

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2025

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: 001-38895

**South Plains Financial, Inc.**

(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of incorporation or organization)

75-2453320  
(I.R.S. Employer Identification No.)

5219 City Bank Parkway  
Lubbock, Texas  
(Address of principal executive offices)

79407  
(Zip Code)

Registrant's telephone number, including area code: (806) 792-7101

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value per share	SPFI	The Nasdaq Stock Market, LLC

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

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

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

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

As of May 1, 2025, the registrant had 16,227,687 shares of common stock, par value \$1.00 per share, outstanding.

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**PART I. FINANCIAL INFORMATION**  
**Item 1. Consolidated Financial Statements**

**SOUTH PLAINS FINANCIAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in thousands, except per share data)

	<u>March 31, 2025</u>	<u>December 31,</u>
	<u>(Unaudited)</u>	<u>2024</u>
<b>ASSETS</b>		
Cash and due from banks	\$ 56,006	\$ 54,114
Interest-bearing deposits in banks	480,294	304,968
Cash and cash equivalents	536,300	359,082
Securities available for sale	571,527	577,240
Loans held for sale (\$11,127 and \$13,791 at fair value at March 31, 2025 and December 31, 2024, respectively)	13,931	20,542
Loans held for investment	3,075,860	3,055,054
Allowance for credit losses on loans	(42,968)	(43,237)
Loans held for investment, net	3,032,892	3,011,817
Accrued interest receivable	17,743	21,687
Premises and equipment, net	50,873	52,951
Bank-owned life insurance	76,459	76,054
Goodwill	19,315	19,315
Intangible assets, net	1,569	1,720
Mortgage servicing rights	24,906	26,292
Deferred tax asset, net	21,944	22,840
Other assets	37,750	42,699
Total assets	<u>\$ 4,405,209</u>	<u>\$ 4,232,239</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Deposits:		
Noninterest-bearing	\$ 966,464	\$ 935,510
Interest-bearing	2,826,055	2,685,366
Total deposits	3,792,519	3,620,876
Accrued expenses and other liabilities	58,547	62,060
Subordinated debt	64,007	63,961
Junior subordinated deferrable interest debentures	46,393	46,393
Total liabilities	<u>3,961,466</u>	<u>3,793,290</u>
Stockholders' equity:		
Common stock, \$1.00 par value per share, 30,000,000 shares authorized; 16,235,647 and 16,455,826 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	16,236	16,456
Additional paid-in capital	89,799	97,287
Retained earnings	395,652	385,827
Accumulated other comprehensive loss	(57,944)	(60,621)
Total stockholders' equity	<u>443,743</u>	<u>438,949</u>
Total liabilities and stockholders' equity	<u>\$ 4,405,209</u>	<u>\$ 4,232,239</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SOUTH PLAINS FINANCIAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited)  
(Dollars in thousands, except per share data)

	Three Months Ended	
	March 31,	
	2025	2024
Interest income:		
Loans, including fees	\$ 50,570	\$ 48,932
Securities:		
Taxable	4,692	5,511
Non-taxable	801	809
Federal funds sold and interest-bearing deposits in banks	3,859	3,475
Total interest income	<u>59,922</u>	<u>58,727</u>
Interest expense:		
Deposits	19,827	21,663
Subordinated debt	835	835
Junior subordinated deferrable interest debentures	733	861
Total interest expense	<u>21,395</u>	<u>23,359</u>
Net interest income	38,527	35,368
Provision for credit losses	420	830
Net interest income, after provision for credit losses	<u>38,107</u>	<u>34,538</u>
Noninterest income:		
Service charges on deposit accounts	2,141	1,813
Net gain on sales of loans	2,591	2,654
Bank card services and interchange fees	3,379	3,061
Other mortgage banking income (loss)	(478)	1,291
Investment commissions	434	434
Fiduciary fees	738	754
Other	1,820	1,402
Total noninterest income	<u>10,625</u>	<u>11,409</u>
Noninterest expense:		
Salaries and employee benefits	19,441	18,988
Occupancy and equipment, net	4,027	3,920
Professional services	1,730	1,483
Marketing and development	905	754
IT and data services	1,164	990
Bank card expenses	1,454	1,397
Appraisal expenses	192	227
Other	4,117	4,171
Total noninterest expense	<u>33,030</u>	<u>31,930</u>
Income before income taxes	15,702	14,017
Income tax expense	3,408	3,143
Net income	<u>\$ 12,294</u>	<u>\$ 10,874</u>
Earnings per share:		
Basic	\$ 0.75	\$ 0.66
Diluted	\$ 0.72	\$ 0.64
Net income	\$ 12,294	\$ 10,874
Other comprehensive income (loss):		
Unrealized gains (losses) on securities available for sale	5,640	(10,832)
Less: Change in fair value on hedged state and municipal securities	(2,252)	1,385
Tax effect	(711)	1,984
Other comprehensive income (loss)	<u>2,677</u>	<u>(7,463)</u>
Comprehensive income	<u>\$ 14,971</u>	<u>\$ 3,411</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SOUTH PLAINS FINANCIAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(Unaudited)  
(Dollars in thousands, except per share data)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>				
<b>Three Months Ended March 31, 2024</b>						
Balance at beginning of period	16,417,099	\$ 16,417	\$ 97,107	\$ 345,264	\$ (51,674)	\$ 407,114
Net income	—	—	—	10,874	—	10,874
Cash dividends declared - \$0.13 per share	—	—	—	(2,127)	—	(2,127)
Other comprehensive loss	—	—	—	—	(7,463)	(7,463)
Net issuance of stock related to stock-based awards	16,062	16	(148)	—	—	(132)
Repurchases of common stock	(1,406)	(1)	(34)	—	—	(35)
Stock-based compensation	—	—	481	—	—	481
Balance at end of period	<u>16,431,755</u>	<u>\$ 16,432</u>	<u>\$ 97,406</u>	<u>\$ 354,011</u>	<u>\$ (59,137)</u>	<u>\$ 408,712</u>
<b>Three Months Ended March 31, 2025</b>						
Balance at beginning of period	16,455,826	\$ 16,456	\$ 97,287	\$ 385,827	\$ (60,621)	\$ 438,949
Net income	—	—	—	12,294	—	12,294
Cash dividends declared - \$0.15 per share	—	—	—	(2,469)	—	(2,469)
Other comprehensive income	—	—	—	—	2,677	2,677
Net issuance of stock related to stock-based awards	21,107	21	(283)	—	—	(262)
Stock issued under employee stock purchase plan	8,714	9	226	—	—	235
Repurchases of common stock	(250,000)	(250)	(8,000)	—	—	(8,250)
Stock-based compensation	—	—	569	—	—	569
Balance at end of period	<u>16,235,647</u>	<u>\$ 16,236</u>	<u>\$ 89,799</u>	<u>\$ 395,652</u>	<u>\$ (57,944)</u>	<u>\$ 443,743</u>

The accompanying notes are an integral part of these consolidated financial statements.

**SOUTH PLAINS FINANCIAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(Dollars in thousands)

	Three Months Ended	
	March 31,	
	2025	2024
Cash flows from operating activities:		
Net income	\$ 12,294	\$ 10,874
Adjustments to reconcile net income to net cash from operating activities:		
Provision for credit losses	420	830
Depreciation and amortization	1,478	1,625
Accretion and amortization	738	594
Other gains, net	(149)	—
Net gain on sales of loans	(2,591)	(2,654)
Proceeds from sales of loans held for sale	73,385	69,962
Loans originated for sale	(64,382)	(68,779)
Deferred income tax expense	185	88
Earnings on bank-owned life insurance	(405)	(375)
Stock-based compensation	569	481
Change in valuation of mortgage servicing rights	1,585	(55)
Net change in:		
Accrued interest receivable and other assets	6,651	6,496
Accrued expenses and other liabilities	(3,683)	73
Net cash provided by operating activities	<u>26,095</u>	<u>19,160</u>
Cash flows from investing activities:		
Activity in securities available for sale:		
Purchases	—	(299,849)
Maturities, prepayments, and calls	10,661	311,363
Loan originations and principal collections, net	(21,821)	1,027
Purchases of premises and equipment	(1,135)	(474)
Proceeds from sales of premises and equipment	2,093	—
Proceeds from sales of foreclosed assets	428	430
Net cash provided by (used in) investing activities	<u>(9,774)</u>	<u>12,497</u>
Cash flows from financing activities:		
Net change in deposits	171,643	12,418
Proceeds from common stock issuance, net	235	—
Payments to tax authorities for stock-based compensation	(262)	(132)
Cash dividends paid on common stock	(2,469)	(2,127)
Payments to repurchase common stock	(8,250)	(35)
Net cash provided by financing activities	<u>160,897</u>	<u>10,124</u>
Net change in cash and cash equivalents	177,218	41,781
Beginning cash and cash equivalents	359,082	330,158
Ending cash and cash equivalents	<u>\$ 536,300</u>	<u>\$ 371,939</u>
Supplemental disclosures of cash flow information:		
Interest paid on deposits and borrowed funds	\$ 22,485	\$ 24,188
Income taxes paid	—	—
Supplemental schedule of noncash activities:		
Loans transferred to foreclosed assets	\$ 498	\$ 380
Additions to mortgage servicing rights	199	219

The accompanying notes are an integral part of these consolidated financial statements.

**SOUTH PLAINS FINANCIAL, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Nature of Operations* – South Plains Financial, Inc. (“SPFI”) is a Texas corporation and registered bank holding company that conducts its principal activities through its subsidiaries from offices located throughout Texas and Eastern New Mexico. Principal activities include commercial and retail banking, along with investment, trust, and mortgage services. The following were subsidiaries of SPFI as of March 31, 2025:

## Wholly-Owned, Consolidated Subsidiaries:

City Bank	Bank subsidiary
Ruidoso Retail, Inc.	Non-bank subsidiary
CB Provence, LLC	Non-bank subsidiary
CBT Brushy Creek, LLC	Non-bank subsidiary
CBT Properties, LLC	Non-bank subsidiary

## Wholly-Owned, Equity Method Subsidiaries:

South Plains Financial Capital Trusts (“SPFCT”) III-V	Non-bank subsidiaries
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*Basis of Presentation and Consolidation* –

The consolidated financial statements in this Quarterly Report on Form 10-Q for the three months ended March 31, 2025 (this “Form 10-Q”) include the accounts of SPFI and its wholly-owned consolidated subsidiaries (collectively referred to as the “Company”) identified above. All significant intercompany balances and transactions have been eliminated in consolidation.

The interim consolidated financial statements in this Form 10-Q have not been audited by an independent registered public accounting firm, but in the opinion of management, reflect all adjustments necessary for a fair presentation of the Company’s financial position, results of operations, and cash flows. All such adjustments were of a normal and recurring nature. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Form 10-Q adopted by the U.S. Securities and Exchange Commission (“SEC”). Accordingly, the financial statements do not include all of the information and notes required by GAAP for complete financial statements and should be read in conjunction with the Company’s audited consolidated financial statements, and notes thereto in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 as filed with the SEC on March 7, 2025 (the “2024 Annual Report on Form 10-K”). Operating results for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for a full year or any future period.

*Use of Estimates* – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates. Determination of the adequacy of the allowance for credit losses (“ACL”) is a material estimate that is particularly susceptible to significant change in the near term; the assumptions used in stock-based compensation, derivatives, mortgage servicing rights, and fair values of financial instruments can also involve significant management estimates.

*Recent Accounting Pronouncements* – Updates to the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) are prescribed in Accounting Standards Updates (“ASUs”), which are not authoritative until incorporated into the ASC.

*ASU 2023-06, Disclosure Improvements: Codification Amendments in Response to the SEC’s Disclosure Update and Simplification Initiative.* The amendments in this ASU modify the disclosure or presentation requirements of a variety of Topics in the Codification. Certain of the amendments represent clarifications to, or technical corrections of the current requirements. Each amendment in the ASU will only become effective if the SEC removes the related disclosure or presentation requirement from its existing regulations by June 30, 2027. The amendments in this ASU are not expected to have a material impact on the Company’s financial statements.

*ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures.* The amendments in this ASU are intended to improve the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. It also includes certain other amendments intended to improve the effectiveness of income tax disclosures. This ASU is effective for annual periods beginning after December 15, 2024. The adoption of ASU 2023-09 is not expected to have a material effect on the Company’s financial statements.

ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*: Disaggregation of Income Statement Expenses. ASU 2024-03 requires public companies to disclose, in the notes to the financial statements, specific information about certain costs and expenses at each interim and annual reporting period. This includes disclosing amounts related to employee compensation, depreciation, and intangible asset amortization. In addition, public companies will need to provide qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. ASU 2024-03 is effective for public business entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Implementation of ASU 2024-03 may be applied prospectively or retrospectively. The Company does not expect the adoption of ASU 2024-03 to have a material impact on its consolidated financial statements.

**Subsequent Events** – The Company has evaluated subsequent events and transactions from March 31, 2025 through the date this Form 10-Q was filed with the SEC for potential recognition or disclosure as required by GAAP.

## 2. SECURITIES

A summary of the amortized cost, related gross unrealized gains and losses, allowance for credit losses, and estimated fair value of securities available for sale at the dates indicated is presented below (dollars in thousands):

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Allowance for Credit Losses</u>	<u>Fair Value</u>
<b>March 31, 2025</b>					
Available for sale:					
State and municipal	\$ 198,171	\$ 2	\$ (29,155)	\$ —	\$ 169,018
Residential mortgage-backed securities	314,151	—	(50,234)	—	263,917
Commercial mortgage-backed securities	46,265	—	(5,232)	—	41,033
Commercial collateralized mortgage obligations	71,430	65	(65)	—	71,430
Asset-backed and other amortizing securities	15,644	—	(1,151)	—	14,493
Other securities	12,000	—	(364)	—	11,636
	<u>\$ 657,661</u>	<u>\$ 67</u>	<u>\$ (86,201)</u>	<u>\$ —</u>	<u>\$ 571,527</u>

### December 31, 2024

Available for sale:

State and municipal	\$ 199,588	\$ 1	\$ (26,292)	\$ —	\$ 173,297
Residential mortgage-backed securities	321,021	—	(56,925)	—	264,096
Commercial mortgage-backed securities	46,601	—	(6,241)	—	40,360
Commercial collateralized mortgage obligations	73,697	—	(214)	—	73,483
Asset-backed and other amortizing securities	16,107	—	(1,526)	—	14,581
Other securities	12,000	—	(577)	—	11,423
	<u>\$ 669,014</u>	<u>\$ 1</u>	<u>\$ (91,775)</u>	<u>\$ —</u>	<u>\$ 577,240</u>

The amortized cost and estimated fair value of securities at March 31, 2025 are presented below by contractual maturity (dollars in thousands). Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. Declining-balance securities are shown separately since they are not due at a single maturity date.

	<u>Available for Sale</u>	
	<u>Amortized Cost</u>	<u>Fair Value</u>
Within 1 year	\$ 2,311	\$ 2,301
After 1 year through 5 years	4,997	4,891
After 5 years through 10 years	21,176	20,023
After 10 years	181,687	153,439
Declining-balance securities	447,490	390,873
	<u>\$ 657,661</u>	<u>\$ 571,527</u>

At both March 31, 2025 and December 31, 2024, there were no holdings of securities of any one issuer, other than the U.S. government, its agencies, or its sponsored enterprises, in an amount greater than 10% of stockholders' equity.

Securities with a carrying value of approximately \$354.2 million and \$309.0 million at March 31, 2025 and December 31, 2024, respectively, were pledged to collateralize public deposits and for other purposes as required or permitted by law.



The following table segregates securities with unrealized losses at the periods indicated, by the duration they have been in a loss position for which an allowance for credit losses has not been recorded (dollars in thousands):

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<b>March 31, 2025</b>						
State and municipal	\$ 1,043	\$ 3	\$ 164,763	\$ 29,152	\$ 165,806	\$ 29,155
Residential mortgage-backed securities	8	—	263,909	50,234	263,917	50,234
Commercial mortgage-backed securities	—	—	41,033	5,232	41,033	5,232
Commercial collateralized mortgage obligations	37,218	65	—	—	37,218	65
Asset-backed and other amortizing securities	—	—	14,493	1,151	14,493	1,151
Other securities	3,439	61	8,197	303	11,636	364
	<u>\$ 41,708</u>	<u>\$ 129</u>	<u>\$ 492,395</u>	<u>\$ 86,072</u>	<u>\$ 534,103</u>	<u>\$ 86,201</u>
<b>December 31, 2024</b>						
State and municipal	\$ 205	\$ 1	\$ 171,306	\$ 26,291	\$ 171,511	\$ 26,292
Residential mortgage-backed securities	8	—	264,088	56,925	264,096	56,925
Commercial mortgage-backed securities	—	—	40,360	6,241	40,360	6,241
Commercial collateralized mortgage obligations	73,483	214	—	—	73,483	214
Asset-backed and other amortizing securities	—	—	14,581	1,526	14,581	1,526
Other securities	—	—	11,423	577	11,423	577
	<u>\$ 73,696</u>	<u>\$ 215</u>	<u>\$ 501,758</u>	<u>\$ 91,560</u>	<u>\$ 575,454</u>	<u>\$ 91,775</u>

There were 137 securities with an unrealized loss at March 31, 2025, generally due to increases in market rates. Management evaluates AFS securities in unrealized loss positions to determine whether the impairment is due to credit-related factors or non-credit related factors. Consideration is given to the extent to which the fair value is less than cost, the financial condition and near-term prospects of the issuer, and the intent and ability of the Company to retain its investment in the security for a period of time sufficient to allow for the anticipated recovery in fair value. Management does not have the intent to sell any of the securities in an unrealized loss position and believes that it is not likely that the securities will have to be sold before a recovery of cost. The fair value of these securities is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Accordingly, as of March 31, 2025, management believes the unrealized loss positions detailed in the previous table are due to non-credit related factors, including changes in interest rates and other market conditions, and therefore no ACL or losses have been recognized or realized in the consolidated financial statements.

