# CITIZENSENORTHERN <br> CORPORATION 

## March 31, 2020

QUARTERLY REPORT

Dear Shareholder:
On January 30, 2020, the World Health Organization (WHO) declared a Public Health Emergency of International Concern due to an outbreak of pneumonia first reported in Wuhan, China. Soon thereafter, the WHO named this new disease COVID-19 and, on March 11, declared the rapidly spreading coronavirus outbreak a pandemic. Stay at home orders were issued in a number of states beginning on March 23 with the Commonwealth of Pennsylvania following suit on April 1. These orders were accompanied by a variety of new laws and regulations designed to protect the health of Americans. These are extraordinary events taking place with unprecedented speed.

This health emergency took over daily life around the world. The potential financial consequences of the worldwide restrictions on business activity designed to contain COVID-19 were soon recognized and the Federal Reserve and other central banks implemented massive programs to bolster economies. Additionally, the US government and regulatory agencies took unprecedented actions to support American households and businesses and to provide bankers with flexibility and tools to deliver assistance.

In anticipation of the pandemic declaration, C\&N's Pandemic Committee took action and activated its Pandemic Plan on March 9, beginning daily meetings of the Committee on March 13. The C\&N Team responded thoughtfully with a calm sense of confidence infused with urgency given the pace and magnitude of events. As an essential or life sustaining business, our initial efforts focused on the health and welfare of C\&N's employees so that we could continue delivering service to our customers and communities. Limited branch access, remote work arrangements, distancing, enhanced hygiene and cleaning programs and flexible leave policies to support families were quickly implemented.

Concurrent with these moves, we began working with borrowers that needed payment relief due to the economic slowdown. We were also very active in the residential mortgage arena as customers took advantage of historically low interest rates. On March 27, the CARES Act was signed by President Trump providing $\$ 2$ trillion of support to individuals, businesses and municipalities through a variety of programs. The Paycheck Protection Program (PPP) was part of the Act and C\&N began processing applications and closing PPP loans on April 3. As of April 30, the outstanding balance of PPP loans was nearly $\$ 85$ million. These loans were made to over 800 businesses and will support payrolls covering almost 10,000 workers. $C \& N$ continues broad-based efforts to create value through our support of customers facing challenges due to COVID-19.

Planning for the pending acquisition and integration of Covenant Financial, Inc. continued during the first quarter. The integration teams are working well together and have been in close contact throughout. All required regulatory applications have been submitted and the Covenant shareholders have a meeting scheduled in early June to vote on the transaction. The merger is expected to close in the third quarter of 2020.

While it is difficult to estimate the future impact of COVID-19, C\&N entered the crisis in a position of strength. This is especially apparent in the capital ratios, which are at levels that demonstrate the capacity to absorb the acquisition of Covenant as well as significant losses, if they arise, while continuing to meet the requirements to be considered well capitalized. Further evidence of this strength was the declaration of the regular quarterly cash dividend of $\$ .27$ per share to shareholders of record on April 27, 2020, payable on May 8, 2020.

All shareholders are encouraged to review the financial information provided in this issue of banCNotes, as well as the first quarter Form 10-Q recently filed with the SEC for a detailed review of C\&N's first quarter results. Also, please read the piece on Giving Back, Giving Together and join us in supporting our local food banks in this time of increased need.

In closing, I want to recognize the heroic efforts of the $\mathrm{C} \& \mathrm{~N}$ Team throughout the first stages of this crisis. These are extraordinary times that hit us all very quickly - testing our values and commitment to the Mission of creating value through lifelong relationships. This group has been steadfast and selfless in its commitment to supporting our customers, communities and each other. Their performance validates the culture at $\mathrm{C} \& \mathrm{~N}$ and confirms our belief that the relationships we have built over time supply us with the strength to navigate this crisis successfully.

Thank you to our shareholders for your confidence in this team and support of your Company.

