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2024 ANNUAL REPORT

All Roads ***Lead*** To Main Street Bank.






BOARD CHAIR'S LETTER

To Main Street Financial Services Corp. Shareholders:

The year of 2024 represents an important milestone for the Company as we recognized two significant achievements - one celebrating our past and another transforming us for the future.

During April, we celebrated the 125th anniversary of our first transaction - a $1,000 deposit by our first shareholder Adele Guyot, a dry goods clerk from Wooster, Ohio. The same day we used that investment to fund our first mortgage loan to Ada Keeney of Creston, Ohio. Our first two months of operations were highlighted by assisting eight new customers with mortgage loans. Six of those first eight loans approved by our Board of Directors were to women.

Then in May we continued building for the future by completing the merger between Main Street Bank and Wayne Savings Community Bank. The transaction combined two successful community banks and expanded the Company's footprint to nineteen offices serving eleven counties in Ohio and West Virginia. As of December 31, 2024, the Company held loans of $1.11 billion, deposits of $1.16 billion and total assets of $1.41 billion.

The combination of Main Street and Wayne Savings positions us for long-term growth and creates lasting value for shareholders. Deposit growth has been a strategic priority and efforts to promote our excellent products, including the Maximize Money Market and Impact Checking accounts, have resulted in tremendous deposit growth. The combined organization has reduced our reliance on wholesale funding by approximately $100 million since December 31, 2023.

This merger brought together two wonderful teams of community bankers with shared core values and cultures that prioritized relationship building and community involvement. The Main Street Bank team remains focused on enhancing customer experience and capitalizing on opportunities for operational efficiencies created by the merger. We have been able to leverage our combined talent and resources to better serve each of our communities.

On behalf of the entire team at Main Street Financial Services Corp., I want to express our heartfelt gratitude for your continued support. Your confidence in our leadership and strategy is invaluable. We are pleased to report on the progress we've made, thanks in no small part to your trust and commitment.

Mark Witmer

Executive Chair
Board of Directors

Main Street Financial Services Corp.
Annual Report
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Independent Auditor's Report

Stockholders and Board of Directors
Main Street Financial Services Corp.
Wooster, Ohio

Opinion

We have audited the consolidated financial statements of Main Street Financial Services Corp. and its subsidiary, which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the related consolidated statements of income and comprehensive income, consolidated statements of stockholders' equity, and consolidated statements of cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Main Street Financial Services Corp. and subsidiaries as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are required to be independent of Main Street Financial Services Corp. and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Main Street Financials Services Corp.'s ability to continue as a going concern within one year after the date that these consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Main Street Financial Service Corp.'s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Main Street Financial Services Corp.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Forvis Mazars, LLP

Fort Wayne, Indiana
March 26, 2025

MAIN STREET FINANCIAL SERVICES CORP.
CONSOLIDATED BALANCE SHEETS
December 31, 2024 and 2023
(In thousands, except per share data)

	2024	2023
Assets		
Cash and due from banks	$ 8,247	$ 10,945
Interest-bearing deposits	46,175	9,939
Cash and cash equivalents	54,422	20,884
Available-for-sale securities	157,312	79,597
Held-to-maturity securities	6,507	6,808
Loans, net of allowance for credit losses of $11,814 and allowance for credit losses $7,282 at December 31, 2024 and 2023, respectively	1,113,900	669,603
Premises and equipment, net	8,013	4,904
Federal Home Loan Bank stock	5,924	3,959
Foreclosed assets held for sale – net	147	-
Accrued interest receivable	6,297	2,758
Bank-owned life insurance	22,155	11,706
Goodwill	5,158	1,719
Other intangible assets	10,886	-
Other assets	18,880	8,009
Total assets	$ 1,409,601	$ 809,947
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Demand	$ 367,108	$ 258,974
Savings and money market	391,756	168,137
Time	397,463	266,015
Total deposits	1,156,327	693,126
Other borrowings	28,399	8,743
Federal Home Loan Bank advances	100,000	47,000
Interest payable and other liabilities	14,239	8,111
Total liabilities	1,298,965	756,980
Commitments and Contingencies	-	-
Stockholders' Equity		
Preferred stock, 0 and 500,000 shares of $.10 par value authorized; no shares issued at December 31, 2024 and 2023, respectively	-	-
Common stock, $1.00 par value; authorized 25,000,000 shares; 7,801,011 shares issued; 7,801,011 and 3,839,702 shares outstanding at December 31, 2024 and 2023, respectively	7,801	398
Additional paid-in capital	56,387	36,715
Retained earnings	57,356	55,342
Accumulated other comprehensive loss	(10,908)	(9,158)
Treasury stock, at cost: Common: 0 and 1,777,824 shares at December 31, 2024 and 2023, respectively	-	(30,330)
Total stockholders' equity	110,636	52,967
Total liabilities and stockholders' equity	$ 1,409,601	$ 809,947