### 3. LOANS HELD FOR INVESTMENT

Loans held for investment are summarized by category as of the dates presented below (dollars in thousands):

	March 31, 2025	December 31, 2024
Commercial real estate	\$ 1,126,800	\$ 1,119,063
Commercial - specialized	366,796	388,955
Commercial - general	584,705	557,371
Consumer:		
1-4 family residential	569,799	566,400
Auto loans	261,629	254,474
Other consumer	64,090	64,936
Construction	102,041	103,855
	<u>3,075,860</u>	<u>3,055,054</u>
Allowance for credit losses on loans	(42,968)	(43,237)
Loans, net	<u>\$ 3,032,892</u>	<u>\$ 3,011,817</u>

The Company has certain lending policies, underwriting standards, and procedures in place that are designed to maximize loan income with an acceptable level of risk. Management reviews and approves these policies, underwriting standards, and procedures on a regular basis and makes changes as appropriate. Management receives frequent reports related to loan originations, quality, concentrations, delinquencies, non-performing, and potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions, both by type of loan and geography.

**Commercial Real Estate** – Underwriting standards have been designed to determine whether the borrower possesses sound business ethics and practices, evaluate current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed and ensure appropriate collateral is obtained to secure the loan. Commercial real estate loans are underwritten primarily based on projected cash flows for income-producing properties and collateral values for non-income-producing properties. The repayment of these loans is generally dependent on the successful operation of the property securing the loans or the sale or refinancing of the property. Real estate loans may be adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company’s real estate portfolio are diversified by type and geographic location. This diversity helps reduce the exposure to adverse economic events that affect any single market or industry.

**Commercial – General and Specialized** – Commercial loans are underwritten after evaluating and understanding the borrower’s ability to operate profitably. Underwriting standards have been designed to determine whether the borrower possesses sound business ethics and practices, evaluate current and projected cash flows to determine the ability of the borrower to repay their obligations, as agreed and ensure appropriate collateral is obtained to secure the loan. Commercial loans are primarily made based on the identified cash flows of the borrower and, secondarily, on the underlying collateral provided by the borrower. Most commercial loans are secured by the assets being financed or other business assets, such as real estate, accounts receivable, or inventory, and typically include personal guarantees. Owner-occupied real estate is included in commercial loans, as the repayment of these loans is generally dependent on the operations of the commercial borrower’s business rather than on income-producing properties or the sale of the properties. Commercial loans are grouped into two distinct sub-categories: specialized and general. Commercial related segments that are considered “specialized” include agricultural production and real estate loans, energy loans, and finance, investment, and insurance loans. Commercial related segments that contain a broader diversity of borrowers, sub-industries, or serviced industries are grouped into the “general category.” These include goods, services, restaurant & retail, construction, and other industries. Performance of these loans is subject to operating and cash flow results of the borrower, with risk in the volatility of operating results for particular industries.

**Consumer** – Loans to consumers include 1-4 family residential loans, auto loans, and other loans for recreational vehicles or other purposes. The Company utilizes a computer-based credit scoring analysis to supplement its policies and procedures in underwriting consumer loans. The Company’s loan policy addresses types of consumer loans that may be originated and the collateral, if secured, which must be perfected. The relatively smaller individual dollar amounts of consumer loans that are spread over numerous individual borrowers also minimizes the Company’s risk. The Company generally requires mortgage title insurance and hazard insurance on 1-4 family residential loans. All consumer loans are generally dependent on the risk characteristics of the borrower’s ability to repay the loan, a consideration of the debt to income ratio, employment and income stability, the loan-to-value ratio, and the age, condition and marketability of the collateral.

**Construction** – Loans for residential construction are for single-family properties to developers, builders, or end-users. These loans are underwritten based on estimates of costs and completed value of the project. Funds are advanced based on estimated percentage of completion for the project. Performance of these loans is affected by economic conditions as well as the ability to control costs of the projects.

The ACL for loans was \$43.0 million at March 31, 2025 and \$43.2 million at December 31, 2024. The ratio of ACL for loans to loans held for investment was 1.40% at March 31, 2025 and 1.42% at December 31, 2024.

The following tables detail the activity in the ACL for loans for the periods indicated (dollars in thousands). Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Beginning Balance	Provision for Credit Losses <sup>(1)</sup>	Charge- offs	Recoveries	Ending Balance
<b>For the three months ended March 31, 2025</b>					
Commercial real estate	\$ 15,973	\$ (186)	\$ —	\$ —	\$ 15,787
Commercial - specialized	4,640	(151)	—	34	4,523
Commercial - general	6,874	(417)	(74)	20	6,403
Consumer:					
1-4 family residential	9,677	395	—	7	10,079
Auto loans	3,015	337	(303)	47	3,096
Other consumer	1,115	247	(313)	58	1,107
Construction	1,943	25	—	5	1,973
	<u>\$ 43,237</u>	<u>\$ 250</u>	<u>\$ (690)</u>	<u>\$ 171</u>	<u>\$ 42,968</u>
<b>For the three months ended March 31, 2024</b>					
Commercial real estate	\$ 15,808	\$ 62	\$ (86)	\$ —	\$ 15,784
Commercial - specialized	4,020	(205)	—	33	3,848
Commercial - general	6,391	659	(375)	33	6,708
Consumer:					
1-4 family residential	9,177	273	(172)	2	9,280
Auto loans	3,601	(27)	(224)	65	3,415
Other consumer	968	238	(282)	59	983
Construction	2,391	(235)	—	—	2,156
	<u>\$ 42,356</u>	<u>\$ 765</u>	<u>\$ (1,139)</u>	<u>\$ 192</u>	<u>\$ 42,174</u>

(1) For the three months ended March 31, 2025 and 2024, the provision for credit losses of \$420 thousand and \$830 thousand, respectively, on the Consolidated Statements of Comprehensive Income (Loss) includes a provision for credit losses on loans of \$250 thousand and \$765 thousand, respectively, and a provision for off-balance sheet credit exposures of \$170 thousand and \$65 thousand, respectively.

The decrease in the provision for credit losses during the three months ended March 31, 2025, compared to the three months ended March 31, 2024, was primarily due to a decrease in net charge-offs, partially offset by organic loan growth during the three months ended March 31, 2025 as compared to the three months ended March 31, 2024.

The following tables show the Company's amortized cost and related ACL for individually evaluated collateral dependent loans by class using the fair value of collateral loss estimation methodology of evaluating expected credit losses at the dates indicated (dollars in thousands).

	<u>Equipment</u>	<u>Real Estate</u>	<u>Other</u>	<u>Total Loans Individually Evaluated</u>	<u>Total ACL for Individually Evaluated Loans</u>
<b>March 31, 2025</b>					
Commercial real estate	\$ —	\$ 336	\$ —	\$ 336	\$ —
Commercial - specialized	—	—	—	—	—
Commercial - general	—	—	—	—	—
Consumer:					
1-4 family residential	—	—	—	—	—
Auto loans	—	—	—	—	—
Other consumer	—	—	—	—	—
Construction	—	141	—	141	—
	<u>\$ —</u>	<u>\$ 477</u>	<u>\$ —</u>	<u>\$ 477</u>	<u>\$ —</u>
<b>December 31, 2024</b>					
Commercial real estate	\$ —	\$ 19,543	\$ —	\$ 19,543	\$ 552
Commercial - specialized	—	—	—	—	—
Commercial - general	—	—	—	—	—
Consumer:					
1-4 family residential	—	—	—	—	—
Auto loans	—	—	—	—	—
Other consumer	—	—	—	—	—
Construction	—	1,575	—	1,575	—
	<u>\$ —</u>	<u>\$ 21,118</u>	<u>\$ —</u>	<u>\$ 21,118</u>	<u>\$ 552</u>

The tables below provide an age analysis on accruing past-due loans and nonaccrual loans at the dates indicated (dollars in thousands):

	<b>30-89 Days Past Due</b>	<b>90 Days or More Past Due</b>	<b>Nonaccrual</b>	<b>Nonaccrual with no ACL</b>
<b>March 31, 2025</b>				
Commercial real estate	\$ 3,435	\$ —	\$ 336	\$ 336
Commercial - specialized	2,587	38	177	—
Commercial - general	2,233	263	519	—
Consumer:				
1-4 Family residential	3,809	3,823	659	—
Auto loans	754	290	—	—
Other consumer	522	200	21	—
Construction	518	—	141	141
	<u>\$ 13,858</u>	<u>\$ 4,614</u>	<u>\$ 1,853</u>	<u>\$ 477</u>
<b>December 31, 2024</b>				
Commercial real estate	\$ 594	\$ 96	\$ 19,543	\$ —
Commercial - specialized	1,770	240	105	—
Commercial - general	1,374	244	180	—
Consumer:				
1-4 Family residential	1,966	1,042	676	—
Auto loans	1,004	114	—	—
Other consumer	1,125	185	23	—
Construction	95	—	1,575	1,575
	<u>\$ 7,928</u>	<u>\$ 1,921</u>	<u>\$ 22,102</u>	<u>\$ 1,575</u>

**Credit Quality Indicators**

The Company grades its loans on a thirteen-point grading scale. These grades fit in one of the following categories: (i) pass, (ii) special mention, (iii) substandard, (iv) doubtful, or (v) loss. Loans categorized as loss are charged-off immediately. The grading of loans reflects a judgment by the Company about the risks of default associated with the loan. The Company reviews the grades on loans as part of the Company's on-going monitoring of the credit quality of the loan portfolio. These risk ratings are assigned based on relevant information about the ability of the borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors.

Pass loans have financial factors or nature of collateral that are considered reasonable credit risks in the normal course of lending and encompass several grades that are assigned based on varying levels of risk, ranging from credits that are secured by cash or marketable securities, to watch credits which have all the characteristics of an acceptable credit risk but warrant more than the normal level of monitoring.

Special mention loans have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of repayment prospects for the loans at some future date.

Substandard loans are inadequately protected by the current net worth and paying capacity of the borrower or by the collateral pledged, if any. These loans have a well-defined weakness or weaknesses that jeopardize collection and present the distinct possibility that some loss will be sustained if the deficiencies are not corrected. A protracted workout on these credits is a distinct possibility. Prompt corrective action is therefore required to strengthen the Company's position, and/or to reduce exposure and to assure that adequate remedial measures are taken by the borrower. Credit exposure becomes more likely in such credits and a serious evaluation of the secondary support to the credit is performed. Substandard loans can be accruing or can be nonaccrual depending on the circumstances of the individual loans.

Doubtful loans have all the weaknesses inherent in substandard loans with the added characteristics that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions, and values highly questionable and improbable. All doubtful loans are on nonaccrual.

In connection with the review of the Company's loan portfolio, management considers risk elements attributable to particular loan type or categories in assessing the quality of individual loans. The list of loans to be analyzed for individual evaluation consists of non-accrual loans over \$250 thousand with direct exposure. Interest income recognized using a cash-basis method on non-accrual loans for each of the three months ended March 31, 2025 and 2024 was not significant. In addition, the Company closely monitors substandard accruing loans over \$1 million with direct exposure, and past due accruing loans over \$100 thousand for possible individual evaluation. All other loans will be evaluated collectively in designated pools unless a loss exposure has been identified. Additional funds committed to be advanced on individually analyzed loans are not significant.

The following tables reflect the amortized cost basis in loans held for investment by credit quality indicator and origination year at the dates indicated, and related year-to-date gross charge-offs. Loans acquired are shown in the table by origination year. The Company had an immaterial amount of revolving loans converted to term loans at March 31, 2025 and December 31, 2024.

**Term Loans**  
**Amortized Cost Basis by Origination Year**  
**March 31, 2025**

(Dollars in thousands)	<u>2025</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>Prior</u>	<u>Revolving Loans</u>	<u>Total</u>
<b>Commercial real estate</b>								
Pass	\$ 65,076	\$ 136,494	\$ 242,382	\$ 303,437	\$ 117,214	\$ 191,673	\$ 6,464	\$ 1,062,740
Special mention	—	—	—	2,881	32,037	5,850	483	41,251
Substandard	—	—	—	408	22,136	265	—	22,809
Total commercial real estate loans	<u>\$ 65,076</u>	<u>\$ 136,494</u>	<u>\$ 242,382</u>	<u>\$ 306,726</u>	<u>\$ 171,387</u>	<u>\$ 197,788</u>	<u>\$ 6,947</u>	<u>\$ 1,126,800</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Commercial - specialized</b>								
Pass	\$ 26,372	\$ 74,222	\$ 55,013	\$ 37,006	\$ 40,812	\$ 40,376	\$ 90,327	\$ 364,128
Special mention	600	214	—	1,332	—	—	—	2,146
Substandard	—	199	—	77	79	167	—	522
Total commercial - specialized loans	<u>\$ 26,972</u>	<u>\$ 74,635</u>	<u>\$ 55,013</u>	<u>\$ 38,415</u>	<u>\$ 40,891</u>	<u>\$ 40,543</u>	<u>\$ 90,327</u>	<u>\$ 366,796</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Commercial - general</b>								
Pass	\$ 45,897	\$ 109,006	\$ 64,684	\$ 103,264	\$ 55,447	\$ 103,917	\$ 84,847	\$ 567,062
Special mention	—	310	3,352	955	1,594	495	200	6,906
Substandard	—	202	2,587	2,381	4,388	1,026	153	10,737
Total commercial - general loans	<u>\$ 45,897</u>	<u>\$ 109,518</u>	<u>\$ 70,623</u>	<u>\$ 106,600</u>	<u>\$ 61,429</u>	<u>\$ 105,438</u>	<u>\$ 85,200</u>	<u>\$ 584,705</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 61</u>	<u>\$ —</u>	<u>\$ 13</u>	<u>\$ —</u>	<u>\$ 74</u>
<b>Consumer 1-4 family residential</b>								
Pass	\$ 19,328	\$ 82,956	\$ 95,309	\$ 150,592	\$ 91,438	\$ 114,615	\$ 8,291	\$ 562,529
Special mention	—	—	—	—	—	—	—	—
Substandard	—	—	832	282	1,225	4,921	10	7,270
Total consumer 1-4 family residential loans	<u>\$ 19,328</u>	<u>\$ 82,956</u>	<u>\$ 96,141</u>	<u>\$ 150,874</u>	<u>\$ 92,663</u>	<u>\$ 119,536</u>	<u>\$ 8,301</u>	<u>\$ 569,799</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Consumer auto loans</b>								
Pass	\$ 35,878	67,973	63,476	65,823	21,317	6,667	—	261,134
Special mention	—	—	—	—	—	—	—	—
Substandard	—	39	103	168	141	44	—	495
Total consumer auto loans	<u>\$ 35,878</u>	<u>\$ 68,012</u>	<u>\$ 63,579</u>	<u>\$ 65,991</u>	<u>\$ 21,458</u>	<u>\$ 6,711</u>	<u>\$ —</u>	<u>\$ 261,629</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ 13</u>	<u>\$ 120</u>	<u>\$ 115</u>	<u>\$ 37</u>	<u>\$ 18</u>	<u>\$ —</u>	<u>\$ 303</u>
<b>Consumer other consumer</b>								
Pass	\$ 8,457	\$ 20,103	\$ 11,211	\$ 12,519	\$ 4,451	\$ 5,926	\$ 1,312	\$ 63,979
Special mention	—	—	—	—	—	—	—	—
Substandard	—	18	—	18	37	38	—	111
Total consumer other consumer loans	<u>\$ 8,457</u>	<u>\$ 20,121</u>	<u>\$ 11,211</u>	<u>\$ 12,537</u>	<u>\$ 4,488</u>	<u>\$ 5,964</u>	<u>\$ 1,312</u>	<u>\$ 64,090</u>
Year-to-date gross charge-offs <sup>(1)</sup>	<u>\$ 58</u>	<u>\$ 114</u>	<u>\$ 6</u>	<u>\$ 73</u>	<u>\$ 15</u>	<u>\$ 46</u>	<u>\$ 1</u>	<u>\$ 313</u>
<b>Construction</b>								
Pass	\$ 18,151	\$ 59,472	\$ 20,635	\$ 1,078	\$ 2,047	\$ —	\$ —	\$ 101,383
Special mention	—	—	—	—	—	—	—	—
Substandard	—	—	658	—	—	—	—	658
Total construction loans	<u>\$ 18,151</u>	<u>\$ 59,472</u>	<u>\$ 21,293</u>	<u>\$ 1,078</u>	<u>\$ 2,047</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 102,041</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

<sup>(1)</sup>Includes \$58 thousand in charged-off demand deposit overdrafts reported as 2025 originations.