J. Bradley Scovill

President and CEO

## CONDENSED, CONSOLIDATED EARNINGS INFORMATION

| (Dollars in Thousands, Except Per Share Data) (Unaudited) |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \text { 1ST } \\ \text { QUARTER } \\ 2020 \\ \text { (Current) } \end{gathered}$ | 1ST <br> QUARTER <br> 2019 <br> (Prior Year) | \$ Incr. (Decr.) | \% Incr. (Decr.) |
| Interest and Dividend Income | \$17,037 | \$13,065 | \$3,972 | 30.40\% |
| Interest Expense | 2,755 | 1,350 | 1,405 | 104.07\% |
| Net Interest Income | 14,282 | 11,715 | 2,567 | 21.91\% |
| Provision (Credit) for Loan Losses | 1,528 | (957) | 2,485 | -259.67\% |
| Net Interest Income After Provision (Credit) for Loan Losses | 12,754 | 12,672 | 82 | 0.65\% |
| Noninterest Income | 5,281 | 4,406 | 875 | 19.86\% |
| Merger-Related Expenses | 141 | 311 | (170) | -54.66\% |
| Other Noninterest Expenses | 12,912 | 10,696 | 2,216 | 20.72\% |
| Income Before Income Tax Provision | 4,982 | 6,071 | $(1,089)$ | -17.94\% |
| Income Tax Provision | 816 | 981 | (165) | -16.82\% |
| Net Income | \$4,166 | \$5,090 | (\$924) | -18.15\% |
| Net Income Attributable to Common Shares (1) | \$4,146 | \$5,063 | (\$917) | -18.11\% |
| PER COMMON SHARE DATA: |  |  |  |  |
| Net Income - Basic | \$0.30 | \$0.41 | (\$0.11) | -26.83\% |
| Net Income - Diluted | \$0.30 | \$0.41 | (\$0.11) | -26.83\% |
| Dividend Per Share - Quarterly | \$0.27 | \$0.27 | \$0.00 | 0.00\% |
| Dividend Per Share - Special | \$0.00 | \$0.10 | (\$0.10) | -100.00\% |
| Number of Shares Used in Computation - Basic | 13,685,257 | 12,308,862 |  |  |
| Number of Shares Used in Computation - Diluted | 13,699,238 | 12,334,307 |  |  |

(1) Basic and diluted net income per common share are determined based on net income less earnings allocated to nonvested restricted shares with nonforfeitable dividends.

CONDENSED, CONSOLIDATED BALANCE SHEET DATA
(In Thousands) (Unaudited)

|  | MARCH 31, $\underline{2020}$ | $\begin{gathered} \text { MARCH 31, } \\ \underline{2019} \end{gathered}$ | MARCH 31, <br> \$ Incr. (Decr.) | 2020 vs 2019 <br> \% Incr. (Decr.) |
| :---: | :---: | :---: | :---: | :---: |
| ASSETS |  |  |  |  |
| Cash \& Due from Banks | \$32,678 | \$44,002 | $(\$ 11,324)$ | -25.74\% |
| Available-for-sale Debt Securities | 342,416 | 357,646 | $(15,230)$ | -4.26\% |
| Loans Held for Sale | 579 | 0 | 579 |  |
| Loans, Net | 1,156,143 | 817,136 | 339,007 | 41.49\% |
| Intangible Assets | 29,573 | 11,949 | 17,624 | 147.49\% |
| Other Assets | 68,056 | 59,267 | 8,789 | 14.83\% |
| TOTAL ASSETS | \$1,629,445 | \$1,290,000 | \$339,445 | 26.31\% |
| LIABILITIES |  |  |  |  |
| Deposits | \$1,249,912 | \$1,039,911 | \$210,001 | 20.19\% |
| Repo Sweep Accounts | 2,407 | 5,132 | $(2,725)$ | -53.10\% |
| Total Deposits and Repo Sweeps | 1,252,319 | 1,045,043 | 207,276 | 19.83\% |
| Borrowed Funds | 108,144 | 32,844 | 75,300 | 229.27\% |
| Subordinated Debt | 6,500 | 0 | 6,500 |  |
| Other Liabilities | 11,254 | 9,986 | 1,268 | 12.70\% |
| TOTAL LIABILITIES | 1,378,217 | 1,087,873 | 290,344 | 26.69\% |
| SHAREHOLDERS' EQUITY |  |  |  |  |
| Common Shareholders' Equity, Excluding Accumulated Other Comprehensive Income (Loss) | 241,754 | 202,768 | 38,986 | 19.23\% |
| Accumulated Other Comprehensive Income (Loss): |  |  |  |  |
| Net Unrealized Gains/Losses on Available-for-sale Debt Securities | 9,230 | (941) | 10,171 | -1080.87\% |
| Defined Benefit Plans | 244 | 300 | (56) | -18.67\% |
| TOTAL SHAREHOLDERS' EQUITY | 251,228 | 202,127 | 49,101 | 24.29\% |
| TOTAL LIABILITIES \& SHAREHOLDERS' EQUITY | \$1,629,445 | \$1,290,000 | \$339,445 | 26.31\% |

