital ratios as set forth in the table below and not be subject to a written agreement or order with regulators to maintain a specific capital level for any capital measure. There are no conditions or events since the regulatory framework for prompt corrective action was issued that management believes have changed the Bank's category.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The Company's and the Bank's actual capital amounts and ratios as of December 31, 2021 and December 31, 2020 are presented in the tables below (dollars in thousands).

| | Actual | | Capital Adequacy* | | Well Capitalized | |
|---|------------|-------|-------------------|-------|------------------|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| December 31, 2021 | | | | | | |
| <u>Tier 1 leverage capital</u> | | | | | | |
| Investar Holding Corporation | \$ 206,899 | 8.12% | \$ 101,983 | 4.00% | NA | NA |
| Investar Bank | 244,541 | 9.60 | 101,851 | 4.00 | 127,313 | 5.00 |
| <u>Common Equity Tier 1 risk-based capital</u> | | | | | | |
| Investar Holding Corporation | 197,399 | 9.45 | 146,291 | 7.00 | NA | NA |
| Investar Bank | 244,541 | 11.72 | 146,086 | 7.00 | 135,651 | 6.50 |
| <u>Tier 1 risk-based capital</u> | | | | | | |
| Investar Holding Corporation | 206,899 | 9.90 | 177,639 | 8.50 | NA | NA |
| Investar Bank | 244,541 | 11.72 | 177,390 | 8.50 | 166,956 | 8.00 |
| <u>Total risk-based capital</u> | | | | | | |
| Investar Holding Corporation | 271,416 | 12.99 | 219,436 | 10.50 | NA | NA |
| Investar Bank | 266,069 | 12.75 | 219,129 | 10.50 | 208,694 | 10.00 |
| December 31, 2020 | | | | | | |
| <u>Tier 1 leverage capital</u> | | | | | | |
| Investar Holding Corporation | \$ 215,750 | 9.49% | \$ 90,975 | 4.00% | NA | NA |
| Investar Bank | 237,684 | 10.47 | 90,837 | 4.00 | 113,546 | 5.00 |
| <u>Common Equity Tier 1 risk-based capital</u> | | | | | | |
| Investar Holding Corporation | 209,250 | 11.02 | 132,890 | 7.00 | NA | NA |
| Investar Bank | 237,684 | 12.53 | 132,750 | 7.00 | 123,268 | 6.50 |
| <u>Tier 1 risk-based capital</u> | | | | | | |
| Investar Holding Corporation | 215,750 | 11.36 | 161,366 | 8.50 | NA | NA |
| Investar Bank | 237,684 | 12.53 | 161,196 | 8.50 | 151,714 | 8.00 |
| <u>Total risk-based capital</u> | | | | | | |
| Investar Holding Corporation | 279,253 | 14.71 | 199,335 | 10.50 | NA | NA |
| Investar Bank | 258,291 | 13.62 | 199,125 | 10.50 | 189,642 | 10.00 |

*The minimum ratios and amounts under the column for Capital Adequacy for December 31, 2021 and December 31, 2020 reflect the minimum regulatory capital ratios imposed under Basel III plus the fully phased-in capital conservation buffer of 2.5%.

Applicable Federal statutes, regulations, and guidance impose restrictions on the amounts of dividends that may be declared by the Company and the Bank. In addition to the formal statutes, regulations, and guidance, regulatory authorities also consider the adequacy of the Company's and the Bank's total capital in relation to its assets, deposits, risk profile, and other such items and, as a result, capital adequacy considerations could further limit the availability of dividends from the Company and the Bank. The Company is also subject to dividend restrictions under the terms of its 2029 Notes and junior subordinated debentures. See "Common Stock – Dividend Restrictions" in Note 14, Stockholders' Equity, for more information.

In July 2013, the federal banking regulatory agencies issued a final rule which revises the regulatory capital framework for financial institutions. The final rule (also known as the Basel III capital rules) covers a number of aspects pertaining to capital requirements.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

These include:

- Increased the Prompt Corrective Action Capital Category Thresholds to be deemed well-capitalized.
- Established a Capital Conservation Buffer - The Capital Conservation Buffer was phased in through 2019.
- Changes in risk-weighting of certain assets.
- Opt-out Election of Accumulated Other Comprehensive Income from Common Equity Tier 1 Capital.

Financial institutions became subject to the final rule on January 1, 2015, and the rules were fully phased in as of January 1, 2019.

NOTE 20. COMMITMENTS AND CONTINGENCIES

Unfunded Commitments

The Company is a party to financial instruments with off-balance sheet risk entered into in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit consisting of loan commitments and standby letters of credit, which are not included in the accompanying financial statements. Such financial instruments are recorded in the financial statements when they become payable. The credit risk associated with these commitments is evaluated in a manner similar to the allowance for loan losses. The reserve for unfunded lending commitments is included in other liabilities in the balance sheet. At December 31, 2021 and 2020, the reserve for unfunded loan commitments was \$0.7 million and \$0.2 million, respectively.

Commitments to extend credit are agreements to lend money with fixed expiration dates or termination clauses. The Company applies the same credit standards used in the lending process when extending these commitments, and periodically reassesses the customer's creditworthiness through ongoing credit reviews. Since some commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Collateral is obtained based on the Company's assessment of the transaction. Essentially all standby letters of credit issued have expiration dates within one year.

The table below shows the approximate amounts of the Company's commitments to extend credit as of the dates presented (dollars in thousands).

| | December 31, 2021 | December 31, 2020 |
|---------------------------|--------------------------|--------------------------|
| Loan commitments | \$ 349,701 | \$ 266,039 |
| Standby letters of credit | 18,259 | 14,420 |

Additionally, at December 31, 2021, the Company had unfunded commitments of \$1.9 million for its investment in Small Business Investment Company qualified funds, which is included in other assets on the consolidated balance sheet.