**Term Loans**  
**Amortized Cost Basis by Origination Year**  
**December 31, 2024**

(Dollars in thousands)	<u>2024</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>Prior</u>	<u>Revolving Loans</u>	<u>Total</u>
<b>Commercial real estate</b>								
Pass	\$ 164,205	\$ 233,047	\$ 300,828	\$ 126,548	\$ 43,628	\$ 175,319	\$ 6,417	\$ 1,049,992
Special mention	—	—	—	32,243	441	5,464	483	38,631
Substandard	—	—	147	25,164	3,125	2,004	—	30,440
Total commercial real estate loans	<u>\$ 164,205</u>	<u>\$ 233,047</u>	<u>\$ 300,975</u>	<u>\$ 183,955</u>	<u>\$ 47,194</u>	<u>\$ 182,787</u>	<u>\$ 6,900</u>	<u>\$ 1,119,063</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 65</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 22</u>	<u>\$ —</u>	<u>\$ 87</u>
<b>Commercial - specialized</b>								
Pass	\$ 103,288	\$ 60,881	\$ 37,940	\$ 41,721	\$ 15,678	\$ 28,488	\$ 98,092	\$ 386,088
Special mention	214	—	1,600	—	—	—	—	1,814
Substandard	510	—	85	84	297	77	—	1,053
Total commercial - specialized loans	<u>\$ 104,012</u>	<u>\$ 60,881</u>	<u>\$ 39,625</u>	<u>\$ 41,805</u>	<u>\$ 15,975</u>	<u>\$ 28,565</u>	<u>\$ 98,092</u>	<u>\$ 388,955</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Commercial - general</b>								
Pass	\$ 107,947	\$ 72,500	\$ 109,808	\$ 65,564	\$ 29,808	\$ 82,909	\$ 78,321	\$ 546,857
Special mention	—	—	960	554	—	499	200	2,213
Substandard	98	463	2,405	4,427	19	805	84	8,301
Total commercial - general loans	<u>\$ 108,045</u>	<u>\$ 72,963</u>	<u>\$ 113,173</u>	<u>\$ 70,545</u>	<u>\$ 29,827</u>	<u>\$ 84,213</u>	<u>\$ 78,605</u>	<u>\$ 557,371</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ 199</u>	<u>\$ 466</u>	<u>\$ 17</u>	<u>\$ —</u>	<u>\$ 134</u>	<u>\$ 266</u>	<u>\$ 1,082</u>
<b>Consumer 1-4 family residential</b>								
Pass	\$ 87,266	\$ 101,022	\$ 150,358	\$ 91,929	\$ 49,057	\$ 73,730	\$ 5,800	\$ 559,162
Special mention	—	—	—	—	—	—	—	—
Substandard	—	810	284	1,057	225	4,812	50	7,238
Total consumer 1-4 family residential loans	<u>\$ 87,266</u>	<u>\$ 101,832</u>	<u>\$ 150,642</u>	<u>\$ 92,986</u>	<u>\$ 49,282</u>	<u>\$ 78,542</u>	<u>\$ 5,850</u>	<u>\$ 566,400</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 121</u>	<u>\$ 51</u>	<u>\$ —</u>	<u>\$ 3</u>	<u>\$ —</u>	<u>\$ 175</u>
<b>Consumer auto loans</b>								
Pass	\$ 70,621	72,009	76,412	25,869	7,293	1,931	—	254,135
Special mention	—	—	—	—	—	—	—	—
Substandard	21	28	82	179	4	25	—	339
Total consumer auto loans	<u>\$ 70,642</u>	<u>\$ 72,037</u>	<u>\$ 76,494</u>	<u>\$ 26,048</u>	<u>\$ 7,297</u>	<u>\$ 1,956</u>	<u>\$ —</u>	<u>\$ 254,474</u>
Year-to-date gross charge-offs	<u>\$ 23</u>	<u>\$ 386</u>	<u>\$ 519</u>	<u>\$ 198</u>	<u>\$ 25</u>	<u>\$ 35</u>	<u>\$ —</u>	<u>\$ 1,186</u>
<b>Consumer other consumer</b>								
Pass	\$ 23,665	\$ 12,969	\$ 14,790	\$ 5,477	\$ 1,232	\$ 5,382	\$ 1,324	\$ 64,839
Special mention	—	—	—	—	—	—	—	—
Substandard	—	—	8	47	—	42	—	97
Total consumer other consumer loans	<u>\$ 23,665</u>	<u>\$ 12,969</u>	<u>\$ 14,798</u>	<u>\$ 5,524</u>	<u>\$ 1,232</u>	<u>\$ 5,424</u>	<u>\$ 1,324</u>	<u>\$ 64,936</u>
Year-to-date gross charge-offs <sup>(1)</sup>	<u>\$ 469</u>	<u>\$ 308</u>	<u>\$ 245</u>	<u>\$ 43</u>	<u>\$ 29</u>	<u>\$ 145</u>	<u>\$ 18</u>	<u>\$ 1,257</u>
<b>Construction</b>								
Pass	\$ 65,920	\$ 30,572	\$ 2,172	\$ 2,630	\$ —	\$ —	\$ 891	\$ 102,185
Special mention	—	—	—	—	—	—	—	—
Substandard	—	1,190	480	—	—	—	—	1,670
Total construction loans	<u>\$ 65,920</u>	<u>\$ 31,762</u>	<u>\$ 2,652</u>	<u>\$ 2,630</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 891</u>	<u>\$ 103,855</u>
Year-to-date gross charge-offs	<u>\$ —</u>	<u>\$ 315</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 315</u>

(1)Includes \$457 thousand in charged-off demand deposit overdrafts reported as 2024 originations.

Occasionally, the Company modifies loans to borrowers in financial distress by providing principal forgiveness, term extensions, an other than insignificant payment delay, or interest rate reduction. When principal forgiveness is provided, the amount of forgiveness is charged-off against the allowance for credit losses. Typically, one type of concession, such as term extension, is granted initially. If the borrower continues to experience financial difficulty, another concession, such as principal forgiveness, may be granted. In some cases, the Company provides multiple types of concessions on one loan. For the loans included in the “combination” columns below, multiple types of modifications have been made on the same loan within the current reporting period.

The following tables present the amortized cost basis of loans at the dates indicated that were both experiencing financial difficulty and modified during each of the three months ended March 31, 2025 and 2024, by class and by type of modification. The percentage of the amortized cost basis of loans that were modified to borrowers in financial distress as compared to the amortized cost basis of each class of financing receivable is also presented below (dollars in thousands):

	<u>Payment Delay</u>	<u>Term Extension</u>	<u>Rate Reduction</u>	<u>Term Extension and Payment Delay</u>	<u>Term Extension and Interest Rate Reduction</u>	<u>Payment Delay and Interest Rate Reduction</u>	<u>Payment Delay, Term Extension, and Interest Rate Reduction</u>	<u>Total Class of Financing Receivable</u>
<u>March 31, 2025</u>								
Commercial real estate	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	—
Commercial - specialized	—	—	—	—	—	—	—	—
Commercial - general	—	270	—	43	—	—	—	0.05%
Consumer:								
1-4 family	—	—	—	—	—	—	—	—
Auto loans	—	—	—	—	—	—	—	—
Other consumer	—	—	—	—	—	—	—	—
Construction	—	—	—	—	—	—	—	—
	<u>\$ —</u>	<u>\$ 270</u>	<u>\$ —</u>	<u>\$ 43</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>0.01%</u>
<u>March 31, 2024</u>								
Commercial real estate	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	—
Commercial - specialized	—	—	—	—	—	—	—	—
Commercial - general	—	—	—	—	35	—	—	0.01%
Consumer:								
1-4 family	—	—	—	—	—	—	—	—
Auto loans	—	—	—	—	—	—	—	—
Other consumer	—	—	—	—	—	—	—	—
Construction	—	—	—	—	—	—	—	—
	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 35</u>	<u>\$ —</u>	<u>\$ —</u>	<u>—</u>

The following table presents the financial effects of the loan modifications presented above to borrowers experiencing financial difficulty for each of the three months ended March 31, 2025 and 2024 (dollars in thousands):

	<b>Principal Forgiveness</b>	<b>Weighted- Average Interest Rate Reduction</b>	<b>Weighted- Average Term Extension (Months)</b>
<b>March 31, 2025</b>			
Commercial real estate	\$ —	—	—
Commercial - specialized	—	—	—
Commercial - general	—	—	36
Consumer:			
1-4 Family residential	—	—	—
Auto loans	—	—	—
Other consumer	—	—	—
Construction	—	—	—
	<u>\$ —</u>	<u>—</u>	<u>36</u>
<b>March 31, 2024</b>			
Commercial real estate	\$ —	—	—
Commercial - specialized	—	—	—
Commercial - general	—	1.75%	49
Consumer:			
1-4 Family residential	—	—	—
Auto loans	—	—	—
Other consumer	—	—	—
Construction	—	—	—
	<u>\$ —</u>	<u>1.75%</u>	<u>49</u>

The Company closely monitors the performance of loans that are modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. The following presents the performance of such loans that have been modified in the last twelve months at the dates indicated (dollars in thousands):

	<b>Current</b>	<b>30-89 Days Past Due</b>	<b>90 Days or More Past Due</b>	<b>Nonaccrual</b>
<b>March 31, 2025</b>				
Commercial real estate	\$ 90	\$ 46	\$ —	\$ 336
Commercial - specialized	—	—	—	12
Commercial - general	607	—	—	172
Consumer:				
1-4 Family residential	1,025	238	60	—
Auto loans	—	—	—	—
Other consumer	—	—	—	—
Construction	—	—	—	141
	<u>\$ 1,722</u>	<u>\$ 284</u>	<u>\$ 60</u>	<u>\$ 661</u>
<b>March 31, 2024</b>				
Commercial real estate	\$ 2,241	\$ —	\$ —	\$ —
Commercial - specialized	165	—	—	16
Commercial - general	1,176	—	—	290
Consumer:				
1-4 Family residential	484	23	—	11
Auto loans	86	—	—	—
Other consumer	—	5	—	—
Construction	2,399	—	—	—
	<u>\$ 6,551</u>	<u>\$ 28</u>	<u>\$ —</u>	<u>\$ 317</u>

During the three months ended March 31, 2025, the Company had three loans made to borrowers experiencing financial difficulty totaling \$141 thousand that were modified during the last twelve months that subsequently defaulted. During the three months ended March 31, 2024, the Company had no loans made to borrowers experiencing financial difficulty that were modified during the last twelve months that subsequently defaulted. Payment default is defined as movement to nonperforming status, foreclosure, or charge-off.



#### 4. GOODWILL AND INTANGIBLES

The Company had goodwill of \$19.3 million at March 31, 2025 and December 31, 2024.

Other intangible assets, which consisted of core deposit intangibles at the dates indicated are summarized below (dollars in thousands):

	March 31, 2025	December 31, 2024
Amortized intangible assets:		
Core deposit intangible	\$ 6,679	\$ 6,679
Less: Accumulated amortization	(5,110)	(4,959)
Other intangible assets, net	<u>\$ 1,569</u>	<u>\$ 1,720</u>

#### 5. MORTGAGE SERVICING RIGHTS

The following table reflects the changes in fair value of the Company's mortgage servicing rights asset included in the Consolidated Balance Sheets, and other information related to the serviced portfolio, for the periods or dates presented (dollars in thousands):

	Three Months Ended March 31,	
	2025	2024
Beginning balance	\$ 26,292	\$ 26,569
Additions	199	219
Valuation adjustment	(1,585)	55
Ending balance	<u>\$ 24,906</u>	<u>\$ 26,843</u>

  

	March 31, 2025	December 31, 2024
Mortgage loans serviced for others	\$ 1,876,091	\$ 1,903,854
Mortgage servicing rights assets as a percentage of serviced mortgage loans	1.33%	1.38%

The following table reflects the key assumptions used in measuring the fair value of the Company's mortgage servicing rights as of the dates indicated:

	March 31, 2025	December 31, 2024
Weighted average constant prepayment rate	7.52%	7.16%
Weighted average discount rate	10.18%	10.17%
Weighted average life in years	7.90	8.09

#### 6. BORROWING ARRANGEMENTS

##### Subordinated Debt

In December 2018, the Company issued \$14.1 million of subordinated notes that have a maturity date of December 2030 and a weighted average fixed rate of 6.41% for the first seven years. After the fixed rate periods, these notes will float at the *Wall Street Journal* prime rate, with a floor of 4.0% and a ceiling of 7.5%. These notes pay interest quarterly, are unsecured, and may be called by the Company at any time after the remaining maturity is five years or less. Additionally, these notes are intended to qualify for Tier 2 capital treatment, subject to regulatory limitations.

On September 29, 2020, the Company issued \$50.0 million in subordinated notes. Proceeds were reduced by approximately \$926 thousand in debt issuance costs. These notes have a maturity date of September 2030 with a fixed rate of 4.50% for the first five years. After the expiration of the fixed rate period, these notes will reset quarterly at a variable rate equal to the then current three-month Secured Overnight Financing Rate ("SOFR"), as published by the Federal Reserve Bank of New York, plus 438 basis points. These notes pay interest semi-annually, are unsecured, and may be called by the Company at any time after the remaining maturity is five years or less. Additionally, these notes are intended to qualify for Tier 2 capital treatment, subject to regulatory limitations.

As of March 31, 2025, the total amount of subordinated notes outstanding was \$64.1 million less approximately \$93 thousand of remaining debt issuance costs for a total balance of \$64.0 million. As of December 31, 2024, the total amount of subordinated notes outstanding was \$64.1 million less approximately \$139 thousand of remaining debt issuance costs for a total balance of \$64.0 million.

##### Notes Payable and Other Borrowings

As of March 31, 2025 and December 31, 2024, City Bank had no outstanding advances from the Federal Home Loan Bank of Dallas ("FHLB").

#### 7. STOCK-BASED COMPENSATION

##### Equity Incentive Plan

The 2019 Equity Incentive Plan ("Plan") was approved by the Company's Board of Directors on January 16, 2019 and by its shareholders on March 6, 2019. The purpose of the Plan is to: (i) attract and retain the best available personnel for positions of substantial responsibility, (ii) provide additional incentive to employees, directors and consultants, and (iii) promote the success of the Company's business. The Plan permits the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units, performance shares, and other stock-based awards. The maximum aggregate number of shares of common stock that may be issued pursuant to all awards under the Plan was 5,413,184 at March 31, 2025. The maximum aggregate number of shares that may be issued under the Plan may be increased annually by up to 3% of the total issued and outstanding common shares of the Company at the beginning of each fiscal year.

The fair value of each option award is estimated on the date of grant using the Black-Scholes model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatilities of the Company's common stock and similar peer company averages. The Company uses historical data to estimate option exercise and post-vesting termination behavior. The expected term of options granted represents the period of time that options granted are expected to be outstanding, which takes in to account that the options are not transferable. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

**Options**

A summary of activity in the Plan during the period indicated is presented in the table below (dollars in thousands, except per share data):

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
<b>Three Months Ended March 31, 2025</b>				
Outstanding at beginning of year:	1,175,787	\$ 17.83		\$ 17,975
Granted	30,024	34.01		—
Exercised	(29,211)	18.68		(422)
Forfeited	—	—		—
Expired	—	—		—
Balance at end of period	<u>1,176,600</u>	<u>\$ 18.22</u>	<u>4.52</u>	<u>\$ 17,553</u>
Exercisable at end of period	<u>1,091,254</u>	<u>\$ 17.26</u>	<u>4.19</u>	<u>\$ 17,302</u>
Vested at end of period	<u>1,091,254</u>	<u>\$ 17.26</u>	<u>4.19</u>	<u>\$ 17,302</u>

A summary of assumptions used to calculate the fair values of the awards granted during the periods noted is presented below:

	Three Months Ended March 31,	
	2025	2024
Expected volatility	41.21%	40.45%
Expected dividend yield	1.80%	1.80%
Expected term (years)	6.1	6.1
Risk-free interest rate	4.43%	3.94%
Weighted average grant date fair value	\$ 13.35	\$ 11.10

The total intrinsic value of options exercised during the three months ended March 31, 2025 and 2024 was \$459 thousand and \$26 thousand, respectively.

**Restricted Stock Awards and Units**

A summary of activity in the Plan during the period indicated is presented in the table below:

	Number of Shares	Weighted-Average Grant Date Fair Value
<b>Three Months Ended March 31, 2025</b>		
Outstanding at beginning of year:	187,895	\$ 26.51
Granted	70,700	34.24
Vested	(15,384)	28.79
Forfeited	—	—
Balance at end of period	<u>243,211</u>	<u>\$ 28.61</u>

Restricted stock units granted under the Plan typically vest from one to four years, but vesting periods may vary. Compensation expense for these grants will be recognized over the vesting period of the awards based on the fair value of the stock at the issue date. The total fair value of restricted stock units vested during each of the three months ended March 31, 2025 and 2024 was \$443 thousand and \$543 thousand, respectively.

For the three months ended March 31, 2025 and 2024 the Company recorded stock-based compensation expense related to the Plan of \$536 thousand and \$481 thousand, respectively. The total unrecognized compensation cost for the awards outstanding under the Plan at March 31, 2025 was \$5.5 million and will be recognized over a weighted average remaining period of 1.86 years.

## 8. OFF-BALANCE-SHEET ACTIVITIES, COMMITMENTS AND CONTINGENCIES

*Financial instruments with off-balance-sheet risk* - The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby 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 financial statements. The Company's exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for recorded instruments.

Financial instruments whose contract amounts represent credit risk outstanding at the dates indicated follow (dollars in thousands):

	<b>March 31, 2025</b>	<b>December 31, 2024</b>
Commitments to grant loans and unfunded commitments under lines of credit	\$ 582,641	\$ 537,688
Standby letters of credit	17,302	18,696

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

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company requires collateral supporting those commitments if deemed necessary.

*FHLB Letters of Credit* - The Company may use FHLB letters of credit to pledge to certain public deposits. At March 31, 2025 and December 31, 2024 there were FHLB letters of credit outstanding of \$75.0 million.

*Litigation* - The Company is a defendant in legal actions arising from time to time in the normal course of business. Management believes that the ultimate liability, if any, arising from these matters will not materially affect the consolidated financial statements, based on information known as of the date the consolidated financial statements were issued.

## 9. CAPITAL AND REGULATORY MATTERS

The Company and its bank subsidiary are subject to various regulatory capital requirements administered by its banking regulators. 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 its bank subsidiary's financial statements. Under capital guidelines and the regulatory framework for prompt corrective action, the Company and its bank subsidiary 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 regulation to ensure capital adequacy require the Company and its bank subsidiary to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of March 31, 2025 and December 31, 2024, that the Company and its bank subsidiary met all capital adequacy requirements to which they are subject.

As of March 31, 2025 and December 31, 2024, the Company met the definition of "well-capitalized" under the applicable regulations of the Board of Governors of the Federal Reserve System and the bank subsidiary was "well capitalized" under the FDIC's regulatory framework for prompt corrective action and the Basel III capital guidelines. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following tables. There are no conditions or events since March 31, 2025 that management believes have changed the bank subsidiary's category.

The Company and its bank subsidiary's actual capital amounts and ratios at the dates indicated follows (dollars in thousands):

	Actual		Minimum Required Under BASEL III		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>March 31, 2025</b>						
Total Capital to Risk Weighted Assets:						
Consolidated	\$ 634,025	17.93%	\$ 371,389	10.50%	N/A	N/A
City Bank	521,334	14.74%	371,311	10.50%	\$ 353,629	10.00%
Tier 1 Capital to Risk Weighted Assets:						
Consolidated	525,802	14.87%	300,649	8.50%	N/A	N/A
City Bank	477,127	13.49%	300,585	8.50%	282,903	8.00%
Common Equity Tier 1 to Risk Weighted Assets:						
Consolidated	480,802	13.59%	247,593	7.00%	N/A	N/A
City Bank	477,127	13.49%	247,540	7.00%	229,859	6.50%
Tier 1 Capital to Average Assets:						
Consolidated	525,802	12.04%	175,541	4.00%	N/A	N/A
City Bank	477,127	10.93%	175,467	4.00%	218,289	5.00%
<b>December 31, 2024</b>						
Total Capital to Risk Weighted Assets:						
Consolidated	\$ 631,713	17.86%	\$ 371,426	10.50%	N/A	N/A
City Bank	520,788	14.73%	371,351	10.50%	\$ 353,667	10.00%
Tier 1 Capital to Risk Weighted Assets:						
Consolidated	523,535	14.80%	300,678	8.50%	N/A	N/A
City Bank	476,574	13.48%	300,617	8.50%	282,934	8.00%
Common Equity Tier 1 to Risk Weighted Assets:						
Consolidated	478,535	13.53%	247,617	7.00%	N/A	N/A
City Bank	476,574	13.48%	247,567	7.00%	229,884	6.50%
Tier 1 Capital to Average Assets:						
Consolidated	523,535	12.04%	174,777	4.00%	N/A	N/A
City Bank	476,574	10.96%	174,710	4.00%	217,336	5.00%

The Company is subject to the Basel III capital ratio requirements which include a "capital conservation buffer" of 2.50% above the regulatory minimum risk-based capital adequacy requirements. This 2.50% capital conservation buffer is reflected in the table above. Both the Company's and the Bank's actual ratios, as outlined in the table above, exceeded the Basel III risk-based capital requirement with the capital conservation buffer as of March 31, 2025.