## EXHIBIT 99.2 - Supplemental, Unaudited Financial Information

## CITIZENS\&NORTHERN <br> CORPORATION

CONDENSED, CONSOLIDATED FINANCIAL HIGHLIGHTS
(Dollars in Thousands, Except Per Share Data) (Unaudited)
EARNINGS PERFORMANCE
Net Income
Return on Average Assets (Annualized)
Return on Average Equity (Annualized)

AS OF OR FOR THE
THREE MONTHS ENDED
MARCH 31,
$\underline{2020}$
\$4,166
1.02\%
6.74\%
1.59\%
-18.15\%
10.33\%
35.85\%

BALANCE SHEET HIGHLIGHTS
Total Assets
Available-for-Sale Debt Securities
Loans (Net)
Allowance for Loan Losses
Deposits and Repo Sweep Accounts

## OFF-BALANCE SHEET

Outstanding Balance of Mortgage Loans Sold
with Servicing Retained
\$182,410
869,636
\$170,676
6.88\%

924,080
-5.89\%
SHAREHOLDERS' VALUE (PER COMMON SHARE)
Net Income - Basic
Net Income - Diluted
Dividends - Quarterly
Dividends - Special
Common Book Value
Tangible Common Book Value (a)
Market Value (Last Trade)
Market Value / Common Book Value
Market Value / Tangible Common Book Value
Price Earnings Multiple (Annualized)
Dividend Yield (Annualized, Excluding Special Dividend)
Common Shares Outstanding, End of Period
\$0.41
-26.83\%
\$0.41 -26.83\%
\$0.27 0.00\%
$\$ 0.10-100.00 \%$
\$16.31 11.71\%
$\$ 15.35 \quad 4.76 \%$
\$25.04 -20.13\%
153.53\% -28.50\%
163.13\% -23.75\%
$15.27 \quad 9.17 \%$
4.31\% 25.29\%
$13,787,160 \quad 12,393,044 \quad 11.25 \%$
(Dollars in Thousands, Except Per Share Data) (Unaudited)

