

INVESTAR HOLDING CORP

FORM 10-Q (Quarterly Report)

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2020
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)

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

10500 Coursey Boulevard, Baton Rouge, Louisiana 70816

(Address of principal executive offices, including zip code)

(225) 227-2222

(Registrant's telephone number, including area code)

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

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, a 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the issuer's class of common stock, as of the latest practicable date, is as follows: Common stock, \$1.00 par value, 10,840,619 shares outstanding as of August 3, 2020.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

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

	June 30, 2020 (Unaudited)	December 31, 2019
ASSETS		
Cash and due from banks	\$ 31,725	\$ 23,769
Interest-bearing balances due from other banks	99,239	20,539
Federal funds sold	—	387
Cash and cash equivalents	130,964	44,695
Available for sale securities at fair value (amortized cost of \$242,175 and \$258,104, respectively)	246,886	259,805
Held to maturity securities at amortized cost (estimated fair value of \$14,265 and \$14,480, respectively)	14,053	14,409
Loans, net of allowance for loan losses of \$16,657 and \$10,700, respectively	1,797,314	1,681,275
Equity securities	19,398	19,315
Bank premises and equipment, net of accumulated depreciation of \$14,022 and \$12,432, respectively	56,767	50,916
Other real estate owned, net	69	133
Accrued interest receivable	13,701	7,913
Deferred tax asset	1,515	—
Goodwill and other intangible assets, net	32,715	31,035
Bank owned life insurance	38,437	32,014
Other assets	7,544	7,406
Total assets	\$ 2,359,363	\$ 2,148,916
LIABILITIES		
Deposits:		
Noninterest-bearing	\$ 469,095	\$ 351,905
Interest-bearing	1,420,493	1,355,801
Total deposits	1,889,588	1,707,706
Advances from Federal Home Loan Bank	158,500	131,600
Repurchase agreements	4,908	2,995
Subordinated debt, net of unamortized issuance costs	42,854	42,826
Junior subordinated debt	5,923	5,897
Accrued taxes and other liabilities	20,884	15,916
Total liabilities	2,122,657	1,906,940
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; 10,839,977 and 11,228,775 shares issued and outstanding, respectively	10,840	11,229
Surplus	161,729	168,658
Retained earnings	63,767	60,198
Accumulated other comprehensive income	370	1,891
Total stockholders' equity	236,706	241,976
Total liabilities and stockholders' equity	\$ 2,359,363	\$ 2,148,916

See accompanying notes to the consolidated financial statements.

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

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
INTEREST INCOME				
Interest and fees on loans	\$ 22,118	\$ 20,233	\$ 43,787	\$ 38,777
Interest on investment securities	1,455	1,923	3,150	3,849
Other interest income	229	232	486	448
Total interest income	23,802	22,388	47,423	43,074
INTEREST EXPENSE				
Interest on deposits	4,190	4,684	9,222	8,790
Interest on borrowings	1,273	1,373	2,527	2,797
Total interest expense	5,463	6,057	11,749	11,587
Net interest income	18,339	16,331	35,674	31,487
Provision for loan losses	2,500	369	6,260	634
Net interest income after provision for loan losses	15,839	15,962	29,414	30,853
NONINTEREST INCOME				
Service charges on deposit accounts	405	434	976	834
Gain on sale of investment securities, net	1,178	227	1,350	229
Loss on sale of fixed assets, net	—	(11)	—	(11)
Gain on sale of other real estate owned, net	—	13	26	18
Servicing fees and fee income on serviced loans	96	150	216	330
Interchange fees	347	291	642	531
Income from bank owned life insurance	233	170	423	322
Change in the fair value of equity securities	248	57	(578)	229
Other operating income	1,424	411	1,965	541
Total noninterest income	3,931	1,742	5,020	3,023
Income before noninterest expense	19,770	17,704	34,434	33,876
NONINTEREST EXPENSE				
Depreciation and amortization	1,149	873	2,182	1,637
Salaries and employee benefits	8,572	7,077	16,525	13,492
Occupancy	536	454	1,067	868
Data processing	786	644	1,479	1,180
Marketing	78	68	110	119
Professional fees	429	309	823	614
Acquisition expense	255	—	1,006	905
Other operating expenses	2,675	2,129	5,195	4,042
Total noninterest expense	14,480	11,554	28,387	22,857
Income before income tax expense	5,290	6,150	6,047	11,019
Income tax expense	1,016	1,216	1,165	2,168
Net income	\$ 4,274	\$ 4,934	\$ 4,882	\$ 8,851
EARNINGS PER SHARE				
Basic earnings per share	\$ 0.39	\$ 0.49	\$ 0.44	\$ 0.89
Diluted earnings per share	0.39	0.48	0.44	0.88
Cash dividends declared per common share	0.06	0.06	0.12	0.11

See accompanying notes to the consolidated financial statements.

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

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Net income	\$ 4,274	\$ 4,934	\$ 4,882	\$ 8,851
Other comprehensive income (loss):				
Unrealized gain (loss) on investment securities:				
Unrealized gain, available for sale, net of tax expense of \$766, \$710, \$916 and \$1,298, respectively	2,883	2,672	3,445	4,884
Reclassification of realized gain, net of tax expense of \$247, \$48, \$283 and \$48, respectively	(931)	(179)	(1,067)	(181)
Unrealized loss, transfer from available for sale to held to maturity, net of tax benefit of \$0 for all respective periods	(1)	—	(1)	—
Fair value of derivative financial instruments:				
Change in fair value of interest rate swaps designated as a cash flow hedge, net of tax benefit of \$369, \$66, \$1,036 and \$110, respectively	(1,387)	(247)	(3,898)	(414)
Total other comprehensive income (loss)	564	2,246	(1,521)	4,289
Total comprehensive income	\$ 4,838	\$ 7,180	\$ 3,361	\$ 13,140

See accompanying notes to the consolidated financial statements.

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

	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Three months ended:					
June 30, 2019					
Balance at beginning of period	\$ 10,130	\$ 144,813	\$ 49,104	\$ (1,033)	\$ 203,014
Surrendered shares	(2)	(39)	—	—	(41)
Options exercised	2	26	—	—	28
Dividends declared, \$0.0551 per share	—	—	(546)	—	(546)
Stock-based compensation	5	388	—	—	393
Shares repurchased	(197)	(4,332)	—	—	(4,529)
Net income	—	—	4,934	—	4,934
Other comprehensive income, net	—	—	—	2,246	2,246
Balance at end of period	<u>\$ 9,938</u>	<u>\$ 140,856</u>	<u>\$ 53,492</u>	<u>\$ 1,213</u>	<u>\$ 205,499</u>
June 30, 2020					
Balance at beginning of period	\$ 10,940	\$ 162,380	\$ 60,146	\$ (194)	\$ 233,272
Surrendered shares	(2)	(14)	—	—	(16)
Dividends declared, \$0.06 per share	—	—	(653)	—	(653)
Stock-based compensation	4	445	—	—	449
Shares repurchased	(102)	(1,082)	—	—	(1,184)
Net income	—	—	4,274	—	4,274
Other comprehensive income, net	—	—	—	564	564
Balance at end of period	<u>\$ 10,840</u>	<u>\$ 161,729</u>	<u>\$ 63,767</u>	<u>\$ 370</u>	<u>\$ 236,706</u>

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

	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Six months ended:					
June 30, 2019					
Balance at beginning of period	\$ 9,484	\$ 130,133	\$ 45,721	\$ (3,076)	\$ 182,262
Common stock issued in acquisition	764	17,873	—	—	18,637
Surrendered shares	(11)	(262)	—	—	(273)
Options exercised	2	26	—	—	28
Dividends declared, \$0.1076 per share	—	—	(1,080)	—	(1,080)
Stock-based compensation	40	642	—	—	682
Shares repurchased	(341)	(7,556)	—	—	(7,897)
Net income	—	—	8,851	—	8,851
Other comprehensive income, net	—	—	—	4,289	4,289
Balance at end of period	<u>\$ 9,938</u>	<u>\$ 140,856</u>	<u>\$ 53,492</u>	<u>\$ 1,213</u>	<u>\$ 205,499</u>
June 30, 2020					
Balance at beginning of period	\$ 11,229	\$ 168,658	\$ 60,198	\$ 1,891	\$ 241,976
Stock issuance costs	—	(45)	—	—	(45)
Surrendered shares	(15)	(293)	—	—	(308)
Options exercised	3	43	—	—	46
Dividends declared, \$0.12 per share	—	—	(1,313)	—	(1,313)
Stock-based compensation	52	780	—	—	832
Shares repurchased	(429)	(7,414)	—	—	(7,843)
Net income	—	—	4,882	—	4,882
Other comprehensive loss, net	—	—	—	(1,521)	(1,521)
Balance at end of period	<u>\$ 10,840</u>	<u>\$ 161,729</u>	<u>\$ 63,767</u>	<u>\$ 370</u>	<u>\$ 236,706</u>

See accompanying notes to the consolidated financial statements.

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

	Six months ended June 30,	
	2020	2019
Net income	\$ 4,882	\$ 8,851
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,182	1,637
Provision for loan losses	6,260	634
Amortization of purchase accounting adjustments	(705)	(791)
Net amortization of securities	1,113	(21)
Gain on sale of investment securities, net	(1,350)	(229)
Loss on sale of fixed assets, net	—	11
Gain on sale of other real estate owned, net	(26)	(18)
FHLB stock dividend	(754)	(172)
Stock-based compensation	832	682
Deferred taxes	(866)	281
Net change in value of bank owned life insurance	(423)	(322)
Amortization of subordinated debt issuance costs	28	23
Change in the fair value of equity securities	578	(229)
Net change in:		
Accrued interest receivable	(5,788)	(1,081)
Other assets	(713)	(489)
Accrued taxes and other liabilities	(1,085)	3,064
Net cash provided by operating activities	\$ 4,165	\$ 11,831
Cash flows from investing activities:		
Proceeds from sales of investment securities available for sale	\$ 40,538	\$ 62,564
Purchases of securities available for sale	(52,888)	(80,170)
Proceeds from maturities, prepayments and calls of investment securities available for sale	28,530	18,825
Proceeds from maturities, prepayments and calls of investment securities held to maturity	343	572
Proceeds from redemption or sale of equity securities	2,371	—
Purchase of equity securities	(2,277)	—
Net increase in loans	(77,570)	(59,420)
Proceeds from sales of other real estate owned	131	3,507
Purchases of fixed assets	(4,972)	(3,510)
Purchase of bank owned life insurance	(6,000)	(5,023)
Purchase of other investments	—	(95)
Distributions from investments	14	51
Cash acquired from acquisition of Mainland Bank	—	38,365
Cash paid for acquisition PlainsCapital branches, net of cash acquired	(10,761)	—
Net cash used in investing activities	\$ (82,541)	\$ (24,334)

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

Cash flows from financing activities:

Net increase in customer deposits	\$	145,013	\$	82,872
Net increase (decrease) in repurchase agreements		1,913		(4,808)
Net increase in short-term FHLB advances		30,000		2,100
Repayment of long-term FHLB advances		(3,100)		(12,000)
Cash dividends paid on common stock		(1,339)		(1,013)
Proceeds from stock options and warrants exercised		46		28
Payments to repurchase common stock		(7,843)		(7,897)
Payment of stock issuance costs		(45)		—
Net cash provided by financing activities	\$	164,645	\$	59,282
Net change in cash and cash equivalents	\$	86,269	\$	46,779
Cash and cash equivalents, beginning of period		44,695		17,140
Cash and cash equivalents, end of period	\$	130,964	\$	63,919

See accompanying notes to the consolidated financial statements.

INVESTAR HOLDING CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements of Investar Holding Corporation (the “Company”) have been prepared in accordance with United States generally accepted accounting principles (“GAAP”) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include information or footnotes necessary for a complete presentation of financial position, results of operations, and cash flows in conformity with GAAP. However, in the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the financial statements have been included. The results of operations for the three and six month periods ended June 30, 2020 are not necessarily indicative of the results that may be expected for the entire fiscal year. These statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2019, including the notes thereto, which were included as part of the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 13, 2020.

Nature of Operations

The Company, headquartered in Baton Rouge, Louisiana, provides full banking services, excluding trust services, through its wholly-owned banking subsidiary, Investar Bank, National Association (the “Bank”), a national bank, primarily to meet the needs of individuals and small to medium-sized businesses. The Company’s primary markets are south Louisiana, southeast Texas and west Alabama. At June 30, 2020, the Company operated 24 full service branches located in Louisiana, five full service branches located in Texas and two full service branches in southwest Alabama and had 336 employees.

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 financial 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. 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 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 THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Investment Securities

The Company's investments in debt 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 AFS debt 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 securities are determined using the specific-identification method.

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 and it is not more likely than not that the Company will be required to sell the 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.

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 and First National Bankers Bank stock. These investments are carried at cost which approximates fair value. The balance of equity securities in our correspondent banks at June 30, 2020 and December 31, 2019 was \$16.9 million and \$17.2 million, respectively.

In addition, equity securities include marketable securities in corporate stocks and mutual funds and totaled \$2.5 million and \$2.1 million at June 30, 2020 and December 31, 2019, respectively.

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 for which management has the intent and ability to hold for the foreseeable future, or until maturity or pay-off are stated at unpaid principal balances, adjusted by an allowance for loan losses. Interest on loans is calculated by using the simple interest method on daily balances of the principal amount outstanding. 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.

INVESTAR HOLDING CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

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 and performing and non-performing loans for which full payment of principal or interest is not expected. Large groups of smaller balance homogeneous 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 the *Treatment of Loan Modifications Pursuant to the CARES Act and Interagency Statement* section under Accounting Standards Adopted in 2020 below for further discussion on the accounting treatment for loans.

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.

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 uncollectible. 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 added 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. 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 accrued taxes and other liabilities in the consolidated balance sheet. At June 30, 2020 and December 31, 2019 the reserve for unfunded loan commitments was \$0.3 million and \$0.1 million, respectively.

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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. Estimated credit losses are included in the determination of fair value; therefore, an allowance for loan losses is not recorded on the acquisition date. The fair value adjustment is amortized over the life of the loan using the effective interest method, except for those loans accounted for under ASC Topic 310-30, discussed below. An allowance for acquired loans not accounted for under ASC Topic 310-30 is only recorded to the extent that the reserve requirement exceeds the remaining fair value adjustment.

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.

Reclassifications

Certain reclassifications have been made to the 2019 financial statements to be consistent with the 2020 presentation, if applicable.

Concentrations of Credit Risk

The Company’s loan portfolio consists of the various types of loans described in Note 5. Loans and Allowance for Loan Losses. Real estate or other assets secure most loans. The majority of loans have been made to individuals and businesses in the Company’s market of southeast Louisiana. Customers are dependent on the condition of the local economy for their livelihoods and servicing their loan obligations. The Company does not have any significant concentrations in any one industry or individual customer.

Accounting Standards Adopted in 2020

FASB ASC Topic 820 “Fair Value Measurement: Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement” Update No. 2018-13. ASU 2018-13 became effective for the Company on January 1, 2020. The ASU modifies the existing guidance on disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. ASU 2018-13 removes the disclosure requirement detailing the amount of and reasons for transfers between Level 1 and Level 2 and the valuation processes for Level 3 fair value measurements. In addition, this ASU modifies the disclosure requirement for investments in certain entities that calculate net asset value. Lastly, ASU 2018-13 adds a disclosure requirement for changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period and the range and weighted average of significant unobservable inputs used to develop Level 3 measurements. The impact of these amendments is limited to presentation and disclosure changes that did not have an impact on the Company’s consolidated financial statements.

FASB ASC Topic 350 “Intangibles-Goodwill and Other: Simplifying the Test for Goodwill Impairment” ASU No. 2017-04. ASU 2017-04 became effective for the Company on January 1, 2020. The ASU simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Therefore, any carrying amount which exceeds the reporting unit’s fair value, up to the amount of goodwill recorded, will be recognized as an impairment loss. The

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amendment will be applied prospectively on or after the effective date. Based on recent annual goodwill impairments tests, performed in the fourth quarter of each year, which did not require the application of Step 2, the adoption of this ASU did not have a material impact.