Insurance

The Company is obligated for certain costs associated with its insurance program for employee health. The Company is self-insured for a substantial portion of its potential claims. The Company recognizes its obligation associated with these costs, up to specified deductible limits, in the period in which a claim is incurred, including with respect to both reported claims and claims incurred but not reported. The claims costs are estimated based on historical claims experience. The reserves for insurance claims are reviewed and updated by management on a quarterly basis.

Employment Agreements

On August 1, 2020, the Company entered into employment agreements with its Chief Executive Officer and Chief Financial Officer. These agreements provide that each executive shall receive a minimum annual base salary (\$510,000 for its Chief Executive Officer and \$285,000 for its Chief Financial Officer), shall be eligible for annual incentive compensation up to a certain percentage of the base salary, subject to the discretion and approval of the Company's board of directors, and shall be entitled to the payment of severance benefits upon termination under specified circumstances.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

The initial term of each Employment Agreement expires on August 1, 2023 and will automatically renew for successive one-year periods unless written notice of non-renewal is given by either party to the other at least ninety (90) days prior to the expiration of the then-current term.

Legal Proceedings

The nature of the business of the Company's banking and other subsidiaries ordinarily results in a certain amount of claims, litigation, investigations, and legal and administrative cases and proceedings, which are considered incidental to the normal conduct of business. Some of these claims are against entities which the Company acquired in business acquisitions. The Company has asserted defenses to these claims and, with respect to such legal proceedings, intends to continue to defend itself, litigating or settling cases according to management's judgment as to what is in the best interest of the Company and its shareholders.

The Company assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that the Company will incur a loss and the amount of the loss can be reasonably estimated, the Company records a liability in its consolidated financial statements. These legal reserves may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of loss is not estimable, the Company does not accrue legal reserves. While the outcome of legal proceedings is inherently uncertain, based on information currently available and available insurance coverage, the Company's management believes that it has established appropriate legal reserves. If an accrual is not made, and there is at least a reasonable possibility that a loss or additional loss may have been incurred, the Company discloses the nature of the contingency and an estimate of the possible loss or range of loss or a statement that such an estimate cannot be made. Any incremental liabilities arising from pending legal proceedings are not expected to have a material adverse effect on the Company's consolidated financial position, consolidated results of operations, or consolidated cash flows. However, it is possible that the ultimate resolution of these matters, if unfavorable, may be material to the Company's consolidated financial position, consolidated results of operations, or consolidated cash flows.

As of the date of this filing, the Company believes the amount of losses associated with legal proceedings that it is reasonably possible to incur is not material.

NOTE 21. TRANSACTIONS WITH RELATED PARTIES

The Bank has made, and expects in the future to continue to make in the ordinary course of business, loans to directors and executive officers of the Company, the Bank, and their affiliates. In management's opinion, these loans were made in the ordinary course of business at normal credit terms, including interest rate and collateral requirements, and do not represent more than normal credit risk. See Note 4, Loans and Allowance for Loan Losses, for more information regarding lending transactions between the Company and these related parties.

During 2021 and 2020, certain executive officers and directors of the Company and the Bank, including companies with which they are affiliated, were deposit customers of the Bank. See Note 9, Deposits, regarding total deposits outstanding to these related parties.

The Company has transactions with related parties for which the Company believes the terms and conditions are comparable to terms that would have been available from a third party that was unaffiliated with the Company. The following describes transactions since January 1, 2019, in addition to the ordinary banking relationships described above, in which the Company has participated in which one or more of its directors, executive officers or other related persons had or will have a direct or indirect material interest.

On May 29, 2020, the Bank purchased the first floor of its corporate headquarters, located at 10500 Coursey Blvd. in Baton Rouge, Louisiana, from Court Plaza Investments, LLC, a related party entity that is controlled by one of the Company's board members. Following the purchases of the second and third floors in previous years, the first floor was purchased for \$1.8 million and gives the Bank complete ownership of the building, branded as the Investar Tower. The purchase price approximated the appraised value as determined by an independent appraiser.

The Company has engaged in a number of transactions with Joffrion Commercial Division, LLC ("JCD"), a commercial construction company owned and managed by Gordon H. Joffrion, one of the Company's directors. For each transaction, the Company selected JCD through its public bidding process. The Company paid JCD approximately \$0.1 million, \$0.9 million and \$0.3 million during the years ended December 31, 2021, 2020 and 2019, respectively.

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 22. PARENT ONLY BALANCE SHEETS, STATEMENTS OF OPERATIONS AND STATEMENTS OF CASH FLOWS

BALANCE SHEETS

| <i>(dollars in thousands)</i> | December 31, | |
|--|-------------------|-------------------|
| | 2021 | 2020 |
| ASSETS | | |
| Cash and due from banks | \$ 3,193 | \$ 19,678 |
| Equity securities | 1,333 | 1,178 |
| Due from bank subsidiary | 968 | 909 |
| Investment in bank subsidiary | 289,640 | 271,619 |
| Investment in trust | 295 | 202 |
| Trademark intangible | 100 | 100 |
| Other assets | 299 | 63 |
| Total assets | \$ 295,828 | \$ 293,749 |
| LIABILITIES | | |
| Subordinated debt, net of unamortized issuance costs | \$ 42,989 | \$ 42,897 |
| Junior subordinated debt | 8,384 | 5,949 |
| Accounts payable | 87 | 167 |
| Accrued interest payable | 609 | 606 |
| Dividend payable | 829 | 694 |
| Deferred tax liability | 332 | 152 |
| Total liabilities | 53,230 | 50,465 |
| STOCKHOLDERS' EQUITY | | |
| Common stock | 10,343 | 10,609 |
| Surplus | 154,932 | 159,485 |
| Retained earnings | 76,160 | 71,385 |
| Accumulated other comprehensive income | 1,163 | 1,805 |
| Total stockholders' equity | 242,598 | 243,284 |
| Total liabilities and stockholders' equity | \$ 295,828 | \$ 293,749 |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

