UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☒ **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2024

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 001-38084

FARMERS & MERCHANTS BANCORP, INC.

OHIO **(State or other jurisdiction of incorporation or organization)**	**34-1469491** **(IRS Employer Identification No.)**
307 North Defiance Street **Archbold, Ohio** **(Address of principal Executive offices)**	**43502** **(Zip Code)**

Registrant's telephone number, including area code (419) 446-2501

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

Title of each class	Trading Symbol(s)	Name of each exchange
Common Stock, No Par Value	FMAO	NASDAQ Capital Market

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or Section 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 ☐	Accelerated filer ☒
Non-accelerated filer ☐	Smaller reporting company ☐
Emerging growth company ☐	

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

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

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

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

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

As of June 30, 2024, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was $292,595,026.

As of February 21, 2025, the Registrant had 14,564,425 shares of common stock issued of which 13,700,311 shares are outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of Form 10-K – Portions of the definitive Proxy Statement for the 2025 Annual Meeting of Shareholders of Farmers & Merchants Bancorp, Inc.

FARMERS & MERCHANTS BANCORP, INC.
TABLE OF CONTENTS

Form 10-K Items		PAGE
Item 1.	Business	4-12
Item 1a.	Risk Factors	12-19
Item 1b.	Unresolved Staff Comments	19
Item 1c.	Cybersecurity	20
Item 2.	Properties	21
Item 3.	Legal Proceedings	23
Item 4.	Mine Safety Disclosures	23
Item 5.	Market for Registrant's Common Equity and Related Stockholder Matters	24-
Item 6.	Reserved	25
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	25-48
Item 7a.	Quantitative and Qualitative Disclosures About Market Risk	49
Item 8.	Financial Statements and Supplementary Data	50
Item 9.	Changes In and Disagreements on Accounting and Financial Disclosure	120
Item9a.	Controls and Procedures	120
Item 9b.	Other Information	122
Item 9c.	Disclosure Regarding Foreign Jurisdictions That Prevent Inspections	122
Item 10.	Directors and Executive Officers of the Registrant	122-124
Item 11.	Executive Compensation	125
Item 12.	Security Ownership of Certain Beneficial Owners and Management	125
Item 13.	Certain Relationships and Related Transactions	126
Item 14.	Principal Accountant Fees and Services	126
Item 15.	Exhibits, Financial Schedules and Reports on Form 8-K	127-128
Item 16.	Form 10-K Summary	128
Signatures		129
Exhibit 10.5	Form of Restricted Stock Award with Non-solicit Covenants	130
Exhibit 10.6	Form of Restricted Stock Award for Senior Officers with Non-competition Covenants	134
Exhibit 10.8	Change in Control Agreement	138
Exhibit 19.	Farmers & Merchants Bancorp, Inc. Insider Trading Policy	146
Exhibit 21.	Subsidiaries of Farmers & Merchants Bancorp, Inc.	151
Exhibit 31.	Certifications Under Section 302	152
Exhibit 32.	Certifications Under Section 906	154
Exhibit 97.	Farmers & Merchants Bancorp, Inc. Clawback Policy	156
Exhibit 101.INS	Inline XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. (1)	
Exhibit 101.SCH	Inline XBRL Taxonomy Extension Schema Document (1)	
Exhibit 101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document (1)	
Exhibit 101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document (1)	
Exhibit 101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document (1)	
Exhibit 101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document (1)	

[1] Pursuant to Rule 406T of Regulation S-T, the interactive Data Files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Total Pages: 158

Forward Looking Statements

Statements contained in the Company's Annual Report on Form 10-K may be forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of such words as "intend," "believe," "expect," "anticipate," "should," "planned," "estimated," and "potential." Such forward-looking statements are based on current expectations but may differ materially from those currently anticipated due to a number of factors, which include, but are not limited to, factors discussed in documents filed by the Company with the Securities and Exchange Commission from time to time. Other factors which could have a material adverse effect on the operations of the Company and its subsidiaries which include, but are not limited to, changes in interest rates, general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality and composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Bank's market area, changes in relevant accounting principles and guidelines and other factors over which management has no control. The forward-looking statements are made as of the date of this report, and the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in the forward-looking statements.

PART I

ITEM 1. BUSINESS

General

Farmers & Merchants Bancorp, Inc. (Company) is a bank holding company incorporated under the laws of Ohio in 1985 and elected to become a financial holding company under the Federal Reserve in 2014. Our primary subsidiary, The Farmers & Merchants State Bank (Bank) is a local independent community bank that has been primarily serving Northwest Ohio, Northeast Indiana and Southeast Michigan since 1897. Our other subsidiary, Farmers & Merchants Risk Management (Captive) was a captive insurance company formed in December 2014 and located in Nevada. The Captive was dissolved in December 2023. The Bank includes F&M Insurance Agency, LLC, a subsidiary offering insurance products, which was formed in November 2023. We report our financial condition and net income on a consolidated basis and we report only one segment.

Our executive offices are located at 307 North Defiance Street, Archbold, Ohio 43502, and our telephone number is
(419) 446-2501.

For a discussion of the general development of the Company’s business throughout 2024, please see the portion of Management’s Discussion and Analysis of Financial Condition and Results of Operations captioned “2024 in Review.”

Nature of Activities

The Farmers & Merchants State Bank engages in general commercial banking business. Our activities include commercial, agricultural and residential mortgage as well as consumer lending activities. Because the majority of the Bank's offices are located in Northwest Ohio, Northeast Indiana and Southeast Michigan, a substantial amount of the loan portfolio is comprised of loans made to customers in the farming industry for such things as farm land, farm equipment, livestock and operating loans for seed, fertilizer, and feed. Other types of lending activities include loans for home improvements and loans for such items as autos, trucks, recreational vehicles and motorcycles. With the expansion into newer market areas, the most recent increases in loan activity have been in commercial and industrial, providing operating lines of credit and machinery purchases, and commercial real estate. The Bank also operates five Loan Production Offices (LPOs), two in Ohio, one in Indiana and two in Michigan.

The Bank also provides checking account services, as well as savings and time deposit services such as certificates of deposits. In addition, Automated Teller Machines (ATMs) or Interactive Teller Machines (ITMs) are provided at most branch locations along with other independent locations in the market area. ITMs operate as an ATM with the addition of remote teller access to assist the user. The Bank has custodial services for Individual Retirement Accounts (IRAs) and Health Savings Accounts (HSAs). The Bank provides on-line banking access for consumer and business customers. For consumers, this includes bill-pay, on-line statement opportunities and mobile banking. For business customers, it provides the option of electronic transaction origination such as wire and Automated Clearing House (ACH) file transmittal. In addition, the Bank offers remote deposit capture or electronic deposit processing. Upgrades to our digital products and services continue to occur in both retail and business lines. The Bank continues to offer new suites of products as customer preferences change and the Bank adapts and adopts new technologies. The Bank continues to offer products that also meet the needs of our more traditional customers.

The Bank has established underwriting policies and procedures which facilitate operating in a safe and sound manner in accordance with supervisory and regulatory guidance. Within this sphere of safety and soundness, the Bank's practice has been to not promote innovative, unproven credit products which may not be in the best interest of the Bank or its customers. The Bank does offer a hybrid mortgage loan. Hybrid loans are loans that start out as a fixed rate mortgage but after a set number of years automatically adjust to an adjustable rate mortgage. The Bank offers a seven year and a ten year fixed rate mortgage and a seven year jumbo fixed rate mortgage after which the interest rate will adjust annually for all. In order to offer longer term fixed rate mortgages, the Bank does participate in the Freddie Mac, Farm Service Agency (FSA) guaranteed secondary Ag market, and Small Business Lending programs. The Bank also normally retains the servicing rights on these partially or 100% sold loans. In order for the customer to participate in these programs they must meet the requirements established by those agencies. In addition, the Bank does sell some of its longer term fixed rate agricultural mortgages into the secondary market with the aid of brokers.

The Bank does not have a program to fund sub-prime loans. Sub-prime loans are characterized as a lending program or strategy that targets borrowers who pose a significantly higher risk of default than traditional retail banking customers.

All loan requests are reviewed as to credit worthiness and are subject to the Bank's underwriting guidelines as to secured versus unsecured credit. Secured loans are in turn subject to loan to value (LTV) requirements based on collateral types as set forth in the Bank's Loan Policy. In addition, credit scores of those seeking consumer credit are reviewed and if they do not meet the Bank's Loan Policy guidelines an additional officer approval is required.

Consumer Loans:

- Maximum loan to value (LTV) for cars, SUVs, and trucks is 110% depending on whether direct or indirect.
- Loans above 100% are generally the result of sales tax.
- Boats, campers, motorcycles, RV's and Motor Coaches range from 80%-90% based on age of vehicle.
- 1st or 2nd mortgages on 1-4 family homes maximum LTV range from 80%-85%.
- Raw land LTV maximum ranges from 65%-75% depending on whether or not the property has been improved.

Commercial/Agriculture:

Accounts Receivable:

- Up to 80% LTV less retainages and greater than 90 days.

Inventory:

- Agriculture:
  - Livestock and grain up to 80% LTV, crops (insured) up to 75% and Warehouse Receipts up to 87%.
- Commercial:
  - Maximum LTV of 50% on raw and finished goods.
- Floor plan:
  - New/used vehicles to 100% of wholesale.
  - New/Used recreational vehicles and manufactured homes to 80% of wholesale.

Equipment:

- New not to exceed (NTE) 80% of invoice, used NTE 50% of listed book or 75% of appraised value.
- Restaurant equipment up to 35% of market value.
- Heavy trucks, titled trailers NTE 75% LTV and aircraft up to 75% of appraised value.

Real Estate:

- Maximum LTVs range from 70%-80% depending on type.
- Maximum LTV on non-traditional borrower loans up to 85%.

FM Investment Services, the brokerage department of the Bank, has served the Bank’s customers, providing investment services, since April of 1999. In November of 2020, FM Investment Services purchased the assets and clients of Adams County Financial Resources (ACFR) which is discussed in further detail in Note 2 to the Company’s financial statements. Securities are offered through Raymond James Financial Services, Inc.

In December of 2014, the Company became a financial holding company within the meaning of the Bank Holding Company Act of 1956 as amended, in order to provide the flexibility to take advantage of the expanded powers available to a financial holding company under the Act. Our holding company is regulated and examined by the Federal Reserve. Our subsidiary Bank is in turn regulated and examined by the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation. The activities of our Bank subsidiary are also subject to other federal and state laws and regulations. The Company also formed a Captive insurance company in December 2014 and dissolved it in December 2023. The Captive was located in Nevada and regulated by the State of Nevada Division of Insurance. The Bank formed an insurance agency, F&M Insurance Agency, LLC, in November 2023 to offer insurance products to our customers.

The Bank's primary market includes communities located in the Ohio counties of Butler, Champaign, Defiance, Fulton, Hancock, Henry, Lucas, Shelby, Williams, Wood and in the Indiana counties of Adams, Allen, DeKalb, Jay, Steuben and Wells. The Michigan footprint includes Oakland County. The commercial banking business in this market is highly competitive, with approximately 5 other depository institutions currently doing business in the Bank's primary market. In our banking activities, we compete directly with other commercial banks, credit unions, farm credit services, and savings and loan institutions in each of our operating localities. In a number of our locations, we compete against entities which are much larger than us, including Huntington National Bank, Fifth Third Bank, PNC, Wells Fargo Bank, NA, KeyBank NA and JPMorgan Chase Bank, NA. Based on deposit data as of June 30, 2024 from the FDIC and using zip codes in our markets, the Bank ranked 3rd with a 9.78% market share in markets served. The primary factors in competing for loans and deposits are the rates charged as well as location and quality of the services provided.

At December 31, 2024, we had 473 full time equivalent employees. The employees are not represented by a collective bargaining unit. We provide our employees with a comprehensive benefit program, some of which is contributory. We consider our employee relations to be good.

Supervision and Regulation

General

The Company is a corporation organized under the laws of the State of Ohio. The business in which the Company and its subsidiaries are engaged is subject to extensive supervision, regulation and examination by various bank regulatory authorities. The supervision, regulation and examination to which the Company and its subsidiaries are subject to are intended primarily for the protection of depositors and the deposit insurance funds that insure the deposits of banks, rather than for the protection of shareholders.

Several of the more significant regulatory provisions applicable to banks and bank holding companies to which the Company and its subsidiaries are subject are discussed below along with certain regulatory matters concerning the Company and its subsidiaries. To the extent that the following information describes statutory or regulatory provisions, it is qualified in its entirety by reference to the particular statutory provisions. Any change in applicable law or regulation may have a material effect on the business and prospects of the Company and its subsidiaries.

Safety and Soundness Standards

The federal banking agencies have adopted guidelines that establish operational and managerial standards to promote the safety and soundness of federally insured depository institutions. The guidelines set forth standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings.

In general, the safety and soundness guidelines prescribe the goals to be achieved in each area, and each institution is responsible for establishing its own procedures to achieve those goals. If an institution fails to comply with any of the standards set forth in the guidelines, the institution's primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. If an institution fails to submit an acceptable compliance plan, or fails in any material respect to implement a compliance plan that has been accepted by its primary federal regulator, the regulator is required to issue an order directing the institution to cure the deficiency. Until the deficiency cited in the regulator's order is cured, the regulator may restrict the institution's rate of growth, require the institution to increase its capital, restrict the rates the institution pays on deposits or require the institution to take any action the regulator deems appropriate under the circumstances. Noncompliance with the standards established by the safety and soundness guidelines may also constitute grounds for other enforcement action by the federal banking regulators, including cease and desist orders and civil money penalty assessments.

Regulatory Agencies

The Company is a financial holding company and is subject to inspection, examination and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") pursuant to the Bank Holding Company Act of 1956, as amended. As a financial holding company, the Company is still subject to all the bank holding company regulations.

The Bank is an Ohio chartered commercial bank. It is subject to regulation and examination by both the Ohio Division of Financial Institutions (ODFI) and the Federal Deposit Insurance Corporation (FDIC).

The Captive was an insurance company incorporated in Nevada, regulated by the State of Nevada, Division of Insurance and was dissolved in December 2023.

F&M Insurance Agency, LLC is a limited liability company organized in Ohio and regulated by the State of Ohio, Division of Insurance.

Holding Company Activities

As a financial holding company incorporated and doing business within the State of Ohio, the Company is subject to regulation and supervision under the Bank Holding Act of 1956, as amended (the "Act"). The Company is required to file with the Federal Reserve Board on a quarterly basis information pursuant to the Act. The Federal Reserve Board may conduct examinations or inspections of the Company and its subsidiaries.

On November 12, 1999, the Gramm-Leach-Bliley Act (the "GLB Act") was enacted into law. The GLB Act made sweeping changes with respect to the permissible financial services which various types of financial institutions may provide. The Glass-Steagall Act, which had generally prevented banks from affiliation with securities and insurance firms, was repealed. Pursuant to the GLB Act, bank holding companies may elect to become a "financial holding company," provided that all of the depository institution subsidiaries of the bank holding company are "well capitalized" and "well managed" under applicable regulatory standards.

Under the GLB Act, a bank holding company that has elected to become a financial holding company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature. Activities that are "financial in nature" include securities underwriting, dealing and market-making, sponsoring mutual funds and investment companies, insurance underwriting and agency, merchant banking, and activities that the Federal Reserve Board has determined to be closely related to banking. Federal Reserve Board approval is not required for the Company to acquire a company, other than a bank holding company, bank or savings association, engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve Board. Prior Federal Reserve Board approval is required before the Company may acquire the beneficial ownership or control of more than 5% of the voting shares, or substantially all of the assets, of a bank holding company, bank or savings association. If any subsidiary bank of the Company ceases to be "well capitalized" or "well managed" under applicable regulatory standards, the Federal Reserve Board may, among other actions, order the Company to divest the subsidiary bank. Alternatively, the Company may elect to conform its activities to those permissible for a bank holding company that is not also a financial holding company. If any subsidiary bank of the Company receives a rating under the Community Reinvestment Act of 1977 of less than satisfactory, the Company will be prohibited from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations.

Affiliate Transactions

Various governmental requirements, including Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder limit borrowings by holding companies and non-bank subsidiaries from affiliated insured depository institutions, and also limit various other transactions between holding companies and their non-bank subsidiaries, on the one hand, and their affiliated insured depository institutions on the other. Section 23A of the Federal Reserve Act also generally requires that an insured depository institution's loans to its non-bank affiliates be secured, and Section 23B of the Federal Reserve Act generally requires that an insured depository institution's transactions with its non-bank affiliates be on arms-length terms.

Interstate Banking and Branching

Under the Riegle-Neal Interstate Banking and Branching Efficiency Act ("Riegle-Neal"), subject to certain concentration limits and other requirements, adequately capitalized bank holding companies such as the Company are permitted to acquire banks and bank holding companies located in any state. Any bank that is a subsidiary of a bank holding company is permitted to receive deposits, renew time deposits, close loans, service loans and receive loan payments as an agent for any other bank subsidiary of that bank holding company. Banks are permitted to acquire branch offices outside their home states by merging with out-of-state banks, purchasing branches in other states and establishing de novo branch offices in other states. The Company could from time to time use Riegle-Neal to acquire banks in additional states.

Control Acquisitions

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

Liability for Banking Subsidiaries

Under the current Federal Reserve Board policy, a bank holding company is expected to act as a source of financial and managerial strength to each of its subsidiary banks and to maintain resources adequate to support each subsidiary bank. This support may be required at times when the bank holding company may not have the resources to provide it. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a U.S. federal bank regulatory agency to maintain the capital of a subsidiary bank would be assumed by the bankruptcy trustee and entitled to priority of payment. Any depository institution insured by the FDIC can be held liable for any loss incurred, or reasonably expected to be incurred, by the FDIC in connection with (1) the "default" of a commonly controlled FDIC-insured depository institution; or (2) any assistance provided by the FDIC to both a commonly controlled FDIC-insured depository institution "in danger of default." The Bank is an FDIC-insured depository institution. If a default occurred with respect to the Bank, any capital loans to the Bank from its parent holding company would be subordinate in right of payment to payment of the Bank's depositors and certain of its other obligations.

Regulatory Capital Requirements

The Company is required by the various regulatory authorities to maintain certain capital levels. Bank holding companies are required to maintain minimum levels of capital in accordance with Federal Reserve Board capital adequacy guidelines. If capital falls below minimum guideline levels, a bank holding company, among other things, may be denied approval to acquire or establish additional banks or non-bank businesses. The required capital levels along with the Bank's capital position at December 31, 2024 and 2023 are summarized in the table included in Note 16 to the consolidated financial statements.

Beginning in 2015, the Company and Bank were required to measure capital adequacy using Basel III accounting. Basel III is a comprehensive set of reform measures, developed by the Basel Committee on Banking Supervision, to strengthen the regulation, supervision and risk management of the banking sector. Implementation of the rules is overseen by the Federal Reserve, the FDIC and the OCC.

FDICIA

The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), and the regulations promulgated under FDICIA, among other things, established five capital categories for insured depository institutions-well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized-and requires U.S. federal bank regulatory agencies to implement systems for "prompt corrective action" for insured depository institutions that do not meet minimum capital requirements based on these categories. Unless a bank is well capitalized, it is subject to restrictions on its ability to offer brokered deposits and on certain other aspects of its operations. An undercapitalized bank must develop a capital restoration plan and its parent bank holding company must guarantee the bank's compliance with the plan up to the lesser of 5% of the bank's assets at the time it became undercapitalized and the amount needed to comply with the plan. As of December 31, 2024, the Bank was well capitalized pursuant to these prompt corrective action guidelines.

Dividend Restrictions

The ability of the Company to obtain funds for the payment of dividends and for other cash requirements will be largely dependent on the amount of dividends which may be declared by its banking subsidiary, which are limited to the Bank's retained earnings during the current year and its prior two years. Various U.S. federal statutory provisions limit the amount of dividends the Company's banking subsidiary can pay to the Company without regulatory approval. In 2009, The Board of Governors of the Federal Reserve Division of Banking Supervision and Regulation issued SR09-4 regarding the safe and sound payment of dividends by bank holding companies. See Note 17 to the consolidated financial statements for additional information on applicable dividend restrictions.

Deposit Insurance Assessments

The deposits of the Bank are insured up to the regulatory limits set by the FDIC. The FDIC maintains the Deposit Insurance fund ("DIF") by assessing depository institutions an insurance premium (assessment). The amount assessed to each institution is based on statutory factors that take into consideration the degree of risk the institution poses to the DIF. The primary purposes of the DIF are to (1) insure the deposits and protect the depositors of insured depository institutions; and (2) resolve failed banks. The DIF is primarily funded through quarterly assessments on insured depository institutions, but it also earns interest income on its securities. Decreases in the DIF result from loss provisions associated with the resolution of failed banks and FDIC operating expenses.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act") revised the statutory authorities governing the FDIC's management of the DIF. A key requirement from the Dodd-Frank Act resulted in the FDIC's adoption of

new rules in February 2011 regarding Assessments, Dividends, Assessment Base, and Large Bank Pricing. The new rules implemented the following changes: (1) redefined the definition of an institution's deposit insurance assessment base from one based on domestic deposits to one based on assets now defined as "average consolidated total assets minus average tangible equity"; (2) changed the assessment rate adjustments to better account for risk based on an institution's funding sources; (3) revised the deposit insurance assessment rate schedule in light of the new assessment base and assessment rate adjustments; (4) implemented Dodd-Frank Act dividend provisions; (5) revised the large insured depository institution assessment system to better differentiate for risk and to take into account losses the FDIC may incur from large institution failures; and (6) provided technical and other changes to the FDIC's assessment rules. Though deposit insurance assessments maintain a risk-based approach, the FDIC imposed a more extensive risk-based assessment system on large insured depository institutions with at least $10 billion in total assets since they are more complex in nature and could pose greater risk.

The Dodd-Frank Act permanently raised the standard maximum deposit insurance coverage amount to $250,000 and applies per depositor, per insured depository institution for each account ownership category.

Depositor Preference Statute

In the "liquidation or other resolution" of an institution by any receiver, U.S. federal legislation provides that deposits and certain claims for administrative expenses and employee compensation against the insured depository institution would be afforded a priority over general unsecured claims against that institution, including federal funds and letters of credit.

Government Monetary Policy

The earnings of the Company are affected primarily by general economic conditions and to a lesser extent by the fiscal and monetary policies of the federal government and its agencies, particularly the Federal Reserve. Its policies influence, to some degree, the volume of bank loans and deposits, and interest rates charged and paid thereon, and thus have an effect on the earnings of the Company's subsidiary Bank.

Additional Regulation

Provisions of the Dodd-Frank Act have resulted in additional rulemaking by the federal regulatory agencies and new rules yet to be issued. Implementing the new and expanded regulations involved extreme diligence to ensure compliance with the complexities of the rules, as well as extensive new disclosure and reporting requirements.

The Dodd-Frank Act created an independent regulatory body, the Bureau of Consumer Financial Protection ("Bureau"), with authority and responsibility to set rules and regulations for most consumer protection laws applicable to all banks – large and small – which added another regulator to scrutinize and police financial activities. Transfer to the Bureau of all consumer financial protection functions for designated laws by the other federal agencies was completed in July 2011. The Bureau was given responsibility for mortgage reform and enforcement, as well as broad new powers over consumer financial activities, including consumer financial products and services and how they are provided.

In accordance with the Gramm-Leach-Bliley Financial Modernization Act of 1999 (the "GLB Act"), federal banking regulators adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a non-affiliated third party. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

A major focus of governmental policy on financial institutions has been aimed at combating money laundering and terrorist financing. The USA PATRIOT Act of 2001 (the "USA Patriot Act") substantially broadened the scope of United States anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. The U. S. Treasury Department has issued a number of regulations that apply various requirements of the USA Patriot Act to financial institutions such as the Bank. These regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution.

Significant mortgage rules mandated by the Dodd-Frank Act provisions were enacted in response to the breakdown in the mortgage lending markets and to provide for consumer protections. Final rules issued by the Bureau or jointly with other regulatory agencies implemented requirements under the Dodd-Frank Act regarding mortgage-related matters such as ability-to-repay, qualified mortgage standards, mortgage servicing, mortgage loan originator compensation, escrow requirements for

higher-priced mortgage loans, and providing appraisals. These mortgage rules addressed problems consumers faced in the three major steps in buying a home – shopping for a mortgage, closing on a mortgage, and paying off a mortgage.

Final rules and amendments to the integrated mortgage disclosure rules under the Real Estate Settlement Act (RESPA) and Truth in Lending Act (TILA) became effective in October 2015. The TILA-RESPA Integrated Disclosure rule commonly referred to as TRID combined required disclosures into two single forms: 1) The Loan Estimate which is provided shortly after a mortgage loan application and 2) The Closing Disclosure which is provided prior to loan consummation. In addition, a mandated appraisal notice under the Equal Credit Opportunity Act and the servicing application disclosure under RESPA were also combined into the new integrated disclosures. Amendments to the TRID rules with a mandatory compliance in October 2018 were intended to provide further clarity to certain provisions. Remaining attentive to the complexities of the TRID rules ensure practices and procedures remain compliant and do not subject the Bank to unnecessary liability.

Final rules, mostly effective in October 2015, were issued by the Board of Governors of the Federal Reserve System (FRB), the Farm Credit Administration, the Federal Deposit Insurance Corporation (FDIC), the National Credit Union Administration (NCUA), and the Office of the Comptroller of the Currency (OCC) to implement provisions of the Homeowner Flood Insurance Affordability Act of 2014 (HFIAA) and the Biggert-Waters Flood Insurance Reform Act of 2012 (the Biggert-Waters Act). These provisions amended regulations which apply to loans secured by properties located in special flood hazard areas. Final rules for acceptance of private flood insurance policies became effective on July 1, 2019. Fines and penalties continue to be assessed by regulators for non-compliance with flood insurance requirements. A continued focus on adherence to the flood rules and requirements is necessary.

The Bank focuses on Qualified Mortgage (QM) status for mortgage loans originated as they provide certain presumptions of compliance under the Ability to Repay rules adopted under the Dodd-Frank Act. In satisfying QM requirements, any mortgage lender regardless of their size can make loans which are entitled to the QM presumption of compliance. New final rules, effective October 2022, amended the Ability to Repay/Qualified Mortgage Rules. The General QM Final Rule amended the definition of the QM category to offset the impact of the sunsetting of the temporary Government Sponsored Enterprise (GSE) QMs. Amended the General QM loan definition and removed the 43% debt-to-income limit, eliminated Appendix Q underwriting standards and any requirement to use them as a qualification for General QM status, and instead implemented price-based thresholds. The Bank's Loan Policy was revised accordingly. For General QM status, applicable to first-lien mortgage loans offered by the Bank, a loan must still observe existing product features, underwriting requirements and limits on points and fees. Since the Bank, on occasion, does make Non-Qualified Mortgages, approvals and originations of both Non-QM loans and Higher Priced Mortgage Loans are periodically reported to the Bank's Loan Committee.

As a reporter under Regulation C which implements the Home Mortgage Disclosure Act (HMDA), the Bank remains attentive to the accuracy and integrity of the data reported. Dodd-Frank Act provisions added new data points for HMDA and authorized the Bureau to require additional information. The types of transactions reportable expanded to include most consumer purpose transactions that are dwelling-secured loans or open-end lines of credit. Reportable data points were significantly expanded to 52 fields which included applicant age, credit score, automated underwriting system information, property value, application channel, points and fees, borrower-paid origination charges, discount points, lender credits, loan term, prepayment penalty, interest rate, loan originator identifier, as well as other data fields. Ethnicity categories were expanded to include certain subcategories along with a means to capture information on how an applicant's or borrower's ethnicity, race, and sex were collected by the institution. A thorough review and validation of data fields to be reported for each reportable application is conducted throughout the year. Year-end submission of HMDA data utilizes the web-based tool developed by the Bureau.

Enactment of the Economic Growth, Regulatory Relief and Consumer Protection Act (EGRRCPA) on May 24, 2018, resulted in a regulatory reform law deemed to be relief from certain burdensome provisions of the Dodd-Frank Act. The EGRRCPA included provisions with various effective dates, including some that were effective immediately. Matters impacted included access to mortgage credit; access to credit; protections for veterans, consumers, and homeowners; rules for holding companies; capital access; and protections for student borrowers. Though effective immediately, conforming regulations were required for certain provisions such as Reciprocal Deposits, Examination Cycles, and High Volatility Commercial Real Estate (HVCRE). The Protecting Tenants in Foreclosure Act was restored and permanently extended as of June 23, 2018. Effective September 21, 2018, consumers could freeze their credit information and place one-year fraud alerts for free. Additionally, parents can freeze the credit information of their children under age 16 for free. In some instances, regulators still need to issue proposals, provide guidance, and publish final rules for various provisions. Thus, issuance of guidance and final rules must be monitored in order to be effectively implemented.

Unfair or deceptive acts or practices (UDAP) standards originally developed years ago by the Federal Trade Commission focused on unacceptable practices that may not specifically be addressed elsewhere in banking or consumer finance law. Banking regulatory agencies have increasingly used this authority over the years to address acts or practices that are deemed harmful, deceptive, or misleading to consumers. The authority of the Federal Trade Commission (FTC) for credit practice rules was repealed as a result of the Dodd-Frank Act. Guidance issued collectively by the FDIC, FRB, the Bureau, NCUA, and OCC in

August 2014 clearly indicated certain consumer credit practices were not permissible and remained subject to Section 5 of the Federal Trade Commission Act, as well as Sections 1031 and 1036 of the Dodd-Frank Act. The interagency guidance further noted that the Agencies will continue to have supervisory authority and enforcement authority for unfair or deceptive acts or practices, which could include those practices previously addressed in the former credit practices rules. Awareness of UDAP standards, and the Bureau's unfair, deceptive or abusive acts or practices (UDAAP) in relation to the offering and marketing of Bank products and services remains important.

On March 30, 2023, the Consumer Financial Protection Bureau (CFPB) issued final rules which amend Regulation B to implement changes to the Equal Credit Opportunity Act (ECOA) as made by Section 1071 of the Dodd-Frank Act. Covered financial institutions are required to collect and report data on covered credit applications involving small businesses, including those businesses owned by women or minorities. Small businesses are defined as those businesses (including agricultural businesses) which had gross annual revenue of $5 million of less during its most recent fiscal year. Data collection involves demographic information collected from a loan applicant regarding that applicant's status as a minority-owned business, a women-owned business, and an LGBTQI+-owned business, as well as the applicant's principal owners' ethnicity, race, and sex. Applicants can refuse to provide demographic information. Implementation of these final rules will involve significant changes to processes and procedures in conjunction with new software configurations to accommodate and capture required data points regarding applications and final action taken. Data would be reported to the CFPB which would then make aggregated information publicly available. These new final rules had a phased implementation period with the largest lenders being required to collect and report data first. As a Lender, such as the Bank, that originates at least 500 small business loans annually, data collection would originally begin on April 1, 2025.

A lawsuit filed in April 2023 by the Texas Bankers Association and Rio Bank based in McAllen, Texas in the U.S. District Court for the Southern District of Texas challenged the CFPB's final rule implementing Section 1071 of the Dodd-Frank Act. Shortly thereafter, the American Bankers Association joined the lawsuit as a plaintiff. The argument is the final rule far exceeded the statutory scope of Section 1071, failed to take into consideration relevant industry comments, and did not conduct appropriate cost-benefit analysis. Additionally, the constitutionality of the CFPB was challenged based on its funding structure, and which is based upon another pending lawsuit which is awaiting a hearing by the U.S. Supreme Court regarding CFPB's funding. On July 31, 2023, an injunction was granted by a federal judge in the Southern District of Texas banning the CFPB from requiring Rio Bank, and members of both the Texas Bankers Association and the American Bankers Association from complying with the final rules implementing Section 1071 of the Dodd-Frank Act until the Supreme Court of the United States rules on the CFPB's funding. On August 4, 2023, a motion was filed by the Independent Community Bankers of America, the Independent Bankers Association of Texas, and Texas First Bank in the U.S. District Court for the Southern District of Texas requesting expansion of the injunction previously granted. In late October 2023, the federal judge granted the expansion of the injunctive relief to provide a nationwide injunction to all community banks and covered financial institutions thus ensuring relief was not limited by trade association membership. The U.S. Supreme Court issued its long-awaited decision on the challenge to the CFPB's funding mechanism on May 16, 2024. The Supreme Court ruled that the CFPB's funding does not violate the U.S. Constitution's Appropriations Clause. Subsequently, the CFPB issued an interim final rule on June 25, 2024, to make date related adjustments on a day for day basis based on recent court orders involving ongoing litigation. This extended compliance dates for beginning data collection by 290 days. As a lender that originates at least 500 small business loans annually, the date to commence data collection and the subsequent filing deadline are currently uncertain. The Bank remains attentive to the ongoing arguments, appeals, and related cases in the litigation involving the Section 1071 final rule.

A final rule with amendments to the Community Reinvestment Act (CRA) was jointly released by the OCC, FRB, and FDIC on October 24, 2023. These amendments are intended to update how CRA activities qualify for consideration, where CRA activities are considered, and how CRA activities are evaluated. The final CRA rule, published in the *Federal Register* on February 1, 2024, were effective on April 1, 2024, with certain amendments effective April 1, 2024, through January 1, 2031, and other amendments delayed indefinitely. On February 5, 2024, the American Bankers Association, the U.S. Chamber of Commerce, the Independent Community Bankers of America, along with four state associations jointly sued the Federal Reserve, FDIC, and Office of Comptroller of the Currency for exceeding their statutory authority. The lawsuit filed in the U.S. District Court for the Northern District of Texas requested the regulatory agencies vacate the rule and sought a preliminary injunction pausing the new rules while the court decided the merits of the case. On March 21, 2024, the Federal Reserve, FDIC, and Office of Comptroller of the Currency issued an interim final rule and a technical corrections final rule related to the CRA final rule both effective on April 1, 2024. The Agencies also requested comments on the interim final rule for a period of 45 days after publication in the *Federal Register*. The interim final rule extended two provisions of the CRA final rule from April 1, 2024, to January 1, 2026. Then on March 29, 2024, the district court judge granted a temporary injunction to pause the implementation of the CRA final rule while the case moves forward. The injunction extended implementation dates on a day for day basis for each day the injunction remains in place. As a large bank examined for CRA, the Bank remains attentive to the outcome of the preliminary injunction and the significant impact of the amendments made by the final CRA rule.

The Bank is also subject to federal regulation relating to such matters as required reserves, limitation as to the nature and amount of its loans and investments, regulatory approval of any merger or consolidation, issuance or retirement of their own securities, limitations upon the payment of dividends and other aspects of banking operations. In addition, the activities and operations of the Bank are subject to numerous additional detailed, complex and sometimes overlapping laws and regulations. These include state usury and consumer credit laws, state laws relating to fiduciaries, the federal Equal Credit Opportunity Act and Regulation B, the federal Electronic Funds Transfer Act and Regulation E, the federal Fair Credit Reporting Act and Regulation V, the federal Real Estate Settlement Procedures Act (RESPA) and Regulation X, the federal Truth in Lending Act and Regulation Z, the federal Truth in Savings Act and Regulation DD, the Bank Secrecy Act, the federal Community Reinvestment Act, anti-discrimination laws and legislation, and antitrust laws.

Future Legislation

Changes to the laws and regulations, both at the federal and state levels, can affect the operating environment of the Company and its subsidiaries in substantial and unpredictable ways. The Company cannot accurately predict whether those changes in laws and regulations will occur, and, if those changes occur, the ultimate effect they would have upon the financial condition or results of operations of the Company or its subsidiaries.

Available Information

The Company maintains an Internet web site at the following internet address: www.fm.bank. The Company files reports with the Securities and Exchange Commission (SEC). Because the Company makes its filings with the SEC electronically, you may access such reports at the SEC's website (www.sec.gov). The Company makes available, free of charge through its internet address, copies of its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports as soon as reasonably practicable after such materials have been filed with or furnished to the SEC. Copies of these documents may also be obtained, either in electronic or paper form, by contacting Barbara J. Britenriker, Chief Financial Officer of the Company at (419) 446-2501.

ITEM 1a. RISK FACTORS

Significant Competition from an Array of Financial Service Providers

Our ability to achieve strong financial performance and a satisfactory return on investment to shareholders will depend in part on our ability to expand our available financial services. In addition to the challenge of attracting and retaining customers for traditional banking services, our competitors now include securities dealers, brokers, mortgage bankers, investment advisors and finance and insurance companies who seek to offer one-stop financial services to their customers that may include services that banks have not been able or allowed to offer to their customers in the past. The increasingly competitive environment is a result primarily of changes in regulation, changes in technology and product delivery systems and the accelerating pace of consolidation among financial services providers. If we fail to adequately address each of the competitive pressures in the banking industry, our financial condition and results of operations could be adversely affected.

Credit Risk

The risk of nonpayment of loans is inherent in commercial banking. Such nonpayment could have an adverse effect on the Company's earnings and our overall financial condition as well as the value of our common stock. Management attempts to reduce the Bank's credit exposure by carefully monitoring the concentration of its loans within specific industries, geographies, loan types and through the loan approval process. However, there can be no assurance that such monitoring and procedures will totally mitigate the risks. Credit losses can cause insolvency and failure of a financial institution and, in such event, its shareholders could lose their entire investment. For more information on the exposure of the Company and the Bank to credit risk, see the section under Part II, Item 7 of this Form 10-K captioned "Loan Portfolio." Under the credit loss model, we are required to present certain financial assets carried at amortized cost, such as loans held for investment and held-to-maturity debt securities, at the net amount expected to be collected. The Company only has available-for-sale securities.

Dependence upon the Accuracy and Completeness of Information

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished by or on behalf of customers and counterparties, including financial statements and other financial information. We also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors and accountants if made available. If this information is inaccurate, we may be subject to regulatory action, reputational harm or other adverse effects with respect to the operation of our business, our financial condition and our results of operation.

Our loan portfolio has a large concentration of real estate loans

Real estate loans, which constitute a large portion of our loan portfolio, include home equity, agricultural, commercial, construction and residential loans, and such loans are concentrated in the Bank's primary markets in Northwest Ohio, Northeast Indiana and Southern Michigan and complimented with additional exposure in new areas from our LPOs. The market value of real estate can fluctuate significantly in a short period of time as a result of market conditions in the geographic area in which the real estate is located. Adverse developments affecting real estate values in our market could increase the credit risk associated with our loan portfolio. Also, real estate lending typically involves higher loan principal amounts and the repayment of the loans generally is dependent, in large part, on sufficient income from the properties securing the loans to cover operating expenses and debt service. Economic events or governmental regulations outside of the control of the borrower could negatively impact the future cash flow and market values of the affected properties.

If the loans that are collateralized by real estate become troubled during a time when market conditions are declining or have declined, then we may not be able to realize the amount of security that we anticipated at the time of originating the loan, which could cause us to increase our provision for credit losses and adversely affect our operating results and financial condition.

Our real estate loans also include construction loans, including land acquisition and development. Construction, land acquisition and development lending involve additional risks because funds are advanced based upon estimates of costs and the estimated value of the completed project. Because of the uncertainties inherent in estimating construction costs, as well as the market value of the completed project and the effects of governmental regulation on real property, it is relatively difficult to evaluate accurately the total funds required to complete a project and the related loan-to-value ratio. As a result, commercial construction loans often involve the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project and the ability of the borrower to sell or lease the property, rather than the ability of the borrower or guarantor to repay principal and interest. If our appraisal of the value of the completed project proves to be overstated, we may have inadequate security for the repayment of the loan upon completion of construction of the project.

Payments on agricultural real estate loans are dependent on the profitable operation or management of the farm property securing the loan. The success of the farm may be affected by many factors outside the control of the borrower, including adverse weather conditions that prevent the planting of a crop or limit crop yields (such as hail, drought and floods), loss of livestock due to disease or other factors, declines in market prices for agricultural products (both domestically and internationally) and the impact of government regulations (including changes in price supports, subsidies and environmental regulations). In addition, many farms are dependent on a limited number of key individuals whose injury or death may significantly affect the successful operation of the farm. If the cash flow from a farming operation is diminished, the borrower's ability to repay the loan may be impaired. The primary crops in our market areas are corn, wheat and soybeans. Accordingly, adverse circumstances affecting these crops could have an adverse effect on our agricultural real estate loan portfolio.

Commercial loans make up a significant portion of our loan portfolio

Our commercial loans are primarily made based on the identified cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. Repayment of our commercial loans is often dependent on the cash flows of the borrower, which may be unpredictable. Most often, this collateral is accounts receivable, inventory, machinery or real estate. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. The other types of collateral securing these loans may depreciate over time, may be difficult to appraise, and may fluctuate in value based on the success of the business.

We also originate agricultural operating loans. As with agricultural real estate loans, the repayment of operating loans is dependent on the successful operation or management of the farm property. Likewise, agricultural operating loans involve a greater degree of risk than lending on residential properties, particularly in the case of loans that are unsecured or secured by rapidly depreciating assets such as farm equipment or assets such as livestock or crops. The primary livestock in our market areas is hogs and beef calves. In these cases, any repossessed collateral for a defaulted loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. The majority of our agricultural customers utilize crop insurance to mitigate the possibility of a large loss within one year on their grain operations. Crop insurance can be structured to be triggered by different factors and claim payment may also be customized, such as based on harvest yields or income generation. Farmers may also use hedging techniques to lock in crop prices and input costs for future production.

Susceptibility to Changes in Regulation

Any changes to state and federal banking laws and regulations may negatively impact our ability to expand services and to increase the value of our business. We are subject to extensive state and federal regulation, supervision, and legislation that govern almost all aspects of our operations. These laws may change from time to time and are primarily intended for the protection of consumers, depositors and the deposit insurance funds. In addition, the Company's earnings are affected by the

monetary policies of the Board of Governors of the Federal Reserve. These policies, which include regulating the national supply of bank reserves and bank credit, can have a major effect upon the source and cost of funds and the rates of return earned on loans and investments. The Federal Reserve influences the size and distribution of bank reserves through its open market operations and changes in cash reserve requirements against member bank deposits. We cannot predict what effect any presently contemplated or future changes in the laws or regulations or their interpretations would have on us, but such changes could be materially adverse to our financial performance. For more information on this subject, see the section under Part I, Item 1 of this Form 10-K captioned "Supervision and Regulation."

Changes in U.S. trade policies, such as the implementation of tariffs, and other factors beyond the Company's control may adversely impact our business, financial condition and results of operations

The ongoing trade policies and potential tariff initiatives being pursued by the U.S. government under the administration of President Trump could present potential risks unique to the markets within which we operate, particularly with respect to the threatened imposition of additional tariffs on certain products imported from countries such as Mexico, Canada, China and the European Union. Many of our commercial borrowers operate in agriculture, food processing, and manufacturing; industries that are particularly sensitive to changes in trade policy. The imposition of tariffs on imported goods, the added potential for retaliatory tariffs by foreign governments, or other similar restrictions on international trade could increase costs for manufacturers, reduce demand for U.S. agricultural exports, and disrupt supply chains. If these factors lead to financial strain on our borrowers, we may experience increased credit risk, higher loan delinquencies, and a potential decline in loan demand.

Additionally, any prolonged trade tensions or the implementation of tariffs could negatively impact the broader economic environment in the Midwest, potentially leading to reduced consumer spending, lower economic growth, and decreased demand for other banking products and services. As a result, our financial performance, including credit quality and loan growth, could be adversely affected by these policy changes. While we actively monitor these developments and work closely with our agricultural customers, there is no assurance that we can fully mitigate the risks posed by potential tariff initiatives or other trade-related disruptions. These factors could materially affect our business, financial condition, and results of operations.

Liquidity Risk

Liquidity measures the ability to meet current and future cash flow needs as they become due. The liquidity of a financial institution reflects its ability to meet loan requests, to accommodate possible outflows in deposits, and to take advantage of interest rate market opportunities. The ability of a financial institution to meet its current financial obligations is a function of its balance sheet structure, its ability to liquidate assets, and its access to alternative sources of funds. The bank failures in 2023 exemplify the potentially catastrophic results of the unexpected inability of insured depository institutions to obtain needed liquidity to satisfy deposit withdrawal requests, including how quickly such requests can accelerate once uninsured depositors lose confidence in an institution's ability to satisfy its obligations to depositors. We continually strive to ensure our funding needs are met by maintaining a level of liquidity through asset and liability management. If we become unable to obtain funds when needed, it could have a material adverse effect on our business, financial condition, and results of operations.

Uninsured Deposit Risk

Uninsured deposits based on FDIC coverage as a percentage of total deposits was 21.3% as of December 31, 2024, and as of the same date, total uninsured deposits (includes public deposits with protection over FDIC) was 10.4%. The use of the financial network products, such as the Certificate of Deposit Account Registry (CDARS) and an Insured Cash Sweep which makes FDIC coverage available to larger depositors, contributes to the low uninsured percentage. Uninsured deposits historically have been viewed by the FDIC as less stable than insured deposits. According to statements made by the FDIC staff and the leadership of the federal banking agencies, customers with larger uninsured deposit account balances often are small- and mid-sized businesses that rely upon deposit funds for payment of operational expenses and, as a result, are more likely to closely monitor the financial condition and performance of their depository institutions. As a result, in the event of financial distress, uninsured depositors historically have been more likely to withdraw their deposits. If a significant portion of our deposits were to be withdrawn within a short period of time such that additional sources of funding would be required to meet withdrawal demands, we may be unable to obtain funding at favorable terms, which may have an adverse effect on our net interest margin. Moreover, our ability to attract core deposit funding during a time of actual or perceived distress or instability in the marketplace may also be severely limited, and interest rates paid for non-deposit borrowings generally exceed the interest rates paid on deposits.

Interest Rate Risk

Changes in interest rates affect our operating performance and financial condition in diverse ways. Our profitability depends in substantial part on our "net interest spread," which is the difference between the rates we receive on loans and investments and the rates we pay for deposits and other sources of funds. Our net interest spread will depend on many factors that are partly or

entirely outside our control, including competition, federal economic, monetary and fiscal policies, and economic conditions generally. Net interest spreads have widened and narrowed in response to these and other factors, which are often collectively referred to as "interest rate risk." The Federal Reserve began increasing the Federal Funds rate in 2022 and continued into 2023 in an effort to tame inflation. These rate increases totaling 550 basis points have negatively impacted our interest spread. Beginning in September of 2024, the Federal Reserve began decreasing the Federal Funds rate which totaled 100 basis points throughout the remainder of the year.