State banking regulations place certain restrictions on dividends paid by banks to their shareholders. Dividends paid by the Company's bank subsidiary would be prohibited if the effect thereof would cause the bank subsidiary's capital to be reduced below applicable minimum capital requirements.

## 10. DERIVATIVES

The Company utilizes interest rate swap agreements as part of its asset-liability management strategy to help manage its interest rate risk position. These interest rate swaps are designated and qualify as fair value hedges and are entered into to reduce exposure to changes in fair value of fixed rate financial instruments. The notional amounts of the interest rate swaps do not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amounts and the other terms of the individual interest rate swap agreements.

The following table reflects the changes in fair value hedges included in the Consolidated Statements of Comprehensive Income (Loss) for the periods indicated (dollars in thousands):

Interest Rate Contracts	Location	Three Months Ended March 31,	
		2025	2024
Change in fair value of interest rate swaps hedging investment securities	Other noninterest expense	\$ (2,436)	\$ 1,312
Change in fair value of hedged investment securities	Other noninterest expense	2,252	(1,385)
Change in fair value of interest rate swaps hedging fixed rate loans	Interest income - Loans	\$ (59)	\$ 237
Change in fair value of hedged fixed rate loans	Interest income - Loans	71	(153)

The following table reflects the fair value hedges included in the Consolidated Balance Sheets at the dates indicated (dollars in thousands):

	March 31, 2025		December 31, 2024	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Included in other liabilities:				
Interest rate swaps related to fixed rate loans	\$ —	\$ —	\$ —	\$ —
Interest rate swaps related to state and municipal securities	—	—	—	—
Included in other assets:				
Interest rate swaps related to fixed rate loans	\$ 11,803	\$ 146	\$ 11,803	\$ 205
Interest rate swaps related to state and municipal securities	120,700	13,059	123,760	15,495

Mortgage banking derivatives

The net gains (losses) relating to free standing derivative instruments used for risk management are summarized below for the periods indicated (dollars in thousands):

	Location	Three Months Ended March 31,	
		2025	2024
Gain (loss) on mortgage banking derivatives	Net gain (loss) on sales of loans	\$ 83	\$ 308

The following table reflects the amount and fair value of mortgage banking derivatives in the Consolidated Balance Sheets at the dates indicated (dollars in thousands):

	March 31, 2025		December 31, 2024	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Included in other assets:				
Forward contracts related to mortgage loans held for sale	\$ —	\$ —	\$ 16,000	\$ 76
Interest rate lock commitments	23,729	457	12,937	222
Included in other liabilities:				
Forward contracts related to mortgage loans held for sale	\$ 24,781	\$ 88	\$ 1,277	\$ 12

The Company had received cash collateral of \$13.9 million and \$17.0 million to offset asset derivative positions on its interest rate swaps at March 31, 2025 and December 31, 2024, respectively. This amount is reported in other liabilities in the Consolidated Balance Sheets. The Company had advanced \$1.1 million to offset liability derivative positions on its interest rate swaps at March 31, 2025 and December 31, 2024. Additionally, the Company had advanced \$270 thousand on its mortgage forward contracts at March 31, 2025 and December 31, 2024. The advanced cash collateral amounts are reported in cash and due from banks in the Consolidated Balance Sheets.

## 11. EARNINGS PER SHARE

The factors used in the earnings per share computation for the periods indicated follow (dollars in thousands, except per share data):

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2025</b>	<b>2024</b>
Net income	\$ 12,294	\$ 10,874
Weighted average common shares outstanding - basic	16,415,862	16,429,919
Effect of dilutive securities:		
Stock-based compensation awards	649,737	508,938
Weighted average common shares outstanding - diluted	<u>17,065,599</u>	<u>16,938,857</u>
Basic earnings per share	\$ 0.75	\$ 0.66
Diluted earnings per share	\$ 0.72	\$ 0.64

## 12. SEGMENT INFORMATION

Operating segments are components of a business about which separate financial information is available that is evaluated regularly by the chief operating decision-maker (“CODM”) in deciding how to allocate resources and in assessing performance.

The Company’s reportable banking segment is determined by its President, who is the designated CODM. City Bank is the only significant subsidiary upon which the CODM makes decisions regarding how to allocate resources and assess performance. Individual bank branches offer a group of similar services, including commercial, real estate and consumer loans, time deposits, checking and savings accounts, all with similar operating and economic characteristics. While the CODM monitors the revenue streams of the various products, services, and branch locations, operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the community banking services and branch locations are considered by management to be aggregated into one reportable operating segment, banking. Loans, investments, and deposits provide the significant revenues and interest expense, provision for credit losses and salaries and employee benefits comprise the significant expenses within the banking segment. All significant revenues and expenses mentioned above are shown individually on the Consolidated Statements of Comprehensive Income.

## 13. FAIR VALUE DISCLOSURES

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability is not adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are: (i) independent, (ii) knowledgeable, (iii) able to transact and (iv) willing to transact.

Valuation techniques that are consistent with the market approach, the income approach and/or the cost approach are required by GAAP. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset. Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy for valuation inputs gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

- *Level 1 Inputs* - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- *Level 2 Inputs* - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.
- *Level 3 Inputs* - Significant unobservable inputs for determining the fair values of assets or liabilities that reflect an entity’s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

The following table summarizes fair value measurements as of the dates indicated below (dollars in thousands):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>March 31, 2025</b>				
Assets (liabilities) measured at fair value on a recurring basis:				
Securities available for sale:				
State and municipal	\$ —	\$ 169,018	\$ —	\$ 169,018
Residential mortgage-backed securities	—	263,917	—	263,917
Commercial mortgage-backed securities	—	41,033	—	41,033
Commercial collateralized mortgage obligations	—	71,430	—	71,430
Asset-backed and other amortizing securities	—	14,493	—	14,493
Other securities	—	11,636	—	11,636
Loans held for sale (mandatory)	—	11,127	—	11,127
Mortgage servicing rights	—	—	24,906	24,906
Asset derivatives	—	13,662	—	13,662
Liability derivatives	—	(88)	—	(88)
Assets measured at fair value on a non-recurring basis:				
Loans held for investment	—	—	477	477
<b>December 31, 2024</b>				
Assets (liabilities) measured at fair value on a recurring basis:				
Securities available for sale:				
State and municipal	\$ —	\$ 173,297	\$ —	\$ 173,297
Residential mortgage-backed securities	—	264,096	—	264,096
Commercial mortgage-backed securities	—	40,360	—	40,360
Commercial collateralized mortgage obligations	—	73,483	—	73,483
Asset-backed and other amortizing securities	—	14,581	—	14,581
Other securities	—	11,423	—	11,423
Loans held for sale (mandatory)	—	13,791	—	13,791
Mortgage servicing rights	—	—	26,292	26,292
Asset derivatives	—	15,998	—	15,998
Liability derivatives	—	(12)	—	(12)
Assets measured at fair value on a non-recurring basis:				
Loans held for investment	—	—	20,566	20,566

**Securities** – Fair value is calculated based on market prices of similar securities using matrix pricing. Matrix pricing is a mathematical technique commonly used to price debt securities that are not actively traded.

**Mortgage servicing rights** – Mortgage servicing rights are reported at fair value using Level 3 inputs. The mortgage servicing rights asset is valued by projecting net servicing cash flows, which are then discounted to estimate the fair value. The fair value of the mortgage servicing rights asset is impacted by a variety of factors, including prepayment speeds, default rates, and discount rates, which are significant unobservable inputs. Mortgage servicing rights are the only Level 3 asset measured at fair value on a recurring basis, see Note 5 for the Level 3 change activity for each of the three months ended March 31, 2025 and 2024.

**Derivatives** – Fair value of derivatives is based on valuation models using observable market data as of the measurement date.

**Loans held for investment** – Includes certain collateral-dependent loans which are reported at fair value, for which a specific allocation of the allowance for credit losses is based off of the underlying collateral, less estimated disposal costs, if repayment is expected solely from the sale of the collateral. Collateral values are estimated using Level 2 inputs based on observable market data or Level 3 inputs based on customized discounting criteria.

**Fair Values of Assets Recorded on a Recurring Basis for which the Fair Value Option has been Elected**

**Loans held for sale (mandatory)** – Loans held for sale originated for mandatory delivery are reported at fair value on a recurring basis due to the Company's election to adopt fair value accounting treatment for these assets. This election allows for a more effective offset of the changes in fair values of the assets and the derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting under ASC Topic 815, Derivatives and Hedging. For assets for which the fair value option has been elected, the earned current contractual interest payment is recognized in interest income, loan origination costs and fees on fair value option loans are recognized in earnings as incurred and not deferred. At March 31, 2025, and December 31, 2024, there were no gains or losses recorded attributable to changes in instrument-specific credit risk. Fair value is determined using quoted prices for similar assets, adjusted for specific attributes of that loan. At March 31, 2025 and December 31, 2024, the aggregate fair value of loans held for sale for mandatory delivery was \$11.1 million and \$13.8 million, respectively. The aggregate unpaid principal balance as of the same dates was \$10.9 million and \$13.5 million, respectively, representing differences between fair value and unpaid principal balance of \$276 thousand and \$271 thousand, respectively. The Company had no loans held for sale for mandatory delivery designated as nonaccrual or 90 days or more past due at each of March 31, 2025 and December 31, 2024.

The total fair value option impact on noninterest income for loans held for sale for mandatory delivery is included in Net gain on sales of loans in the Consolidated Statements of Comprehensive Income (Loss). For each of the three months ended March 31, 2025 and 2024 the net (gain) loss amount totaled \$(88) thousand and \$(372) thousand, respectively.

The following table presents quantitative information about recurring and non-recurring Level 3 fair value measurements at the dates indicated (dollars in thousands):

	<u>Fair Value</u>	<u>Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range of Discounts</u>
<u>March 31, 2025</u>				
Non-recurring:				
Loans held for investment	\$ 477	Third party appraisals or inspections	Collateral discounts and selling costs	20%
Recurring:				
Mortgage servicing rights	24,906	Discounted cash flows	Constant prepayment rate	7.52%
			Discount rate	10.18%
<u>December 31, 2024</u>				
Non-recurring:				
Loans held for investment	\$ 20,566	Third party appraisals or inspections	Collateral discounts and selling costs	20%
Recurring:				
Mortgage servicing rights	26,292	Discounted cash flows	Constant prepayment rate	7.16%
			Discount rate	10.17%

The estimated fair values, and related carrying amounts, of the Company's financial instruments that are not previously disclosed in the recurring fair values section are as follows (dollars in thousands):

	<u>Carrying Amount</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Fair Value</u>
<u>March 31, 2025</u>					
Financial assets:					
Cash and cash equivalents	\$ 536,300	\$ 536,300	\$ —	\$ —	\$ 536,300
Loans held for investment, net	3,032,892	—	—	2,991,407	2,991,407
Loans held for sale (best efforts)	2,804	—	2,851	—	2,851
Accrued interest receivable	17,743	—	17,743	—	17,743
Financial liabilities:					
Deposits	3,792,519	—	3,792,307	—	3,792,307
Accrued interest payable	5,018	—	5,018	—	5,018
Junior subordinated deferrable interest debentures	46,393	—	34,182	—	34,182
Subordinated debt	64,007	—	62,579	—	62,579
<u>December 31, 2024</u>					
Financial assets:					
Cash and cash equivalents	\$ 359,082	\$ 359,082	\$ —	\$ —	\$ 359,082
Loans held for investment, net	3,011,817	—	—	2,937,678	2,937,678
Loans held for sale (best efforts)	6,751	—	6,875	—	6,875
Accrued interest receivable	21,687	—	21,687	—	21,687
Financial liabilities:					
Deposits	3,620,876	—	3,621,106	—	3,621,106
Accrued interest payable	6,108	—	6,108	—	6,108
Junior subordinated deferrable interest debentures	46,393	—	34,285	—	34,285
Subordinated debt	63,961	—	60,969	—	60,969



#### **14. SUBSEQUENT EVENTS**

##### *Dividend Declaration*

On April 17, 2025, the Company declared a cash dividend of \$0.15 per share of common stock to be paid on May 12, 2025 to all shareholders of record as of April 28, 2025.

## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations for the periods covered by this Quarterly Report on Form 10-Q (this “Form 10-Q”) and should be read in conjunction with our consolidated financial statements and the accompanying notes thereto included in this Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2024 (the “2024 Annual Report on Form 10-K”) filed with the Securities and Exchange Commission (the “SEC”) pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the “Securities Act”), on March 7, 2025. Unless we state otherwise or the context otherwise requires, references in this Form 10-Q to “we,” “our,” “us” and “the Company” refer to South Plains Financial, Inc., a Texas corporation, our wholly-owned banking subsidiary, City Bank, a Texas banking association and our other consolidated subsidiaries. References in this Form 10-Q to the “Bank” refer to City Bank.

### Cautionary Notice Regarding Forward-Looking Statements

This Form 10-Q contains statements that we believe are “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “might,” “should,” “could,” “predict,” “potential,” “believe,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “strive,” “projection,” “goal,” “target,” “outlook,” “aim,” “would,” “annualized” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- potential recession in the United States and our market areas;
- the impacts related to or resulting from uncertainty in the banking industry as a whole;
- increased competition for deposits and related changes in deposit customer behavior;
- the lingering inflationary pressures, and the risk of the resurgence of elevated levels of inflation, in the United States and our market areas, and its impact on market interest rates, the economy and credit quality;
- our ability to effectively execute our expansion strategy and manage our growth, including identifying and consummating suitable acquisitions;
- business and economic conditions, particularly those affecting our market areas, as well as the concentration of our business in such market areas;
- adverse changes in customer spending and savings habits;
- the impact of pandemics, epidemics, or any other health-related crisis;
- high concentrations of loans secured by real estate located in our market areas;
- increases in unemployment rates in the United States and our market areas;
- risks associated with our commercial loan portfolio, including the risk for deterioration in value of the general business assets that secure such loans;
- potential changes in the prices, values and sales volumes of commercial and residential real estate securing our real estate loans;
- risks associated with our agricultural loan portfolio, including the heightened sensitivity to weather conditions, commodity prices, and other factors generally outside the borrowers and our control;
- risks related to the significant amount of credit that we have extended to a limited number of borrowers and in a limited geographic area;
- public funds deposits comprising a relatively high percentage of our deposits;
- potential impairment on the goodwill we have recorded or may record in connection with business acquisitions;
- our ability to maintain our reputation;
- our ability to successfully manage our credit risk and the sufficiency of our allowance for credit losses;
- our ability to attract, hire and retain qualified management personnel;
- our dependence on our management team, including our ability to retain executive officers and key employees and their customer and community relationships;
- interest rate fluctuations, which could have an adverse effect on our profitability;
- competition from banks, credit unions and other financial services providers;
- our ability to keep pace with technological change or difficulties we may experience when implementing new technologies;

- cybersecurity risk, including cyber incidents or other failures, disruptions or breaches of our operational or security systems or infrastructure, or those of our third-party vendors or other service providers, including as a result of a cyber-attack, could impact the Company's reputation, increase regulatory oversight, and impact the financial results of the Company;
- our ability to maintain effective internal control over financial reporting;
- employee error, fraudulent activity by employees or customers and inaccurate or incomplete information about our customers and counterparties;
- increased capital requirements imposed by banking regulators, which may require us to raise capital at a time when capital is not available on favorable terms or at all;
- our ability to maintain adequate liquidity and to raise necessary capital to fund our acquisition strategy and operations or to meet increased minimum regulatory capital levels;
- costs and effects of litigation, investigations or similar matters to which we may be subject, including any effect on our reputation;
- natural disasters, severe weather, acts of god, acts of war or terrorism, geopolitical instability, public health outbreaks (such as coronavirus), other international or domestic calamities, and other events beyond our control, including as a result of changes in U.S. presidential administrations or Congress;
- a deterioration of the credit rating for United States long-term sovereign debt or uncertainty regarding United States fiscal debt, deficit and budget matters;
- the impacts of tariffs, sanctions and other trade policies of the United States and its global trading counterparts and the resulting impact on the Company and its customers;
- compliance with governmental and regulatory requirements, including the Dodd-Frank Act Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"), Economic Growth, Regulatory Relief, and Consumer Protection Act of 2018 ("EGRRCPA"), and others relating to banking, consumer protection, securities and tax matters;
- changes in the laws, rules, regulations, interpretations or policies that apply to the Company's business and operations, and any additional regulations, or repeals that may be forthcoming as a result thereof, which could cause the Company to incur additional costs and adversely affect the Company's business environment, operations and financial results; and
- our ability to navigate the uncertain impacts of current and future governmental monetary and fiscal policies, including the current and future policies of the Board of Governors of the Federal Reserve System ("Federal Reserve") and as a result of initiatives of the Trump administration.

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this Form 10-Q and the risk factors set forth in our 2024 Annual Report on Form 10-K. Because of these risks and other uncertainties, our actual future results, performance or achievements, or industry results, may be materially different from the results indicated by the forward-looking statements in this Form 10-Q. In addition, our past results of operations are not necessarily indicative of our future results. Accordingly, you should not rely on any forward-looking statements, which represent our beliefs, assumptions and estimates only as of the dates on which such forward-looking statements were made. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law.