MAIN STREET FINANCIAL SERVICES CORP.
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
Years Ended December 31, 2024 and 2023
(In thousands, except per share data)

	2024	2023
Interest and Dividend Income		
Loans	$ 54,665	$ 32,433
Securities	3,749	2,055
Dividends on Federal Home Loan Bank stock and other	1,918	607
Total interest and dividend income	60,332	35,095
Interest Expense		
Deposits	21,461	8,474
Other borrowings	1,123	128
Federal Home Loan Bank advances	5,081	4,318
Total interest expense	27,665	12,920
Net Interest Income	32,667	22,175
Provision for Credit Losses on Loans	4,349	557
Provision for Credit Losses on Unfunded Commitments	433	(27)
Net Interest Income After Provision for Credit Losses	27,885	21,645
Noninterest Income		
Deposit service charges	869	784
Gain on loan sales	442	193
Gain on sale of Visa Class B Stock	-	298
Gain on sale of investments	675	-
Earnings on bank-owned life insurance	704	326
Interchange fees	997	781
Other	472	635
Total noninterest income	4,159	3,017
Noninterest Expense		
Salaries and employee benefits	12,511	7,731
Net occupancy and equipment expense	4,399	2,770
Federal deposit insurance premiums	638	531
Franchise taxes	434	380
Advertising and marketing	645	223
Legal	651	484
Professional fees	1,924	397
ATM network	557	443
Audit and accounting	516	341
Amortization of intangible assets	1,384	-
Other	2,779	1,524
Total noninterest expense	26,438	14,824
Income Before Federal Income Taxes	5,606	9,838
Provision for Federal Income Taxes	903	2,005
Net Income	4,703	7,833
Other Comprehensive Income (Loss):		
Unrealized gains (losses) on available-for-sale securities, net of taxes (credit) of $609 and $650 for 2024 and 2023 respectively	(2,292)	2,446
Gain on sale of investments, net of taxes of $142	533	-
Change in split-dollar life insurance policy unrecognized net (loss) gain	-	(319)
Change in defined benefit plan settlement charge, net of taxes of $1 and $8 for 2024 and 2023 respectively	4	32
Change in defined benefit plan unrecognized net gain, net of taxes (credit) of $1 and $32 for 2024 and 2023 respectively	5	121
Other Comprehensive Income (Loss)	(1,750)	2,280
Total Comprehensive Income	$ 2,953	$ 10,113
Basic Earnings Per Share	$ 0.77	$ 2.04
Diluted Earnings Per Share	$ 0.76	$ 2.03

See Notes to Consolidated Financial Statements

MAIN STREET FINANCIAL SERVICES CORP.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2024 and 2023
(In thousands, except per share data)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance, January 1, 2023	$ 398	$ 36,584	$ 49,532	$ (11,438)	$ (30,459)	$ 44,617
Net Income	-	-	7,833		-	7,833
Other comprehensive income	-	-	-	2,280	-	2,280
Cash dividends - $0.92 per Share	-	-	(2,023)	-	-	(2,023)
Expense under Stock Option Plan	-	108	-	-	-	108
Proceeds from the exercise of stock options	-	23	-	-	129	152
Balance, December 31, 2023	$ 398	$ 36,715	$ 55,342	$ (9,158)	$ (30,330)	$ 52,967
Net Income			4,703			4,703
Other comprehensive loss	-	-	-	(1,750)	-	(1,750)
Cash dividends - $0.41 per Share	-	-	(2,689)	-	-	(2,689)
New Issuance of Common Stock	314	5,186	-	-	-	5,500
Reverse Merger with Wayne Savings Bancshares Inc.	7,047	43,133	-	-	-	50,180
Treasury Closeout due to Merger	-	(29,782)	-	-	29,782	-
Recognition of the fair value of share based compensation	28	686	-	-	-	714
Proceeds from the exercise of stock options	14	449	-	-	548	1,011
Balance, December 31, 2024	$ 7,801	$ 56,387	$ 57,356	$ (10,908)	$ -	$ 110,636

See Notes to Consolidated Financial Statements

MAIN STREET FINANCIAL SERVICES CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2024 and 2023
(In thousands)