The Bank manages interest rate risk within an overall asset/liability management framework. The principal objectives of asset/liability management are to manage sensitivity of net interest spreads and net interest income to potential changes in interest rates. The Bank also utilizes the net interest margin to analyze the interest rate risk. While the net interest spread measures the asset yield compared to the cost of funds, the net interest margin is equivalent to net interest income divided by earning assets. Both net interest spread and net interest margin are presented in the interest charts within the Management's Discussion and Analysis on interest income and expense. Funding positions are kept within predetermined limits designed to ensure that risk-taking is not excessive and that liquidity is properly managed. In the event that our asset/liabilities management strategies are unsuccessful, our profitability may be adversely affected. For more information regarding the Company's exposure to interest rate risk, see Part II, Item 7A of this Form 10-K.

Interest Rate Risk with Respect to the Value of Our Securities Portfolio

As a result of inflationary pressures and the resulting rapid increases in interest rates over the prior two fiscal years, the trading value of previously issued government and other fixed income securities has declined significantly. These securities make up a majority of the securities portfolio of most banks in the U.S., including the Company's, resulting in unrealized losses embedded in the available-for-sale portion of U.S. banks' securities portfolios. While the Company does not currently intend to sell these securities, if the Company were required to sell such securities to meet liquidity needs, it may incur losses, which could impair the Company's capital, financial condition, and results of operations and require the Company to raise additional capital on unfavorable terms, thereby negatively impacting its profitability. While the Company has taken actions to maximize its funding sources, there is no guarantee that such actions will be successful or sufficient in the event of sudden liquidity needs.

Attraction and Retention of Key Personnel

Our success depends upon the continued service of our senior management team and upon our ability to attract and retain qualified financial services personnel. Competition for qualified employees is intense. In our experience, it can take a significant period of time to identify and hire personnel with the combination of skills and attributes required in carrying out our strategy. If we lose the services of our key personnel or are unable to attract additional qualified personnel, our business, financial condition, results of operations and cash flows could be adversely affected.

A key component of employee retention is providing a fair compensation base combined with the opportunity for additional compensation for above average performance. In this regard, the Company and the Bank use two incentive programs. The Company uses a stock award program to recognize and incentivize officers of the Bank. Under the long-term incentive compensation plan, restricted stock awards may be granted to officers. The amount of shares to be granted each year is determined by the Board Compensation Committee and may vary each year in its amount of shares and the number of recipients. The Compensation Committee determines the number of shares to be awarded overall and to the Chief Executive Officer ("CEO") specifically. The CEO then makes recommendations to the committee as to the recipients of the remaining shares. The full Board of Directors approves the action of the Committee. Since the plan's inception in 2005, all granted stock awards have utilized a three year cliff vesting feature. This is viewed as a retention aid as the awards may be forfeited should an officer leave employment during the vesting period.

A second incentive program of the Bank is based on cash compensation of which almost all employees participate (excluding commission based employees and other employees paid for specific higher paid positions, such as peak time). A discussion of executive officer pay is incorporated within the proxy and as such, this discussion will pertain to all other employees. The Bank splits the incentive based on pay ranges and position with each having a percentage of base pay used for the incentive. The employees are paid a cash incentive based on the projected overall performance of the Bank in terms of Return of Average Assets ("ROA") and the achievement of pre-established team and/or individual goals. The Compensation Committee determines the target performance levels on which the percentage of pay will be based. The Committee takes into account the five and ten year trend of ROA along with budget forecasted for the next year and the Bank's past year performance. The Committee also considers the predicted banking environment under which the Bank will be operating. In prior years, with the formation of the Captive, the ROA goal had been exclusive of the effect of the additional insurance expense at the Bank level, as well as other expenses as agreed upon by the Compensation Committee. The majority of lower based employees receive incentive pay in December of the same year based on the year-to-date base compensation through the last pay received in November.

Higher pay range employees, other than executive officers, may receive incentive pay based on additional criterion. These individuals are rewarded based on overall ROA of the Bank along with individual pre-established goals. Non-executive officers, therefore, have incentive pay at risk for individual performance. The individualized goals are recommended by each individual's supervisor and are approved by an incentive committee of the Bank. The goals are designed to improve the performance of the Bank while also limiting the risk of a short-term performance focus. For example, a lending officer may be given two goals of which one is to grow loans within specific targets and another is tied to a specific level of past dues and charge-offs. The second goal limits the ability to be rewarded for growth at all costs along with the specific target levels within the growth goal itself. Non-executive officers in a support department may be given goals which create efficiencies, ensure compliance with procedures, or generate new fee or product opportunities. On average, three to four goals were given to each non-executive officer in 2024. Non-executive officers are paid cash incentives based on the year-end ROA of the Bank and receive it within the first quarter of the following year. Should the ROA be forecasted to be positive but below the base target set by the Board, the covered non-executive officers are paid an incentive under the same basis and timing as lower based employees disclosed above.

The percentages of base pay on which the incentive is calculated graduates higher as does the responsibility level of the employee and their ability to impact the financial performance of the Bank. These percentages are recommended by management to the Compensation Committee and Board for approval. The cash incentive plan along with its targets and goals are subject to modification at the Compensation Committee and Board's discretion throughout each year.

Dividend Payout Restrictions

We currently pay a quarterly dividend on our common shares. However, there is no assurance that we will be able to pay dividends in the future. Dividends are subject to determination and declaration by our Board, which takes into account many factors. The declaration of dividends by us on our common stock is subject to the discretion of our Board and to applicable state and federal regulatory limitations. The Company may receive dividends from the Bank which is subject to restrictions and limitations in the amount and timing of the dividends it may pay to the Company. The Bank declared additional dividends the fourth quarter to provide this liquidity to the Company. In prior years, the Captive upstreamed dividends to the Company when reserve levels were adequately provided for and did not exceed the net income of the prior twelve months. Please see Note 17 in the notes to consolidated financial statements for additional information on dividend payout restrictions.

Maintaining Compliance with Regulatory Capital Requirements

Under regulatory capital adequacy guidelines, we must meet guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items. Failure to meet minimum capital requirements could have a material effect on our financial condition and could subject us to a variety of enforcement actions, as well as certain restrictions on our business. Failure to maintain the status of "well-capitalized" under the regulatory framework could adversely affect the confidence that our customers have in us, which may lead to a decline in the demand for or a reduction in the prices that we are able to charge for our products and services. Failure to meet the guidelines could also limit our access to liquidity sources.

Access to New Capital

We may at some point need to raise additional capital to maintain our "well-capitalized" status. Any capital we obtain may result in the dilution of the interests of existing holders of our stock. Our ability to raise additional capital, if needed, will depend on conditions in the capital markets at that time, which are outside our control, and on our financial condition and performance. Accordingly, we cannot make assurances of our ability to raise additional capital if needed, or if the terms will be acceptable to us.

Anti-Takeover Provisions

Provisions of our Articles of Incorporation and Ohio law could have the effect of discouraging takeover attempts which certain stockholders might deem to be in their interest. These anti-takeover provisions may make us a less attractive target for a takeover bid or merger, potentially depriving shareholders of an opportunity to sell their shares of common stock at a premium over prevailing market prices as a result of a takeover bid or merger.

Compliance with Environmental Laws

A significant portion of our loan portfolio is secured by real property. We may foreclose on and take title to certain real property. There is a risk that hazardous substances could be found on the property and we may be liable for remediation costs, personal injury and/or property damage. We may incur substantial expenses to comply with environmental laws which may materially reduce the property's value or limit our ability to dispose of the property. The remediation costs and any other financial liabilities associated with the property could have a material adverse effect on our financial condition and results of operations.

Climate Change and Agricultural Sector Risk

The Company operates in a region of the United States that is heavily reliant on the agricultural sector, which represents a significant portion of the local economy. The Company's operations and loan portfolio are concentrated in northwest Ohio and northeast Indiana, regions that have been increasingly affected by extreme weather events such as heavy rainfall, flooding, tornadoes, and droughts. As climate change continues to impact weather patterns and environmental conditions in our geographic region, the agricultural sector faces increased risks associated with increased volatility in crop yields, more frequent and severe extreme weather events (such as droughts, floods, and storms), and changing agricultural growing seasons. Such climate-related factors may result in greater financial strain on the agricultural businesses and farming communities that form a substantial part of our customer base. This, in turn, could lead to higher default rates on loans, lower demand for agricultural credit, and decreased collateral values for agricultural loans. Additionally, disruptions to regional supply chains, rising insurance costs, and the potential for reduced investment in the area may exacerbate the overall economic instability in our market.

While we have implemented practices to mitigate against these risks, including monitoring agricultural sector exposure and diversifying our loan portfolio, the long-term financial stability of the regional economy remains vulnerable to the potential impacts of climate change. As a result, our financial condition and results of operations could be materially adversely affected by the consequences of climate change on the agricultural sector and the broader regional economy.

Technological Change

Our industry is susceptible to significant technological changes in the future as there continue to be a high level of new technology driven products and services introduced. Technological advancement aids the Company in providing customer service and increases efficiency. Our national competitors have more resources to invest in technological changes and associated required resources. As a result, they may be able to offer products and services that are more technologically advanced and that may put us at a competitive disadvantage. Our future depends on our ability to analyze technological changes to determine the best course of action for our business, customers and shareholders.

Potential Impact of Artificial Intelligence and Quantum Computing on Our Operations and Competitiveness

The rapid development and implementation of advanced technologies, including artificial intelligence ("AI") and quantum computing, present both opportunities and risks to our business. AI technologies are being increasingly adopted across the financial services industry to enhance operational efficiencies, optimize decision-making, and improve customer experience. Similarly, quantum computing, though still in early stages, has the potential to revolutionize areas such as data encryption, portfolio optimization, and risk modeling. However, the pace at which competitors and other financial institutions adopt these technologies may create challenges for our ability to remain competitive. For instance, if we are unable to effectively implement or keep pace with advancements in AI and quantum computing, we may experience a competitive disadvantage, which could result in decreased market share, reduced profitability, and strained customer relationships. Furthermore, the integration of these technologies into banking operations may require significant investments in infrastructure, talent acquisition, and cybersecurity measures, which could have a material adverse effect on our financial performance and operations.

In addition to competitive risks, there is also the potential for AI and quantum computing to be misused, including by malicious actors seeking to exploit these technologies for fraudulent activities. As a result, our systems could be targeted for exploitation by such actors, leading to risks such as unauthorized transactions, identity theft, and other forms of financial fraud. Similarly, quantum computing, when it matures, could potentially undermine the security of current encryption methods, exposing us and our customers to heightened cybersecurity risks. While we are actively monitoring and investing in security measures to address these emerging threats, there is no guarantee that we will be able to prevent all potential risks associated with the misuse of these technologies.

As a result, the risks associated with the rapid evolution of AI and quantum computing may have an adverse effect on our ability to compete effectively, as well as expose us to new forms of fraud and cybersecurity threats, which could materially affect our business, financial condition, and results of operations.

Operational Risks

We are subject to certain operational risks, including, but not limited to, data processing system failures and errors, customer or employee fraud and catastrophic failures resulting from terrorist acts or natural disasters. We maintain a system of internal controls to mitigate against such occurrences and maintain insurance coverage for such risks that are insurable, but should such an event occur that is not prevented or detected by our internal controls, uninsured or in excess of applicable insurance limits, it could have a significant adverse impact on our business, financial condition or results of operations.

Our operations are dependent on our ability to process financial transactions in a secure manner. Failure in or breach of our operational or security systems or infrastructure, or those of our third-party vendors and other service providers, could disrupt our business or the businesses of our customers, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses. We must ensure that information is properly protected from a variety of threats such as cyber attacks, error, fraud, sabotage, terrorism, industrial espionage, privacy violation, service interruption, and natural disaster. These threats arise from numerous sources including human error, fraud on the part of employees or third parties, technological failure, telecommunication outages, and severe weather conditions. Information security risks for financial institutions like us have increased recently in part because of new technologies, the increased use of the internet and telecommunications technologies (including mobile devices and cloud computing) to conduct financial and other business transactions, political activism, and the increased sophistication and activities of organized crime. Although we employ detection and response mechanisms designed to contain and mitigate security incidents, early detection may be thwarted by persistent sophisticated attacks and malware designed to avoid detection.

Any activity that jeopardizes our network and the security of the information stored thereon may result in significant cost and have a significant adverse effect on our reputation. We maintain insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cyber risks. Such insurance coverage may be insufficient to cover all losses.

Any successful cyber attack or other security breach involving the misappropriation or other unauthorized disclosure of confidential customer information or that compromises our ability to function could severely damage our reputation, erode confidence in the security of our systems, products and services, expose us to the risk of litigation and liability, disrupt our operations and have a material adverse effect on our business. Any successful cyber attack may also subject the Company to regulatory investigations, litigation or enforcement, or require the payment of regulatory fines or penalties or undertaking costly remediation efforts with respect to third parties affected by a cyber security incident, all or any of which could adversely affect the Company's business, financial condition or results of operations and damage its reputation.

We are constantly at risk of increased losses from fraud

Criminals are committing fraud at an increasing rate and are using more sophisticated techniques. In some cases, these individuals are part of larger criminal rings, which allow them to be more effective. Such fraudulent activity has taken many forms, ranging from debit card fraud, check fraud, mechanical devices attached to ATM machines, social engineering and phishing attacks to obtain personal information, or impersonation of clients through the use of falsified or stolen credentials. Additionally, an individual or business entity may properly identify itself, yet seek to establish a business relationship for the purpose of perpetrating fraud. An emerging type of fraud even involves the creation of synthetic identification in which fraudsters "create" individuals for the purpose of perpetrating fraud. Further, in addition to fraud committed directly against us, the Company may suffer losses as a result of fraudulent activity committed against third parties. Increased deployment of technologies, such as chip card technology and dual authentication, defray and reduce certain aspects of fraud; however, criminals are turning to other sources to steal personally identifiable information, such as unaffiliated healthcare providers and government entities, in order to impersonate the consumer and thereby commit fraud.

Potential Inadequacy of our Allowance for Credit Losses

Like all financial institutions, we maintain an allowance for credit losses to provide for loan defaults and non-performance. Our allowance for credit losses is based on our historical loss experience and forward-looking data as well as an evaluation of the risks associated with our loan portfolio, including the size and composition of the loan portfolio, current economic conditions and concentrations within the portfolio. The determination of the appropriate level of the allowance for credit losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require an increase in the allowance for credit losses. In addition, bank regulatory agencies periodically review our allowance for credit losses and may require an increase in the provision for credit losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed expectations, we will need additional provisions to increase the allowance for credit losses. Any increases in the allowance for credit losses may result in a decrease in net income and capital and may have a material adverse effect on our financial condition and results of operations.

In June 2016, the Financial Accounting Standards Board (FASB) issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments," which replaced the "incurred loss" model for recognizing credit losses with an "expected loss" model referred to as the Current Expected Credit Loss model, or "CECL." Under the CECL model, we are required to present certain financial assets carried at amortized cost, such as loans held for investment and held-to-maturity debt securities, at the net amount expected to be collected. The measurement of expected credit losses is based on information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. This measurement takes place at the time the financial asset is first added to the

balance sheet and periodically thereafter. This differs significantly from the "incurred loss" model previously required under GAAP, which delayed recognition until it was probable a loss had been incurred. Accordingly, the adoption of the CECL model materially affects how we determine our allowance for credit losses. Moreover, the CECL model may create more volatility in the level of our allowance for credit losses. If we are required to increase our level of allowance for credit losses for any reason, such increase could adversely affect our business, financial condition and results of operations.

The new CECL standard became effective for us on January 1, 2023. Please see Note 1 in the notes to consolidated financial statements for additional information.

Attraction of Deposits and other Short-term Funding

In managing our liquidity, our primary source of short-term funding is customer deposits. Our ability to continue to attract these deposits, and other short-term funding sources, is subject to variability based upon a number of factors, including the relative interest rates we are prepared to pay for these liabilities and the perception of safety of those deposits or short-term obligations relative to alternative short-term investments. The availability and cost of credit in short-term markets depends upon market perceptions of our liquidity and creditworthiness. Our efforts to monitor and manage liquidity risk may not be successful or sufficient to deal with dramatic or unanticipated changes in event-driven reductions in liquidity. In such events, our cost of funds may increase, thereby reducing our net interest revenue, or we may need to dispose of a portion of our investment portfolio, which, depending on market conditions, could result in our realizing a loss or experiencing other adverse consequences.

Global Economic and Geopolitical Instability and Inflationary Risks

Geopolitical conditions, terrorist attacks, military conflicts, natural disasters, severe weather, widespread health emergencies or pandemics, information security or cybersecurity incidents (including intrusion into or degradation or unavailability of systems or technology by cyberattacks), operational incidents and other catastrophic events can have a material adverse effect on our business. Political and social conditions, including actions upending geopolitical stability, such as from tensions involving China and the U.S., and other geopolitical tensions like the ongoing conflicts between Russia and Ukraine and Israel and Hamas, may escalate or result in additional conflicts. In addition, fiscal and monetary policies, trade wars and tariffs, labor shortages, regional or domestic hostilities, economic sanctions and the prospect or occurrence of more widespread conflicts could also negatively affect our business, operations and partners, consumer and business spending, including consumer spending patterns and business investment, and demand for credit.

Pandemic Risk

Although U.S. and global economies may have lingering effects from the COVID-19 pandemic, certain adverse consequences of the pandemic, such as inflationary pressures, continue to impact the macroeconomic environment and could adversely affect our business. The global macroeconomic outlook continues to remain uncertain due to a variety of other factors as well, including lasting impacts to the labor market and ongoing supply chain disruptions. The extent to which our business and results of operations may continue to be adversely affected by this macroeconomic uncertainty will depend on numerous evolving factors and future developments; the extent and duration of lingering effects on the economy, inflation, consumer confidence and consumer and business spending.

Indiana and Ohio are leading producers of poultry, eggs and poultry products, and rank at the top in the country in production of ducks, eggs, turkeys, and are significant producers of broilers. In January 2025, there was a documented regional increase in incidents of a highly contagious avian influenza known as H5N1 bird flu, which occurred in the Indiana counties of Jay, Allen and Adams, and the Ohio counties of Mercer and Van Wert. To date, Ohio had the most confirmed cases of avian flu in the United States, with the virus having affected approximately 50 commercial flocks, including turkey, duck, and egg farms. The Bank currently has loan customers in these counties who operate in the poultry industry and whose operations may be highly vulnerable to any significant outbreak of the virus, which could materially affect their ability to operate and therefore repay their loans. The Bank continues to actively monitor this highly fluid situation.

Limited Trading Market

The Company has its shares of stock listed and traded on the NASDAQ Capital Market. The Company’s trading symbol is “FMAO.”

ITEM 1b. UNRESOLVED STAFF COMMENTS

None.

ITEM 1c. CYBERSECURITY

Board Oversight Responsibilities

The Board of Directors bears the ultimate responsibility for ensuring that an adequate cyber and information technology risk (IT risk) management framework is in place and functioning as intended. IT risk focuses on information and information systems, especially the most critical and vital information assets. Without reliable and properly secured information systems, business operations could be severely disrupted. Likewise, the preservation and enhancement of the Company's reputation is directly linked to the way in which both information and information systems are managed. Maintaining an adequate level of security is one of several important aspects of managing IT risk. The Board's oversight responsibility in this respect includes oversight of the Company's vendor management program and the periodic evaluation of the Company's IT risk management controls.

The Board of Directors implements its IT risk oversight obligations primarily through the Board's Enterprise Risk Management Committee (ERM Committee). The primary function of the ERM Committee is to advise the Board of Directors regarding the enterprise risk management framework of the Company and to provide oversight to assist the Board of Directors in supervising enterprise risk management activities. The ERM Committee reviews and defines risk exposure limits for each specified risk category, including IT risk, while taking into consideration strategic goals and objectives and current market conditions. The Board ERM Committee reviews and approves any necessary changes to risk exposure limits after careful consideration of any changes in market conditions or corporate strategy and adopts guidelines, through the input of the Management Risk Committee's analysis and discussion, regarding the maximum loss exposure the Bank is able and willing to assume.

The Management Risk Committee is comprised of various members of Senior Management, Department Leaders, Compliance, Internal Audit and Risk Management. The Management Risk Committee is responsible for loss control and day-to-day oversight of the risk management function. Management Risk Committee meetings are held monthly. Results of the monthly review of risk categories are reported to the Board of Directors Enterprise Risk Management Committee (ERM) each quarter. In addition, the Company's risk position is reported to the Board of Directors quarterly.

At least annually, the Board of Directors reviews and approves the risk management program and policies based on information presented throughout the year from the ERM Committee and the Management Risk Committee.

In addition, the Information Systems (IS) Steering Committee, which is chaired by the Company's Chief Information Officer, serves as an advisory group providing assistance and guidance to management regarding customer information security, information systems planning, systems management organization, systems performance, business continuity, information security, system related expenditures, vendor management, and related policies and procedures. The IS Steering Committee meets on a monthly basis. Formal meeting minutes serve to document decisions and recommendations by the IS Steering Committee and are reported to both the Management Risk Committee and the Board ERM Committee. Management has appointed the Chief Information Officer the responsibility for overall management of the Company's "front line" IT risk.

Material Impact of Cyber Risk

As discussed more thoroughly below, the Company devotes significant resources to implement, maintain, monitor and regularly upgrade our systems and networks with measures such as intrusion detection and prevention and firewalls to safeguard critical business applications. The additional cost to the Company of our cyber security monitoring and protection systems and controls includes the cost of hardware and software, third party technology providers, consulting, and legal fees, in addition to the incremental cost of our personnel who focus a substantial portion of their responsibilities on cyber security. With the assistance of third-party service providers, we continue to implement security technology and establish procedures to maintain network security. As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. In addition, we maintain insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cyber risks, but such insurance coverage may not always be sufficient to cover all losses.

IT Risk and Vendor Management

We rely on third-party service providers to leverage subject matter expertise and industry best practice, provide enhanced products and services, and reduce costs. Although there are benefits in entering into third-party relationships with vendors and others, there are risks associated with such activities. When entering a third-party relationship, the risks associated with that activity are not passed to the third-party but remain our responsibility. At the direction of the Board and pursuant to its ultimate oversight, management is charged with the development and maintenance of a comprehensive vendor management program. In that respect, Company management has appointed the IS Steering Committee, chaired by the Chief Information Officer, to oversee the Company’s vendor management program. The vendor management program is used to identify, measure, monitor, and control the risks associated with outsourcing arrangements. While focusing on information and operational risks, outsourced relationships are reviewed through structured assessments and addressed from an end-to-end perspective. While we have implemented a vendor management program to actively manage the risks associated with the use of third-party service providers, any problems caused by third-party service providers could adversely affect our ability to deliver products and services to our customers and to conduct our business. Replacing a third-party service provider could also take a long period of time and result in increased expenses.

Internal and External Risk Evaluations

An annual Information Technology Audit, which is facilitated by the Internal Audit Department, is conducted via a co-sourcing agreement with a third-party auditor. The objective of the IT audit is to evaluate the effectiveness and efficiency of operations, test the reliability of data and IT controls, and ensure compliance with applicable laws, regulations, guidance, and industry best practices. The audit scope addresses IT Governance, IT Management, IT Operations, and IT Security. Testing of the internal network environment and external network perimeter are included in the Results of the IT Audit and are reviewed with the IS Steering Committee and Company management. For any exceptions identified, a responsible party is assigned, and action plans are developed to address corrective measures. The final results of the IT Audit are reviewed with the Board Audit Committee. The status of unresolved audit issues along with their priority ratings is reported to both Management's IS Steering Committee and the Board Audit Committee at each meeting.

In addition, in accordance with Gramm-Leach-Bliley Act requirements regarding safeguarding and protecting customer information, an Information Security Risk Assessment is conducted at least annually by the Risk Department and reviewed with the Management Risk Committee, the ERM Committee, and the Board of Directors. A risk analysis is performed to evaluate current processes, identify information assets, and determine the adequacy of the safeguarding and protection of confidential customer information collected and maintained. For each information asset identified, the criticality of the asset, the threats to the defined asset, the likelihood of compromise of the asset, the business impact if an asset is compromised, and an overall risk rating for each asset are defined. The results of this assessment are reviewed with the IS Steering Committee and the Risk Committee and reported at least annually to the Board ERM Committee.

ITEM 2. PROPERTIES

Our principal office is located in Archbold, Ohio.

The Bank operates from its principal office located at 307 North Defiance Street, Archbold, Ohio. In addition, the Bank owns the property from 200 to 208 Ditto Street, Archbold, Ohio, which it uses for Bank parking and a community mini-park area. The Bank owns real estate at two locations, 207 Ditto Street and 209 Ditto Street in Archbold, Ohio upon which the bank built a commercial building to be used for storage, and a parking lot for company vehicles and employee parking. The Bank also owns real estate across from the main facilities to provide for parking.

The Bank occupies an Operations Center at 620 S. Clyde's Way in Archbold, Ohio to accommodate our growth over the years which includes drive-up services. The Bank owns a parking lot in downtown Montpelier which is provided for community use.

The Bank owns all of its office locations, with the exception of the asterisked offices below. These eight office locations are leased.

The Bank currently maintains retail banking offices at the following locations:

Office	Location	Date Opened
Archbold, Ohio	307 N Defiance Street	04/1897
Wauseon, Ohio	1130 N Shoop Avenue	11/1973
Stryker, Ohio	300 S Defiance Street	03/1981
West Unity, Ohio	200 W Jackson Street	10/1981
Delta, Ohio	101 Main Street	06/1985
Bryan, Ohio	1000 S Main Street	06/1992
Napoleon, Ohio	2255 Scott Street	02/1995
Montpelier, Ohio	1150 E Main Street	06/1998
Swanton, Ohio	7 Turtle Creek Circle	11/1999
Defiance, Ohio	1175 Hotel Drive	07/2001
Perrysburg, Ohio	7001 Lighthouse Way	11/2007
Butler, Indiana	200 S Broadway	12/2007
Auburn, Indiana*	406 Smaltz Way	12/2007
Angola, Indiana*	2310 N Wayne Street	08/2008
Hicksville, Ohio	100 N Main Street	07/2010
Waterville, Ohio	8720 Waterville-Swanton Road	05/2013
Custar, Ohio	22973 Defiance Pike	12/2013
Sylvania, Ohio	5830 Monroe Street	08/2014
Fort Wayne, Indiana	12106 Lima Road	04/2016
Bowling Green, Ohio*	1072 N Main Street	10/2016
Findlay, Ohio	1660 Tiffin Avenue	01/2018
Geneva, Indiana	215 E Line Street	01/2019
Monroe, Indiana	150 W Washington Street	01/2019
Berne, Indiana	718 US Highway 27 N	01/2019
Portland, Indiana	1451 N Meridian Street	01/2019
Decatur, Indiana	1118 S 13th Street	01/2019
Fort Wayne, Indiana	7370 Illinois Road	04/2021
Ossian, Indiana	102 N Jefferson Street	04/2021
Bluffton, Indiana*	111 E Oak Forest Drive	04/2021
Urbana, Ohio	120 N Main Street	10/2021
Sidney, Ohio	101 E Court Street	10/2022
Anna, Ohio	403 S Pike Street	10/2022
Jackson Center, Ohio	115 E Pike Street	10/2022
Oxford, Ohio*	335 S College Avenue	04/2023
Toledo, Ohio*	120 N Summit Street	06/2023
Birmingham, Michigan*	220 Park Street, Suite 104	10/2023
Fort Wayne, Indiana*	128 W Wayne Street	10/2023

All offices except the Butler, Indiana location have onsite ATM services.

The Bank's LPOs at the following locations are all leased:

LPO	Location
Muncie, Indiana	1208 W White River Boulevard
Bryan, Ohio	206 W High Street
West Bloomfield, Michigan	7031 Orchard Lake Road
Perrysburg, Ohio	5203 Levis Commons Boulevard
Troy, Michigan	3001 West Big Beaver Road

F&M Insurance Agency, LLC operates from our principal office at 307 North Defiance Street; Archbold, OH 43502.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings, other than ordinary routine proceedings incidental to the business of the Company or its subsidiaries, to which we are a party or of which any of our properties are the subject.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

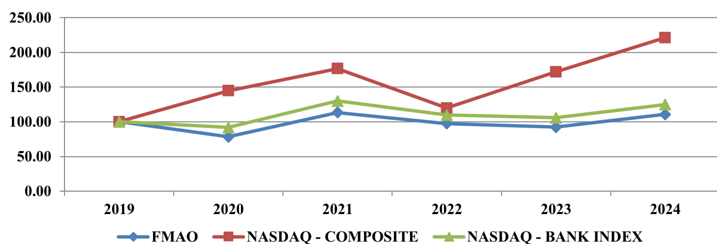
The Company's common stock is listed on the NASDAQ Stock Market LLC under the trading symbol "FMAO."

The Company utilizes Computershare as its transfer agent.

As of December 31, 2024, there were 1,900 record holders of our common stock of which 54.81% of the outstanding shares are being held in brokerage accounts or "street name" and only considered as one record holder.

Below is a line-graph presentation comparing the cumulative total shareholder returns for the Company, an index for NASDAQ Stock Market (U.S. Companies) comprised of all domestic common shares traded on the NASDAQ National Market System and the NASDAQ Bank Index for the five-year period ended December 31, 2024. The chart compares the value of $100 invested in the Company and each of the indices and assumes investment on December 31, 2019 with all dividends reinvested.

The Board of Directors recognizes that the market price of stock is influenced by many factors, only one of which is performance. The stock price performance shown on the graph is not necessarily indicative of future performance.



	2020	2021	2022	2023	2024
FMAO	78.47	113.43	97.39	92.31	110.66
NASDAQ - COMPOSITE	144.74	176.54	120.00	171.95	221.29
NASDAQ - BANK INDEX	91.88	129.99	109.84	105.86	124.99

Dividends are declared and paid quarterly. Per share dividends declared for the years ended 2024 and 2023 are as follows:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total
2024	$ 0.22000	$ 0.22000	$ 0.22125	$ 0.22125	$ 0.88250
2023	$ 0.21000	$ 0.21000	$ 0.21000	$ 0.22000	$ 0.85000

Dividends declared during 2024 were $0.8825 per share totaling $11.9 million, 3.8% higher than 2023 declared dividends of $0.85 per share. During 2024, the Company awarded 60,169 shares to 111 employees and 5,811 shares were forfeited under its long term incentive plan. At year-end 2024, the Company held 864,889 shares in Treasury stock and 158,183 in unearned stock awards.

Dividends declared during 2023 were $0.85 per share totaling $11.5 million, 4.6% higher than 2022 declared dividends of $0.8125 per share. During 2023, the Company awarded 64,225 shares to 113 employees and 6,350 shares were forfeited under its long term incentive plan. At year-end 2023, the Company held 899,784 shares in Treasury stock and 151,350 in unearned stock awards.

The Company currently expects to continue to maintain the payment of its quarterly dividend consistent with its past practices.

The Company continues to have a strong capital base.

	2024	2023
Tier I Leverage Ratio	8.12%	7.86%
Risk Based Capital Tier I	10.44%	9.75%
Total Risk Based Capital	12.80%	11.51%
Stockholders' Equity/Total Assets	9.96%	9.64%

There was no treasury stock repurchased for the quarter ended December 31,2024.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Programs	Remaining Share Repurchases Authorization [1]
10/1/2024				
to	-	-	-	638,500
10/31/2024				
11/1/2024				
to	-	-	-	638,500
11/30/2024				
12/1/2024				
to	-	-	-	638,500
12/31/2024				
Total	-	-	-	638,500

[1] From time to time, the Company purchases shares in the market pursuant to a stock repurchase program publicly announced on January 16, 2024. On that date, the Board of Directors authorized the repurchase of up to 650,000 common shares between January 16, 2024 and December 31, 2024.

On January 28, 2025, the Company announced the authorization by its Board of Directors for the Company’s repurchase, either on the open market, or in privately negotiated transactions, of up to 650,000 shares of its outstanding common stock commencing January 28, 2025 and ending December 31, 2025.

ITEM 6. RESERVED

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

Reclassification

Certain amounts within the noninterest income and noninterest expense section of the Company's consolidated statements of income have been reclassified to conform with current year presentation to provide additional information to the reader.

Revision of Previously Issued Financial Statements

The Company has voluntarily revised amounts reported in previously issued financial statements for the periods presented in this Annual Report on Form 10-K to correct two immaterial errors.

Within the loans disclosure (Note 4), the vintage loan tables that represent the risk category of loans by portfolio class and year of origination as of December 31, 2023 have been updated to separate origination year 2019 from the prior year for the term loans amortized cost basis.

Within the derivative financial instruments disclosure (Note 18), the derivative fair value on the tables that present a summary of interest rate swap derivatives designated as fair value accounting hedges of fixed-rate receivables used in the Bank's asset/liability management activities listing notional value, weighted average remaining maturity and weighted average rate included a clerical error that has been corrected to match the derivative fair value presented on two other tables as of December 31, 2023.

These revisions had no effect on total assets, stockholders’ equity or net income as previously reported.

The Company evaluated the impact of the improper adherence to disclosure requirements and clerical errors to our previously issued financial statements in accordance with SEC Staff Accounting Bulletins No. 99 and No.108 and, based upon quantitative and qualitative factors, determined the errors were not material to the previously issued financial statements and disclosures included in our Annual Report on Form 10-K for the year ended December 31, 2023.

Critical Accounting Policies and Estimates

The Company’s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, and the Company follows general practices within the financial services industry in which it operates. At times the application of these principles requires management to make assumptions, estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. These assumptions, estimates and judgments are based on information available as of the date of the financial statements. As this information changes, the financial statements could reflect different assumptions, estimates and judgments. Certain policies inherently have a greater reliance on assumptions, estimates and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Examples of critical assumptions, estimates and judgments are when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not required to be recorded at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability must be recorded contingent upon a future event.

All significant accounting policies followed by the Company are presented in Note 1 to the consolidated financial statements. These policies, along with the disclosures presented in the notes to the consolidated financial statements and in the management's discussion and analysis of financial condition and results of operations, provide information on how significant assets and liabilities are valued and how those values are determined for the financial statements. Based on the valuation techniques used and the sensitivity of financial statement amounts to assumptions, estimates and judgments underlying those amounts, management has identified the Allowance for Credit Losses (ACL) as the accounting area that requires the most subjective or complex judgments, and as such could be the most subject to revision as new information becomes available.

The total allowance for credit losses represents management's estimate of credit losses inherent in the Bank's loan portfolio and unfunded loan commitments at the report date. The estimate is a composite of a variety of factors including experience, collateral value, and the general economy. The collection and ultimate recovery of the book value of the collateral, in most cases, is beyond our control.

For more information regarding the estimate and calculation used to establish the ACL, please see Note 1 to the consolidated financial statements provided herewith.

2024 in Review

The strategic plan for 2024 was to slow our loan growth and focus on improving our profitability while realigning our balance sheet. The benefits of that plan continue to show in our financial performance as compared to year end 2023 and in each quarter of 2024. Net interest margin was 2.84% for the fourth quarter 2024 compared to 2.57% for the same quarter 2023. This resulted in almost $2.9 million more in net interest income in comparing the same time periods. In total for 2024 as compared to 2023, over $4.5 million more was earned in net interest income. This is a confirmation of the plan and highlights the improvement heading into 2025.

In terms of balance sheet realignment, total loans decreased 0.75%, or $19.3 million, when comparing the balances as of December 31, 2024, to same date 2023. The largest decreases were in commercial real estate and consumer. A part of the realignment was to increase deposits and improve liquidity. Total assets increased 2.5% to $3.36 billion with cash-to-assets ratio improving to 5.3% at year-end 2024 compared to 4.3% at year-end 2023. This was funded by increased deposits of 3.0% in 2024 to end at $2.69 billion.

Where the focus has remained unchanged through the years is in asset quality. As of December 31, 2024, past dues over 30 days remain well contained at 0.22% of loans and average 0.46% for the year. Non-accruals were down significantly, mostly due to one relationship for $3.6 million paying off completely and a $16.5 million relationship being reduced to $7.1 million and payments brought current. Both loans are in the Agricultural industry. Non-accruals were down from 0.87% to 0.12% from year-end 2023 to year-end 2024. Special Mention loans were reduced $63 million due to upgrades and some migration to Substandard, which increased $25 million for the year. But overall, the Watch List, which is comprised of loans designated as Special Mention, Classified and Doubtful, was reduced $38.4 million in 2024. Watch List loans are down from 4.09% of loans on December 31, 2023, to 2.60% of loans on December 31, 2024.

F&M Commercial Banking Division saw loan demand slow throughout 2024 with increased activity in the fourth quarter in comparison to the previous two quarters. Lending rates increased throughout 2024 with some retraction with the Federal Reserve rate cuts beginning in September. Commercial clients entered 2024 with concerns surrounding the availability of materials, but inflationary impacts remained the biggest concern throughout 2024. Credit quality of the commercial portfolio remains solid and fourth quarter collateral values and auction values are still holding consistent with previous quarters. Fourth Quarter 2024 past dues and delinquencies were low again for the F&M portfolio, but the team continues to monitor the portfolio closely for the impact of higher rates and inflationary pressures.

We continue to increase our floating rate loan exposure and have increased our CRE and multi-family loans pledged to FHLB to provide additional liquidity. We have seen an increase in line of credit utilization. Unfunded construction exposure is down as loans have funded which aided the improvement in asset yield.

Throughout our market area, yields for our grain farmers were mostly average but better than anticipated given the dry growing conditions in 2024 through much of our market area. Commodity prices have declined below levels we have seen the last several years with the anticipation that net farm income will decline in 2024. The financial performance of our Agricultural portfolio will continue to be monitored, but the overall sound financial position of the portfolio is believed to be well positioned for the typical cycles we see in production agriculture. Our livestock and agricultural business clientele have performed well but certain sectors may also show a decline in revenue as farmer spending declines. Loan demand has remained flat. The performance of our agricultural portfolio continues to remain strong.

The consumer secondary real estate market had more activity in the second half of 2024 with the third quarter recording the most activity. Home Equity loans remain a constant contributor in keeping our home loan originators busy. The other constant is our nontraditional borrower and their need for financing. Mortgage rates declined in the third quarter and remained in the low 6's which has aided in keeping lenders active. Housing inventory is still low but has seen a slight increase. The Bank's Home Loan Team continues to find the best mortgage solutions for all our clients while looking for opportunities to help with housing initiatives in the underserved areas of our communities utilizing our Hometown Advantage Mortgage program.

Another offering we are excited to be a part of is the OHIO HOMEBUYER PLUS saver program offered in conjunction with the State of Ohio to future Ohio homeowners to save for a home purchase within the next five years. During the third quarter, the State of Ohio changed the terms of the offering due to the extremely unexpected high demand for the program. The Bank suspended offering of the product until such time as we could adjust our offering to the new conditions of the State. We began

to offer again in the fourth quarter under modified terms. The Bank can offer a higher than market interest rate to our depositor with the State placing a lower than market rate CD with the Bank to provide funding. The adjusted program is capped at $100 million in use and an account limitation of $100 thousand with the State only matching the first $25,000 with a lower than market rate.

Net noninterest income and expense was a higher expense of nearly $1.8 million for 2024 as compared to 2023. The largest fluctuation in noninterest income was caused by the establishment of agricultural servicing rights in 2023, decreasing the line-item loan servicing income in noninterest income by almost $1.9 million in 2024 as compared to 2023. The largest fluctuation in noninterest expense was the savings in data processing and ATM expense of $2.6 million due to the application of credits from a renegotiated core processing contract. These savings were offset by higher employee costs of $4.3 million in 2024 as compared to 2023. Salary and wages were impacted by a higher incentive being awarded from the stronger financial performance of 2024 and employee benefits was impacted by higher medical expenses and cost of premiums. The headcount increased by 17 full-time equivalents throughout the year.

Overall, net income for the quarter was higher than the previous quarter by approximately $1.9 million and over same quarter last year by $2.8 million. On a year-over- year basis, net income surpassed December 31, 2023's by $3.2 million. The benefits of adjusting our focus for 2024 has shown in the financials. Capital balances as of December 31, 2024, increased $18.7 million over same date 2023 of which $3.8 million is attributed to a lower accumulated other comprehensive loss position. At the same time, the Company continues to increase our dividend for our shareholders, which remains a priority. The declared dividend in September 2024 included matching the previous quarterly declaration and adding a 1/8th of a cent to it. The Company's annual dividend will have increased from $0.2375 in 2004 to $0.8825 in 2024, reflecting a 6.8% compound annual growth rate over this period. The Company continues to focus on improving our capital and overall financial performance. The steps may be small; however, they are continuing to move in a positive direction.

Material Changes in Results of Operations

Net Interest Income

The discussion now centers on the individual line items of the Company's consolidated statement of income and their effect on net income. This section will focus on the most traditional source of revenue contributing to the profitability of the Company which is net interest income.

Net interest income is the difference between interest income earned on interest earning assets, such as loans and securities, and interest expense paid on interest bearing liabilities used to fund those assets, such as interest bearing deposits and other borrowings. Net interest income is affected by changes in both interest rates and the amount and composition of earning assets and liabilities. The change in net interest income is most often measured by two statistics – interest spread and net interest margin. The difference between the yields earned on earning assets and the rates paid for interest bearing liabilities represents the interest spread. The net interest margin is the difference of funds (interest expense) between the yield on earning assets and the cost as a percentage of earning assets. Because noninterest bearing sources of funds such as demand deposits and stockholders' equity also support earning assets, the net interest margin exceeds the net interest spread.

In 2024, the focus was on increasing profitability while also repositioning the balance sheet. The effects of which can be seen in the improvement of $4.5 million to net interest income as compared to 2023. Total interest income increased $23.8 million which was offset by increased interest expense of approximately $19.3 million. Interest and fee income from loans were responsible for $16.0 million of the improved interest income with rate accounting for 78.6% of this increase. Average loan balances increased $65.7 million from the prior year and accounted for 21.4% of the increased loan interest income. As of December 31, 2024, the Company's loan portfolio was 36.0% variable with 31.4% of total loans subject to repricing within the next twelve months. The security portfolio, used for purposes of liquidity and contingency planning as a means of balance sheet gap management, increased $11.8 million in average during 2024 as compared to 2023 with associated interest income increasing $1.9 million over 2023. Average federal funds sold and interest bearing deposit balances increased $91.3 million as compared to the prior year and generated an additional $5.9 million in interest income. During 2024, the prime rate decreased 50 basis points in September and 25 basis points in both November and December to end the year at 7.50%.

One of the largest factors of the reduced earnings for 2023 as compared to 2022 was the decrease in net interest income of $5.4 million. Increases in average balances and interest rates led to an increase in interest income of approximately $38.7 million which was absorbed by an increase in interest expense of $44.0 million. Loan interest and associated fee income increased $35.1 million as compared to the prior year with 54.2% of it driven by volume. The growth in average loan balances of $417.8 million over 2022 was 5.0% related to organic growth within the Bank's broader markets and 4.5% directly attributable to the Company's

recent acquisitions. The Company's loan portfolio at December 31, 2023, was 31.6% variable with 24.9% of total loans repricing within the next twelve months. Average balances on the security portfolio decreased $28.6 million as compared to 2022 with an increase in interest income of $612 thousand. As securities matured, the balances were used to fund loan growth. During the first quarter of 2023, securities of $21.6 million with an annual yield of $274 thousand were swapped at a loss of $891 thousand with securities with an annual yield of $1.6 million. In 2023 with the higher interest rates, interest income on federal funds sold and interest bearing bank deposits generated an additional $3.0 million over 2022. Beginning in March of 2022, the prime rate increased 25 basis points followed by a 50 basis point increase in May, four 75 basis point increases in June, July, September and November with a final 50 basis point increase in December to end the year at 7.50%. In 2023, there were four additional 25 basis point increases in February, March, May and July to end the year at 8.50%. Overall, total interest income was $23.8 million higher for 2024 than 2023 on an additional $168.8 million in total average earning assets and was $38.7 million higher for 2023 than 2022 on an additional $378.9 million in total average earning assets.

Interest expense (which includes deposit, federal funds purchased, securities sold under agreement to repurchase, borrowed funds and subordinated notes) increased from all interest bearing funding sources with the exception of federal funds purchased and securities sold under agreement to repurchase in 2024 over 2023 and all funding sources in 2023 over 2022. Average interest bearing liabilities increased $183.3 million over 2023 with approximately $19.3 million additional interest expense while average interest bearing liabilities increased $366.4 million over 2022 with an additional $44.0 million of interest expense. Overall, the funding goal the last three years has been to grow core deposits. Two strategies have been employed through the years, one of allowing expensive time deposits to run off until needed for funding and secondly to offer new non-interest bearing deposit products. Both of these strategies were designed to assist in controlling interest expense in a rising rate environment. In 2024 and 2023, liquidity needs and loan growth created the need to quickly generate deposits. Competition within the market areas forced us to increase rates for deposits during the three year time period. Between 2022 and 2023, the prime rate increased 525 basis points and decreased 100 basis points in 2024. Average interest bearing deposits increased $149.0 million compared to 2023 and $230.4 million compared to 2022. During 2024, interest expense from deposits increased by $17.5 million from 2023 and 2023 increased by $37.0 million from 2022. The majority, 81.7%, of the increased deposit expense of 2024 and 95.5%, of the increased expense of 2023 was influenced by rates rather than due to additional cost associated with deposit growth. Borrowed fund balances increased in 2024 and 2023 by $41.9 million and $145.8 million, respectively, as a means to fund the loan growth which resulted in an additional interest expense of $2.1 million and $6.7 million, respectively. During 2021, the Company issued subordinated notes and incurred $1.1 million of interest expense in both 2024 and 2023. Refer to Note 10 of the Company's consolidated financial statements for further discussion regarding subordinated notes.

Total interest expense totaled $77.7, $58.4 and $14.4 million for 2024, 2023 and 2022, respectively. The increased expense was approximately 76.2% attributable to the higher interest rate environment in 2024 as compared to 2023 and 87.2% attributable to the rising interest rate environment in 2023 as compared to 2022.

This concludes the discussion by the independent components of the ratios. Now the discussion moves on to the percentages and the change in the net interest margin and spread.

Overall, we have seen a decrease in the net interest margin and spread comparing 2022 to 2024. The increased interest expense of 2024 resulted in interest margin remaining flat while interest spread decreased 9 basis points compared to 2023 due to the cost of funds increasing more than the increase in asset yield. Interest margin decreased by 60 basis points and interest spread decreased by 99 basis points in 2023 as compared to 2022 with the increased cost of funds outpacing the increased asset yield. For 2024, average loan balances increased $65.7 million over the prior year with increased interest income of $16.0 million. In 2024, the Bank was able to see the impact of a higher rate environment with 78.6% of the increased interest income related to rate changes as presented in the charts below. Average balances of federal funds sold and interest bearing deposits with other institutions increased $91.3 million and increased interest rates generated an additional $5.9 million in interest income over 2023. The overall asset yield for 2024 increased 50 basis points as compared to 2023. Looking at the components behind the change in net interest margin for 2023 as compared to 2022, increased average balances in loans of $417.8 million over the prior year contributed to increased interest income of $35.1 million with volume responsible for 54.2% of the increase as presented in the charts below. The large revenue gain in loan interest was aided by the increased earnings from federal funds sold and interest bearing deposits of $3.0 million with decreased average balances of $10.3 million as the funds were used for loan growth. The overall asset yield in 2023 increased by 80 basis points over 2022.