#### **Available Information**

The Company maintains an Internet web site at [www.spfi.bank](http://www.spfi.bank). The Company makes available, free of charge, on its web site (under [www.spfi.bank/financials-filings/sec-filings](http://www.spfi.bank/financials-filings/sec-filings)) the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Exchange Act as soon as reasonably practicable after the Company files such material with, or furnishes it to, the SEC. The Company also makes available, free of charge, through its web site (under [www.spfi.bank/corporate-governance/documents-charters](http://www.spfi.bank/corporate-governance/documents-charters)) links to the Company's Code of Conduct and the charters for its board committees. In addition, the SEC maintains an Internet site (at [www.sec.gov](http://www.sec.gov)) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

The Company routinely posts important information for investors on its web site (under [www.spfi.bank](http://www.spfi.bank) and, more specifically, under the News & Events tab at [www.spfi.bank/news-events/press-releases](http://www.spfi.bank/news-events/press-releases)). The Company intends to use its web site as a means of disclosing material non-public information and for complying with its disclosure obligations under SEC Regulation FD (Fair Disclosure). Accordingly, investors should monitor the Company's web site, in addition to following the Company's press releases, SEC filings, public conference calls, presentations and webcasts.

The information contained on, or that may be accessed through, the Company's web site is not incorporated by reference into, and is not a part of, this Form 10-Q.

#### **Overview**

We are a bank holding company headquartered in Lubbock, Texas, and our wholly-owned subsidiary, City Bank, is one of the largest independent banks in West Texas and has additional banking operations in the Dallas, El Paso, Greater Houston, the Permian Basin, and College Station, Texas markets, and the Ruidoso, New Mexico market. Through City Bank, we provide a wide range of commercial and consumer financial services to small and medium-sized businesses and individuals in our market areas. Our principal business activities include commercial and retail banking, along with investment, trust and mortgage services.

## Recent Developments

### *New Stock Repurchase Program*

As previously announced, on February 21, 2025, SPFI's board of directors (the "Board") approved a new stock repurchase program for up to \$15.0 million of the outstanding shares of the Company's common stock (the "Stock Repurchase Program"). The Stock Repurchase Program began when announced and has an expiration date of February 21, 2026, subject to earlier termination or extension of the Stock Repurchase Program by the Board or the \$15.0 million designated for the Stock Repurchase Program are depleted.

## Results of Operations

We had net income of \$12.3 million, or \$0.72 per diluted common share, for the three months ended March 31, 2025, compared to net income of \$10.9 million, or \$0.64 per diluted common share, for the three months ended March 31, 2024. Return on average equity (annualized) was 11.30% and return on average assets (annualized) was 1.16% for the three months ended March 31, 2025, compared to 10.72% and 1.04%, respectively, for the three months ended March 31, 2024. The increase in net income of \$1.4 million was primarily the result of an increase of \$3.2 million in net interest income, partially offset by a decrease in noninterest income of \$0.8 million and an increase of \$1.1 million in noninterest expense.

### *Net Interest Income*

Net interest income is the principal source of the Company's net income and represents the difference between interest income (interest and fees earned on assets, primarily loans and investment securities) and interest expense (interest paid on deposits and borrowed funds). We generate interest income from interest-earning assets that we own, including loans and investment securities. We incur interest expense from interest-bearing liabilities, including interest-bearing deposits and other borrowings, notably FHLB advances and subordinated notes. To evaluate net interest income, we measure and monitor (i) yields on our loans and other interest-earning assets, (ii) the costs of our deposits and other funding sources, (iii) our net interest spread and (iv) our net interest margin. Net interest spread is the difference between rates earned on interest-earning assets and rates paid on interest-bearing liabilities. Net interest margin is calculated as the annualized net interest income on a fully tax-equivalent basis divided by average interest-earning assets.

Changes in the market interest rates and interest rates we earn on interest-earning assets or pay on interest-bearing liabilities, as well as the volume and types of interest-earning assets, interest-bearing and noninterest-bearing liabilities, are usually the largest drivers of periodic changes in net interest spread, net interest margin and net interest income.

The following table presents, for the periods indicated, information about: (i) weighted average balances, the total dollar amount of interest income from interest-earning assets and the resultant average yields; (ii) average balances, the total dollar amount of interest expense on interest-bearing liabilities and the resultant average rates; (iii) net interest income; (iv) the interest rate spread; and (v) the net interest margin. For purposes of this table, interest income, net interest margin and net interest spread are shown on a fully tax-equivalent basis.

	Three Months Ended March 31,					
	2025			2024		
	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate
	(Dollars in thousands)					
<b>Assets:</b>						
Interest-earning assets:						
Loans (1)	\$ 3,074,568	\$ 50,577	6.67%	\$ 3,014,537	\$ 48,940	6.53%
Investment securities – taxable	510,354	4,692	3.73%	554,081	5,511	4.00%
Investment securities – non-taxable	153,229	1,014	2.68%	156,254	1,024	2.64%
Other interest-earning assets (2)	386,979	3,859	4.04%	298,969	3,475	4.67%
Total interest-earning assets	4,125,130	60,142	5.91%	4,023,841	58,950	5.89%
Noninterest-earning assets	171,683			184,293		
Total assets	\$ 4,296,813			\$ 4,208,134		
<b>Liabilities and Stockholders' Equity:</b>						
Interest-bearing liabilities:						
NOW, savings and money market deposits	\$ 2,302,344	\$ 15,511	2.73%	\$ 2,285,981	\$ 17,997	3.17%
Time deposits	441,895	4,316	3.96%	374,852	3,666	3.93%
Short-term borrowings	3	—	—%	3	—	—%
Notes payable & other longer-term borrowings	—	—	—%	—	—	—%
Subordinated debt	63,984	835	5.29%	63,798	835	5.26%
Junior subordinated deferrable interest debentures	46,393	733	6.41%	46,393	861	7.46%
Total interest-bearing liabilities	\$ 2,854,619	\$ 21,395	3.04%	\$ 2,771,027	\$ 23,359	3.39%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	\$ 934,775			\$ 958,334		
Other liabilities	66,073			70,860		
Total noninterest-bearing liabilities	1,000,848			1,029,194		
Stockholders' equity	441,346			407,913		
Total liabilities and stockholders' equity	\$ 4,296,813			\$ 4,208,134		
Net interest income		\$ 38,747			\$ 35,591	
Net interest spread			2.87%			2.50%
Net interest margin (3)			3.81%			3.56%

(1) Average loan balances include nonaccrual loans and loans held for sale.

(2) Includes income and average balances for interest-earning deposits at other banks, nonmarketable securities, federal funds sold, and other miscellaneous interest-earning assets.

(3) Net interest margin is calculated as the annualized net interest income, on a fully tax-equivalent basis, divided by average interest-earning assets.

Increases and decreases in interest income and interest expense result from changes in average balances (volume) of interest-earning assets and interest-bearing liabilities, as well as changes in average interest rates. The following table sets forth the effects of changing rates and volumes on our net interest income during the period shown. Information is provided with respect to (i) effects on interest income attributable to changes in volume (change in volume multiplied by prior rate) and (ii) effects on interest income attributable to changes in rate (changes in rate multiplied by prior volume). Change applicable to both volume and rate have been allocated to volume.

	Three Months Ended March 31,		
	2025 over 2024		
	Volume	Rate	Total Variance
	(Dollars in thousands)		
<b>Interest-earning assets:</b>			
Loans	\$ 975	\$ 662	\$ 1,637
Investment securities – taxable	(435)	(384)	(819)
Investment securities – non-taxable	(20)	10	(10)
Other interest-earning assets	1,023	(639)	384
Total interest-earning assets	1,543	(351)	1,192
<b>Interest-bearing liabilities:</b>			
NOW, Savings, MMDAs	129	(2,615)	(2,486)
Time deposits	656	(6)	650
Short-term borrowings	—	—	—
Notes payable & other borrowings	—	—	—
Subordinated debt	2	(2)	—
Junior subordinated deferrable interest debentures	—	(128)	(128)
Total interest-bearing liabilities	787	(2,751)	(1,964)
Net change	\$ 756	\$ 2,400	\$ 3,156

Net interest income for the three months ended March 31, 2025 was \$38.5 million, compared to \$35.4 million for the three months ended March 31, 2024, an increase of \$3.2 million, or 8.9%. The increase in net interest income was comprised of an increase of \$1.2 million, or 2.0%, in interest income and a decrease of \$2.0 million, or 8.4%, in interest expense. The growth in interest income was attributable to an increase of \$1.6 million in loan interest income, partially offset by a decrease of \$829 thousand in interest income from securities. The increase in loan interest income was mainly due to growth of \$60.0 million in average loans outstanding and a 14 basis point increase in the yield on loans. The decrease in interest income on securities was primarily due to a decrease of \$46.8 million in average securities outstanding and a 23 basis point decline in the yield on securities.

The \$2.0 million decrease in interest expense for the three months ended March 31, 2025 was primarily related to a 35 basis point decrease in the rate paid on interest-bearing liabilities over the same period in 2024. This decrease in rate was primarily a result of lower short-term interest rates paid on deposits, which decreased by 34 basis points compared to the prior year period.

For the three months ended March 31, 2025, net interest margin and net interest spread were 3.81% and 2.87%, respectively, compared to 3.56% and 2.50%, respectively, for the same period in 2024, which reflects the changes in interest income and interest expense discussed above.

**Provision for Credit Losses**

Credit risk is inherent in the business of making loans. We establish an allowance for credit losses (“ACL”) through charges to earnings, which are shown in the consolidated statements of comprehensive income (loss) as the provision for credit losses. Credit losses on loans are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. The provision for credit losses is determined by conducting a quarterly evaluation of the adequacy of our ACL and charging the shortfall or excess, if any, to the current quarter’s expense. This has the effect of creating variability in the amount and frequency of charges to our earnings. The provision for credit losses and the amount of allowance for each period are dependent upon many factors, including loan growth, net charge offs, changes in the composition of the loan portfolio, delinquencies, management’s assessment of the quality of the loan portfolio, the valuation of problem loans and the general economic conditions in our market areas.

The provision for credit losses for the three months ended March 31, 2025 was \$420 thousand, compared to \$830 thousand for the three months ended March 31, 2024. During the first quarter of 2025, the provision for credit losses for loans was \$250 thousand and the provision for credit losses on off-balance sheet credit exposures was \$170 thousand. The provision for credit losses on loans was predominantly the result of \$519 thousand in net charge-offs during the first quarter of 2025 and loan growth during the quarter, partially offset by improved credit quality. The ACL as a percentage of loans held for investment was 1.40% at March 31, 2025 and 1.42% at December 31, 2024.

The provision for credit losses is a significant factor in the Company’s operating results. For further discussion regarding the provision for credit losses and management’s assessment of the adequacy of the ACL for loans, see “Allowance for Credit Losses for Loans” and “Asset Quality” under “Financial Condition” in this Item 2, below.

**Noninterest Income**

While interest income remains the largest single component of total revenues, noninterest income is an important contributing component. The largest portion of our noninterest income is associated with our mortgage banking activities. Other sources of noninterest income include service charges on deposit accounts, bank card services and interchange fees.

The following table sets forth the major components of our noninterest income for the periods indicated:

	<b>Three Months Ended March 31,</b>		
	<b>2025</b>	<b>2024</b>	<b>Increase (Decrease)</b>
	<b>(Dollars in thousands)</b>		
<b>Noninterest income:</b>			
Service charges on deposit accounts	\$ 2,141	\$ 1,813	\$ 328
Bank card services and interchange fees	3,379	3,061	318
Mortgage banking activities	2,113	3,945	(1,832)
Investment commissions	434	434	—
Fiduciary income	738	754	(16)
Other income and fees <sup>(1)</sup>	1,820	1,402	418
<b>Total noninterest income</b>	<b>\$ 10,625</b>	<b>\$ 11,409</b>	<b>\$ (784)</b>

(1) Other income and fees includes income and fees associated with the increase in the cash surrender value of life insurance, safe deposit box rental, check printing, collections, legal settlements, wire transfer, Small Business Investment Company (“SBIC”) investments, income from sweep accounts, and other miscellaneous services.

Noninterest income for the three months ended March 31, 2025 was \$10.6 million, compared to \$11.4 million for the three months ended March 31, 2024, a decrease of \$0.8 million, or 6.9%. Significant changes in the components of noninterest income are detailed below.

**Service charges on deposit accounts** - Income from service charges on deposit accounts increased \$328 thousand, or 18.1%, for the three months ended March 31, 2025 as compared to the same period in 2024. The increase was primarily the result of treasury management initiatives taken to drive growth throughout 2024.

**Bank card services and interchange fees** - Income from bank card services and interchange fees increased \$318 thousand, or 10.4%, for the three months ended March 31, 2025 as compared to the same period in 2024. The increase was primarily the result of \$315 thousand of incentives and rebates, typically recorded in second quarter each year, but earned earlier in 2025.

**Mortgage banking activities** - Income from mortgage banking activities decreased \$1.8 million, or 46.4%, to \$2.1 million for the three months ended March 31, 2025 from \$3.9 million for the three months ended March 31, 2024. This decrease was primarily due to a \$1.6 million negative fair value adjustment to our mortgage servicing rights portfolio in the first quarter of 2025 compared to a positive fair value adjustment of \$55 thousand in the first quarter of 2024. The fair value of the mortgage servicing rights portfolio is affected by movements in market interest rates, which declined during the first quarter of 2025 as compared to increasing during the first quarter of 2024.

**Other income and fees** - Other income and fees increased \$418 thousand, or 29.8%, for the three months ended March 31, 2025 as compared to the same period in 2024. The increase was primarily the result of an increase of \$246 thousand in income from sweep accounts.

**Noninterest Expense**

The following table sets forth the major components of our noninterest expense for the periods indicated:

	Three Months Ended March 31,		
	2025	2024	Increase (Decrease)
(Dollars in thousands)			
<b>Noninterest expense:</b>			
Salaries and employee benefits	\$ 19,441	\$ 18,988	\$ 453
Occupancy expense, net	4,027	3,920	107
Professional services	1,730	1,483	247
Marketing and development	905	754	151
IT and data services	1,164	990	174
Bankcard expenses	1,454	1,397	57
Appraisal expenses	192	227	(35)
Other expenses <sup>(1)</sup>	4,117	4,171	(54)
<b>Total noninterest expense</b>	<b>\$ 33,030</b>	<b>\$ 31,930</b>	<b>\$ 1,100</b>

(1) Other expenses include items such as banking regulatory assessments, telephone expenses, postage, courier fees, directors' fees, and insurance.

Noninterest expense for the three months ended March 31, 2025 was \$33.0 million compared to \$31.9 million for the three months ended March 31, 2024, an increase of \$1.1 million, or 3.4%. Significant changes in the components of noninterest expense are detailed below.

**Salaries and employee benefits** - Salaries and employee benefits increased \$453 thousand, or 2.4%, from \$19.0 million for the three months ended March 31, 2024 to \$19.4 million for the three months ended March 31, 2025. This increase was primarily driven by annual salary adjustments, which became effective in January of 2025.

**Professional services** - Professional services increased \$247 thousand, or 16.7% from \$1.5 million for the three months ended March 31, 2024 to \$1.7 million for the three months ended March 31, 2025. This increase was primarily driven by consulting services related to the Company's lending platform during first quarter of 2025.

**Financial Condition**

Our total assets increased \$173.0 million, or 4.1%, to \$4.41 billion at March 31, 2025, compared to \$4.23 billion at December 31, 2024. Our loans held for investment increased \$20.8 million, or 0.7%, to \$3.08 billion at March 31, 2025, compared to \$3.06 billion at December 31, 2024. Our securities portfolio decreased \$5.7 million, or 1.0%, to \$571.5 million at March 31, 2025, compared to \$577.2 million at December 31, 2024. Total deposits increased \$171.6 million, or 4.7%, to \$3.79 billion at March 31, 2025, compared to \$3.62 billion at December 31, 2024.

**Loan Portfolio**

Our loans represent the largest portion of earning assets, greater than our securities portfolio or any other asset category, and the quality and diversification of the loan portfolio is an important consideration when reviewing the Company's financial condition. We originate substantially all of the loans in our portfolio, except certain loan participations that are independently underwritten by the Company prior to purchase.

Loans held for investment increased \$20.8 million, or 0.7%, to \$3.08 billion at March 31, 2025, compared to \$3.06 billion at December 31, 2024. The organic loan growth remained relationship focused and occurred primarily in residential and commercial land development loans, other commercial real estate loans, restaurant and retail loans, energy loans, and consumer auto loans, offset by decreases in seasonal agricultural-related loans and hospitality loans.

The following table shows the contractual maturities of our loans held for investment portfolio at March 31, 2025:

	<b>Due in One Year or Less</b>	<b>Due after One Year Through Five Years</b>	<b>Due after Five Years Through Fifteen Years</b>	<b>Due after Fifteen Years</b>	<b>Total</b>
	(Dollars in thousands)				
Commercial real estate	\$ 200,456	\$ 541,206	\$ 316,798	\$ 68,340	\$ 1,126,800
Commercial - specialized	115,698	134,926	70,767	45,405	366,796
Commercial - general	120,464	212,434	160,800	91,007	584,705
Consumer:					
1-4 family residential	33,502	110,497	99,583	326,217	569,799
Auto loans	2,963	178,396	80,270	—	261,629
Other consumer	7,660	39,110	17,320	—	64,090
Construction	81,084	17,750	1,686	1,521	102,041
<b>Total loans</b>	<b>\$ 561,827</b>	<b>\$ 1,234,319</b>	<b>\$ 747,224</b>	<b>\$ 532,490</b>	<b>\$ 3,075,860</b>

The following table shows the distribution between fixed and adjustable interest rate loans for maturities greater than one year as of March 31, 2025:

	<b>Fixed Rate</b>	<b>Adjustable Rate</b>
	(Dollars in thousands)	
Commercial real estate	\$ 362,077	\$ 564,267
Commercial - specialized	87,569	163,529
Commercial - general	187,195	277,046
Consumer:		
1-4 family residential	327,317	208,980
Auto loans	258,666	—
Other consumer	56,425	5
Construction	6,372	14,585
<b>Total loans</b>	<b>\$ 1,285,621</b>	<b>\$ 1,228,412</b>

At March 31, 2025, there was \$1.6 billion in adjustable rate loans, with \$895.3 million of these loans that mature or reprice in the next twelve months. Of these loans that mature or reprice in the next twelve months, \$581.1 million will reprice immediately upon changes in the underlying index rate, with the remaining \$314.2 million being subject to rate ceilings, floors above the current index, or a future repricing date. *The Wall Street Journal* prime rate is the predominate index used by the Bank.