At March 31, 2020, we evaluated potential triggering events that may be indicators that our goodwill was impaired. The events included economic disruption and uncertainty surrounding the COVID-19 pandemic and the associated volatility in the financial markets which caused a significant decline in our market capitalization. As a result of the significant decline in our market capitalization in the first quarter of 2020, we performed an interim goodwill impairment test as of March 31, 2020. Factors considered in our impairment evaluation included the uncertainty related to the pandemic's impact on our business and our customers' businesses, the Company's revised financial forecast in light of current market conditions, and changes in discount rates as a result of uncertainty in the market. Based on our evaluation, we concluded that our goodwill was not impaired as of March 31, 2020. As the economic disruption and uncertainty surrounding the COVID-19 pandemic, as well as the associated volatility in the financial markets continued through the second quarter of 2020, management continued to evaluate goodwill impairment indicators as of June 30, 2020. Based upon management's procedures, including an assessment of changes to assumptions from the interim quantitative impairment analysis performed as of March 31, 2020, management determined that it was not more likely than not that the goodwill balance of \$28.1 million at June 30, 2020 was impaired.

A prolonged pandemic, or any other event that harms the global or U.S. economies, could adversely affect our operations and negatively impact our financial condition and results of operations, which may require further evaluation in subsequent reporting periods, prior to our annual impairment test performed in the fourth quarter, and could result in an impairment charge.

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"), 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.

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 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, we are offering short-term modifications made in response to COVID-19 to 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. As of June 30, 2020, the balance of loans participating in the 90-day deferral program was \$490.3 million, or 27% of the total loan portfolio. Of these loans, 73% have deferrals of principal and interest, 17% have deferrals of principal only, and 10% have deferrals of interest only. 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.

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Accounting Pronouncements Not Yet Adopted

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, 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. The Company expects to adopt the standard as soon as practicable, based upon progress on the implementation plan. Adoption prior to the revised effective date of January 1, 2023 is permitted by the ASU.

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)” Update No. 2020-01. In January 2020, the FASB issued ASU 2020-01 to clarify the interaction among ASC 321, ASC 323, and ASC 815 for equity securities, equity method investments, and certain financial instruments to acquire equity securities. ASU 2020-01 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 amendment is effective for the Company on January 1, 2021. The Company does not expect the adoption of ASU 2020-01 to have a material impact on its consolidated financial statements.

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.

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NOTE 2. BUSINESS COMBINATIONS

Mainland Bank

On March 1, 2019, the Company completed the acquisition of Mainland Bank (“Mainland”) in Texas City, Texas. The Company acquired 100% of Mainland’s outstanding common shares for an aggregate merger consideration of 763,849 shares of the Company’s common stock, for a total of approximately \$18.6 million. The acquisition of Mainland expanded the Company’s branch footprint into the greater Houston, Texas market. After fair value adjustments, the acquisition added \$127.6 million in total assets, including \$81.3 million in loans, and \$107.6 million in deposits. As consideration paid was in excess of the net fair value of acquired assets, the Company recorded \$5.2 million of goodwill. Goodwill resulted from a combination of synergies and cost savings, expansion into Texas with the addition of three branch locations, and enhanced products and services.

The table below shows the allocation of the consideration paid for Mainland’s common equity to the acquired identifiable assets and liabilities assumed and the goodwill generated from the transaction (dollars in thousands).

Purchase price:	
Stock issued	\$ 18,637
Fair value of assets acquired:	
Cash and cash equivalents	38,365
Loans	81,336
Other real estate owned	1,507
Bank premises and equipment	2,550
Core deposit intangible asset	2,439
Other assets	1,414
Total assets acquired	127,611
Fair value of liabilities acquired:	
Deposits	107,646
Repurchase agreements	4,684
Other liabilities	1,883
Total liabilities assumed	114,213
Fair value of net assets acquired	13,398
Goodwill	\$ 5,239

Fair value adjustments to assets acquired and liabilities assumed are generally amortized using the effective yield method over periods consistent with the average life, useful life and/or contractual term of the related assets and liabilities.

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 Mainland total \$92.4 million.

Prior to the end of the one-year adjustment period following the acquisition of Mainland, certain loans were identified to be purchase credit impaired loans at the time of acquisition. These loans had a balance of \$2.8 million at the time of acquisition. The total contractually required principal and interest payments of these loans are \$3.1 million, of which \$1.7 million is not expected to be collected.

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Bank of York

On November 1, 2019, the Company completed the acquisition of Bank of York in York, Alabama. The Company acquired 100% of Bank of York's outstanding common shares for an aggregate merger consideration of \$15.0 million. The acquisition of Bank of York expanded the Company's branch footprint into the west Alabama market. After fair value adjustments, including total adjustments of approximately \$0.7 million to other liabilities and small adjustments to loans and other assets recorded in the three months ended June 30, 2020, the acquisition added \$101.9 million in total assets, including \$46.1 million in loans, and \$85.0 million in deposits. As consideration paid was in excess of the net fair value of acquired assets, the Company recorded \$5.0 million of goodwill. Goodwill resulted from a combination of synergies and cost savings, and expansion into Alabama with the addition of two branch locations.

The table below shows the allocation of the consideration paid for Bank of York'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	\$ 15,000
Fair value of assets acquired:	
Cash and cash equivalents	50,776
Investments	451
Loans	46,086
Bank premises and equipment	917
Core deposit intangible asset	931
Bank owned life insurance	2,429
Other assets	344
Total assets acquired	101,934
Fair value of liabilities acquired:	
Deposits	85,004
Repurchase agreements	5,641
Other liabilities	1,306
Total liabilities assumed	91,951
Fair value of net assets acquired	9,983
Goodwill	\$ 5,017

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 Bank of York total \$51.5 million.

Loans acquired from Bank of York that are considered to be purchased credit impaired loans had a balance of \$0.3 million at the time of acquisition. The total contractually required principal and interest payments of these loans are \$0.3 million, of which \$0.1 million is not expected to be collected.

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PlainsCapital

On February 21, 2020, the Company 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 merger consideration of approximately \$11.1 million. The acquisition added \$48.7 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). 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	\$ 11,114
Fair value of assets acquired:	
Cash and cash equivalents	353
Loans	45,287
Bank premises and equipment	2,770
Core deposit intangible asset	170
Other assets	127
Total assets acquired	48,707
Fair value of liabilities acquired:	
Deposits	36,973
Other liabilities	1,084
Total liabilities assumed	38,057
Fair value of net assets acquired	10,650
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.

Acquisition Expense

Acquisition related costs of \$0.3 million and \$1.0 million are included in acquisition expenses in the accompanying consolidated statement of income for the three and six months ended June 30, 2020, respectively. These costs include system conversion and integrating operations charges for both the acquisition of Bank of York and the acquisition of two branches from PlainsCapital, as well as legal and consulting expenses.

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NOTE 3. EARNINGS PER SHARE

The following is a summary of the information used in the computation of basic and diluted earnings per share for the three and six months ended June 30, 2020 and 2019 (in thousands, except share data).

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Earnings per common share - basic				
Net income	\$ 4,274	\$ 4,934	\$ 4,882	\$ 8,851
Less: income allocated to participating securities	(21)	(46)	(28)	(93)
Net income allocated to common shareholders	4,253	4,888	4,854	8,758
Weighted-average basic shares outstanding	10,882,084	10,008,882	11,012,581	9,843,052
Basic earnings per common share	<u>\$ 0.39</u>	<u>\$ 0.49</u>	<u>\$ 0.44</u>	<u>\$ 0.89</u>
Earnings per common share - diluted				
Net income allocated to common shareholders	\$ 4,253	\$ 4,888	\$ 4,854	\$ 8,758
Weighted-average basic shares outstanding	10,882,084	10,008,882	11,012,581	9,843,052
Dilutive effect of securities	—	95,364	26,373	95,076
Total weighted average diluted shares outstanding	10,882,084	10,104,246	11,038,954	9,938,128
Diluted earnings per common share	<u>\$ 0.39</u>	<u>\$ 0.48</u>	<u>\$ 0.44</u>	<u>\$ 0.88</u>

The weighted average 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.

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Stock options	—	—	43	—
Restricted stock awards	28,360	519	9,565	4
Restricted stock units	102,064	868	74,847	21,915

NOTE 4. 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).

June 30, 2020	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Obligations of U.S. government agencies and corporations	\$ 41,987	\$ 144	\$ (130)	\$ 42,001
Obligations of state and political subdivisions	24,085	516	(113)	24,488
Corporate bonds	24,926	218	(492)	24,652
Residential mortgage-backed securities	86,502	3,134	—	89,636
Commercial mortgage-backed securities	64,675	1,645	(211)	66,109
Total	<u>\$ 242,175</u>	<u>\$ 5,657</u>	<u>\$ (946)</u>	<u>\$ 246,886</u>

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December 31, 2019	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Obligations of U.S. government agencies and corporations	\$ 33,651	\$ 100	\$ (100)	\$ 33,651
Obligations of state and political subdivisions	32,920	541	(12)	33,449
Corporate bonds	19,245	192	(274)	19,163
Residential mortgage-backed securities	100,948	1,083	(85)	101,946
Commercial mortgage-backed securities	71,340	564	(308)	71,596
Total	<u>\$ 258,104</u>	<u>\$ 2,480</u>	<u>\$ (779)</u>	<u>\$ 259,805</u>

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

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Proceeds from sale	\$ 23,966	\$ 62,171	\$ 40,538	\$ 62,564
Gross gains	\$ 1,179	\$ 573	\$ 1,361	\$ 575
Gross losses	\$ (1)	\$ (346)	\$ (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).

June 30, 2020	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Obligations of state and political subdivisions	\$ 9,253	\$ 8	\$ —	\$ 9,261
Residential mortgage-backed securities	4,800	204	—	5,004
Total	<u>\$ 14,053</u>	<u>\$ 212</u>	<u>\$ —</u>	<u>\$ 14,265</u>

December 31, 2019	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Obligations of state and political subdivisions	\$ 9,487	\$ 14	\$ —	\$ 9,501
Residential mortgage-backed securities	4,922	57	—	4,979
Total	<u>\$ 14,409</u>	<u>\$ 71</u>	<u>\$ —</u>	<u>\$ 14,480</u>

Securities are classified in the consolidated balance sheets according to management's intent. The Company had no securities classified as trading as of June 30, 2020 or December 31, 2019.

The aggregate fair values and aggregate unrealized losses on AFS securities whose fair values are below book values are summarized in the table below. 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 cost basis. Due to the nature of the investment, current market prices, and the current interest rate environment, these unrealized losses are considered a temporary impairment of the securities.

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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 (dollars in thousands).

	Count	Less than 12 Months		12 Months or More		Total	
		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2020							
Obligations of U.S. government agencies and corporations	21	\$ 20,689	\$ (109)	\$ 4,035	\$ (21)	\$ 24,724	\$ (130)
Obligations of state and political subdivisions	16	295	(1)	7,931	(112)	8,226	(113)
Corporate bonds	23	5,252	(46)	7,304	(446)	12,556	(492)
Residential mortgage-backed securities	1	293	—	—	—	293	—
Commercial mortgage-backed securities	29	10,645	(102)	8,200	(109)	18,845	(211)
Total	90	\$ 37,174	\$ (258)	\$ 27,470	\$ (688)	\$ 64,644	\$ (946)

	Count	Less than 12 Months		12 Months or More		Total	
		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2019							
Obligations of U.S. government agencies and corporations	21	\$ 19,980	\$ (94)	\$ 955	\$ (6)	\$ 20,935	\$ (100)
Obligations of state and political subdivisions	10	212	(1)	371	(11)	583	(12)
Corporate bonds	21	495	(5)	7,829	(269)	8,324	(274)
Residential mortgage-backed securities	32	12,341	(56)	6,190	(29)	18,531	(85)
Commercial mortgage-backed securities	57	29,072	(274)	2,516	(34)	31,588	(308)
Total	141	\$ 62,100	\$ (430)	\$ 17,861	\$ (349)	\$ 79,961	\$ (779)

The unrealized losses in the Company's investment portfolio are not credit issues, and the Company does not intend to sell the securities. Furthermore, it is not more likely than not that the Company will be required to sell the securities before recovery of their amortized cost bases. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2020 or December 31, 2019.

The amortized cost and approximate fair value of debt securities, by contractual maturity (including mortgage-backed securities), are shown below as of the dates presented (dollars in thousands). Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Securities Available For Sale		Securities Held To Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
June 30, 2020				
Due within one year	\$ 962	\$ 987	\$ 790	\$ 791
Due after one year through five years	10,794	10,833	3,575	3,580
Due after five years through ten years	68,954	68,738	4,888	4,890
Due after ten years	161,465	166,328	4,800	5,004
Total debt securities	\$ 242,175	\$ 246,886	\$ 14,053	\$ 14,265

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	Securities Available For Sale		Securities Held To Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
December 31, 2019				
Due within one year	\$ 2,174	\$ 2,175	\$ 790	\$ 792
Due after one year through five years	13,525	13,675	3,575	3,582
Due after five years through ten years	66,551	66,568	5,122	5,126
Due after ten years	175,854	177,387	4,922	4,980
Total debt securities	\$ 258,104	\$ 259,805	\$ 14,409	\$ 14,480

At June 30, 2020, securities with a carrying value of \$114.2 million were pledged to secure certain deposits, borrowings, and other liabilities, compared to \$89.5 million in pledged securities at December 31, 2019.

NOTE 5. LOANS AND ALLOWANCE FOR LOAN LOSSES

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

	June 30, 2020	December 31, 2019
Construction and development	\$ 199,419	\$ 197,797
1-4 Family	326,102	321,489
Multifamily	60,617	60,617
Farmland	28,845	27,780
Commercial real estate	783,559	731,060
Total mortgage loans on real estate	1,398,542	1,338,743
Commercial and industrial	390,085	323,786
Consumer	25,344	29,446
Total loans	\$ 1,813,971	\$ 1,691,975

Unamortized premiums and discounts on loans, included in the total loans balances above, were \$2.1 million at both June 30, 2020 and December 31, 2019.

Beginning in the second quarter of 2020, the Bank has participated 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 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 the eight-week covered period (or, as amended by the Flexibility Act, the 24-week covered period or if shorter to December 31, 2020) 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 is August 8, 2020. In April 2020, we began originating loans to qualified small businesses under the PPP. At June 30, 2020, our loan portfolio included PPP loans with a balance of \$109.5 million, all of which are included in commercial and industrial loans.

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The table below provides an analysis of the aging of loans as of the dates presented (dollars in thousands).

June 30, 2020								
	Accruing				Nonaccrual	Total Past Due & Nonaccrual	Acquired Impaired Loans	Total Loans
	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due				
Construction and development	\$ 197,945	\$ 389	\$ —	\$ —	\$ 1,085	\$ 1,474	\$ —	\$ 199,419
1-4 Family	324,265	124	—	—	1,315	1,439	398	326,102
Multifamily	59,964	653	—	—	—	653	—	60,617
Farmland	26,581	—	—	—	—	—	2,264	28,845
Commercial real estate	779,318	321	798	219	1,100	2,438	1,803	783,559
Total mortgage loans on real estate	1,388,073	1,487	798	219	3,500	6,004	4,465	1,398,542
Commercial and industrial	381,772	698	744	69	6,496	8,007	306	390,085
Consumer	24,746	25	28	1	503	557	41	25,344
Total loans	\$ 1,794,591	\$ 2,210	\$ 1,570	\$ 289	\$ 10,499	\$ 14,568	\$ 4,812	\$ 1,813,971

December 31, 2019								
	Accruing				Nonaccrual	Total Past Due & Nonaccrual	Acquired Impaired Loans	Total Loans
	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due				
Construction and development	\$ 197,318	\$ 133	\$ 32	\$ —	\$ 314	\$ 479	\$ —	\$ 197,797
1-4 Family	317,572	998	413	138	1,923	3,472	445	321,489
Multifamily	60,617	—	—	—	—	—	—	60,617
Farmland	25,516	—	—	—	—	—	2,264	27,780
Commercial real estate	727,423	1,193	14	657	141	2,005	1,632	731,060
Total mortgage loans on real estate	1,328,446	2,324	459	795	2,378	5,956	4,341	1,338,743
Commercial and industrial	323,446	171	19	—	137	327	13	323,786
Consumer	28,443	339	95	—	531	965	38	29,446
Total loans	\$ 1,680,335	\$ 2,834	\$ 573	\$ 795	\$ 3,046	\$ 7,248	\$ 4,392	\$ 1,691,975

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 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.