	2024	2023
Operating Activities		
Net income	$ 4,703	$ 7,833
Items not requiring (providing) cash		
Depreciation and amortization	708	507
Provision for credit losses on loans	4,349	557
Provision for credit losses on unfunded commitments	433	(27)
Amortization of premiums and discounts on securities	568	741
Amortization and impairment of mortgage servicing rights	82	78
Amortization of intangible assets	1,384	-
Amortization of fair market value adjustment of time deposits	1,281	-
Accretion of net deferred loan origination fees	(138)	(178)
Accretion of fair market value adjustment of securities	(504)	-
Accretion of fair market value adjustment of loans	(798)	-
Deferred income taxes	(18)	(355)
Net gains on sale of Visa Class B Stock	-	(298)
Gain for the sale of available-for-sale securities	(675)	-
Net gains on sale of loans	(442)	(193)
Proceeds from sale of loans in the secondary market	12,423	8,819
Origination of loans for sale in the secondary market	(11,981)	(8,626)
Stock based compensation expense	714	-
Expense under Stock Option Plan	86	108
Increase in value of bank-owned life insurance	(136)	(272)
Loss on sale of foreclosed assets held for sale	58	-
Changes in		
Accrued interest receivable	(497)	(629)
Other assets	309	(2,774)
Interest payable and other liabilities	(4,403)	1,641
Net cash provided by operating activities	7,506	6,932
Investing Activities		
Purchases of available-for-sale securities	(66,886)	-
Proceeds from maturities and paydowns of available-for-sale securities	19,824	7,199
Proceeds from maturities and paydowns of held-to-maturity securities	330	520
Proceeds from the sale of available-for-sale securities	42,342	-
Proceeds from sale of Visa Class B Stock	-	298
Purchases of Federal Home Loan Bank stock	(1,079)	(637)
Net change in loans	(31,853)	(74,947)
Purchase of premises and equipment	(304)	(228)
Proceeds from sale of foreclosed assets	204	-
Net cash acquired in business combination	20,969	-
Net cash used in investing activities	$ (16,453)	$ (67,795)

MAIN STREET FINANCIAL SERVICES CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
Years Ended December 31, 2024 and 2023
(In thousands)

	2024	2023
Financing Activities		
Net change in deposits	$ (22,103)	$ 87,292
Net change in other borrowings	7,245	(6,033)
Proceeds (repayments) of Federal Home Loan Bank advances	53,000	(11,500)
Advances by borrowers for taxes and insurance	1,027	58
Dividends on common stock	(3,195)	(2,021)
Proceeds from exercise of stock options	1,011	152
New issuance of common stock	5,500	-
Net cash provided by financing activities	42,485	67,948
Increase in Cash and Cash Equivalents	33,538	7,085
Cash and Cash Equivalents, Beginning of period	20,884	13,799
Cash and Cash Equivalents, End of period	$ 54,422	$ 20,884
Supplemental Cash Flows Information		
Interest paid on deposits and borrowings	$ 27,746	$ 12,721
Federal income taxes paid	$ 1,826	$ 2,045
Supplemental Disclosure of Non-Cash Investing and Financing Activities		
Transfers from loans to other real estate owned	$ 147	$ -
Recognition of mortgage servicing rights	-	84
Dividends payable	$ -	$ 506
Supplemental Disclosure of Purchase of capital stock		
Fair value of assets acquired	$ 555,701	$ -
Less: Common stock issued	49,330	-
Fair value of liabilities assumed	$ 506,371	$ -

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Main Street Financial Services Corp. ("Main Street" or the "Company") and its wholly owned subsidiary, Main Street Bank Corp. (the "Bank"). All intercompany transactions and balances have been eliminated.

Nature of Operations

The revenues, operating income and assets are almost exclusively derived from banking. Accordingly, all of the Company's banking operations are considered by management to be aggregated in one reportable operating segment. Customers are mainly located in Wooster, Ohio, Wheeling, West Virginia and other surrounding communities in Ohio and West Virginia. The customers include a wide range of individuals, businesses, and other organizations. The Company has historically conducted its business through its main office in Wooster, Ohio.

The Company's primary deposit products are checking, savings, money market and term certificate accounts. Main Street Bank Corp.'s primary lending products are residential mortgage, commercial and installment loans. Substantially all loans are secured by specific items of collateral including business assets, consumer assets and real estate. Commercial loans are expected to be repaid from cash flow from operations of businesses. Real estate loans are secured by both residential and commercial real estate. Net interest income is affected by the relative amount of interest-earning assets and interest-bearing liabilities and the interest received or paid on these balances. The level of interest rates paid or received by the Company can be significantly influenced by a number of environmental factors, such as governmental monetary policy, that are outside of management's control.