STATEMENTS OF OPERATIONS

| <i>(dollars in thousands)</i> | For the year ended December 31, | |
|--|--|------------------|
| | 2021 | 2020 |
| REVENUE | | |
| Dividends received from bank subsidiary | \$ 35,000 | \$ — |
| Dividends on corporate stock | 29 | 78 |
| Partnership income | — | 19 |
| Change in the fair value of equity securities | 228 | 258 |
| Interest income from investment in trust | 5 | 5 |
| Total revenue | <u>35,262</u> | <u>360</u> |
| EXPENSE | | |
| Interest on borrowings | 2,777 | 2,713 |
| Management fees to bank subsidiary | 360 | 360 |
| Acquisition expense | 22 | 72 |
| Other expense | 411 | 574 |
| Total expense | <u>3,570</u> | <u>3,719</u> |
| Income (loss) before income taxes and equity in undistributed (loss) income of bank subsidiary | 31,692 | (3,359) |
| Equity in undistributed (loss) income of bank subsidiary | (24,440) | 16,563 |
| Income tax benefit | 748 | 685 |
| Net income | <u>\$ 8,000</u> | <u>\$ 13,889</u> |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

STATEMENTS OF CASH FLOWS

| | For the year ended December 31, | |
|---|---------------------------------|------------------|
| | 2021 | 2020 |
| <i>(dollars in thousands)</i> | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$ 8,000 | \$ 13,889 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Equity in undistributed earnings of bank subsidiary | 24,440 | (16,563) |
| Change in the fair value of equity securities | (228) | (258) |
| Amortization of debt issuance costs and purchase accounting adjustments | 200 | 123 |
| Net change in: | | |
| Due from bank subsidiary | (59) | (197) |
| Other assets | 18 | 10 |
| Deferred tax asset | 180 | 142 |
| Accrued other liabilities | 1,341 | (23) |
| Net cash provided by (used in) operating activities | <u>33,892</u> | <u>(2,877)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Distributions from investments | — | 77 |
| Purchases of equity securities | (500) | (2,449) |
| Proceeds from the sale of equity securities | 574 | 3,144 |
| Purchases of other investments | (233) | — |
| Cash paid for acquisition of Cheaha Financial Group, net of cash acquired | (40,935) | — |
| Net cash (used in) provided by investing activities | <u>(41,094)</u> | <u>772</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Cash dividends paid on common stock | (3,090) | (2,686) |
| Payments to repurchase common stock | (6,925) | (11,112) |
| Proceeds from stock options exercised | 732 | 46 |
| Net cash used in financing activities | <u>(9,283)</u> | <u>(13,752)</u> |
| Net decrease in cash | (16,485) | (15,857) |
| Cash and cash equivalents, beginning of period | 19,678 | 35,535 |
| Cash and cash equivalents, end of period | <u>\$ 3,193</u> | <u>\$ 19,678</u> |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION: | | |
| Cash payments for: | | |
| Interest on borrowings | \$ 2,774 | \$ 2,571 |

INVESTAR HOLDING CORPORATION
Notes to Consolidated Financial Statements

NOTE 23. EARNINGS PER SHARE

The following is a summary of the information used in the computation of basic and diluted earnings per common share for the years ended December 31, 2021, 2020 and 2019 (in thousands, except share data).

| | December 31, | | |
|--|--------------|------------|------------|
| | 2021 | 2020 | 2019 |
| Earnings per common share - basic | | | |
| Net income | \$ 8,000 | \$ 13,889 | \$ 16,839 |
| Less: income allocated to participating securities | (21) | (73) | (164) |
| Net income allocated to common shareholders | 7,979 | 13,816 | 16,675 |
| Weighted average basic shares outstanding | 10,416,145 | 10,850,936 | 9,931,497 |
| Basic earnings per common share | \$ 0.77 | \$ 1.27 | \$ 1.68 |
| Earnings per common share - diluted | | | |
| Net income allocated to common shareholders | \$ 7,979 | \$ 13,816 | \$ 16,676 |
| Weighted average basic shares outstanding | 10,416,145 | 10,850,936 | 9,931,497 |
| Dilutive effect of securities | 84,157 | 14,911 | 99,521 |
| Total weighted average diluted shares outstanding | 10,500,302 | 10,865,847 | 10,031,018 |
| Diluted earnings per common share | \$ 0.76 | \$ 1.27 | \$ 1.66 |

The weighted average number of shares that have an antidilutive effect in the calculation of diluted earnings per common share and have been excluded from the computations above are shown below.

| | December 31, | | |
|-------------------------|--------------|--------|-------|
| | 2021 | 2020 | 2019 |
| Stock options | 869 | 71 | — |
| Restricted stock awards | 431 | 10,968 | 388 |
| Restricted stock units | 20,828 | 62,754 | 7,550 |

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, the Company carried out an evaluation under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer (the Company's principal executive and financial officers), of the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective for ensuring that information the Company is required to disclose in reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Control over Financial Reporting

There were no changes to internal control over financial reporting during the fourth quarter of 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Management's annual report on internal control over financial reporting and the report thereon of Horne LLP are included herein under *Item 8. Financial Statements and Supplementary Data*.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III**Item 10. Directors, Executive Officers and Corporate Governance**

Except as provided below, the information required by Item 10 is incorporated by reference to the Company's Definitive Proxy Statement for its 2022 Annual Meeting of Shareholders (the "2022 Proxy Statement").