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Certain borrowers are currently experiencing difficulties meeting their contractual payment obligations because of the adverse economic effects attributable to the COVID-19 pandemic. As a result, loan customers may apply for payment deferrals, or portions thereof, for up to 90 days. In the absence of other contributing factors, these short-term modifications made on a good faith basis are not considered TDRs, nor are loans granted payment deferrals related to COVID-19 reported as past due or placed on non-accrual status if the loans were not past due or on non-accrual status prior to the deferral. See Note 1. Summary of Significant Accounting Policies for further discussion.

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. The acquired impaired loans had no accretible yield recorded for the three and six months ended June 30, 2020 and 2019.

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.

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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.

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.

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.

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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.

The table below presents the Company's loan portfolio by category and credit quality indicator as of the dates presented (dollars in thousands).

June 30, 2020					
	Pass	Special Mention	Substandard	Doubtful	Total
Construction and development	\$ 190,263	\$ 7,860	\$ 1,296	\$ —	\$ 199,419
1-4 Family	324,046	371	1,685	—	326,102
Multifamily	60,617	—	—	—	60,617
Farmland	26,301	—	2,544	—	28,845
Commercial real estate	779,152	—	4,407	—	783,559
Total mortgage loans on real estate	1,380,379	8,231	9,932	—	1,398,542
Commercial and industrial	383,532	40	6,513	—	390,085
Consumer	24,764	77	503	—	25,344
Total loans	\$ 1,788,675	\$ 8,348	\$ 16,948	\$ —	\$ 1,813,971

December 31, 2019					
	Pass	Special Mention	Substandard	Doubtful	Total
Construction and development	\$ 196,873	\$ 610	\$ 314	\$ —	\$ 197,797
1-4 Family	318,549	714	2,198	28	321,489
Multifamily	60,617	—	—	—	60,617
Farmland	25,516	—	2,264	—	27,780
Commercial real estate	729,921	—	1,139	—	731,060
Total mortgage loans on real estate	1,331,476	1,324	5,915	28	1,338,743
Commercial and industrial	318,519	2,910	2,264	93	323,786
Consumer	28,775	128	543	—	29,446
Total loans	\$ 1,678,770	\$ 4,362	\$ 8,722	\$ 121	\$ 1,691,975

The Company had no loans that were classified as loss at June 30, 2020 or December 31, 2019.

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 balance of loans serviced for others was \$63.1 million and \$82.8 million at June 30, 2020 and December 31, 2019, respectively. The unpaid principal balance of these loans was approximately \$139.9 million and \$174.7 million at June 30, 2020 and December 31, 2019, respectively.

Loans to Related Parties

In the ordinary course of business, the Company makes loans to related parties including its executive officers, principal stockholders, directors and their immediate family members, as well as companies in which these individuals are principal owners. Loans outstanding to such related party borrowers amounted to approximately \$97.6 million and \$98.1 million as of June 30, 2020 and December 31, 2019, respectively.

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The table below shows the aggregate principal balance of loans to such related parties as of the dates presented (dollars in thousands).

	June 30, 2020	December 31, 2019
Balance, beginning of period	\$ 98,093	\$ 93,021
New loans	8,617	20,903
Repayments and changes in relationship	(9,097)	(15,831)
Balance, end of period	<u>\$ 97,613</u>	<u>\$ 98,093</u>

Allowance for Loan Losses

The table below shows a summary of the activity in the allowance for loan losses for the three and six months ended June 30, 2020 and 2019 (dollars in thousands).

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Balance, beginning of period	\$ 14,233	\$ 9,642	\$ 10,700	\$ 9,454
Provision for loan losses	2,500	369	6,260	634
Loans charged off	(151)	(120)	(413)	(224)
Recoveries	75	33	110	60
Balance, end of period	<u>\$ 16,657</u>	<u>\$ 9,924</u>	<u>\$ 16,657</u>	<u>\$ 9,924</u>

The following tables outline the activity in the allowance for loan losses by collateral type for the three and six months ended June 30, 2020 and 2019, and show both the allowance and portfolio balances for loans individually and collectively evaluated for impairment as of June 30, 2020 and 2019 (dollars in thousands).

	Three months ended June 30, 2020							Total
	Construction & Development	Farmland	1-4 Family	Multifamily	Commercial Real Estate	Commercial & Industrial	Consumer	
Allowance for loan losses:								
Beginning balance	\$ 1,554	\$ 163	\$ 2,337	\$ 351	\$ 5,863	\$ 3,287	\$ 678	\$ 14,233
Provision	495	44	496	135	1,311	46	(27)	2,500
Charge-offs	—	—	—	—	(76)	—	(75)	(151)
Recoveries	9	—	5	—	31	3	27	75
Ending balance	<u>\$ 2,058</u>	<u>\$ 207</u>	<u>\$ 2,838</u>	<u>\$ 486</u>	<u>\$ 7,129</u>	<u>\$ 3,336</u>	<u>\$ 603</u>	<u>\$ 16,657</u>

	Three months ended June 30, 2019							Total
	Construction & Development	Farmland	1-4 Family	Multifamily	Commercial Real Estate	Commercial & Industrial	Consumer	
Allowance for loan losses:								
Beginning balance	\$ 1,094	\$ 101	\$ 1,511	\$ 380	\$ 4,226	\$ 1,673	\$ 657	\$ 9,642
Provision	34	(4)	(77)	(9)	53	424	(52)	369
Charge-offs	(51)	—	—	—	—	—	(69)	(120)
Recoveries	15	—	5	—	—	1	12	33
Ending balance	<u>\$ 1,092</u>	<u>\$ 97</u>	<u>\$ 1,439</u>	<u>\$ 371</u>	<u>\$ 4,279</u>	<u>\$ 2,098</u>	<u>\$ 548</u>	<u>\$ 9,924</u>

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Six months ended June 30, 2020

	Construction & Development	Farmland	1-4 Family	Multifamily	Commercial Real Estate	Commercial & Industrial	Consumer	Total
Allowance for loan losses:								
Beginning balance	\$ 1,201	\$ 101	\$ 1,490	\$ 387	\$ 4,424	\$ 2,609	\$ 488	\$ 10,700
Provision	835	106	1,499	99	2,750	729	242	6,260
Charge-offs	—	—	(160)	—	(76)	(7)	(170)	(413)
Recoveries	22	—	9	—	31	5	43	110
Ending balance	<u>\$ 2,058</u>	<u>\$ 207</u>	<u>\$ 2,838</u>	<u>\$ 486</u>	<u>\$ 7,129</u>	<u>\$ 3,336</u>	<u>\$ 603</u>	<u>\$ 16,657</u>
Ending allowance balance for loans individually evaluated for impairment	—	—	—	—	—	13	159	172
Ending allowance balance for loans acquired with deteriorated credit quality	—	—	—	—	—	—	—	—
Ending allowance balance for loans collectively evaluated for impairment	2,058	207	2,838	486	7,129	3,323	444	16,485
Loans receivable:								
Balance of loans individually evaluated for impairment	1,082	—	1,237	—	4,220	7,051	487	14,077
Balance of loans acquired with deteriorated credit quality	—	2,264	398	—	1,803	306	41	4,812
Balance of loans collectively evaluated for impairment	198,337	26,581	324,467	60,617	777,536	382,728	24,816	1,795,082
Total period-end balance	<u>\$ 199,419</u>	<u>\$ 28,845</u>	<u>\$ 326,102</u>	<u>\$ 60,617</u>	<u>\$ 783,559</u>	<u>\$ 390,085</u>	<u>\$ 25,344</u>	<u>\$ 1,813,971</u>

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Six months ended June 30, 2019

	Construction & Development	Farmland	1-4 Family	Multifamily	Commercial Real Estate	Commercial & Industrial	Consumer	Total
Allowance for loan losses:								
Beginning balance	\$ 1,038	\$ 81	\$ 1,465	\$ 331	\$ 4,182	\$ 1,641	\$ 716	\$ 9,454
Provision	89	16	(33)	40	97	445	(20)	634
Charge-offs	(51)	—	—	—	—	—	(173)	(224)
Recoveries	16	—	7	—	—	12	25	60
Ending balance	<u>\$ 1,092</u>	<u>\$ 97</u>	<u>\$ 1,439</u>	<u>\$ 371</u>	<u>\$ 4,279</u>	<u>\$ 2,098</u>	<u>\$ 548</u>	<u>\$ 9,924</u>
Ending allowance balance for loans individually evaluated for impairment	66	—	—	—	—	—	185	251
Ending allowance balance for loans acquired with deteriorated credit quality	—	—	—	—	—	—	—	—
Ending allowance balance for loans collectively evaluated for impairment	1,026	97	1,439	371	4,279	2,098	363	9,673
Loans receivable:								
Balance of loans individually evaluated for impairment	346	—	1,312	—	878	6	658	3,200
Balance of loans acquired with deteriorated credit quality	—	2,264	472	—	1,550	—	42	4,328
Balance of loans collectively evaluated for impairment	166,886	22,939	303,728	56,081	675,128	276,896	34,122	1,535,780
Total period-end balance	<u>\$ 167,232</u>	<u>\$ 25,203</u>	<u>\$ 305,512</u>	<u>\$ 56,081</u>	<u>\$ 677,556</u>	<u>\$ 276,902</u>	<u>\$ 34,822</u>	<u>\$ 1,543,308</u>

Impaired Loans

The Company considers a loan to be impaired when, based on current information and events, the Company determines 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).

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	June 30, 2020		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
<u>With no related allowance recorded:</u>			
Construction and development	\$ 1,082	\$ 1,155	\$ —
1-4 Family	1,237	1,242	—
Commercial real estate	4,220	4,225	—
Total mortgage loans on real estate	6,539	6,622	—
Commercial and industrial	7,039	7,044	—
Consumer	201	218	—
Total	13,779	13,884	—
<u>With related allowance recorded:</u>			
Commercial and industrial	12	13	13
Consumer	286	334	159
Total	298	347	172
<u>Total loans:</u>			
Construction and development	1,082	1,155	—
1-4 Family	1,237	1,242	—
Commercial real estate	4,220	4,225	—
Total mortgage loans on real estate	6,539	6,622	—
Commercial and industrial	7,051	7,057	13
Consumer	487	552	159
Total	\$ 14,077	\$ 14,231	\$ 172

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	December 31, 2019		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
<u>With no related allowance recorded:</u>			
Construction and development	\$ 247	\$ 269	\$ —
1-4 Family	1,662	1,745	—
Commercial real estate	47	50	—
Total mortgage loans on real estate	1,956	2,064	—
Commercial and industrial	93	96	—
Consumer	188	205	—
Total	2,237	2,365	—
<u>With related allowance recorded:</u>			
Consumer	310	347	141
Total	310	347	141
<u>Total loans:</u>			
Construction and development	247	269	—
1-4 Family	1,662	1,745	—
Commercial real estate	47	50	—
Total mortgage loans on real estate	1,956	2,064	—
Commercial and industrial	93	96	—
Consumer	498	552	141
Total	\$ 2,547	\$ 2,712	\$ 141

Presented in the tables below is the average recorded investment of the impaired loans and the related amount of interest income recognized during the time within the period that the loans were impaired. The average balances are calculated based on the month-end balances of the loans during the periods reported (dollars in thousands).

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	Three months ended June 30,			
	2020		2019	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<u>With no related allowance recorded:</u>				
Construction and development	\$ 1,089	\$ 3	\$ 265	\$ 3
1-4 Family	1,262	7	1,281	7
Multifamily	—	—	36	—
Commercial real estate	3,262	46	1,198	2
Total mortgage loans on real estate	5,613	56	2,780	12
Commercial and industrial	2,380	18	7	—
Consumer	212	—	188	—
Total	8,205	74	2,975	12
<u>With related allowance recorded:</u>				
Construction and development	—	—	114	—
Total mortgage loans on real estate	—	—	114	—
Commercial and industrial	12	—	—	—
Consumer	289	—	479	—
Total	301	—	593	—
<u>Total loans:</u>				
Construction and development	1,089	3	379	3
1-4 Family	1,262	7	1,281	7
Multifamily	—	—	36	—
Commercial real estate	3,262	46	1,198	2
Total mortgage loans on real estate	5,613	56	2,894	12
Commercial and industrial	2,392	18	7	—
Consumer	501	—	667	—
Total	\$ 8,506	\$ 74	\$ 3,568	\$ 12

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	Six months ended June 30,			
	2020		2019	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<u>With no related allowance recorded:</u>				
Construction and development	\$ 808	\$ 5	\$ 264	\$ 8
1-4 Family	1,508	9	1,257	17
Multifamily	—	—	72	—
Commercial real estate	1,655	46	1,079	4
Total mortgage loans on real estate	3,971	60	2,672	29
Commercial and industrial	1,244	18	14	—
Consumer	208	—	258	—
Total	5,423	78	2,944	29
<u>With related allowance recorded:</u>				
Construction and development	—	—	124	—
Total mortgage loans on real estate	—	—	124	—
Commercial and industrial	12	—	—	—
Consumer	292	1	489	—
Total	304	1	613	—
<u>Total loans:</u>				
Construction and development	808	5	388	8
1-4 Family	1,508	9	1,257	17
Multifamily	—	—	72	—
Commercial real estate	1,655	46	1,079	4
Total mortgage loans on real estate	3,971	60	2,796	29
Commercial and industrial	1,256	18	14	—
Consumer	500	1	747	—
Total	\$ 5,727	\$ 79	\$ 3,557	\$ 29

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.

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Loans classified as TDRs, consisting of 24 credits, totaled \$5.3 million at June 30, 2020, compared to 18 credits totaling \$1.5 million at December 31, 2019. At June 30, 2020, 13 of the restructured loans were considered TDRs due to modification of terms through adjustments to maturity, seven of the restructured loans were considered TDRs due to a reduction in the interest rate to a rate lower than the current market rate, two restructured loans were considered TDRs due to principal payment forbearance paying interest only for a specified period of time, one restructured loan was considered a TDR due to a reduction in principal payments on a modified payment schedule, and one restructured loan was considered a TDR due to additional funding over the original loan amount. As of June 30, 2020 and December 31, 2019, two of the TDRs, consisting of one construction and development loan totaling \$0.3 million and one 1-4 family loan totaling \$0.2 million, were in default of their modified terms and are 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 June 30, 2020 and December 31, 2019, there were no available balances on loans classified as TDRs that the Company was committed to lend.

There were no loans modified under TDRs during the previous twelve month period that subsequently defaulted during the six months ended June 30, 2020. No TDRs defaulted on their modified terms during the six months ended June 30, 2019.