For 2024, interest expense continued to increase and was 33.0% higher than 2023 and was 76.2% impacted by changes in interest rates. Competition for deposits continued to be extremely high and rate shopping between financial institutions was apparent. The Company's goal is to increase core deposits which includes savings deposits which increased $126.0 million while non-interest bearing demand deposits decreased $14.8 million in average balances, respectively as compared to 2023. In 2024, time deposits increased $41.9 million in average balances year over year. The increased interest expense in 2024 for savings deposits and time deposits accounted for 91.1% of the total interest expense increase. Overall, cost of funds increased 59 basis points or

23.3% over 2023 with only 23.8% due to volume increases. The remaining 76.2% was related to changes in interest rates. In the area where the strategic plan was to gather core deposits, the average balance in savings grew by $41.0 million during 2023 as compared to 2022's average balance. The other average balance increase for core deposits was the change in non-interest bearing demand deposits. 2023's average balance in this portfolio was $13.4 million higher than 2022's average balance. In 2023, the Company ran several time deposit promotions which resulted in increased average balances of $189.4 million. The increased interest expense in 2023 for savings deposits and time deposits accounted for 84.1% of the total interest expense increase. Overall, cost of funds increased 179 basis points for 2023 over 2022. The reason behind the increase was 87.2% due to rate increases and 12.8% due to volume increases.

In comparing 2024 to 2023, net interest margin was 2.72% which remained flat while net interest spread decreased 9 basis points to 2.05%. Loan volume accounted for $16.0 million or 67.3% of the increased interest income with an increased asset yield of 49 basis points. The asset yield on federal funds sold and interest bearing deposits increased 97 basis points year over year. Total asset yield increased 50 basis points while total cost of funds increased 59 basis points, creating the 9 basis point difference in spread. Overall yield improves when the balances of the highest yielding asset, which is loans, increases. Loans as a percentage of earning assets was 80.8% while loans to total assets was 76.8% for 2024. The goal is, as always, to improve the net interest margin and spread and thereby improve profitability.

The net interest margin for 2023 was 2.72% compared to 2022 which was 3.32%. The 0.60% decrease for 2023 was related to the increased interest expense which was greater than the increased interest income. Loan volume accounted for $35.1 million or 90.7% of the increased interest income with an increased asset yield of 64 basis points. The asset yield on federal funds sold and interest bearing deposits increased 179 basis points compared to the prior year. Net interest spread was 2.14% for 2023 compared to 2022's 3.13%, creating a 99 basis point difference in the spread. Loans as a percentage of earning assets was 83.2% while loans to total assets was 78.0% for 2023.

The Company will always prefer to see improvement in real dollars over percentages. The strategy for increasing core deposits, in order to mitigate the higher cost of funds and to continue the opportunity for fee dollars from services provided, continues to be a top focus for 2025.

Total assets of the Company increased overall as did the earning assets in both average and year-end during 2024 and 2023. This matched the increase in interest dollars. The percentage of average earning assets to total average assets reflects the best utilization of funds. For 2024, the percentage at 95.06% was higher than 2023 at 93.81%. The addition of new offices increased the non-earning assets with cash balances held at the new offices and also the investment in the capital assets of their building and furniture. One of the things that has helped to improve the profitability over the years was the percentage of average loans to total assets. For 2024, the average balance of loans to total average assets was 76.82%, 78.02% for 2023 and 74.73% for 2022. Loans are the highest yielding asset for the Company.

Net interest spread is the difference between what the Company earns on its assets and what it pays on its liabilities. It is generally from this spread that the Company must fund its operations and generate profit. When the asset yield decreases so must funding costs in order to maintain profitability. It becomes increasingly challenging as the asset yield gets closer to the prime lending rate, or the break-even point, of operations. In a rising rate environment, the challenge is to hold the cost steady while allowing time for the asset portfolio to rise. Floors and ceilings on variable products also impact the level of increase in either scenario. The floors provide yield protection in a lower rate environment while the rising rates will not benefit the asset yield until the spread plus prime is higher than the floor. The challenge is to increase the spread during renewals and on new loans. After the rate hikes in 2022 and 2023, the majority of loans have increased over the floors.

In terms of interest expense, 2024's increase as compared to 2023 was approximately 76.2% due to the increase in rates. 2023's increase was approximately 87.2% due to the increase in rates as compared to 2022.

The impact of the change in the portfolio mix was a factor in the liabilities as it was in the assets. In comparing to 2023 and 2022, both 2024 and 2023 had increases in average balances of all interest bearing liabilities with the exception of federal funds purchased and securities sold under agreement to repurchase. Refer to Note 10 for additional information on other borrowed money, which consists of both short and long term borrowings, and subordinated notes.

The following tables present net interest income, interest spread and net interest margin for the three years 2022 through 2024, comparing average outstanding balances of earning assets and interest bearing liabilities with the associated interest income and expense. The tables show the corresponding average rates of interest earned and paid. Average outstanding loan balances include non-performing loans, real estate loans held for sale and carrying value adjustments related to interest rate swaps of $1.1 and $2.7 million for 2024 and 2023, respectively. Average outstanding security balances are computed based on carrying values

including unrealized gains and losses on available-for-sale securities. The average cost of funds for 2024 was 3.12%, 59 basis points higher than 2023's 2.53%.

The yield on tax-exempt investment securities shown in the following charts were computed on a tax equivalent basis. The yield on loans has also been tax adjusted for the portion of tax-exempt IDB loans included in the total. Total interest earning assets is therefore also reflecting a tax equivalent yield in both line items, also within the net interest spread and margin. The adjustments were based on a 21% tax rate for all years. The tax-exempt interest income was $503, $590 and $614 thousand for 2024, 2023 and 2022, respectively which resulted in a federal income tax savings of $106, $124 and $129 thousand, respectively.

	2024		
	(In Thousands)		
	Average Balance	Interest/ Dividends	Yield/Rate
ASSETS			
Interest Earning Assets:			
Loans	$ 2,557,213	$ 145,329	5.68%
Taxable investment securities	410,764	8,129	1.98%
Tax-exempt investment securities	20,154	328	2.06%
Federal funds sold & other	176,307	9,786	5.55%
Total Interest Earning Assets	3,164,438	$ 163,572	5.17%
Non-Interest Earning Assets:			
Cash and cash equivalents	47,223		
Other assets	117,241		
Total Assets	$ 3,328,902		
LIABILITIES AND SHAREHOLDERS' EQUITY			
Interest Bearing Liabilities:			
Savings deposits	$ 1,502,365	$ 39,750	2.65%
Other time deposits	663,320	24,713	3.73%
Other borrowed money	262,094	10,948	4.18%
Federal funds purchased and securities sold under agreement to repurchase	27,750	1,111	4.00%
Subordinated notes	34,755	1,138	3.27%
Total Interest Bearing Liabilities	2,490,284	$ 77,660	3.12%
Non-Interest Bearing Liabilities:			
Non-interest bearing demand deposits	479,059		
Other	34,529		
Total Liabilities	3,003,872		
Shareholders' Equity	325,030		
Total Liabilities and Shareholders' Equity	$ 3,328,902		
Interest/Dividend income/yield		$ 163,572	5.17%
Interest Expense/cost		77,660	3.12%
Net Interest Spread		$ 85,912	2.05%
Net Interest Margin			2.72%

	2023		
	(In Thousands)		
	Average Balance	Interest/ Dividends	Yield/Rate
ASSETS			
Interest Earning Assets:			
Loans	$ 2,491,502	$ 129,344	5.19 %
Taxable investment securities	394,424	6,204	1.57 %
Tax-exempt investment securities	24,686	366	1.88 %
Federal funds sold & other	85,018	3,894	4.58 %
Total Interest Earning Assets	2,995,630	$ 139,808	4.67 %
Non-Interest Earning Assets:			
Cash and cash equivalents	40,021		
Other assets	157,705		
Total Assets	$ 3,193,356		
LIABILITIES AND SHAREHOLDERS' EQUITY			
Interest Bearing Liabilities:			
Savings deposits	$ 1,376,318	$ 27,424	1.99 %
Other time deposits	640,390	19,499	3.04 %
Other borrowed money	220,175	8,876	4.03 %
Federal funds purchased and securities sold under agreement to repurchase	35,421	1,474	4.16 %
Subordinated notes	34,640	1,138	3.29 %
Total Interest Bearing Liabilities	2,306,944	$ 58,411	2.53 %
Non-Interest Bearing Liabilities:			
Non-interest bearing demand deposits	493,820		
Other	87,111		
Total Liabilities	2,887,875		
Shareholders' Equity	305,481		
Total Liabilities and Shareholders' Equity	$ 3,193,356		
Interest/Dividend income/yield		$ 139,808	4.67 %
Interest Expense/cost		58,411	2.53 %
Net Interest Spread		$ 81,397	2.14 %
Net Interest Margin			2.72 %

	2022		
	(In Thousands)		
	Average Balance	Interest/ Dividends	Yield/Rate
ASSETS			
Interest Earning Assets:			
Loans	$ 2,073,737	$ 94,264	4.55 %
Taxable investment securities	424,229	5,621	1.32 %
Tax-exempt investment securities	23,472	337	1.82 %
Federal funds sold & interest bearing deposits	95,301	927	0.97 %
Total Interest Earning Assets	2,616,739	$ 101,149	3.87 %
Non-Interest Earning Assets:			
Cash and cash equivalents	35,696		
Other assets	122,665		
Total Assets	$ 2,775,100		
LIABILITIES AND SHAREHOLDERS' EQUITY			
Interest Bearing Liabilities:			
Savings deposits	$ 1,335,271	$ 6,378	0.48 %
Other time deposits	451,013	3,505	0.78 %
Other borrowed money	74,379	2,160	2.90 %
Federal funds purchased and securities sold under agreement to repurchase	45,314	1,197	2.64 %
Subordinated notes	34,524	1,122	3.25 %
Total Interest Bearing Liabilities	1,940,501	$ 14,362	0.74 %
Non-Interest Bearing Liabilities:			
Non-interest bearing demand deposits	480,389		
Other	66,342		
Total Liabilities	2,487,232		
Shareholders' Equity	287,868		
Total Liabilities and Shareholders' Equity	$ 2,775,100		
Interest/Dividend income/yield		$ 101,149	3.87 %
Interest Expense/cost		14,362	0.74 %
Net Interest Spread		$ 86,787	3.13 %
Net Interest Margin			3.32 %

The following tables show changes in interest income, interest expense and net interest resulting from changes in volume and rate variances for major categories of earnings assets and interest bearing liabilities.

	2024 vs 2023 (In Thousands)		
	Net Change	Change Due to Volume	Change Due to Rate
Interest Earning Assets:			
Loans	$ 15,985	$ 3,413	$ 12,572
Taxable investment securities	1,925	257	1,668
Tax-exempt investment securities	(38)	(85)	47
Federal funds sold & other	5,892	4,181	1,711
Total Interest Earning Assets	$ 23,764	$ 7,766	$ 15,998
Interest Bearing Liabilities:			
Savings deposits	$ 12,326	$ 2,512	$ 9,814
Other time deposits	5,214	698	4,516
Other borrowed money	2,072	1,690	382
Federal funds purchased and securities sold under agreement to repurchase	(363)	(319)	(44)
Subordinated notes	-	4	(4)
Total Interest Bearing Liabilities	$ 19,249	$ 4,585	$ 14,664

	2023 vs 2022 (In Thousands)		
	Net Change	Change Due to Volume	Change Due to Rate
Interest Earning Assets:			
Loans	$ 35,080	$ 19,005	$ 16,075
Taxable investment securities	583	(395)	978
Tax-exempt investment securities	29	22	7
Federal funds sold & interest bearing deposits	2,967	(100)	3,067
Total Interest Earning Assets	$ 38,659	$ 18,532	$ 20,127
Interest Bearing Liabilities:			
Savings deposits	$ 21,046	$ 196	$ 20,850
Other time deposits	15,994	1,472	14,522
Other borrowed money	6,716	4,234	2,482
Federal funds purchased and securities sold under agreement to repurchase	277	(261)	538
Subordinated notes	16	4	12
Total Interest Bearing Liabilities	$ 44,049	$ 5,645	$ 38,404

Non-Interest Income

The discussion now focuses on the noninterest income and expense generated by the Company for the years ended 2022 through 2024. For 2024, noninterest income was $15.6 million, a decrease of $284 thousand or 1.8% from 2023. Noninterest income increased $109 thousand, or 0.7% in total for 2023 as compared to 2022 which ended at $15.8 million.

Other service charges and fees increased $130 thousand during 2024 as compared to 2023. Overdraft, returned check charges and recurring overdraft fees also increased $75 thousand during 2024 as compared to 2023. Other service charges and fees increased $117 thousand during 2023 as compared to 2022. This was mainly due to increased overdraft, returned check charges and recurring overdraft fees which increased $116 thousand during 2023 over 2022. 2023 customer service fee revenue was $718 thousand lower than 2022, mostly due to decreased credit card income.

Loan servicing income decreased $1.9 million during 2024 as compared to 2023. The establishment of agricultural real estate servicing rights during 2023 recognized $2.3 million of servicing income that was not present in prior years. Loan servicing income was $4.4 million during 2023 as compared to $2.2 million for 2022.

The cash surrender value of bank owned life insurance increased $131 thousand or 15.7% in 2024 compared to 2023 and $143 thousand or 20.7% in 2023 over 2022.

The Bank has long promoted the use of debit cards by its customers and continues to build on that philosophy with the introduction of new products. Interchange revenue and fees collected on foreign ATM usage (noncustomers utilizing our ATMs) increased $78 thousand to $5.4 million during 2024 as compared to 2023. During 2023, these revenues increased to $5.3 million as compared to $5.0 million during 2022. 2024 included a Mastercard growth credit of $213 thousand. For 2023, the Mastercard growth credit was $196 thousand and $188 thousand for 2022. In December of 2019, the Bank became a principal with MasterCard and received a $1.75 million signing bonus. The signing bonus was based on achieving $1.1 billion in signature transactions over five years. The bonus was recognized over 60 months with $319 thousand included in 2024 and $351 thousand included in 2023 and 2022's $5.4 million, $5.3 million and $5.0 million, respectively. While this revenue stream continues to improve with more depositors using electronic methods for purchasing, the expense attributable to card fraud has offset a portion of the revenue gain. Further discussion can be found in the noninterest expense section regarding the net effect of debit card activity.

The Bank has seen an increase in its mortgage production volume and the corresponding gains on the sale of these loans. Loan originations driven by refinance activity decreased with the higher interest rates in 2023. Noninterest income from net gain on sales of loans was the highest in 2022 of the three year periods shown. Net gain on sales of loans was $859 thousand, $699 thousand and $1.4 million, respectively in 2024, 2023 and 2022. The net gain on sale of loans is derived from sales of real estate loans into the secondary market. Of these loan types, the Bank sells 100% of the residential loans and 90% of the agricultural loans. 45.9% of the gains were attributed to the residential loans in 2024. 84.3% of the gains were attributed to the residential

loans in 2023 and 37.6% in 2022. In conjunction with these sales, the Bank maintains servicing rights. The income from one to four mortgage servicing rights was $502 thousand, $415 thousand and $537 thousand for 2024, 2023 and 2022 respectively. Agriculture mortgage servicing rights income was $324 thousand and $2.3 million in 2024 and 2023, respectively.

The last item in the noninterest income section is the net gain or loss on sale of investments. During the first quarter of 2023, securities were swapped at a loss of $891 thousand with securities with a higher annual yield. The loss was recouped by the higher yield during the first eight months of 2023. The Bank did not sell any securities in 2024 or 2022. The available for sale security portfolio switched from an unrealized gain position in 2020 into an unrealized loss position in 2021 that continued through 2024.

Non-Interest Expense

Noninterest expense increased 2.2% in 2024 as compared to 2023 and was preceded by a 16.9% increase in 2023 as compared to 2022. Represented in dollars, 2024 was $1.5 million higher than 2023 and 2023 was $9.7 million higher than 2022. Acquisition costs incurred in 2023 and 2022 totaled $208 thousand and $2.5 million, respectively with expenses being recorded in multiple line items. There were no acquisition costs in 2024. The largest factor behind the increase in both years was the expense of employee salaries and wages. During 2024, an additional $3.3 million was spent over 2023 which correlates to a 12.1% increase. When making the same analysis for 2023 as compared to 2022, 2023's costs increased $4.2 million or 18.6%. Three main components flow into salaries and wages: base salary, deferred costs, and incentives comprised of the expense of restricted stock awards and performance incentives. 2024 saw an increase due to our continued investment in people and staffing needs. 2023 saw an increase due to the investment in people for our strategic growth initiative and staffing of new offices. 2022 increased with the acquisition of Peoples Federal Savings and Loan offices. Normal yearly increases to the employees were included in all years. Base pay was up $1.4 million for 2024 over the previous year and 2023 was up $4.7 million over 2022. The full time equivalent number of employees at each year-end increased to 473 for 2024, 456 for 2023 and to 431 for 2022.

Incentive pay as it relates to performance was up $2.2 million in 2024 over 2023 and down $1.7 million in 2023 over 2022. The Return on Assets multiple used to award incentive pay increased in 2024 to 1.043 compared to 0.36 in 2023 and 1.196 in 2022. In 2022, acquisition costs were excluded from the calculation. The expense for the restricted stock awards increased in 2024 even though 4,056 fewer shares were granted. This was due to higher market value rates and $108 thousand for the acceleration of stock awards for executive retirements. Restricted stock award expense increased in total $79 thousand in 2024 over 2023. Restricted stock awards expense increased in 2023 due to more shares being granted to a slightly larger number of employees. 7,729 additional shares were awarded in 2023 with lower market values. The expense for 2023 increased by $382 thousand over 2022 with $28 thousand due to the acceleration of stock awards. The awards incorporate a three year vesting period so the increase of any one year carries forward through the next two years. This expense should continue to increase as the Company continues its expansion strategy. For further discussion in incentive pay and restricted stock awards, see Note 12 of the consolidated financial statements.

Employee benefits expense increased in 2024 as compared to 2023. The 401-K retirement plan accounted for the largest portion of the increase, which was an increase of $601 thousand over 2023. The contribution portion relating to the discretionary profit-sharing percentage was 4.5% in 2024 compared to 1.7% in 2023. Overall, employee benefits increased $1.0 million or 13.6% from 2023.

Employee benefits expense increased in 2023 as compared to 2022. Employee group insurance expense accounted for the largest portion of the increase. Acquisition related costs included in this line were $144 thousand. The cost of the 401-K retirement plan decreased $216 thousand for 2023 as compared to 2022. The contribution portion relating to the discretionary profit-sharing percentage was 5.5% in 2022.

Net occupancy expense typically increases as the Company expands. Net occupancy expense increased for 2024 $319 thousand and increased $1.3 million in 2023. One factor that can offset occupancy expense is the receipt by the Company of building rent as it is netted out of occupancy expense. The greatest contributor to building rent comes from the division of FM Investments within the Bank. For 2024, building rent as generated from FM Investments decreased by $195 thousand. Rent is received in lieu of commissions. This revenue was able to partially offset increased building repair and maintenance expenses of $39 thousand and lease expense of $439 thousand and increased building depreciation expense of $328 thousand. Building rent as generated by FM Investments was higher by $94 thousand in 2023 which offset increased building repair and maintenance expenses of $113 thousand. Net occupancy expense increased for 2023 $1.3 million over 2022.

A correlating expense to the Company's refinancing activity as it relates to loans sold to the secondary market, is the amortization of servicing rights. The amortization is the expense that offsets the income recognized when the loan is first made. Income is recorded when the real estate loan is first sold with servicing retained and is therefore recognized immediately. The amortization,

however, is calculated over the life of the loan and accelerated as loans are paid off early. An increase in this expense can be driven by two activities: an increase in the number of sold loans and/or by the acceleration of the expense from payoff and refinance activity. The best picture of the bottom line impact is achieved by netting the income with the expense each year. Prior to 2023, servicing rights only included 1-4 family real estate loans. The establishment of agricultural real estate servicing rights, incorporated in the table below for 2023, included capitalized additions of $2.3 million and corresponding amortization of $123 thousand. For 2024, combined servicing rights yielded a net income of $98 thousand along with the establishment of a $97 thousand valuation allowance. For 2023, combined servicing rights yielded a net income of $2.1 million along with the establishment of a $7 thousand valuation allowance. 2022 had a net loss of $22 thousand which excluded the reversal of the $414 thousand valuation allowance established the prior year. Of course, the value (or income) of the servicing right when the loans are sold also impacts the net position. As of December 31, 2024, 3,677 1-4 family real estate loans and 619 agricultural loans are being serviced with corresponding balances of $364.3 million and $141.9 million, respectively. At December 31, 2023, 3,749 1-4 family real estate loans and 593 agricultural loans were being serviced with corresponding balances of $367.8 million and $135.8 million, respectively. 2022 had 3,861 loans serviced with corresponding balances of $375.6 million.

The impact of servicing rights to both noninterest income and expense is shown in the following table:

	(In Thousands)		
	2024	2023	2022
Beginning of Year	$ 5,655	$ 3,549	$ 3,571
Capitalized Additions	826	2,710	537
Amortization	(728)	(604)	(559)
Ending Balance, December 31	5,753	5,655	3,549
Valuation Allowance	(97)	(7)	-
Servicing Rights net, December 31	$ 5,656	$ 5,648	$ 3,549

Furniture and equipment steadily increase as we continue to add facilities and invest in technology. Annual maintenance costs continue to grow and become a greater piece of the overall cost. As new services are provided to our customers, the backroom cost to supply them continues to rise. The Company accepts it is an expected cost of doing business and keeping our services relevant to the industry.

Data processing costs were lower in 2024 as compared to 2023 by $1.7 million as a result of using credits from the 67 month amended agreement commencing on January 1, 2024. Data processing costs were lower in 2023 as compared to 2022 by $808 thousand. As the pricing on many services is based on number of accounts which the Bank fully expects to increase with the growth from the newer offices and overall Bank growth, data processing costs are expected to increase.

ATM expense also decreased $942 thousand from 2023 as a result of using credits from the 67 month amended agreement commencing on January 1, 2024 while 2023 increased $394 thousand from 2022. Included in this line are the debit card fees incurred which offset the debit card income as discussed in the noninterest income section.

The FDIC assessment increased from 2023 due to an increased assessment base while 2023 increased as compared to 2022 also due to an increased assessment base. With continued growth, the assessment base increases which leads to a greater expense. 2024's assessment was $127 thousand over 2023. The assessment for 2023 was up $1.1 million compared to 2022.

Advertising and public relations decreased in 2024 by $463 thousand and increased in 2023 by $961 thousand. With the addition of new offices and our new logo launch, 2023 increased over 2022.

The last line items with significant variation in noninterest expense are "consulting fees" and "other general and administrative." Consulting fees increased by $45 thousand in 2024 from 2023 and decreased $470 thousand in 2023 compared to 2022. Consulting expenses related to acquisitions were $543 thousand in 2022. Acquisition expenses included in the other general and administrative line were $46 thousand for 2023 and $590 thousand for 2022. There were no acquisition expenses in 2024. Credit card expense decreased $576 thousand from 2023 as we switched to a referral based partner. Credit card expense for 2023 increased $459 thousand over 2022. The sale of our credit card platform in 2023 included $108 thousand of scorecard conversion expense. This represented awards earned by customers that the Company paid to honor rather than allowing them to be lost in the conversion. Auditing and exam fees increased $289 thousand in 2024 over 2023 and 2023 increased $124 thousand over 2022 which included $34 thousand of acquisition related costs. Legal expenses increased in 2024 by $74 thousand. In 2023, legal expenses decreased $226 thousand from 2022 of which $4 thousand of the decrease was acquisition related.

Allowance for Credit Losses

Provision expense decreased by $754 thousand for 2024 as compared to 2023 and decreased by $2.9 million for 2023 as compared to 2022. Sustained strong asset quality and reduced loan balances kept the provision expense lower. Management continues to monitor asset quality, making adjustments to the provision as necessary. Total net charge-offs were $142, $551 and $529 thousand for 2024, 2023 and 2022, respectively. The consumer portfolio had the largest charge-off activity during 2024 at $346 thousand which was down from $425 and $409 thousand in 2023 and 2022, respectively. The commercial and industrial portfolio had $106 thousand of charge-offs in 2024; however, had the highest level of charge-off activity in 2023 and 2022 at $565 and $418 thousand, respectively. Consumer recoveries were $189, $197 and $169 thousand for 2024, 2023 and 2022, respectively with commercial and industrial recoveries $133, $84 and $93 thousand for the same time periods, respectively. Consumer net charge-offs were $157, $228 and $240 thousand in 2024, 2023 and 2022, respectively. Net charge-offs in the commercial and industrial portfolio were $481 and $325 thousand in 2023 and 2022, respectively with 2024 being a net recovery of $27 thousand.

The total allowance for credit losses (ACL) represents management's estimate of expected credit losses inherent in the Bank's loan portfolio and unfunded loan commitments at the report date. The ACL methodology is regularly reviewed for its appropriateness and is approved annually by the Board of Directors. This written methodology is consistent with Generally Accepted Accounting Principles which provides for a consistently applied analysis.

The ACL is a valuation account that is deducted from the loans' amortized cost basis to present the net amount expected to be collected on the loans. Loans are charged off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. The ACL reflects the Company's estimated credit losses over the life of the loan. Management assesses changes in prepayment assumptions, interest rates, collateral values, portfolio composition, trends in non-performing loans, and other economic factors. In addition to an extensive internal loan monitoring process, the Company also aims to have an annual, external, independent loan review of approximately 35% of its commercial and agricultural loan portfolio. Management in turn assesses the results from the reviews to make changes in internal risk ratings of loans and the related ACL.

The Bank's methodology provides an estimate of the expected credit losses either by calculating a reserve per credit or by applying our methodology to groupings based on similar risk characteristics. The loan portfolio was grouped based on loans of similar type, including acquired loans. The loan groupings for the CECL calculation consist of Commercial Real Estate, Commercial & Industrial, Agricultural Real Estate, Agricultural, Consumer Real Estate, and Consumer. All groups use the average charge-off method for calculating the ACL. This incorporates a historical loss period from March 2000, since Call Report data became more granular regarding loan groupings, and includes several economic cycles. As a percentage, the reserves are the highest against construction and development loans, while farmland loans have the lowest overall reserve due to having such low loss rates.

The Company is utilizing peer data from a peer group of 316 banks in the region of Ohio, Michigan and Indiana with asset sizes less than $5 billion as of December 31, 2024. The reserves are calculated at the loan level and based on the note characteristics, essentially balances times loss rate + Qualitative factors + forward look, with the forward looking forecast eliminated after 12 months. In order to provide a reasonable and supportable forward looking forecast, a regression analysis of the Bank's historical loss rates against the Federal Open Market Committee (FOMC) quarterly economic projections for National Unemployment is completed. The Bank previously also included the FOMC's forecasted change in real GDP as a second independent variable in its forward look regression; however, it was removed in the second quarter of 2024 due to reflecting little statistically significant correlation to the Bank's historical loss rates. The impact of this change to the ACL was immaterial due to the variable having such a low coefficient value at this time. Annual projections are broken down using a straight-line approach for quarterly changes.

In addition to this quantitative analysis, management also utilizes qualitative analysis each quarter as a component of the ACL. The Qualitative factors include nine categories: ability of staff, changes in collateral values, changes in loan concentration levels, economic conditions, external factors such as regulatory, level and trends in non-accrual or adversely classified loans, loan review results, nature and volume of the portfolio and loan terms, and changes in lending policies and procedures. The methodology allows for additional qualitative factors as other risks emerge. Items within these categories are ranked as baseline, low, medium, or high levels of risk, and the related risk level per categories dictates the level of qualitative factor that is used depending on the standard deviation level from historical loss.

Loans that do not share risk characteristics are evaluated on an individual basis. Loans evaluated individually are not included in the collective evaluation; reserves for expected credit losses for collateral dependent loans are based on the expected shortfall of the loan based on the discounted collateral value. This specific reserve portion of the ACL was $52 thousand at December

31, 2024, and $386 thousand at December 31, 2023. When management determines that foreclosure is probable, expected credit losses are based on the fair value of the collateral at the reporting date, adjusted for selling costs as appropriate. At 90 days delinquent, secured consumer loans are charged down to the value of the collateral, if repossession of the collateral is assured and/or in the process of repossession. Consumer mortgage loan deficiencies are charged down upon the sale of the collateral or sooner upon the recognition of collateral deficiency.

Expected credit losses are estimated over the contractual term of the loans, adjusted for expected prepayments when appropriate. The contractual term excludes expected extensions, renewals, and modifications unless either of the following applies: management has a reasonable expectation at the reporting date that a modification to a borrower experiencing financial difficulty will be executed with an individual borrower or the extension or renewal options are included in the original or modified contract at the reporting date and are not unconditionally cancellable by the Company.

The Company estimates expected credit losses over the contractual period in which the Company is exposed to credit risk via a contractual obligation to extend credit, unless that obligation is unconditionally cancellable by the Company. The allowance for credit losses on off-balance sheet credit exposures is adjusted as a provision for credit loss expense. The estimate includes consideration of the likelihood that funding will occur and an estimate of expected credit losses on commitments expected to be funded over its estimated life. The loan categories of off-balance sheet exposures are the same as the loan categories for the ACL. The funding assumptions are updated each quarter based on expected utilization percentages.

Watch list loan balances are comprised of loans graded 5-8. At year-end December 31, 2024, these loans totaled $66.5 million and were $38.4 million lower than December 31, 2023. Commercial real estate, agricultural real estate and commercial loans comprised $49.6 million, $6.1 million and $5.2 million of the watch list loans, respectively. Grade 5 decreased $62.9 million in 2024 as compared to 2023 and Grade 6 increased $24.9 million in the same comparison. There were no Grade 7 loans at December 31, 2024, a decrease of $257 thousand from 2023.

At year-end December 31, 2023, these loans totaled $104.9 million and were $44.9 million higher than December 31, 2022. Grade 5 increased $54.9 million in 2023 as compared to 2022 and Grade 6 decreased $10.4 million in the same comparison. Grade 7 increased $257 thousand over 2022.

At year-end December 31, 2022 these loans totaled $60.0 million and were approximately $4.6 million higher than December 31, 2021. Grade 5 increased $2.6 million in 2022 as compared to 2021 and Grade 6 increased $2.0 million in the same comparison.

At December 31, 2024, of the $66.5 million watch list loans, 25.1% were classified as special mention and 74.9% were classified as substandard. No loans were classified as doubtful.

Of the aggregate watch list loan balances, as of December 31, 2023, 75.8% of the watch list was classified as special mention, with an additional 23.8% classified as substandard and a small 0.2% or $257 thousand of the $104.9 million watch list was classified as doubtful.

In response to these fluctuations and the offset by loan growth during 2022 through 2024, the Bank's ACL to outstanding loan coverage percentage changed to 1.01% as of December 31, 2024, 0.97% as of December 31, 2023 and 0.86% as of December 31, 2022. In addition, for 2023 and 2022, our allowance for credit losses does not include a $363 thousand and $785 thousand credit mark associated with the Limberlost acquisition. No credit mark for Limberlost remained at December 31, 2024. For 2024, 2023 and 2022, our allowance for credit losses also does not include a $107 thousand, $294 thousand or $480 thousand credit mark associated with the Ossian acquisition. The credit mark not included in the allowance for credit losses associated with the Perpetual Federal Savings Bank acquisition for 2024, 2023 and 2022 was $1.5 million, $2.8 million and $4.4 million, respectively. 2024, 2023 and 2022 also include a $335 thousand, $566 thousand and $798 thousand credit mark associated with the Peoples Federal Savings and Loan Bank acquisition. Together, all of the credit marks further support the current position of the ACL.

All commercial and agricultural relationships with lines of credit greater than $100,000 and aggregate loan exposure greater than $250,000 are reviewed annually by the Bank's Credit Department. All commercial and agricultural relationships with term debt only and aggregate loan exposure greater than $1,000,000 are also reviewed by the Bank's Credit Department. These reviews are conducted to identify early signs of deterioration.

To establish the specific reserve allocation for real estate, a discount to the market value is established to account for liquidation expenses. The discounting percentage used for real estate mirrors the discounting of real estate as provided for in the Bank's

Loan Policy. However, unique or unusual circumstances may be present which will affect the real estate value and, when appropriately identified, can adjust the discounting percentage at the discretion of management.

The ACL increased $131 thousand during 2024 which included an increase to the allowance for credit losses of $802 thousand and a decrease to unfunded loan commitments of $671 thousand. The ACL increased $5.7 million and $4.3 million during 2023 and 2022, respectively. The loans past due 30+ days to total loans percentages were 0.22%, 0.44% and 0.26% for December 31, 2024, 2023 and 2022, respectively.

Please see Note 4 in the consolidated financial statements for additional tables regarding the composition of the ACL.

Income Taxes

Income tax expense was $1.1 million higher for 2024 than 2023 as result of approximately a $4.2 million increase of pretax income. Effective tax rates were 20.37%, 19.63% and 19.67% for 2024, 2023 and 2022 respectively. The effect of tax-exempt interest from holding tax-exempt securities and Industrial Development Bonds (IDBs) was $127, $149 and $137 thousand for 2024, 2023 and 2022, respectively less the TEFRA adjustments of $21, $20 and $5 thousand respectively. During 2024, the effect of investments reported under the proportional amortization method was $422 thousand.

Material Changes in Financial Condition

The shifts in the balance sheet during 2022 through 2024 have positioned the Company for continued improvement in profitability. On the asset side, interest income increased primarily from loan growth with funding for the increase provided by growth in core deposits, other time deposits and growth in other borrowings. The cost of funds beginning in 2022 has been impacted by the increase of both interest bearing liabilities, the pressure on rates from competition for funds and a rising rate environment. In 2023 and 2024, the rate pressure from competition was extremely high with many depositors rate shopping. Going forward, there is a heightened focus on controlling the cost of funds. Loan growth contributed to an increase in interest income in 2022 through 2024.

Average earning assets increased in balances for all years during 2022 through 2024 with loan growth the primary factor for the increase.

SUMMARY OF SELECTED CONSOLIDATED FINANCIAL DATA

Summary of Consolidated Statements of Income

	(In Thousands, except share data)				
	2024	2023	2022	2021	2020
Summary of Income:					
Interest income	$ 163,572	$ 139,808	$ 101,149	$ 76,840	$ 70,169
Interest expense	77,660	58,411	14,362	7,342	10,393
Net Interest Income	85,912	81,397	86,787	69,498	59,776
Provision for Credit Losses - Loans*	944	1,698	4,600	3,444	6,981
Provision for (Recovery of) Credit Losses - Off Balance Sheet Credit Exposures*	(671)	46	-	-	-
Net Interest Income After Provision for Credit Losses*	85,639	79,653	82,187	66,054	52,795
Noninterest income (expense), net	(53,066)	(51,299)	(41,712)	(36,557)	(27,589)
Net Income Before Income Taxes	32,573	28,354	40,475	29,497	25,206
Income Taxes	6,635	5,567	7,960	6,002	5,111
Net Income	$ 25,938	$ 22,787	$ 32,515	$ 23,495	$ 20,095
Per Share of Common Stock:					
Earnings per common share outstanding**					
Net Income	$ 1.90	$ 1.67	$ 2.46	$ 2.01	$ 1.80
Dividends	$ 0.8825	$ 0.8500	$ 0.8125	$ 0.7100	$ 0.6600
Weighted average number of shares outstanding, including participating securities	13,684,961	13,641,336	13,206,713	11,664,852	11,146,270

*ASU 2016-13 was adopted during the first quarter of 2023; therefore, 2020 through 2022 provision amounts reflect the incurred loss method.
**Based on weighted average number of shares outstanding.

Summary of Consolidated Balance Sheets

	(In Thousands)				
	2024	2023	2022	2021	2020
Total assets	$ 3,364,723	$ 3,283,229	$ 3,015,351	$ 2,638,300	$ 1,909,544
Loans, net	2,536,043	2,556,167	2,336,074	1,841,177	1,289,318
Total deposits	2,686,765	2,607,463	2,468,864	2,193,462	1,596,162
Stockholders' equity	335,211	316,543	298,140	297,167	249,160
Key Ratios					
Return on average equity	7.98%	7.46%	11.30%	9.09%	8.38%
Return on average assets	0.78%	0.71%	1.17%	1.05%	1.14%
Loans to deposits	94.39%	97.93%	94.62%	83.94%	80.78%
Capital to assets	9.96%	9.64%	9.89%	11.26%	13.05%
Dividend payout	46.05%	50.37%	32.74%	35.08%	36.36%

Securities

The investment portfolio is primarily used to provide overall liquidity for the Bank. It is also used to provide required collateral for pledging to the Bank's Ohio public depositors for amounts on deposit in excess of the FDIC coverage limits. It may also be used to pledge for additional borrowings from third parties. Investments are made with the above criteria in mind while still seeking a fair market rate of return and looking for maturities that fall within the projected overall strategy of the Bank. The possible need to fund future loan growth is also a consideration.

The Bank uses Intrafi's ICS product which utilizes a nation-wide bank network to provide FDIC insurance coverage to the Bank's depositors to protect balances over $250 thousand. The Bank is using the product to replace pledging securities for the Bank's Ohio public customers and commercial sweep customers; thereby increasing liquidity.

All of the Bank's security portfolio is categorized as available for sale and as such is recorded at fair value.

The Company has increased its security portfolio in 2024 for purposes of liquidity, Community Reinvestment Act (CRA), and contingency planning as a means of balance sheet gap management. Security balances as of December 31 are summarized below:

	(In Thousands)		
	2024	2023	2022
U.S. Treasury	$ 105,999	$ 80,270	$ 94,678
U.S. Government agencies	135,166	128,222	139,767
Mortgage-backed securities	120,631	82,132	86,927
State and local governments	64,760	67,854	69,417
	$ 426,556	$ 358,478	$ 390,789

The following table sets forth the maturities of investment securities as of December 31, 2024 and the weighted average yields of such securities calculated on the basis of cost and effective yields weighted for the scheduled maturity of each security. Tax-equivalent adjustments, using a twenty-one percent rate, have been made in yields on obligations of state and political subdivisions. Stocks of domestic corporations have not been included. Maturities of mortgage-backed securities are based on the average life at the prepayment speed rather than the stated maturity date of the security. Due to prepayments, actual maturities may be different.

	Maturities (Amounts in Thousands)			
	Within One Year		After One Year Within Five Years	
	Amount	Yield	Amount	Yield
U.S. Treasury	$ 25,987	2.55%	$ 80,012	2.01%
U.S. Government agencies	14,136	0.54%	121,030	1.27%
Mortgage-backed securities	238	1.46%	32,445	2.64%
State and local governments	2,981	1.68%	5,816	2.04%
Taxable state and local governments	6,943	1.47%	32,712	2.10%

	After Five Years Within Ten Years		After Ten Years	
	Amount	Yield	Amount	Yield
U.S. Treasury	$ -	0.00%	$ -	0.00%
U.S. Government agencies	-	0.00%	-	0.00%
Mortgage-backed securities	66,322	2.75%	21,626	5.53%
State and local governments	4,148	3.05%	497	3.19%
Taxable state and local governments	11,663	2.89%	-	0.00%

As of December 31, 2024, the Bank also holds stock in the Federal Home Loan Bank of Cincinnati and Indianapolis at a cost of $14.4 million. This is required in order to obtain Federal Home Loan Bank loans, with the Indianapolis relationship having stock and borrowings which originated from our acquisitions.

Loan Portfolio

The Bank's various loan portfolios are subject to varying levels of credit risk. Management mitigates these risks through portfolio diversification and through standardization of lending policies and procedures.

Risks are mitigated through an adherence to the Bank's loan policies, with any exception being recorded and approved by senior management or committees comprised of senior management. The Bank's loan policies define parameters to essential underwriting guidelines such as loan-to-value ratio, cash flow and debt-to-income ratio, loan requirements and covenants, financial information tracking, collection practice and others. The maximum loan amount to any one borrower is limited by the Bank's legal lending limits and is stated in policy. On a broader basis, the Bank restricts total aggregate funding in comparison to Bank capital to any one business or agricultural sector by an approved sector percentage to capital limitation.

The following table shows the Bank's gross loan portfolio, excluding loans held for sale, by category of loan as of December 31 of each year:

	(In Thousands)				
Loans:	2024	2023	2022	2021	2020
Consumer Real Estate	$ 520,114	$ 521,895	$ 494,423	$ 395,873	$ 175,588
Agricultural Real Estate	216,401	223,791	220,819	198,343	189,159
Agricultural	152,080	132,560	128,733	118,368	94,358
Commercial Real Estate	1,310,811	1,337,766	1,152,603	848,477	588,825
Commercial and Industrial	275,152	254,935	242,360	208,270	189,246
Consumer	63,009	79,591	89,147	57,737	52,540
Other	24,978	30,136	29,818	32,089	15,757
	$ 2,562,545	$ 2,580,674	$ 2,357,903	$ 1,859,157	$ 1,305,473

The Bank maintains a well-balanced, diverse and high performing commercial real estate loan portfolio. Commercial real estate loans, excluding deferred loan fees and other costs, represented 51.15% of the Company's total gross loan portfolio as of December 31, 2024. The below charts break out the commercial real estate portfolio by category, location and loan grade.

CRE Category	Dollar Balance	Percent of CRE Portfolio	Percent of Total Loan Portfolio
Industrial	$ 269,315	20.55%	10.51%
Multi-family	233,868	17.84%	9.13%
Retail	219,395	16.74%	8.56%
Hotels	141,514	10.80%	5.52%
Office	134,139	10.23%	5.23%
Gas Stations	70,767	5.40%	2.76%
Food Service	49,246	3.76%	1.92%
Senior Living	31,799	2.42%	1.24%
Development	29,491	2.25%	1.15%
Auto Dealers	28,081	2.14%	1.10%
Other	103,196	7.87%	4.03%
Total CRE	$ 1,310,811	100.00%	51.15%

CRE Category(*)	Dollar Balance	Percent of CRE Portfolio
Non-owner occupied	$ 528,601	40.33%
Owner occupied	518,851	39.58%
Multi-family	233,868	17.84%
Land & Development	29,491	2.25%
Total CRE	$ 1,310,811	100.00%

* Categories assume construction loans converted to either owner or non-owner occupied.

Location	Dollar Balance	Percent of CRE Portfolio
Southeast Michigan	$ 459,395	35.05%
Northwest Ohio	333,140	25.41%
Columbus, Ohio	151,209	11.54%
Fort Wayne, Indiana	145,532	11.10%
Greater Indianapolis, Indiana	59,419	4.53%
Dayton/Cincinnati, Ohio	55,260	4.22%
Other	106,856	8.15%
Total CRE	$ 1,310,811	100.00%

CRE Grades	December 31, 2024	December 31, 2023	December 31, 2022
2	0.53%	0.55%	0.80%
3	38.99%	36.33%	32.10%
4	56.69%	58.00%	64.20%
5	1.12%	5.07%	0.80%
6	2.67%	0.05%	2.10%
	100.00%	100.00%	100.00%

The following table shows the maturity of loans excluding fair value adjustments as of December 31, 2024:

	(In Thousands)			
	Within One Year	After One Year Within Five Years	After Five Years Within Fifteen Years	After Fifteen Years
Consumer Real Estate	$ 19,180	$ 25,777	$ 156,930	$ 320,327
Agricultural Real Estate	6,490	7,715	65,320	137,074
Agricultural	82,568	55,905	8,888	4,741
Commercial Real Estate	138,177	403,661	565,194	203,829
Commercial and Industrial	127,540	83,964	63,867	148
Consumer	2,274	50,750	10,138	41
Other	77	956	23,949	-
	$ 376,306	$ 628,728	$ 894,286	$ 666,160

The following table presents the total of loans excluding fair value adjustments due after one year which has either 1) predetermined interest rates (fixed) or 2) floating or adjustable interest rates (variable):

	(In Thousands)		
	Fixed Rate	Variable Rate	Total
Consumer Real Estate	$ 365,321	$ 137,713	$ 503,034
Agricultural Real Estate	131,663	78,446	210,109
Agricultural	65,639	3,895	69,534
Commercial Real Estate	928,516	244,168	1,172,684
Commercial and Industrial	137,428	10,551	147,979
Consumer	60,897	32	60,929
Other	15,533	9,372	24,905
	$ 1,704,997	$ 484,177	$ 2,189,174

Variable rate loans that have reached ceiling or floor limits are reported as fixed rate loans until such time as their rates adjust away from those limits.

The following tables present the Company's amortized cost of nonaccrual loans by class of loans as of December 31, 2024 and 2023.

	(In Thousands) December 31, 2024		
	Nonaccrual With No Allowance for Credit Loss	Nonaccrual	Loans Past Due Over 89 Days Still Accruing
Consumer Real Estate	$ 1,637	$ 2,369	$ -
Agricultural Real Estate	130	130	-
Agricultural	90	90	-
Commercial Real Estate	360	360	-
Commercial & Industrial	57	57	-
Consumer	118	118	-
Total	$ 2,392	$ 3,124	$ -

	(In Thousands) December 31, 2023		
	Nonaccrual With No Allowance for Credit Loss	Nonaccrual	Loans Past Due Over 89 Days Still Accruing
Consumer Real Estate	$ 1,006	$ 1,190	$ -
Agricultural Real Estate	15,949	15,949	-
Agricultural	4,671	4,671	-
Commercial Real Estate	254	254	-
Commercial & Industrial	198	198	-
Consumer	91	91	-
Total	$ 22,169	$ 22,353	$ -

Although loans may be classified as non-performing, some pay on a regular basis, and many continue to pay interest irregularly or at less than original contractual rates. Interest income that would have been recorded under the original terms of these loans would have aggregated $794 thousand as of December 31, 2024, $1.2 million as of December 31, 2023 and $554 thousand as of December 31, 2022. Any collections of interest on nonaccrual loans are included in interest income when collected unless it is on a loan with expected credit loss and with a specific allocation. A collection of interest on a loan with an expected credit loss and with a specific allocation is applied to the loan balance to decrease the allocation. Total interest collections, whether on an accrued or cash basis, amounted to $1.2 million for 2024, $431 thousand for 2023 and $458 thousand for 2022.