Code of Conduct and Ethics

The Company has adopted a Code of Ethics for the Chief Executive Officer and Senior Financial Officers that applies to its chief executive officer, chief financial officer, chief accounting officer and any other senior financial officers, and the Company has also adopted a Code of Conduct that applies to all of the Company's directors, officers and employees. The full text of the Code of Ethics for the Chief Executive Officer and Senior Financial Officers and the Code of Conduct can be found by clicking on "Corporate Governance" under the "Investor Relations" tab on the Company's website, www.investarbank.com, and then by clicking on "Code of Ethics for the Chief Executive Officer and Senior Financial Officers" or "Code of Conduct," as applicable. The Company intends to satisfy the disclosure requirement under Item 5.05(c) of Form 8-K regarding an amendment to, or waiver from, a provision of the Company's Code of Ethics for the Chief Executive Officer and Senior Financial Officers by posting such information on its website, at the address specified above.

Item 11. Executive Compensation

The information required by Item 11 is incorporated by reference to the 2022 Proxy Statement.

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

Except as provided below, the information required by Item 12 is incorporated by reference to the 2022 Proxy Statement.

Securities Authorized for Issuance under Equity Compensation Plans

The following table presents certain information regarding our equity compensation plans as of December 31, 2021.

| Plan category | Number of securities to be issued upon exercise of outstanding options and rights(3) | Weighted-average exercise price of outstanding options and rights | Number of securities remaining available for future issuance under equity compensation plans |
|---|---|--|---|
| Equity compensation plans approved by security holders ⁽¹⁾ | 362,528 | \$ 22.52 | 723,762 |
| Equity compensation plans not approved by security holders ⁽²⁾ | 224,511 | 15.26 | — |
| Total | 587,039 | \$ 18.10 | 723,762 |

(1) Effective May 24, 2017, the Company's shareholders approved its 2017 Long-Term Incentive Compensation Plan (the "Plan") and ceased using the 2014 Long-Term Incentive Plan, discussed below. The Plan authorizes the grant of various types of equity grants and awards, such as restricted stock, stock options and stock appreciation rights to eligible participants, which include all of the Company's employees, non-employee directors, and consultants. The Plan was amended on May 19, 2021 to reserve an additional 600,000 shares, so that there was a total of 1,200,000 shares of common stock available for issuance to eligible participants pursuant to awards under the Plan. No awards may be granted under the Plan after May 24, 2027.

(2) The Investar Holding Corporation 2014 Long-Term Incentive Compensation Plan (the "2014 Plan") was adopted by the Company's board of directors on January 15, 2014 and was amended on March 13, 2014. Because the Company was a private corporation at the time of the adoption of the 2014 Plan, shareholder approval of the 2014 Plan was not required, nor was such approval obtained. A total of 600,000 shares of common stock was reserved for issuance pursuant to awards under the 2014 Plan. Effective May 24, 2017, no future awards will be granted under the 2014 Plan, although the terms and conditions of the 2014 Plan will continue to govern any outstanding awards thereunder.

(3) Includes 218,558 shares issuable pursuant to outstanding restricted stock units, which do not have an exercise price.

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

The information required by Item 13 is incorporated by reference to the 2022 Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by Item 14 is incorporated by reference to the 2022 Proxy Statement.

PART IV**Item 15. Exhibits and Financial Statement Schedules**

(a) Documents Filed as Part of this Report.

- (1) The following financial statements are incorporated by reference from
- Item 8. Financial Statements and Supplementary Data*
- hereof:

Reports of Independent Registered Public Accounting Firms (PCAOB ID: 171) (PCAOB ID: 42)
 Consolidated Balance Sheets as of December 31, 2021 and 2020
 Consolidated Statements of Income for the Years Ended December 31, 2021, 2020 and 2019
 Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2021, 2020 and 2019
 Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2021, 2020 and 2019
 Consolidated Statements of Cash Flows for the Years Ended December 31, 2021, 2020 and 2019
 Notes to Consolidated Financial Statements

- (2) All schedules for which provision is made in the applicable accounting regulations of the SEC are omitted because of the absence of conditions under which they are required or because the required information is included in the consolidated financial statements and related notes thereto.

- (3) The following exhibits are filed as part of this Form 10-K, and this list includes the Exhibit Index.