NOTE 6. STOCKHOLDERS' EQUITY

Accumulated Other Comprehensive Income (Loss)

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

	Three months ended June 30,					
	2020			2019		
	Beginning of Period	Net Change	End of Period	Beginning of Period	Net Change	End of Period
Unrealized gain, available for sale, net	\$ 4,038	\$ 2,883	\$ 6,921	\$ 565	\$ 2,672	\$ 3,237
Reclassification of realized gain, net	(2,267)	(931)	(3,198)	(1,927)	(179)	(2,106)
Unrealized gain (loss), transfer from available for sale to held to maturity, net	4	(1)	3	5	—	5
Change in fair value of interest rate swap designated as a cash flow hedge, net	(1,969)	(1,387)	(3,356)	324	(247)	77
Accumulated other comprehensive (loss) income	<u>\$ (194)</u>	<u>\$ 564</u>	<u>\$ 370</u>	<u>\$ (1,033)</u>	<u>\$ 2,246</u>	<u>\$ 1,213</u>

	Six months ended June 30,					
	2020			2019		
	Beginning of Period	Net Change	End of Period	Beginning of Period	Net Change	End of Period
Unrealized gain (loss), available for sale, net	\$ 3,476	\$ 3,445	\$ 6,921	\$ (1,647)	\$ 4,884	\$ 3,237
Reclassification of realized gain, net	(2,131)	(1,067)	(3,198)	(1,925)	(181)	(2,106)
Unrealized gain (loss), transfer from available for sale to held to maturity, net	4	(1)	3	5	—	5
Change in fair value of interest rate swap designated as a cash flow hedge, net	542	(3,898)	(3,356)	491	(414)	77
Accumulated other comprehensive income (loss)	<u>\$ 1,891</u>	<u>\$ (1,521)</u>	<u>\$ 370</u>	<u>\$ (3,076)</u>	<u>\$ 4,289</u>	<u>\$ 1,213</u>

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NOTE 7. STOCK-BASED COMPENSATION

Equity Incentive Plan. The Company's 2017 Long-Term Incentive Compensation Plan (the "Plan") authorizes the grant of various types of equity grants and 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 600,000 shares of common stock for grant, award or issuance to eligible participants, including shares underlying granted options. At June 30, 2020, 243,712 shares were available for future grants under the Plan. Shares covered by awards that expire or terminate will again be available for the grant of awards under the Plan.

Stock Options

The Company uses a Black-Scholes option pricing model to estimate the fair value of share-based awards. The Black-Scholes option pricing model incorporates various highly subjective assumptions, including expected term and expected volatility. The assumptions presented below were used for the options granted during the six months ended June 30, 2020.

Expected dividends	1.12 %
Expected volatility	26.39 %
Risk-free interest rate	0.99 %
Expected term (in years)	6.5
Weighted-average grant date fair value	\$ 5.17

Stock option expense in the accompanying consolidated statements of income for the three and six months ended June 30, 2020 was \$83,000 and \$156,000, respectively, and \$86,000 and \$146,000 for the three and six months ended June 30, 2019, respectively. At June 30, 2020, there was \$0.7 million of unrecognized compensation cost related to stock options that is expected to be recognized over a weighted-average period of 3.6 years.

The table below summarizes stock option activity for the periods presented.

	Six months ended June 30,			
	2020		2019	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding at beginning of period	357,214	\$ 16.96	340,646	\$ 15.98
Granted	58,993	21.36	36,984	24.40
Forfeited	(4,585)	14.00	—	—
Exercised	(3,334)	14.00	(1,916)	14.60
Outstanding at end of period	408,288	\$ 17.66	375,714	\$ 16.82
Exercisable at end of period	249,435	\$ 15.85	196,111	\$ 15.27

Restricted Stock and Restricted Stock Units

The Company has granted restricted stock and restricted stock units under the Plan. These awards are subject to a vesting period. During the vesting period, restricted stock participants may exercise full voting rights and will receive all dividends paid with respect to the restricted shares. Restricted stock units do not have voting rights and do not receive dividends or dividend equivalents. Compensation expense for restricted stock and restricted stock units is recognized over the requisite vesting period of generally five years for employees and two years for non-employee directors for the entire award on a straight-line basis. Upon vesting of restricted stock and restricted stock units, the benefit of tax deductions in excess of recognized compensation expense is reflected as an income tax benefit in the Consolidated Statements of Income.

Historically, the Company has issued restricted stock awards to Plan participants. Beginning in 2019, the Company issued time vested restricted stock units to its non-employee directors and certain officers of the Company with vesting terms ranging from two years to five years. The total share-based compensation expense to be recognized for these awards is determined based on the market price of the Company's common stock at the grant date applied to the total number of units awarded and is amortized over the vesting period.

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Stock compensation expense related to time vested restricted stock and restricted stock units in the accompanying consolidated statements of income was \$0.4 million and \$0.7 million for the three and six months ended June 30, 2020, respectively, and \$0.3 million and \$0.5 million for the three and six months ended June 30, 2019, respectively. At June 30, 2020, there was \$4.1 million of unrecognized compensation cost related to time vested restricted stock and restricted stock units that is expected to be recognized over a weighted average period of 3.6 years.

The restricted stock and restricted stock unit activity is shown below for the periods presented.

	Six months ended June 30,			
	2020		2019	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Balance at beginning of period	168,216	\$ 22.43	135,848	\$ 20.47
Granted	100,850	21.56	76,809	24.45
Forfeited	(9,484)	21.92	(5,828)	23.70
Earned and issued	(52,381)	21.39	(39,861)	19.84
Balance at end of period	207,201	\$ 22.29	166,968	\$ 22.33

NOTE 8. 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 10.1 years. As of June 30, 2020, the Company had interest rate swap agreements with a total notional amount of \$80.0 million and forward starting interest rate swap agreements with a total notional amount of \$110.0 million, 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 a single counterparty. To mitigate credit risk, securities are pledged to the Company by the counterparty in an amount greater than or equal to the gain position of the derivative contracts.

For the three and six months ended June 30, 2020, losses of \$1.4 million and \$3.9 million, respectively, have been recognized in “Other comprehensive income (loss)” in the accompanying consolidated statements of comprehensive income for the change in fair value of the interest rate swaps compared to losses of \$0.2 million and \$0.4 million recognized for the three and six months ended June 30, 2019, respectively. The swap contracts had a negative fair value of \$4.2 million and have been recorded in “Accrued taxes and other liabilities” in the accompanying consolidated balance sheet at June 30, 2020. The swap contracts had a fair value of \$0.7 million and is included in “Other assets” in the accompanying consolidated balance sheet at December 31, 2019. The accumulated loss of \$3.4 million included in “Accumulated other comprehensive income” in the accompanying consolidated balance sheets 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 income resulting from fair value adjustments during the three and six months ended June 30, 2020.

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NOTE 9. FAIR VALUES OF FINANCIAL INSTRUMENTS

In accordance with 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.

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 is 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.

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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 June 30, 2020, all 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.

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

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Fair Value of Assets and Liabilities Measured on a Recurring Basis

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

	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2020				
Assets:				
Obligations of U.S. government agencies and corporations	\$ 42,001	\$ —	\$ 42,001	\$ —
Obligations of state and political subdivisions	24,488	—	6,192	18,296
Corporate bonds	24,652	—	24,652	—
Residential mortgage-backed securities	89,636	—	89,636	—
Commercial mortgage-backed securities	66,109	—	66,109	—
Equity securities	2,518	2,518	—	—
Total assets	<u>\$ 249,404</u>	<u>\$ 2,518</u>	<u>\$ 228,590</u>	<u>\$ 18,296</u>
Liabilities:				
Derivative financial instruments	\$ 4,247	\$ —	\$ 4,247	\$ —
December 31, 2019				
Assets:				
Obligations of U.S. government agencies and corporations	\$ 33,651	\$ —	\$ 33,651	\$ —
Obligations of state and political subdivisions	33,449	—	14,074	19,375
Corporate bonds	19,163	—	19,163	—
Residential mortgage-backed securities	101,946	—	101,946	—
Commercial mortgage-backed securities	71,596	—	71,596	—
Equity securities	2,097	2,097	—	—
Derivative financial instruments	687	—	687	—
Total assets	<u>\$ 262,589</u>	<u>\$ 2,097</u>	<u>\$ 241,117</u>	<u>\$ 19,375</u>

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. The tables below provide a reconciliation for assets measured at fair value on a recurring basis using significant unobservable inputs, or level 3 inputs, for the six months ended June 30, 2020 and June 30, 2019 (dollars in thousands).

	Obligations of State and Political Subdivisions
Balance at December 31, 2019	\$ 19,375
Realized gains (losses) included in earnings	—
Unrealized losses included in other comprehensive income (loss)	(1,079)
Purchases	—
Sales	—
Maturities, prepayments, and calls	—
Transfers into level 3	—
Transfers out of level 3	—
Balance at June 30, 2020	<u>\$ 18,296</u>

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	Obligations of State and Political Subdivisions		Corporate Bonds	Total
	\$	18,808	\$ 1,335	\$ 20,143
Balance at December 31, 2018	\$	18,808	\$ 1,335	\$ 20,143
Realized gains (losses) included in earnings		—	—	—
Unrealized gains (losses) included in other comprehensive income (loss)		506	(13)	493
Purchases		—	—	—
Sales		—	—	—
Maturities, prepayments, and calls		(23)	—	(23)
Transfers into level 3		—	—	—
Transfers out of level 3		—	—	—
Balance at June 30, 2019	\$	19,291	\$ 1,322	\$ 20,613

There were no liabilities measured at fair value on a recurring basis using level 3 inputs at June 30, 2020 and December 31, 2019. For the three and six months ended June 30, 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 June 30, 2020 or December 31, 2019 (dollars in thousands):

	Estimated Fair Value	Valuation Technique	Unobservable Inputs	Range of Discounts
June 30, 2020				
Obligations of State and Political Subdivisions	\$ 18,296	Option-adjusted discounted cash flow model; present value of expected future cash flow model	Bond Appraisal Adjustment ⁽¹⁾	0% - 7%

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

Fair Value of Assets and Liabilities Measured on a Nonrecurring Basis

Certain financial assets and financial liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Quantitative information about assets measured at fair value on a nonrecurring basis based on significant unobservable inputs (level 3) is summarized below as of the dates indicated; there were no liabilities measured on a nonrecurring basis at June 30, 2020 or December 31, 2019 (dollars in thousands).

	Estimated Fair Value	Valuation Technique	Unobservable Inputs	Range of Discounts	Weighted Average Discount
June 30, 2020					
Impaired loans	\$ 91	Discounted cash flows, Underlying collateral value	Collateral discounts and estimated costs to sell	0% - 100%	35%
December 31, 2019					
Impaired loans	\$ 55	Discounted cash flows, Underlying collateral value	Collateral discounts and estimated costs to sell	0% - 100%	31%

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The estimated fair values of the Company's financial instruments are summarized in the table below as of the dates indicated (dollars in thousands).

	June 30, 2020				
	Carrying Amount	Estimated Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and due from banks	\$ 130,964	\$ 130,964	\$ 130,964	\$ —	\$ —
Investment securities	260,939	261,151	—	233,593	27,558
Equity securities	19,398	19,398	2,518	16,880	—
Loans, net of allowance	1,797,314	1,814,786	—	—	1,814,786
Financial liabilities:					
Deposits, noninterest-bearing	\$ 469,095	\$ 469,095	\$ —	\$ 469,095	\$ —
Deposits, interest-bearing	1,420,493	1,485,774	—	—	1,485,774
FHLB short-term advances and repurchase agreements	84,908	84,908	—	84,908	—
FHLB long-term advances	78,500	77,870	—	—	77,870
Junior subordinated debt	5,923	3,863	—	—	3,863
Subordinated debt	43,600	42,480	—	42,480	—
Derivative financial instruments	4,247	4,247	—	4,247	—

	December 31, 2019				
	Carrying Amount	Estimated Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and due from banks	\$ 44,308	\$ 44,308	\$ 44,308	\$ —	\$ —
Federal funds sold	387	387	387	—	—
Investment securities	274,214	274,285	—	245,410	28,875
Equity securities	19,315	19,316	2,097	17,219	—
Loans, net of allowance	1,681,275	1,680,364	—	—	1,680,364
Derivative financial instruments	687	687	—	687	—
Financial liabilities:					
Deposits, noninterest-bearing	\$ 351,905	\$ 351,905	\$ —	\$ 351,905	\$ —
Deposits, interest-bearing	1,355,801	1,368,194	—	—	1,368,194
FHLB short-term advances and repurchase agreements	56,095	56,095	—	56,095	—
FHLB long-term advances	78,500	76,635	—	—	76,635
Junior subordinated debt	5,897	7,747	—	—	7,747
Subordinated debt	43,600	56,399	—	56,399	—

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NOTE 10. INCOME TAXES

The expense for income taxes and the effective tax rate included in the consolidated statements of income are shown in the table below for the periods presented (dollars in thousands).

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Income tax expense	\$ 1,016	\$ 1,216	\$ 1,165	\$ 2,168
Effective tax rate	19.2 %	19.8 %	19.3 %	19.7 %

For both the three and six month periods ended June 30, 2020 and 2019, the effective tax rate differs from the statutory tax rate of 21% due to tax exempt interest income earned on certain investment securities.

NOTE 11. 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 loan commitments is included in other liabilities in the consolidated balance sheets and was \$0.3 million and \$0.1 million at June 30, 2020 and December 31, 2019, 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).

	June 30, 2020	December 31, 2019
Commitments to extend credit		
Loan commitments	\$ 311,744	\$ 242,180
Standby letters of credit	13,245	11,475

Additionally, at June 30, 2020, the Company had unfunded commitments of \$38,000 for its investment in Small Business Investment Company qualified funds.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 12. 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 assumed lease agreements as part of its expansion into Texas. Two of the three branches acquired from Mainland in 2019 and the two branches acquired from PlainsCapital in 2020 are leased properties. In addition, the Company has lease agreements for a de novo branch in the Lafayette, Louisiana market, which opened in 2019, and a future branch location expected to open in 2020. 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 six months ended June 30, 2020 (dollars in thousands).

Total operating lease cost	\$	293.0
Weighted-average remaining lease term (in years)		9.0
Weighted-average discount rate		2.8 %

As of June 30, 2020, the Company's lease ROU assets and related lease liabilities were \$4.1 million and \$4.2 million, respectively, and have remaining terms ranging from 4 to 11 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 June 30, 2020 are presented below (dollars in thousands).

2020	\$	289
2021		593
2022		598
2023		595
2024		515
Thereafter		2,168
Total	\$	<u>4,758</u>

At June 30, 2020, 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 \$30,000 for the six months ended June 30, 2020.

INVESTAR HOLDING CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 13. TRANSACTIONS WITH RELATED PARTIES

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.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

When included in this Quarterly Report on Form 10-Q, or in other documents that Investar Holding Corporation (the "Company," "we," "our," or "us") files with the Securities and Exchange Commission ("SEC") or in statements made by or on behalf of the Company, words like "may," "should," "could," "predict," "potential," "believe," "think," "will likely result," "expect," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would," "outlook" and similar expressions or the negative version of those words are intended to identify forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a variety of risks and uncertainties that could cause actual results to differ materially from those described therein. The Company's forward-looking statements are based on assumptions and estimates that management believes to be reasonable in light of the information available at the time such statements are made. However, many of the matters addressed by these statements are inherently uncertain and could be affected by many factors beyond management's control. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements. 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, which will depend on several factors, including the scope and duration of the pandemic, its continued influence on the economy and financial markets, the effectiveness of our work from home arrangements, the impact of 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;
- 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;
- possible cessation or market replacement of LIBOR 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;
- 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;
- 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 complete future acquisitions and efficiently integrate completed acquisitions into our operations, meet the regulatory requirements related to such acquisitions, retain the customers of acquired businesses and grow the acquired operations;
- the impact of litigation and other legal proceedings to which we become subject;
- data processing system failures and errors;
- cyber attacks 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;
- hurricanes, floods, other natural disasters and adverse weather; oil spills and other man-made disasters; acts of terrorism, an outbreak of hostilities 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.

These factors should not be construed as exhaustive. Additional information on these and other risk factors can be found in Item 1A. “Risk Factors” and Item 7. “Special Note Regarding Forward-Looking Statements” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC and in Part II Item 1A. “Risk Factors” of this report.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on any forward-looking statement as a prediction of future events. We expressly disclaim any obligation or undertaking to update our forward-looking statements, and we do not intend to release publicly any updates or changes in our expectations concerning the forward-looking statements or any changes in events, conditions or circumstances upon which any forward-looking statement may be based, except as required by law.