The Bank is primarily involved in real estate, commercial, agricultural and consumer lending activities with customers throughout Texas and Eastern New Mexico. We have a collateral concentration, as 73.7% of our loans were secured by real property as of March 31, 2025, compared to 73.7% as of December 31, 2024. We believe that these loans are not concentrated in any one single property type and that they are geographically dispersed throughout the areas we serve. Although the Bank has diversified portfolios, its debtors' ability to honor their contracts is substantially dependent upon the general economic conditions of the markets in which it operates, which consist primarily of agribusiness, wholesale/retail, oil and gas and related businesses, healthcare industries and institutions of higher education. Commercial real estate loans and residential construction loans represent 40.0% of loans held for investment as of March 31, 2025 and represented 40.1% as of December 31, 2024. Further, 97% of the total dollar amount of these loans are secured by collateral located in the state of Texas.



We have established concentration limits in the loan portfolio for commercial real estate loans and unsecured lending, among other loan types. All loan types are within established limits. We use underwriting guidelines to assess the borrowers' historical cash flow to determine debt service, and we further stress test the debt service under higher interest rate scenarios. Financial and performance covenants are used in commercial lending to allow us to react to a borrower's deteriorating financial condition, should that occur.

*Commercial Real Estate.* Our commercial real estate portfolio includes loans for commercial property that is owned by real estate investors, construction loans to build owner-occupied properties, and loans to developers of commercial real estate investment properties and residential developments. Commercial real estate loans are subject to underwriting standards and processes similar to our commercial loans. These loans are underwritten primarily based on projected cash flows for income-producing properties and collateral values for non-income-producing properties. The repayment of these loans is generally dependent on the successful operation of the property securing the loans or the sale or refinancing of the property. Real estate loans may be adversely affected by conditions in the real estate markets or in the general economy. The properties securing our real estate portfolio are diversified by type and geographic location. This diversity helps reduce the exposure to adverse economic events that affect any single market or industry.

Commercial real estate loans increased \$7.7 million, or 0.7%, to \$1.13 billion as of March 31, 2025 from \$1.12 billion as of December 31, 2024. The increase was primarily driven by increases in residential and commercial land development loans and other commercial loans, partially offset by decreases in hospitality loans and multi-family loans.

*Commercial – General and Specialized.* Commercial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably. Underwriting standards have been designed to determine whether the borrower possesses sound business ethics and practices, to evaluate current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed, and to ensure appropriate collateral is obtained to secure the loan. Commercial loans are primarily made based on the identified cash flows of the borrower and, secondarily, on the underlying collateral provided by the borrower. Most commercial loans are secured by the assets being financed or other business assets, such as real estate, accounts receivable, or inventory, and typically include personal guarantees. Owner-occupied real estate is included in commercial loans, as the repayment of these loans is generally dependent on the operations of the commercial borrower's business rather than on income-producing properties or the sale of the properties. Commercial loans are grouped into two distinct sub-categories: specialized and general. Commercial related loans that are considered "specialized" include agricultural production and real estate loans, energy loans, and finance, investment, and insurance loans. Commercial related loans that contain a broader diversity of borrowers, sub-industries, or serviced industries are grouped into the "general category." These include goods, services, restaurant & retail, construction, and other industries. Performance of these loans is subject to operating and cash flow results of the borrower, with risk in the volatility of operating results for particular industries.

Commercial general loans increased \$27.3 million, or 4.9%, to \$584.7 million as of March 31, 2025 from \$557.4 million as of December 31, 2024. The increase was primarily due to increases in loans to companies in the restaurant and retail industry, loans for goods and services, and construction and other commercial loans.

Commercial specialized loans decreased \$22.2 million, or 5.7%, to \$366.8 million as of March 31, 2025 from \$389.0 million as of December 31, 2024. This decrease was primarily due to net repayments of \$23.8 million in seasonal agricultural-related loans.

*Consumer.* We utilize a computer-based credit scoring analysis to supplement our policies and procedures in underwriting consumer loans. Our loan policy addresses types of consumer loans that may be originated and the collateral, if secured, which must be perfected. The relatively smaller individual dollar amounts of consumer loans that are spread over numerous individual borrowers also minimize our risk. Residential real estate loans are included in consumer loans. We generally require mortgage title insurance and hazard insurance on these residential real estate loans. All consumer loans are generally dependent on the risk characteristics of the borrower's ability to repay the loan, a consideration of the debt to income ratio, employment and income stability, the loan-to-value ratio, and the age, condition and marketability of the collateral.

Consumer and other loans increased \$9.7 million, or 1.1%, to \$895.5 million as of March 31, 2025 from \$885.8 million as of December 31, 2024. The increase in these loans was primarily a result of a \$7.2 million increase in auto loans. As of March 31, 2025, our consumer loan portfolio was comprised of \$569.8 million in 1-4 family residential loans, \$261.6 million in auto loans, and \$64.1 million in other consumer loans.

*Construction.* Loans for residential construction are for single-family properties to developers, builders, or end-users. These loans are underwritten based on estimates of costs and completed value of the project. Funds are advanced based on estimated percentage of completion for the project. Performance of these loans is affected by economic conditions as well as the ability to control costs of the projects.

Construction loans decreased \$1.8 million, or 1.7%, to \$102.0 million as of March 31, 2025 from \$103.9 million as of December 31, 2024.

The commercial real estate and construction categories comprise the Company's nonowner-occupied real estate loans. Total nonowner-occupied real estate loans were \$1.23 billion at March 31, 2025 and \$1.22 billion at December 31, 2024. Nonowner-occupied commercial real estate loans are made up of income-producing commercial real estate property loans and construction, acquisition, and development property loans. As of March 31, 2025, total income-producing commercial real estate property loans totaled \$878.0 million and was comprised of \$309.6 million of multi-family property loans, \$183.8 million of retail property loans, \$141.2 million of office property loans, \$39.2 million in hospitality loans, and \$204.2 million in other property loans. Other property loans include types such as industrial, warehouse, mini-storage, and convenience stores. As of March 31, 2025, total construction, acquisition, and development property loans totaled \$350.9 million and was comprised of \$102.0 million in residential construction property loans and \$248.8 million of commercial construction and other land development loans. The weighted average loan-to-value of income-producing nonowner-occupied commercial real estate loans was approximately 55% at March 31, 2025. The weighted average loan-to-value of nonowner-occupied office commercial real estate loans was approximately 58% at March 31, 2025.

Owner occupied commercial real estate loans totaled \$380.4 million at March 31, 2025 and \$366.8 million at December 31, 2024.

We are a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit to our customers is represented by the contractual or notional amount of those instruments. Commitments to extend credit and standby letters of credit are not recorded as an asset or liability by the Company until the instrument is exercised. The contractual or notional amounts of those instruments reflect the extent of involvement we have in particular classes of financial instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company uses the same credit policies in making commitments and conditional obligations as they do for on-balance sheet instruments. The amount and nature of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the potential borrower.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private short-term borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company holds collateral supporting those commitments for which collateral is deemed necessary.

The following table summarizes commitments we have made as of the dates presented.

	<u>March 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
	<u>(Dollars in thousands)</u>	
Commitments to grant loans and unfunded commitments under lines of credit	\$ 582,641	\$ 537,688
Standby letters of credit	17,302	18,696
Total	<u>\$ 599,943</u>	<u>\$ 556,384</u>

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

The ACL for loans is established for future expected credit losses through a provision for credit losses charged to earnings. Management evaluates the appropriate level of the ACL on a quarterly basis. The analysis takes into consideration the results of an ongoing loan review process, the purpose of which is to determine the level of credit risk within the portfolio and to ensure proper adherence to underwriting and documentation standards. Additional allowances are provided to those loans which appear to represent a greater than normal exposure to risk. The quality of the loan portfolio and the adequacy of the ACL is assessed by regulatory examinations and the Company's internal and external loan reviews. The ACL consists of two elements: (1) specific valuation allowances established for expected losses on specifically analyzed loans and (2) collective valuation allowances calculated using comparable and quantifiable information from both internal and external sources about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. Expected credit losses are estimated over the contractual term of the loans and adjusted for expected prepayments.

To determine the adequacy of the ACL on loans, the Company applied a dual credit risk rating (“DCRR”) methodology that estimates each loan’s probability of default and loss given default to calculate the expected credit loss to non-analyzed loans. The DCRR process quantifies the expected credit loss at the loan level for the entire loan portfolio. Loan grades are assigned by a customized scorecard that risk rates each loan based on multiple probability of default and loss given default elements to measure the risk of the loan portfolio. The ACL estimate incorporates the Company’s DCRR loan level risk rating methodology and the expected default rate frequency term structure to derive loan level life of loan estimates of credit losses for every loan in the portfolio. The estimated credit loss for each loan is adjusted based on one-year through the cycle estimate of expected credit loss to a life of loan measurement that reflects current conditions and forecasts. The life of loan expected loss is determined using the contractual weighted average life of the loan adjusted for prepayments. Prepayment speeds are determined by grouping the loans into pools based on segments and risk rating. After the life of loan expected losses are determined, they are adjusted to reflect the Company’s reasonable and supportable economic forecast over a selected range of a one to two years. The Company has developed regression models to project net charge-off rates based on macroeconomic variables (“MEVs”), typically a one-year period is used. MEV’s considered in the analysis consist of data gathered from the St. Louis Federal Reserve Research Database (“FRED”), such as, federal funds rate, 10-year treasury rates, 30-year mortgage rates, crude oil prices, consumer price index, housing price index, unemployment rates, housing starts, gross domestic product, and disposable personal income. These regression models are applied to the Company’s economic forecast to determine the corresponding net charge-off rates. The projected net charge-off rates for the given economic scenario are used to adjust the through the cycle expected losses. Qualitative adjustments are also made to ACL results for additional risk factors that are relevant in assessing the expected credit losses within our loan segments. These qualitative factor (“Q-Factor”) adjustments may increase or decrease management’s estimate of the ACL by a calculated percentage based upon the estimated level of perceived risk within a particular segment. Q-Factor risk decisions consider concentrations of the loan portfolio, expected changes to the economic forecasts, large relationships, and other factors related to credit administration, such as borrower’s risk rating and the potential effect of delayed credit score migrations. Management quantifiably identifies segment percentage Q-Factor adjustments using a scorecard risk rating system scaled to historical loss experience within a segment and management’s perceived risk for that particular segment. In addition to the loan level evaluations, nonaccrual loans with a balance of \$250 thousand or more are individually analyzed based on facts and circumstances of the loan to determine if a specific allowance amount may be necessary. Specific allowances may also be established for loans whose outstanding balances are below the above threshold when it is determined that the risk associated with the loan differs significantly from the risk factor amounts established for its loan category.

The ACL for loans was \$43.0 million at March 31, 2025, compared to \$43.2 million at December 31, 2024, a decrease of \$269 thousand, or 0.6%. The decrease is the result of \$519 thousand in net charge-offs during the first quarter of 2025, partially offset by a \$250 thousand provision for credit losses on loans recorded in March 2025. The Company continues to closely monitor credit quality in light of the ongoing economic uncertainty caused by, among other factors, the uncertain impacts of tariffs, sanctions and other trade policies of the United States and its global trading counterparts, the prolonged elevated interest rate environment and the lingering inflationary pressures, and the risk of the resurgence of elevated levels of inflation, in the United States and our market areas. Accordingly, additional provisions for credit losses may be necessary in future periods.

The following table provides an analysis of the ACL for loans and other data during the periods indicated.

	<b>Three Months Ended March 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>(Dollars in thousands)</b>	
<b>Average loans outstanding during the period</b>		
Commercial real estate	\$ 1,128,386	\$ 1,089,341
Commercial – specialized	379,824	360,360
Commercial – general	561,992	519,889
Consumer:		
1-4 family residential	565,967	538,260
Auto loans	258,942	298,551
Other consumer	64,319	73,071
Construction	102,321	121,925
Loans held for sale	12,817	13,140
<b>Total average loans outstanding during the period</b>	<b>\$ 3,074,568</b>	<b>\$ 3,014,537</b>
<b>Net charge-offs (recoveries) during the period</b>		
Commercial real estate	\$ —	\$ 86
Commercial – specialized	(34)	(33)
Commercial – general	54	342
Consumer:		
1-4 family residential	(7)	170
Auto loans	256	159
Other consumer	255	223
Construction	(5)	—
<b>Total net charge-offs (recoveries) during the period</b>	<b>\$ 519</b>	<b>\$ 947</b>
<b>Ratio of net charge-offs (recoveries) to average loans during the period</b>		
Commercial real estate	—%	0.01%
Commercial – specialized	(0.01)%	(0.01)%
Commercial – general	0.01%	0.07%
Consumer:		
1-4 family residential	—%	0.03%
Auto loans	0.10%	0.05%
Other consumer	0.40%	0.31%
Construction	—%	—%
<b>Total ratio of net charge-offs (recoveries) to average loans during the period</b>	<b>0.02%</b>	<b>0.03%</b>

The following table provides other loan data as of the dates indicated.

	<b>March 31, 2025</b>	<b>December 31, 2024</b>
	<b>(Dollars in thousands)</b>	
Total loans held for investment outstanding	\$ 3,075,860	\$ 3,055,054
Nonaccrual loans	\$ 1,853	\$ 22,102
Allowance for credit losses	\$ 42,968	\$ 43,237
Ratio of allowance to total loans held for investment	1.40%	1.42%
Ratio of allowance to nonaccrual loans	2,318.83%	195.62%
Ratio of nonaccrual loans to total loans held for investment	0.06%	0.72%

Net charge-offs totaled \$519 thousand and were 0.07% (annualized) of average loans outstanding for the three months ended March 31, 2025, compared to \$947 thousand and 0.13% (annualized) for the three months ended March 31, 2024. The decrease in net charge-offs in the first quarter of 2025 was primarily the result of a decrease of \$288 thousand in general commercial net charge-offs in the first quarter of 2025 compared to the same period in 2024. The ACL for loans as a percentage of loans held for investment was 1.40% at March 31, 2025 and 1.42% at December 31, 2024.

While the entire ACL for loans is available to absorb losses from any part of our loan portfolio, the following table sets forth the allocation of the ACL for loans for the periods presented and the percentage of allowance in each classification to total allowance:

	<b>March 31, 2025</b>		<b>December 31, 2024</b>	
	<b>Amount</b>	<b>% of Total</b>	<b>Amount</b>	<b>% of Total</b>
	<b>(Dollars in thousands)</b>			
Commercial real estate	\$ 15,787	36.7%	\$ 15,973	36.9%
Commercial – specialized	4,523	10.5%	4,640	10.7%
Commercial – general	6,403	14.9%	6,874	15.9%
Consumer:				
1-4 family residential	10,079	23.5%	9,677	22.4%
Auto loans	3,096	7.2%	3,015	7.0%
Other consumer	1,107	2.6%	1,115	2.6%
Construction	1,973	4.6%	1,943	4.5%
Total allowance for credit losses	<u>\$ 42,968</u>	<u>100.0%</u>	<u>\$ 43,237</u>	<u>100.0%</u>

**Asset Quality**

Loans are considered delinquent when principal or interest payments are past due 30 days or more. Delinquent loans may remain on accrual status between 30 days and 90 days past due. Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. Typically, the accrual of interest on loans is discontinued when principal or interest payments are past due 90 days or when, in the opinion of management, there is a reasonable doubt as to collectability in the normal course of business. When loans are placed on nonaccrual status, all interest previously accrued but not collected is reversed against current period interest income. Income on nonaccrual loans is subsequently recognized only to the extent that cash is received and the loan's principal balance is deemed collectible. Loans are restored to accrual status when loans become well-secured and management believes full collectability of principal and interest is probable.

Loans that exhibit characteristics different from their pool characteristics are evaluated on an individual basis. Loans evaluated individually are not included in the collective ACL evaluation. Income from loans on nonaccrual status is recognized to the extent cash is received and when the loan's principal balance is deemed collectible. Depending on a particular loan's circumstances, we analyze loans for specific allowance based upon either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the fair value of the collateral less estimated costs to sell if the loan is collateral dependent. A loan is considered collateral dependent when repayment of the loan is based solely on the liquidation of the collateral. Fair value, where possible, is determined by independent appraisals, typically on an annual basis. Between appraisal periods, the fair value may be adjusted based on specific events, such as if deterioration of quality of the collateral comes to our attention as part of our problem loan monitoring process, or if discussions with the borrower lead us to believe the last appraised value no longer reflects the actual market for the collateral. The specific allowance amount on a collateral-dependent loan is charged-off to the allowance if deemed not collectible and the impairment amount on a loan that is not collateral-dependent is set up as a specific reserve.

Real estate we acquire as a result of foreclosure or by deed-in-lieu of foreclosure is classified as other real estate owned (“OREO”) until sold and is initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. OREO and repossessed assets are reported as foreclosed assets.

Nonperforming loans include nonaccrual loans and loans past due 90 days or more. Nonperforming assets consist of nonperforming loans plus foreclosed assets.

At March 31, 2025, our total nonaccrual loans were \$1.9 million, or 0.06% of total loans held for investment, as compared to \$22.1 million, or 0.72% of total loans held for investment, at December 31, 2024. These loans within this amount that exceeded \$250 thousand were specifically analyzed and specific valuation allowances were established as necessary and included in the ACL for loans as of March 31, 2025 to cover any probable loss.

Nonperforming loans were \$6.5 million at March 31, 2025 and \$24.0 million at December 31, 2024. This decrease of \$17.5 million is predominantly due to a \$19.0 million credit that was placed back on accrual status at the end of the first quarter of 2025, based on sustained payment performance and improved credit structure. This credit was repaid in full subsequent to March 31, 2025.

Occasionally, the Company modifies loans to borrowers in financial distress by providing principal forgiveness, term extensions, an other than insignificant payment delay, or interest rate reduction. When principal forgiveness is provided, the amount of forgiveness is charged-off against the ACL for loans. Typically, one type of concession, such as term extension, is granted initially. If the borrower continues to experience financial difficulty, another concession, such as principal forgiveness, may be granted. In some cases, the Company provides multiple types of concessions on one loan. The Company closely monitors the performance of loans that are modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. Upon the Company’s determination that a modified loan has subsequently been deemed to not be fully collectible, the uncollectible amount is written off. Therefore, the amortized cost basis of the loan is reduced by the uncollectible amount and the ACL for loans is adjusted by the same amount.