Loans are placed on nonaccrual status in the event that the loan is in past due status for more than 90 days or payment in full of principal and interest is not expected. The Bank had nonaccrual loan balances of $3.1 million at December 31, 2024 compared to balances of $22.4 million and $4.7 million as of year-end 2023 and 2022, respectively. All of the balances of nonaccrual loans for the past three years were collaterally secured.

As of December 31, 2024, the Bank had $63.0 million of loans which it considers to be “potential problem loans” in that the borrowers are experiencing financial difficulties which are not reflected in the table above. Commercial real estate, agricultural real estate, commercial and agricultural loans comprised $49.8 million, $6.1 million, $5.0 million and $1.5 million respectively. At December 31, 2023, the Bank had $102.8 million of these loans and at December 31, 2022, the Bank had $60.0 million of these loans. These loans are subject to constant management attention and are reviewed at least monthly. The amount of the potential problem loans was considered in management’s determination of the allowance for credit losses at December 31, 2024, 2023 and 2022.

In extending credit to families, businesses and governments, banks accept a measure of risk against which an allowance for possible credit losses is established by way of expense charges to earnings. This expense is determined by management based on a detailed monthly review of the risk factors affecting the loan portfolio, including general economic conditions, changes in the portfolio mix, past due loan-loss experience and the financial condition of the Bank's borrowers.

As of December 31, 2024, the Bank had loans outstanding to individuals and firms engaged in the various fields of agriculture in the amount of $152.1 million with an additional $216.4 million in agricultural real estate loans which compared to $132.6 and $223.8 million respectively as of December 31, 2023. The ratio of this segment of loans to the total loan portfolio is not considered unusual for a bank engaged in and servicing rural communities.

As of December 31, 2024, the Bank had $65 thousand of its loans that were considered modified for borrowers experiencing financial difficulty, none of which was included in nonaccrual loans. As of December 31, 2023, the Bank had $357 thousand of its loans that were considered modified for borrowers experiencing financial difficulty, of which $255 thousand was included in nonaccrual loans. This compares to $3.6 million of loans classified as troubled debt restructurings, of which $2.5 million are included in nonaccrual loans for 2022. Under ASC 310-40, troubled debt restructuring loans were eliminated from being classified as such in 2023. Interest rate modification to reflect a decrease in market interest rates or maintain a relationship with the debtor, where the debtor is not experiencing financial difficulty and can obtain funding from other sources, is not considered a troubled debt restructuring.

Updated appraisals are required on all collateral dependent loans. The Bank may also require an updated appraisal of a watch list loan which the Bank monitors under its loan policy. On a quarterly basis, Bank management reviews properties supporting asset dependent loans to consider market events that may indicate a change in value has occurred.

To determine observable market value, collateral asset values securing a collateral dependent loan are periodically evaluated. Maximum time of re-evaluation is every 12 months for chattels and titled vehicles and every two years for real estate. In this process, third party evaluations are obtained and heavily relied upon. Until such time that updated appraisals are received, the Bank may discount the existing collateral value used.

Performing "non-watch list" loans secured in whole or in part by real estate, do not require an updated appraisal unless the loan is rewritten and additional funds advanced. Watch List loans secured in whole or in part by real estate require updated appraisals every two years. All loans are subject to loan to values as found in the Bank's loan policies irrespective of their grade. The Bank's watch list is reviewed on a quarterly basis by management and any questions as to value are addressed at that time.

The majority of the Bank's loans are made in the market by lenders who live and work in the market. Thus, their evaluation of the independent valuation is also valuable and serves as a double check.

On extremely rare occasions, the Bank will make adjustments to the recorded values of collateral securing commercial real estate loans without acquiring an updated appraisal for the subject property. The Bank has no formalized policy for determining when collateral value adjustments between regularly scheduled appraisals are necessary, nor does it use any specific methodology for applying such adjustments. However, on a quarterly basis as part of its normal operations, the Bank's senior management and the Credit Analyst Department will meet to review all commercial credits either deemed to be collateral dependent or on the Bank's watch list. An external review by an independent firm of 35% of our larger credits is also completed annually. In addition to analyzing the recent performance of these loans, management and the Enterprise Risk Management Committee will also consider any general market conditions that might warrant adjustments to the value of particular real estate collateralizing commercial loans. In addition, management conducts annual reviews of all commercial loans exceeding certain outstanding balance thresholds. In each of these situations, any information available to management regarding market conditions impacting a specific property or other relevant factors are considered, and lenders familiar with a particular commercial real estate loan and the underlying collateral may be present to provide their opinion on such factors. If the available information leads management to conclude a valuation adjustment is warranted, such an adjustment may be applied on the basis of the information available. If management concludes that an adjustment is warranted but lacks the specific information needed to reasonably quantify the adjustment, management will order a new appraisal on the subject property even though one may not be required under the Bank's general policies for updating appraisals.

Note 4 of the Consolidated Financial Statements may also be reviewed for additional tables dealing with the Bank's loans and ACL.

The Company adopted ASU 2016-13 on January 1, 2023, using the modified retrospective method for all financial assets measured at amortized cost and off-balance sheet credit exposures. ASU 2016-13 requires an expected credit losses approach, referred to as the Current Expected Credit Losses (CECL) approach to evaluating the allowance for credit losses. Results for

reporting periods beginning after January 1, 2023 are presented under CECL while prior period amounts continue to be reported in accordance with the incurred loss accounting standards. The Company did not make any material changes to its business practices as a result of implementing the ASU.

The transition adjustment of the CECL adoption included an increase in the allowance for credit losses of $3.6 million, increase in the allowance for unfunded loan commitment and letters of credit of $0.9 million and a $3.4 million decrease to the retained earnings account to reflect the cumulative effect of adopting CECL on our consolidated balance sheets, with the $1.1 million tax impact portion being recorded as part of the deferred tax asset in other assets on our consolidated balance sheets. Actual charge-off of loan balances is based upon periodic evaluations of the loan portfolio by management. These evaluations consider several factors, including, but not limited to, general economic conditions, financial condition of the borrower, and collateral. For regulatory capital calculations, the capital decrease of $3.4 million is amortized over a 3 year period.

As presented in the table on the next page, charge-offs decreased to $480 thousand for 2024. 72.1% of the charge-offs stemmed from the consumer portfolio. Charge-offs were $990 thousand for 2023 and $827 thousand for 2022. Recoveries were $338 thousand in 2024 compared to $439 and $298 for 2023 and 2022, respectively. The net charge-offs for the last three years were all under $600 thousand with 2023 the highest at $551 thousand and 2024 the lowest at $142 thousand.

Two borrower relationships resulted in a decrease to nonaccrual totals in the agricultural real estate and agricultural portfolios. The decrease to nonaccruals caused the ratio of the allowance for credit losses to nonaccrual loans to increase from 111.95% at December 31, 2023 to 1079.68% at December 31, 2024.

During 2024 and 2023, controlled loan originations resulted in lower provision expense. Higher provision expense was used to fund the ACL for loan growth in 2022. Overall, the ACL increased from $20.3 million at year-end 2022 to $25.8 million at year-end 2024. After adding the allowance for unfunded loan commitments, the ACL ended 2024 at $27.4 million.

The following table presents a reconciliation of the allowance for credit losses for the years ended December 31, 2024, 2023 and 2022:

	(In Thousands)		
	2024	2023	2022
Loans	$ 2,560,795	$ 2,578,472	$ 2,356,387
Daily average of outstanding loans	$ 2,555,701	$ 2,491,502	$ 2,073,737
Nonaccrual loans	$ 3,124	$ 22,353	$ 4,689
Nonperforming loans	$ 3,124	$ 22,353	$ 4,689
Allowance for Credit Losses - Jan 1	$ 25,024	$ 20,313	$ 16,242
Adjust for accounting change (ASU 2016-13)	-	3,564	-
Loans Charged off:			
Consumer Real Estate	13	-	-
Agricultural Real Estate	-	-	-
Agricultural	-	-	-
Commercial Real Estate	15	-	-
Commercial and Industrial	106	565	418
Consumer	346	425	409
	480	990	827
Loan Recoveries:			
Consumer Real Estate	6	35	20
Agricultural Real Estate	-	105	-
Agricultural	1	10	7
Commercial Real Estate	9	8	9
Commercial and Industrial	133	84	93
Consumer	189	197	169
	338	439	298
Net Charge-offs (Recoveries):			
Consumer Real Estate	7	(35)	(20)
Agricultural Real Estate	-	(105)	-
Agricultural	(1)	(10)	(7)
Commercial Real Estate	6	(8)	(9)
Commercial and Industrial	(27)	481	325
Consumer	157	228	240
	142	551	529
Provision for credit losses	944	1,698	4,600
Acquisition provision for credit losses	-	-	-
Allowance for Credit Losses - Dec 31	25,826	25,024	20,313
Allowance for Unfunded Loan Commitments & Letters of Credit - Dec 31	1,541	2,212	1,262
Total Allowance for Credit Losses - Dec 31	$ 27,367	$ 27,236	$ 21,575
Ratio of Net Charge-offs to Average Outstanding Loans	0.01%	0.02%	0.03%
Ratio of Nonaccrual Loans to Loans	0.12%	0.87%	0.20%
Ratio of the Allowance for Credit Losses to Loans	1.01%	0.97%	0.86%
Ratio of the Allowance for Credit Losses to Nonaccrual Loans	1079.68%	111.95%	273.67%
Ratio of the Allowance for Credit Losses to Nonperforming Loans	1079.68%	111.95%	273.67%

*Nonperforming loans are defined as all loans on nonaccrual, plus any loans past due 90 days not on nonaccrual.

The balance of loans at December 31, 2024 and 2023 within this chart do not include fair value basis adjustments for derivatives of $1.1 million and $2.7 million, respectively, or a daily average outstanding balance of $1.5 million at December 31, 2024.

ASU 2016-13 was adopted during the first quarter of 2023; therefore, 2022 provision amounts reflect the incurred loss method.

Allocation of ACL per loan category in terms of dollars, as a percentage of ACL and as a percentage of loans in each category to total loans is as follows:

	2024			2023			2022		
	Amount (000's)	% of ACL	% of Loan Category	Amount (000's)	% of ACL	% of Loan Category	Amount (000's)	% of ACL	% of Loan Category
Balance at End of Period Applicable To:									
Consumer Real Estate	$ 3,543	13.72	20.32	$ 3,581	14.31	20.24	$ 998	4.91	20.98
Agricultural Real Estate	895	3.47	8.44	312	1.25	8.67	349	1.72	9.36
Agricultural	285	1.10	5.95	336	1.34	5.15	751	3.70	5.47
Commercial Real Estate	16,560	64.12	51.10	17,400	69.53	51.77	11,924	58.70	48.83
Commercial and Industrial	3,531	13.67	11.71	2,093	8.37	12.22	5,382	26.49	11.55
Consumer	1,012	3.92	2.48	1,302	5.20	1.95	891	4.39	3.81
Unallocated	-	0.00	0.00	-	0.00	0.00	18	0.09	0.00
Allowance for Credit Losses	$ 25,826	100.00	100.00	$ 25,024	100.00	100.00	$ 20,313	100.00	100.00
Off Balance Sheet Commitments	1,541			2,212			1,262		
Total Allowance for Credit Losses	$ 27,367			$ 27,236			$ 21,575		

*ASU 2016-13 was adopted during the first quarter of 2023; therefore, the 2022 methodology reflects the incurred loss method.

Deposits

The amount of outstanding time certificates of deposits and other time deposits in amounts of $100,000 or more by maturity both in total and uninsured greater than $250,000 as of December 31, 2024 are as follows:

	(In Thousands)			
	Under Three Months	Over Three Months Less than Six Months	Over Six Months Less Than One Year	Over One Year
Time Deposits	$ 127,578	$ 92,266	$ 84,714	$ 74,010
Uninsured Time Deposits	$ 41,865	$ 37,820	$ 31,119	$ 30,828

The following table presents the average amount of and average rate paid on each deposit category:

	(In Thousands)			
	Non-Interest DDAs	Interest DDAs	Savings Accounts	Time Accounts
December 31, 2024:				
Average balance	$ 479,059	$ 832,358	$ 670,007	$ 663,320
Average rate	0.00%	3.30%	1.84%	3.73%
December 31, 2023:				
Average balance	$ 493,820	$ 766,158	$ 610,160	$ 640,390
Average rate	0.00%	2.84%	0.93%	3.10%
December 31, 2022:				
Average balance	$ 480,389	$ 688,908	$ 646,363	$ 451,013
Average rate	0.00%	0.71%	0.21%	1.29%

Uninsured deposits greater than $250,000 are presented by year in the table below:

	(In Thousands)		
	2024	2023	2022
Uninsured Deposits	$ 278,677	$ 282,991	$ 332,264

Liquidity

Liquidity remains a focus as the competition for deposits existed throughout 2023 and 2024 and still continues going into 2025. A special emphasis was placed on deposit growth in the 2nd and 3rd quarters of 2023 and the team responded when a deposit campaign was launched to raise an additional $100 million in deposits. As the competition for deposits has increased, the Company has increased emphasis on its liquidity position. The frequency of management liquidity meetings shifted to bi-weekly in late October 2023. If the need arises, a special meeting is held to be more responsive to opportunities and threats as they arise. These have proven to be greatly beneficial and will continue. Deposits grew 3.0% or $79.3 million in 2024 as compared to year-end 2023. The largest growth over 2023 was in savings deposits which increased $72.6 million. Our checking account balances, interest and noninterest bearing combined, grew $22.1 million in comparing December 31, 2024 to December 31, 2023. These represent true core balances and provide additional opportunities to benefit noninterest income.

The Company slowed its loan growth as part of 2024's strategic plan and shifted its focus to improving profitability and balance sheet management. The Bank has experienced a more challenging environment in which to raise lower cost core deposits. Therefore, we continued to participate out a portion of our larger loans with other financial institutions, both new loans and existing. The Bank has also maintained an emphasis on servicing existing clients and focus on prudent growth within our newer markets. Overall, loans decreased 0.75% during 2024 or $19.3 million as compared to 2023.

Cash balances increased, up 24.0% or $34.2 million over 2023 year-end levels. Holding cash at the Federal Reserve and at a correspondent bank earned the Bank the highest rate for liquid assets due to the inverted yield curve. This holds true as we head into 2025. In addition to the high cash balance, the Bank has access to $163.0 million of unsecured borrowings through

correspondent banks. Through the Federal Home Loan Bank, the Bank also has an additional $159.5 million available based on current collateral pledging and $163.7 million through the Cash Management Advance program. The Company and Bank combined has $174.8 million of unpledged securities which may be sold or used as collateral. Investments with a carrying value of $29.9 million as of December 31, 2024, were pledged to the Federal Reserve's Discount Window to provide additional borrowing capacity. The Company has established a $15.0 million variable line of credit tied to prime with a correspondent bank that matures on September 27, 2025. As of December 31, 2024, there were no outstanding borrowings on the line of credit. The Bank has broadened our relationships with additional broker firms to strengthen our contingency funding position.

The Company's security portfolio has increased 19.0% or $68.1 million as compared to December 31, 2023 balances. The increase was for liquidity purposes and contingency planning as a means of balance sheet gap management.

Short-term debt such as federal funds purchased and securities sold under agreement to repurchase also provides the Company with liquidity. These amounted to $27.2 million as of December 31, 2024, down from the $28.2 million as of December 31, 2023. The Bank had no federal funds purchased as of December 31, 2024 or 2023. The securities sold under agreement to repurchase accounts are used to provide a sweep product to the Bank’s commercial customers and for some term deposits.

Federal Home Loan Bank advances decreased to $246.1 million as of December 31, 2024, from $265.8 million on December 31, 2023. During 2024, advance proceeds were $15.0 million with repayments of $34.7 million. In 2023, advance proceeds were $324.0 million with $185.7 million in repayments. The advances helped to offset the difference for funding the loan growth which outpaced the deposit growth in 2023.

The Company will continue to develop our deposit gathering skills. The addition of our newer retail offices will aid in establishing new relationships. The Bank will continue to meet bi-weekly to focus our strategic plans on increasing liquidity while improving profitability.

Asset/Liability Management

The primary functions of asset/liability management are to assure adequate liquidity and maintain an appropriate balance between interest earning assets and interest bearing liabilities. It involves the management of the balance sheet mix, maturities, re-pricing characteristics and pricing components to provide an adequate and stable net interest margin with an acceptable level of risk. Interest rate sensitivity management seeks to avoid fluctuating net interest margins and to enhance consistent growth of net interest income through periods of changing interest rates.

Changes in net income, other than those related to volume arise when interest rates on assets re-price in a time frame or interest rate environment that is different from that of the re-pricing period for liabilities. Changes in net interest income also arise from changes in the mix of interest-earning assets and interest-bearing liabilities.

Historically, the Bank has maintained liquidity through cash flows generated in the normal course of business, loan repayments, maturing earning assets, the acquisition of new deposits, and borrowings. The Bank's asset and liability management program is designed to maximize net interest income over the long term while taking into consideration both credit and interest rate risk. Interest rate sensitivity varies with different types of interest-earning assets and interest-bearing liabilities. Overnight federal funds on which rates change daily and loans that are tied to the market rate differ considerably from long-term investment securities and fixed rate loans. Similarly, time deposits over $100,000 and money market accounts are much more interest rate sensitive than passbook savings accounts. The Bank utilizes shock analysis to examine the amount of exposure an immediate rate change of 100, 200, 300 and 400 basis points in both increasing and decreasing directions would have on the financials. Acceptable ranges of earnings and equity at risk are established and decisions are made to maintain those levels based on the shock results.

Impact of Inflation and Changing Prices

The consolidated financial statements and notes thereto presented herein have been prepared in accordance with generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of the Company’s operations. Unlike most industrial companies, nearly all the assets and liabilities of the Company are monetary in nature. As a result, interest rates have a greater impact on the Company’s performance than do the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and service.

Contractual Obligations

Contractual obligations of the Company totaled $968.1 million as of December 31, 2024. Time deposits, contractual agreements for certificates of deposits held by its customers, were $647.6 million. Securities sold under agreement to repurchase were $27.2 million. There were no federal funds purchased as of December 31, 2024. Long term debt was comprised of borrowings with the Federal Home Loan Bank of $246.1 million and subordinated notes of $35.0 million. Short term and long term debt is further defined in Note 10 of the consolidated financial statements.

Capital Resources

Stockholder’s Equity was $335.2 million as of December 31, 2024, compared to $316.5 million on December 31, 2023. Dividends declared during 2024 were $0.8825 per share totaling $11.9 million, up 3.8% from $0.85 per share dividend declared in 2023, totaling $11.5 million. Throughout 2024, the Company awarded 60,169 shares to 111 employees compared to 64,225 shares awarded to 113 employees during 2023. The majority of shares were awarded under a 3-year cliff vesting restriction in both years. 5,811 shares were forfeited under the long-term incentive plan throughout 2024 and 6,350 shares were forfeited throughout 2023. At year-end 2024, the Company held 158,183 shares in unearned stock awards, an increase from the year-end 2023 number of shares held in unearned stock awards of 151,350. For a summary of activity as it relates to the Company’s restricted stock awards, please refer to Note 12: Employee Benefit Plans in the consolidated financial statements. The Company held 864,889 shares in Treasury stock as of December 31, 2024, compared to 899,784 shares in Treasury stock as of the same date in 2023. On January 28, 2025, the Company announced the authorization of 650,000 shares for the Company’s repurchase, either in the open market, or in privately negotiated transactions, of its outstanding common stock commencing January 28, 2025, and ending December 31, 2025, by our Board of Directors. At the 2023 annual meeting, our shareholders approved the Company’s ability to establish a new class of flexible preferred stock and to issue 100,000 shares of such preferred stock at the Board of Director’s discretion. No preferred stock has been issued since approval in 2023.

The Company continues to have a strong capital base and maintains regulatory capital ratios that are above the defined regulatory capital ratios. On December 31, 2024, the Bank had total risk-based capital ratio of 12.40%. Core capital to risk-based asset ratio of 11.40% for the Bank, is more than regulatory guidelines. The Bank’s leverage ratio of 8.81% is also in excess of regulatory guidelines. Under Basel III, the common equity tier I capital to risk weighted assets ratio is also well above the required 4.5% and 6.5% well capitalized levels with the Bank at 11.40%. Adding on the required capital conservation buffer of 2.5% to the previous regulatory ratios and the Bank remains well above the requirements. The Bank’s capital conservation buffer is 4.40%. For further discussion and analysis of regulatory capital requirements, refer to Note 16 of the Consolidated Audited Financial Statements.

The Company’s subsidiary is restricted by regulations from making dividend distributions in excess of certain prescribed amounts. Upon prior regulatory approval, the Bank may be allowed to pay above the prescribed amounts.

ITEM 7a. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

Market risk is the exposure to loss resulting from changes in interest rates and equity prices. The primary market risk to which we are subject is interest rate risk. Much of our interest rate risk arises from the instruments, positions and transactions entered for purposes other than trading such as loans, available for sale securities, interest bearing deposits, short-term borrowings and long-term borrowings. Interest rate risk occurs when interest bearing assets and liabilities reprice at different times as market interest rates change. For example, if fixed rate assets are funded with variable rate debt, the spread between asset and liability rates will decline or turn negative if rates increase.

Interest rate risk is managed within an overall asset/liability framework. The principal objectives of asset/liability management are to manage sensitivity of net interest spreads and net income to potential changes in interest rates. Funding positions are kept within predetermined limits designed to ensure that risk-taking is not excessive and that liquidity is effectively managed. If our asset/liabilities management strategies are unsuccessful, our profitability may be adversely affected. The Company employs a sensitivity analysis utilizing interest rate shocks to help in this analysis. The shocks presented below assume instantaneous rates shocks on a static balance sheet as of December 31, 2024.

At December 31, 2024, the shocks presented below assume an immediate change of rate in the percentages and directions shown:

Interest Rate Shock on Net Interest Margin				Interest Rate Shock on Net Interest Income	
Net Interest Margin (Ratio)	% Change to Flat Rate	Rate Direction	Rate changes by	Cumulative Total ($000)	% Change to Flat Rate
2.97%	-6.67%	Rising	3.00%	94,232	-6.80%
3.05%	-4.35%	Rising	2.00%	96,622	-4.44%
3.20%	0.51%	Rising	1.00%	101,614	0.50%
3.19%	0.00%	Flat	0.00%	101,107	0.00%
3.05%	-4.40%	Falling	-1.00%	96,612	-4.40%
2.96%	-7.12%	Falling	-2.00%	93,835	-7.18%
2.83%	-11.13%	Falling	-3.00%	89,748	-11.23%

The Bank’s balance sheet is slightly asset-sensitive after coming through 100 bps of Fed rate cuts from September through December 2024. The net interest margin represents the forecasted twelve-month margin. The Company also reviews shocks with a 4.00% fluctuation and over a 24-month time frame. The goal of the Company is to gather more core deposits, such as checking and savings accounts. Checking accounts are preferable for the lower cost of funds and the opportunity to garner noninterest revenue from services provided. Savings and money market accounts are beneficial due to the variability of the interest in both rate and immediate option to reprice. CD pricing is more favorable for the Bank in shorter terms now that the yield curve has normalized somewhat for longer term rates.

The Bank was aggressive in dropping its non-maturity deposit rates in the last 4 months of 2024 while the Fed was cutting their rate. We will have less of an opportunity to be as aggressive with future Fed rate cuts, and the falling rate shocks above illustrate this reality. While net interest income drops in a falling interest rate environment, there are potential revenues and other factors that can insulate the Bank’s overall income, such as prepayment penalty fees, mortgage fees, and rate floors. The Bank’s monthly cost of funds dropped from 3.16% in September to 2.89% in December 2024. Older loans and investments will continue to reprice higher, in aggregate, in the next twelve months based on current rates. The Bank continues to review and adjust its assumptions concerning decay rates, deposit betas, key rate ties, and loan prepayment speeds. Rates are modified as index rates change. Directional changes shown above are within the Bank's risk tolerance. The effect of the rate shocks may be mitigated to the extent that not all lines of business are directly tied to an external index and actual balance sheet composition may differ from prediction.

Overall, the Company must continue its trajectory of improved pricing discipline for its new loans and deposits.

ITEM 8. FINANCIAL STATEMENTS

Index To Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm.

Consolidated Balance Sheets at December 31, 2024 and 2023.

Consolidated Statements of Income for the years ended December 31, 2024, 2023 and 2022.

Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2024, 2023 and 2022.

Consolidated Statements of Changes to Shareholders' Equity for the years ended December 31, 2024, 2023 and 2022.

Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023 and 2022.

Notes to Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm

Shareholders, Board of Directors, and Audit Committee Farmers & Merchants Bancorp, Inc.
Archbold, Ohio

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Farmers and Merchants Bancorp, Inc. (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income (loss), changes to stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 26, 2025, expressed an unqualified opinion thereon.

Change in Accounting Principle

As discussed in Note 1 and Note 4 to the consolidated financial statements, in 2023, the Company changed its method of accounting for credit losses on financial instruments due to the adoption of Accounting Standards Codification Topic 326: *Financial Instruments – Credit Losses*.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits.

We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

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

Critical Audit Matters

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

Allowance for Credit Losses (ACL) – Qualitative Adjustments

As described in Note 4 to the consolidated financial statements, the Company's allowance for credit losses (ACL) on loans was $25,826,000 as of December 31, 2024. The ACL is an estimate of current expected credit losses in the loan portfolio. The determination of the ACL requires significant judgment reflecting the Company's best estimate of expected future losses for the loan's entire contractual term adjusted for expected payments when appropriate. Estimates of expected credit losses are based on relevant information about current conditions, past events, and reasonable and supportable forward-looking forecasts regarding collectability of the reported amounts. The Company utilized an average charge-off model derived from historical charge-off data to construct a loss rate for each identified loan segment. Due to the Company's loss history not being sufficient and relevant enough to predict future losses, the Company is utilizing peer data from a peer group. The loss rates are then adjusted, for reasonable and supportable forecasts of relevant economic indicators as well as other environmental factors based on the risks present for each portfolio segment. The environmental factors ("qualitative adjustments") include consideration of economic conditions and portfolio trends.

We identified the qualitative adjustments component of the ACL as a critical audit matter. The qualitative adjustments component involves a high degree of subjectivity in evaluating management's estimates, such as evaluating management's assessment of economic forecasts and conditions and other environmental factors used to adjust loss rates.

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

- Testing the effectiveness of controls over the qualitative adjustments used in the ACL calculation including controls addressing the:
  - Significant assumptions and judgments applied in the development of the qualitative adjustments.
  - Mathematical accuracy of the qualitative adjustments applied to the loan segments in the ACL calculation.
- Substantively testing management's determination of the qualitative adjustments used in the ACL estimate, including:
  - Testing management's process for developing the qualitative adjustments, which included assessing the relevance and reliability of data used to develop the qualitative adjustments, including evaluating their judgments and assumptions for reasonableness. Among other procedures, our evaluation considered evidence from internal and external sources and involved modeling specialists to test the appropriateness of the design and operation of the model.
  - Analytically evaluating the qualitative adjustments for directional consistency, testing for reasonableness, and obtaining evidence for significant changes.
  - Testing the mathematical accuracy of the qualitative adjustments applied to the loan segments in the ACL calculation.

We have served as the Company's auditor since 2014.

/s/ Forvis Mazars, LLP

Fort Wayne, Indiana
February 26, 2025

Farmers & Merchants Bancorp, Inc. and Subsidiaries

Consolidated Balance Sheets
December 31, 2024 and 2023
(000's Omitted, Except Share Data)

	2024	2023
Assets		
Assets		
Cash and due from banks	$ 174,855	$ 140,917
Federal funds sold	1,496	1,284
Total cash and cash equivalents	176,351	142,201
Interest-bearing time deposits	2,482	2,740
Securities - available-for-sale	426,556	358,478
Other securities, at cost	14,400	17,138
Loans held for sale	2,996	1,576
Loans, net of allowance for credit losses of $25,826 and $25,024	2,536,043	2,556,167
Premises and equipment	33,828	35,790
Construction in progress	-	8
Goodwill	86,358	86,358
Loan servicing rights	5,656	5,648
Bank owned life insurance	34,872	33,907
Other assets	45,181	43,218
Total Assets	$ 3,364,723	$ 3,283,229
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest-bearing	$ 516,904	$ 528,465
Interest-bearing		
NOW accounts	850,462	816,790
Savings	671,818	599,191
Time	647,581	663,017
Total deposits	2,686,765	2,607,463
Federal funds purchased and securities sold under agreement to repurchase	27,218	28,218
Federal Home Loan Bank (FHLB) advances	246,056	265,750
Subordinated notes, net of unamortized issuance costs	34,818	34,702
Dividend payable	2,996	2,974
Accrued expenses and other liabilities	31,659	27,579
Total liabilities	3,029,512	2,966,686
Commitments and Contingencies		
Stockholders' Equity		
Common stock - No par value 20,000,000 shares authorized; issued 14,564,425 shares 12/31/24 and 12/31/23; outstanding 13,699,536 shares 12/31/24 and 13,664,641 shares 12/31/23	135,565	135,515
Treasury stock - 864,889 shares 12/31/24 and 899,784 shares 12/31/23	(10,985)	(11,040)
Retained earnings	235,854	221,080
Accumulated other comprehensive loss	(25,223)	(29,012)
Total stockholders' equity	335,211	316,543
Total Liabilities and Stockholders' Equity	$ 3,364,723	$ 3,283,229

See Notes to Consolidated Financial Statements

Farmers & Merchants Bancorp, Inc. and Subsidiaries

Consolidated Statements of Income
Years Ended December 31, 2024, 2023 and 2022
(000's Omitted, Except Per Share Data)

	2024	2023	2022
Interest Income			
Loans, including fees	$ 145,329	$ 129,344	$ 94,264
Debt securities:			
U.S. Treasury and government agencies	5,542	4,090	4,225
Municipalities	1,554	1,598	1,415
Dividends	1,361	882	318
Federal funds sold	45	44	21
Other	9,741	3,850	906
Total interest income	163,572	139,808	101,149
Interest Expense			
Deposits	64,463	46,923	9,883
Federal funds purchased and securities sold under agreements to repurchase	1,111	1,474	1,197
Borrowed funds	10,948	8,876	2,160
Subordinated notes	1,138	1,138	1,122
Total interest expense	77,660	58,411	14,362
Net Interest Income - Before Provision for Credit Losses*	85,912	81,397	86,787
Provision for Credit Losses - Loans*	944	1,698	4,600
Provision for (Recovery of) Credit Losses - Off Balance Sheet Credit Exposures*	(671)	46	-
Net Interest Income After Provision for Credit Losses*	85,639	79,653	82,187
Noninterest Income			
Customer service fees	1,324	1,332	2,050
Other service charges and fees	4,473	4,343	4,226
Interchange income	5,396	5,318	4,995
Loan servicing income	2,533	4,405	2,222
Net gain on sale of loans	859	699	1,353
Increase in cash surrender value of bank owned life insurance	965	834	691
Net gain (loss) on sale of other assets owned	71	(135)	259
Net loss on sale of available-for-sale securities	-	(891)	-
Total noninterest income	15,621	15,905	15,796
Noninterest Expense			
Salaries and wages	30,168	26,915	22,700
Employee benefits	8,543	7,520	6,903
Net occupancy expense	4,152	3,833	2,566
Furniture and equipment	5,264	5,022	4,207
Data processing	1,447	3,147	3,956
Franchise taxes	1,542	1,487	1,384
ATM expense	1,670	2,611	2,217
Advertising	2,144	2,606	1,646
FDIC assessment	2,108	1,982	905
Servicing rights amortization - net	818	611	145
Loan expense	960	1,055	1,070
Consulting fees	877	832	1,302
Professional fees	1,793	1,430	1,492
Intangible asset amortization	1,780	1,780	1,134
Other general and administrative	5,421	6,373	5,881
Total noninterest expense	68,687	67,204	57,508

Consolidated Statements of Income (continued)
Years Ended December 31, 2024, 2023 and 2022
(000's Omitted, Except Per Share Data)

	2024	2023	2022
Income Before Income Taxes	32,573	28,354	40,475
Income Taxes	6,635	5,567	7,960
Net Income	$ 25,938	$ 22,787	$ 32,515
Basic Earnings Per Share	$ 1.90	$ 1.67	$ 2.46
Diluted Earnings Per Share	$ 1.90	$ 1.67	$ 2.46
Dividends Declared	$ 0.8825	$ 0.8500	$ 0.8125

See Notes to Consolidated Financial Statements
*ASU 2016-13 was adopted during the first quarter of 2023; therefore, 2022 provision amounts reflect the incurred loss method.

Farmers & Merchants Bancorp, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income (Loss)
Years Ended December 31, 2024, 2023 and 2022
(000's Omitted)

	2024	2023	2022
Net Income	$ 25,938	$ 22,787	$ 32,515
Other Comprehensive Income (Loss) (Net of Tax):			
Net unrealized gain (loss) on available-for-sale securities	4,797	10,781	(44,366)
Reclassification adjustment for realized loss on sale of available-for-sale securities	-	891	-
Net unrealized gain (loss) on available-for-sale securities	4,797	11,672	(44,366)
Tax expense (benefit)	1,008	2,451	(9,317)
Other comprehensive income (loss)	3,789	9,221	(35,049)
Comprehensive Income (Loss)	$ 29,727	$ 32,008	$ (2,534)

See Notes to Consolidated Financial Statements

Farmers & Merchants Bancorp, Inc. and Subsidiaries

Consolidated Statements of Changes to Stockholders' Equity
For the Years Ended December 31, 2024, 2023 and 2022

Omitted, Except Per Share Data)

	Shares of Common Stock	Common Stock	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance - January 1, 2022	13,066,233	122,674	(11,724)	189,401	(3,184)	297,167
Net income	-	-	-	32,515	-	32,515
Other comprehensive loss	-	-	-	-	(35,049)	(35,049)
Issuance of 500,426 shares and purchase of 125 shares of common stock in acquisition	500,301	13,446	(3)	-	-	13,443
Purchase of treasury stock	(9,488)	-	(308)	-	-	(308)
Issuance of 56,496 shares of restricted stock (Net of forfeitures - 8,000)	48,496	(1,522)	428	1,094	-	-
Stock-based compensation expense	-	899	-	-	-	899
Director stock awards	2,880	-	34	86	-	120
Cash dividends declared - $0.8125 per share	-	-	-	(10,647)	-	(10,647)
Balance - December 31, 2022	13,608,422	135,497	(11,573)	212,449	(38,233)	298,140
Cumulative change in accounting principle	-	-	-	(3,371)	-	(3,371)
Balance - January 1, 2023 (as adjusted for change in accounting principle)	13,608,422	135,497	(11,573)	209,078	(38,233)	294,769
Net income	-	-	-	22,787	-	22,787
Other comprehensive income	-	-	-	-	9,221	9,221
Purchase of treasury stock	(10,704)	-	(218)	-	-	(218)
Issuance of 64,425 shares of restricted stock (Net of forfeitures - 6,350)	57,875	(1,263)	641	622	-	-
Stock-based compensation expense	-	1,281	-	-	-	1,281
Director stock awards	9,048	-	110	70	-	180
Cash dividends declared - $0.85 per share	-	-	-	(11,477)	-	(11,477)
Balance - December 31, 2023	13,664,641	$ 135,515	$ (11,040)	$ 221,080	$ (29,012)	$ 316,543
Net income	-	-	-	25,938	-	25,938
Other comprehensive income	-	-	-	-	3,789	3,789
Purchase of treasury stock	(28,391)	-	(664)	-	-	(664)
Issuance of 60,169 shares of restricted stock (Net of forfeitures - 5,811)	54,358	(1,311)	608	703	-	-
Stock-based compensation expense	-	1,361	-	-	-	1,361
Director stock awards	8,928	-	111	77	-	188
Cash dividends declared - $0.8825 per share	-	-	-	(11,944)	-	(11,944)
Balance - December 31, 2024	13,699,536	$ 135,565	$ (10,985)	$ 235,854	$ (25,223)	$ 335,211

See Notes to Consolidated Financial Statements

Farmers & Merchants Bancorp, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
Years Ended December 31, 2024, 2023 and 2022
(000's Omitted)

	2024	2023	2022
Cash Flows from Operating Activities			
Net income	$ 25,938	$ 22,787	$ 32,515
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation	3,774	3,383	2,739
Amortization of premiums on available-for-sale securities, net	1,087	1,500	2,090
Capitalized additions to servicing rights	(826)	(2,710)	(537)
Servicing rights amortization and impairment	818	611	145
Amortization of core deposit intangible	1,657	1,657	1,011
Amortization of customer list intangible	123	123	123
Net accretion of fair value adjustments	(2,672)	(3,569)	(4,531)
Amortization of subordinated note issuance costs	116	116	115
Stock-based compensation expense	1,361	1,281	899
Director stock awards	188	180	120
Deferred income taxes	307	2,228	171
Provision for credit losses - loans	944	1,698	4,600
Provision for (recovery of) credit losses - off balance sheet credit exposures	(671)	46	-
Gain on sale of loans held for sale	(859)	(699)	(1,353)
Originations of loans held for sale	(53,650)	(36,399)	(69,410)
Proceeds from sale of loans held for sale	52,157	36,349	77,650
Gain on derivatives	(59)	(40)	-
Gain (loss) on sale of other assets owned	(71)	135	(259)
Loss on sales of available-for-sale securities	-	891	-
Increase in cash surrender value of bank owned life insurance	(965)	(834)	(691)
Change in other assets and other liabilities, net	3,777	(6,588)	(4,728)
Net cash provided by operating activities	32,474	22,146	40,669
Cash Flows from Investing Activities			
Activity in available-for-sale securities:			
Maturities, prepayments and calls	34,759	24,021	31,064
Sales	-	21,963	-
Purchases	(99,127)	(4,392)	(38,377)
Activity in other securities, at cost:			
Purchases	(1,789)	(9,004)	(1,615)
Change in interest-bearing time deposits	258	1,702	6,471
Proceeds from redemption of FHLB stock	2,146	1,665	1,249
Proceeds from sales of other assets owned	92	219	440
Additions to premises and equipment	(1,871)	(10,929)	(2,600)
Loan originations and principal collections, net	21,170	(219,333)	(395,610)
Acquisition of Peoples Federal Savings and Loan, net of cash received	-	-	9,074
Net cash used in investing activities	(44,362)	(194,088)	(389,904)
Cash Flows from Financing Activities			
Net change in deposits	79,302	138,939	165,861
Net change in federal funds purchased and securities sold under agreements to repurchase	(1,000)	(25,988)	24,938
Proceeds of FHLB advances	15,000	324,000	140,000
Repayment of FHLB advances	(34,678)	(185,664)	(37,394)
Proceeds (Repayment) of other borrowings	-	(10,000)	(30,000)
Purchase of treasury stock	(664)	(218)	(308)
Cash dividends paid on common stock	(11,922)	(11,335)	(10,276)
Net cash provided by financing activities	46,038	229,734	252,821
Net Increase (Decrease) in Cash and Cash Equivalents	34,150	57,792	(96,414)
Cash and Cash Equivalents - Beginning of Year	142,201	84,409	180,823
Cash and Cash Equivalents - End of Year	**$ 176,351**	**$ 142,201**	**$ 84,409**

Consolidated Statements of Cash Flows (continued)
Years Ended December 31, 2024, 2023 and 2022
(000's Omitted)

	2024	2023	2022
Supplemental Information			
Supplemental cash flow information:			
Interest paid	$ 76,498	$ 55,119	$ 13,748
Income taxes paid	3,100	5,421	7,702
Supplemental noncash disclosures:			
Transfer of loans from loans held for sale	932	-	-
Cash dividends declared not paid	2,996	2,974	2,832
The Company purchased all of the capital stock of Peoples Federal Savings and Loan for $23,249 on October 1, 2022. In conjunction with the acquisition, liabilities were assumed as follows:			
Fair value of assets acquired	$ -	$ -	$ 141,818
Less: common stock issued	-	-	13,446
Treasury stock repurchased	-	-	(3)
Cash paid for the capital stock	-	-	9,806
Liabilities assumed	$ -	$ -	$ 118,569

See Notes to Consolidated Financial Statements

Note 1 - Summary of Significant Accounting Policies

Nature of Operations

The Farmers & Merchants Bancorp, Inc. (the Company) through its bank subsidiary, The Farmers & Merchants State Bank (the Bank) provides a variety of financial services to individuals and small businesses through its offices in Northwest Ohio, Northeast Indiana and Southeast Michigan.

Consolidation Policy

The consolidated financial statements include the accounts of Farmers & Merchants Bancorp, Inc. and its wholly-owned subsidiaries, The Farmers & Merchants State Bank (the Bank), a commercial banking institution and Farmers & Merchants Risk Management, Inc. (the Captive), a Captive insurance company which was dissolved in December 2023. The Bank includes F&M Insurance Agency, LLC, a subsidiary offering insurance products which was formed in November 2023. All significant inter-company balances and transactions have been eliminated.

Reclassification

Certain amounts within the noninterest income and noninterest expense section of the Company's consolidated statements of income have been reclassified to conform with current year presentation to provide additional information to the reader.

Revision of Previously Issued Financial Statements

The Company has voluntarily revised amounts reported in previously issued financial statements for the periods presented in this Annual Report on Form 10-K to correct two immaterial errors.

Within the loans disclosure (Note 4), the vintage loan tables that represent the risk category of loans by portfolio class and year of origination as of December 31, 2023 have been updated to separate origination year 2019 from the prior year for the term loans amortized cost basis.

Within the derivative financial instruments disclosure (Note 18), the derivative fair value on the tables that present a summary of interest rate swap derivatives designated as fair value accounting hedges of fixed-rate receivables used in the Bank's asset/liability management activities listing notional value, weighted average remaining maturity and weighted average rate included a clerical error that has been corrected to match the derivative fair value presented on two other tables as of December 31, 2023.

These revisions had no effect on total assets, stockholders’ equity or net income as previously reported.

The Company evaluated the impact of the improper adherence to disclosure requirements and clerical errors to our previously issued financial statements in accordance with SEC Staff Accounting Bulletins No. 99 and No.108 and, based upon quantitative and qualitative factors, determined the errors were not material to the previously issued financial statements and disclosures included in our Annual Report on Form 10-K for the year ended December 31, 2023.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for credit losses, the valuation of loan servicing rights and the valuation of goodwill. Actual results could differ from those estimates.

The determination of the adequacy of the allowance for credit losses is based on estimates that are particularly susceptible to significant changes in the economic environment and market conditions. In connection with the determination of the estimated losses on loans, management obtains independent appraisals for significant collateral.

The Bank's loans are generally secured by specific items of collateral including real property, consumer assets, and business assets. Although the Bank has a diversified loan portfolio, a substantial portion of its debtors' ability to honor their contracts is dependent on local economic conditions in the communities we serve.

While management uses available information to recognize losses on loans, further reductions in the carrying amounts of loans 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 estimated losses on loans. Such agencies may require the Bank to recognize additional losses 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 estimated losses on loans may change materially in the near term. However, the amount of the change that is reasonably possible cannot be estimated.

Cash and Cash Equivalents

For purposes of the consolidated statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. This includes cash on hand, amounts due from banks, and federal funds sold. Generally, federal funds sold are outstanding for one day periods.

Restrictions on Cash and Amounts Due from Banks

Effective March 26, 2020, the Bank is no longer required to maintain average balances on hand with the Federal Reserve Bank. The Company and its subsidiaries maintain cash balances with high quality financial institutions. At times such balances may be in excess of the federally insured limits.

Securities

Debt securities are classified as available-for-sale. Securities available-for-sale are carried at fair value with unrealized gains and losses reported in other comprehensive income (loss). Net realized gains and losses on securities available for sale are included in noninterest income and, when applicable, are reported as a reclassification adjustment, net of tax, in other comprehensive income (loss). Gains and losses on sales of securities are determined on the specific-identification method.

Declines in the fair value of securities below their cost that are deemed to be the result of credit quality are recorded in the Company's consolidated statement of income as a component of the provision for credit loss. In estimating whether the unrealized loss requires an allowance for credit losses, management considers (1) fair value of the security has significantly declined from book value, (2) downgrade has occurred that lowered the credit rating to below investment grade, (3) dividends have been reduced or eliminated or scheduled interest payments have not been made and (4) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Adjustments to the allowance are recorded in the Company's consolidated statement of income as part of the provision for credit losses.

Other Securities

Other Securities consist of stock in the Federal Home Loan Banks of Cincinnati and Indianapolis (the "FHLBs"), which is held to enable the Bank to conduct business with the entities. The FHLBs sell and purchase their stock at par. The FHLBs stock is carried at cost and held as collateral security for all indebtedness of the Bank to the Federal Home Loan Bank. The FHLBs stock is evaluated for impairment as conditions warrant.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at amortized cost. Amortized cost is the principal balance outstanding, net of purchase premiums and discounts, deferred loan fees and costs. Accrued interest receivable totaled $10.7 and $10.2 million at December 31, 2024 and December 31, 2023, respectively, and was reported in Other Assets on the Company's consolidated balance

sheets and is excluded from the estimate of credit losses. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level-yield method without anticipation repayments.

Interest income on mortgage and commercial loans is discontinued and placed on nonaccrual status at the time the loan is 90 days delinquent unless the loan is well secured and in process of collection. Mortgage loans are charged off at 180 days past due, and commercial loans are charged off to the extent principal or interest is deemed uncollectible. Consumer loans continue to accrue interest until they are charged off no later than 120 days past due unless the loan is in the process of collection. Past-due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Under the cost-recovery method, interest income is not recognized until the loan balance is reduced to zero. Under the cash-basis method, interest income is recorded when the payment is received in cash. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Loan origination and commitment fees and certain direct loan origination costs are deferred and amortized as a net adjustment to the related loan's yield. The Bank is generally amortizing these costs over the contractual life of such loans.

Allowance for Credit Losses

The ACL represents management's estimate of expected credit losses inherent in the Bank's loan portfolio and unfunded loan commitments at the report date. The ACL methodology is regularly reviewed for its appropriateness and is approved annually by the Board of Directors. This written methodology is consistent with Generally Accepted Accounting Principles which provides for a consistently applied analysis.

The ACL is a valuation account that is deducted from the loans' amortized cost basis to present the net amount expected to be collected on the loans. Loans are charged off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. The ACL reflects the Company's estimated credit losses over the life of the loan. Management assesses changes in prepayment assumptions, interest rates, collateral values, portfolio composition, trends in non-performing loans, and other economic factors. In addition to an extensive internal loan monitoring process, the Company also aims to have an annual external, independent loan review of approximately 35% of its commercial and agricultural loan portfolio. Management in turn assesses the results from the reviews to make changes in internal risk ratings of loans and the related ACL.