Recent Developments Related to 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 adverse and 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 second quarter of 2020 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; however, starting in mid-June there has been a resurgence of COVID-19 infections in many regions of the country, including Louisiana, where the Company does most of its business. In response, authorities in the Company’s markets have either extended or re-imposed some restrictions.

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 15, 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 includes the Paycheck Protection Program, described below, in an effort to lessen the impact of COVID-19 on consumers and businesses. As funds available under the Paycheck Protection Program 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 Program. 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 Paycheck Protection Program.

Paycheck Protection Program. Beginning in the second quarter of 2020, the Bank has participated 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 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% and payments are deferred until the date on which the amount of loan forgiveness is determined, but no later than 10 months after the end of the borrower's covered period described below if the borrower has not applied for loan forgiveness. PPP loans 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 the eight-week covered period (or, as amended by the Flexibility Act, the 24-week covered period or if shorter to December 31, 2020) 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 is August 8, 2020. In April 2020, we began originating loans to qualified small businesses under the PPP. At June 30, 2020, our loan portfolio included 998 PPP loans with a balance of \$109.5 million, 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.

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, we are offering short-term modifications made in response to COVID-19 to 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. See further discussion in the *Loans* section of the Discussion and Analysis of Financial Condition below.

Impact on our Operations. As discussed above, within the states in which we operate, beginning in the first quarter of 2020, many jurisdictions declared health emergencies and executed stay-at-home orders and closed non-essential businesses which impacted our operations as well as the operations of our customers. Starting in mid-June 2020, resurgences in the number of COVID-19 cases have resulted in certain jurisdictions extending or re-imposing restrictions. For example, in Louisiana, where most of our operations are currently located, a stay-at-home order was issued on March 22, 2020, and the State moved into Phase 1 of recovery on May 15, 2020 and Phase 2 on June 4, 2020. Since the Phase 2 order, the State has experienced a significant increase in the number of new COVID-19 positive tests, resulting in the State remaining in Phase 2. Under Phase 2, generally speaking, places of public amusement and bars are closed (except for takeout), most other nonessential businesses are restricted to 50% capacity, crowd sizes are limited to 50 people, face coverings are mandatory and all individuals with a higher risk of severe illness from COVID-19 are urged to stay at home.

Financial services have been identified as a Critical Infrastructure Sector by the Department of Homeland Security, and therefore, our business remains open. To address the issues arising as a result of COVID-19, and in order to facilitate the continued delivery of essential services while maintaining a high level of safety for our customers and employees, we have temporarily closed all of our branch lobbies and corporate headquarters to non-employees, except for certain limited cases by appointment only. We continue to service our consumer and business customers through drive-thrus, ATMs, internet banking, mobile application and telephone. We have expanded our remote-access capabilities so that our workforce has the capability to work from home and have instituted mandatory social distancing policies for those employees not working remotely.

Impact on our financial results for the three and six months ended June 30, 2020. As discussed in further detail below, during the three and six months ended June 30, 2020, we experienced decreased earnings compared to prior quarters, primarily related to the deterioration in the economy caused by the pandemic.

Overview

This section presents management’s perspective on the consolidated financial condition and results of operations of the Company and its wholly-owned subsidiary, Investar Bank, National Association (the “Bank”). The following discussion and analysis should be read in conjunction with our unaudited consolidated financial statements and related notes thereto included herein, and the audited consolidated financial statements for the year ended December 31, 2019, including the notes thereto, and the related Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Annual Report on Form 10-K that the Company filed with the SEC on March 13, 2020.

Through our wholly-owned subsidiary, the Bank, we provide full banking services, excluding trust services, tailored primarily to meet the needs of individuals and small to medium-sized businesses in our primary areas of operation in south Louisiana including Baton Rouge, New Orleans, Lafayette, Lake Charles, and their surrounding metropolitan areas, in southeast Texas, including Houston and its surrounding metropolitan areas, and Alice and Victoria, Texas, and in west Alabama, including York 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. We currently operate 24 full service branches in Louisiana, five full service branches in Texas, and two full service branches in Alabama.

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 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 and, depending on our level of acquisition activity in a period, may also include acquisition expense. We measure our performance through our net interest margin, return on average assets, return on average equity, among other metrics, while seeking to maintain appropriate regulatory leverage and risk-based capital ratios.

Our strategy includes organic growth through high quality loans and new branches, and growth through acquisitions. We have completed six whole-bank acquisitions since 2011 and regularly review acquisition opportunities. On February 21, 2020, we completed the acquisition of certain assets, deposits and other liabilities relating to two existing branch locations of Dallas-based PlainsCapital Bank. The branches are located in the Texas cities of Victoria and Alice. We acquired \$37.0 million in deposits and \$45.3 million in loans and substantially all of the fixed assets at the branch locations and assumed the leases for the branch facilities.

Termination of Pending Acquisition

On December 20, 2019, we announced that the Company had entered into a definitive agreement (the “Agreement”) to acquire Cheaha Financial Group, Inc. (“Cheaha”), headquartered in Oxford, Alabama, and its wholly-owned subsidiary, Cheaha Bank. According to the terms of the Agreement, we agreed to pay \$80.00 in cash consideration for each share of Cheaha common stock, for an aggregate value of approximately \$41.1 million. However, after the close of business on June 30, 2020, the Company provided notice of termination of the Agreement to Cheaha because the transactions contemplated by the Agreement were not consummated by the close of business on June 30, 2020. Concurrently with the notice of termination, the related ancillary agreements, including without limitation the Agreement and Plan of Bank Merger, dated as of December 19, 2019, by and between the Bank and Cheaha Bank, were also terminated in accordance with their terms.

The termination of the Agreement came in response to the unpredictable economic conditions resulting from the global health crisis caused by the COVID-19 pandemic, which made it impractical for the Company to complete the strategic transaction contemplated by the Agreement.

Certain Events That Affect Year-over-Year Comparability

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. On the date of acquisition, Mainland had total assets with a fair value of approximately \$127.6 million, including \$81.3 million in loans, and \$107.6 million in deposits, and served the residents of Harris and Galveston counties through its 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.

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. On the date of acquisition, Bank of York had total assets with a fair value of \$101.9 million, including \$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 locations of PlainsCapital Bank, a wholly-owned subsidiary of Hilltop Holdings Inc. 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.

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

For the six months ended June 30, 2020, net income was \$4.9 million, or \$0.44 per basic and diluted common share, compared to net income of \$8.9 million, or \$0.89 and \$0.88 per basic and diluted common share, respectively, for the six months ended June 30, 2019. Basic and diluted earnings per share decreased mainly as a result of decreased earnings primarily due the increased provision for loan losses recorded in the six months ended June 30, 2020 in response to the changing economic environment amidst the COVID-19 pandemic. For the six months ended June 30, 2020, our net interest margin was 3.47%, return on average assets was 0.44%, and return on average equity was 4.09%. From December 31, 2019 to June 30, 2020, total loans increased \$122.0 million, or 7.2%, and total deposits increased \$181.9 million, or 10.7%. At June 30, 2020, the Company and Bank each were in compliance with all regulatory capital requirements, and the Bank was considered “well-capitalized” under the FDIC’s prompt corrective action regulations.

Loans

General. Loans constitute our most significant asset, comprising 77% and 79% of our total assets at June 30, 2020 and December 31, 2019, respectively. Total loans increased \$122.0 million, or 7.2%, to \$1.81 billion at June 30, 2020 compared to \$1.69 billion at December 31, 2019. Excluding the loans acquired from PlainsCapital Bank, or \$43.1 million at June 30, 2020, total loans increased \$78.9 million, or 4.7%, compared to December 31, 2019.

In the second quarter of 2020, the Bank began participating as a lender in the PPP as established by the CARES Act. At June 30, 2020, the balance, net of repayments, of the Bank's 998 PPP loans originated was \$109.5 million, and is included in the commercial and industrial loan portfolio. Eighty-five percent of the total number of PPP loans we have originated have principal balances of \$150,000 or less. Excluding PPP loans, total loans increased \$12.5 million, or 0.7%, at June 30, 2020 compared to December 31, 2019.

The table below sets forth the composition of the Company's loan portfolio as of the dates indicated (dollars in thousands).

	June 30, 2020		December 31, 2019	
	Amount	Percentage of Total Loans	Amount	Percentage of Total Loans
Construction and development	\$ 199,419	11.0 %	\$ 197,797	11.7 %
1-4 Family	326,102	18.0	321,489	19.0
Multifamily	60,617	3.3	60,617	3.6
Farmland	28,845	1.6	27,780	1.6
Commercial real estate				
Owner-occupied	371,783	20.5	352,324	20.8
Nonowner-occupied	411,776	22.7	378,736	22.4
Total mortgage loans on real estate	1,398,542	77.1	1,338,743	79.1
Commercial and industrial	390,085	21.5	323,786	19.2
Consumer	25,344	1.4	29,446	1.7
Total loans	\$ 1,813,971	100.0 %	\$ 1,691,975	100.0 %

At June 30, 2020, the Company's business lending portfolio, which consists of loans secured by owner-occupied commercial real estate properties and commercial and industrial loans, was \$761.9 million, an increase of \$85.8 million, or 12.7%, compared to \$676.1 million at December 31, 2019. The owner-occupied commercial real estate and commercial and industrial loans acquired from PlainsCapital totaled \$14.3 million at June 30, 2020. The remainder of the increase in the business lending portfolio was driven by the origination of PPP loans, which are included in the commercial and industrial portfolio.

Consumer loans totaled \$25.3 million at June 30, 2020, a decrease of \$4.1 million, or 13.9%, compared to \$29.4 million at December 31, 2019. The decrease in consumer loans is attributable to the scheduled paydowns of the consumer loans, most of which relate to our former indirect auto loan business.

The following table sets forth loans outstanding at June 30, 2020, which, based on remaining scheduled repayments of principal, are due in the periods indicated. 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 (dollars in thousands).

	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
Construction and development	\$ 152,200	\$ 23,164	\$ 18,228	\$ 5,607	\$ 220	\$ 199,419
1-4 Family	50,584	90,678	46,380	21,285	117,175	326,102
Multifamily	6,332	36,177	18,108	—	—	60,617
Farmland	8,850	11,446	8,447	102	—	28,845
Commercial real estate						
Owner-occupied	61,153	135,958	107,980	53,627	13,065	371,783
Nonowner-occupied	68,989	165,145	150,977	26,665	—	411,776
Total mortgage loans on real estate	348,108	462,568	350,120	107,286	130,460	1,398,542
Commercial and industrial	141,722	209,693	23,824	6,755	8,091	390,085
Consumer	5,739	18,222	1,122	256	5	25,344
Total loans	\$ 495,569	\$ 690,483	\$ 375,066	\$ 114,297	\$ 138,556	\$ 1,813,971

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 June 30, 2020 and December 31, 2019, 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 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 6.8% of our total loan portfolio, or 5.8% excluding PPP loans, at June 30, 2020, as shown below.

Industry	Percentage of Loan Portfolio	Percentage of Loan Portfolio (excluding PPP loans)
Oil and gas	3.5 %	2.7 %
Food services	2.4	2.2
Hospitality	0.4	0.4
Entertainment	0.5	0.5
Total	6.8 %	5.8 %

Loan Deferral Program. In response to the COVID-19 pandemic, beginning in the first quarter of 2020, the Bank has offered short-term modifications to borrowers impacted by the pandemic who are current and otherwise not past due. These currently 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. As of August 3, 2020, the Bank had processed approximately 1,800 payment deferral requests totaling \$607 million. As of June 30, 2020, the balance of loans participating in the 90-day deferral program was approximately \$490.3 million, or 27.0% of the total loan portfolio. Of these loans, 73% have deferrals of principal and interest, 17% have deferrals of principal only, and 10% have deferrals of interest only. As of August 3, 2020, the balance of loans participating in the 90-day deferral program was \$98.8 million, or 5% of the total loan portfolio. This balance includes loans with a deferral period that had not yet expired, and is inclusive of \$39.8 million of loans to borrowers who requested a second 90-day deferral period. The Bank continues to support borrowers experiencing financial hardships related to the pandemic and expects to process additional deferrals requested by qualified borrowers. Therefore, we may experience fluctuations in the balance of loans participating in the deferral program throughout the year. 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.

Investment Securities

We purchase investment securities primarily to provide a source for meeting liquidity needs, with return on investment a secondary consideration. We also use investment securities as collateral for certain deposits and other types of borrowing. Investment securities represented 11.1% of our total assets and totaled \$260.9 million at June 30, 2020, a decrease of \$13.3 million, or 4.8%, from \$274.2 million at December 31, 2019. The decrease in investment securities at June 30, 2020 compared to December 31, 2019 primarily resulted from net sales of obligations of state and political subdivisions and residential and commercial mortgage-backed securities.

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).

	June 30, 2020		December 31, 2019	
	Balance	Percentage of Portfolio	Balance	Percentage of Portfolio
Obligations of U.S. government agencies and corporations	\$ 42,001	16.1 %	\$ 33,651	12.3 %
Obligations of state and political subdivisions	33,741	12.9	42,936	15.7
Corporate bonds	24,652	9.5	19,163	6.9
Residential mortgage-backed securities	94,436	36.2	106,868	39.0
Commercial mortgage-backed securities	66,109	25.3	71,596	26.1
Total	\$ 260,939	100.0 %	\$ 274,214	100.0 %

The investment portfolio consists of AFS and HTM securities. We classify debt securities as HTM if management has the positive intent and ability to hold the securities to maturity. HTM debt securities are stated at amortized cost. Securities not classified as HTM are classified as AFS. The carrying values of the Company's AFS 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.

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 at June 30, 2020 (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 state and political subdivisions	\$ 790	5.88 %	\$ 3,575	5.88 %	\$ 4,888	3.59 %	\$ —	— %
Residential mortgage-backed securities	—	—	—	—	—	—	4,800	2.80
Available for sale:								
Obligations of U.S. government agencies and corporations	142	3.13	876	2.55	38,327	1.83	2,642	1.75
Obligations of state and political subdivisions	88	2.96	335	3.28	8,878	2.71	14,784	3.92
Corporate bonds	651	4.39	8,168	2.60	16,107	4.10	—	—
Residential mortgage-backed securities	81	3.03	—	—	—	—	86,421	2.44
Commercial mortgage-backed securities	—	—	1,415	2.93	5,642	1.07	57,618	2.10
	<u>\$ 1,752</u>		<u>\$ 14,369</u>		<u>\$ 73,842</u>		<u>\$ 166,265</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%.

Goodwill

At March 31, 2020, we evaluated potential triggering events that may be indicators that our goodwill was impaired. The events included economic disruption and uncertainty surrounding the COVID-19 pandemic and the associated volatility in the financial markets which caused a significant decline in our market capitalization. As a result of the significant decline in our market capitalization in the first quarter of 2020, we performed an interim goodwill impairment test as of March 31, 2020. Factors considered in our impairment evaluation included the uncertainty related to the pandemic's impact on our business and our customers' businesses, the Company's revised financial forecast in light of current market conditions, and changes in discount rates as a result of uncertainty in the market. Based on our evaluation, we concluded that our goodwill was not impaired as of March 31, 2020. As the economic disruption and uncertainty surrounding the COVID-19 pandemic, as well as the associated volatility in the financial markets continued through the second quarter of 2020, management continued to evaluate goodwill impairment indicators as of June 30, 2020. Based upon management's procedures, including an assessment of changes to assumptions from the interim quantitative impairment analysis performed as of March 31, 2020, management determined that it was not more likely than not that the goodwill balance of \$28.1 million at June 30, 2020 was impaired.

A prolonged pandemic, or any other event that harms the global or U.S. economies, could adversely affect our operations and negatively impact our financial condition and results of operations, which may require further evaluation in subsequent reporting periods, prior to our annual impairment test performed in the fourth quarter, and could result in an impairment charge.