| <u>Exhibit Number</u> | <u>Description</u> | <u>Location</u> |
|-----------------------|--|--|
| 2.1 | Agreement and Plan of Reorganization dated October 10, 2018, by and among Investar Holding Corporation, Investar Bank and Mainland Bank | Exhibit 2.1 to the Current Report on Form 8-K of the Company filed October 10, 2018 and incorporated herein by reference |
| 2.2 | Agreement and Plan of Reorganization dated July 30, 2019 by and among Investar Holding Corporation, Investar Bank, and Bank of York | Exhibit 2.1 to the Current Report on Form 8-K of the Company filed July 31, 2019 and incorporated herein by reference |
| 2.3 | Agreement and Plan of Reorganization dated January 21, 2021 by and among Investar Holding Corporation, Cheaha Financial Group, Inc. and High Point Acquisition, Inc. | Exhibit 2.1 to the Current Report on Form 8-K of the Company filed January 25, 2021 and incorporated herein by reference |
| 3.1 | Restated Articles of Incorporation of Investar Holding Corporation | Exhibit 3.1 to the Registration Statement on Form S-1 of the Company filed May 16, 2014 and incorporated herein by reference |
| 3.2 | Amended and Restated By-laws of Investar Holding Corporation | Exhibit 3.2 to the Registration Statement on Form S-4 of the Company filed October 10, 2017 and incorporated herein by reference |
| 4.1 | Specimen Common Stock Certificate | Exhibit 4.1 to the Registration Statement on Form S-1 of the Company filed May 16, 2014 and incorporated herein by reference |
| 4.2 | Description of Registrant's Securities Registered under Section 12 of the Securities Exchange Act of 1934 | Filed herewith |
| 4.3 | Form of 5.125% Fixed to Floating Rate Subordinated Note due 2029 | Exhibit 4.1 to the Current Report on Form 8-K filed November 14, 2019 and incorporated herein by reference. |
| 4.4 | Form of Registration Rights Agreement, dated December 20, 2019, by and between Investar Holding Corporation and the purchasers set forth therein. | Exhibit 4.1 to the Current Report on Form 8-K filed December 24, 2019 and incorporated herein by reference. |
| 4.5 | Indenture, dated March 24, 2017, by and between Investar Holding Corporation and Wilmington Trust, National Association, as Trustee | Exhibit 4.1 to the Current Report on Form 8-K filed March 24, 2017 and incorporated herein by reference |
| 4.6 | Supplemental Indenture, dated March 24, 2017, by and between Investar Holding Corporation and Wilmington Trust, National Association, as Trustee | Exhibit 4.2 to the Current Report on Form 8-K filed with the SEC on March 24, 2017 and incorporated herein by reference |
| 10.1 | Form of Stock Purchase Agreement, dated December 20, 2019, by and between Investar Holding Corporation and the purchasers set forth therein | Exhibit 10.1 to the Current Report on Form 8-K filed December 24, 2019 and incorporated herein by reference |



[Table of Contents](#)

| | | |
|--------|---|---|
| 10.2 | Form of Subordinated Note Purchase Agreement, dated November 12, 2019, by and between Investar Holding Corporation and the purchasers set forth therein | Exhibit 10.1 to the Current Report on Form 8-K filed November 14, 2019 and incorporated herein by reference |
| 10.3 | Form of the Director Support Agreement, dated October 10, 2018, among Investar Holding Corporation, Mainland Bank and all of the directors of Mainland Bank parties thereto | Exhibit 10.3 to the Registration Statement on Form S-4 of the Company filed November 30, 2018 and incorporated herein by reference |
| 10.4* | Employment Agreement, dated August 1, 2020 by and among Investar Holding Corporation, Investar Bank, National Association, and John J. D'Angelo | Exhibit 10.1 to the Current Report on Form 8-K filed August 6, 2020 and incorporated herein by reference. |
| 10.5* | Employment Agreement, dated August 1, 2020 by and among Investar Holding Corporation, Investar Bank, National Association, and Christopher L. Hufft | Exhibit 10.2 to the Current Report on Form 8-K filed August 6, 2020 and incorporated herein by reference. |
| 10.6* | Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan | Exhibit 10.1 to the Current Report on Form 8-K filed May 20, 2021 and incorporated herein by reference |
| 10.7* | Salary Continuation Agreement, dated as of February 28, 2018, by and between Investar Bank and John D'Angelo | Exhibit 10.1 to the Current Report on Form 8-K of the Company filed March 1, 2018 and incorporated herein by reference |
| 10.8* | Supplemental Salary Continuation Agreement, dated May 22, 2019, by and between Investar Bank and John D'Angelo | Exhibit 10.1 to the Current Report on Form 8-K of the Company filed May 23, 2019 and incorporated herein by reference |
| 10.9* | Salary Continuation Agreement, dated as of February 28, 2018, by and between Investar Bank and Chris Hufft | Exhibit 10.2 to the Current Report on Form 8-K of the Company filed March 1, 2018 and incorporated herein by reference |
| 10.10* | Supplemental Salary Continuation Agreement, dated May 22, 2019, by and between Investar Bank and Christopher Hufft | Exhibit 10.2 to the Current Report on Form 8-K of the Company filed May 23, 2019 and incorporated herein by reference |
| 10.11* | Form of Split Dollar Agreement by and between Investar Bank and each executive entering into a Salary Continuation Agreement | Exhibit 10.4 to the Current Report on Form 8-K of the Company filed March 1, 2018 and incorporated herein by reference |
| 10.12* | Form of First Amendment to Split Dollar Agreement by and between Investar Bank and each executive entering into a Supplemental Salary Continuation Agreement | Exhibit 10.3 to the Current Report on Form 8-K filed May 23, 2019 and incorporated herein by reference |
| 10.13* | Investar Holding Corporation 2014 Long-Term Incentive Compensation Plan, as amended by Amendment No. 1 to Investar Holding Corporation 2014 Long Term Incentive Plan | Exhibit 10.1 to the Registration Statement on Form S-1 of the Company filed May 16, 2014 and, as to Amendment No.1, Exhibit 99.2 to the Registration Statement on Form S-8 of the Company filed October 31, 2014, each of which is incorporated herein by reference |
| 10.14* | Form of Stock Option Grant Agreement | Exhibit 10.2 to the Registration Statement on Form S-1 of the Company filed May 16, 2014 and incorporated herein by reference |
| 10.15* | Form of Restricted Stock Award Agreement for Employees | Exhibit 10.3 to the Annual Report on Form 10-K of the Company filed March 11, 2016 and incorporated herein by reference |
| 10.16* | Form of Restricted Stock Award Agreement for Non-Employee Directors | Exhibit 10.4 to the Annual Report on Form 10-K of the Company filed March 11, 2016 and incorporated herein by reference |
| 10.17* | Form of Restricted Stock Unit Agreement for Employees | Exhibit 10.15 to the Annual Report on Form 10-K of the Company filed March 15, 2019 and incorporated herein by reference |
| 10.18* | Form of Restricted Stock Unit Agreement for Non-Employee Directors | Exhibit 10.16 to the Annual Report on Form 10-K of the Company filed March 15, 2019 and incorporated herein by reference |
| 10.19* | Investar Holding Corporation 401(k) Plan, as restated effective January 1, 2021 | Exhibit 10.20 to the Annual Report on Form 10-K of the Company filed March 10, 2020 and incorporated herein by reference |