|  | AS OF OR THREE MON MAR | FOR THE HS ENDED 31, | $\%$ <br> INCREASE |
| :---: | :---: | :---: | :---: |
|  | $\underline{2020}$ | $\underline{2019}$ | (DECREASE) |
| SAFETY AND SOUNDNESS |  |  |  |
| Tangible Common Equity / Tangible Assets (a) | 13.85\% | 14.88\% | -6.92\% |
| Nonperforming Assets / Total Assets | 0.99\% | 1.02\% | -2.94\% |
| Allowance for Loan Losses / Total Loans | 0.97\% | 1.00\% | -3.00\% |
| Total Risk Based Capital Ratio (b) | 21.07\% | 24.60\% | -14.35\% |
| Tier 1 Risk Based Capital Ratio (b) | 19.40\% | 23.54\% | -17.59\% |
| Common Equity Tier 1 Risk Based Capital Ratio (b) | 19.40\% | 23.54\% | -17.59\% |
| Leverage Ratio (b) | 13.21\% | 15.01\% | -11.99\% |
| AVERAGE BALANCES |  |  |  |
| Average Assets | \$1,637,165 | \$1,279,650 | 27.94\% |
| Average Equity | \$247,402 | \$197,013 | 25.58\% |
| EFFICIENCY RATIO (c) |  |  |  |
| Net Interest Income on a Fully Taxable-Equivalent |  |  |  |
| Basis (c) | \$14,506 | \$12,016 | 20.72\% |
| Noninterest Income | 5,281 | 4,406 | 19.86\% |
| Total (1) | \$19,787 | \$16,422 | 20.49\% |
| Noninterest Expense Excluding Merger Expenses (2) | \$12,912 | \$10,696 | 20.72\% |
| Efficiency Ratio $=(2) /(1)$ | 65.25\% | 65.13\% | 0.18\% |

(a) Tangible book value per common share and tangible common equity as a percentage of tangible assets are non-U.S. GAAP ratios. Management believes this non-GAAP information is helpful in evaluating the strength of the Corporation's capital and in providing an alternative, conservative valuation of the Corporation's net worth. The ratios shown above are based on the following calculations of tangible assets and tangible common equity:

| Total Assets | $\$ 1,629,445$ | $\$ 1,290,000$ |
| :--- | ---: | ---: |
| Less: Intangible Assets, Primarily Goodwill | $(29,573)$ | $(11,949)$ |
| Tangible Assets | $\$ 1,599,872$ | $\$ 1,278,051$ |
| Total Shareholders' Equity | $\$ 251,228$ | $\$ 202,127$ |
| Less: Intangible Assets, Primarily Goodwill | $(29,573)$ | $(11,949)$ |
| Tangible Common Equity (3) | $\$ 221,655$ | $\$ 190,178$ |
|  |  |  |
| Common Shares Outstanding, End of Period (4) | $13,787,160$ | $12,393,044$ |
| Tangible Common Book Value per Share $=(3) /(4)$ | $\$ 16.08$ | $\$ 15.35$ |

(b) Capital ratios for the most recent period are estimated.
(c) The efficiency ratio is a non-GAAP ratio that is calculated as shown above. For purposes of calculating the efficiency ratio, net interest income on a fully taxable-equivalent basis includes amounts of interest income on tax-exempt securities and loans that have been increased to a fully taxable-equivalent basis, using the Corporation's marginal federal income tax rate of $21 \%$. In the calculation above, management excluded merger-related expenses. These expenses include expenses related to the pending acquisition of Covenant Financial, Inc., which is expected to close in the third quarter 2020. Also excluded are expenses related to the acquisition of Monument Bancorp, Inc., which closed on April 1, 2019.


## QUARTERLY CONDENSED, CONSOLIDATED

## BALANCE SHEET INFORMATION

(In Thousands) (Unaudited)
As of:

|  | March 31, | Dec. 31, <br> $\mathbf{2 0 2 0}$ | Sept. 30, <br> $\mathbf{2 0 1 9}$ | June 30, <br> March 31, | $\mathbf{2 0 1 9}$ |
| :--- | ---: | ---: | ---: | ---: | ---: |

LIABILITIES

| Deposits | $\$ 1,249,912$ | $\$ 1,252,660$ | $\$ 1,294,882$ | $\$ 1,284,143$ | $\$ 1,039,911$ |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Repo Sweep Accounts | 2,407 | 1,928 | 3,767 | 3,192 | 5,132 |
| Total Deposits and Repo Sweeps | $1,252,319$ | $1,254,588$ | $1,298,649$ | $1,287,335$ | $1,045,043$ |
| Borrowed Funds | 108,144 | 136,419 | 75,714 | 62,574 | 32,844 |
| Subordinated Debt | 6,500 | 6,500 | 7,000 | 7,000 | 0 |
| Other Liabilities | 11,254 | 12,186 | 18,285 | 13,060 | 9,986 |
| TOTAL LIABILITIES | $\mathbf{1 , 3 7 8 , 2 1 7}$ | $\mathbf{1 , 4 0 9 , 6 9 3}$ | $\mathbf{1 , 3 9 9 , 6 4 8}$ | $\mathbf{1 , 3 6 9 , 9 6 9}$ | $\mathbf{1 , 0 8 7 , 8 7 3}$ |