Deposits

The following table sets forth the composition of our deposits and the percentage of each deposit type to total deposits at June 30, 2020 and December 31, 2019 (dollars in thousands).

	June 30, 2020		December 31, 2019	
	Amount	Percentage of Total Deposits	Amount	Percentage of Total Deposits
Noninterest-bearing demand deposits	\$ 469,095	24.8 %	\$ 351,905	20.6 %
Interest-bearing demand deposits	437,821	23.2	335,478	19.6
Money market deposit accounts	183,371	9.7	198,999	11.7
Savings accounts	129,157	6.8	115,324	6.8
Time deposits	670,144	35.5	706,000	41.3
Total deposits	<u>\$ 1,889,588</u>	<u>100.0 %</u>	<u>\$ 1,707,706</u>	<u>100.0 %</u>

Total deposits were \$1.9 billion at June 30, 2020, an increase of \$181.9 million, or 10.7%, compared to December 31, 2019. We acquired approximately \$37.0 million in deposits from PlainsCapital Bank in the first quarter of 2020. Excluding deposits acquired from PlainsCapital Bank, deposits increased \$144.9 million, or 8.5%, compared to December 31, 2019.

Noninterest-bearing and interest-bearing demand deposits experienced the largest increases compared to December 31, 2019. These increases were primarily driven by government stimulus payments, 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 deteriorated during the first and second quarters of 2020 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.

The following table shows the contractual maturities of certificates of deposit and other time deposits greater than \$100,000 at June 30, 2020 and December 31, 2019 (dollars in thousands).

	June 30, 2020		December 31, 2019	
	Certificates of Deposit	Other Time Deposits	Certificates of Deposit	Other Time Deposits
Time remaining until maturity:				
Three months or less	\$ 139,147	\$ 1,031	\$ 89,995	\$ 2,162
Over three months through six months	90,732	798	74,759	1,421
Over six months through twelve months	120,310	4,106	198,801	1,852
Over one year through three years	85,045	4,244	90,541	4,954
Over three years	13,189	1,601	13,935	1,629
	<u>\$ 448,423</u>	<u>\$ 11,780</u>	<u>\$ 468,031</u>	<u>\$ 12,018</u>

Borrowings

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

Securities sold under agreements to repurchase increased \$1.9 million to \$4.9 million at June 30, 2020 from \$3.0 million at December 31, 2019. Our advances from the FHLB were \$158.5 million at June 30, 2020, an increase of \$26.9 million, or 20.4%, from FHLB advances of \$131.6 million at December 31, 2019. We had no outstanding balances drawn on unsecured lines of credit at June 30, 2020 or December 31, 2019. The carrying value of the subordinated debt was \$42.9 million at June 30, 2020 and December 31, 2019. The \$5.9 million in junior subordinated debt at both June 30, 2020 and December 31, 2019 represents the junior subordinated debentures that we assumed through acquisition.

The average balances and cost of funds of short-term borrowings for the six months ended June 30, 2020 and 2019 are summarized in the table below (dollars in thousands).

	Average Balances		Cost of Funds	
	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Federal funds purchased and other short-term borrowings	\$ 67,045	\$ 128,675	1.24 %	2.19 %
Securities sold under agreements to repurchase	3,960	2,846	0.47	2.01
Total short-term borrowings	<u>\$ 71,005</u>	<u>\$ 131,521</u>	<u>1.20 %</u>	<u>2.17 %</u>

The main source of our short-term borrowings are advances from the FHLB. The rate charged for these advances is directly tied to the Federal Reserve Bank’s federal funds rate. Since December 31, 2015, the Federal Funds target rate 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. As the coronavirus spread and was declared a pandemic, the Federal Reserve further reduced the federal funds target rate to 0 to 0.25% on March 15, 2020.

For a description of our subordinated notes, see our Annual Report on Form 10-K for the year ended December 31, 2019, Part II Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Discussion and Analysis of Financial Condition - Borrowings - 2029 Notes and 2027 Notes” and Note 11 to the financial statements included in such report.

Results of Operations

Performance Summary

Three months ended June 30, 2020 vs. three months ended June 30, 2019. For the three months ended June 30, 2020, net income was \$4.3 million, or \$0.39 per basic and diluted common share, compared to net income of \$4.9 million, or \$0.49 per basic common share and \$0.48 per diluted common share, for the three months ended June 30, 2019. The primary driver of the decrease in net income is related to the state of the economy and financial markets at June 30, 2020. As discussed above and as shown on the consolidated statement of income for the three months ended June 30, 2020, a provision for loan losses of \$2.5 million was recorded, primarily attributable to the COVID-19 pandemic. Return on average assets decreased to 0.75% for the three months ended June 30, 2020 compared to 1.01% for the three months ended June 30, 2019. Return on average equity was 7.26% for the three months ended June 30, 2020 compared to 9.70% for the three months ended June 30, 2019.

Six months ended June 30, 2020 vs. six months ended June 30, 2019. For the six months ended June 30, 2020, net income was \$4.9 million, or \$0.44 per basic and diluted common share, compared to net income of \$8.9 million, or \$0.89 per basic common share and \$0.88 per diluted common share, for the six months ended June 30, 2019. The primary drivers of the decrease in net income are related to the state of the economy and financial markets, as mentioned above. As discussed above and as shown on the consolidated statement of income for the six months ended June 30, 2020, a provision for loan losses of \$6.3 million was recorded, primarily attributable to the COVID-19 pandemic, compared to a provision for loan losses of \$0.6 million for the six months ended June 30, 2019, and the fair value of equity securities decreased by \$0.8 million due to the condition of the financial markets. Return on average assets decreased to 0.44% for the six months ended June 30, 2020 compared to 0.94% for the six months ended June 30, 2019. Return on average equity was 4.09% for the six months ended June 30, 2020 compared to 9.06% for the six months ended June 30, 2019.

Net Interest Income

Net interest income, which is the largest component of our earnings, is the difference between interest earned on assets, such as loans and investments, and the cost of interest-bearing liabilities, such as deposits and borrowings. The primary factors affecting net interest income are the volume, yield and mix of our rate-sensitive assets and liabilities, as well as the amount of our nonperforming loans and the interest rate environment.

Three months ended June 30, 2020 vs. three months ended June 30, 2019. Net interest income increased 12.3% to \$18.3 million for the three months ended June 30, 2020 compared to \$16.3 million for the same period in 2019. This increase is due primarily to the \$266.9 million increase in average loans, including an average PPP loan balance of \$78.9 million, compared to the same period in 2019, resulting in a \$1.4 million increase in interest income, discussed in more detail below. Average interest-bearing deposits increased approximately \$166.8 million and average short- and long-term borrowings decreased \$7.0 million for the three months ended June 30, 2020 compared to the same period in 2019, resulting in a \$0.6 million decrease in interest expense, also discussed in more detail below. The increases in both average interest-earning assets and interest-bearing liabilities are results of both organic growth of the Company and the acquisition of Bank of York on November 1, 2019 and the acquisition of two branch locations of PlainsCapital Bank on February 21, 2020.

Interest income was \$23.8 million, including \$0.8 million of interest and fees for PPP loans, for the three months ended June 30, 2020, compared to \$22.4 million for the same period in 2019. Loan interest income made up substantially all of our interest income for the three months ended June 30, 2020 and 2019. An increase in interest income of \$3.9 million, can be attributed to an increase in the volume of interest-earning assets and a decrease of \$2.4 million can be attributed to a decrease in the yield earned on those assets. The overall yield on interest-earning assets was 4.49% and 4.93% for the three months ended June 30, 2020 and 2019, respectively. The loan portfolio yielded 4.97% for the three months ended June 30, 2020 compared to 5.33% for the three months ended June 30, 2019, while the yield on the investment portfolio was 2.14% for the three months ended June 30, 2020 compared to 2.86% for the three months ended June 30, 2019.

Interest expense was \$5.5 million for the three months ended June 30, 2020, a decrease of \$0.6 million compared to interest expense of \$6.1 million for the three months ended June 30, 2019. An increase in interest expense of \$0.6 million resulted from the increase in volume and a decrease of \$1.2 million resulted from the decrease in the cost of interest-bearing liabilities. Average interest-bearing liabilities increased approximately \$159.8 million for the three months ended June 30, 2020 compared to the same period in 2019 mainly as a result of a \$166.8 million increase in interest-bearing deposits, as average short- and long-term borrowings decreased \$7.0 million. Average short-term debt decreased while average long-term debt increased, primarily due to our issuance of subordinated notes in November 2019. The cost of deposits decreased 32 basis points to 1.20%

for the three months ended June 30, 2020 compared to 1.52% for the three months ended June 30, 2019 as a result of the decrease in the rates offered for our all of our interest-bearing deposit products, which are driven by the federal funds target rate. Management also made a strategic decision to either reprice or run-off higher yielding time deposits and other interest-bearing deposit products during the first and second quarters of 2020, which contributed to our decreased cost of deposits compared to the quarter ended June 30, 2019. The cost of interest-bearing liabilities decreased 31 basis points to 1.36% for the three months ended June 30, 2020 compared to 1.67% for the same period in 2019, due to the decrease in the cost of deposits. The increase in the cost of long-term debt was driven by the \$25.0 million in fixed-to-floating rate subordinated notes issued in November 2019, which currently have an interest rate of 5.125%.

Net interest margin was 3.46% for the three months ended June 30, 2020, a decrease of 13 basis points from 3.59% for the three months ended June 30, 2019. The decrease in net interest margin was primarily driven by a decrease in the yield earned on our interest-earning assets.

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 for the three months ended June 30, 2020 and 2019. Averages presented in the table below are daily averages (dollars in thousands).

	Three months ended June 30,					
	2020			2019		
	Average Balance	Interest Income/Expense ⁽¹⁾	Yield/ Rate ⁽¹⁾	Average Balance	Interest Income/Expense ⁽¹⁾	Yield/ Rate ⁽¹⁾
Assets						
Interest-earning assets:						
Loans	\$ 1,789,863	\$ 22,118	4.97 %	\$ 1,523,004	\$ 20,233	5.33 %
Securities:						
Taxable	244,703	1,253	2.06	238,150	1,726	2.94
Tax-exempt	29,150	202	2.79	31,554	197	2.51
Interest-earning balances with banks	66,520	229	1.38	30,488	232	3.05
Total interest-earning assets	2,130,236	23,802	4.49	1,823,196	22,388	4.93
Cash and due from banks	25,900			23,154		
Intangible assets	32,561			26,501		
Other assets	121,706			88,486		
Allowance for loan losses	(14,321)			(9,778)		
Total assets	\$ 2,296,082			\$ 1,951,559		
Liabilities and stockholders' equity						
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand deposits	\$ 597,022	\$ 827	0.56 %	\$ 504,541	\$ 1,333	1.06 %
Savings deposits	125,680	94	0.30	113,179	126	0.45
Time deposits	680,466	3,269	1.93	618,604	3,225	2.09
Total interest-bearing deposits	1,403,168	4,190	1.20	1,236,324	4,684	1.52
Short-term borrowings	84,447	233	1.11	127,196	685	2.16
Long-term debt	127,807	1,040	3.27	92,103	688	2.99
Total interest-bearing liabilities	1,615,422	5,463	1.36	1,455,623	6,057	1.67
Noninterest-bearing deposits	424,344			277,822		
Other liabilities	19,665			14,203		
Stockholders' equity	236,651			203,911		
Total liabilities and stockholders' equity	\$ 2,296,082			\$ 1,951,559		
Net interest income/net interest margin		\$ 18,339	3.46 %		\$ 16,331	3.59 %

(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.

	Three months ended June 30, 2020 vs. three months ended June 30, 2019		
	Volume	Rate	Net⁽¹⁾
Interest income:			
Loans	\$ 3,545	\$ (1,660)	\$ 1,885
Securities:			
Taxable	48	(521)	(473)
Tax-exempt	(15)	20	5
Interest-earning balances with banks	274	(277)	(3)
Total interest-earning assets	3,852	(2,438)	1,414
Interest expense:			
Interest-bearing demand deposits	245	(751)	(506)
Savings deposits	14	(46)	(32)
Time deposits	322	(278)	44
Short-term borrowings	(230)	(222)	(452)
Long-term debt	266	86	352
Total interest-bearing liabilities	617	(1,211)	(594)
Change in net interest income	\$ 3,235	\$ (1,227)	\$ 2,008

(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.

Six months ended June 30, 2020 vs. six months ended June 30, 2019. Net interest income increased 13.3% to \$35.7 million for the six months ended June 30, 2020 compared to \$31.5 million for the same period in 2019. This increase is due primarily to the \$264.8 million increase in average loans compared to the same period in 2019, resulting in a \$4.3 million increase in interest income, discussed in more detail below. Average interest-bearing deposits increased approximately \$177.3 million and average short- and long-term borrowings decreased \$24.6 million for the six months ended June 30, 2020 compared to the same period in 2019, resulting in a \$0.2 million increase in interest expense, also discussed in more detail below. The increases in both average interest-earning assets and interest-bearing liabilities are results of both organic growth of the Company and the acquisition of Bank of York on November 1, 2019 and the acquisition of two branch locations of PlainsCapital Bank on February 21, 2020.

Interest income was \$47.4 million, including \$0.8 million of interest and fees for PPP loans, for the six months ended June 30, 2020 compared to \$43.1 million for the same period in 2019. Loan interest income made up substantially all of our interest income for the six months ended June 30, 2020 and 2019. An increase in interest income of \$7.3 million can be attributed to an increase in the volume of interest-earning assets and a decrease of \$2.9 million can be attributed to a decrease in the yield earned on those assets. The overall yield on interest-earning assets was 4.61% and 4.87% for the six months ended June 30, 2020 and 2019, respectively. The loan portfolio yielded 5.05% for the six months ended June 30, 2020 compared to 5.28% for the six months ended June 30, 2019, while the yield on the investment portfolio was 2.30% for the six months ended June 30, 2020 compared to 2.85% for the six months ended June 30, 2019.

Interest expense was \$11.7 million for the six months ended June 30, 2020, an increase of \$0.2 million compared to interest expense of \$11.6 million for the six months ended June 30, 2019. An increase in interest expense of \$1.2 million resulted from the increase in volume and a decrease of \$1.0 million resulted from the decrease in the cost of interest-bearing liabilities. Average interest-bearing liabilities increased approximately \$152.7 million for the six months ended June 30, 2020 compared to the same period in 2019 mainly as a result of a \$177.3 million increase in interest-bearing deposits, as average short- and long-term borrowings decreased \$24.6 million. Average short-term debt decreased while average long-term debt increased, primarily due to our issuance of subordinated notes in November 2019. The cost of deposits decreased 12 basis points to 1.34% for the six months ended June 30, 2020 compared to 1.46% for the six months ended June 30, 2019 as a result of the decrease in the rates offered for our interest-bearing demand deposits and savings accounts. The cost of interest-bearing liabilities decreased 14 basis points to 1.49% for the six months ended June 30, 2020 compared to 1.63% for the same period in 2019, primarily due to the decrease in the cost of deposits. The increase in the cost of long-term debt was driven by the \$25.0 million in fixed-to-floating rate subordinated notes issued in November 2019, which currently have an interest rate of 5.125%.

Net interest margin was 3.47% for the six months ended June 30, 2020, a decrease of nine basis points from 3.56% for the six months ended June 30, 2019. The decrease in net interest margin was primarily driven by a decrease in the yield earned on our interest-earning assets.

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 for the six months ended June 30, 2020 and 2019. Averages presented in the table below are daily averages (dollars in thousands).