The Bank's methodology provides an estimate of the expected credit losses either by calculating a reserve per credit or by applying our methodology to groupings based on similar risk characteristics. The loan portfolio was grouped based on loans of similar type, including acquired loans. The loan groupings for the CECL calculation consist of Commercial Real Estate, Commercial & Industrial, Agricultural Real Estate, Agricultural, Consumer Real Estate, and Consumer. All groups use the average charge-off method for calculating the ACL. This incorporates a historical loss period from March 2000, since Call Report data became more granular regarding loan groupings, and includes several economic cycles. As a percentage, the reserves are the highest against construction and development loans, while farmland loans have the lowest overall reserve due to having such low loss rates.

The Company is utilizing peer data from a peer group of 316 banks in the region of Ohio, Michigan and Indiana with asset sizes less than $5 billion as of December 31, 2024. The reserves are calculated at the loan level and based on the note characteristics, essentially balances times loss rate + qualitative factors + forward look, with the forward looking forecast eliminated after 12 months. In order to provide a reasonable and supportable forward looking forecast, a regression analysis of the Bank's historical loss rates against the Federal Open Market Committee (FOMC) quarterly economic projections for National Unemployment is completed. The Bank previously also included the FOMC's forecasted change in real GDP as a second independent variable in its forward look regression; however, it was removed in the second quarter of 2024 due to reflecting little statistically significant correlation to the Bank's historical

loss rates. The impact of this change to the ACL was immaterial due to the variable having such a low coefficient value at this time. Annual projections are broken down using a straight-line approach for quarterly changes.

In addition to this quantitative analysis, management also utilizes qualitative analysis each quarter as a component of the ACL. The qualitative factors include nine categories: ability of staff, changes in collateral values, changes in loan concentration levels, economic conditions, external factors such as regulatory, level and trends in non-accrual or adversely classified loans, loan review results, nature and volume of the portfolio and loan terms, and changes in lending policies and procedures. The methodology allows for additional qualitative factors as other risks emerge. Items within these categories are ranked as baseline, low, medium, or high levels of risk, and the related risk level per categories dictates the level of qualitative factor that is used depending on the standard deviation level from historical loss.

Loans that do not share risk characteristics are evaluated on an individual basis. Loans evaluated individually are not included in the collective evaluation; reserves for expected credit losses for collateral-dependent loans are based on the expected shortfall of the loan based on the discounted collateral value. This specific reserve portion of the ACL was $52 thousand at December 31, 2024 and $386 thousand at December 31, 2023. When management determines that foreclosure is probable, expected credit losses are based on the fair value of the collateral at the reporting date, adjusted for selling costs as appropriate. At 90 days delinquent, secured consumer loans are charged down to the value of the collateral, if repossession of the collateral is assured and/or in the process of repossession. Consumer mortgage loan deficiencies are charged down upon the sale of the collateral or sooner upon the recognition of collateral deficiency.

Expected credit losses are estimated over the contractual term of the loans, adjusted for expected prepayments when appropriate. The contractual term excludes expected extensions, renewals, and modifications unless either of the following applies: management has a reasonable expectation at the reporting date that a modification to a borrower experiencing financial difficulty will be executed with an individual borrower or the extension or renewal options are included in the original or modified contract at the reporting date and are not unconditionally cancellable by the Company.

The Company estimates expected credit losses over the contractual period in which the Company is exposed to credit risk via a contractual obligation to extend credit, unless that obligation is unconditionally cancellable by the Company. The allowance for credit losses on off-balance sheet credit exposures is adjusted as a provision for credit loss expense. The estimate includes consideration of the likelihood that funding will occur and an estimate of expected credit losses on commitments expected to be funded over its estimated life. The loan categories of off-balance sheet exposures are the same as the loan categories for the ACL. The funding assumptions are updated each quarter based on expected utilization percentages.

For more information regarding the actual composition and classification of loans involved in the establishment of the allowance for credit loss, please see Note 4 provided here with the notes to consolidated financial statements.

Loans Held for Sale

Loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value in the aggregate. Net unrealized losses, if any, are recognized in a valuation allowance by charges to income.

Derivative Financial Instruments

The Company uses derivative financial instruments to help manage exposure to interest rate risk and the effects that changes in interest rates may have on net income and the fair value of assets and liabilities. The Company enters into interest rate swap agreements as part of its asset liability management strategy to help manage its interest rate risk position.

Designating an interest rate swap as an accounting hedge allows the Company to recognize gains and losses, less any ineffectiveness, in the Company's consolidated statements of income within the same period that the hedged item affects earnings. The Company includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the related interest rate swaps. The fair value of interest rate swaps with a positive fair value are reported

in other assets in the Company's consolidated balance sheets while interest rate swaps with a negative fair value are reported in accrued expenses and other liabilities in the Company's consolidated balance sheets.

Servicing Assets

Servicing assets are recognized as separate assets when rights are acquired through purchase or sale of financial assets. These rights are composed of servicing rights for 1-4 family real estate loans and agricultural real estate loans. The Bank's servicing rights relating to fixed rate 1-4 family real estate loans and agricultural real estate loans that it has sold without recourse but services for others for a fee represent an asset on the Bank's balance sheet.

Capitalized servicing rights are amortized into noninterest expense in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated for impairment based upon the fair value of the rights as compared to capitalized servicing rights. Impairment is determined by stratifying rights by predominant characteristics, such as interest rates and terms. The 1-4 family real estate and agricultural real estate valuations are similar in concept; however, utilize different strata, prepayment speeds and other assumptions in order to account for the differences in behavior between agricultural real estate loans and 1-4 family real estate loans. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum. Fees received for servicing loans owned by investors are based on a percentage of the outstanding monthly principal balance of such loans and are included in operating income as loan payments are received. Costs of servicing loans are charged to expense as incurred.

Goodwill and Other Intangible Assets

Goodwill results from business acquisitions and represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed for impairment at least annually. If possible impairment is likely, the Bank will utilize the assistance of an independent third party for an appraisal and any such impairment is recognized in the period identified. The goodwill impairment analysis was performed as of September 30, 2023 by an independent third party. The goodwill impairment analysis consisted of a first step goodwill impairment test which was used to identify potential impairment by comparing the fair value of the relevant reporting entity with its carrying value, including goodwill. The analysis was performed under guidance of FASB ASC 350. In the quantitative testing completed as of September 30, 2024, the excess fair value of capital was $16.2 million or 4.5% over the carrying value and was approximately 0.2 times the value of goodwill being carried. The testing completed as of September 30, 2024 shows improvement compared to the testing completed as of September 30, 2023. Therefore, the Bank concluded it is unlikely impairment of goodwill has occurred from the goodwill established from the Bank's acquisition of Knisely on December 31, 2007, the acquisition of Bank of Geneva on January 1, 2019, the acquisition of Ossian State Bank on April 30, 2021, the acquisition of Perpetual Federal Savings Bank on October 1, 2021 and the acquisition of Peoples Federal Savings and Loan on October 1, 2022. Since the establishment of goodwill, there has been no impairment recognized.

Other intangible assets consist of core deposit and customer list intangible assets arising from business acquisitions. They are initially measured at fair value and then are amortized on a straight line method over their estimated useful lives and evaluated for impairment. These assets are included in other assets on the Company's consolidated balance sheets.

Off Balance Sheet Instruments

In the ordinary course of business, the Bank has entered into commitments to extend credit, including commitments, commercial letters of credit and standby letters of credit. Such financial instruments are recorded when they are funded.

Foreclosed Real Estate

Foreclosed real estate held for sale is carried at the lower of fair value minus estimated costs to sell, or cost. Costs of holding foreclosed real estate are charged to expense in the current period, except for significant property improvements, which are capitalized. Valuations are periodically performed by management and an allowance is

established by a charge to noninterest expense if the carrying value exceeds the fair value minus the estimated costs to sell. Foreclosed real estate is classified as other real estate owned. The net loss from operations of foreclosed real estate held for sale is reported in noninterest expense. The Bank held no foreclosed real estate at December 31, 2024 or December 31, 2023.

Premises and Equipment

Land is carried at cost. Bank premises and equipment are stated at cost less accumulated depreciation. Depreciation is based on the estimated useful lives of the various properties and is computed using straight line and accelerated methods. Costs for maintenance and repairs are charged to operations as incurred. Gains and losses on dispositions are included in current operations.

Bank Owned Life Insurance

Bank owned life insurance policies are carried at their cash surrender value. The Bank recognizes tax-free income from the periodic increases in the cash surrender value of these policies and from death benefits.

Revenue Recognition

Accounting Standards Codification 606, "Revenue from Contracts with Customers" (ASC 606) provides that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue generated from financial instruments, including loans and investment securities, are not included within the scope of ASC 606. The adoption of ASC 606 did not result in a change to the accounting for any of the Company's revenue streams that are within scope of the amendments. Revenue-generating activities that are within the scope of ASC 606 that are presented as noninterest income in the Company's consolidated statements of income include:

- Customer service fees – these include miscellaneous service fees and transaction-based fees charged for certain services, such as credit card. Revenue is recognized when the performance obligation is completed, which is generally after a transaction is completed or monthly for account maintenance services.
- Other service charges and fees – these include service fees charged for deposit account maintenance and activity along with transaction-based fees charged for certain services, such as overdraft activities, returned check charges and wire transfers. Revenue is recognized when the performance obligation is completed, which is generally after a transaction is completed or monthly for account maintenance services.
- Interchange income – transaction-based fees charged for debit card. Revenue is recognized when the performance obligation is completed, which is generally after a transaction is completed or monthly for account maintenance services.

Income Tax

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

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at

the reporting date and is subject to management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in tax expense. Based on management's analysis, the Company did not have any uncertain tax positions as of December 31, 2024 and 2023 With a few exceptions, the Company is no longer subject to U.S. Federal, state or local examinations by tax authorities for years before 2021.

Earnings Per Share

Basic earnings per share represent income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. See Note 13 for additional information.

Stock-Based Compensation

The fair value of restricted common stock is their fair market value on the date of grant. The fair value of restricted stock is amortized as compensation expense on a straight-line basis over the vesting period of the grants. Compensation expense recognized is included in salaries and wages in the consolidated statements of income.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Corporation – put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and (3) the Corporation does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

Treasury Stock

Common stock shares repurchased are recorded at market value on date of purchase. Restricted shares when awarded are removed from treasury stock using the weighted average method.

Other Comprehensive Income (Loss)

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet. Such items, along with net income, are components of other comprehensive income (loss).

The components of other comprehensive income (loss) and related tax effects are as follows:

	(In Thousands)		
	2024	2023	2022
Net unrealized gain (loss) on available-for-sale securities	$ 4,797	$ 10,781	$ (44,366)
Reclassification adjustment for loss on sale of available-for-sale securities	-	891	-
Net unrealized gain (loss) on available-for-sale securities	4,797	11,672	(44,366)
Tax expense (benefit)	1,008	2,451	(9,317)
Other comprehensive income (loss)	$ 3,789	$ 9,221	$ (35,049)

Recent Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13 "*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*." This ASU required the measurement of all expected credit losses for financial assets held at the reporting date to be based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations now use forward-looking information to better calculate their credit loss estimates. Many of the loss estimation techniques used prior to adoption of the ASU are still permitted, although the inputs to those techniques were changed to reflect the full amount of expected credit losses. Organizations continue to use judgment to determine which loss estimation method is appropriate for their circumstances. The ASU required enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization's portfolio. These disclosures included qualitative and quantitative requirements that provided additional information about the amounts recorded in the financial statements. In addition, the ASU amended the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration.

The Current Expected Credit Losses ("CECL") methodology applies to loans held for investment, held to maturity debt securities, and off balance-sheet credit exposures. The ASU allows for several different methods of computing the ACL: closed pool, vintage, average charge-off, migration, probability of default / loss given default, discounted cash flow, and regression. Based on its analysis of observable data, the Company concluded the average charge-off method to be the most appropriate and statistically relevant.

The Company began working with its third-party service provider to review parallel reports in June 2019. At the end of first quarter 2022, the Company evaluated and refined its methodology and produced a parallel report for the calculation of the ACL under the ASU guidance. The Company contracted with a third party to perform an independent validation of its processes and methodology. This validation has been completed and, at this time, is anticipated to be performed on an annual basis. As the Company conducts its own risk-based audits, the audit risk assessment will determine the scope and frequency of future model validations.

The qualitative impact of the new accounting standard will still be directed by many of the same factors that impacted the previous methodology for computing the allowance including, but not limited to, quality and experience of staff, changes in the value of collateral, concentrations of credit in loan types or industries and changes to lending policies. In addition to this, the Company will also use reasonable and supportable forecasts. Examples of this are regression analyses of data from the Federal Open Market Committee, quarterly economic projections for change in real GDP and of national unemployment.

The Company adopted ASU 2016-13 on January 1, 2023, using the modified retrospective method for all financial assets measured at amortized cost and off-balance sheet credit exposures. Results for reporting periods beginning after January 1, 2023 are presented under CECL while prior period amounts continue to be reported in accordance with the incurred loss accounting standards. The Company did not make any material changes to its business practices as a result of implementing the ASU.

The transition adjustment of the CECL adoption included an increase in the allowance for loan losses of $3.6 million, an increase in the allowance for unfunded loan commitment and letters of credit of $0.9 million and a $3.4 million decrease to the retained earnings account to reflect the cumulative effect of adopting CECL on the Company's consolidated balance sheets, with the $1.1 million tax impact portion being recorded as part of the deferred tax asset in other assets on the Company's consolidated balance sheets.

The following table illustrates the impact of adopting the ASU:

	January 1, 2023 (In Thousands)		
	As Reported Under ASU 2016-13	Pre-ASU 2016-13 Adoption	Impact of ASU 2016-13 Adoption
Consumer Real Estate	$ 3,872	$ 998	$ 2,874
Agricultural Real Estate	183	349	(166)
Agricultural	101	751	(650)
Commercial Real Estate	15,425	11,924	3,501
Commercial & Industrial	3,217	5,382	(2,165)
Consumer	1,079	909	170
Unfunded Loan Commitment & Letters of Credit	2,166	1,262	904
Current Expected Credit Losses	$ 26,043	$ 21,575	$ 4,468

In March 2022, the Sixth Circuit issued a ruling in CIC Services LLC v IRS vacating a previously referenced IRS Notice 2016-66. That ruling, as it stood, would remove the requirement of disclosure on Form 8886. However, on April 10, 2023, the IRS issued IR-2023-74 proposing regulations that classify Sec. 831(b) captives with less than a 65% claims loss ratio over a 10-year period as a "listed transaction." This provision would apply to only captives that have been in existence for at least 10 years. This is a change from Notice 2016-66 which classified Sec. 831(b) captives with less than a 70% claims loss ratio as a "transaction of interest." Final regulations were issued on January 14, 2025 and would have excluded our prior captive insurance company as a listed transaction. The Company dissolved its Captive insurance company, F&M Risk Management, in December 2023.

In March 2023, the FASB issued ASU 2023-02 *"Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method (a Consensus of the Emerging Issues Task Force)."* The amendments in this Update expand the use of the proportional amortization method of accounting to equity investments in tax credit programs beyond those in low-income-housing tax credit (LIHTC) programs. The ASU allows entities to elect the proportional amortization method, on a tax-credit-program-by-tax-credit-program basis, for all equity investments in tax credit programs meeting the eligibility criteria in Accounting Standards Codification (ASC) 323-74-25-1. While the ASU does not significantly alter the existing eligibility criteria, it does address existing interpretive issues. It also prescribes specific information reporting entities must disclose about tax credit investments each period. The ASU is effective for reporting periods beginning after December 15, 2023, for public business entities. Early adoption is permitted. Entities have the option of applying the ASU using either a modified retrospective or retrospective adoption approach. For some changes related to existing LIHTC investments, prospective application is permitted. The Company adopted ASU 2023-02 effective January 1, 2024 using the prospective approach. The financial impact was immaterial to the financial statements.

In October 2023, the FASB issued ASU 2023-06 *"Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative."* The amendments in this Update are the result of the FASB's decision to incorporate into the Accounting Standards Codification certain disclosure requirements, referred by the SEC, that require incremental information to US GAAP. Topics in the ASU that have applicability to the Company are as follows:

* *Statement of Cash Flows* - requires an accounting policy disclosure in annual periods of where cash flows associated with derivative instruments and their related gains and losses are presented in the statement of cash flows.
* *Debt*- requires disclosure of amounts and terms of unused lines of credit and unfunded commitments and the weighted-average interest rate on outstanding short-term borrowings.
* *Derivatives and Hedging* - adds cross-reference to disclosure requirements related to where cash flows associated with derivative instruments and their related gains and losses are presented in the statement of cash flows.

The effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. If by June 30, 2027, the SEC has not removed the applicable requirement from Regulation S-X or Regulation S-K, the pending content of the related

amendment will be removed from the Accounting Standards Codification and will not become effective for any entity. Management is reviewing the provisions of ASU 2023-06, and does not expect the adoption of the ASU to have a material effect on the Company's financial statements.

In November 2023, the FASB issued ASU 2023-07 "*Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures."* The amendments in this Update improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this Update primarily require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker; require that a public entity disclose the title and position of the chief operating decision maker and an explanation of how the chief operating decision maker uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources; require that a public entity that has a single reportable segment provide all the disclosures required by the amendments in this Update and all existing segment disclosures in Topic 280. The amendments in this Update are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply the amendments in this Update retrospectively to all prior periods presented in the financial statements. Management adopted this Update effective December 31, 2024, without material effect on the Company's financial position or results of operations.

In December 2023, the FASB issued ASU 2023-09 *"Income Taxes (Topic 740) - Improvements to Income Tax Disclosures."* The amendments in this Update require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income [or loss] by the applicable statutory income tax rate). The amendments also require disclosure of the amount of income taxes paid (net of refunds received) disaggregated by federal (national) and state jurisdictions. For public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The amendments in this Update should be applied on a prospective basis and retrospective application is permitted. Management is evaluating the Update and does not expect adoption of the Update to have a material effect on the Company's financial position or results of operations.

In November 2024, the FASB issued ASU 2024-03 *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*. The amendments in this Update require disclosure, in the notes to financial statements, of specified information about certain costs and expenses. The amendments require that at each interim and annual reporting period (1) the Company disclose the amounts of (a) employee compensation, (b) depreciation, and (c) intangible asset amortization included in each relevant expense caption. A relevant expense caption is an expense caption presented on the face of the income statement within continuing operations that contains any of the expense categories listed. (2) Include certain amounts that are already required to be disclosed under current generally accepted accounting principles (GAAP) in the same disclosure as the other disaggregation requirements. (3) Disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. (4) Disclose the total amount of selling expenses and, in annual reporting periods, the Company's definition of selling expenses. The amendments in this Update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments in this Update should be applied either (1) prospectively to financial statements issued for reporting periods after the effective date of this Update or (2) retrospectively to any or all prior periods presented in the financial statements. Management is currently evaluating the Update and does not expect adoption of the Update to have a material effect on the Company's financial position or results of operations.

Note 2 – Business Combination & Asset Purchase

On October 1, 2022, the Company acquired Peoples-Sidney Financial Corporation (PPSF), the bank holding company for Peoples Federal Savings and Loan Bank, a community bank with three full-service offices in Sidney, Anna and Jackson Center, Ohio in addition to a separate drive-thru location in Sidney, Ohio. PPSF shareholders had the opportunity to elect to receive either 0.6597 shares of FMAO stock or $24.00 per share in cash for each PPSF share owned, subject to a requirement under the Merger Agreement that the minimum number of PPSF shares exchanged for Farmers & Merchants Bancorp, Inc. (FMAO) shares in the merger was no less than 758,566. Fractional shares of

FMAO common stock were not issued in respect of fractional interests arising from the merger but were paid in cash pursuant to the merger agreement. PPSF had 1,167,025 shares outstanding on October 1, 2022. The share price of FMAO stock on October 1, 2022 was $26.87. Total consideration for the acquisition was approximately $23.2 million consisting of which $9.8 million was in cash and $13.4 million in stock. As a result of the acquisition, the Company increased its deposit base in Sidney and the greater Shelby County and reduced transaction costs. The Company has reduced costs through economies of scale.

In 2022, the Company incurred additional third-party acquisition-related costs of $2.4 million. These expenses were comprised primarily of data processing costs of $1.1 million, consulting fees of $543 thousand, employee benefits of $127 thousand and other general and administrative expense of $501 thousand in the Company's consolidated statement of income for the year ended December 31, 2022.

In 2023, the Company has incurred additional third-party acquisition-related costs of $200 thousand. These expenses are comprised of employee benefits of $137 thousand, data processing costs of $13 thousand, consulting fees of $5 thousand and other general and administrative expense of $45 thousand in the Company's consolidated statement of income for the year ended December 31, 2023.

Under the acquisition method of accounting, the total purchase was allocated to net tangible and intangible assets based on their current estimated fair values on the date of acquisition. Of the total purchase price of $23.2 million, $6.0 million has been allocated to core deposit intangible included in other assets and is being amortized over seven years on a straight line basis. Goodwill of $5.9 million, which resulted from the acquisition, consists largely of the synergies and economies of scale expected from combining the operations of the Company and Peoples Federal Savings and Loan Bank. Of that total amount, none of the purchase price was deductible for tax purposes. The following table summarizes the consideration paid for Peoples Federal Savings and Loan Bank and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date.

Fair Value of Consideration Transferred

		(In Thousands)
Cash	$	9,806
Common Shares (500,426 shares)		13,446
Treasury stock repurchased (125 shares)		(3)
Total	$	23,249

Recognized amounts of identifiable assets acquired and liabilities assumed

Assets		
Cash and cash equivalents	$	18,881
Other securities, at cost		1,271
Loans, net		101,755
Premises and equipment		1,906
Goodwill		5,924
Other assets		12,081
Total Assets Purchased	$	141,818
Liabilities		
Deposits		
Noninterest bearing	$	7,139
Interest bearing		104,719
Total deposits		111,858
Federal Home Loan Bank (FHLB) advances		896
Accrued expenses and other liabilities		5,815
Total Liabilities Assumed	$	118,569

The fair value of the assets acquired included loans with a fair value of $101.8 million and a weighted average life of 44.4 months. The gross principal and contractual interest due under the contracts was $116.1 million of which none was expected to be uncollectible.

The fair value of building and land included in premises and equipment was written up $581 thousand with $597 thousand attributable to the buildings and is being amortized over the remaining life of each building. The combined average remaining life was 12.8 years.

The fair value for certificates of deposit incorporated a valuation amount of $662 thousand which was amortized over 1.1 years. The fair value of Federal Home Loan Bank (FHLB) advances included a valuation amount of $69 thousand which is being amortized over 5.2 years.

Changes in accretable yield, or income expected to be collected, are as follows:

	2024 (In Thousands)	2023 (In Thousands)
Beginning Balance	$ 566	$ 798
Additions	-	6
Accretion	(231)	(232)
Reclassification from nonaccretable difference	-	-
Disposals	-	(6)
Ending Balance	$ 335	$ 566

On October 1, 2021, the Company acquired Perpetual Federal Savings Bank, (PFSB), a community bank with one full-service office in Urbana, Ohio. Shareholders of PFSB elected to receive either 1.7766 shares of FMAO stock or $41.20 per share in cash for each PFSB share owned, subject to adjustment based upon 1,833,999 shares of FMAO to be issued in the merger. PFSB had 2,470,032 shares outstanding on October 1, 2021. The share price of Farmers & Merchants Bancorp, Inc. (FMAO) stock on October 1, 2021 was $22.40. Total consideration for the acquisition was approximately $100.3 million consisting of $59.2 million in cash and $41.1 million in stock.

Under the acquisition method of accounting, the total purchase was allocated to net tangible and intangible assets based on their current estimated fair values on the date of acquisition. Of the total purchase price of $100.3 million, $668 thousand has been allocated to core deposit intangible included in other assets and is being amortized over seven years on a straight line basis. Goodwill of $25.2 million, which resulted from the acquisition, consists largely of the synergies and economies of scale expected from combining the operations of the Company and Perpetual Federal Savings Bank. Of that total amount, none of the purchase price was deductible for tax purposes.

Changes in accretable yield, or income expected to be collected, are as follows:

	2024 (In Thousands)	2023 (In Thousands)
Beginning Balance	$ 2,795	$ 4,236
Additions	-	39
Accretion	(1,342)	(1,480)
Reclassification from nonaccretable difference	-	-
Disposals	-	-
Ending Balance	$ 1,453	$ 2,795

On April 30, 2021, the Company acquired Ossian Financial Services, Inc., (OSFI), the bank holding company for Ossian State Bank, a community bank based in Ossian, Indiana. Ossian State Bank operated two full-service offices in the northeast Indiana communities of Ossian and Bluffton. Shareholders of OSFI received $67.71 in cash for each share. OSFI had 295,388 shares outstanding on April 30, 2021. Total consideration for the acquisition was approximately $20.0 million in cash.

Under the acquisition method of accounting, the total purchase was allocated to net tangible and intangible assets based on their current estimated fair values on the date of acquisition. Of the total purchase price of $20.0 million, $980 thousand has been allocated to core deposit intangible included in other assets and is being amortized over seven years on a straight line basis. Goodwill of $7.9 million, which resulted from the acquisition, consists largely of the synergies and economies of scale expected from combining the operations of the Company and Ossian State Bank and is deductible for tax purposes over 15 years.

Changes in accretable yield, or income expected to be collected, are as follows:

	2024 (In Thousands)	2023 (In Thousands)
Beginning Balance	$ 294	$ 470
Additions	-	-
Accretion	(175)	(176)
Reclassification from nonaccretable difference	-	-
Disposals	(12)	-
Ending Balance	$ 107	$ 294

Changes in accretable yield, or income expected to be collected, for the acquisition of Bank of Geneva completed in 2019, are as follows:

	2024 (In Thousands)	2023 (In Thousands)
Beginning Balance	$ 363	$ 785
Additions	1	11
Accretion	(364)	(433)
Reclassification from nonaccretable difference	-	-
Disposals	-	-
Ending Balance	$ -	$ 363

The results of operations of Peoples Federal Savings and Loan Bank have been included in the Company's consolidated financial statements since the acquisition date of October 1, 2022. The following table presents supplemental unaudited pro-forma information for the year ended December 31, 2022 as if the acquisition occurred on January 1, 2022. The pro-forma is not necessarily indicative of the results that would have occurred had the acquisition been consummated as of this date, nor is it intended to be a projection of future results.

	2022
Summary of Operations	
Net Interest Income - Before Provision for Credit Losses and Unfunded*	$ 90,754
Provision for Credit Losses and Unfunded*	4,513
Net Interest Income After Provision for Credit Losses and Unfunded*	86,241
Noninterest Income	14,100
Noninterest Expense	58,105
Income Before Income Taxes	42,236
Income Taxes	8,141
Net Income	$ 34,095
Basic and Diluted Earnings Per Share	$ 2.51

The pro-forma information includes adjustments for interest income on loans, amortization of intangibles arising from the transaction, interest expense on deposits acquired, premises expense for the branches acquired and the related income tax effects.

The acquisition of Bank of Geneva resulted in the recognition of $3.9 million in core deposit intangible assets, the acquisition of Ossian State Bank resulted in the recognition of $980 thousand in core deposits assets, the acquisition of Perpetual Federal Savings Bank resulted in the recognition of $668 thousand in core deposits and the acquisition of Peoples Federal Savings and Loan resulted in the recognition of $6.0 million in core deposits which are all being amortized over the remaining economic useful life of 7 years on a straight line basis. Core deposit intangible is included in other assets on the Company's consolidated balance sheets.

The amortization expense for the years ended December 31, 2024, 2023 and 2022 was $1.7, $1.7 and $1.0 million, respectively.

Future amortization expense of core deposit intangible assets is as follows:

	Geneva	Ossian	Perpetual	Peoples	Total
			(In Thousands)		
2025	$ 560	$ 140	$ 95	$ 861	$ 1,656
2026	-	140	95	861	1,096
2027	-	140	95	861	1,096
2028	-	47	73	861	981
2029	-	-	-	646	646
Total	$ 560	$ 467	$ 358	$ 4,090	$ 5,475

On November 16, 2020, FM Investment Services, a division of the Bank, purchased the assets and clients of Adams County Financial Resources (ACFR), a full-service registered investment advisory firm located in Geneva, Indiana. As of November 30, 2020, ACFR had approximately $83 million of assets under management and over 450 clients.

Total consideration for the purchase was $825 thousand which consisted of 40,049 shares of stock. Under the acquisition method of accounting, the total purchase is allocated to net tangible and intangible assets based on their current estimated fair values on the date of acquisition. Of the total purchase price of $825 thousand, $800 thousand has been allocated to customer list intangible, included in other assets, to be amortized over 6.5 years on a straight line basis.

The customer list intangible amortization expense for the years ended December 31, 2024, 2023 and 2022 was $123 thousand for each of the three years presented. Future amortization expense of customer list intangible is as follows:

	(In Thousands)
2025	$ 123
2026	123
2027	48
Total	$ 294

Note 3 – Securities

The amortized cost and fair value of securities, with gross unrealized gains and losses, follows:

	(In Thousands) 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-Sale:				
U.S. Treasury	$ 111,397	$ 17	$ (5,415)	$ 105,999
U.S. Government agencies	144,660	-	(9,494)	135,166
Mortgage-backed securities	133,268	17	(12,654)	120,631
State and local governments	69,159	28	(4,427)	64,760
Total available-for-sale securities	$ 458,484	$ 62	$ (31,990)	$ 426,556

	(In Thousands) 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-Sale:				
U.S. Treasury	$ 87,182	$ 1	$ (6,913)	$ 80,270
U.S. Government agencies	140,960	-	(12,738)	128,222
Mortgage-backed securities	94,061	-	(11,929)	82,132
State and local governments	73,000	135	(5,281)	67,854
Total available-for-sale securities	$ 395,203	$ 136	$ (36,861)	$ 358,478

Investment securities will at times depreciate to an unrealized loss position. The Bank utilizes the following criteria to assess whether the unrealized loss requires an allowance for credit losses on investment securities. No one item by itself will necessarily signal that an allowance for credit losses on investment securities should be established.

1. The fair value of the security has significantly declined from book value.
2. A downgrade has occurred that lowered the credit rating to below investment grade (below Baa3 by Moody and BBB – by Standard and Poors.)
3. Dividends have been reduced or eliminated or scheduled interest payments have not been made.
4. Management does not possess both the intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value.

If the unrealized loss is determined to be the result of a credit loss, the present value of the cash flows expected to be collected is compared to the amortized cost basis. If the present value of the cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded, limited by the amount that the fair value is less than the amortized cost basis. Adjustments to the allowance are recorded in the Company's consolidated statement of income as a component of the provision for credit losses. The table below is presented by category of security and length of time in a continuous loss position. The Company did not record an allowance for credit losses on its investment securities available for sale as the unrealized losses were attributed to changes in interest rates, not credit quality.

Information pertaining to securities with gross unrealized losses at December 31, 2024 and 2023, aggregated by investment category and length of time that individual securities have been in a continuous loss position follows:

	2024			
	(In Thousands) Less Than Twelve Months		(In Thousands) Twelve Months & Over	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury	$ (467)	$ 31,533	$ (4,948)	$ 62,151
U.S. Government agencies	-	-	(9,494)	131,335
Mortgage-backed securities	(668)	51,236	(11,986)	66,877
State and local governments	(224)	8,631	(4,203)	53,091
Total available-for-sales securities	$ (1,359)	$ 91,400	$ (30,631)	$ 313,454

	2023			
	(In Thousands) Less Than Twelve Months		(In Thousands) Twelve Months & Over	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury	$ (4)	$ 494	$ (6,909)	$ 79,528
U.S. Government agencies	-	-	(12,738)	128,222
Mortgage-backed securities	(20)	4,372	(11,909)	77,759
State and local governments	(2)	931	(5,279)	60,402
Total available-for-sales securities	$ (26)	$ 5,797	$ (36,835)	$ 345,911

Unrealized losses on securities have not been recognized into income because the issuers' bonds are of high credit quality, values have only been impacted by rate changes, and the Company has the intent and ability to hold the securities for the foreseeable future. The fair value is expected to recover as the bonds approach the maturity date.

Sales of $22.0 million in 2023 generated gross realized losses for the year ended December 31, 2023 as presented below:

	(In Thousands)		
	2024	2023	2022
Gross realized gains	$ -	$ -	$ -
Gross realized losses	-	(891)	-
Net realized losses	$ -	$ (891)	$ -
Tax benefit related to net realized losses	$ -	$ (187)	$ -

The net realized loss on sales and related tax benefit is a reclassification out of accumulated other comprehensive loss. The net realized loss is included in net loss on sale of securities available-for-sale and the related tax benefit is included in income taxes in the consolidated statements of income.

The amortized cost and fair value of debt securities at December 31, 2024, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	(In Thousands)	
	Amortized Cost	Fair Value
One year or less	$ 50,842	$ 50,047
After one year through five years	256,807	239,570
After five years through ten years	17,057	15,811
After ten years	510	497
Total	$ 325,216	$ 305,925
Mortgage-backed securities	133,268	120,631
Total	$ 458,484	$ 426,556

Investments with a carrying value and fair value of $221.9 million at December 31, 2024 and $194.1 million at December 31, 2023 were pledged to secure public deposits and securities sold under repurchase agreements. Investments with a carrying value of $29.9 million as of December 31, 2024, were pledged to the Federal Reserve's Discount Window to provide additional borrowing capacity. These investments were reallocated from the $61.7 million that were pledged to the Federal Reserve's Bank Term Funding Program (BTFP) at December 31, 2023. The BTFP was discontinued in March of 2024. The remaining investments pledged to BTFP were released.

Note 4 - Loans

The Company had $3.0 million in loans held for sale at December 31, 2024 as compared to $1.6 million in loans held for sale at December 31, 2023.

Loans at December 31 are summarized below:

	(In Thousands)	
Loans:	2024	2023
Consumer Real Estate	$ 520,114	$ 521,895
Agricultural Real Estate	216,401	223,791
Agricultural	152,080	132,560
Commercial Real Estate	1,310,811	1,337,766
Commercial and Industrial	275,152	254,935
Consumer	63,009	79,591
Other	24,978	30,136
	2,562,545	2,580,674
Less: Net deferred loan fees and costs and other*	(676)	517
	2,561,869	2,581,191
Less: Allowance for credit losses	(25,826)	(25,024)
Loans - Net	$ 2,536,043	$ 2,556,167

*This chart contains fair value adjustments to the basis of derivatives in the amount of $1.1 million and $2.7 million at December 31, 2024 and December 31, 2023, respectively.

Following are the characteristics and underwriting criteria for each major type of loan the Bank offers:

Consumer Real Estate: Purchase, refinance, or equity financing of one to four family owner occupied dwelling. Success in repayment is subject to borrower’s income, debt level, character in fulfilling payment obligations, employment, and others.

Agricultural Real Estate: Purchase of farm real estate or for permanent improvements to the farm real estate. Cash flow from the farm operation is the repayment source and is therefore subject to the financial success of the farm operation.

Agricultural: Loans for the production and housing of crops, fruits, vegetables, and livestock or to fund the purchase or re-finance of capital assets such as machinery and equipment and livestock. The production of crops and livestock is especially vulnerable to commodity prices and weather. The vulnerability to commodity prices is offset by the farmer's ability to hedge their position by the use of the future contracts. The risk related to weather is often mitigated by requiring crop insurance.

Commercial Real Estate: Construction, purchase, and refinance of business purpose real estate. Risks include potential construction delays and overruns, vacancies, collateral value subject to market value fluctuations, interest rate, market demands, borrower's ability to repay in orderly fashion, and others. The Bank does employ stress testing on higher balance loans to mitigate risk by ensuring the customer's ability to repay in a changing rate environment before granting loan approval.

Commercial and Industrial: Loans to proprietorships, partnerships, or corporations to provide temporary working capital and seasonal loans as well as long term loans for capital asset acquisition. Risks include adequacy of cash flow, reasonableness of projections, financial leverage, economic trends, management ability and estimated capital expenditures during the fiscal year. The Bank does employ stress testing on higher balance loans to mitigate risk by ensuring the customer's ability to repay in a changing rate environment before granting loan approval.

Consumer: Funding for individual and family purposes. Success in repayment is subject to borrower's income, debt level, character in fulfilling payment obligations, employment, and other factors.

Other: Primarily funds public improvements in the Bank's service area. Repayment ability is based on the continuance of the taxation revenue as the source of repayment.

The following is a maturity schedule by major category of loans excluding fair value adjustments at December 31, 2024:

	(In Thousands)				
	Within One Year	After One Year Within Five Years	After Five Years Within Fifteen Years	After Fifteen Years	Total
Consumer Real Estate	$ 19,180	$ 25,777	$ 156,930	$ 320,327	$ 522,214
Agricultural Real Estate	6,490	7,715	65,320	137,074	216,599
Agricultural	82,568	55,905	8,888	4,741	152,102
Commercial Real Estate	138,177	403,661	565,194	203,829	1,310,861
Commercial and Industrial	127,540	83,964	63,867	148	275,519
Consumer	2,274	50,750	10,138	41	63,203
Other	77	956	23,949	-	24,982
	$ 376,306	$ 628,728	$ 894,286	$ 666,160	$ 2,565,480

The distribution of fixed rate loans and variable rate loans by major loan category is as follows as of December 31, 2024:

	(In Thousands)	
	Fixed Rate	Variable Rate
Consumer Real Estate	$ 305,062	$ 215,052
Agricultural Real Estate	118,808	97,593
Agricultural	54,099	97,981
Commercial Real Estate	934,197	376,614
Commercial and Industrial	148,542	126,610
Consumer	62,977	32
Other	15,270	9,708

Variable rate loans that have reached ceiling or floor limits are reported as fixed rate loans until such time as their rates adjust away from those limits. Other loans are included in the commercial and industrial category for the remainder of the tables in this Note 4, unless specifically noted separately.

The following table represents the contractual aging of the recorded investment in past due loans by portfolio classification of loans as of December 31, 2024 and 2023, net of deferred loan fees and costs:

(In Thousands)

December 31, 2024	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Financing Receivables
Consumer Real Estate	$ 2,533	$ 547	$ 559	$ 3,639	$ 516,753	$ 520,392
Agricultural Real Estate	651	-	-	651	215,486	216,137
Agricultural	44	-	79	123	152,258	152,381
Commercial Real Estate	54	141	360	555	1,307,906	1,308,461
Commercial and Industrial	122	5	57	184	299,613	299,797
Consumer	365	19	62	446	63,181	63,627
Total	$ 3,769	$ 712	$ 1,117	$ 5,598	$ 2,555,197	$ 2,560,795

(In Thousands)

December 31, 2023	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Financing Receivables
Consumer Real Estate	$ 1,914	$ 137	$ 670	$ 2,721	$ 519,187	$ 521,908
Agricultural Real Estate	-	3,429	55	3,484	219,995	223,479
Agricultural	-	1,132	2,977	4,109	128,654	132,763
Commercial Real Estate	380	-	255	635	1,334,440	1,335,075
Commercial and Industrial	145	-	199	344	284,550	284,894
Consumer	218	37	26	281	80,072	80,353
Total	$ 2,657	$ 4,735	$ 4,182	$ 11,574	$ 2,566,898	$ 2,578,472

The following tables present the recorded investment in nonaccrual loans by portfolio class of loans as of December 31, 2024 and December 31, 2023:

	(In Thousands) December 31, 2024		
	Nonaccrual With No Allowance for Credit Loss	Nonaccrual	Loans Past Due Over 89 Days Still Accruing
Consumer Real Estate	$ 1,637	$ 2,369	$ -
Agricultural Real Estate	130	130	-
Agricultural	90	90	-
Commercial Real Estate	360	360	-
Commercial & Industrial	57	57	-
Consumer	118	118	-
Total	$ 2,392	$ 3,124	$ -

	(In Thousands) December 31, 2023		
	Nonaccrual With No Allowance for Credit Loss	Nonaccrual	Loans Past Due Over 89 Days Still Accruing
Consumer Real Estate	$ 1,006	$ 1,190	$ -
Agricultural Real Estate	15,949	15,949	-
Agricultural	4,671	4,671	-
Commercial Real Estate	254	254	-
Commercial & Industrial	198	198	-
Consumer	91	91	-
Total	$ 22,169	$ 22,353	$ -

Interest income on nonaccrual loans, recognized on a cash basis, was $93 thousand and $338 thousand for the years ended December 31, 2024 and 2023, respectively.

The Bank uses a nine tier risk rating system to grade its loans. The grade of a loan may change during the life of the loan.

The risk ratings are described as follows.

1. Zero (0) Unclassified. Any loan which has not been assigned a classification.

2. One (1) Excellent. Credit to premier customers having the highest credit rating based on an extremely strong financial condition, which compares favorably with industry standards (upper quartile of RMA ratios). Financial statements indicate a sound earnings and financial ratio trend for several years with satisfactory profit margins and excellent liquidity exhibited. Prime credits may also be borrowers with loans fully secured by highly liquid collateral such as traded stocks, bonds, certificates of deposit, savings account, etc. No credit or collateral exceptions exist, and the loan adheres to The Bank's loan policy in every respect. Financing alternatives would be readily available and would qualify for unsecured credit. This rate is summarized by high liquidity, minimum risk, strong ratios, and low handling costs.

3.Two (2) Good. Desirable loans of somewhat less stature than rate 1, but with strong financial statements. Loan supported by financial statements containing strong balance sheets and a history of profitability. Probability of serious financial deterioration is unlikely. Possessing a sound repayment source (and a secondary source), which would allow repayment in a reasonable period of time. Individual loans backed by liquid personal assets, established history and unquestionable character.

4.Three (3) Satisfactory. Satisfactory loans of average or slightly above average risk – having some deficiency or vulnerability to changing economic conditions, but still fully collectible. Projects should normally demonstrate acceptable debt service coverage. There may be some weakness but with offsetting features of other support readily available. Loans that are meeting the terms of repayment.

Loans may be rated 3 when there is no recent information on which to base a current risk evaluation and the following conditions apply:

At inception, the loan was properly underwritten and did not possess an unwarranted level of credit risk;

a.At inception, the loan was secured with collateral possessing a loan-to-value adequate to protect The Bank from loss;

b.The loan exhibited two or more years of satisfactory repayment with a reasonable reduction of the principal balance;

c.During the period that the loan has been outstanding, there has been no evidence of any credit weakness. Some examples of weakness include slow payment, lack of cooperation by the borrower, breach of loan covenants, or the business is in an industry which is known to be experiencing problems. If any of these credit weaknesses is observed, a lower risk rating is warranted.

5.Four (4) Satisfactory / Monitored. A “4” (Satisfactory/Monitored) risk rating may be established for a loan considered satisfactory but which is of average credit risk due to financial weakness or uncertainty. The loans warrant a higher than average level of monitoring to ensure that weaknesses do not advance. The level of risk in Satisfactory/Monitored classification is considered acceptable and within normal underwriting guidelines, so long as the loan is given management supervision.

6.Five (5) Special Mention. Loans that possess some credit deficiency or potential weakness which deserve close attention, but which do not yet warrant substandard classification. Such loans pose unwarranted financial risk that, if not corrected, could weaken the loan and increase risk in the future. The key distinctions of a 5 (Special Mention) classification are that (1) it is indicative of an unwarranted level of risk, and (2) weaknesses are considered “potential” versus “defined” impairments to the primary source of loan repayment and collateral.

7.Six (6) Substandard. One or more of the following characteristics may be exhibited in loans classified substandard:

a.Loans which possess a defined credit weakness and the likelihood that a loan will be paid from the primary source are uncertain. Financial deterioration is underway and very close attention is warranted to ensure that the loan is collected without loss.

b.Loans are inadequately protected by the current net worth and paying capacity of the borrower.

c.The primary source of repayment is weakened, and The Bank is forced to rely on a secondary source of repayment such as collateral liquidation or guarantees.

d.Loans are characterized by the distinct possibility that The Bank will sustain some loss if deficiencies are not corrected.

e.Unusual courses of action are needed to maintain a high probability of repayment.

f.The borrower is not generating enough cash flow to repay loan principal; however, continues to make interest payments.

g.The lender is forced into a subordinate position or unsecured collateral position due to flaws in documentation.

h.Loans have been restructured so that payment schedules, terms and collateral represent concessions to the borrower when compared to the normal loan terms.

i.The lender is seriously contemplating foreclosure or legal action due to the apparent deterioration in the loan

j.There is significant deterioration in the market conditions and the borrower is highly vulnerable to these conditions.

8.Seven (7) Doubtful. One or more of the following characteristics may be exhibited in loans classified Doubtful:

a.Loans have all of the weaknesses of those classified as Substandard. Additionally, however, these weaknesses make collection or liquidation in full based on existing conditions improbable.

b.The primary source of repayment is gone, and there is considerable doubt as to the quality of the secondary source of repayment.

c.The possibility of loss is high, but, because of certain important pending factors which may strengthen the loan, loss classification is deferred until its exact status is known. A Doubtful classification is established deferring the realization of the loss.