[Table of Contents](#)

| | | |
|---------|---|---|
| 21 | Subsidiaries of the Registrant | Exhibit 21 to the Registration Statement on Form S-1 of the Company filed May 16, 2014 and incorporated herein by reference |
| 23.1 | Consent of Ernst & Young LLP | Filed herewith |
| 23.2 | Consent of Horne LLP | Filed herewith |
| 31.1 | Rule 13a-14(a) Certification of Principal Executive Officer of the Company in accordance with Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.2 | Rule 13a-14(a) Certification of Principal Financial Officer of the Company in accordance with Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 32.1 | Section 1350 Certification of Principal Executive Officer of the Company in accordance with Section 906 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 32.2 | Section 1350 Certification of Principal Financial Officer of the Company in accordance with Section 906 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 101.INS | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document | Filed herewith |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document | Filed herewith |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document | Filed herewith |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document | Filed herewith |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document | Filed herewith |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document | Filed herewith |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL Document and include in Exhibit 101) | Filed herewith |

* Management contract or compensatory plan or arrangement.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INVESTAR HOLDING CORPORATION

Date: March 9, 2022

by: /s/John J. D'Angelo
John J. D'Angelo
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Date: March 9, 2022

by: /s/John J. D'Angelo
John J. D'Angelo
President, Chief Executive
Officer and Director
(Principal Executive Officer)

Date: March 9, 2022

by: /s/Christopher L. Hufft
Christopher L. Hufft
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: March 9, 2022

by: /s/Candace J. LeBlanc
Candace J. LeBlanc
Executive Vice President and
Chief Accounting Officer
(Principal Accounting Officer)

Date: March 9, 2022

by: /s/James M. Baker
James M Baker
Director

Date: March 9, 2022

by: /s/Thomas C. Besselman, Sr.
Thomas C. Besselman, Sr.
Director

Date: March 9, 2022

by: /s/James H. Boyce, III
James H. Boyce, III
Director

[Table of Contents](#)

| | | |
|-------|---------------|---|
| Date: | March 9, 2022 | by: <u>/s/Robert M. Boyce, Sr.</u> Robert M. Boyce, Sr. Director |
| Date: | March 9, 2022 | by: <u>/s/William H. Hidalgo, Sr.</u> William H. Hidalgo, Sr. Chairman of the Board |
| Date: | March 9, 2022 | by: <u>/s/Gordon H. Joffrion, III</u> Gordon H. Joffrion, III Director |
| Date: | March 9, 2022 | by: <u>/s/Robert C. Jordan</u> Robert C. Jordan Director |
| Date: | March 9, 2022 | by: <u>/s/David J. Lukinovich</u> David J. Lukinovich Director |
| Date: | March 9, 2022 | by: <u>/s/Suzanne O. Middleton</u> Suzanne O. Middleton Director |
| Date: | March 9, 2022 | by: <u>/s/Andrew C. Nelson, M.D.</u> Andrew C. Nelson, M.D. Director |
| Date: | March 9, 2022 | by: <u>/s/Frank L. Walker</u> Frank L. Walker Director |

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

Investar Holding Corporation, a Louisiana corporation (the "Corporation") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our Common Stock, par value \$1.00 per share (the "Common Stock").

The following summary description of our Common Stock is subject to and qualified in its entirety by reference to our Restated Articles of Incorporation (the "Articles") and our Amended and Restated By-laws (the "By-laws"), each of which are incorporated by reference as an exhibit to our Annual Report on Form 10-K, and the Louisiana Business Corporation Act (the "LBCA").

Authorized Capital Shares

The total number of shares of stock which the Corporation has authority to issue is 45,000,000 shares, consisting of: 5,000,000 shares of preferred stock, no par value (the "Preferred Stock"), and 40,000,000 shares of Common Stock. Each share of Common Stock is non-assessable and has the same rights, preferences and privileges as every other share of Common Stock. The Common Stock is not redeemable at the option of the Corporation. No holder of Preferred Stock or Common Stock is entitled, as such, as a matter of right, to preemptive or subscription rights to purchase any securities of the Corporation. Holders of Common Stock have no conversion rights, and there are no sinking fund provisions applicable to the Common Stock.

Preferred Stock

The Articles permit the Corporation to issue one or more series of Preferred Stock and authorize the board of directors (the "Board") to fix the designations, preferences and relative, participating, optional or other special rights (including voting rights), qualifications and limitations of any such series of Preferred Stock, without further shareholder approval except as required by the LBCA. The designations, voting powers, preferences, dividend or redemption rights or other relative rights or restrictions, limitations or qualifications of any series of Preferred Stock may differ from those of any and all other series at any time outstanding. Although the creation and authorization of Preferred Stock does not, in and of itself, have any effect on the rights of the holders of Common Stock, the issuance of one or more series of Preferred Stock may affect the holders of Common Stock in a number of respects, including the following: by subordinating the Common Stock to the Preferred Stock with respect to dividend rights, liquidation preferences and other rights, preferences, and privileges; by diluting the voting power or the earnings per share of the Common Stock; and by issuing Common Stock, upon the conversion of the Preferred Stock, at a price below the fair market value or original issue price of the Common Stock that is outstanding prior to such issuance.

Voting Rights

Each share of Common Stock entitles the holder thereof to one vote in the election of directors and on all other matters submitted to the vote of the shareholders. The holders of Common Stock are not entitled to cumulate their votes in the election of directors.