## SHAREHOLDERS' EQUITY

| Common Shareholders' Equity, Excluding |  |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: |
| Accumulated Other Comprehensive Income (Loss) | 241,754 | 240,761 | 238,479 | 236,284 | 202,768 |  |
| Accumulated Other Comprehensive Income (Loss): |  |  |  |  |  |  |
| Net Unrealized Gains (Losses) on |  |  |  |  |  |  |
| $\quad$ Available-for-sale Securities | 9,230 | 3,511 | 4,173 | 3,138 | (941) |  |
| Defined Benefit Plans Adjustment, Net | 244 | 180 | 287 | 294 | 300 |  |
| TOTAL SHAREHOLDERS' EQUITY | $\mathbf{2 5 1 , 2 2 8}$ | $\mathbf{2 4 4 , 4 5 2}$ | $\mathbf{2 4 2 , 9 3 9}$ | $\mathbf{2 3 9 , 7 1 6}$ | $\mathbf{2 0 2 , 1 2 7}$ |  |
| TOTAL LIABILITIES \& SHAREHOLDERS' EQUITY | $\mathbf{\$ 1 , 6 2 9 , 4 4 5}$ | $\mathbf{\$ 1 , 6 5 4 , 1 4 5}$ | $\mathbf{\$ 1 , 6 4 2 , 5 8 7}$ | $\mathbf{\$ 1 , 6 0 9 , 6 8 5}$ | $\mathbf{\$ 1 , 2 9 0 , 0 0 0}$ |  |

AVAILABLE-FOR-SALE DEBT SECURITIES

(In Thousands) $\quad$\begin{tabular}{c}
March 31, 2020 <br>
Amortized <br>
Cost

$\quad$

Fair <br>
Value

$\quad$

December 31, 2019 <br>
Amortized <br>
Cost

$\quad$

Fair <br>
Value
\end{tabular}

| Summary of Loans by Type (Excludes Loans Held for Sale) (In Thousands) | $\begin{gathered} \text { March 31, } \\ 2020 \end{gathered}$ | $\begin{gathered} \text { Dec. 31, } \\ 2019 \end{gathered}$ | $\begin{gathered} \text { March 31, } \\ 2019 \end{gathered}$ |
| :---: | :---: | :---: | :---: |
| Residential mortgage: |  |  |  |
| Residential mortgage loans - first liens | \$508,387 | \$510,641 | \$374,764 |
| Residential mortgage loans - junior liens | 27,028 | 27,503 | 25,538 |
| Home equity lines of credit | 32,090 | 33,638 | 32,847 |
| 1-4 Family residential construction | 14,121 | 14,798 | 24,437 |
| Total residential mortgage | 581,626 | 586,580 | 457,586 |
| Commercial: |  |  |  |
| Commercial loans secured by real estate | 295,860 | 301,227 | 160,177 |
| Commercial and industrial | 132,308 | 126,374 | 92,842 |
| Political subdivisions | 43,613 | 53,570 | 52,142 |
| Commercial construction and land | 33,340 | 33,555 | 12,701 |
| Loans secured by farmland | 11,524 | 12,251 | 6,938 |
| Multi-family (5 or more) residential | 32,370 | 31,070 | 7,031 |
| Agricultural loans | 3,886 | 4,319 | 5,471 |
| Other commercial loans | 16,430 | 16,535 | 13,467 |
| Total commercial | 569,331 | 578,901 | 350,769 |
| Consumer | 16,516 | 16,741 | 17,037 |
| Total | 1,167,473 | 1,182,222 | 825,392 |
| Less: allowance for loan losses | $(11,330)$ | $(9,836)$ | $(8,256)$ |
| Loans, net | \$1,156,143 | \$1,172,386 | \$817,136 |
| Loans Held for Sale <br> (In Thousands) <br> March 31, Dec. 31, March 31, |  |  |  |
|  | $2020$ | $\begin{gathered} \text { Dec. 31, } \\ 2019 \end{gathered}$ | $\begin{gathered} \operatorname{arch} 31 \\ 2019 \end{gathered}$ |
| Residential mortgage loans originated and serviced - outstanding balance | \$182,989 | \$179,213 | \$170,676 |
| Less: outstanding balance of loans sold | $(182,410)$ | $(178,446)$ | $(170,676)$ |
| Loans held for sale, net | \$579 | \$767 | \$0 |