9.Eight (8) Loss. Loans are considered uncollectable and of such little value that continuing to carry them as assets on the institution’s financial statements is not feasible. Loans will be classified Loss when it is neither practical nor desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

The following table reflects the risk category of loans by portfolio class based on the most recent analysis performed as of December 31, 2024 and 2023 based on year of origination:

(In Thousands)

	Term Loans Amortized Cost Basis by Origination Year									
	2024	2023	2022	2021	2020	Prior	Term Total	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Grand Total
Consumer Real Estate										
Risk Rating										
Pass (1-4)	$ 40,257	$ 64,316	$ 79,503	$ 89,800	$ 74,996	$ 106,007	$ 454,879	$ 61,097	$ 237	$ 516,213
Special Mention (5)	-	-	37	551	-	119	707	19	-	726
Substandard (6)	143	239	529	786	465	1,040	3,202	236	15	3,453
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Consumer Real Estate	$ 40,400	$ 64,555	$ 80,069	$ 91,137	$ 75,461	$ 107,166	$ 458,788	$ 61,352	$ 252	$ 520,392
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ 13	$ 13	$ -	$ -	$ 13
Agricultural Real Estate										
Risk Rating										
Pass (1-4)	$ 23,817	$ 28,088	$ 34,469	$ 22,983	$ 23,639	$ 76,964	$ 209,960	$ 92	$ -	$ 210,052
Special Mention (5)	-	-	-	-	-	13	13	-	-	13
Substandard (6)	5,696	-	371	-	-	5	6,072	-	-	6,072
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Agricultural Real Estate	$ 29,513	$ 28,088	$ 34,840	$ 22,983	$ 23,639	$ 76,982	$ 216,045	$ 92	$ -	$ 216,137
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Agricultural										
Risk Rating										
Pass (1-4)	$ 14,915	$ 10,500	$ 14,381	$ 5,616	$ 3,204	$ 3,911	$ 52,527	$ 98,283	$ -	$ 150,810
Special Mention (5)	-	13	-	8	-	-	21	30	-	51
Substandard (6)	-	21	-	-	29	-	50	1,470	-	1,520
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Agricultural	$ 14,915	$ 10,534	$ 14,381	$ 5,624	$ 3,233	$ 3,911	$ 52,598	$ 99,783	$ -	$ 152,381
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

(In Thousands)

	Term Loans Amortized Cost Basis by Origination Year									
	2024	2023	2022	2021	2020	Prior	Term Total	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Grand Total
Commercial Real Estate										
Risk Rating										
Pass (1-4)	$ 128,608	$ 200,192	$ 413,106	$ 218,309	$ 110,435	$ 188,239	$ 1,258,889	$ -	$ -	$ 1,258,889
Special Mention (5)	-	-	12,590	-	1,352	753	14,695	-	-	14,695
Substandard (6)	-	34,299	-	-	-	578	34,877	-	-	34,877
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Commercial Real Estate	$ 128,608	$ 234,491	$ 425,696	$ 218,309	$ 111,787	$ 189,570	$ 1,308,461	$ -	$ -	$ 1,308,461
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ 15	$ 15	$ -	$ -	$ 15
Commercial & Industrial										
Risk Rating										
Pass (1-4)	$ 31,933	$ 54,581	$ 39,665	$ 15,047	$ 13,480	$ 1,294	$ 156,000	$ 113,446	$ 222	$ 269,668
Special Mention (5)	-	137	-	188	26	416	767	459	-	1,226
Substandard (6)	39	348	29	-	-	28	444	3,481	-	3,925
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Commercial & Industrial	$ 31,972	$ 55,066	$ 39,694	$ 15,235	$ 13,506	$ 1,738	$ 157,211	$ 117,386	$ 222	$ 274,819
Gross charge-offs YTD	$ -	$ -	$ -		$ 101	$ -	$ 101	$ -	$ 5	$ 106
Other										
Risk Rating										
Pass (1-4)	$ -	$ -	$ -	$ 15,829	$ 5,068	$ 4,081	$ 24,978	$ -	$ -	$ 24,978
Special Mention (5)	-	-	-	-	-	-	-	-	-	-
Substandard (6)	-	-	-	-	-	-	-	-	-	-
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Other	$ -	$ -	$ -	$ 15,829	$ 5,068	$ 4,081	$ 24,978	$ -	$ -	$ 24,978
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

(In Thousands)

	Term Loans Amortized Cost Basis by Origination Year									
	2023	2022	2021	2020	2019	Prior	Term Total	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Grand Total
Consumer Real Estate										
Risk Rating										
Pass (1-4)	$ 77,298	$ 88,695	$ 90,139	$ 82,680	$ 32,302	$ 94,294	$ 465,408	$ 52,904	$ -	$ 518,312
Special Mention (5)	1,228	40	-	-	-	134	1,402	-	-	1,402
Substandard (6)	-	261	558	163	246	952	2,180	14	-	2,194
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Consumer Real Estate	$ 78,526	$ 88,996	$ 90,697	$ 82,843	$ 32,548	$ 95,380	$ 468,990	$ 52,918	$ -	$ 521,908
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Agricultural Real Estate										
Risk Rating										
Pass (1-4)	$ 30,504	$ 37,199	$ 25,168	$ 25,874	$ 18,456	$ 68,651	$ 205,852	$ 97	$ -	$ 205,949
Special Mention (5)	-	861	14	-	149	359	1,383	-	-	1,383
Substandard (6)	-	-	12,196	186	259	3,506	16,147	-	-	16,147
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Agricultural Real Estate	$ 30,504	$ 38,060	$ 37,378	$ 26,060	$ 18,864	$ 72,516	$ 223,382	$ 97	$ -	$ 223,479
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Agricultural										
Risk Rating										
Pass (1-4)	$ 17,787	$ 20,330	$ 8,356	$ 4,476	$ 3,856	$ 1,880	$ 56,685	$ 69,824	$ -	$ 126,509
Special Mention (5)	38	621	112	-	-	-	771	330	-	1,101
Substandard (6)	514	634	2,009	498	-	-	3,655	1,498	-	5,153
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Agricultural	$ 18,339	$ 21,585	$ 10,477	$ 4,974	$ 3,856	$ 1,880	$ 61,111	$ 71,652	$ -	$ 132,763
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

(In Thousands)

	Term Loans Amortized Cost Basis by Origination Year									
	2023	2022	2021	2020	2019	Prior	Term Total	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Grand Total
Commercial Real Estate										
Risk Rating										
Pass (1-4)	$ 224,232	$ 438,716	$ 245,273	$ 122,656	$ 136,225	$ 99,378	$ 1,266,480	$ -	$ -	$ 1,266,480
Special Mention (5)	34,864	9,100	-	10,793	626	12,342	67,725	-	-	67,725
Substandard (6)	-	-	-	-	-	795	795	-	-	795
Doubtful (7)	-	-	-	75	-	-	75	-	-	75
Total Commercial Real Estate	$ 259,096	$ 447,816	$ 245,273	$ 133,524	$ 136,851	$ 112,515	$ 1,335,075	$ -	$ -	$ 1,335,075
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Commercial & Industrial										
Risk Rating										
Pass (1-4)	$ 56,224	$ 51,663	$ 24,876	$ 20,071	$ 2,142	$ 932	$ 155,908	$ 90,018	$ -	$ 245,926
Special Mention (5)	716	69	211	146	437	357	1,936	6,016	-	7,952
Substandard (6)	74	454	-	-	31	17	576	122	-	698
Doubtful (7)	-	-	-	182	-	-	182	-	-	182
Total Commercial & Industrial	$ 57,014	$ 52,186	$ 25,087	$ 20,399	$ 2,610	$ 1,306	$ 158,602	$ 96,156	$ -	$ 254,758
Gross charge-offs YTD	$ -	$ -	$ -	$ 565	$ -	$ -	$ 565	$ -	$ -	$ 565
Other										
Risk Rating										
Pass (1-4)	$ 2,810	$ -	$ 16,761	$ 5,790	$ 445	$ 4,330	$ 30,136	$ -	$ -	$ 30,136
Special Mention (5)	-	-	-	-	-	-	-	-	-	-
Substandard (6)	-	-	-	-	-	-	-	-	-	-
Doubtful (7)	-	-	-	-	-	-	-	-	-	-
Total Other	$ 2,810	$ -	$ 16,761	$ 5,790	$ 445	$ 4,330	$ 30,136	$ -	$ -	$ 30,136
Gross charge-offs YTD	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

The following tables presents payment performance as of December 31, 2024 and 2023 by year of origination:

(In Thousands)	Term Loans Amortized Cost Basis by Origination Year								
	2024	2023	2022	2021	2020	Prior	Term Total	Revolving Loans Amortized Cost Basis	Grand Total
Consumer									
Payment Performance									
Performing	$ 13,437	$ 13,521	$ 27,264	$ 5,917	$ 2,310	$ 582	$ 63,031	$ 477	$ 63,508
Nonperforming	40	-	40	35	4	-	119	-	119
Total Consumer	$ 13,477	$ 13,521	$ 27,304	$ 5,952	$ 2,314	$ 582	$ 63,150	$ 477	$ 63,627
Gross charge-offs YTD	$ 201	$ 69	$ 62	$ 14	$ -	$ -	$ 346	$ -	$ 346

(In Thousands)	Term Loans Amortized Cost Basis by Origination Year								
	2023	2022	2021	2020	2019	Prior	Term Total	Revolving Loans Amortized Cost Basis	Grand Total
Consumer									
Payment Performance									
Performing	$ 21,511	$ 40,729	$ 10,666	$ 5,006	$ 1,825	$ 480	$ 80,217	$ 44	$ 80,261
Nonperforming	26	58	-	6	-	2	92	-	92
Total Consumer	$ 21,537	$ 40,787	$ 10,666	$ 5,012	$ 1,825	$ 482	$ 80,309	$ 44	$ 80,353
Gross charge-offs YTD	$ 236	$ 51	$ 100	$ 38	$ -	$ -	$ 425	$ -	$ 425

The following table presents collateral-dependent loans grouped by collateral as of December 31, 2024 and 2023:

	(In Thousands) Collateral Dependent Loans	
	December 31, 2024	December 31, 2023
Consumer Real Estate	$ 2,384	$ 1,518
Agricultural Real Estate	125	15,888
Agricultural	50	4,998
Commercial Real Estate	360	255
Commercial & Industrial	28	17
Consumer	41	-
Total	$ 2,988	$ 22,676

Information about impaired loans as of and for the year ended December 31, 2022 is as follows:

	(In Thousands) 2022
Average investment in impaired loans	$ 10,710
Interest income recognized on impaired loans	$ 361
Interest income recognized on a cash basis on impaired loans	$ 97

The Bank had approximately $3.6 million of its impaired loans classified as modifications to borrowers experiencing financial difficulty as of December 31, 2022.

Under ASC 310-40, TDRs were eliminated from being classified as such for 2023 and were no longer be reported as such. Modification programs focused on payment pattern changes and/or modified maturity dates with most receiving a combination of the two concessions. The modifications did not result in the contractual forgiveness of principal. No modifications to borrowers experiencing financial difficulty were made during 2024. During 2023, one new loan was considered a modification to a borrower experiencing financial difficulty. The modification consisted of refinancing at a higher balance to a borrower experiencing financial difficulty that would not have otherwise been granted to a borrower. The amount of new money increase to the loan balance was $411 thousand. This loan was subsequently paid off during 2023.

December 31, 2024				December 31, 2023			
		(In Thousands)				(In Thousands)	
Modified Loans for Borrowers Experiencing Financial Difficulty	Number of Contracts Modified in the Last 12 Months	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Troubled Debt Restructurings	Number of Contracts Modified in the Last 12 Months	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial Real Estate	-	$ -	$ -	Commercial Real Estate	1	$ 1,024	$ 1,024

For the years ended December 31, 2024 and 2023, there were no modifications to borrowers experiencing financial difficulty that subsequently defaulted after modification.

The Bank applies a measurement incorporating the present value of expected future cash flows discounted at the loan's effective rate of interest or the fair value of collateral if the loan is collateral dependent. To determine the fair value of collateral, collateral asset values securing an impaired loan are periodically evaluated. Maximum time of re-evaluation is every 12 months for chattels and titled vehicles and every two years for real estate. In this process, third party evaluations are obtained and heavily relied upon. Until such time that updated appraisals are received, the Bank may discount the collateral value used.

The Bank uses the following guidelines as stated in policy to determine when to realize a charge-off, whether a partial or full loan balance. A charge down in whole or in part is realized when unsecured consumer loans, credit card credits and overdraft lines of credit reach 90 days delinquency. At 90 days delinquent, secured consumer loans are charged down to the value of the collateral, if repossession of the collateral is assured and/or in the process of repossession. Consumer mortgage loan deficiencies are charged down upon the sale of the collateral or sooner upon the recognition of collateral deficiency. A broker's price opinion or appraisal will be completed on all home loans in litigation and any deficiency will be charged off before reaching 150 days delinquent. Commercial and agricultural credits are charged down/allocated at 120 days delinquency, unless an established and approved work-out plan is in place or litigation of the credit will likely result in recovery of the loan balance. Upon notification of bankruptcy, unsecured debt is charged off. Additional charge-off may be realized as further unsecured positions are recognized.

As of December 31, 2024, the Company had no foreclosed residential real estate property obtained by physical possession and $890 thousand of consumer real estate loans secured by residential real estate properties for which foreclosure proceedings were in process according to local jurisdictions. This compares to the Company having no foreclosed residential real estate property obtained by physical possession and $679 thousand of consumer real estate loans secured by residential real estate properties for which foreclosure proceedings were in process according to local jurisdictions as of December 31, 2023.

On January 1, 2023, the Company adopted Accounting Standards Update ("ASU") No. 2016-13 - "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" and implemented the current expected credit losses accounting standard. As a result, the Company recorded a one-time adjustment from equity into the allowance for credit losses and unfunded commitment liability in the amount of $4.5 million, or $3.4 million, net of tax.

Allowance for Credit Losses (ACL) has a direct impact on the provision expense. An increase in the ACL is funded through recoveries and provision expense.

The Company segregates its allowance into two reserves: The Allowance for Credit Losses (ACL) and the Allowance for Unfunded Loan Commitments and Letters of Credit (AULC). When combined, these reserves constitute the total Current Expected Credit Losses (CECL).

Additional analysis related to the allowance for credit losses as of December 31, 2024 and 2023 is as follows:

	(In Thousands)						
	Consumer Real Estate	Agricultural Real Estate	Agricultural	Commercial Real Estate	Commercial and Industrial	Consumer	Total
2024							
ALLOWANCE FOR CREDIT LOSSES							
Beginning balance	$ 3,581	$ 312	$ 336	$ 17,400	$ 2,093	$ 1,302	$ 25,024
Provision for (recovery of) credit losses - loans	(31)	583	(52)	(834)	1,411	(133)	944
Charge-offs	(13)	-	-	(15)	(106)	(346)	(480)
Recoveries	6	-	1	9	133	189	338
Ending Balance	$ 3,543	$ 895	$ 285	$ 16,560	$ 3,531	$ 1,012	$ 25,826

	(In Thousands) Unfunded Loan Commitment & Letters of Credit
2024	
ALLOWANCE FOR UNFUNDED LOAN COMMITMENTS AND LETTERS OF CREDIT	
Beginning balance	$ 2,212
Provision for (recovery of) credit losses - off balance sheet credit exposures	(671)
Charge-offs	-
Recoveries	-
Ending Balance	$ 1,541

(In Thousands)

	Consumer Real Estate	Agricultural Real Estate	Agricultural	Commercial Real Estate	Commercial and Industrial	Consumer	Total
2023							
ALLOWANCE FOR CREDIT LOSSES							
Beginning balance	$ 998	$ 349	$ 751	$ 11,924	$ 5,382	$ 909	$ 20,313
Adoption of ASU 2016-13	2,874	(166)	(650)	3,501	(2,165)	170	3,564
Provision for (recovery of) credit losses - loans	(326)	24	225	1,967	(643)	451	1,698
Charge-offs	-	-	-	-	(565)	(425)	(990)
Recoveries	35	105	10	8	84	197	439
Ending Balance	$ 3,581	$ 312	$ 336	$ 17,400	$ 2,093	$ 1,302	$ 25,024

	(In Thousands) Unfunded Loan Commitment & Letters of Credit
2023	
ALLOWANCE FOR UNFUNDED LOAN COMMITMENTS AND LETTERS OF CREDIT	
Beginning balance	$ 1,262
Adoption of ASU 2016-13	904
Provision for (recovery of) credit losses - off balance sheet credit exposures	46
Charge-offs	-
Recoveries	-
Ending Balance	$ 2,212

Note 5 – Premises and Equipment

The major categories of banking premises and equipment and accumulated depreciation at December 31 are summarized below:

	(In Thousands)	
	2024	2023
Land	$ 6,803	$ 6,838
Buildings (useful life 15-39 years)	41,306	40,831
Furnishings (useful life 3-15 years)	31,378	30,425
	79,487	78,094
Less: Accumulated depreciation	(45,659)	(42,304)
Premises and Equipment (Net)	$ 33,828	$ 35,790

Depreciation expense for the years ended December 31, 2024, 2023 and 2022 amounted to $3.8, $3.4 and $2.7 million, respectively.

At the end of 2023, construction in progress was $8 thousand for a new Loan Production Office (LPO) which was operational in December 2024.

Note 6 - Leases

The Bank leases space for retail branches, LPOs and ATMs. Our leases have remaining lease terms of 3 months to just under 14 years, some of which may include options to renew the leases and some of which may include options to terminate the leases prior to the end date of the lease term. The Bank does receive rental income for the leasing of available space.

The below tables provide information on the Bank's operating leases:

	(In Thousands)		
	December 31, 2024	December 31, 2023	December 31, 2022
Operating lease cost [1]	$ 979	$ 540	$ 244
Operating cash flows [2]	$ 42	$ 45	$ 26

[1] Included in net occupancy expense on Company's consolidated statement of income
[2] Included in customer service fees on Company's consolidated statement of income

	(In Thousands)	
	December 31, 2024	December 31, 2023
Operating lease assets [1]	$ 6,403	$ 5,918
Operating lease liabilities [2]	$ 6,403	$ 5,918

[1] Included in other assets on Company's consolidated balance sheets
[2] Included in accrued interest and other liabilities on Company's consolidated balance sheets

Operating lease term and discount rates of our lessee arrangements at December 31, 2024 and 2023 were as follows:

	December 31, 2024	December 31, 2023
Weighted average remaining lease term (years)	11.07	9.78
Weighted average discount rate	5.49%	4.34%

The future lease payments based on maturity for our lessee liability arrangements at December 31, 2024 are as follows:

		(In Thousands)
2025	$	987
2026		953
2027		911
2028		833
2029		774
2030 and thereafter		3,291
Total future lease payments	$	7,749
Less: interest		1,346
Present value of operating lease liability arrangements	$	6,403

Note 7 - Servicing

Loans serviced for others are not included in the accompanying Company's consolidated balance sheets. The unpaid principal balances of 1-4 family real estate loans serviced for others were $364.3 and $367.8 million at December 31, 2024 and 2023, respectively. Unpaid principal balances of agricultural real estate loans serviced for others were $141.9 million at December 31, 2024 and $135.8 million at December 31, 2023.

The balance of capitalized servicing rights at December 31, 2024 and 2023 for 1-4 family real estate loans, was $3.5 million each year. Agricultural real estate loan servicing rights, established in 2023, were $2.2 million at December 31, 2024 and 2023. The capitalized addition of servicing rights is included in loan servicing income on the Company's consolidated statement of income.

The fair value of the capitalized servicing rights for 1-4 family real estate loans as of December 31, 2024 and 2023 was $4.8 million and $5.5 million, respectively. Capitalized servicing rights for agricultural real estate loans had a fair value of $2.7 million and $2.6 million as of December 31, 2024 and 2023. The valuations were completed by stratifying the loans into like groups based on loan type and term. Impairment was measured by estimating the fair value of each stratum, taking into consideration an estimated level of prepayment based upon current market conditions. An average constant prepayment rate for 1-4 family real estate loans of 6.1% and 6.3% were utilized for 2024 and 2023, respectively. In 2024, two 1-4 family real estate strata, which included 82 of the total 3,677 loans, were slightly below the carrying value using a discount yield of 5.98% which resulted in the need to establish a $2 thousand valuation allowance. The carrying value of 10 agricultural real estate strata, which included 33 of the total 619 loans, using an approximate discount rate of 8.62% were lower than fair value requiring a $95 thousand valuation allowance to be established.

The following summarizes servicing rights capitalized and amortized during each year:

	(In Thousands)	
	2024	2023
Beginning of Year	$ 5,655	$ 3,549
Capitalized Additions	826	2,710
Amortization	(728)	(604)
Ending Balance, December 31	5,753	5,655
Valuation Allowance	(97)	(7)
Servicing Rights net, December 31	$ 5,656	$ 5,648

Note 8 - Deposits

Time deposits as of December 31 consist of the following:

	(In Thousands)	
	2024	2023
Time deposits under $250,000	$ 505,949	$ 523,895
Time deposits of $250,000 or more	141,632	139,122
	$ 647,581	$ 663,017

At December 31, 2024 the scheduled maturities for time deposits are as follows:

	(In Thousands)
2025	$ 484,086
2026	104,331
2027	39,702
2028	16,449
2029	2,776
Thereafter	237
	$ 647,581

Note 9 – Federal Funds Purchased and Securities Sold Under Agreement to Repurchase

The Bank’s policy requires qualifying securities to be used as collateral for the underlying repurchase agreements. As of December 31, 2024 and 2023, securities with a fair value of $43.0 million and $42.6 million, respectively, were pledged to secure the repurchase agreements. The table below presents the daily securities sold under agreement to repurchase and the term repurchase agreements. It does not include the Bank’s federal funds purchased.

Daily Securities Sold Under Agreement to Repurchase

	Amount Outstanding at End of Period (000's)	Weighted Average Rate End of Period	Maximum Amount Borrowings Outstanding Month End (000's)	Approximate Average Outstanding in Period (000's)	Approximate Weighted Average Interest Rate For the Period
2024	$ -	0.00 %	$ 523	$ 79	3.77 %
2023	$ -	0.00 %	$ 1,694	$ 1,176	1.19 %

Securities Sold Under Agreement to Repurchase

	Amount Outstanding at End of Period (000's)	Weighted Average Rate End of Period	Maximum Amount Borrowings Outstanding Month End (000's)	Approximate Average Outstanding in Period (000's)	Approximate Weighted Average Interest Rate For the Period
2024	$ 27,218	0.99 %	$ 27,218	$ 27,574	4.00 %
2023	$ 28,218	0.98 %	$ 28,968	$ 28,918	3.97 %

The Company had no federal funds purchased as of December 31, 2024 or 2023. The $27.2 million in Securities Sold Under Agreements to Repurchase were comprised of U.S. Treasuries and government agency securities. The table below shows the remaining contractual maturity in the repurchase agreements and the collateral pledged as of December 31, 2024.

	December 31, 2024 Remaining Contractual Maturity of the Agreements				
	Overnight & Continuous	Up to 30 days	30-90 days	Greater Than 90 days	Total
Repurchase agreements					
US Treasury & agency securities	-	-	-	27,218	27,218
Total	$ -	$ -	$ -	$ 27,218	$ 27,218

Note 10 – Borrowings and Subordinated Notes

Short Term Debt

Due to the funding requirement for the acquisition of PFSB to be provided from the holding company, the Company secured borrowings from a correspondent bank. Two loans were secured, the first a $30 million 12-month term note and the second a 12-month line of credit for $10 million. Both loans were advanced on October 1, 2021. Interest on both loans was due quarterly and accrued at a rate of 2.50% per annum with reporting and capital covenants included. The structure of the acquisition required all accounting of the transaction to be recorded at the Bank level as Perpetual did not have a holding company. The Company advanced funds from the Bank to the Company to facilitate payoff of the term note and line of credit balance after regulatory approval was granted in the second quarter of 2022. The line of credit remained open for future liquidity needs.

On September 29, 2022, the line of credit was advanced for $10 million for the acquisition of PFSL. Interest on the line of credit was due quarterly and accrued at a rate of 5.50% per annum with reporting and capital covenants included. The $10 million line of credit was paid off in the first quarter of 2023 and not renewed at maturity on September 30, 2023.

The Company has established a $15 million variable line of credit tied to prime with a correspondent bank that matures on September 27, 2025. As of December 31, 2024, there were no outstanding borrowings on the line of credit.

Long Term Debt

Federal Home Loan Bank Advances

Long term debt consists of various loans from the Federal Home Loan Banks. Repayment structures vary, ranging from monthly installments, annual payments or upon maturity. Interest payments are due monthly. Total borrowings were $246.1 million excluding an amortizing $39 thousand for fair value related to the acquisitions for December 31, 2024 compared to $265.8 million excluding an amortizing $23 thousand for fair value for December 31, 2023. In 2024, the Bank entered a $15 million, 10 year, 3 month Bermudan Putable advance with a fixed rate of 3.40% and quarterly put options owned by FHLB. The put options were not exercised in August or November and the next possible putable exercise date is February 6, 2025. This advance is included with the 2025 maturities in the below table. With the acquisition of Peoples Federal Savings and Loan Association, the Bank undertook $965 thousand in advances with varying maturity dates from 2022 through 2028. With the acquisition of Perpetual Federal Savings Bank, the Bank undertook $6 million in advances due in 2024. The advances were secured by a pledge of $202.0 and $232.0 million of 1-4 family real estate and HELOC loans as of December 31, 2024 and 2023, respectively under a blanket collateral agreement. The Bank has also pledged eligible commercial real estate loans of $369.5 million and $158.9 million as of December 31, 2024 and December 31, 2023, respectively, to the FHLB. During the second quarter of 2024, the Bank also began pledging eligible multi-family real estate loans to the FHLB which amounted to $47.7 million as of December 31, 2024.

The advances are subject to pre-payment penalties and the provisions and conditions of the credit policy of the Federal Home Loan Bank.

The Bank had access to $163.0 and $128.0 million unsecured borrowings through correspondent banks as of December 31, 2024 and December 31, 2023, respectively. The Bank had a borrowing capacity under the Federal Reserve's Discount Window of $29.9 million at December 31, 2024 and the Federal Reserve's BTFP of $69.9 million at December 31, 2023. The Bank also had access to $163.7 million and $150.1 million through a Cash Management Advance with the Federal Home Loan Bank as of December 31, 2024 and December 31, 2023, respectively. The Bank had unpledged securities, which could be sold or used as collateral, of $170.4 million and $97.3 million at the end of the same time periods, respectively. An additional $159.5 million at December 31, 2024, and $42.5 million at December 31, 2023, were available from the Federal Home Loan Bank based on current pledging. The table below shows the maturities of the borrowings outstanding at December 31, 2024, exclusive of the fair value adjustment.

		(In Thousands)
2025	$	71,500
2026		50,000
2027		50,179
2028		74,416
Total	$	246,095

Subordinated Notes

On July 30, 2021, the Company announced the completion of a private placement of $35 million aggregate principal amount of its 3.25% fixed-to-floating rate subordinated notes due July 30, 2031 (the "Notes") to various accredited investors (the "Offering"). The price for the Notes was 100% of the principal amount of the Notes. The Notes qualify as Tier 2 capital for regulatory purposes until July 30, 2026. Beginning July 31, 2026, the Note amount that qualifies as Tier 2 capital is reduced in proportionate amounts until July 30, 2031. The Company used the net proceeds from the Offering for general corporate purposes, including financing acquisitions and organic growth.

Interest on the Notes accrues at a rate equal to (i) 3.25% per annum from the original issue date to, but excluding, the five-year anniversary, payable semi-annually in arrears, and (ii) a floating rate per annum equal to a benchmark rate, which is expected to be the Three-Month Term SOFR (as defined in the Notes), plus a spread of 263 basis points from and including the five-year anniversary until maturity, payable quarterly in arrears. Beginning on or after the fifth anniversary of the issue date through maturity, the Notes may be redeemed, at the Company's option, on any scheduled interest payment date. Any redemption will be at a redemption price equal to 100% of the principal amount of Notes being redeemed, plus accrued and unpaid interest.

	December 31, 2024		December 31, 2023	
(In Thousands)	Principal	Unamortized Note Issuance Costs	Principal	Unamortized Note Issuance Costs
Subordinated Notes	$ 35,000	$ (182)	$ 35,000	$ (298)

Note 11 – Income Taxes

The components of income tax expense for the years ended December 31 are as follows:

	(In Thousands) 2024	2023	2022
Current:			
Federal	$ 6,144	$ 3,052	$ 7,430
State	184	287	359
Total current	6,328	3,339	7,789
Deferred:			
Federal	271	2,182	227
State	36	46	(56)
Total deferred	307	2,228	171
Total Income Tax	$ 6,635	$ 5,567	$ 7,960

The following is a reconciliation of the statutory federal income tax rate to the effective tax rate:

	(In Thousands) 2024	2023	2022
Federal income tax at statutory rates	$ 6,840	$ 5,954	$ 8,489
(Decrease) increase resulting from:			
State income tax, net of federal benefit	174	264	239
Tax exempt interest	(106)	(129)	(133)
Investments reported under proportional amortization method	65	-	-
Section 831 deduction	-	(187)	(270)
Other	(338)	(335)	(365)
Total Income Tax	$ 6,635	$ 5,567	$ 7,960

Deferred tax assets and liabilities at December 31 are comprised of the following:

	(In Thousands) 2024	2023
Deferred Tax Assets:		
Allowance for credit losses	$ 6,009	$ 5,888
Deferred compensation	578	547
Net unrealized loss on available-for-sale securities	6,705	7,712
Fair value adjustments	623	1,179
Other	58	307
Total deferred tax assets	13,973	15,633
Deferred Tax Liabilities:		
Accreted discounts on bonds	169	95
Depreciation	2,066	2,409
FHLB stock dividends	762	880
Intangible amortization	2,178	2,421
Loan servicing rights	1,247	1,252
Prepaids	560	244
Other	462	488
Total deferred tax liabilities	7,444	7,789
Net Deferred Tax Asset	$ 6,529	$ 7,844

For the years ended December 31, 2024 and 2023, all state income taxes were paid to the State of Indiana.

The Peoples Federal Savings and Loan acquisition included a net operating loss (NOL) carryforward of approximately $2.8 million that had a remaining balance of $1.4 million and $2.0 million at December 31, 2024 and 2023, respectively.

The Company has additional paid-in capital that is considered restricted resulting from the acquisition of Perpetual in 2021 of approximately $2.8 million and from the acquisition of Peoples in 2022 of approximately $2.2 million. No deferred tax liability is required to be recorded for the Company’s tax bad debt reserves arising before December 31, 1987, unless it is apparent that the reserves will reverse in the near future. Unrecognized deferred taxes on these reserves would total $1.0 million. If the portion of retained earnings representing these reserves is used for any purpose other than to absorb bad debts, it will be added to future taxable income and the related tax will be recognized as expense.

Note 12 - Employee Benefit Plans

The Bank has established a 401(k) defined contribution plan which allows eligible employees to save at a minimum one percent of eligible compensation on a pre-tax or post-tax basis, subject to certain Internal Revenue Service limitations. The Bank will match 50% of employee 401(k) contributions up to six percent of total eligible compensation. In addition, the Bank may make a discretionary contribution from time to time as is deemed advisable. A participant is 100% vested in the participant’s deferral contributions. Employer matching contributions are funded each payroll period and are immediately vested. Non elective employer contributions are immediately vested at 100%. Employees are immediately eligible upon hire to contribute to the plan and receive matching contributions. In order to be eligible for discretionary contributions, employees must work 1,000 hours in the plan year and be employed on the last day of the year. Contributions expensed for the 401(k) profit sharing plan for both the employer matching contribution and the discretionary contribution were $2.0 million, $1.4 million and $1.7 million for 2024, 2023 and 2022, respectively.

Restricted Stock Awards

The Company has a Long-Term Stock Incentive Plan which provides for shares of the Company's restricted stock to be issued to employees. Under the plan, the shares generally vest 100% in three years. During the 3 year vesting period, the employees receive dividends or dividend equivalent compensation on the shares. Compensation expense applicable to the restricted stock awards totaled $1.4 million, $1.3 million and $899 thousand for the years ending December 31, 2024, 2023 and 2022, respectively.

The table below summarizes the details of the restricted shares issued, vested, and forfeited for the years ending December 31, 2024, 2023 and 2022.

	Year Ended December 31,					
	2024		2023		2022	
	Number of Shares	Number of Employees	Number of Shares	Number of Employees	Number of Shares	Number of Employees
Restricted shares issued	60,169	111	64,225	113	56,496	109
Restricted shares vested	38,825	74	32,427	69	26,900	60
Restricted shares awarded due to retirement	8,700	2	2,350	4	3,775	3
Restricted shares awarded for other	-	-	700	1	-	-
Restricted shares forfeited	5,811	7	6,350	8	8,000	9

The following table summarizes the activity of restricted stock awards as of December 31:

	Year Ended December 31,					
	2024		2023		2022	
	Number of Shares	Weighted average fair value per award	Number of Shares	Weighted average fair value per award	Number of Shares	Weighted average fair value per award
Beginning of period	151,350	$ 25.00	128,952	$ 25.75	111,131	$ 23.02
Granted	60,169	24.13	64,225	22.24	56,496	30.46
Vested	(47,525)	23.42	(35,477)	22.54	(30,675)	24.77
Forfeited	(5,811)	24.89	(6,350)	21.72	(8,000)	30.15
Nonvested, end of period	158,183	$ 25.17	151,350	$ 25.00	128,952	$ 25.75

As of December 31, 2024, there was $2.1 million of unrecognized compensation cost related to the nonvested portion of restricted stock awards under the plan to be recognized over the next three years.

Note 13 – Earnings Per Share

Basic earnings per share is calculated using the two-class method. The two-class method is an earnings allocation formula under which earnings per share is calculated from common stock and participating securities according to dividends declared and participation rights in undistributed earnings. Under this method, all earnings distributed and undistributed, are allocated to participating securities and common shares based on their respective rights to receive dividends. Unvested share-based payment awards that contain non-forfeitable rights to dividends are considered participating securities (i.e. unvested restricted stock), not subject to performance based measures. Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding. Application of the two-class method for participating securities results in a more dilutive basic earnings per share as the participating securities are allocated the same amount of income as if they are outstanding for purposes of basic earnings per share. There is no additional potential dilution in calculating diluted earnings per share, therefore basic and diluted earnings per share are the same amounts. Other than the restricted stock plan, the Company has no other stock based compensation plans.

The Compensation Committee of the Company has determined that it is appropriate to award shares of the common stock of the Company to Outside Directors and Employees that are officers of the Company or the Bank who also serve as Directors of the Company and the Bank as a portion of their retainer for services rendered as Directors of the Company and the Bank. The Committee believes that it is appropriate to award the Directors shares equal to approximately $4,000, rounded to the nearest whole share on an annual basis commencing on June 5, 2020 and thereafter on the first Friday of June in each year. The value for the shares is to be based upon the closing price for shares on June 4, 2020 and thereafter on the first Thursday in June each year. Annually, the dollar amount of shares to be given each year is reviewed by the Board Compensation committee and ratified by the Board. On June 3, 2022, twelve Directors each received $10,013 worth of shares which equated to 240 shares. On June 2, 2023, twelve Directors each received $14,997 worth of shares which equated to 754 shares. On June 7, 2024, twelve Directors each received $15,007 worth of shares which equated to 716 shares while one Director received a prorated dollar amount of $5,911 which equated to 282 shares. On December 5, 2024, one new Director received 54 prorated shares worth

approximately $1,730. The use of stock for Directors' retainer, does not have an effect on diluted earnings per share as it is immediately vested.

The table below presents basic and diluted earnings per share for the years ended December 31, 2024, 2023, and 2022.

	(In Thousands, Except Per Share Data) Year Ended		
	December 31, 2024	December 31, 2023	December 31, 2022
Earnings per share			
Net income	$ 25,938	$ 22,787	$ 32,515
Less: distributed earnings allocated to participating securities	(143)	(128)	(97)
Less: undistributed earnings allocated to participating securities	(362)	(120)	(187)
Net earnings available to common shareholders	$ 25,433	$ 22,539	$ 32,231
Weighted average common shares outstanding including participating securities	13,684,961	13,641,336	13,206,713
Less: average unvested restricted shares	(266,232)	(148,433)	(115,291)
Weighted average common shares outstanding	13,418,729	13,492,903	13,091,422
Basic and diluted earnings per share	$ 1.90	$ 1.67	$ 2.46

Note 14 – Related Party Transactions

In the ordinary course of business, the Bank has granted loans to senior officers and directors and their affiliated companies amounting to $56.2 million and $54.3 million at December 31, 2024 and 2023, respectively. Five new loans were approved during 2024 for $1.1 million. During 2024, subsequent advances totaled $9.7 million and payments of $8.9 million were received. The difference in related borrowings amounted to $1.9 million, net increase. Deposits of directors, executive officers and companies in which they have a direct or indirect ownership as of December 31, 2024 and 2023, amounted to $43.2 million and $47.1 million, respectively.

Note 15 - Off Balance Sheet Activities

Credit Related Financial Instruments

The Bank is a party to credit related financial instruments with off-balance-sheet risk in the normal course of business to meet the financing need of its customers. These financial instruments include commitments to extend credit, Standby Letters of Credit, and Commercial Letters of Credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the Company's consolidated balance sheets.

The Bank's exposure to credit loss is represented by the contractual amount of these commitments. The Bank follows the same credit policies in making commitments as it does for on-balance-sheet instruments. The allowance for credit losses as it relates to unfunded loan commitments (AULC) is included under other liabilities (see Note 4).

At December 31, 2024 and 2023, the following financial instruments were outstanding whose contract amounts represent credit risk:

	(In Thousands)	
	2024	2023
Commitments to extend credit	$ 594,419	$ 640,023
Standby letters of credit	184	825

Commitments to extend credit and Standby Letters of Credit all include exposure to some credit loss in the event of nonperformance of the customer. The Bank's credit policies and procedures for credit commitments and financial

guarantees are the same as those for extensions of credit that are recorded in the financial statements. Due to the fact that these instruments have fixed maturity dates, and because many of them expire without being drawn upon, they generally do not present any significant liquidity risk to the Bank.

Collateral Requirements

To reduce credit risk related to the use of credit-related financial instruments, the Bank might deem it necessary to obtain collateral. The amount and nature of the collateral obtained is based on the Bank's credit evaluation of the customer. Collateral held varies but may include cash, securities, accounts receivable, inventory, property, plant, and real estate.

Legal Contingencies

Various legal claims also arise from time to time in the normal course of business, which, in the opinion of management, will have no material effect on the Company's consolidated financial statements.

Note 16 - Minimum Regulatory Capital Requirements

The Company (on a consolidated basis) and the Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off balance-sheet items as calculated under regulatory accounting practices.

The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Quantitative measures established by the Basel III Capital Rules, the comprehensive capital framework for U.S. banking organizations, to ensure capital adequacy require the maintenance of minimum amounts and ratios (set forth in the table below) of Common Equity Tier 1 capital, Tier 1 capital and Total capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to adjusted quarterly average assets (as defined).

In connection with the adoption of the Basel III Capital Rules, we elected to opt-out of the requirement to include most components of accumulated other comprehensive income in Common Equity Tier 1.

Common Equity Tier 1 is reduced by goodwill and other intangible assets, net of associated deferred tax liabilities, and subject to transition provisions.

The Common Equity Tier 1, Tier 1 and Total capital ratios are calculated by dividing the respective capital amounts by risk-weighted assets. Risk-weighted assets are calculated based on regulatory requirements and include total assets, with certain exclusions, allocated by risk weight category, and certain off-balance-sheet items, among other things. The leverage ratio is calculated by dividing Tier 1 capital by adjusted quarterly average total assets, which exclude goodwill and other intangible assets, among other things.

The Basel III Capital Rules require the Company and Bank to maintain (i) a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% Common Equity Tier 1 capital ratio, effectively resulting in a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of at least 7.0%), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio, effectively resulting in a minimum Tier 1 capital ratio of 8.5%), (iii) a minimum ratio of Total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio, effectively resulting in a minimum total capital ratio of 10.5%) and (iv) a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to average quarterly assets.

The capital conservation buffer is designed to absorb losses during periods of economic stress and, as detailed above, effectively increases the minimum required risk-weighted capital ratios. Banking institutions with a ratio of Common Equity Tier 1 capital to risk-weighted assets below the effective minimum (4.5% plus the capital conservation buffer) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

Management believes, as of December 31, 2024, that the Bank meets all the capital adequacy requirements to which it is subject.

As of December 31, 2024, the most recent notification from the FDIC indicated the Bank was categorized as well capitalized under the regulatory framework for prompt corrective action. To remain categorized as well capitalized, the Bank will have to maintain minimum total risk-based, Tier I risk-based, Common Equity Tier 1 and Tier I leverage ratios as disclosed in the table to follow. There are no conditions or events since the most recent notification that management believes have changed the Bank’s prompt corrective action category.

The following tables present actual and required capital ratios as of December 31, 2024 and December 31, 2023 under the Basel III Capital Rules. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

The Company and Bank's actual and required capital amounts and ratios as of December 31, 2024 and 2023 are as follows:

As of December 31, 2024	Actual (000's) Amount	Ratio	Minimum Capital Required (000's) Amount	Ratio	Required to be Considered Well-Capitalized (000's) Amount	Ratio
Common Equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$ 268,308	10.44%	$ 115,611	4.50%	$ 166,993	6.50%
Farmers & Merchants State Bank	292,845	11.40%	115,583	4.50%	166,954	6.50%
Total Risk-Based Capital (to Risk Weighted Assets):						
Consolidated	328,808	12.80%	205,530	8.00%	256,913	10.00%
Farmers & Merchants State Bank	318,527	12.40%	205,482	8.00%	256,852	10.00%
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	268,308	10.44%	154,148	6.00%	205,530	8.00%
Farmers & Merchants State Bank	292,845	11.40%	154,111	6.00%	205,482	8.00%
Tier 1 Leverage Capital (to Adjusted Total Assets):						
Consolidated	268,308	8.12%	132,235	4.00%	165,294	5.00%
Farmers & Merchants State Bank	292,845	8.81%	132,967	4.00%	166,209	5.00%

As of December 31, 2023	Actual (000's) Amount	Ratio	Minimum Capital Required (000's) Amount	Ratio	Required to be Considered Well-Capitalized (000's) Amount	Ratio
Common Equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$ 251,649	9.75%	$ 116,147	4.50%	$ 167,768	6.50%
Farmers & Merchants State Bank	276,467	10.77%	115,534	4.50%	166,882	6.50%
Total Risk-Based Capital (to Risk Weighted Assets):						
Consolidated	297,179	11.51%	206,484	8.00%	258,105	10.00%
Farmers & Merchants State Bank	301,176	11.73%	205,393	8.00%	256,742	10.00%
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	251,649	9.75%	154,863	6.00%	206,484	8.00%
Farmers & Merchants State Bank	276,467	10.77%	154,045	6.00%	205,393	8.00%
Tier 1 Leverage Capital (to Adjusted Total Assets):						
Consolidated	251,649	7.86%	128,081	4.00%	160,102	5.00%
Farmers & Merchants State Bank	276,467	8.66%	127,674	4.00%	159,593	5.00%

The above tables exclude the capital conservation buffer requirements.

Note 17 - Restrictions of Dividends & Inter-company Borrowings

The Bank is restricted as to the amount of dividends that can be paid. Dividends declared by the Bank that exceed the net income for the current year plus retained income for the preceding two years must be approved by federal and state regulatory agencies. Under this formula and excluding the $40 million of a special one time dividend approved by the Federal Reserve for the acquisition of Perpetual Federal Saving Bank in 2022, dividends of $61.6 million may be paid without prior regulatory approval. Regardless of formal regulatory restrictions, the Bank may not pay dividends that would result in its capital levels being reduced below the minimum requirements shown above. Under current Federal Reserve regulations, the Bank is limited as to the amount and type of loans it may make to the Company. These loans are subject to qualifying collateral requirements on which the amount of the loan may be based.

Note 18 - Derivative Financial Instruments

The Bank uses derivative financial instruments to help manage exposure to interest rate risk and the effects that changes in interest rates may have on net income and the fair value of assets and liabilities. The Bank enters into interest rate swap agreements as part of its asset/liability management strategy to help manage its interest rate risk position.

The Bank entered into three pay-fixed receive variable interest rate swap transactions, with a combined notional value of $100 million, designated and qualifying as accounting hedges during the last quarter of 2023. Designating an interest rate swap as an accounting hedge allows the Company to recognize gains and losses, less any ineffectiveness, in the Company's consolidated statement of income within the same period that the hedged item affects earnings. The Company includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the

related interest rate swaps. The fair value of interest rate swaps with a positive fair value are reported in other assets in the Company's consolidated balance sheets while interest rate swaps with a negative fair value are reported in accrued expenses and other liabilities in the Company's consolidated balance sheet.

The following table presents amounts that were recorded on the Company's consolidated balance sheets related to cumulative basis adjustments for interest rate swap derivatives designated as fair value accounting hedges as of December 31, 2024 and 2023.

	(In Thousands)			
Line Item in the Consolidated Balance Sheets in which the Hedged Item is Included	Carrying Amount of the Hedged Assets December 31, 2024	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets December 31, 2024	Carrying Amount of the Hedged Assets December 31, 2023	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets December 31, 2023
Loans	$ 249,127	$ 1,075	$ 276,991	$ 2,719

The following table presents a summary of interest rate swap derivatives designated as fair value accounting hedges of fixed-rate receivables used in the Bank's asset/liability management activities at December 31, 2024 and 2023, identified by the underlying interest rate-sensitive instruments.

				Weighted Average Rate	
Instruments Associated With	Notional Value (000's)	Weighted Average Remaining Maturity (years)	Fair Value (000's)	Receive	Pay
Loans	$ 100,000	2.6	$ (976)	USD-SOFR-OIS	4.47%
Total swap portfolio at December 31, 2024	$ 100,000	2.6	$ (976)	USD-SOFR-OIS	4.47%

				Weighted Average Rate	
Instruments Associated With	Notional Value (000's)	Weighted Average Remaining Maturity (years)	Fair Value (000's)	Receive	Pay
Loans	$ 100,000	3.6	$ (2,679)	USD-SOFR-OIS	4.47%
Total swap portfolio at December 31, 2023	$ 100,000	3.6	$ (2,679)	USD-SOFR-OIS	4.47%

These derivative financial instruments were entered into for the purpose of managing the interest rate risk of certain assets and liabilities. The Bank pledged $2.3 and $2.8 million of cash collateral to counterparties as security for its obligations related to these interest rate swap transactions at December 31, 2024 and 2023, respectively, which yielded

$687 and $144 thousand of other interest income, respectively. Collateral posted and received is dependent on the market valuation of the underlying hedges.

The following table presents the notional amount and fair value of interest rate swaps utilized by the Bank at December 31, 2024 and 2023.

	(In Thousands)			
	December 31, 2024		December 31, 2023	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Asset Derivatives				
Derivatives designated as hedging instruments				
Interest rate swaps associated with loans	$ -	$ -	$ -	$ -
Total contracts	$ -	$ -	$ -	$ -
Liability Derivatives				
Derivatives designated as hedging instruments			-	-
Interest rate swaps associated with loans	$ 100,000	$ (976)	$ 100,000	$ (2,679)
Total contracts	$ 100,000	$ (976)	$ 100,000	$ (2,679)

The following table presents the effects of the Bank's interest rate swap agreements on the Company's consolidated statements of income during the years ended December 31, 2024 and 2023.

	(In Thousands)	
Line Item in the Consolidated Statements of Income	December 31, 2024	December 31, 2023
Interest Income		
Loans, including fees	$ 59	$ 40
Other	687	144
Total interest income	$ 746	$ 184

Note 19 - Qualified Affordable Housing Project Investments

The Company invests in certain qualified affordable housing projects. The Company has elected to account for its investment in qualified affordable housing projects using the proportional amortization method described in FASB ASU 2014-01, "Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Low-Income housing Tax Credit Projects (A Consensus of the FASB Emerging Issues Task Force)", which was updated in March 2023 and released as FASB ASU 2023-02. Under the proportional amortization method, an investor amortizes the initial cost of the investment to income tax expense in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense. See Note 11 of the Notes to the Consolidated Financial Statements.