With respect to any matter other than the election of directors or a matter for which a different approval threshold is established by Louisiana law or the Articles, a matter submitted to the shareholders will be approved if a majority of the votes actually cast are in favor of such matter, at a meeting at which a quorum is present. The Articles provide that directors are elected by plurality vote.

The Articles provide that the following extraordinary actions have the shareholder approval thresholds described below:

- *Amendments to the Articles.* The Articles provide that the affirmative vote of two-thirds of the voting power which is present, in person or by proxy, at the shareholders' meeting is required to amend the Articles.
- *Merger, Consolidation or Share Exchange.* The Articles provide that, except as otherwise provided by Louisiana law, approval of a merger, consolidation or share exchange to which the Corporation is a party is subject to the affirmative vote of two-thirds of the voting power which is present, in person or by proxy, at the shareholders' meeting.
- *Dissolution or Sale of All or Substantially All of the Assets.* The Articles provide that any dissolution or sale of all or substantially all of our assets must be approved by two-thirds of the total voting power of the Corporation at a special meeting of our shareholders.

Indemnification and Limitation of Liability of Directors

The Articles and LBCA limit the personal liability of our directors and officers for monetary damages for any action taken, or any failure to take action, as a director or officer, with certain exceptions. The Articles do not eliminate or limit our right or the right of our shareholders to seek injunctive or other equitable relief not involving monetary damages. The By-laws provide for mandatory indemnification and advancement of expenses to our directors and officers, with certain exceptions. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted pursuant to these provisions, the Corporation has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy and is therefore unenforceable. In addition, our ability to provide indemnification to our directors and officers is limited by federal banking laws and regulations.

Dividend Rights

Subject to the rights of holders of any Preferred Stock, holders of Common Stock are entitled to share equally in dividends when, as, and if declared by the Board out of funds legally available therefor.

Liquidation Rights

In the event of the liquidation, dissolution or winding up of the Corporation, holders of shares of Common Stock are entitled to receive, on a pro-rata per share

basis, any assets available for distribution to the shareholders of the Corporation after the payment of debts and liabilities and after the distribution to holders of any outstanding shares of our capital stock hereafter issued with prior rights upon liquidation.

Selected Provisions of the LBCA and the Articles and By-laws

Certain provisions of the Articles and By-laws may have the effect of delaying, deferring or preventing a change in control of the Corporation. Such provisions, including those regulating the nomination of directors and submission of shareholder proposals, limiting who may call special shareholders' meetings and allowing the Corporation's Board to designate certain terms of and issue shares of Preferred Stock, may make it more difficult for other persons, without the approval of our Board, to make a tender offer or otherwise acquire substantial amounts of Common Stock or to launch other takeover attempts that a shareholder might consider to be in such shareholder's best interest. These provisions, which are summarized below, are designed to encourage persons seeking to acquire control of the Corporation to negotiate with the Board. The Corporation believes that, as a general rule, the interests of our shareholders are best served if any change in control results from negotiations with the Board rather than from an unsolicited proposal.

Business Combinations, Dissolution, or Sale of All or Substantially All of the Assets. As mentioned above, except as otherwise provided by Louisiana law, the Articles require a merger, consolidation or share exchange to which the Corporation is a party be approved by two-thirds of the voting power which is present, in person or by proxy, at the shareholders' meeting. The Articles require any dissolution or sale of all or substantially all of the assets of the Corporation to be approved by two-thirds of the total voting power of the Corporation at a special meeting of our shareholders.

Authorized but Unissued Capital Stock. One of the effects of the existence of authorized but unissued Common Stock and undesignated Preferred Stock may be to enable the Board to make more difficult or to discourage an attempt to obtain control of the Corporation by means of a merger, tender offer, proxy contest or otherwise, and thereby to protect the continuity of management. If, in the due exercise of its fiduciary obligations, the Board were to determine that a takeover proposal was not in the Corporation's best interest, such shares could be issued by the Board without shareholder approval in one or more transactions that might prevent or render more difficult or costly the completion of the takeover transaction by diluting the voting or other rights of the proposed acquirer or insurgent shareholder group, by putting a substantial voting block in institutional or other hands that might undertake to support the position of the incumbent Board, by effecting an acquisition that might complicate or preclude the takeover, or otherwise.

In addition, the Articles grant the Board broad power to issue, without further approval from our shareholders, a series of "blank check" Preferred Stock. This authorization may operate to provide anti-takeover protection for the Corporation because, if a merger, tender offer or other attempt to gain control of the Corporation is proposed and the Board does not believe the proposed transaction is in the Corporation or our shareholders' best interests, the Board can quickly issue shares of Preferred Stock with rights, preferences and limitations that could make the proposed takeover attempt more difficult to complete. Such Preferred Stock may also be used in connection with the issuance of a shareholder rights plan, sometimes called a "poison pill." The authorization to issue Preferred Stock may also benefit present management. Because a potential acquirer may be discouraged from attempting a takeover on account of the Board's ability to issue Preferred Stock, management may be able to retain its position more easily. The Board, however, does not intend to issue any Preferred Stock except on terms that it deems to be in our best interest and the best interest of our shareholders.

The LBCA provides that an issuance of shares or other securities convertible into or rights exercisable for shares, in a transaction or a series of integrated transactions, requires shareholder approval if both of the following conditions are satisfied: (1) the shares, other securities, or rights are issued for consideration other than cash or cash equivalents; and (2) the voting power of shares that are issued and issuable as a result of the transaction or series of integrated transactions will comprise more than 20% of the voting power of the shares of the corporation that were outstanding immediately before the transaction.

Shareholder's Right to Call a Special Meeting. Under the LBCA, we are not required to call a special shareholders' meeting at the request of any shareholder unless shareholders holding at least 10% of all the votes entitled to be cast on an issue proposed to be considered at the special meeting, sign, date and deliver to us a written demand for the meeting.