	Six months ended June 30,					
	2020			2019		
	Average Balance	Interest Income/Expense ⁽¹⁾	Yield/ Rate ⁽¹⁾	Average Balance	Interest Income/Expense ⁽¹⁾	Yield/ Rate ⁽¹⁾
Assets						
Interest-earning assets:						
Loans	\$ 1,744,935	\$ 43,787	5.05 %	\$ 1,480,139	\$ 38,777	5.28 %
Securities:						
Taxable	247,142	2,763	2.25	240,594	3,455	2.90
Tax-exempt	28,704	387	2.71	31,937	394	2.49
Interest-earning balances with banks	49,443	486	1.98	30,867	448	2.96
Total interest-earning assets	2,070,224	47,423	4.61	1,783,537	43,074	4.87
Cash and due from banks	26,230			21,660		
Intangible assets	31,930			24,413		
Other assets	114,448			83,206		
Allowance for loan losses	(12,533)			(9,672)		
Total assets	<u>\$ 2,230,299</u>			<u>\$ 1,903,144</u>		
Liabilities and stockholders' equity						
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand deposits	\$ 576,782	\$ 2,030	0.71 %	\$ 504,333	\$ 2,687	1.07 %
Savings deposits	121,416	223	0.37	108,865	245	0.45
Time deposits	689,203	6,969	2.03	596,894	5,858	1.98
Total interest-bearing deposits	1,387,401	9,222	1.34	1,210,092	8,790	1.46
Short-term borrowings	71,005	423	1.20	131,521	1,418	2.17
Long-term debt	129,027	2,104	3.28	93,126	1,379	2.99
Total interest-bearing liabilities	1,587,433	11,749	1.49	1,434,739	11,587	1.63
Noninterest-bearing deposits	384,114			258,550		
Other liabilities	18,620			12,950		
Stockholders' equity	240,132			196,905		
Total liabilities and stockholders' equity	<u>\$ 2,230,299</u>			<u>\$ 1,903,144</u>		
Net interest income/net interest margin		<u>\$ 35,674</u>	<u>3.47 %</u>		<u>\$ 31,487</u>	<u>3.56 %</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.

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 six months ended June 30, 2020 compared to the same period in 2019 (dollars in thousands).

	Six months ended June 30, 2020 vs. six months ended June 30, 2019		
	Volume	Rate	Net⁽¹⁾
Interest income:			
Loans	\$ 6,937	\$ (1,927)	\$ 5,010
Securities:			
Taxable	94	(786)	(692)
Tax-exempt	(40)	33	(7)
Interest-earning balances with banks	270	(232)	38
Total interest-earning assets	7,261	(2,912)	4,349
Interest expense:			
Interest-bearing demand deposits	386	(1,043)	(657)
Savings deposits	28	(50)	(22)
Time deposits	906	205	1,111
Short-term borrowings	(653)	(342)	(995)
Long-term debt	532	193	725
Total interest-bearing liabilities	1,199	(1,037)	162
Change in net interest income	\$ 6,062	\$ (1,875)	\$ 4,187

⁽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 investment 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.

Three months ended June 30, 2020 vs. three months ended June 30, 2019. Total noninterest income increased \$2.2 million, or 125.7%, to \$3.9 million for the three months ended June 30, 2020 compared to \$1.7 million for the three months ended June 30, 2019. The increase in noninterest income is mainly attributable to the \$1.0 million increases in both the gain on sale of investment securities and other operating income. Other operating income includes, among other things, credit card and ATM fees, derivative fee income, and income in an equity method investment.

Six months ended June 30, 2020 vs. six months ended June 30, 2019. Total noninterest income increased \$2.0 million, or 66.1%, to \$5.0 million for the six months ended June 30, 2020 compared to \$3.0 million for the six months ended June 30, 2019. The increase in noninterest income is mainly attributable to the \$1.1 million and \$1.4 million increases in the gain on sale of investment securities and other operating income, respectively. These increases were partially offset by a \$0.6 million decrease in the fair value of equity securities during the six months ended June 30, 2020 compared to a \$0.2 million increase in the prior-year period.

The change in the fair value of equity securities during the six months ended June 30, 2020 compared to the six months ended June 30, 2019 is attributable to closing prices and mix of equity securities held by the Company at June 30, 2020 and fluctuates with market activity. Due to the condition of the financial markets at the end of the second quarter in response to the COVID-19 pandemic, the Company recorded a \$0.6 million loss on its equity securities.

Noninterest Expense

Three months ended June 30, 2020 vs. three months ended June 30, 2019. Total noninterest expense was \$14.5 million for the three months ended June 30, 2020, an increase of \$2.9 million, or 25.3%, compared to the same period in 2019. The increase is primarily attributable to increases in salaries and employee benefits and other operating expense. The \$1.5 million increase in

salaries and employee benefits compared to the three months ended June 30, 2019 is mainly attributable to the increased number of employees as a result of our growth, both organically and through acquisition. With the acquisitions of Bank of York and the PlainsCapital Bank branches, which together added four branch locations and related staff, as well as the opening of two de novo branches in the fourth quarter of 2019, the Company had 336 full-time equivalent employees at June 30, 2020, compared to 283 at June 30, 2019. Salaries and employee benefits for the three months ended June 30, 2020 also include a \$0.3 million severance charge from strategic staffing reductions at the end of the quarter. The \$0.6 million increase in other operating expenses compared to the three months ended June 30, 2019 is also attributable to the Bank's acquisition activity and de novo branches discussed above.

Six months ended June 30, 2020 vs. six months ended June 30, 2019. Total noninterest expense was \$28.4 million for the six months ended June 30, 2020, an increase of \$5.5 million, or 24.2%, compared to the same period in 2019. The increase is primarily attributable to increases in salaries and employee benefits and other operating expense. The \$3.0 million increase in salaries and employee benefits compared to the six months ended June 30, 2019 is mainly attributable to the increased number of employees, discussed above. The \$1.2 million increase in other operating expenses compared to the six months ended June 30, 2019 is also attributable to the Bank's acquisition activity and de novo branches discussed above.

Income Tax Expense

Income tax expense for the three months ended June 30, 2020 was \$1.0 million, a decrease of \$0.2 million compared to \$1.2 million for the three months ended June 30, 2019. The effective tax rate for the three months ended June 30, 2020 and June 30, 2019 was 19.2% and 19.8%, respectively.

Income tax expense for the six months ended June 30, 2020 was \$1.2 million, a decrease of \$1.0 million compared to \$2.2 million for the six months ended June 30, 2019. The effective tax rate for the six months ended June 30, 2020 and 2019 was 19.3% and 19.7%, respectively. Management expects the Company's effective tax rate to approximate 20% in 2020.

Risk Management

The primary risks associated with our operations are credit, interest rate and liquidity risk. Credit 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 ten 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 (grades 1-6)* – Loans not falling into one of the categories 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 rated 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 June 30, 2020 and December 31, 2019, there were no loans classified as loss. There were no loans classified as doubtful at June 30, 2020, compared to \$0.1 million at December 31, 2019. At June 30, 2020 and December 31, 2019, there were \$16.9 million and \$8.7 million, respectively, of loans classified as substandard, and \$8.3 million and \$4.4 million, respectively, of loans classified as special mention.

An external loan review consultant is engaged annually to review approximately 60% of commercial loans, utilizing a risk-based approach designed to maximize the effectiveness of the review. In addition, credit analysts periodically review smaller dollar 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 generally sold at public auction for fair market value, 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 450, *Contingencies*. Collective impairment is calculated based on loans grouped by type. Another component of the allowance is losses on loans assessed as impaired under ASC 310, *Receivables*. 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 our borrowers’ 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 \$16.7 million at June 30, 2020, an increase from \$10.7 million at December 31, 2019. The primary reason for the increase in the allowance for loan losses 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 and nonaccrual loans. 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.

Impaired loans at June 30, 2020, which include TDRs and nonaccrual loans individually evaluated for impairment for purposes of determining the allowance for loan losses, were \$14.1 million compared to \$2.5 million at December 31, 2019. The increase in impaired loans at June 30, 2020 is primarily due to one commercial and industrial oil and gas loan relationship totaling \$6.4 million, included in nonaccrual loans, and one commercial real estate loan relationship totaling \$2.7 million, included in TDRs. At June 30, 2020 and December 31, 2019, \$0.2 million and \$0.1 million, respectively, of the allowance for loan losses was specifically allocated to impaired loans.

The provision for loan losses is a charge to expense 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 six months ended June 30, 2020 and 2019, the provision for loan losses was \$6.3 million and \$0.6 million, respectively. Additional provision for loan losses was recorded in the six months ended June 30, 2020 primarily as a result of the deterioration of market conditions which have been adversely affected by the COVID-19 pandemic. Although we have not yet experienced charge-offs directly related to the pandemic, the Company continues to assess the impact the pandemic may have on its loan portfolio to determine the need for additional reserves.

Acquired loans that are accounted for under ASC 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality* ("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. 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. There was no additional provision for loan losses recorded for ASC 310-30 loans during the six months ended June 30, 2020.

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

	June 30, 2020	December 31, 2019
Construction and development	\$ 2,058	\$ 1,201
1-4 Family	2,838	1,490
Multifamily	486	387
Farmland	207	101
Commercial real estate	7,129	4,424
Total mortgage loans on real estate	12,718	7,603
Commercial and industrial	3,336	2,609
Consumer	603	488
Total	\$ 16,657	\$ 10,700

As discussed above, the balance in the allowance for loan losses is principally influenced by the provision for loan losses and 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 for the periods indicated (dollars in thousands).

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Allowance at beginning of period	\$ 14,233	\$ 9,642	\$ 10,700	\$ 9,454
Provision for loan losses	2,500	369	6,260	634
Charge-offs:				
Mortgage loans on real estate:				
Construction and development	—	(51)	—	(51)
1-4 Family	—	—	(160)	—
Commercial real estate	(76)	—	(76)	—
Commercial and industrial	—	—	(7)	—
Consumer	(75)	(69)	(170)	(173)
Total charge-offs	(151)	(120)	(413)	(224)
Recoveries				
Mortgage loans on real estate:				
Construction and development	9	15	22	16
1-4 Family	5	5	9	7
Commercial real estate	31	—	31	—
Commercial and industrial	3	1	5	12
Consumer	27	12	43	25
Total recoveries	75	33	110	60
Net charge-offs	(76)	(87)	(303)	(164)
Balance at end of period	\$ 16,657	\$ 9,924	\$ 16,657	\$ 9,924
Net charge-offs to:				
Loans - average	— %	0.01 %	0.02 %	0.01 %
Allowance for loan losses	0.46 %	0.88 %	1.82 %	1.65 %
Allowance for loan losses to:				
Total loans	0.92 %	0.64 %	0.92 %	0.64 %
Nonperforming loans	127.62 %	173.43 %	127.62 %	173.43 %

The allowance for loan losses to total loans was 0.92% and 0.64% at June 30, 2020 and 2019, respectively. The allowance for loan losses to nonperforming loans decreased to 127.62% at June 30, 2020 compared to 173.43% at June 30, 2019. The increase in the allowance for loan losses to total loans at June 30, 2020 is primarily due to the large increase in the allowance for loan losses in response to the deterioration of economic conditions related to the COVID-19 pandemic compared to June 30, 2019. The decrease in the allowance for loan losses to nonperforming loans is due to the increase in nonperforming loans, which increased to \$13.1 million at June 30, 2020 compared to \$5.7 million at June 30, 2019.

Charge-offs reflect the realization of losses in the portfolio that were recognized previously through the provision for loan losses. Net charge-offs, which include recoveries of amounts previously charged off, for the three and six months ended June 30, 2020 were \$0.1 million and \$0.3 million, respectively, equal to 0.00% and 0.02%, respectively, of the average loan balance for each period. Net charge-offs for the three and six months ended June 30, 2019 were \$0.1 million and \$0.2 million, respectively, equal to 0.01% of the average loan balance for each period.

Management believes the allowance for loan losses at June 30, 2020 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, 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. However, under the CARES Act and guidance from regulatory agencies, certain loans modified due to pandemic-related hardships are not accounted for as past due or nonaccrual. 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 troubled debt restructurings (“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 24 loans classified as TDRs at June 30, 2020 that totaled \$5.3 million, compared to 18 loans totaling \$1.5 million at December 31, 2019. At June 30, 2020, 13 of the restructured loans were considered TDRs due to modification of terms through adjustments to maturity, seven of the restructured loans were considered TDRs due to a reduction in the interest rate to a rate lower than the current market rate, two restructured loans were considered TDRs due to principal payment forbearance paying interest only for a specified period of time, one restructured loan was considered a TDR due to a reduction in principal payments on a modified payment schedule, and one restructured loan was considered a TDR due to additional funding over the original loan amount. As of June 30, 2020 and December 31, 2019, two of the TDRs, consisting of one construction and development loan totaling \$0.3 million and one 1-4 family loan totaling \$0.2 million, were in default of their modified terms and are 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.

The following table shows the principal amounts of nonperforming and restructured loans as of the dates indicated. All loans for which information exists about possible credit problems that would cause us to have serious doubts about the borrower’s ability to comply with the current repayment terms of the loan have been reflected in the table below (dollars in thousands).

	As of and for the six months ended June 30, 2020	As of and for the year ended December 31, 2019
Nonaccrual loans	\$ 12,763	\$ 5,490
Accruing loans past due 90 days or more	289	795
Total nonperforming loans	\$ 13,052	\$ 6,285
TDRs	4,852	1,020
Total nonperforming loans and restructured loans	\$ 17,904	\$ 7,305
Interest income recognized on nonperforming loans and restructured loans	\$ 370	\$ 144
Interest income foregone on nonperforming loans and restructured loans	\$ 155	\$ 300

Nonperforming loans are comprised of accruing loans past due 90 days or more and nonaccrual loans. Nonperforming loans outstanding represented 0.72% and 0.37% of total loans at June 30, 2020 and December 31, 2019, respectively.

Other Real Estate Owned. Other real estate owned consists of properties acquired through foreclosure or acceptance of a deed in lieu of foreclosure. 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 to the allowance for loan losses. No other real estate owned was sold during the three months ended June 30, 2020. Other real estate owned with a cost basis of \$0.1 million was sold during the six months ended June 30, 2020, resulting in a gain of \$26,000 for the period. Other real estate owned with a cost basis of \$0.2 million and \$3.5 million was sold during the three and six months ended June 30, 2019, resulting in a gain of \$13,000 and \$18,000 for the respective periods. At June 30, 2020, approximately \$0.6 million of loans secured by real estate were in the process of foreclosure, all of which are consumer mortgage loans secured by residential real estate property.

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

	June 30, 2020	December 31, 2019
1-4 Family	\$ 28	\$ 133
Commercial real estate	41	—
Total other real estate owned	<u>\$ 69</u>	<u>\$ 133</u>

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

	Six months ended June 30,	
	2020	2019
Balance, beginning of period	\$ 133	\$ 3,611
Transfers from acquired loans	41	—
Acquired other real estate owned	—	1,407
Sales of other real estate owned	(105)	(3,489)
Balance, end of period	<u>\$ 69</u>	<u>\$ 1,529</u>

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.

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, 4-6 months, 7-12 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 June 30, 2020, the Bank was within the policy guidelines for asset/liability management.

The table below depicts the estimated impact on net interest income of immediate changes in interest rates at the specified levels.

As of June 30, 2020	
Changes in Interest Rates (in basis points)	Estimated Increase/Decrease in Net Interest Income ⁽¹⁾
+300	3.3%
+200	2.1%
+100	1.1%
-100	—%

⁽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. 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, loan sales 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 June 30, 2020 and December 31, 2019, 70% and 68% 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 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 June 30, 2020, securities with a carrying value of \$114.2 million were pledged to secure certain deposits, borrowings, and other liabilities, compared to \$89.5 million in pledged securities at December 31, 2019.

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 June 30, 2020, the balance of our outstanding advances with the FHLB was \$158.5 million, an increase from \$131.6 million at December 31, 2019. The total amount of the remaining credit available to us from the FHLB at June 30, 2020 was \$617.7 million.

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 investment securities. We had \$4.9 million of repurchase agreements outstanding at June 30, 2020 compared to \$3.0 million of repurchase agreements outstanding at December 31, 2019.