At December 31, 2024, the balance of the Company's investments in qualified affordable housing projects was $3.6 million. This balance is reflected in the other assets line on the consolidated balance sheets. The unfunded commitments related to the investments in qualified affordable housing projects totaled $880 thousand at December 31, 2024. This balance is reflected in the accrued expense and other liabilities line on the consolidated balance sheets.

The funded balance in qualified affordable housing projects was $2.7 million and $2.4 million out of a total of $4.0 million committed at December 31, 2024 and December 31, 2023, respectively.

During the year ended December 31, 2024, the Company recognized amortization expense with respect to its investments in qualified affordable housing projects of $422 thousand, partially offset by tax credits and other benefits from its investments in affordable housing tax credits of $417 thousand. The Company did not incur any impairment losses related to its investments in qualified affordable housing projects in 2024.

Note 20 - Fair Value of Financial Instruments

Fair values of financial instruments are management's estimate of the values at which the instruments could be exchanged in a transaction between willing parties. These estimates are subjective and may vary significantly from amounts that would be realized in actual transactions. In addition, other significant assets are not considered financial assets including deferred tax assets, Bank premises and equipment and intangibles. Further, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on the fair value estimates and have not been considered in any of the estimates.

The estimated fair values, and related carrying or notional amounts, for on and off-balance sheet financial instruments as of December 31, 2024 and 2023, are reflected below. The aggregate fair values in the table below do not represent the total fair value of the Bank's assets and liabilities. The table excludes the following: Available-for-Sale Securities, Bank Premises and Equipment, Construction in Progress, Derivatives (which are included in Other Assets or Other Liabilities), Goodwill, Loan Servicing Rights, Other Real Estate Owned, Bank Owned Life Insurance, Other Assets, Dividends Payable, Accrued Expenses and Other Liabilities.

(In Thousands)

	December 31, 2024					December 31, 2023				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial Assets:										
Cash and cash equivalents	$ 176,351	$ 176,351	$ 176,351	$ -	$ -	$ 142,201	$ 142,201	$ 142,201	$ -	$ -
Interest-bearing time deposits	2,482	2,472	-	2,472	-	2,740	2,725	-	2,725	-
Other securities	14,400	14,400	-	-	14,400	17,138	17,138	-	-	17,138
Loans held for sale	2,996	2,996	-	-	2,996	1,576	1,552	-	-	1,552
Loans, net	2,536,043	2,485,297	-	-	2,485,297	2,556,167	2,396,540	-	-	2,396,540
Interest receivable	12,657	12,657	-	-	12,657	11,774	11,774	-	-	11,774
Financial Liabilities:										
Interest bearing deposits	$ 1,522,280	$ 1,521,097	$ -	$ -	$ 1,521,097	$ 1,415,981	$ 1,416,007	$ -	$ -	$ 1,416,007
Noninterest bearing deposits	516,904	516,904	516,904	-	-	528,465	528,465	528,465	-	-
Time deposits	647,581	644,849	-	-	644,849	663,017	656,141	-	-	656,141
Total Deposits	2,686,765	2,682,850	516,904	-	2,165,946	2,607,463	2,600,613	528,465	-	2,072,148
Fed funds purchased and securities sold under agreement to repurchase	27,218	27,218	-	-	27,218	28,218	28,218	-	-	28,218
Federal Home Loan Bank advances	246,056	245,373	-	-	245,373	265,750	260,400	-	-	260,400
Subordinated notes	34,818	31,983	-	31,983	-	34,702	30,676	-	30,676	-
Interest payable	6,618	6,618	-	-	6,618	5,441	5,441	-	-	5,441

Fair Value Measurements

The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis at December 31, 2024 and 2023, and the valuation techniques used by the Company to determine those fair values. There were no changes to valuation techniques during 2024.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities in active markets that the Company has the ability to access.

Available-for-sale securities - When quoted prices are available in an active market, securities are valued using the quoted price and are classified as Level 1. The quoted prices are not adjusted.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Available-for-sale securities classified as Level 2 are valued using the prices obtained from an independent pricing service. The prices are not adjusted. Securities of obligations of state and political subdivisions are valued using a type of matrix, or grid, pricing in which securities are benchmarked against the treasury rate based on credit rating. Substantially all assumptions used by the independent pricing service are observable in the marketplace, can be derived from observable data, or are supported by observable levels at which transactions are executed in the marketplace.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. The Bank holds four local municipals that the Bank evaluates based on the credit strength of the underlying project. The fair value is determined by valuing similar credit payment streams at similar rates.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following table summarizes financial assets measured at fair value on a recurring basis as of December 31, 2024 and December 31, 2023 segregated by level or the valuation inputs within the fair value hierarchy utilized to measure fair value.

Assets and Liabilities Measured at Fair Value on a Recurring Basis (In Thousands)

December 31, 2024	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Observable Inputs (Level 3)
Assets-(Securities Available-for-Sale)			
U.S. Treasury	$ 105,999	$ -	$ -
U.S. Government agencies	20,035	115,131	-
Mortgage-backed securities	-	120,631	-
State and local governments	-	63,133	1,627
Total Securities Available-for-Sale	$ 126,034	$ 298,895	$ 1,627
Interest rate swaps liabilities	$ -	$ (976)	$ -

December 31, 2023	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Observable Inputs (Level 3)
Assets-(Securities Available-for-Sale)			
U.S. Treasury	$ 80,270	$ -	$ -
U.S. Government agencies	19,630	108,592	-
Mortgage-backed securities	-	82,132	-
State and local governments	-	65,394	2,460
Total Securities Available-for-Sale	$ 99,900	$ 256,118	$ 2,460
Interest rate swaps liabilities	$ -	$ (2,679)	$ -

	(In Thousands) Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	State and Local Governments Tax-Exempt	State and Local Governments Taxable	State and Local Governments Total
Balance at January 1, 2024	$ 1,188	$ 1,272	$ 2,460
Change in Fair Value	-	2	2
Purchases	-	-	-
Sales	-	-	-
Payments & Maturities	(835)	-	(835)
Balance at December 31, 2024	$ 353	$ 1,274	$ 1,627

	(In Thousands) Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	State and Local Governments Tax-Exempt	State and Local Governments Taxable	State and Local Governments Total
Balance at January 1, 2023	$ 2,071	$ 1,274	$ 3,345
Change in Fair Value	38	(2)	36
Purchases	-	-	-
Sales	-	-	-
Payments & Maturities	(921)	-	(921)
Balance at December 31, 2023	$ 1,188	$ 1,272	$ 2,460

Most of the Company's available for sale securities, including any bonds issued by local municipalities, have CUSIP numbers or have similar characteristics of those in the municipal markets, making them marketable and comparable as Level 2.

There were no securities that transferred in or out of Level 3 during 2024.

The Company also has assets that, under certain conditions, are subject to measurement at fair value on a nonrecurring basis. At December 31, 2024 and 2023, such assets consist of collateral dependent loans and loan servicing rights. Collateral dependent loans categorized as Level 3 assets consist of non-homogeneous loans that have expected credit losses. The estimated realizable values of available collateral are typically based on outside appraisals.

At December 31, 2024, collateral dependent loans categorized as Level 3 were $3.0 million and $22.7 million at December 31, 2023. The specific allocation for collateral dependent loans was $52 thousand as of December 31, 2024 and $386 thousand as of December 31, 2023. The specific allocations are accounted for in the allowance for credit losses (see Note 4).

During 2024 and 2023, impairment was recognized on loan servicing rights based upon the independent third party's quarterly valuations. A valuation allowance was established by strata to quantify the likely impairment of the value of the loan servicing rights to the Company. If the carrying amount of an individual strata exceeds the fair value, impairment was recorded on that strata so the servicing asset was carried at fair value. Impairment was $97 thousand ($2 thousand on 1-4 family real estate loans and $95 thousand on agricultural real estate loans) at December 31, 2024 compared to $7 thousand ($2 thousand on 1-4 family real estate loans and $5 thousand on agricultural real estate loans) at December 31, 2023.

Other real estate is reported at the lower of either the fair value of the real estate, minus the estimated costs to sell the asset, or the cost of the asset. The determination of the fair value of the real estate relies primarily on appraisals from third parties. If the fair value of the real estate, minus the estimated costs to sell the asset, is less than the asset's cost, the deficiency is recognized as a valuation allowance against the asset through a charge to expense. The valuation allowance is therefore increased or decreased, through charges or credits to expense, for changes in the asset's fair value or estimated selling costs.

The following tables present assets measured at fair value on a nonrecurring basis:

	($ in Thousands) Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2024			
	Balance at December 31, 2024	Quoted Prices in Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Collateral dependent loans	$ 2,988	$ -	$ -	$ 2,988
Loan servicing rights	(4)	-	-	(4)

	($ in Thousands) Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2023			
	Balance at December 31, 2023	Quoted Prices in Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Collateral dependent loans	$ 22,676	$ -	$ -	$ 22,676
Loan servicing rights	58	-	-	58

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements:

	(In Thousands) Fair Value at December 31, 2024	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
State and local government	$ 1,627	Discounted Cash Flow	Credit strength of underlying project or entity / Discount rate	-3.61-4.52% (4.33%)
Collateral dependent loans	2,988	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	20.00-30.00% (20.78%)
Loan servicing rights	(4)	Discounted Cash Flow	Constant prepayment rate and probability of default / Discount rate	9.36-618.70% (107.90%)

	(In Thousands) Fair Value at December 31, 2023	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
State and local government	$ 2,460	Discounted Cash Flow	Credit strength of underlying project or entity / Discount rate	-0.17-4.92% (3.49%)
Collateral dependent loans	22,676	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	0.00-50.00% (0.41%)
Loan servicing rights	58	Discounted Cash Flow	Constant prepayment rate and probability of default / Discount rate	5.11-22.80% (10.87%)

Note 21 – Condensed Financial Statements of Parent Company

Balance Sheets

	(In Thousands) 2024	2023
Assets		
Cash	$ 4,554	$ 3,790
Interest-bearing time deposits	2,457	2,466
Related party receivables:		
Dividends and accounts receivable from subsidiary	4,010	3,884
Accrued interest receivable - available-for-sale securities / interest bearing time deposits	47	46
Securities - US Treasuries / municipals	4,391	5,675
Investment in subsidiaries	358,127	338,893
Other assets	49	44
Total Assets	$ 373,635	$ 354,798
Liabilities		
Subordinated notes, net of unamortized issuance costs	34,818	34,702
Dividends payable	2,996	2,974
Accrued interest payable	474	474
Accrued expenses	136	105
Total Liabilities	38,424	38,255
Stockholders' Equity	335,211	316,543
Total Liabilities and Stockholders' Equity	$ 373,635	$ 354,798

Statements of Income and Comprehensive Income

	2024	(In Thousands) 2023	2022
Income			
Dividends from subsidiaries	$ 12,100	$ 7,500	$ 44,285
Distributed earnings of dissolved subsidiary	-	1,005	-
Interest - available-for-sale securities / interest-bearing time deposits	240	162	308
Noninterest income	23	4	-
Total income	12,363	8,671	44,593
Expenses			
Interest	1,138	1,258	1,588
Operating expenses	1,178	1,143	1,176
Total expenses	2,316	2,401	2,764
Income Before Income Taxes and Equity in Undistributed Earnings of Subsidiaries	10,047	6,270	41,829
Income Taxes (Benefit)	(452)	(495)	(535)
	10,499	6,765	42,364
Equity in undistributed (distributions in excess of) earnings of subsidiaries	15,439	16,022	(9,849)
Net Income	25,938	22,787	32,515
Other Comprehensive Income (Loss):			
Unrealized gains (losses) on securities, net of taxes	3,789	9,221	(35,049)
Comprehensive Income (Loss)	$ 29,727	$ 32,008	$ (2,534)

Statements of Cash Flows

	(In Thousands)		
	2024	2023	2022
Cash Flows from Operating Activities			
Net income	$ 25,938	$ 22,787	$ 32,515
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed (distributions in excess of) net income	(15,439)	(16,022)	9,849
Amortization of premiums on available-for-sale securities, net	13	29	61
Amortization of subordinated notes issuance fees	116	116	116
Stock-based compensation expense	1,361	1,281	899
Director stock awards	188	180	120
Changes in assets and liabilities:			
Other assets and liabilities	(100)	(1,981)	2,560
Net cash provided by operating activities	12,077	6,390	46,120
Cash Flows from Investing Activities			
Activity in available-for-sale securities:			
Maturities, prepayments and calls	1,580	1,445	1,540
Sales	-	1,105	-
Purchases	(316)	-	(398)
Activity in certificates of deposit			
Maturities	739	-	1,234
Purchases	(730)	(498)	(498)
Cash used for acquisitions	-	-	(9,806)
Net cash provided by (used in) investing activities	1,273	2,052	(7,928)
Cash Flows from Financing Activities			
Repayments of other borrowings	-	(10,000)	(30,000)
Purchase of treasury stock	(664)	(218)	(308)
Payment of dividends	(11,922)	(11,335)	(10,276)
Net cash used in financing activities	(12,586)	(21,553)	(40,584)
Net Change in Cash and Cash Equivalents	764	(13,111)	(2,392)
Cash and Cash Equivalents - Beginning of year	3,790	16,901	19,293
Cash and Cash Equivalents - End of year	$ 4,554	$ 3,790	$ 16,901

Note 22 – Quarterly Financial Data

Quarterly Financial Data - UNAUDITED	(In Thousands, Except Per Share Data) Quarter Ended in 2024			
	Mar 31	June 30	Sep 30	Dec 31
Summary of Income:				
Interest income	$ 38,654	$ 41,166	$ 41,901	$ 41,851
Interest expense	18,536	19,791	20,312	19,021
Net Interest Income	20,118	21,375	21,589	22,830
Provision for (Recovery of) Credit Losses - Loans*	(289)	605	282	346
Provision for (Recovery of) Credit Losses - Off Balance Sheet Credit Exposures*	(266)	(18)	(267)	(120)
Net Interest Income After Provision for Credit Losses*	20,673	20,788	21,574	22,604
Other expense	(13,895)	(13,629)	(13,465)	(12,077)
Net income before income taxes	6,778	7,159	8,109	10,527
Income taxes	1,419	1,477	1,593	2,146
Net income	$ 5,359	$ 5,682	$ 6,516	$ 8,381
Earnings per Common Share	$ 0.39	$ 0.42	$ 0.48	$ 0.61
Average common shares outstanding	13,671,166	13,681,501	13,687,119	13,699,869

	(In Thousands, Except Per Share Data) Quarter Ended in 2023			
	Mar 31	June 30	Sep 30	Dec 31
Summary of Income:				
Interest income	$ 31,802	$ 33,377	$ 36,359	$ 38,270
Interest expense	10,120	13,259	16,697	18,335
Net Interest Income	21,682	20,118	19,662	19,935
Provision for (Recovery of) Credit Losses - Loans*	817	143	460	278
Provision for (Recovery of) Credit Losses - Off Balance Sheet Credit Exposures*	62	(129)	(76)	189
Net Interest Income After Provision for Credit Losses*	20,803	20,104	19,278	19,468
Other expense	(12,754)	(12,572)	(13,380)	(12,593)
Net income before income taxes	8,049	7,532	5,898	6,875
Income taxes	1,583	1,531	1,121	1,332
Net income	$ 6,466	$ 6,001	$ 4,777	$ 5,543
Earnings per Common Share	$ 0.47	$ 0.44	$ 0.35	$ 0.41
Average common shares outstanding	13,615,655	13,632,440	13,650,823	13,665,773

Note 23 - Segment Reporting

The Company has one reportable operating segment, commercial banking. While our chief operating decision makers (CODM) monitor revenue streams of various products and services, the identifiable segments' operations are managed, and financial performance is evaluated on a company wide basis. The commercial banking segment provides a broad array of financial products and services including commercial, agricultural, and residential mortgage as well as consumer lending activities, commercial and consumer banking services, wealth advisory services and insurance to individual and business clients through most of its banking center locations in Ohio, Indiana, and Michigan.

The accounting policies of the commercial banking segment are the same as those described in Note 1 of the Notes to Consolidated Financial Statements. The CODM assess performance for the commercial banking segment and decide how to allocate resources based on net income which is also reported on the Consolidated Statements of Income as net income. The measure of segment assets is reported on the Consolidated Balance Sheets as total assets.

The CODM use net income to evaluate income generated from segment assets (return on average total assets) in deciding whether to reinvest profits into the commercial banking segment or to pay dividends or fund acquisitions. Net income is also used by the CODM to monitor budget versus actual results. Net income as well as other common company-wide financial performance and credit quality metrics such as return on average assets, return on average equity, earnings per common share, net interest margin, and nonaccrual loans to total loans, among others, are used for competitive analysis by benchmarking to the Company's competitors as well as used in assessing the performance of the segment and for establishing management's compensation. See the Consolidated Balance Sheets, the Consolidated Statements of Income, the Consolidated Statements of Comprehensive Income (Loss), the Consolidated Statements of Changes to Stockholders' Equity and the Consolidated Statements of Cash Flows.

The Company's CODM are the President and senior management team of the Company.

Note 24 – Subsequent Events

On January 28, 2025, the Company announced the authorization by its Board of Directors for the Company's repurchase, either on the open market, or in privately negotiated transactions, of up to 650,000 shares of its outstanding common stock commencing January 28, 2025 and ending December 31, 2025.

ITEM 9. CHANGE IN AND DISAGREEMENTS WITH ACCOUNTING AND FINANCIAL DISCLOSURE

No disagreements exist on accounting and financial disclosures or related matter.

ITEM 9a. CONTROLS AND PROCEDURES

MANAGEMENT REPORT REGARDING
DISCLOSURE CONTROLS AND PROCEDURES

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2024, pursuant to Exchange Act 13a-15. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of December 31, 2024, in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic SEC filings.

MANAGEMENT REPORT REGARDING INTERNAL CONTROL AND
COMPLIANCE WITH DESIGNATED LAWS AND REGULATIONS

Management of Farmers & Merchants Bancorp, Inc. and its subsidiary is responsible for preparing the Bank's annual financial statements. Management is also responsible for establishing and maintaining internal control over financial reporting presented in conformity with both generally accepted accounting principles and regulatory reporting in conformity with the Federal Financial Institutions Examination Council Instructions for Consolidated Reports of Condition and Income (call report instructions). The Bank's internal control contains monitoring mechanisms, and actions are taken to correct deficiencies identified.

There are inherent limitations in the effectiveness of any internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

It is also management's responsibility to ensure satisfactory compliance with all designated laws and regulations and in particular, those laws and regulations concerning loans to insiders. The federal laws concerning loans to insiders are codified at 12 USC 375a and 375b, and the federal regulations are set forth at 12 CFR 23.5, 31, and 215.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control – Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2024.

Forvis Mazars, LLP, an independent registered public accounting firm, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2024. The report, which expresses an unqualified opinion of the effectiveness of the Company's internal control over financial reporting as of December 31, 2024, is included in this Annual Report on Form 10-K on the following pages.

There was no change in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended December 31, 2024 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

Shareholders, Board of Directors, and Audit Committee Farmers & Merchants Bancorp, Inc.
Archbold, Ohio

Opinion on the Internal Control over Financial Reporting

We have audited Farmers & Merchants Bancorp, Inc.'s ("Company") internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of December 31, 2024 and 2023, and for each of the three years in the period ended December 31, 2024, and our report dated February 26, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report Regarding Internal Control and Compliance with Designated Laws and Regulations. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

Definitions and Limitations of Internal Control over Financial Reporting

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

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

/s/ Forvis Mazars, LLP

Fort Wayne, Indiana
February 26, 2025

ITEM 9b. OTHER INFORMATION

None.

ITEM 9c. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

BOARD OF DIRECTORS

The information called for herein is presented below:

Name	Age	Principal Occupation or Employment for Past Five Years	Year First Became Director
Ian D. Boyce	57	Founding Member and Managing Partner Dickmeyer Boyce Financial Management	2024
Andrew J. Briggs	70	Retired and former Chairman of Limberlost Bancshares, Inc. and President of its wholly-owned subsidiary Bank of Geneva	2019
Lars B. Eller	58	President and CEO of the Company and The Farmers & Merchants State Bank	2018
Kevin G. Frey	54	Vice President of E.H. Frey & Sons, Inc.	2024
Jo Ellen Hornish	71	President and CEO, Fountain City Leasing, Inc. / Advantage Powder Coating, Inc. / One Source Diversified Services LTD., and Hornish Properties LLC	2013
Lori A. Johnston	63	EVP-President, Paramount Health Care at Medical Mutual	2020
Dr. Marcia S. Latta	63	Principal, Latta Strategies Retired Vice President of University Advancement, The University of Findlay	2009
Steven J. Planson	65	President, Planson Farms, Inc.	2008
Kevin J. Sauder	64	Retired and former President, Chief Executive Officer, Sauder Woodworking Co.	2004
Frank R. Simon	55	Founder & Managing Member / Attorney Simon PLC Attorneys & Counselors	2021
David P. Vernon	58	Owner, Licensed Funeral Director & Embalmer Vernon Family Funeral Homes	2021

Directors are elected annually at the annual meeting of shareholders.

NAMED EXECUTIVE OFFICERS

Name	Age	Principal Occupation & Offices Held with Corporation & Bank for Past Five Years
Andrew J. Briggs	70	Chairman
Lars B. Eller	58	President and Chief Executive Officer ("PEO") (1)
Barbara J. Britenriker	63	Executive Vice President Chief Financial Officer ("PFO") (1) and Chief Retail Banking Officer (2)
David R. Gerken	53	Executive Vice President and Chief Lending Officer (3)
Eric D. Faust	38	Senior Vice President and Chief Risk Officer (4)
Shalini Singhal	49	Senior Vice President and Chief Information Officer (5)

(1) The designation PEO means principal executive officer and PFO means principal financial officer under the rules of the SEC.

(2) Ms. Britenriker was Executive Vice President and Chief Financial Officer of the Company. Ms. Britenriker served as Executive Vice President and Chief Retail Banking Officer of the Bank from January 7, 2019 to October 16, 2023 and resumed the position of Executive Vice President and Chief Financial Officer of the Bank on October 16 2023.

(3) Mr. Gerken served as Senior Vice President and Senior Commercial Banking Manager from January 18, 2019 to January 21, 2024. Mr. Gerken was named Executive Vice President and Chief Lending Officer on January 22, 2024.

(4) Mr. Faust was named Senior Vice President and Chief Risk Officer on September 14, 2022.

(5) Ms. Singhal was named Senior Vice President and Chief Information Officer on June 1, 2020.

Any remaining information required by Item 401 of Regulation S-K is presented in the proxy statement to be furnished in connection with the solicitation of proxies on behalf of the Board of Directors of the Registrant for use at its Annual Meeting to be held on April 14, 2025, and is incorporated herein by reference to the sections of the proxy statement captioned " Nominations for Members of the Board of Director, ""Our Board Composition" and "PROPOSAL ONE – Election of Directors and Information Concerning Directors and Officers." The information called for under Item 405 of Regulation S-K and called for under paragraphs (d)(4) and (d)(5) of Item 407 is presented in the proxy statement to be furnished in connection with the solicitation of proxies on behalf of the Board of Directors of the Registrant for use at its Annual Meeting to be on April 14, 2025 and incorporated herein by reference to sections of the proxy statement captioned "Delinquent Section 16(a) Reports," "Audit Committee Report" and "Committees of the Board of Directors."

The Board of Directors of the Company adopted a Code of Business Conduct and Ethics (the "Code") at its meeting on February 13, 2004. While the Sarbanes-Oxley Act of 2002 mandates the adoption of a code of ethics for the most senior executive officers of all public companies, the Code adopted by the Corporation's Board of Directors is broader in the activities covered and applies to all officers, directors and employees of the Corporation and the Bank, including the chief executive officer, chief financial officer, principal accounting officer and other senior officers performing accounting, auditing, financial management or similar functions. The administration of the Code has been delegated to the Audit Committee of the Board of Directors, a Committee comprised entirely of "independent directors." The Code addresses topics such as compliance with laws and regulations, honest and ethical conduct, conflicts of interest, confidentiality and protection of Corporation assets, fair dealing and accurate and timely periodic reports, and also provides for enforcement mechanisms. The Board and management of the Corporation intends to continue to monitor not only the developing legal requirements in this area, but also the best practices of comparable companies, to assure

that the Corporation maintains sound corporate governance practices in the future. Annual testing and review of the Code is conducted and attested to by signatures of all officers and directors of the Company.

A copy of the Corporation's Code is available on the website of the Bank (www.fm.bank). In addition, a copy of the Code is available to any shareholder free of charge upon request. Shareholders desiring a copy of the Code should address written requests to Mr. Lars B. Eller, President, Chief Executive Officer of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502, and are asked to mark Code of Business Conduct and Ethics on the outside of the envelope containing the request.

ITEM 11. EXECUTIVE COMPENSATION

The information called for herein by Item 402 and paragraphs (e)(4) and (e)(5) of Item 407, Regulations S-K is presented in the proxy statement to be furnished in connection with the solicitation of proxies on behalf of the Board of Directors of the Registrant for use at its Annual Meeting to be held on April 14, 2025, and is incorporated herein by reference to the sections of the proxy statement captioned "Compensation Discussion and Analysis," "Compensation Committee Report on Executive Compensation," and "Related Party Transactions."

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

The information called for by Item 403 of Regulation S-K is presented in the proxy statement to be furnished in connection with the solicitation of proxies on behalf of the Board of Directors of the Registrant for use at its Annual Meeting to be held Monday, April 14, 2025 and is incorporated herein by reference to the section of the proxy statement captioned "Security Ownership of Certain Beneficial Owners and Named Executive Officers."

On April 16, 2015 the Company's shareholders approved the Farmers & Merchants Bancorp, Inc. 2015 Long-Term Stock Incentive Plan (which replaced the expired 2005 Long-Term Stock Incentive Plan). The plan authorizes the issuance of up to 1,600,000 (adjusted for a two-for-one stock split) of the Company's common shares in the form of stock options, restricted stock, performance shares, and unrestricted stock to employees of the Company and its subsidiaries. The Company has made awards of restricted stock under the Plan, which awards are subject to time vesting. This requires the executive or employee to remain employed with the Company or the Bank, as the case may be, until the awards have vested, or such shares of restricted stock will be forfeited. During 2024, 60,169 shares were awarded to 111 employees and 5,811 were forfeited under its long term incentive plan. At year-end, 2024, the Company held 864,889 shares in Treasury stock and 158,183 in unearned stock awards.

The Compensation Committee of the Company has determined that it is appropriate to award shares of the common stock of the Company to Outside Directors and Employees that are officers of the Company or the Bank who also serve as Directors of the Company and the Bank as a portion of their retainer for services rendered as Directors of the Company and the Bank. The Committee believes that it is appropriate to award the Directors shares equal to a specific dollar amount, rounded to the nearest whole share on an annual basis commencing on June 5, 2020 and thereafter on the first Friday of June in each year. Directors receive a prorated dollar value of shares for a partial year of service. The value for the shares is to be based upon the closing price for shares on June 4, 2020 and thereafter on the first Thursday in June each year. On June 3, 2022, twelve Directors each received $10,013 worth of shares which equated to 240 shares. On June 2, 2023, twelve Directors each received $14,997 worth of shares which equated to 754 shares. On June 7, 2024, twelve Directors each received $15,007 worth of shares which equated to 716 shares while one Director received a prorated dollar amount of $5,911 which equated to 282 shares. On December 5, 2024, one new Director received 54 prorated shares worth approximately $1,730.

	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	-	$ -	1,172,381
Equity compensation plans not approved by security holders	-	-	
Total	-	-	1,172,381

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information called for herein by Item 404 and paragraph (a) of Item 407 is presented in the proxy statement to be furnished in connection with the solicitation of proxies on behalf of the Board of Directors of the Registrant for use at its Annual Meeting to be held on April 14, 2025, and is incorporated herein by reference to the sections of the proxy statement captioned “Related Party Transactions.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information called for by this Item is presented in the proxy statement to be furnished in connection with the solicitation of proxies on behalf of the Board of Directors of the Registrant for use at its Annual Meeting to be held on April 14, 2025, and is incorporated herein by reference to the section of the proxy statement captioned “Selection of Auditors/Principal Accounting Firm Fees.”

The opinion related to the financial statements in the annual report was provided by Forvis Mazars, LLP from Fort Wayne, Indiana, Auditor Firm ID: 686.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES

a. The Following documents are filed as part of this report.

(1)	Financial Statements (included in this 10-K under Item 8) Report of Independent Accountants Consolidated Balance Sheets Consolidated Statements of Income Consolidated Statements of Changes in Shareholders' Equity Consolidated Statements of Cash Flows Note to Consolidated Financial Statements
(2)	Financial Statement Schedules Five Year Summary of Operations

b. Exhibits Required by Item 601 of Regulation S-K

(3.1.a)	Amended Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q filed with the Commission on October 25, 2017).
(3.1.b)	Amendment to Articles of Incorporation of the Registrant (incorporated by reference to 3.1.b to Registrant's Annual Report on Form 10-K filed with the Commission on February 27, 2024).
(3.2)	Code of Regulations of the Registrant (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q that was filed with the Commission on July 26, 2017).
(4.1)	Description of Registrant's Common Stock (incorporated by reference to Exhibit 4.1 to Registrant's Annual Report on Form 10-K filed with the Commission on February 26, 2020).
(4.2)	Form of 3.25% Fixed to Floating Rate Subordinated Note due July 30, 2031 (included as Exhibit A to the Purchase Agreement filed as Exhibit 10.6 hereto).
(10.1)	Form of Change in Control Agreement executed by and between the Company and Barbara J. Britenriker on December 26, 2012 (incorporated by reference to Exhibit 10.1 to the Annual Report on Form 10-K filed with the Commission on February 25, 2013).
(10.2)	Employment Agreement executed by and between The Farmers & Merchants State Bank and Lars B. Eller on September 1, 2024 (incorporated by reference to Exhibit 10.1 to Registrant's Report on Form 8-K filed with the Commission on September 3, 2024).
(10.3)	Farmers & Merchants Bancorp, Inc. 2015 Long-Term Stock Incentive Plan (incorporated by reference to Appendix A to Registrant's Definitive 14A Proxy Statement, File No. 000-14492, filed with the Commission on March 16, 2015).
(10.4)	Form on Restricted Stock Agreement (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed with the Commission on October 27, 2005).
(10.5)	Form of Restricted Stock Award with Non-solicit Covenants.
(10.6)	Form of Restricted Stock Award for Senior Officers with Non-competition Covenants.
(10.7)	Form of Subordinated Note Purchase Agreement, dated July 30, 2021, by and among Farmers & Merchants Bancorp, Inc. and the Purchasers (as defined therein) (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Commission on August 2, 2021).
(10.8)	Form of Change in Control Agreement executed by and between the Company and Eric D. Faust on September 14, 2022.
(19)	Farmers & Merchants Bancorp, Inc. Insider Trading Policy.
(21)	Subsidiaries of Farmers & Merchants Bancorp, Inc.
(31.1)	Certification of the Chief Executive Officer Required under Rule 13(a)-14(a)/15d-14(a).
(31.2)	Certification of the Chief Financial Officer Required under Rule 13(a)-14(a)/15d-14(a).
(32.1)	Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(32.2)	Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(97)	Farmers & Merchants Bancorp, Inc. Clawback Policy.

101.INS	Inline XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. (1)
101.SCH	Inline XBRL Taxonomy Extension Schema Document (1)
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document (1)
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document (1)
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document (1)
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document (1)
104	The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2024, has been formatted in Inline XBRL.

(1) Pursuant to Rule 406T of Regulation S-T, the interactive Data Files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 16. FORM 10-K SUMMARY

None.

FARMERS & MERCHANTS BANCORP, INC.

Signatures

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934. The registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

By	/s/ Lars B. Eller Lars B. Eller Chief Executive Officer President	Date:	February 26, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Lars B. Eller Lars B. Eller Chief Executive Officer (Principal Executive Officer)	Date:	February 26, 2025	/s/ Barbara J. Britenriker Barbara J. Britenriker Chief Financial Officer (Principal Financial Officer/Principal Accounting Officer)	Date:	February 26, 2025
/s/ Ian D. Boyce Ian D. Boyce, Director	Date:	February 26, 2025	/s/ Andrew J. Briggs Andrew J. Briggs, Director	Date:	February 26, 2025
/s/ Kevin G. Frey Kevin G. Frey, Director	Date:	February 26, 2025	/s/ Jo Ellen Hornish Jo Ellen Hornish, Director	Date:	February 26, 2025
/s/ Lori A. Johnston Lori A. Johnston, Director	Date:	February 26, 2025	/s/ Marcia S. Latta Marcia S. Latta, Director	Date:	February 26, 2025
/s/ Steven J. Planson Steven J. Planson, Director	Date:	February 26, 2025	/s/ Kevin J. Sauder Kevin J. Sauder, Director	Date:	February 26, 2025
/s/ Frank R. Simon Frank R. Simon, Director	Date:	February 26, 2025	/s/ David P. Vernon David P. Vernon, Director	Date:	February 26, 2025

Exhibit 10.5

RESTRICTED STOCK AGREEMENT

THIS RESTRICTED STOCK AGREEMENT (the “Agreement”), made this day of , , between Farmers & Merchants Bancorp, Inc., an Ohio corporation (the “Company”), and «Participant_Name» (the “Participant”).

WITNESSETH:

WHEREAS, the Company adopted the Farmers & Merchants Bancorp, Inc. 2015 Long- Term Stock Incentive Plan (the “Plan) in order to provide select key employees with additional incentives to achieve long-term corporate objectives; and

WHEREAS, the Participant is an Employee of the Company or a Subsidiary and an eligible Participant as defined by the Plan; and

WHEREAS, the Compensation Committee of the Company’s Board of Directors has decided that the Participant should be granted restricted shares of the Company’s no par value common stock, (“Common Stock”), on the terms and conditions set forth below in accordance with the terms of the Plan.

NOW, THEREFORE, in consideration of the past and future services provided to the Company by the Participant and the various covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1.Grant of Restricted Stock

The Company hereby grants to the Participant a total of «Written_numbers_of_Shares»(«Number_of_Shares») shares of the Common Stock of the Company (the “Restricted Shares”), subject to the transfer restrictions, vesting schedule and other conditions set forth the Plan and this Agreement. The Participant shall not be required to provide the Company with any payment (other than Participant past and future services to the Company in exchange of such Restricted Shares.

As provided in Section 4, the Company shall cause the Restricted Shares to be issued and a stock certificate (or book-entry registration) representing the Restricted Shares to be registered in the name of the Participant promptly upon execution of this Agreement. On or before the date of execution of this Agreement, the Participant shall deliver to the Company one or more stock powers endorsed in blank relating to the Restricted Shares.

2. Restrictions

a.The Participant shall have all rights and privileges of a stockholder of the Company with respect to the Restricted Shares, including voting rights and the right to receive dividends paid with respect to the Restricted Shares, except that the following restrictions shall apply until such time or times as these restrictions lapse under Section 3 or any other provision of this Agreement or the Plan:

(i)the Participant shall not be entitled to delivery of the certificate or certificates for any of the Restricted Shares until the restrictions imposed by this Agreement have lapsed with respect to those Restricted Shares:

(ii) the Restricted Shares may not be sold, transferred, assigned, pledged or otherwise encumbered or disposed of by the Participant before these restrictions have lapsed, except with the consent of the Company; and

(iii) the Restricted Shares shall be subject to forfeiture upon termination of the Participants employment with the Company to the extent set forth in Section 6 below.

b.Any attempt to dispose of Restricted Shares in a manner contrary to the restrictions set forth in this Agreement shall be ineffective.

3. Vesting; When Restrictions Lapse

Pursuant to terms of the Plan the Committee has determined that the restrictions applicable to the Restricted Shares shall lapse and the Restricted Shares shall vest on August 27, 2027, or at such earlier time as the restrictions may lapse pursuant to the terms of the Plan.

4.Issuance of Stock

The Restricted Shares shall be issued, in certificate or book-entry form, promptly following the execution of this Agreement, and shall be delivered to such custodian as may be designated by the Company, to be held until the restrictions lapse. Such Restricted Shares shall bear the following legend:

"*The transferability of this certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeiture) of a Restricted Stock Agreement entered into between the registered owner and Farmers & Merchants Bancorp, Inc. Copies of such Agreement are on file in the offices of the Corporate Secretary, Farmers & Merchants Bancorp, Inc., 307 N. Defiance St., P.O. Box 216, Archbold, Ohio 43502-0216 which will be provided, without charge, to the shareholder upon five days written request therefore.*"

Once the restrictions imposed by this Agreement have lapsed, shares of the Company's common stock representing the newly vested Restricted Shares shall be promptly issued, without the forgoing restrictive legend, to the Participant (or to the person to whom the rights of the Participant shall have passed by will or the laws of descent and distribution), but not before the Participant has made arrangements satisfactory to the Company for tax withholding (as required by Section 5), and provided that any shares representing the portion of the newly vested shares (if any) that the Participant applies to satisfy Participant tax withholding obligations, as provided by Section 5, shall be delivered to the Company rather than to the Participant.

5. Tax Reporting and Withholding

The Participant is an employee of either the Company, or a Subsidiary, as such terms are defined in the Plan. The Company will make and file, or cause to made and filed by the Subsidiary that employs the Participant, all required tax reports with respect to federal, state, and local taxes applicable to the Restricted Shares.

Upon the earlier to occur of (i) the date the restrictions applicable to the Restricted Shares lapse under the terms of this Agreement, or (ii) the Participant makes a valid election under Section 83 (b) of the Internal Revenue Code of 1986, as amended (the "Code"), the Company shall notify the Participant of the amount of tax that must be withheld by the Company under all applicable federal, state, and local tax laws. The Participant agrees to make arrangements with the Company to (a) remit the required amount to the Company, or its Subsidiary, in cash, (b) deliver to the Company, or its Subsidiary, shares of Common Stock currently held by the Participant (including newly vested Restricted Shares) with a value equal to the required amount, (c) authorize the deduction of the required amount from the Participant's compensation, or (d) otherwise provide for payment of the required amount in a manner satisfactory to the Company, or its Subsidiary.

Participant will give reasonable advance notice to the Company of an intention to make an election pursuant to Section 83 (b) of the Code and will cooperate with the Company in connection with the timing of such election. Participant shall be solely responsible for any filings, including the timeliness thereof, of any election made by the Participant under Section 83 (b) of the Code.

6.Grant Not to Affect Employment

Neither this Agreement nor the Restricted Shares granted hereunder shall confer upon the Participant any right to continued employment with the Company, or any Subsidiary.

7.Nonsolicitation and Business Protection

(a)Nonsolicitation.

(i)While employed by the Company or a Subsidiary and during the Restricted Period, Participant agrees that Participant shall not, in any manner, directly or indirectly, (x) solicit by mail, by telephone, by personal meeting, or by any other means, either directly or indirectly, any customer or prospective customer of the Company or a Subsidiary to whom Participant provided services, or for whom Participant transacted business, or whose identity becomes known to Participant in connection with Participant's services to the Company or a Subsidiary (including employment with or services to any predecessor or successor entities), to transact business with a person or an entity other than the Company or a Subsidiary or to refuse or refrain from doing any business with the Company or a Subsidiary or (y) interfere with or damage (or attempt to interfere with or damage) any relationship between the Company or a Subsidiary and any such customer or prospective customer. The term "solicit" as used in this Agreement means any communication of any kind whatsoever, inviting, encouraging or requesting any person to take or refrain from taking any action with respect to the business of the Company or a Subsidiary.

(ii)While employed by the Company or a Subsidiary and during the Restricted Period, Participant agrees that Participant shall not, in any manner, directly or indirectly, solicit any person who is an employee of the Company or any Subsidiary to apply for or accept employment or a business opportunity with any other person or entity.

(iii)The parties agree that nothing herein shall be construed to limit or negate the common law of torts or trade secrets where it provides broader protection than that provided herein.

(iv)For purposes of this Section 7 the term "Restricted Period" shall be the period of one year following termination for any reason of Participant’s employment with the Company or a Subsidiary.

(v)It is expressly understood and agreed that although the parties consider the restrictions contained in this Agreement to be reasonable, if a court or arbitrator determines that the time or territory or any other restriction contained in this Agreement is an unenforceable restriction on the activities of the Participant, no such provision of this Agreement shall be rendered void but shall be deemed amended to apply as to such maximum time and territory and to such extent as such court may judicially determine or indicate to be reasonable.

(b)Confidential Information.

(i)Participant has obtained and may obtain confidential information concerning the businesses, operations, financial affairs, organizational and personnel matters, policies, procedures and other non-public matters of the Company and its Subsidiaries, that is not generally disclosed to persons not employed by the Company or its Subsidiaries. Such information (referred to herein as the "Confidential Information") may have been or may be provided in written form or orally. Participant shall not disclose to any other person the Confidential Information at any time during Participant’s employment with the Company or a Subsidiary or after the termination of Participant’s employment, provided that Participant may disclose such Confidential Information only to a person who is then a director, officer, employee, partner, attorney or agent of the Company or a Subsidiary who, in Participant's reasonable good faith judgment, has a need to know the Confidential Information.

(c)Effect of Breach; the Company's Remedies

(i)The right to receive any unvested Restricted Shares provided for under this Agreement shall terminate upon Participant's breach of any of Participant's obligations set forth in this Section 7.

(ii)Participant acknowledges that this award constitutes valuable consideration to Participant and that a violation on Participant's part of this Section 7 would cause immeasurable and irreparable damage to the Company. Accordingly, Participant agrees that the Company shall be entitled to injunctive relief in any court of competent jurisdiction for any actual or threatened violation of any of the provisions of this Section 7, in addition to any other remedies it may have.

(iii)In addition to the Company's right to seek injunctive relief as set forth in subsection (ii) above of this Section 7, in the event that Participant shall violate the terms and conditions of this Section 7, the Company may: (x) make a general claim for damages and (y) terminate any payments or benefits payable by the Company, if applicable, to Participant.

(iv)The Board shall be responsible for determining whether Participant shall have violated this Section 7, and in the absence of Participant's ability to show that the Board has acted in bad faith and without fair dealing; such decision will be final and binding. Upon the request of Participant, the Company shall provide an advance opinion as to whether a proposed activity would violate the provisions of section.

8.Nonregistration of securities

The Restricted Shares are issued to the Participant without registration under the Securities Act of 1933, nor any state securities law or regulation and are restricted on transfer. Certificates for the Restricted Shares will bear the following legend.

The securities represented by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be sold, pledged, hypothecated, donated, or otherwise transferred, whether or not for consideration, unless the Shares have been registered under said Act or an exemption from such registration requirement is available. If the Shares are to be sold or transferred pursuant to an exemption from the registration requirement, the Company may require a written opinion of counsel, satisfactory to counsel for Company, to the effect that registration is not required and that such transfer will not violate said Act or applicable state securities laws.

9.Miscellaneous

(a)Unless otherwise set forth in this Agreement the Restricted Shares are subject to all of the provision applicable to Incentive Awards and Restricted Share Awards as set forth in the Plan.

(b)This Agreement may be executed in one or more counterparts, all of which taken together will constitute one and the same instrument.

(c)The terms of this Agreement may only be amended, modified or waived by a written agreement executed by both of the parties hereto.

(d)The validity, performance, construction and effect of this Agreement shall be governed by the laws of the State of Ohio, without giving effect to principles of conflicts of law; provided, however, that matters of corporate law, including the issuance of shares of Common Stock, shall be governed by the Ohio General Corporation Law.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date and year first above written.

ATTEST: Farmers & Merchants Bancorp, Inc.

____________________________ ________________________________
Melinda L. Gies By: Lars B. Eller
Board Administrator President & CEO

Participant

____
«Participant_Name»
«Title»

Exhibit 10.6

RESTRICTED STOCK AGREEMENT

THIS RESTRICTED STOCK AGREEMENT (the "Agreement"), made this day of , , between Farmers & Merchants Bancorp, Inc., an Ohio corporation (the "Company"), and [___________________] (the "Participant").

WITNESSETH:

WHEREAS, the Company adopted the Farmers & Merchants Bancorp, Inc. 2015 Long- Term Stock Incentive Plan (the "Plan) in order to provide select key employees with additional incentives to achieve long-term corporate objectives; and

WHEREAS, the Participant is an Employee of the Company or a Subsidiary and an eligible Participant as defined by the Plan; and

WHEREAS, the Compensation Committee of the Company's Board of Directors has decided that the Participant should be granted restricted shares of the Company's no par value common stock, ("Common Stock"), on the terms and conditions set forth below in accordance with the terms of the Plan.

NOW, THEREFORE, in consideration of the past and future services provided to the Company by the Participant and the various covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

(a)Grant of Restricted Stock

The Company hereby grants to the Participant a total of [__________________] shares of the Common Stock of the Company (the "Restricted Shares"), subject to the transfer restrictions, vesting schedule and other conditions set forth the Plan and this Agreement. The Participant shall not be required to provide the Company with any payment (other than Participant past and future services to the Company in exchange of such Restricted Shares.

As provided in Section 4, the Company shall cause the Restricted Shares to be issued and a stock certificate (or book-entry registration) representing the Restricted Shares to be registered in the name of the Participant promptly upon execution of this Agreement. On or before the date of execution of this Agreement, the Participant shall deliver to the Company one or more stock powers endorsed in blank relating to the Restricted Shares.

(b) Restrictions

a.The Participant shall have all rights and privileges of a stockholder of the Company with respect to the Restricted Shares, including voting rights and the right to receive dividends paid with respect to the Restricted Shares, except that the following restrictions shall apply until such time or times as these restrictions lapse under Section 3 or any other provision of this Agreement or the Plan:

(i)the Participant shall not be entitled to delivery of the certificate or certificates for any of the Restricted Shares until the restrictions imposed by this Agreement have lapsed with respect to those Restricted Shares:

(ii) the Restricted Shares may not be sold, transferred, assigned, pledged or otherwise encumbered or disposed of by the Participant before these restrictions have lapsed, except with the consent of the Company; and

(iii) the Restricted Shares shall be subject to forfeiture upon termination of the Participants employment with the Company to the extent set forth in Section 6 below.

b.Any attempt to dispose of Restricted Shares in a manner contrary to the restrictions set forth in this Agreement shall be ineffective.

3. Vesting; When Restrictions Lapse

Pursuant to terms of the Plan the Committee has determined that the restrictions applicable to the Restricted Shares shall lapse and the Restricted Shares shall vest on March 1, 2027, or at such earlier time as the restrictions may lapse pursuant to the terms of the Plan.