If a borrower on a restructured accruing loan has demonstrated performance under the previous terms, is not experiencing financial difficulty and shows the capacity to continue to perform under the restructured terms, the loan will remain on accrual status. Otherwise, the loan will be placed on nonaccrual status until the borrower demonstrates a sustained period of performance, which generally requires six consecutive months of payments.

### ***Securities Portfolio***

The securities portfolio is the second largest component of the Company’s interest-earning assets, and the structure and composition of this portfolio is important to an analysis of the financial condition of the Company. The securities portfolio serves the following purposes: (i) it provides a source of pledged assets for securing certain deposits and borrowed funds, as may be required by law or by specific agreement with a depositor or lender; (ii) it provides liquidity to even out cash flows from the loan and deposit activities of customers; (iii) it can be used as an interest rate risk management tool, since it provides a large base of assets, the maturity and interest rate characteristics of which can be changed more readily than the loan portfolio to better match changes in the deposit base and other funding sources of the Company; and (iv) it is an alternative interest-earning asset when loan demand is weak or when deposits grow more rapidly than loans.

The securities portfolio consists of securities classified as either held-to-maturity or available-for-sale. Securities consist primarily of state and municipal securities, mortgage-backed securities and U.S. government sponsored agency securities. We determine the appropriate classification at the time of purchase. All held-to-maturity securities are reported at amortized cost, adjusted for premiums and discounts that are recognized in interest income using the interest method over the period to maturity. All available-for-sale securities are reported at fair value.

Total securities at March 31, 2025 were \$571.5 million, representing a decrease of \$5.7 million, or 1.0%, compared to \$577.2 million at December 31, 2024. The decrease was primarily due to \$10.6 million in maturities, prepayments and calls, partially offset by a \$5.6 million increase in the unrealized gain/loss at March 31, 2025 as compared to December 31, 2024.

Certain securities have fair values less than amortized cost and, therefore, contain unrealized losses. At March 31, 2025, the fair value of the Company’s available for sale securities was \$86.1 million lower than the amortized cost. At March 31, 2025, the Company evaluated whether the decline in fair value has resulted from credit losses or other factors. Within this evaluation, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by rating agency, and adverse conditions specifically related to the security, among other factors. Based on management’s evaluation no unrealized losses on securities were determined to be due to credit loss. Additionally, we anticipate full recovery of amortized cost with respect to these securities by maturity, or sooner in the event of a more favorable market interest rate environment. We do not intend to sell these securities and it is not probable that we will be required to sell them before recovery of the amortized cost basis, which may be at maturity, thus no ACL or losses have been recognized or realized in the consolidated financial statements for securities in the portfolio.

The following table sets forth certain information regarding contractual maturities and the weighted average yields of our investment securities as of the date presented. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay an obligation with or without call or prepayment penalties.

	As of March 31, 2025							
	Due in One Year or Less		Due after One Year Through Five Years		Due after Five Years Through Ten Years		Due after Ten Years	
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
	(Dollars in thousands)							
<b>Available-for-sale</b>								
State and municipal	\$ 2,311	1.79%	\$ 4,997	2.44%	\$ 9,176	2.50%	\$ 181,687	2.30%
Residential mortgage-backed securities	28	1.94%	1,707	2.02%	653	2.96%	311,763	2.19%
Commercial mortgage-backed securities	—	—%	—	—%	46,265	2.22%	—	0.00%
Collateralized mortgage obligations	—	—%	—	—%	66,569	5.00%	4,861	5.19%
Asset-backed and other amortizing securities	—	—%	—	—%	2,626	3.16%	13,018	2.75%
Other securities	—	—%	—	—%	12,000	4.47%	—	0.00%
<b>Total available-for-sale</b>	<b>\$ 2,339</b>	<b>1.79%</b>	<b>\$ 6,704</b>	<b>2.33%</b>	<b>\$ 137,289</b>	<b>3.81%</b>	<b>\$ 511,329</b>	<b>2.27%</b>

	As of December 31, 2024							
	Due in One Year or Less		Due after One Year Through Five Years		Due after Five Years Through Ten Years		Due after Ten Years	
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
	(Dollars in thousands)							
<b>Available-for-sale</b>								
State and municipal	\$ 2,919	1.75%	\$ 4,508	2.30%	\$ 3,388	2.18%	\$ 188,773	2.29%
Residential mortgage-backed securities	—	—%	1,976	2.04%	693	2.82%	318,352	2.19%
Commercial mortgage-backed securities	—	—%	—	—%	46,601	2.22%	—	—%
Collateralized mortgage obligations	—	—%	—	—%	68,780	5.26%	4,917	5.23%
Asset-backed and other amortizing securities	—	—%	—	—%	2,864	3.16%	13,243	2.75%
Other securities	—	—%	—	—%	12,000	4.47%	—	—%
<b>Total available-for-sale</b>	<b>\$ 2,919</b>	<b>1.75%</b>	<b>\$ 6,484</b>	<b>2.22%</b>	<b>\$ 134,326</b>	<b>4.00%</b>	<b>\$ 525,285</b>	<b>2.27%</b>

**Deposits**

Deposits represent the Company's primary and most vital source of funds. We offer a variety of deposit products including demand deposits accounts, interest-bearing products, savings accounts and certificate of deposits. We put continued effort into gathering noninterest-bearing demand deposit accounts through loan production, customer referrals, marketing staffs, mobile and online banking and various involvements with community networks.

Total deposits at March 31, 2025 were \$3.79 billion, representing an increase of \$171.6 million, or 4.7%, compared to \$3.62 billion at December 31, 2024. The increase in deposits was mainly due to a seasonal increase of \$70.2 million in public fund deposits and organic growth in retail and commercial deposits. As of March 31, 2025, 25.5% of total deposits were comprised of noninterest-bearing demand accounts, 62.9% of interest-bearing non-maturity accounts and 11.6% of time deposits.

The following table shows the deposit mix as of the dates presented:

	March 31, 2025		December 31, 2024	
	Amount	% of Total	Amount	% of Total
	(Dollars in thousands)			
Noninterest-bearing deposits	\$ 966,464	25.5%	\$ 935,510	25.8%
NOW and other transaction accounts	1,302,642	34.3%	498,718	13.8%
Money market and other savings	1,082,596	28.6%	1,741,988	48.1%
Time deposits	440,817	11.6%	444,660	12.3%
Total deposits	\$ 3,792,519	100.0%	\$ 3,620,876	100.0%

The following table summarizes our average deposit balances and weighted average rates paid on deposits, on an annualized basis, for the periods indicated.

	Three Months Ended March 31, 2025		Three Months Ended March 31, 2024	
	Average Balance	Weighted Average Rate	Average Balance	Weighted Average Rate
	(Dollars in thousands)			
Noninterest-bearing deposits	\$ 934,775	—%	\$ 958,334	—%
Interest-bearing deposits:				
NOW and interest-bearing demand accounts	922,631	2.97%	498,800	3.71%
Savings accounts	134,284	0.81%	136,359	0.92%
Money market accounts	1,245,429	2.76%	1,650,822	3.19%
Time deposits	441,895	3.96%	374,852	3.93%
Total interest-bearing deposits	2,744,239	2.93%	2,660,833	3.27%
Total deposits	\$ 3,679,014	2.19%	\$ 3,619,167	2.41%

In February 2025, the Company ended its deposit sweep program, whereby certain transaction accounts were being restructured into two legally separate accounts: a checking (transaction) account and a money market (non-transaction) account. After ending the program, the balance for these accounts is all reported in NOW and interest-bearing demand accounts. Previously, the balance was allocated between NOW and interest-bearing demand accounts and money market accounts.

Time deposits issued in amounts of more than \$250 thousand represent the type of deposit most likely to affect the Company's future earnings because of interest rate sensitivity. The effective cost of these funds is generally higher than other time deposits because the funds are usually obtained at premium rates of interest.

The scheduled maturities of time deposits of more than \$250 thousand as of March 31, 2025 follows:

(Dollars in thousands)	Three Months	Three to Six Months	Six to 12 Months	After 12 Months	Total
	\$ 38,803	\$ 41,395	\$ 28,308	\$ 6,340	\$ 114,846

The estimated amount of uninsured deposits as of March 31, 2025 was \$1.3 billion. This represented approximately 35% of total deposits and excludes collateralized public fund deposits.

#### **Borrowed Funds**

In addition to deposits, we utilize advances from the FHLB and other borrowings as a supplementary funding source to finance our operations.

**FHLB Advances.** The FHLB allows us to borrow, both short and long-term, on a blanket floating lien status collateralized by first mortgage loans and commercial real estate loans as well as FHLB stock. At March 31, 2025 and December 31, 2024, we had total remaining borrowing capacity from the FHLB of \$1.13 billion and \$1.11 billion, respectively, with no outstanding balance. We had no FHLB borrowings during the three months ended March 31, 2025 or 2024.

The Company may use FHLB letters of credit to pledge to certain public deposits. The outstanding balance of FHLB letters of credit was \$75.0 million at March 31, 2025 and December 31, 2024.

**Federal Reserve Bank of Dallas.** The Bank has a line of credit with the Federal Reserve Bank of Dallas (the "FRB"). The amount of the line is determined on a monthly basis by the FRB. The line is collateralized by a blanket floating lien on all agriculture, commercial and consumer loans. The amount of the line was \$655.9 million and \$654.0 million at March 31, 2025 and December 31, 2024, respectively, with no outstanding balance. We had no long-term FRB borrowings during the three months ended March 31, 2025 or 2024.

**Lines of Credit.** The Bank has uncollateralized lines of credit with multiple banks as a source of funding for liquidity management. The total amount of the lines was \$140.0 million as of March 31, 2025 and December 31, 2024. The lines were not used, other than testing during the three months ended March 31, 2025 or the three months ended March 31, 2024.

**Subordinated Debt.** In December 2018, the Company issued \$14.1 million of subordinated notes that have a maturity date of December 2030 and an average fixed rate of 6.41% for the first seven years. After the fixed rate periods, these notes will float at the *Wall Street Journal* prime rate, with a floor of 4.0% and a ceiling of 7.5%. These notes pay interest quarterly, are unsecured, and may be called by the Company at any time after the remaining maturity is five years or less. Additionally, these notes are intended to qualify for Tier 2 capital treatment, subject to regulatory limitations.

On September 29, 2020, the Company issued \$50.0 million in subordinated notes. Proceeds were reduced by approximately \$926 thousand in debt issuance costs. These notes have a maturity date of September 2030 with a fixed rate of 4.50% for the first five years. After the expiration of the fixed rate period, these notes will reset quarterly at a variable rate equal to the then current three-month Secured Overnight Financing Rate, as published by the Federal Reserve Bank of New York, plus 438 basis points. These notes pay interest semi-annually, are unsecured, and may be called by the Company at any time after the remaining maturity is five years or less. Additionally, these notes are intended to qualify for Tier 2 capital treatment, subject to regulatory limitations.

As of March 31, 2025, the total amount of subordinated debt outstanding was \$64.1 million less approximately \$93 thousand of remaining debt issuance costs for a total balance of \$64.0 million.

**Junior Subordinated Deferrable Interest Debentures and Trust Preferred Securities.** Between March 2004 and June 2007, the Company formed three wholly-owned statutory business trusts solely for the purpose of issuing trust preferred securities, the proceeds of which were invested in junior subordinated deferrable interest debentures. The trusts are not consolidated and the debentures issued by the Company to the trusts are reflected in the Company's consolidated balance sheets. The Company records interest expense on the debentures in its consolidated financial statements. The amount of debentures outstanding was \$46.4 million at March 31, 2025 and December 31, 2024. The Company has the right, as has been exercised in the past, to defer payments of interest on the securities for up to twenty consecutive quarters. During such time, corporate dividends may not be paid. The Company is current in its interest payments on the debentures.

The chart below indicates certain information, as of March 31, 2025, about each of the statutory trusts and the junior subordinated deferrable interest debentures, including the date the junior subordinated deferrable interest debentures were issued, outstanding amounts of trust preferred securities and junior subordinated deferrable interest debentures, the maturity date of the junior subordinated deferrable interest debentures, and the interest rates on the junior subordinated deferrable interest debentures.

Name of Trust	Issue Date	Amount of Trust Preferred Securities	Amount of Debentures	Stated Maturity Date of Trust Preferred Securities and Debentures <sup>(1)</sup>	Interest Rate of Trust Preferred Securities and Debentures <sup>(2)(3)</sup>
(Dollars in thousands)					
South Plains Financial Capital Trust III	2004	\$ 10,000	\$ 10,310	2034	3-mo. CME Term SOFR + 291 bps; 7.20%
South Plains Financial Capital Trust IV	2005	20,000	20,619	2035	3-mo. CME Term SOFR + 165 bps; 5.95%
South Plains Financial Capital Trust V	2007	15,000	15,464	2037	3-mo. CME Term SOFR + 176 bps; 6.06%
Total		<u>\$ 45,000</u>	<u>\$ 46,393</u>		

- (1) May be redeemed at the Company's option.
- (2) Interest payable quarterly with principal due at maturity.
- (3) Rate as of last reset date, prior to March 31, 2025.



## Liquidity and Capital Resources

### Liquidity

Liquidity refers to the measure of our ability to meet the cash flow requirements of depositors and borrowers, while at the same time meeting our operating, capital and strategic cash flow needs, all at a reasonable cost. We continuously monitor our liquidity position to ensure that assets and liabilities are managed in a manner that will meet all short-term and long-term cash requirements. We manage our liquidity position to meet the daily cash flow needs of customers, while maintaining an appropriate balance between assets and liabilities to meet the return on investment objectives of our shareholders.

Our liquidity position is supported by management of liquid assets and access to alternative sources of funds. Our liquid assets include cash, interest-bearing deposits in correspondent banks, federal funds sold, and fair value of unpledged investment securities. Other available sources of liquidity include wholesale deposits, and additional borrowings from correspondent banks, FHLB advances, and the Federal Reserve discount window. At March 31, 2025, the Bank had the capacity to borrow funds from the FHLB and the Federal Reserve discount window of up to approximately \$1.13 billion and \$655.9 million, respectively.

Our short-term and long-term liquidity requirements are primarily met through cash flow from operations, redeployment of prepaying and maturing balances in our loan and investment portfolios, and increases in customer deposits. Other alternative sources of funds will supplement these primary sources to the extent necessary to meet additional liquidity requirements on either a short-term or long-term basis.

Management believes that the Company has adequate liquidity to meet its obligations. However, if general economic conditions, potential recession in the United States and our market areas, the impacts related to or resulting from bank failures and any uncertainty in the banking industry, including the associated impact to the Company and other financial institutions of any regulatory changes or other mitigation efforts taken by government agencies in response thereto, increased competition for deposits and related changes in deposit customer behavior, changes in market interest rates, the resurgence of elevated levels of inflation or inflationary pressures in the United States and our market areas, or other events, cause these sources of external funding to become restricted or are eliminated, the Company may not be able to raise adequate funds or may incur substantially higher funding costs or operating restrictions in order to raise the necessary funds to support the Company's operations and growth.

### Capital

Total stockholders' equity increased to \$443.7 million as of March 31, 2025, compared to \$438.9 million as of December 31, 2024, an increase of \$4.8 million, or 1.1%. The increase from December 31, 2024 was primarily the result of \$12.3 million in net earnings and an increase in accumulated other comprehensive income of \$2.7 million, related to fair value changes in available for sale securities and related fair value hedges, partially offset by \$2.5 million of dividends paid and \$8.3 million in repurchases of common stock for the three months ended March 31, 2025.

We are subject to various regulatory capital requirements administered by the federal and state banking regulators. Failure to meet regulatory capital requirements may result in certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for "prompt corrective action" (described below), we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting policies. The capital amounts and classifications are subject to qualitative judgments by the federal banking regulators about components, risk weightings and other factors. Qualitative measures established by regulation to ensure capital adequacy required us to maintain minimum amounts and ratio of common equity tier 1 ("CET1") capital, tier 1 capital and total capital to risk-weighted assets and of tier 1 capital to average consolidated assets, referred to as the "leverage ratio."

The risk-based capital ratios measure the adequacy of a bank's capital against the riskiness of its assets and off-balance sheet activities. Failure to maintain adequate capital is a basis for "prompt corrective action" or other regulatory enforcement action. In assessing a bank's capital adequacy, regulators also consider other factors such as interest rate risk exposure; liquidity, funding and market risks; quality and level of earnings; concentrations of credit, quality of loans and investments; risks of any nontraditional activities; effectiveness of bank policies; and management's overall ability to monitor and control risks.

As of March 31, 2025 and December 31, 2024, both we and the Bank met all the capital adequacy requirements to which we and the Bank were subject. At March 31, 2025, we and the Bank were "well capitalized" under the regulatory framework for prompt corrective action. Management believes that no conditions or events have occurred since March 31, 2025 that would materially adversely change such capital classifications. From time to time, we may need to raise additional capital to support our and the Bank's further growth and to maintain our "well capitalized" status.

The table below summarizes the capital requirements applicable to us and the Bank in order to be considered “well capitalized” from a regulatory perspective, as well as our and the Bank’s capital ratios as of the dates indicated.

	March 31, 2025		December 31, 2024	
	Amount	Ratio	Amount	Ratio
(Dollars in thousands)				
<b>Consolidated:</b>				
Total capital (to risk-weighted assets)	\$ 634,025	17.93%	\$ 631,713	17.86%
Tier 1 capital (to risk-weighted assets)	525,802	14.87%	523,535	14.80%
CET 1 capital (to risk-weighted assets)	480,802	13.59%	478,535	13.53%
Tier 1 capital (to average assets)	525,802	12.04%	523,535	12.04%
<b>City Bank:</b>				
Total capital (to risk-weighted assets)	\$ 521,334	14.74%	\$ 520,788	14.73%
Tier 1 capital (to risk-weighted assets)	477,127	13.49%	476,574	13.48%
CET 1 capital (to risk-weighted assets)	477,127	13.49%	476,574	13.48%
Tier 1 capital (to average assets)	477,127	10.93%	476,574	10.96%

**Community Bank Leverage Ratio**

On September 17, 2019, the federal banking agencies jointly finalized a rule to be effective January 1, 2020 and intended to simplify the regulatory capital requirements described above for qualifying community banking organizations that opt into the Community Bank Leverage Ratio (“CBLR”) framework, as required by Section 201 of the EGRRCPA. The final rule became effective on January 1, 2020, and the CBLR framework became available for banks to use beginning with their March 31, 2020 Call Reports. Under the final rule, if a qualifying community banking organization opts into the CBLR framework and meets all requirements under the framework, it will be considered to have met the well-capitalized ratio requirements under the “prompt corrective action” regulations described above and will not be required to report or calculate risk-based capital. In order to qualify for the CBLR framework, a community banking organization must have a tier 1 leverage ratio of greater than 9%, less than \$10 billion in total consolidated assets, and limited amounts of off-balance-sheet exposures and trading assets and liabilities. Although the Company and the Bank are qualifying community banking organizations, the Company and the Bank have elected not to opt in to the CBLR framework at this time and will continue to follow the Basel III capital requirements as described above.