## ANALYSIS OF THE ALLOWANCE FOR LOAN LOSSES

(In Thousands)

|  | 3 Months Ended March 31, 2020 | 3 Months Ended Dec. 31, 2019 | 3 Months Ended March 31, 2019 | Year Ended Dec. 31, 2019 |
| :---: | :---: | :---: | :---: | :---: |
| Balance, beginning of period | \$9,836 | \$9,257 | \$9,309 | \$9,309 |
| Charge-offs | (48) | (84) | (111) | (379) |
| Recoveries | 14 | 11 | 15 | 57 |
| Net (charge-offs) | (34) | (73) | (96) | (322) |
| Provision (credit) for loan losses | 1,528 | 652 | (957) | 849 |
| Balance, end of period | \$11,330 | \$9,836 | \$8,256 | \$9,836 |

PAST DUE AND IMPAIRED LOANS, NONPERFORMING ASSETS AND TROUBLED DEBT RESTRUCTURINGS (TDRs) (Dollars in Thousands)

|  | March 31, | Dec 31, | March 31, |
| :--- | ---: | ---: | ---: |
|  | $\mathbf{2 0 2 0}$ | $\mathbf{2 0 1 9}$ | $\mathbf{2 0 1 9}$ |
| Impaired loans with a valuation allowance | $\$ 6,709$ | $\$ 3,375$ | $\$ 2,769$ |
| Impaired loans without a valuation allowance | 1,581 | 2,111 | 3,728 |
| Total impaired loans | $\$ 8,290$ | $\$ 5,486$ | $\$ 6,497$ |
|  |  |  |  |
| Total loans past due 30-89 days and still accruing | $\$ 8,372$ | $\$ 8,889$ | $\$ 7,123$ |


| Nonperforming assets: |  |  |  |
| :--- | ---: | ---: | ---: |
| Total nonaccrual loans | $\$ 12,309$ | $\$ 9,218$ | $\$ 9,441$ |
| Total loans past due 90 days or more and still accruing | 2,093 | 1,207 | 1,902 |
| Total nonperforming loans | 14,402 | 10,425 | 11,343 |
| Foreclosed assets held for sale (real estate) | 1,685 | 2,886 | 1,875 |
| Total nonperforming assets | $\$ 16,087$ | $\$ 13,311$ | $\$ 13,218$ |


| Loans subject to troubled debt restructurings (TDRs): |  |  |  |
| :--- | ---: | ---: | ---: |
| Performing | $\$ 372$ | $\$ 889$ | $\$ 776$ |
| Nonperforming | 1,730 | 1,737 | 774 |
| Total TDRs | $\$ 2,102$ | $\$ 2,626$ | $\$ 1,550$ |
|  |  |  |  |
| Total nonperforming loans as a \% of loans | $1.23 \%$ | $0.88 \%$ | $1.37 \%$ |
| Total nonperforming assets as a \% of assets | $0.99 \%$ | $0.80 \%$ | $1.02 \%$ |
| Allowance for loan losses as a \% of total loans (1) | $0.97 \%$ | $0.83 \%$ | $1.00 \%$ |
| Allowance for loan losses as a \% of nonperforming loans | $78.67 \%$ | $94.35 \%$ | $72.78 \%$ |