4.Issuance of Stock

The Restricted Shares shall be issued, in certificate or book-entry form, promptly following the execution of this Agreement, and shall be delivered to such custodian as may be designated by the Company, to be held until the restrictions lapse. Such Restricted Shares shall bear the following legend:

"*The transferability of this certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeiture) of a Restricted Stock Agreement entered into between the registered owner and Farmers & Merchants Bancorp, Inc. Copies of such Agreement are on file in the offices of the Corporate Secretary, Farmers & Merchants Bancorp, Inc., 307 N. Defiance St., P.O. Box 216, Archbold, Ohio 43502-0216 which will be provided, without charge, to the shareholder upon five days written request therefore.*"

Once the restrictions imposed by this Agreement have lapsed, shares of the Company's common stock representing the newly vested Restricted Shares shall be promptly issued, without the forgoing restrictive legend, to the Participant (or to the person to whom the rights of the Participant shall have passed by will or the laws of descent and distribution), but not before the Participant has made arrangements satisfactory to the Company for tax withholding (as required by Section 5), and provided that any shares representing the portion of the newly vested shares (if any) that the Participant applies to satisfy Participant tax withholding obligations, as provided by Section 5, shall be delivered to the Company rather than to the Participant.

5. Tax Reporting and Withholding

The Participant is an employee of either the Company, or a Subsidiary, as such terms are defined in the Plan. The Company will make and file, or cause to made and filed by the Subsidiary that employs the Participant, all required tax reports with respect to federal, state, and local taxes applicable to the Restricted Shares.

Upon the earlier to occur of (i) the date the restrictions applicable to the Restricted Shares lapse under the terms of this Agreement, or (ii) the Participant makes a valid election under Section 83 (b) of the Internal Revenue Code of 1986, as amended (the "Code"), the Company shall notify the Participant of the amount of tax that must be withheld by the Company under all applicable federal, state, and local tax laws. The Participant agrees to make arrangements with the Company to (a) remit the required amount to the Company, or its Subsidiary, in cash, (b) deliver to the Company, or its Subsidiary, shares of Common Stock currently held by the Participant (including newly vested Restricted Shares) with a value equal to the required amount, (c) authorize the deduction of the required amount from the Participant's compensation, or (d) otherwise provide for payment of the required amount in a manner satisfactory to the Company, or its Subsidiary.

Participant will give reasonable advance notice to the Company of an intention to make an election pursuant to Section 83 (b) of the Code and will cooperate with the Company in connection with the timing of such election. Participant shall be solely responsible for any filings, including the timeliness thereof, of any election made by the Participant under Section 83 (b) of the Code.

6.Grant Not to Affect Employment

Neither this Agreement nor the Restricted Shares granted hereunder shall confer upon the Participant any right to continued employment with the Company, or any Subsidiary.

7.Noncompetition, Nonsolicitation and Business Protection

(a)Noncompetition Agreement and Nonsolicitation.

(i)In view of Participant's importance to the success of the Company, Participant's access to the Company's confidential business information, and Participant's relationships with the Company's customers, Participant and the Company agree that the Company would likely suffer significant harm from Participant's competing with the Company or a Subsidiary during Participant's term of employment with the Company or a Subsidiary and for some period of time thereafter. Accordingly, Participant agrees that Participant shall not engage in competitive activities while employed by the Company or a Subsidiary and during the Restricted Period. Participant shall be considered to be engaged in competitive activities if Participant shall, without the prior written consent of the Company, render services directly or indirectly, as an employee, officer, director, consultant, advisor, partner or otherwise, for any organization or enterprise which competes directly or indirectly with the business of the Company or any Subsidiary in providing financial products or services (including, without limitation, banking, life insurance and annuity contracts, or securities products or services) to consumers or businesses, or directly or indirectly acquires any financial or beneficial interest in (except as provided in the next sentence) any organization which conducts or is otherwise engaged in a business or enterprise which competes directly or indirectly with the business of the Company or any Subsidiary in providing financial products or services (including, without limitation, banking, life insurance and annuity contracts or securities products or services) to consumers or businesses. Notwithstanding the preceding sentence, Participant shall not be prohibited from owning less than 1 percent of any publicly traded corporation, whether or not such corporation is in competition with the Company or a Subsidiary. During the Participant's employment by the Company or a Subsidiary, and during the Restricted Period, the covenants contained in

this Section 7 shall be limited to the geographic areas comprising a 75 mile radius of any office of the Company or a Subsidiary, whether established now or after the date of this Agreement, including the main office, a branch banking office or any other office such as a loan production office.

(ii)While employed by the Company or a Subsidiary and during the Restricted Period, Participant agrees that Participant shall not, in any manner, directly or indirectly, (x) solicit by mail, by telephone, by personal meeting, or by any other means, either directly or indirectly, any customer or prospective customer of the Company or a Subsidiary to whom Participant provided services, or for whom Participant transacted business, or whose identity becomes known to Participant in connection with Participant's services to the Company or a Subsidiary (including employment with or services to any predecessor or successor entities), to transact business with a person or an entity other than the Company or a Subsidiary or to refuse or refrain from doing any business with the Company or a Subsidiary or (y) interfere with or damage (or attempt to interfere with or damage) any relationship between the Company or a Subsidiary and any such customer or prospective customer. The term "solicit" as used in this Agreement means any communication of any kind whatsoever, inviting, encouraging or requesting any person to take or refrain from taking any action with respect to the business of the Company or a Subsidiary.

(iii)While employed by the Company or a Subsidiary and during the Restricted Period, Participant agrees that Participant shall not, in any manner, directly or indirectly, solicit any person who is an employee of the Company or any Subsidiary to apply for or accept employment or a business opportunity with any other person or entity.

(iv)The parties agree that nothing herein shall be construed to limit or negate the common law of torts or trade secrets where it provides broader protection than that provided herein.

(v)For purposes of this Section 7 the term "Restricted Period" shall be the period of one year following termination for any reason of Participant’s employment with the Company or a Subsidiary.

(vi)It is expressly understood and agreed that although the parties consider the restrictions contained in this Agreement to be reasonable, if a court or arbitrator determines that the time or territory or any other restriction contained in this Agreement is an unenforceable restriction on the activities of the Participant, no such provision of this Agreement shall be rendered void but shall be deemed amended to apply as to such maximum time and territory and to such extent as such court may judicially determine or indicate to be reasonable.

(b)Confidential Information.

(i)Participant has obtained and may obtain confidential information concerning the businesses, operations, financial affairs, organizational and personnel matters, policies, procedures and other non-public matters of the Company and its Subsidiaries, that is not generally disclosed to persons not employed by the Company or its Subsidiaries. Such information (referred to herein as the "Confidential Information") may have been or may be provided in written form or orally. Participant shall not disclose to any other person the Confidential Information at any time during Participant’s employment with the Company or a Subsidiary or after the termination of Participant’s employment, provided that Participant may disclose such Confidential Information only to a person who is then a director, officer, employee, partner, attorney or agent of the Company or a Subsidiary who, in Participant's reasonable good faith judgment, has a need to know the Confidential Information.

(c)Effect of Breach; the Company's Remedies

(i)The right to receive any unvested Restricted Shares provided for under this Agreement shall terminate upon Participant's breach of any of Participant's obligations set forth in this Section 7.

(ii)Participant acknowledges that this award constitutes valuable consideration to Participant and that a violation on Participant's part of this Section 7 would cause immeasurable and irreparable damage to the Company. Accordingly, Participant agrees that the Company shall be entitled to injunctive relief in any court of competent jurisdiction for any actual or threatened violation of any of the provisions of this Section 7, in addition to any other remedies it may have.

(iii)In addition to the Company's right to seek injunctive relief as set forth in subsection (ii) above of this Section 7, in the event that Participant shall violate the terms and conditions of this Section 7, the Company may: (x) make a general claim for damages and (y) terminate any payments or benefits payable by the Company, if applicable, to Participant.

(iv)The Board shall be responsible for determining whether Participant shall have violated this Section 7, and in the absence of Participant's ability to show that the Board has acted in bad faith and without fair dealing; such decision will be final and binding. Upon the request of Participant, the Company shall provide an advance opinion as to whether a proposed activity would violate the provisions of section.

8.Nonregistration of securities

The Restricted Shares are issued to the Participant without registration under the Securities Act of 1933, nor any state securities law or regulation and are restricted on transfer. Certificates for the Restricted Shares will bear the following legend.

The securities represented by this certificate have not been registered under the Securities Act of 1933, as

amended, and may not be sold, pledged, hypothecated, donated, or otherwise transferred, whether or not for consideration, unless the Shares have been registered under said Act or an exemption from such registration requirement is available. If the Shares are to be sold or transferred pursuant to an exemption from the registration requirement, the Company may require a written opinion of counsel, satisfactory to counsel for Company, to the effect that registration is not required and that such transfer will not violate said Act or applicable state securities laws.

9.Miscellaneous

(a)Unless otherwise set forth in this Agreement the Restricted Shares are subject to all of the provision applicable to Incentive Awards and Restricted Share Awards as set forth in the Plan.

(b)This Agreement may be executed in one or more counterparts, all of which taken together will constitute one and the same instrument.

(c)The terms of this Agreement may only be amended, modified or waived by a written agreement executed by both of the parties hereto.

(d)The validity, performance, construction and effect of this Agreement shall be governed by the laws of the State of Ohio, without giving effect to principles of conflicts of law; provided, however, that matters of corporate law, including the issuance of shares of Common Stock, shall be governed by the Ohio General Corporation Law.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date and year first above written.

ATTEST: Farmers & Merchants Bancorp, Inc.

______________________________ __________________________________
Melinda L. Gies By: Lars B. Eller
Board Administrator President & CEO

Participant

____
(Participant)
(Title)

Exhibit 10.8

FARMERS & MERCHANTS BANCORP, INC.
CHANGE IN CONTROL-SEVERANCE COMPENSATION AGREEMENT

This is a Change in Control - Severance Compensation Agreement (the "Agreement") made by and between Farmers & Merchants Bancorp, Inc. ("Company") and Eric Faust ("Executive").

RECITALS

WHEREAS Company is a bank holding company which is engaged in the business of banking and businesses incidental thereto.

WHEREAS Executive possesses unique skills, knowledge and experience relating to the business of the Company and is presently employed by the Company or one or more of its subsidiaries.

WHEREAS Company desires to recognize the past and future services of Executive, and, in that connection, Executive desires to be assured that, in the event of a change in the control of Company, Executive will be provided with an adequate severance payment for termination without cause or as compensation for Executive's severance because of a material change in his duties and functions.

WHEREAS Company desires to be assured of the objectivity of Executive in evaluating a potential change of control and advising whether or not a potential change of control is in the best interest of Company and its shareholders.

WHEREAS Company desires to induce Executive to remain in the employ of the Company following a change of control to provide for continuity of management.

WHEREAS Company and Executive have mutually agreed to amend and restate the terms of this Agreement in certain respects in order to clarify the terms on which severance pay would be due following a change of control of the Company.

NOW, THEREFORE, in consideration of the premises and of their mutual 'covenants expressed in this Agreement, the parties hereto agree to amend and restate the agreement in the following manner, intending to be legally bound thereby:

Section 1 - Definitions

1.Board - "Board" shall mean the Board of Directors of Farmers & Merchants Bancorp, Inc.

2.Cause - "Cause" shall mean and be limited to Executive's (a) criminal dishonesty, (b) failure to perform his duties on an exclusive and substantially full-time basis (unless unable to so perform by reason of disability), (c) failure to act in accordance with any specific substantive instructions given by Company with respect to Executive's performance of duties normally associated with his position prior to the Change in Control (unless unable to so perform by reason ·of disability), or (d) engaging in conduct which could be materially damaging to Company without a reasonable, good faith belief that such conduct was in the best interest of Company.

3.Change in Control - A "Change in Control" shall have the meaning set forth on Exhibit A.

4.Code - "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

5.Company - "Company" shall mean Farmers & Merchants Bancorp, Inc. and, except in connection with the definition of Change in Control, any members of its Affiliated Group, as that term is defined in Section 1504 of the Code and shall include any predecessor corporations of the Company and its Affiliated Group.

6.Disability - "Disability" shall mean disability as determined under the plans, policies, or programs applicable to the Executive and if no such plan, policy or program exists} "disability" shall mean the Executive is unable to perform the material and substantial functions or duties of the Executive's position due a medical condition (including mental conditions).

7.Exchange Act - "Exchange Act" means The Securities Exchange Act of 1934.

8.OneYear-of Compensation – “One Year of Compensation" means the annual equivalent of the highest rate of the Executive's salary in effect during the one-year period ending with the date of the Change in Control, and the average amount, paid in cash as bonus and other incentive compensation for the three-year period ending with the date of the Change in Control. "One Year of Compensation" shall not include any amount, other than salary and cash bonuses or cash incentive compensation, that may be included in Executive's taxable compensation for federal income tax purposes and reported to Executive and Internal Revenue Service ("IRS") such as the reporting of previously deferred compensation or gain realized upon exercise of any non-qualified stock options.

Section 2 - Term of Agreement

This Agreement shall be effective from the date hereof, until the termination of employment of the Executive for any reason, or two years following a Change in Control. Notwithstanding the forgoing, the obligations of the Company pursuant to Section 4 of this Agreement shall survive such termination insofar as provided thereunder. This Agreement shall not change, alter, or amend any rights which either Company or Executive may have in respect of the termination of the employment of Executive by Company prior to a Change in Control. Nothing contained in this Agreement shall be construed to create any additional right or obligation of Executive to be employed by Company.

In addition to the forgoing this Agreement shall terminate on the date which the Company or any other member of its Affiliated Group, and over which Executive has managerial control, or which employs Executive, and which is a depository institution that is insured by an agency of any state or the United States Federal Government:

8.1.becomes insolvent; or

8.2.has appointed any conservator or receiver; or

8.3.is determined by an appropriate federal banking agency to be in a troubled condition, as defined in the applicable law and regulations; or

8.4.is assigned a composite rating of 4 or 5 by the appropriate federal banking agency or is informed in writing by the Federal Deposit Insurance Corporation that it is rated a 4 or 5 under the Uniform Financial Institution’s Rating System of the Federal Financial Institutions Examination Council; or

8.5.has initiated against it by the Federal Deposit Insurance Corporation a proceeding to terminate or suspend deposit insurance; or

8.6.reasonably determines in good faith and with due care that the payments called for under this Agreement, or the obligations and promises assumed and made under this Agreement have become proscribed under applicable law or regulations. Provided, however, if such law or regulations apply prospectively only, or for some other reason do not apply to this Agreement, then this Agreement shall not be deemed by Company to be proscribed.

Section 3 - Reduction in Compensation Proscribed After a Change in Control

During the term of this Agreement from the date of a Change in Control forward, Executive shall receive as compensation, while still employed by Company, a salary at a rate no less than the highest rate in effect during the one-year period before the Change in Control, and shall, in addition, be entitled to receive a bonus equal to at least the average of the last three years of bonus paid before the Change in Control. In addition, during such period, the Company shall provide for Executive all of the fringe benefits and other perquisites as provided to any similarly situated employee of the Company, including but not limited to retirement benefits, health, disability, dental, life insurance, club memberships, etc., all of which shall be at levels and amounts no less favorable than level's and amounts in effect as of the Change in Control and at the same cost to Executive as provided to any similarly situated employee of Company.

Section 4 – Payments and Benefits for Termination of Employment Related to a Change in Control

1.If during the term of this Agreement and:

1.1.within two (2) years after the date of a Change in Control, Executive is discharged without Cause; or

1.2.within two (2) years after the date of a Change in Control Executive resigns because he has: (i) been demoted or had his authority, duties or responsibilities materially reduced, (ii) had his compensation reduced or, (iii) had his principal

place of employment transferred to a location greater than sixty (60) miles from the main office of the Company which is located at 307 N. Defiance Street, Archbold, Ohio; or

1.3.within four (4) months before the date of a Change in Control, Executive resigns because he has: (i) been demoted or had his authority, duties or responsibilities materially reduced, (ii) had his compensation reduced, or (iii) had his principal place of employment transferred to a location greater than sixty (60) miles from the main office of the Company which is located at 307 N. Defiance Street, Archbold, Ohio; or

1.4.within one year before the date of a Change in Control, the Executive is discharged by Company other than for Cause;

then the Company shall make the payments to Executive set forth in subsection B of this Section 4, provided that before a resignation under Section 4.A. 2 or 3, the Executive must have given notice to the Company of the existence of one or more of the conditions described in Sections 4.A. 2 or 3 within a period of ninety (90) days of the initial existence of the condition, has provided the Company a period of thirty (30) days after receiving the notice during which to the condition, and the Company has failed to do so within the thirty (30) day period.

2.In the event of the termination of Executive's employment as described in Section 4.A. Executive shall be entitled to receive One Year of Compensation paid in a single lump sum payment within fourteen (14) days of the later termination of employment of the Executive or the occurrence of the Change in Control.

3.If Executive's employment is terminated as described in Section 4.A. (1, 2, 3 or 4), then in addition to the above cash payment(s), Company shall continue at no cost to Executive for the term of the Benefit Period as defined below, Executive's coverage in Company's health, disability, dental, and life insurance at the same levels that had been provided immediately prior to his termination of employment. The Benefit Period shall commence on the date of termination of the Executive's employment (or, if later, the effective date of the Change in Control) and shall end on the last day of the 12th consecutive whole month thereafter.

4.In the event Executive dies before collecting all amounts and benefits due under this Section, any payments owed under Section 4.B. shall be paid to the person or persons as stated in the last designation of beneficiary concerning this Agreement signed by Executive and filed with Company, and if no such designation has been made, then to the surviving spouse, and if there is no surviving spouse, to his/her estate.

5.Except as otherwise provided in Section 7, the payments and benefits provided for herein are in lieu of compensation, benefits or amounts the Executive might otherwise be entitled to from the Company by reason of termination of employment (except as required or mandated by law).

6.In the event the payments required under this Agreement, when added together with any **other** amounts or benefits required to be treated as parachute payments received by Executive in connection with a Change of Control under the provisions of Section 280G of the Code, would otherwise result in an "Excess Parachute Payment," as that term is defined in Section 280G of the Code, then the amount of the payments provided for in this Agreement shall be limited to the maximum amount that can be paid to Executive under this Agreement without causing the total of such payments and all other amounts or benefits required to be treated as parachute payments received by Executive in connection with a Change of Control under the provisions of Section 280G to equal or exceed 3.0 times Executive's "Base Amount" as that term is defined in Section 280G(b)(3) (or any successor thereto) of the Code.

7.Any subsequent employment by Executive shall not reduce the obligation of the Company to make the full payments and provide the full benefits specified herein and Executive shall have no obligation to seek other employment or otherwise mitigate the effect of his 1ischarge from employment.

8.Notwithstanding the provisions of this agreement providing for a payment to be made upon a termination of the Executive's employment, if at the time the payment would otherwise be payable, Employee is a "specified employee" [as defined below], and any portion of the payment must be treated as "deferred compensation" with the meaning of the Internal Revenue Code (the "Code'), section 409A, the distribution of that portion of the Employee's benefit which is not exempt from Section 409A of the Code may not be made until six months after the date of the Employee's "separation from service" with the Company [as that term may be defined in Section 409A(a)(2)(A)(i) of the Code and regulations promulgated thereunder], or, if earlier the date of death of the Employee. This requirement shall remain in effect only for periods in which the stock of the Company is publicly traded on an established securities market. For purposes of this subsection a "specified employee" shall mean any Employee of the Company who is a "key employee" of the Company within the meaning of Code section 416(i) and regulations thereunder, on December 31st of the prior calendar year. The provisions of this subsection providing for a delay in payment have been adopted only in order to comply with Code section 409A.

These provisions shall be interpreted and administered in a manner consistent with the requirements of Code section 409A together with any regulations or other guidance which may be published by the Treasury Department or Internal Revenue Service interpreting such Code section 409A and the delay in payment provided for hereunder shall only be applicable to the extent that, and with respect to the portion of which such payments are proscribed thereby.

9.Notwithstanding anything in this Agreement to the contrary, in the event any payment called for under the terms hereof is prohibited by law, including 12 CFR Part 359 of the Code of Federal Regulations, the Company shall have no obligation to make such payment to the extent of such prohibition.

Section 5 - Provision for Outplacement Services

In the event of the termination of employment of Executive as specified in Section 4.A. of this Agreement, Executive shall be entitled to six months of out-placement services following termination of employment. Such services shall include employment counseling, resume services, executive placement services and similar services generally provided to executives by professional executive out placement service providers. All costs of such outplacement services shall be paid for by the Company.

Section 6 - Arbitration

The parties hereto agree to arbitrate any issue, misunderstanding, disagreement or dispute with respect to the terms of this Agreement before an arbitrator or an arbitration panel as hereinafter provided. The parties may agree to one mutually acceptable arbitrator. If the parties have been unable to agree upon one arbitrator, then each party may appoint one arbitrator and the two appointed arbitrators shall appoint a third neutral arbitrator. If the arbitrators selected by the parties are unable or fail to agree upon the third arbitrator, an Ohio common pleas court judge located in Fulton County Ohio chosen at random shall select the third arbitrator. Failure by a party to appoint an arbitrator, within 30 days of receipt of notice of the appointment of an arbitrator by the other party, shall be deemed as acceptance of arbitration by such single arbitrator. The arbitration shall occur in Archbold, Ohio, or such other place as mutually agreed upon. The prevailing party shall be entitled to recover any and all costs associated with any arbitration proceeding (and any subsequent proceeding to enforce rights thereunder) including the recovery of reasonable attorney’s fees. Judgment on the award rendered by the arbitrator(s) may be entered by any court having jurisdiction thereof.

Section 7 - Right to Other Benefits

Nothing in this Agreement shall abridge, eliminate, or cause Executive to lose Executive's right or entitlement to any other Company benefit to which Executive may be entitled due to his status as an employee under any plan or policy of Company on such terms and conditions as are required of any employee under any plan or policy of Company. Further, nothing in this Agreement shall create in Executive any greater rights or entitlements, except as specified in this Agreement. The plans and policies referred to in this Section 7 include, but are not limited to, qualified and nonqualified retirement plans, life insurance plans, dental, disability or health insurance benefits, severance policies, and accrued vacation pay.

Section 8 - Miscellaneous

A.Notice and Payments

All payments required or permitted to be made under the provisions of this Agreement, and all notices and other communications required or permitted to be given or delivered under this Agreement to Company or to Executive, which notices or communications must be in writing, shall be deemed to have been given if delivered by hand, or mailed by first-class mail, addressed as follows:

1. If to Company:
   Farmers & Merchants State Bank
   Attn: Chairman, Compensation Committee 307 N. Defiance Street
   Box 216
   Archbold, OH 43502

2.If to Executive:
   Eric Faust
   1914 Woodward Ave. SE
   Grand Rapids, MI 49506

Company or Executive may, by notice given to the other from time to time and at any time, designate a different address for making payments required to be made, and for the giving of notices or other communications required or permitted to be given, to the party designating such new address.

B.Payroll Taxes

Any payment required or permitted to be made or given to Executive under this Agreement shall be subject to the withholding and other requirements of applicable laws, and to the deduction requirements of any benefit plan maintained by Company in which Executive is a participant, and to all reporting, filing and other requirements in respect of such payments, and Company shall use its best efforts promptly to satisfy all such requirements.

C.Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Ohio.

D.Duplicate Originals

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall constitute a single instrument.

E.Captions

The captions contained in this Agreement are included only for convenience of reference and do not define, limit, explain or modify this Agreement or its interpretations, construction or meaning and are in no way to be construed as a part of this Agreement.

F.Severability

If any provision of this Agreement or the application of any provision to any person or any circumstances shall be determined to be invalid or unenforceable, such provision or portion thereof shall nevertheless be effective and enforceable to the extent determined reasonable. Such determination shall not affect any other provision of this Agreement or the application of said provision to any other person or circumstance, all of which other provisions shall remain in full force and effect, and it is the intention of Company and Executive that if any provision of this Agreement is susceptible of two or more constructions, one of which would render the provision enforceable and the other or others of which would render the provisions unenforceable, then the provisions shall have the meaning which renders it enforceable.

G.Number and Gender

When used in this Agreement, the number and gender of each pronoun shall be construed to be such number and gender as the context, circumstances or its antecedent may require.

H.Successors and Assigns

This Agreement shall inure to the benefit of and be binding upon the successors and assigns (including successive, as well as immediate, successors and assigns) of Company; provided, however, that Company may not assign this Agreement or any of its rights or obligations hereunder to any party other than a corporation which succeeds to substantially all of the business and assets of Company by merger, consolidation, sale of assets or otherwise. This Agreement shall inure to the benefit of and be binding upon the successor and assigns (including successive, as well as immediate, successors and assigns) of Executive; provided, however, that the right of Executive under this Agreement may be assigned only to his personal representative or trustee or by will or pursuant to applicable laws of descent and distribution.

IN WITNESS WHEREOF, the parties hereto have caused this Change in Control-Severance Compensation Agreement to be executed on and to be effective on , 2022.

In the Presence of:	Executive
	Eric Faust
In the Presence of:	**FARMERS & MERCHANTS BANCORP, INC.**
	By:
	By:

Exhibit A

Change in Control Definition

A "Change in Control" shall mean a "Change in Ownership", as defined in (a) hereof; a "Change in Effective Control" as defined in (b), hereof; or a "Change in Ownership of a Substantial Portion of Assets" as defined in (c) hereof, each of which shall be interpreted in a manner consistent with the definitions of these terms in Treasury Regulation Section l.409A-3(i)(5).

1.Change in Ownership. For purposes of this Agreement, a change in the ownership of the Company occurs on the date

1.1.that any one person, or more than one person acting as a group (as defined in subsection (d) hereof), acquires ownership of stock of the Company that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of the Company. However, if any one person, or more than one person acting as a group, is considered to own more than 50 percent of the total fair market value or total voting power of the stock of the Company, the acquisition of additional stock by the same person or persons is not considered to cause a change in the ownership of the Company (or to cause a change in the effective control of the Company within the meaning of subsection (b) hereof). An increase in the percentage of stock owned by any one person, or persons acting as a group, as a result of a transaction in which the Company acquires its stock in exchange for property will be treated as an acquisition of stock for purposes of this section.

1.2.of the consummation of any merger, consolidation or reorganization with any other corporation pursuant to which the shareholders of the Company immediately prior to the merger, consolidation or reorganization do not immediately thereafter directly or indirect1y own more than fifty percent of the combined voting power of the voting securities entitled to vote in the election of directors of the merged, consolidated or reorganized entity.

2.Change in the Effective Control. For purposes of this Agreement, a change in the effective control of the Company occurs on the date that either

2.1.any one person, or more than one person acting as a group (as determined under subsection (d) hereof), acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of the Company possessing 35 percent or more of the total voting power of the stock of the Company; or '

2.2.a majority of members of the Company's board of directors is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Company's board of directors prior to the date of the appointment or election.

In the absence of an event described in subsection (b)(i) or (ii) above, a change in the effective control of a Company will not have occurred.

(c) Change in the Ownership of a Substantial Portion of the Company’s Assets. For purposes of this Agreement, a change in the ownership of a substantial portion of the Company's assets occurs on the date that any one person, or more than one person acting as a group (as determined in subsection(d) hereof), acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to or more than 40 percent of the total gross fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions. For this purpose, gross fair market value means the value of the assets of the Company, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.

There is no Change in Control Event under this subsection (c) when there is a transfer to an entity that is controlled by the shareholders of the Company immediately after the transfer, as provided in this paragraph. A transfer of assets by the Company is not treated as a change in the ownership of such assets if the assets are transferred to

(i)A shareholder of the Company (immediately before the asset transfer) in exchange for or with respect to its stock;

(ii)An entity, 50 percent or more of the total value or voting power of which is owned, directly or indirectly, by the Company;

(iii)A person, or more than one person acting as a group, that owns, directly or indirectly, 50 percent or more of the total value or voting power of all the outstanding stock of the Company; or

(iv)An entity, at least 50 percent of the total value or voting power of which is owned, directly or indirectly, by a person described in section (iii) above.

For purposes of this subsection (c) and except as otherwise provided, a person's status is determined immediately after the transfer of the assets. For example, a transfer to a corporation in which the transferor corporation has no ownership interest before the transaction, but which is a majority-owned subsidiary of the transferor corporation after the transaction is not treated as a change in the ownership of the assets of the transferor corporation.

(d)Persons Acting as a Group. Persons will not be considered to be acting as a group solely because they purchase assets or purchase or own stock of the same corporation at the same time, or as a result of the same public offering. However, persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, purchase or acquisition of assets, or similar business transaction with the Company. If a person, including an entity shareholder, owns stock in both corporations that enter into a merger, consolidation, purchase or acquisition of stock, or similar transaction, such shareholder is considered to be acting as a group with other shareholders in a corporation only to the extent of the ownership in that corporation prior to the transaction giving rise to the change and not with the ownership interest in the other corporation. Notwithstanding the foregoing, no trust Department or designated fiduciary or other trustee of such trust department of the Company or a subsidiary of the Company, or other similar fiduciary capacity of the Company with direct voting control of the stock shall be treated as a person or group within the meaning of hereof. Further, no profitsharing, employee stock ownership, employee stock purchase and savings, employee pension, or other employee benefit plan of the Company or any of its subsidiaries, and no Trustee of any such plan in its capacity as such Trustee, shall be treated as a person or group within the meaning hereof.

Exhibit 19

POLICY ON FOLLOWING PAGE

ACKNOWLEDGMENT

I, the undersigned director or executive officer of Farmers & Merchants Bancorp, Inc.
hereby acknowledge receipt of the Farmers & Merchants Bancorp, Inc. Policy, as presented October 22, 2024 on Trading in Company Securities and agree to abide by the terms of the Policy.

____

Signature Date

Print Name

DATE: October 22, 2024

ND EXECUTIVE OFFICERS OF FARMERS & MERCHANTS BANCORP, INC.

FROM: SHUMAKER, LOOP & KENDRICK, LLP

INSIDER OBLIGATIONS AND LIABILITIES UNDER THE FEDERAL SECURITIES LAWS

INTRODUCTION - FARMERS & MERCHANTS BANCORP, INC. POLICY REGARDING TRADING IN COMPANY SECURITIES

The following policy has been adopted by the Company's Board of Directors regarding trading in Company stock by directors and executive officers. It serves as a good summary of securities law restrictions and provides a practical approach to avoiding potential problems. The purpose of this policy statement is to introduce directors and executive officers of a reporting company to their obligations under the federal securities laws in connection with transactions involving Company securities. Complex securities laws require timely reporting, restrict the manner of sale and create potential personal liability in connection with such transactions. Inadvertent violations also could result in an embarrassment to and loss of investor confidence in the Company.

PART B - RULE 10b-5 PROHIBITION AGAINST TRADING ON INSIDE INFORMATION.

NOTE: THIS PORTION OF THE COMPANY'S INSIDER OBLIGATIONS POLICY STATEMENT DOES NOT COVER THE LIABILITY OF OFFICERS, DIRECTORS AND MAJOR STOCKHOLDERS UNDER §16(b) OF THE 1934 ACT FOR "SHORT-SWING" PROFITS REALIZED ON THE PURCHASE AND SALE OF THE COMPANY'S SECURITIES WITHIN A SIX-MONTH PERIOD. NOR DOES IT COVER THE TRADING LIMITATIONS FROM WHICH RULE 144 OF THE 1933 ACT PROVIDES A "SAFE HARBOR."

I. THE RULE.

Under Rule 10b-5 of the Act, no person who, by virtue of his or her position or relationship to the Company, has access to material nonpublic information concerning the Company or its prospects may buy or sell securities of the Company or otherwise use the information to his or her own advantage or pass it on directly or indirectly to others who engage in any such transaction.

1.Who Is Covered?

An employee, officer or director of the Company who buys or sells equity securities of the Company while in possession of material nonpublic information may be subjected to both civil and criminal actions for such "insider trading." Liability also may arise if an employee, officer or director discloses ("tips") material inside information to any outside person who then

trades in equity securities of the Company. Thus trading by a spouse, relative, or acquaintance based on information disclosed by a director, executive officer or employee would constitute a violation.

In additions, purchase and sale transactions executed by the Company, such as with respect to open market and privately negotiated repurchase transactions, are also subject to insider trading liability under Rule 10b-5. As a consequence, it is the policy of the Company to adhere to the transaction timing restrictions articulated in this section with respect to entering into any trading activity with the investing public.

2.“Material Inside Information.”

"Inside" Information means any nonpublic information about the Company of which you have knowledge. Information is "material" for these purposes if there is a substantial likelihood that a reasonable investor would consider the information important in arriving at a decision to buy, sell or hold common stock of the Company. Examples of inside information that might, depending on the circumstances, be deemed material include: a dividend increase or decrease; the revision of an earnings estimate; a significant lawsuit against the Company or other contingent liability; a significant merger or acquisition proposal or agreement; extraordinary management developments; the purchase or sale of substantial assets; liquidity problems or a significant deterioration in the credit quality of the Company's loan portfolio. The foregoing list is not exhaustive; other types of information may be material at any particular time, depending upon all the circumstances.

3.When is Information Public?

Depending upon individual circumstances, material information about the Company should not be considered to be known to the public until approximately 72 hours after it has been fully disclosed by the Company in a manner reasonably calculated to reach the general investing public. A common method for making information available to the investing public is through the dissemination of a news release on a major wire service. However, dissemination through a wider variety of media is recommended where the Company has reason to believe that the newspapers and wire services will not report the information in a full or prompt manner. In such instances, a contemporaneous filing of the release with the SEC on Form 8-K will operate to lessen the impact of minimal dissemination of the information through the general media.

4.Timing of Transactions.

Generally, the Company's policy is that purchases and sales of the Company's common stock by executive officers and directors (and the Company, when applicable) occur only during the forty-five (45) day "window period" beginning three business days after the public release of Company's annual or quarterly results. Prior to executing any transaction in Company stock, executive officers and directors must provide prior notice to the SEC Compliance Officer to confirm compliance with all of the requirements of this policy. In addition, outside of the window period, executive officers and directors may transact in Company securities only with the prior authorization of the Company's SEC Compliance Officer.

The SEC Compliance Officer, President and CEO or the board of directors may issue a "blackout" (See Part D hereof) at any time there is material nonpublic information concerning the Company, including during a window period. If a blackout order is issued, all executive officers and directors (and others who may from time to time be in possession of material nonpublic information and identified and notified by the SEC Compliance Officer as subject to this policy), along with the Company itself, are strictly prohibited from making any transaction in the Company stock.

In no event should any transaction, including one within the window period, be entered into in violation of the insider trading rule, and all transactions should be carried out in compliance with the requirements of Section 16 of the Act and SEC Rule 144.

Executive officers and directors are reminded that the prohibition on transacting in the Company stock while in possession of material nonpublic information is an individual obligation imposed on the insider engaging in the transaction. The determination of whether there is material nonpublic information is a factual determination that must be made on a case by case basis. Allegations of improper insider trading are often made with the benefit of hindsight and therefore executive officers and directors are encouraged to view each transaction they propose to engage in regarding the Company stock in the light of how it may be viewed in hindsight. Further, executive officers and directors should be aware that the most dangerous time to engage in a purchase or sale of the Company's stock would be shortly in advance of the public release of important information, such as quarterly or year-end earnings results.

II. PENALTIES.

The potential penalties for insider trading violations are substantial. A person who willfully violates any provision of the Act is subject to criminal penalties that include the following: (i) a fine of up to $5,000,000, and (ii) imprisonment for up to twenty (20) years. A civil

penalty of up to three times the profit made, or loss avoided, also is provided. The SEC may seek other civil penalties which may include cease and desist orders or civil penalties ranging from $7,500 to $160,000, depending on the severity of the offense. In addition and under certain circumstances, liability for violation of Rule 10b-5 may be imposed against controlling persons.

A private right of action is provided to persons who trade contemporaneously with the occurrence of a violation, subject to a five-year statute of limitations, with liability being limited to the actual profit gained or the loss avoided by the violator. Finally, the SEC has authority to award bounties to informants equal to ten percent of the amounts recovered.

III. 10B-5-1 TRADING PLAN.

General. In August 2000, the Commission adopted Rule 10b5-1, which, in part, provides an affirmative defense to insider trading liability under Section 10(b) of the Exchange Act and Rule 10b-5 in circumstances where, subject to certain conditions, the trade was pursuant to a binding contract, an instruction to another person to execute the trade for the instructing person's account, or a written plan adopted when the trader was not aware of material nonpublic information. Rule 10b5-1(c)(1) provides an affirmative defense to Exchange Act Section 10(b) and Rule 10b-5 liability for insider trading in circumstances where the individual purchasing or selling a security (the "trader") can demonstrate that material nonpublic information did not factor into the trading decision because, before becoming aware of material nonpublic information, the trader, in good faith, adopted a written plan for trading the securities.

These written trading plans are now universally referred to as 10b5-1 trading plans. In order to be effective and provide a director or executive officer of the Company with an affirmative defense against allegations of insider-trading, a 10b5-1 plan must meet the following requirements:

- The plan must be in writing and established in good faith at a time when the director or executive is not in possession of material, nonpublic information regarding the company.
- The plan must specify the number of securities to be traded, the price at which transactions should take place, and the dates on which transactions should occur. However, these inputs can be either static or formula driven.
- The plan prohibits the director or executive from exercising any further influence over how, when, or whether to effect trades under the plan specifications.
- An insider may not have outstanding at any given time more than a single plan that would qualify for the affirmative defense under the amended Rule 10b5-1 during the same period of time.

Prior Approval. A director or executive officer of the Company should consult their broker-dealer for additional information on establishing a 10b5-1 trading plan.

No 10b5-1 trading plan can be implemented without the prior approval of the Company's SEC Compliance Officer in conjunction with a review of the terms of such plan by the Company's outside counsel. Regulations of the SEC require the Company to disclose whether, during its most recent fiscal quarter, any director or officer has adopted, modified, or terminated: (i) any contract, instruction or written plan for the purchase or sale of securities of the registrant that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (a "Rule 10b5-1(c) trading arrangement"); or (ii) any written trading arrangement for the purchase or sale of securities of the registrant that meets the requirements of a non-Rule 10b5-1 trading arrangement as defined in Item 408(c) of SEC Regulation S-K (a "non-Rule 10b5-1 trading arrangement"). To get the Company's prior approval, a director or officer must provide the Company's SEC Compliance Officer with a copy of the proposed trading arrangement, along with a description of the material terms thereof, such as:

- The proposed date of adoption, modification or termination of the trading arrangement;
- The proposed duration of the trading arrangement;
- The aggregate number of securities to be sold or purchased under the trading
- Arrangement; and
- For modifications only, a basic description of the scope of any such modification.

In addition, any trading arrangement must include a representation of the adopting officer or director in the plan document certifying that at the time of the adoption of a new or modified Rule 10b5-1 trading arrangement: (1) he or she is not aware of material nonpublic information about the Company or its securities; and (2) he or she is adopting the trading arrangement in good faith and not as part of a plan or scheme to evade the prohibitions of SEC Rule 10b-5.

PART D - BLACKOUT PERIODS

In addition, you will not be permitted to trade in any Company equity security during a “blackout period” without the express written consent of the Company’s SEC Compliance Officer, President & CEO or the board of directors. A “blackout period” will occur in either of the following:

I.The SEC Compliance officer, President and CEO or the board of directors may issue a “blackout” at any time there is material nonpublic information concerning the Company including during a window period. If a blackout order is issued, all executive officers and directors (and others who may from time to time be in possession of material nonpublic information and identified and notified by the SEC Compliance Officer as subject to this policy) are strictly prohibited from making any transaction in the Company stock.

II.Any period of more than three consecutive business days during which 50% or more of the participants in any Company benefit plan such as a 401(k) plan are restricted from making transactions in their Company stock fund. [Note that the Company currently does not maintain any such plans that have a Company stock fund.] During such periods federal law prohibits you from acquiring or disposing of any Company equity security the acquisition or disposition of which is connected with your employment as a director or executive of the Company. Examples of stock acquired in connection with Company employment could include stock awards and stock held in other Company equity plans. However, an automatic reinvestment of dividends pursuant to any dividend reinvestment plan is exempted from these restrictions. Purchases and sales made pursuant to advance election are also exempt. Again, because the Company has no such benefit plans that have a Company Stock fund in place as of the date of adoption of this amended policy, reference herein to such plans is provided in the event the Company subsequently adopts such plans.

The Company’s SEC Compliance Officer or Corporate Secretary will notify all directors and executive officers in advance of any scheduled blackout period.

PART E - COMPANY COMPLIANCE PROGRAM.

Because of the complexity of these rules, and the importance to the Company and you that you comply with them, the Company has established a compliance program to assist you in avoiding transactions that violate the securities laws and in properly reporting your transactions in the Company’s common stock.

I.NOTIFICATION OF ALL PROPOSED TRANSACTIONS.

All proposed transactions by directors and executive officers (whether in or out of the Window Period) must be cleared through the Company’s SEC Compliance Officer. Each proposed transaction will be evaluated to determine if it raises insider trading (Rule 10b-5) concerns, violates the short swing provisions of Section 16(b) or requires the submission of a current report pursuant to Section 16(a). Directors and executive officers are required to provide the Company’s SEC Compliance Officer with advance notice of any desired transaction and to also indicate: (i) the number of shares, (ii) specific type of transaction (buy, sell, option exercise, etc.), (iii) whether the transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c), and (iv) other detailed broker information.

IV.SEC COMPLIANCE OFFICER

The Company’s SEC Compliance Officer is Barbara J. Britenriker, CFO. Any questions regarding this Policy or any transactions potentially covered thereby, as well as any transaction clearance requests, should be directed to Barbara Britenriker, CFO or Melinda L. Gies, Corporate Secretary during normal business hours.

Exhibit 21

SUBSIDIARIES OF FARMERS & MERCHANTS BANCORP, INC
FARMERS & MERCHANTS STATE BANK
FARMERS & MERCHANTS RISK MANAGEMENT, INC.*

* Subsidiary was dissolved in December 2023.

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Exhibit 31.1

CERTIFICATIONS

I, Lars B. Eller, President and Chief Executive Officer of Farmers & Merchants Bancorp, Inc., certify that:

1.I have reviewed this annual report on Form 10-K of Farmers & Merchants Bancorp, Inc.;

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(s) 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(s) 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: February 26, 2025

/s/ Lars B. Eller
Lars B. Eller
President and CEO

Exhibit 31.2

CERTIFICATIONS

I, Barbara J. Britenriker, Chief Financial Officer of Farmers & Merchants Bancorp, Inc., certify that:

1.I have reviewed this annual report on Form 10-K of Farmers & Merchants Bancorp, Inc.;

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(s) 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(s) 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: February 26, 2025

/s/ Barbara J. Britenriker
Barbara J. Britenriker
Chief Financial Officer

Exhibit 32.1

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

FARMERS & MERCHANTS BANCORP, INC.

In connection with the Annual Report on Form 10-K of Farmers & Merchants Bancorp, Inc. for the year ended December 31, 2024, as filed with the Securities and Exchange Commission (the "Report"), I, Lars B. Eller, Chief Executive Officer, of the Company, certify, pursuant to 18 U.S.C. 1350, as added by 906 of the Sarbanes-Oxley Act of 2002, that:

1.The Report fully complies with the requirement 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.

Date: February 26, 2025

/s/ Lars B. Eller
Lars B. Eller
Chief Executive Officer

A signed original of this written statement required by section 906 has been provided to Farmers & Merchants Bancorp, Inc. and will be retained by Farmers & Merchants Bancorp, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

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

FARMERS & MERCHANTS BANCORP, INC.

In connection with the Annual Report on Form 10-K of Farmers & Merchants Bancorp, Inc. for the year ended December 31, 2024, as filed with the Securities and Exchange Commission (the "Report"), I, Barbara J. Britenriker, Chief Financial Officer, of the Company, certify, pursuant to 18 U.S.C. 1350, as added by 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirement 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.

Date: February 26, 2025

/s/ Barbara J. Britenriker
Barbara J. Britenriker
Chief Financial Officer

A signed original of this written statement required by section 906 has been provided to Farmers & Merchants Bancorp, Inc. and will be retained by Farmers & Merchants Bancorp, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 97

FARMERS & MERCHANTS BANCORP, INC. CLAWBACK POLICY

Effective December 1, 2023

Introduction

The Board of Directors of the Company (the "Board") believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The Board has therefore adopted this policy which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws (the "Policy"). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the "Exchange Act").

Administration

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

Covered Executives

This Policy applies to the Company's current and former executive officers, as determined by the Board in accordance with Section 10D of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed, and such other senior executives/employees who may from time to time be deemed subject to the Policy by the Board ("Covered Executives").

Recoupment; Accounting Restatement

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, the Board will require reimbursement or forfeiture of any excess Incentive Compensation received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement. Incentive Compensation.

Incentive Compensation

For purposes of this Policy, Incentive Compensation means any of the following; provided that, such compensation is granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure:

- Annual bonuses and other short- and long-term cash incentives.
- Stock options.
- Stock appreciation rights.
- Restricted stock.
- Restricted stock units.
- Performance shares.
- Performance units.

Financial reporting measures include:

- Company stock price.
- Total shareholder return.
- Revenues.
- Net income.
- Earnings before interest, taxes, depreciation, and amortization (EBITDA).
- Funds from operations.

- Liquidity measures such as working capital or operating cash flow.
- Return measures such as return on invested capital or return on assets.
- Earnings measures such as earnings per share.

Excess Incentive Compensation: Amount Subject to Recovery

The amount to be recovered will be the excess of the Incentive Compensation paid to the Covered Executive based on the erroneous data over the Incentive Compensation that would have been paid to the Covered Executive had it been based on the restated results, as determined by the Board.

If the Board cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement.

Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder which may include, without limitation:

(a)requiring reimbursement of cash Incentive Compensation previously paid;
(b)seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
(c)offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
(d)cancelling outstanding vested or unvested equity awards; and/or;
(e)taking any other remedial and recovery action permitted by law, as determined by the Board.

No Indemnification

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive Compensation.

Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

Effective Date

This Policy shall be effective as of the date it is adopted by the Board (the "Effective Date") and shall apply to Incentive Compensation that is approved, awarded or granted to Covered Executives on or after that date.

Amendment; Termination

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act and to comply with any rules or standards adopted by a national securities exchange on which the Company's securities are listed. The Board may terminate this Policy at any time.

Other Recoupment Rights

The Board intends that this Policy will be applied to the fullest extent of the law. The Board may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company

pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

Impracticability

The Board shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Board in accordance with Rule 10D-1 of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.