**Treasury Stock**

The Company repurchased stock in accordance with its previously-announced stock repurchase program during the three months ended March 31, 2025, repurchasing 250,000 shares of common stock for a total of \$8.3 million. These shares were retired immediately upon repurchase by the Company and not included in treasury stock. See Part II, Item 2, “Unregistered Sales of Equity Securities and Use of Proceeds,” of this Form 10-Q for further information.

**Interest Rate Sensitivity and Market Risk**

As a financial institution, our primary component of market risk is interest rate volatility. Our interest rate risk policy provides management with the guidelines for effective funds management, and we have established a measurement system for monitoring our net interest rate sensitivity position. We have historically managed our sensitivity position within our established guidelines.

Interest rate sensitivity involves the relationships between rate-sensitive assets and liabilities and is an indication of the probable effects of interest rate fluctuations on the Company’s net interest income. Interest rate-sensitive assets and liabilities are those with yields or rates that are subject to change within a future time period due to maturity or changes in market rates. The model is used to project future net interest income under a set of possible interest rate movements. The Company’s Investment/Asset Liability Committee (“ALCO Committee”) reviews this information to determine compliance with the limits set by the Bank’s board of directors.

Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on most of our assets and liabilities, and the market value of all interest-earning assets and interest-bearing liabilities, other than those which have a short term to maturity. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income.

We manage our exposure to interest rates by structuring our balance sheet in the ordinary course of business. Based upon the nature of our operations, we are not subject to foreign exchange or commodity price risk. We do not own any trading assets.

Our exposure to interest rate risk is managed by the ALCO Committee, in accordance with policies approved by the Bank’s board of directors. The ALCO Committee formulates strategies based on appropriate levels of interest rate risk. In determining the appropriate level of interest rate risk, the ALCO Committee considers the impact on earnings and capital on the current outlook on interest rates, potential changes in interest rates, regional economies, liquidity, business strategies and other factors. The ALCO Committee meets regularly to review, among other things, the sensitivity of assets and liabilities to interest rate changes, the book and market values of assets and liabilities, commitments to originate loans and the maturities of investments and borrowings. Additionally, the ALCO Committee reviews liquidity, cash flow flexibility, maturities of deposits and consumer and commercial deposit activity. Management employs methodologies to manage interest rate risk, which include an analysis of relationships between interest-earning assets and interest-bearing liabilities and an interest rate shock simulation model.

We use interest rate risk simulation models and shock analyses to test the interest rate sensitivity of net interest income and fair value of equity, and the impact of changes in interest rates on other financial metrics. Contractual maturities and re-pricing opportunities of loans are incorporated in the model. The average lives of non-maturity deposit accounts are based on decay assumptions and are incorporated into the model. All of the assumptions used in our analyses are inherently uncertain and, as a result, the model cannot precisely measure future net interest income or precisely predict the impact of fluctuations in market interest rates on net interest income. Actual results will differ from the model's simulated results due to timing, magnitude and frequency of interest rate changes as well as changes in market conditions and the application and timing of various management strategies.

On a quarterly basis, we run a simulation model for a static balance sheet and other scenarios. These models test the impact on net interest income from changes in market interest rates under various scenarios. Under the static model, rates are shocked instantaneously and ramped rates change over a 12-month and 24-month horizon based upon parallel and non-parallel yield curve shifts. Parallel shock scenarios assume instantaneous parallel movements in the yield curve compared to a flat yield curve scenario. Non-parallel simulation involves analysis of interest income and expense under various changes in the shape of the yield curve. Our internal policy regarding internal rate risk simulations currently specifies that for gradual parallel shifts of the yield curve, estimated net interest income at risk for the subsequent one-year period should not decline by more than 7.5% for a 100 basis point shift, 15% for a 200 basis point shift, and 22.5% for a 300 basis point shift.

The following table summarizes the simulated change in net interest income over a 12-month horizon as of the dates indicated:

<b>Change in Interest Rates (Basis Points)</b>	<b>March 31, 2025</b>	<b>December 31, 2024</b>
	<b>Percent Change in Net Interest Income</b>	<b>Percent Change in Net Interest Income</b>
+300	(3.53)	(4.63)
+200	(2.25)	(3.02)
+100	(1.13)	(1.54)
-100	0.05	0.01
-200	0.55	1.69

### **Impact of Inflation**

Our consolidated financial statements and related notes included elsewhere in this Form 10-Q have been prepared in accordance with GAAP. GAAP requires the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative value of money over time due to inflation or recession.

The Company's asset and liability structure is substantially different from that of an industrial company in that virtually all assets and liabilities of the Company are monetary in nature. Management believes the impact of inflation on financial results depends upon the Company's ability to react to changes in interest rates and by such reaction, reduce the inflationary impact on performance. Interest rates do not necessarily move in the same direction, or at the same magnitude, as the prices of other goods and services. However, other operating expenses do reflect general levels of inflation. Management seeks to manage the relationship between interest rate-sensitive assets and liabilities in order to protect against wide net interest income fluctuations, including those resulting from inflation. Various information shown elsewhere in this Report will assist in the understanding of how well the Company is positioned to react to changing interest rates and inflationary trends. In particular, additional information related to the Company's interest rate-sensitive assets and liabilities is contained in this Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Report under the heading "Interest Rate Sensitivity and Market Risk."

### **Non-GAAP Financial Measures**

Our accounting and reporting policies conform to GAAP and the prevailing practices in the banking industry. However, we also evaluate our performance based on certain additional financial measures discussed in this Report as being non-GAAP financial measures. We classify a financial measure as being a non-GAAP financial measure if that financial measure excludes or includes amounts, or is subject to adjustments that have the effect of excluding or including amounts, that are included or excluded, as the case may be, in the most directly comparable measure calculated and presented in accordance with GAAP as in effect from time to time in the U.S. in our consolidated statements of comprehensive income (loss), balance sheets or statements of cash flows. Non-GAAP financial measures do not include operating and other statistical measures or ratios or statistical measures calculated using exclusively either financial measures calculated in accordance with GAAP, operating measures or other measures that are not non-GAAP financial measures or both.

The non-GAAP financial measures that we discuss in this Report should not be considered in isolation or as a substitute for the most directly comparable or other financial measures calculated in accordance with GAAP. Moreover, the manner in which we calculate the non-GAAP financial measures that we discuss in this Report may differ from that of other companies reporting measures with similar names. It is important to understand how other banking organizations calculate their financial measures with names similar to the non-GAAP financial measures we have discussed in this Report when comparing such non-GAAP financial measures.

**Tangible Book Value Per Common Share.** Tangible book value per share is a non-GAAP measure generally used by investors, financial analysts and investment bankers to evaluate financial institutions. The most directly comparable GAAP financial measure for tangible book value per common share is book value per common share. We believe that the tangible book value per common share measure is important to many investors in the marketplace who are interested in changes from period to period in book value per common share exclusive of changes in intangible assets. Goodwill and other intangible assets have the effect of increasing total book value while not increasing our tangible book value.

**Tangible Common Equity to Tangible Assets.** Tangible common equity to tangible assets is a non-GAAP measure generally used by investors, financial analysts and investment bankers to evaluate financial institutions. We calculate tangible common equity, as described above, and tangible assets as total assets less goodwill, core deposit intangibles and other intangible assets, net of accumulated amortization. The most directly comparable GAAP financial measure for tangible common equity to tangible assets is total common stockholders' equity to total assets. We believe that this measure is important to many investors in the marketplace who are interested in the relative changes from period to period of tangible common equity to tangible assets, each exclusive of changes in intangible assets. Goodwill and other intangible assets have the effect of increasing both total stockholders' equity and assets while not increasing our tangible common equity or tangible assets.

The following table reconciles, as of the dates set forth below, total stockholders' equity to tangible common equity and total assets to tangible assets and then presents book value per common share, tangible book value per common share, total stockholders' equity to total assets, and tangible common equity to tangible assets:

	March 31, 2025	December 31, 2024
	(Dollars in thousands)	
Total stockholders' equity	\$ 443,743	\$ 438,949
Less: Goodwill and other intangibles	(20,884)	(21,035)
Tangible common equity	<u>\$ 422,859</u>	<u>\$ 417,914</u>
Total assets	\$ 4,405,209	\$ 4,232,239
Less: Goodwill and other intangibles	(20,884)	(21,035)
Tangible assets	<u>\$ 4,384,325</u>	<u>\$ 4,211,204</u>
Shares outstanding	<u>16,235,647</u>	<u>16,455,826</u>
Total stockholders' equity to total assets	10.07%	10.37%
Tangible common equity to tangible assets	9.64%	9.92%
Book value per share	\$ 27.33	\$ 26.67
Tangible book value per share	\$ 26.05	\$ 25.40

#### Critical Accounting Policies and Estimates

Our accounting and reporting policies conform to GAAP and conform to general practices within the industry in which we operate. To prepare consolidated financial statements in conformity with GAAP, management makes estimates, assumptions and judgments based on available information. These estimates, assumptions and judgments affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the consolidated financial statements and, as this information changes, actual results could differ from the estimates, assumptions and judgments reflected in the consolidated financial statements. In particular, management has identified several accounting policies that, due to the estimates, assumptions and judgments inherent in those policies, are critical in understanding our consolidated financial statements. We evaluate our estimates on an ongoing basis.

The following is a discussion of the critical accounting policies and significant estimates that we believe require us to make the most complex or subjective decisions or assessments. Additional information about these policies can be found in Note 1 of the Company's consolidated financial statements as of December 31, 2024.

**Allowance for Credit Losses.** The allowance for credit losses includes credit losses on loans as well as the off-balance-sheet credit exposure, which is reported as a component of other liabilities on our consolidated balance sheets. The ACL for loans is established for future expected credit losses through a provision for credit losses charged to earnings. Expected losses are calculated using comparable and quantifiable information both internal and external about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. Expected credit losses are estimated over the contractual term of the loans and adjusted for expected prepayments when appropriate. The ACL for loans is affected by charge-offs, recoveries and the provision for credit losses on loans.

The ACL for loans is evaluated on a quarterly basis by management and is based upon management's review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. The determination of the adequacy of the ACL for loans is based on estimates that are particularly susceptible to significant changes in the economic environment and market conditions. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed.

*Mortgage Servicing Rights.* When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value with the consolidated statement of comprehensive income (loss) effect recorded in net gain on sale of loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model administered by a third-party that calculates present value of estimated future servicing income. The fair values of servicing rights are subject to significant fluctuations in valuation model assumptions as a result of changes in estimated and actual prepayment speeds and default rates and losses. Estimating prepayment speed and/or discount rates within ranges that market participants would use in determining the fair value of the MSR requires significant management judgment.

#### **Recently Issued Accounting Pronouncements**

See Note 1, Summary of Significant Accounting Policies, in the notes to the consolidated financial statements included elsewhere in this Form 10-Q regarding the impact of new accounting pronouncements.

#### **Item 3. Quantitative and Qualitative Disclosure about Market Risk**

The Company manages market risk, which, as a financial institution is primarily interest rate volatility, through the ALCO Committee of the Bank, in accordance with policies approved by its board of directors. The Company uses an interest rate risk simulation model and shock analysis to test the interest rate sensitivity of net interest income and fair value of equity, and the impact of changes in interest rates on other financial metrics. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Interest Rate Sensitivity and Market Risk" herein for a discussion of how we manage market risk.

#### **Item 4. Controls and Procedures**

##### *Evaluation of Disclosure Controls and Procedures*

As of the end of the period covered by this Form 10-Q, the Company carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply judgment in evaluating its controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act) were effective as of the end of the period covered by this Form 10-Q.

##### *Internal Control over Financial Reporting*

There were no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the three months ended March 31, 2025 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

The Company and its subsidiaries are subject to various legal actions, as described in our Annual Report on Form 10-K for the year ended December 31, 2024 (the “2024 Annual Report on Form 10-K”) filed with the SEC on March 7, 2025. Except as described in our 2024 Annual Report on Form 10-K, we are not presently involved in any other litigation, nor to our knowledge is any litigation threatened against us, that in management’s opinion would result in any material adverse effect on our financial position or results of operations or that is not expected to be covered by insurance.

**Item 1A. Risk Factors**

In evaluating an investment in any of our securities, investors should consider carefully, among other things, information under the heading “Cautionary Notice Regarding Forward-Looking Statements” in Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” of this Form 10-Q and the risk factors previously disclosed under the heading “Risk Factors” in Part I, Item 1A of our 2024 Annual Report on Form 10-K. Management believes there have been no material changes in the risk factors disclosed by the Company in Part I, Item 1A, “Risk Factors,” of the 2024 Annual Report on Form 10-K. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

**Issuer Purchases of Equity Securities**

On February 21, 2024, the Company’s board of directors approved a stock repurchase program pursuant to which the Company could, from time to time, purchase up to \$10.0 million of its outstanding shares of common stock (the “Program”). The shares could be repurchased from time to time in privately negotiated transactions or the open market, including pursuant to Rule 10b5-1 trading plans, and in accordance with applicable regulations of the SEC. The Company was not obligated to purchase any shares of its common stock under the Program and the timing and exact amount of any repurchases depended on various factors including, the performance of the Company’s stock price, general market and other conditions, applicable legal requirements and other factors. The Program concluded on February 21, 2025.

On February 21, 2025, the Company’s board of directors approved a new stock repurchase program pursuant to which the Company may, from time to time, purchase up to \$15.0 million of its outstanding shares of common stock (the “New Program”). The shares can be repurchased from time to time through various means, including open market purchases and privately negotiated transactions. Open market repurchases will be conducted in accordance with the limitations set forth in Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and other applicable legal requirements. Repurchases under the New Program may also be made pursuant to a trading plan under Rule 10b5-1 under the Exchange Act, which would permit shares to be repurchased by the Company when the Company might otherwise be precluded from doing so because of self-imposed trading blackout periods or other regulatory restrictions. The extent to which the Company repurchases its shares, and the manner, timing and amount of such repurchases, will depend upon a variety of factors, including the performance of the Company’s stock price, general market and economic conditions, regulatory requirements, availability of funds, and other relevant considerations, as determined by the Company. The Company may, in its discretion, begin, suspend or terminate repurchases at any time prior to the New Program’s expiration, without any prior notice. The New Program does not obligate the Company to repurchase any particular number or amount of shares of the Company’s common stock and there is no guarantee as to the exact number or value of shares that will be repurchased by the Company under the New Program.

The following table summarizes the share repurchase activity for the three months ended March 31, 2025.

	<b>Total Shares Repurchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Dollar Amount Purchased Pursuant to Publicly-Announced Plans</b>	<b>Maximum Dollar Amount Remaining Available for Repurchase Pursuant to Publicly-Announced Plans</b>
<b>January 2025</b>	—	\$ —	\$ —	\$ 8,659,477
<b>February 2025</b>	—	—	—	8,659,477
<b>March 2025</b>	250,000	33.00	8,250,000	6,750,000
<b>Total</b>	<u>250,000</u>			

**Item 3. Defaults upon Senior Securities**

Not applicable.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

During the three months ended March 31, 2025, none of the directors or officers of the Company adopted, modified, or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	Amended and Restated Certificate of Formation of South Plains Financial, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed with the SEC on April 12, 2019) (File No. 333-230851).
<a href="#">3.2</a>	Second Amended and Restated Bylaws of South Plains Financial, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on November 1, 2021) (File No. 001-38895).
<a href="#">31.1*</a>	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
<a href="#">31.2*</a>	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
<a href="#">32.1**</a>	Section 1350 Certification of Chief Executive Officer.
<a href="#">32.2**</a>	Section 1350 Certification of Chief Financial Officer.
101*	The following material from South Plains Financial, Inc.'s Form 10-Q for the quarter ended March 31, 2025, formatted in XBRL (eXtensible Business Reporting Language), filed herewith: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statements of Changes in Stockholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Unaudited Consolidated Financial Statements.
104*	Cover Page Interactive Data File (formatted as Inline XBRL).

\* Filed with this Form 10-Q

\*\* Furnished with this Form 10-Q



## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### South Plains Financial, Inc.

Date: May 6, 2025

By: \_\_\_\_\_  
/s/ Curtis C. Griffith  
Curtis C. Griffith  
Chairman and Chief Executive Officer

Date: May 6, 2025

By: \_\_\_\_\_  
/s/ Steven B. Crockett  
Steven B. Crockett  
Chief Financial Officer and Treasurer

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Curtis C. Griffith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of South Plains Financial, Inc. (the “registrant”) for the quarter ended March 31, 2025 (this “report”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 6, 2025

By: \_\_\_\_\_  
/s/ Curtis C. Griffith  
Curtis C. Griffith  
Chairman and Chief Executive Officer

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven B. Crockett, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of South Plains Financial, Inc. (the “registrant”) for the quarter ended March 31, 2025 (this “report”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 6, 2025

By: \_\_\_\_\_  
/s/ Steven B. Crockett  
Steven B. Crockett  
Chief Financial Officer

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

In connection with the Quarterly Report on Form 10-Q of South Plains Financial, Inc. (the "Company") for the quarter ended March 31, 2025 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; 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: May 6, 2025

By:

/s/ Curtis C. Griffith

Curtis C. Griffith  
Chairman and Chief Executive Officer

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

In connection with the Quarterly Report on Form 10-Q of South Plains Financial, Inc. (the "Company") for the quarter ended March 31, 2025 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; 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: May 6, 2025

By:

/s/ Steven B. Crockett

Steven B. Crockett  
Chief Financial Officer

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