Increase in Board Size. The Board has the power to increase, between annual meetings, the number of persons serving as directors and to fill the vacancies so created. This may dissuade a third party from attempting to take control of the Corporation by means of a proxy contest.

Advance Notice Requirements. The By-laws contain requirements that shareholders provide advance notice of director nominations and other business that shareholders desire to present at a meeting of shareholders. The By-laws require a shareholder who desires to nominate a candidate for election to the Board or to raise new business at an annual shareholders' meeting to provide the Corporation advance notice not earlier than 120 days and not later than 90 days prior to the first anniversary of the immediately preceding year's annual meeting. If the date of the annual meeting is advanced by more than 30 days or delayed by more than 90 days from the anniversary date of the previous year's meeting, to be timely a shareholder must deliver advance notice not earlier than the close of business on the 120th day prior to the annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or, if the public announcement of the date of our annual meeting is less than 120 days prior to the annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made. Any shareholder wishing to nominate a candidate for election as a director or to raise new business at an annual shareholders' meeting must also provide detailed information about the nominee or business and satisfy certain other conditions. Because of the timing requirements and the detailed information that must be provided under our advance notice by-law, a third party may be discouraged from conducting a solicitation of proxies to elect its own slate of directors or to approve its proposal without regard to whether consideration of the nominees or proposals might be harmful or beneficial to our shareholders and us.

By-law Amendment. The Board can amend the By-laws without shareholder approval.

Action by Written Consent. Under the LBCA, unless otherwise provided in a corporation's articles of incorporation, no action required or permitted to be taken at an annual or special meeting of shareholders may be taken by written consent in lieu of a meeting unless such written consent is signed by all shareholders. The Articles do not contain a provision allowing for less than unanimous written consent. As a result, the requirement that actions taken by written consent be unanimous ensures that shareholders cannot effect a business combination or other corporate action without the knowledge and involvement of all of the shareholders.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-199692) pertaining to the 2014 Long-Term Incentive Compensation Plan of Investar Holding Corporation,
- (2) Registration Statement (Form S-8 No. 333-201880) pertaining to the 401(k) Plan of Investar Holding Corporation,
- (3) Registration Statement (Form S-8 No. 333-218231) pertaining to the 2017 Long-Term Incentive Compensation Plan of Investar Holding Corporation,
- (4) Registration Statement (Form S-8 No. 333-258588) pertaining to the Amended and Restated 2017 Long-Term Incentive Compensation Plan of Investar Holding Corporation,
- (5) Registration Statement (Form S-3 No. 333-215238),
- (6) Registration Statement (Form S-3MEF No. 333-216851),
- (7) Registration Statement (Form S-4 No. 333-228621),
- (8) Registration Statement (Form S-3 No. 333-236315), and
- (9) Registration Statement (Form S-3 No. 333-249912)

of our report dated March 13, 2020, with respect to the consolidated financial statements of Investar Holding Corporation for the year ended December 31, 2019 included in this Annual Report (Form 10-K) for the year ended December 31, 2021.

/s/ Ernst & Young LLP

New Orleans, Louisiana
March 9, 2022

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

1. Registration Statement (Form S-8 No. 333-199692) pertaining to the 2014 Long-Term Incentive Compensation Plan of Investar Holding Corporation,
2. Registration Statement (Form S-8 No. 333-201880) pertaining to the 401(k) Plan of Investar Holding Corporation,
3. Registration Statement (Form S-8 No. 333-218231) pertaining to the 2017 Long-Term Incentive Compensation Plan of Investar Holding Corporation,
4. Registration Statement (Form S-8 No. 333-258588) pertaining to the Amended and Restated 2017 Long-Term Incentive Compensation Plan of Investar Holding Corporation,
5. Registration Statement (Form S-3 No. 333-215238),
6. Registration Statement (Form S-3MEF No. 333-216851),
7. Registration Statement (Form S-4 No. 333-228621),
8. Registration Statement (Form S-3 No. 333-236315), and
9. Registration Statement (Form S-3 No. 333-249912)

of Investar Holding Corporation (the “Company”) and any related Prospectus of our reports dated March 9, 2022, related to our audit of the consolidated financial statements and the effectiveness of internal control over financial reporting of the Company included in this Annual Report on Form 10-K for the years ended December 31, 2021 and 2020.

/s/ HORNE LLP

Baton Rouge, Louisiana
March 9, 2022

CERTIFICATIONS
SECTION 302 CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

I, John J. D'Angelo, President and Chief Executive Officer of Investar Holding Corporation, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2021 of Investar Holding Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2022

/s/ John J. D'Angelo
John J. D'Angelo
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS
SECTION 302 CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, Christopher L. Hufft, Chief Financial Officer of Investar Holding Corporation, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2021 of Investar Holding Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2022

/s/ Christopher L. Hufft
Christopher L. Hufft
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350
(AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report on Form 10-K of Investar Holding Corporation (the "Company") for the fiscal year ended December 31, 2021 (the "Report"), I, John J. D'Angelo, Chief Executive Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) 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 periods covered in the Report.

/s/ John J. D'Angelo
John J. D'Angelo
Chief Financial Officer
(Principal Executive Officer)

Date: March 9, 2022

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The information furnished herein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350
(AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report on Form 10-K of Investar Holding Corporation (the “Company”) for the fiscal year ended December 31, 2021 (the “Report”), I, Christopher L. Hufft, Chief Financial Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) 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 periods covered in the Report.

/s/ Christopher L. Hufft
Christopher L. Hufft
Chief Financial Officer
(Principal Financial Officer)

Date: March 9, 2022

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The information furnished herein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.