|  | 3 Months Ended 3/31/2020 Average Balance | Rate of Return/ Cost of Funds \% | 3 Months Ended 12/31/2019 Average Balance | Rate of Return/ Cost of Funds \% | 3 Months Ended 3/31/2019 Average Balance | Rate of Return/ Cost of Funds \% |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| EARNING ASSETS |  |  |  |  |  |  |
| Interest-bearing due from banks | \$19,401 | 1.68\% | \$17,577 | 2.03\% | \$20,306 | 2.32\% |
| Available-for-sale debt securities, at amortized cost: |  |  |  |  |  |  |
| Taxable | 265,157 | 2.41\% | 280,333 | 2.29\% | 281,805 | 2.64\% |
| Tax-exempt | 69,850 | 3.14\% | 69,482 | 3.01\% | 80,124 | 3.79\% |
| Total available-for-sale debt securities | 335,007 | 2.56\% | 349,815 | 2.43\% | 361,929 | 2.89\% |
| Loans receivable: |  |  |  |  |  |  |
| Taxable | 1,108,118 | 5.25\% | 1,100,170 | 5.28\% | 751,172 | 5.37\% |
| Tax-exempt | 60,367 | 3.83\% | 66,195 | 3.81\% | 72,574 | 3.97\% |
| Total loans receivable | 1,168,485 | 5.18\% | 1,166,365 | 5.20\% | 823,746 | 5.25\% |
| Other earning assets | 1,460 | 3.03\% | 1,721 | 3.23\% | 1,089 | 3.35\% |
| Total Earning Assets | 1,524,353 | 4.55\% | 1,535,478 | 4.53\% | 1,207,070 | 4.49\% |
| Cash | 18,042 |  | 19,983 |  | 16,914 |  |
| Unrealized gain/loss on securities | 8,176 |  | 5,056 |  | $(4,628)$ |  |
| Allowance for loan losses | $(10,015)$ |  | $(9,469)$ |  | $(9,339)$ |  |
| Bank premises and equipment | 17,732 |  | 16,801 |  | 14,511 |  |
| Intangible assets | 29,607 |  | 29,902 |  | 11,950 |  |
| Other assets | 49,270 |  | 53,124 |  | 43,172 |  |
| Total Assets | \$1,637,165 |  | \$1,650,875 |  | \$1,279,650 |  |


| INTEREST-BEARING LIABILITIES |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Interest-bearing deposits: |  |  |  |  |  |  |
| Interest checking | \$227,069 | 0.43\% | \$221,052 | 0.44\% | \$198,903 | 0.46\% |
| Money market | 200,691 | 0.53\% | 202,217 | 0.52\% | 176,869 | 0.41\% |
| Savings | 168,971 | 0.15\% | 169,342 | 0.16\% | 156,691 | 0.10\% |
| Time deposits | 381,621 | 1.67\% | 379,446 | 1.81\% | 227,315 | 1.09\% |
| Total interest-bearing deposits | 978,352 | 0.89\% | 972,057 | 0.94\% | 759,778 | 0.56\% |
| Borrowed funds: |  |  |  |  |  |  |
| Short-term | 44,882 | 1.77\% | 54,705 | 2.03\% | 15,935 | 2.01\% |
| Long-term | 64,065 | 1.85\% | 56,564 | 2.03\% | 34,688 | 2.55\% |
| Subordinated debt | 6,500 | 6.62\% | 7,000 | 6.57\% | 0 | 0.00\% |
| Total borrowed funds | 115,447 | 2.09\% | 118,269 | 2.30\% | 50,623 | 2.38\% |
| Total Interest-bearing Liabilities | 1,093,799 | 1.01\% | 1,090,326 | 1.09\% | 810,401 | 0.68\% |
| Demand deposits | 281,893 |  | 299,090 |  | 261,295 |  |
| Other liabilities | 14,071 |  | 18,446 |  | 10,941 |  |
| Total Liabilities | 1,389,763 |  | 1,407,862 |  | 1,082,637 |  |
| Stockholders' equity, excluding accumulated other comprehensive income/loss | 240,718 |  | 238,738 |  | 200,422 |  |
| Accumulated other comprehensive income/loss | 6,684 |  | 4,275 |  | $(3,409)$ |  |
| Total Shareholders' Equity | 247,402 |  | 243,013 |  | 197,013 |  |
| Total Liabilities and Shareholders' Equity | \$1,637,165 |  | \$1,650,875 |  | \$1,279,650 |  |
| Interest Rate Spread |  | 3.54\% |  | 3.44\% |  | 3.81\% |
| Net Interest Income/Earning Assets |  | 3.83\% |  | 3.75\% |  | 4.04\% |
| Total Deposits (Interest-bearing and Demand) | \$1,260,245 |  | \$1,271,147 |  | \$1,021,073 |  |