We maintain unsecured lines of credit with other commercial banks totaling \$60.0 million. The lines of credit mature at various times within the next year. We had no outstanding balances on our unsecured lines of credit at June 30, 2020 and December 31, 2019.

In addition, at both June 30, 2020 and December 31, 2019, we had \$43.6 million in aggregate principal amount of subordinated debt outstanding. For additional information, see our Annual Report on Form 10-K for the year ended December 31, 2019, Part II Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations - Discussion and Analysis of Financial Condition - Borrowings - 2029 Notes and 2027 Notes" and Note 11 to the financial statements included in such report.

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. From time to time, we may hold brokered deposits, as defined for federal regulatory purposes, included in our interest-bearing demand deposit balance, as well as QwickRate® deposits, included in our time deposit balance, which we obtain through a qualified network to address liquidity needs when rates on such deposits compare favorably with deposit rates in our markets. At both June 30, 2020 and December 31, 2019, we did not hold any brokered deposits. At June 30, 2020, we held \$114.5 million of QwickRate® deposits, an increase compared to \$101.8 million at December 31, 2019.

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 three and six month periods ended June 30, 2020 and 2019.

	Percentage of Total		Percentage of Total		Cost of Funds		Cost of Funds	
	Three months ended June 30,		Six months ended June 30,		Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019	2020	2019	2020	2019
Noninterest-bearing demand deposits	21 %	15 %	19 %	14 %	— %	— %	— %	— %
Interest-bearing demand deposits	29	30	29	31	0.56	1.06	0.71	1.07
Savings accounts	6	6	6	6	0.30	0.45	0.37	0.45
Time deposits	34	35	35	35	1.93	2.09	2.03	1.98
Short-term borrowings	4	8	4	8	1.11	2.16	1.20	2.17
Long-term borrowed funds	6	6	7	6	3.27	2.99	3.28	2.99
Total deposits and borrowed funds	100 %	100 %	100 %	100 %	1.07 %	1.40 %	1.20 %	1.38 %

Capital. 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 additional common 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. We issued 1,290,323 shares of common stock for net proceeds of \$28.5 million in December 2019 and we issued 763,849 shares of common stock in connection with our acquisition of Mainland in March 2019.

During the six months ended June 30, 2020, the Company paid \$1.3 million in dividends, compared to \$1.0 million during the six months ended June 30, 2019. The Company declared dividends on its common stock of \$0.12 per share during the six months ended June 30, 2020 compared to dividends of \$0.1076 per share during the six months ended June 30, 2019. Our board of directors has authorized a share repurchase program and, at June 30, 2020, the Company had 196,861 shares of its common stock remaining authorized for repurchase under the program. During the six months ended June 30, 2020, the Company paid \$7.8 million to repurchase its shares, compared to \$7.9 million during the six months ended June 30, 2019. During the six months ended June 30, 2020, the Company repurchased 429,473 shares of its common stock, compared to 341,199 shares during the six months ended June 30, 2019.

We are subject to various regulatory capital requirements administered by the Federal Reserve and the OCC which specify capital tiers, including 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 Assets
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.

The Company and the Bank each were in compliance with all regulatory capital requirements at June 30, 2020 and December 31, 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
June 30, 2020				
Investar Holding Corporation:				
Tier 1 leverage capital	\$ 210,122	9.31 %	\$ —	— %
Common equity tier 1 capital	203,622	11.02	—	—
Tier 1 capital	210,122	11.37	—	—
Total capital	269,964	14.61	—	—
Investar Bank:				
Tier 1 leverage capital	227,480	10.09	112,741	5.00
Common equity tier 1 capital	227,480	12.33	119,967	6.50
Tier 1 capital	227,480	12.33	147,652	8.00
Total capital	244,468	13.25	184,565	10.00
December 31, 2019				
Investar Holding Corporation:				
Tier 1 leverage capital	\$ 215,550	10.45 %	\$ —	— %
Common equity tier 1 capital	209,050	11.67	—	—
Tier 1 capital	215,550	12.03	—	—
Total capital	269,171	15.02	—	—
Investar Bank:				
Tier 1 leverage capital	222,316	10.77	103,223	5.00
Common equity tier 1 capital	222,316	12.43	116,289	6.50
Tier 1 capital	222,316	12.43	143,124	8.00
Total capital	233,111	13.03	178,906	10.00

Off-Balance Sheet Transactions

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 10.1 years. As of June 30, 2020, the Company had interest rate swap contracts with a total notional amount of \$80.0 million and forward starting interest rate swap agreements with a total notional amount of \$110.0 million.

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 six months ended June 30, 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. Loan commitments are also evaluated in a manner similar to the allowance for loan losses. The reserve for unfunded loan commitments is included in other liabilities in the consolidated balance sheets and was \$0.3 million and \$0.1 million at June 30, 2020 and December 31, 2019, 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):

	June 30, 2020	December 31, 2019
Commitments to extend credit:		
Loan commitments	\$ 311,744	\$ 242,180
Standby letters of credit	13,245	11,475

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 intends to continue this process as new commitments are entered into or existing commitments are renewed.

Additionally, at June 30, 2020, the Company had unfunded commitments of \$38,000 for its investment in Small Business Investment Company qualified funds.

For the six months ended June 30, 2020 and for the year ended December 31, 2019, except as disclosed herein and in the Company's Annual Report on Form 10-K for the year ended December 31, 2019, we engaged in no off-balance sheet transactions that we believe are reasonably likely to have a material effect on our financial condition, results of operations, or cash flows.

Contractual Obligations

The following table presents, at June 30, 2020, contractual obligations to third parties by payment date (dollars in thousands).

	Payments Due In:					Total
	Less than One Year	One to Three Years	Three to Five Years	Over Five Years		
Deposits without a stated maturity ⁽¹⁾	\$ 1,219,444	\$ —	\$ —	\$ —	\$ 1,219,444	
Time Deposits ^{(1) (2)}	513,840	136,122	20,775	—	670,737	
Securities sold under agreements to repurchase ⁽¹⁾	4,908	—	—	—	4,908	
Federal Home Loan Bank advances ⁽²⁾	80,000	—	23,500	55,000	158,500	
Subordinated debt ⁽²⁾	—	—	—	43,600	43,600	
Junior subordinated debt ⁽²⁾	—	—	—	6,702	6,702	
Operating lease commitment	585	1,196	1,056	1,921	4,758	
Total contractual obligations	<u>\$ 1,818,777</u>	<u>\$ 137,318</u>	<u>\$ 45,331</u>	<u>\$ 107,223</u>	<u>\$ 2,108,649</u>	

⁽¹⁾ Excludes interest.

⁽²⁾ Excludes unamortized premiums and discounts.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Quantitative and qualitative disclosures about market risk as of December 31, 2019 are set forth in the Company's Annual Report on Form 10-K filed with the SEC on March 13, 2020 in the section captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations – Risk Management." Please refer to the information in Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the heading "Risk Management" in this report for additional information about the Company's market risk for the six months ended June 30, 2020; except as discussed therein, there have been no material changes in the Company's market risk since December 31, 2019.

Item 4. Controls and Procedures

Based on their evaluation as of the end of the period covered by this quarterly report on Form 10-Q, the Company's Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective for ensuring that information the Company is required to disclose in the 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 SEC's rules and forms.

There were no changes in the Company's internal control over financial reporting during the fiscal quarter covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. We have not experienced any significant impact to our internal controls over financial reporting despite the fact that many of our employees either were, or currently are, working remotely due to the COVID-19 pandemic. The design of our processes and controls allow for remote execution with accessibility to secure data. We are continually monitoring and assessing the potential effects of the COVID-19 pandemic with the goal of minimizing the impact, if any, on the design and operating effectiveness of our internal controls.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors disclosed in the Annual Report on Form 10-K for the year ended December 31, 2019 filed by the Company with the Securities and Exchange Commission (“SEC”) on March 13, 2020, which could materially affect our business, financial condition or future results. Except as disclosed in the updated risk factor below and elsewhere in this report, there have been no significant changes in our risk factors as described in such Annual Report. In particular, please see the discussion under the heading “Recent Developments Related to COVID-19” in Part I Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this report.

The COVID-19 pandemic and measures intended to prevent its spread have adversely impacted our business and financial results and may continue to adversely impact our Company. The significance of the pandemic’s future impact will depend on future developments, which are highly uncertain and cannot be predicted.

The COVID-19 pandemic has created a worldwide public health crisis. The pandemic, and government 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, 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. During the second quarter of 2020, many jurisdictions began to slowly lessen restrictions; however, beginning in mid-June 2020, there has been a resurgence of COVID-19 infections in many regions of the country, including Louisiana, where the Company does most of its business. In response, some authorities in the Company’s markets have either extended or re-imposed some restrictions. Further, on June 8, 2020, the National Bureau of Economic Research indicated that the U.S. economy entered a recession in February 2020, and the duration and severity of this recession is unclear at this time. This recession could have a significant adverse effect on our financial condition and the financial condition of our customers. The United States government has taken steps to attempt to mitigate some of the more severe anticipated economic effects of the pandemic, including the passage of the CARES Act, but there can be no assurance that such steps will be effective or achieve their desired results in a timely fashion.

The spread of COVID-19 has caused us to modify our business practices (including closing the lobbies of our branches, restricting employee travel, and developing work from home and social distancing plans for our employees), and we may take further actions as may be required by government authorities or as we determine are in the best interests of our employees, customers and business partners. There is no certainty that such measures will be sufficient to mitigate the risks posed by the virus. As government restrictions are lifted, our business may continue to be disrupted as our customers may not resume normal business and social activities for a longer period of time.

The outbreak has adversely impacted and is likely to further adversely impact our workforce, operations, and financial results. The operations of our borrowers, customers and business partners have also been affected. We have already increased our allowance for loan losses to reflect increased risks of losses and provided loan modifications to a substantial percentage of our loan customers affected by COVID-19. 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;
- the risk that loans that were modified due to the pandemic and not accounted for as troubled debt restructurings, and on which we continued to accrue interest, will ultimately default, requiring us to reverse related interest income and incur losses;
- a 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;
- lower market interest rates, which have an adverse impact on our variable rate loans and reduce our interest income;
- potential impairment of goodwill;
- increased litigation risk from customers and non-customers that approach the Company regarding receiving PPP loans and do not receive the loan they requested;
- the risk that the SBA will not guarantee the PPP loans we originate 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;
- an increase in costs for additional cleaning, supplies and technology as our branches reopen;
- 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 our business, results of operations and financial condition even after the COVID-19 outbreak has subsided.

The extent to which the COVID-19 pandemic impacts our business, results of operations and financial condition will depend on future developments, which are difficult to predict, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Even after the COVID-19 outbreak has subsided, we may continue to experience materially adverse impacts to our business as a result of the virus's global economic impact.

There are no comparable recent events that provide guidance as to the effect the pandemic may have, and, as a result, the ultimate impact of the outbreak is highly uncertain. We do not yet know the full extent of the impacts on our business, our operations or the global economy. However, the effects could have a material adverse impact on our financial condition, results of operations and cash flow, and may heighten many of our known risks described in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2019.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Issuer Purchases of Equity Securities

The table below provides the information with respect to purchases made by the Company of shares of its common stock during each of the months during the three month period ended June 30, 2020.

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 ⁽²⁾	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Be Purchased Under the Plans or Programs ⁽²⁾
April 1, 2020 to April 30, 2020	2,116	\$ 12.58	813	298,885
May 1, 2020 to May 31, 2020	102,188	11.47	102,024	196,861
June 1, 2020 to June 30, 2020	33	12.08	—	196,861
	104,337	\$ 11.49	102,837	196,861

⁽¹⁾ Includes 1,500 shares surrendered to cover the payroll taxes due upon the vesting of restricted stock.

⁽²⁾ On March 10, 2020, 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, in addition to the 326,334 shares that were remaining as authorized for repurchase at December 31, 2019.

Since we are a holding company with no material business activities, our ability to pay dividends is substantially dependent upon the ability of the 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 under federal banking laws that are described in Part I Item 1 "Business", of our Annual Report on Form 10-K for the year ended December 31, 2019. 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 we 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.

Item 6. Exhibits

Exhibit No.	Description of Exhibit
2.1	Agreement and Plan of Reorganization, dated July 30, 2019, by and among Investar Holding Corporation, Investar Bank, and Bank of York ⁽¹⁾
2.2	Agreement and Plan of Reorganization, dated October 10, 2018, by and among Investar Holding Corporation, Investar Bank, and Mainland Bank ⁽²⁾
2.3	Agreement and Plan of Reorganization dated December 19, 2019 by and among Investar Holding Corporation, Cheaha Financial Group, Inc. and High Point Acquisition, Inc. ⁽³⁾
3.1	Restated Articles of Incorporation of Investar Holding Corporation ⁽⁴⁾
3.2	Amended and Restated By-laws of Investar Holding Corporation ⁽⁵⁾
4.1	Specimen Common Stock Certificate ⁽⁶⁾
4.2	Indenture, dated March 24, 2017, by and between Investar Holding Corporation and Wilmington Trust, National Association, as Trustee ⁽⁷⁾
4.3	Supplemental Indenture, dated March 24, 2017, by and between Investar Holding Corporation and Wilmington Trust, National Association, as Trustee ⁽⁸⁾
4.4	Form of 5.125% Fixed to Fluctuation Rate Subordinated Note due 2029 ⁽⁹⁾
4.5	Form of Registration Rights Agreement, dated December 20, 2019, by and between Investar Holding Corporation and the purchasers set forth therein ⁽¹⁰⁾
31.1	Certification of the Principal Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Principal Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Principal Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

⁽¹⁾ Filed as exhibit 2.1 to the Current Report on Form 8-K of the Company filed with the SEC on July 31, 2019 and incorporated herein by reference.

⁽²⁾ Filed as exhibit 2.1 to the Current Report on Form 8-K of the Company filed with the SEC on October 10, 2018 and incorporated herein by reference.

⁽³⁾ Filed as exhibit 2.1 to the Current Report on Form 8-K of the Company filed with the SEC on December 24, 2019 and incorporated herein by reference.

⁽⁴⁾ Filed as exhibit 3.1 to the Registration Statement on Form S-1 of the Company filed with the SEC on May 16, 2014 and incorporated herein by reference.

⁽⁵⁾ Filed as exhibit 3.2 to the Registration Statement on Form S-4 of the Company filed with the SEC on October 10, 2017 and incorporated herein by reference.

⁽⁶⁾ Filed as exhibit 4.1 to the Registration Statement on Form S-1 of the Company filed with the SEC on May 16, 2014 and incorporated herein by reference.

⁽⁷⁾ Filed as exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on March 24, 2017 and incorporated herein by reference.

⁽⁸⁾ Filed as exhibit 4.2 to the Current Report on Form 8-K filed with the SEC on March 24, 2017 and incorporated herein by reference.

⁽⁹⁾ Filed as exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on November 14, 2019 and incorporated herein by reference.

⁽¹⁰⁾ Filed as exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on December 24, 2019 and incorporated herein by reference.

The Company does not have any long-term debt instruments under which securities are authorized exceeding 10% of the total assets of the Company and its subsidiaries on a consolidated basis. The Company will furnish to the SEC, upon its request, a copy of all long-term debt instruments.

SIGNATURES

Pursuant to the requirements 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: August 6, 2020

/s/ John J. D'Angelo

John J. D'Angelo
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 6, 2020

/s/ Christopher L. Hufft

Christopher L. Hufft
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATIONS

I, John J. D'Angelo, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2020 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: August 6, 2020

/s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATIONS

I, Christopher L. Hufft, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2020 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: August 6, 2020

/s/ Christopher L. Hufft

Christopher L. Hufft

Chief Financial Officer

(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of Investar Holding Corporation (the "Company") for the period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John J. D'Angelo, President and Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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.

Date: August 6, 2020

/s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of Investar Holding Corporation (the "Company") for the period ended June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher L. Hufft, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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.

Date: August 6, 2020

/s/ Christopher L. Hufft

Christopher L. Hufft

Chief Financial Officer

(Principal Financial Officer)