(1) Annualized rates of return on tax-exempt securities and loans are presented on a fully taxable-equivalent basis, using the Corporation's marginal federal income tax rate of $21 \%$.
(2) Nonaccrual loans have been included with loans for the purpose of analyzing net interest earnings.
(3) Rates of return on earning assets and costs of funds have been presented on an annualized basis.

| COMPARISON OF NONINTEREST INCOME (In Thousands) | Three Months Ended |  |  |
| :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \text { March 31, } \\ 2020 \end{gathered}$ | $\begin{gathered} \text { Dec. 31, } \\ 2019 \end{gathered}$ | $\begin{gathered} \text { March 31, } \\ 2019 \end{gathered}$ |
| Trust and financial management revenue | \$1,479 | \$1,684 | \$1,360 |
| Brokerage revenue | 333 | 265 | 307 |
| Insurance commissions, fees and premiums | 33 | 18 | 30 |
| Service charges on deposit accounts | 1,250 | 1,395 | 1,250 |
| Service charges and fees | 63 | 73 | 79 |
| Interchange revenue from debit card transactions | 731 | 690 | 643 |
| Net gains from sales of loans | 315 | 306 | 87 |
| Loan servicing fees, net | (14) | 91 | 28 |
| Increase in cash surrender value of life insurance | 104 | 106 | 92 |
| Other noninterest income | 987 | 438 | 530 |
| Total noninterest income, excluding realized gains (losses) on securities, net | \$5,281 | \$5,066 | \$4,406 |
| COMPARISON OF NONINTEREST EXPENSE (In Thousands) | Three Months Ended |  |  |
|  | $\begin{gathered} \text { March 31, } \\ 2020 \end{gathered}$ | $\begin{gathered} \text { Dec. 31, } \\ 2019 \end{gathered}$ | $\begin{gathered} \text { March 31, } \\ 2019 \end{gathered}$ |
| Salaries and wages | \$5,340 | \$5,395 | \$4,493 |
| Pensions and other employee benefits | 2,038 | 1,545 | 1,618 |
| Occupancy expense, net | 745 | 653 | 657 |
| Furniture and equipment expense | 358 | 322 | 301 |
| Data processing expenses | 1,018 | 836 | 803 |
| Automated teller machine and interchange expense | 297 | 340 | 189 |
| Pennsylvania shares tax | 422 | 345 | 347 |
| Professional fees | 379 | 274 | 222 |
| Telecommunications | 206 | 207 | 164 |
| Directors' fees | 170 | 187 | 183 |
| Other noninterest expense | 1,939 | 1,730 | 1,719 |
| Total noninterest expense, excluding merger-related expenses | 12,912 | 11,834 | 10,696 |
| Merger-related expenses | 141 | 281 | 311 |
| Total noninterest expense | \$13,053 | \$12,115 | \$11,007 |