Acquisitions

The Company announced a merger of equals transaction with Wayne Savings Bancshares, Inc. ("Legacy Wayne") on February 23, 2023. On May 31, 2024 (the "Merger Date"), the Company completed the transaction, forming a financial holding company with assets of $1.4 billion. On the Merger Date, Legacy Wayne merged with and into Main Street, with Main Street surviving the merger (the "Merger"). Immediately following the Merger, Main Street's wholly owned bank subsidiary, Main Street Bank Corp., merged with and into Wayne Savings Community Bank, with Wayne Savings Community Bank surviving the merger. Upon completion of the Merger, Wayne Savings Community Bank was renamed Main Street Bank Corp.

The Merger was accounted for as a reverse merger using the acquisition method of accounting, therefore, Legacy Wayne was deemed the acquirer for financial reporting purposes, even though Main Street was the legal acquirer. Accordingly, Legacy Wayne's historical financial statements are the historical financial statements of the combined company for all periods before the Merger Date.

Basis of Presentation

Our consolidated statements of income for the year ended December 31, 2024 include the results from Main Street on and after May 31, 2024. Results for periods before May 31, 2024, reflect only those of Legacy Wayne and do not include the consolidated statements of income of Main Street. Accordingly, comparisons of our results for the quarter ended December 31, 2024, with those of prior periods may not be meaningful. The number of shares issued and outstanding, earnings per share, dividends paid and all references to share quantities of Main Street have been retrospectively adjusted to reflect the equivalent number of shares issued in the Merger.

Reclassification

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for credit losses, goodwill and pension and other retirement benefit plans. In connection with the determination of the allowance for credit losses management obtains independent appraisals for significant properties.

Cash Equivalents

The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. The Company's cash accounts are subject to the $250,000 limit on FDIC insurance per covered institution. From time to time, the Company's interest-bearing cash accounts may exceed the FDIC's insured limit of $250,000. Management considers the risk of loss to be very low.

Restrictions on Cash and Amounts Due From Banks

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

Securities

Certain debt securities that management has the positive intent and ability to hold to maturity are classified as "held-to-maturity" and recorded at amortized cost, net of allowance for credit losses. Securities not classified as held-to-maturity are classified as "available-for-sale" and recorded at fair value, with unrealized gains and losses for those with no allowance for credit losses excluded from earnings and reported in other comprehensive income (loss). Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

For debt securities with fair value below carrying value when the Company does not intend to sell a debt security, and it is more likely than not, the Company will not have to sell the security before recovery of its cost basis, it recognizes the credit component of debt securities in earnings as an allowance for credit losses. and the remaining portion in other comprehensive income (loss).

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at their outstanding principal balances adjusted for unearned income, charge-offs, the allowance for credit losses, any unamortized deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans. For loans amortized at cost, interest income is accrued based on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, as well as premiums and discounts, are deferred and amortized as a level yield adjustment over the respective term of the loan. The accrual of interest on mortgage and commercial loans is discontinued at the time the loan is 90 days past due unless the credit is well secured and in process of collection. Past due status is determined based on contractual terms of the loan. In all cases, loans are placed on non-accrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans that are placed on non-accrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current for a period of six months and future payments are reasonably assured.

Allowance for Credit Losses – Held-to-maturity securities

The allowance for credit losses on held-to-maturity securities is a contra-asset valuation account that is deducted from the amortized cost basis of held-to-maturity securities to present the Company's best estimate of the net amount expected to be collected. Held-to-maturity securities are charged off against the allowance when deemed uncollectible. Adjustments to the allowance are reported in the consolidated income statement as a component of credit loss expense. The Company measures expected credit losses on held-to-maturity securities on a collective basis by major security type with each type sharing similar characteristics and considers historical credit loss information that is adjusted for current economic conditions and reasonable and supportable forecasts. There was an evaluation of the held-to-maturity securities portfolio and it was determined no credit loss was needed as it was an immaterial amount based on the historical loss information.

Allowance for Credit Losses – Available-for-sale securities

For available-for-sale securities in an unrealized loss position, the Company must first assess whether (i) there is intention to sell or (ii) it is more likely than not that the Company will be required to sell the security before recovery of its amortized costs basis. If either case is affirmative, any previously recognized allowances are charged off and the security's amortized cost is written down to fair value through income. If neither case is affirmative, the security is evaluated to determine whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which the fair value is less than the amortized cost, any changes to the rating of the security by a rating agency and any adverse conditions specifically related to the security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the security are compared to the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded for the credit loss, limited by the amount that the fair value is less than the amortized cost basis. Any impairment that has not been recorded through the allowance for credit losses is recognized in other comprehensive income. Adjustments to the allowance are reported in our income statement as a component of the credit losses expense. The Company excludes accrued interest receivable on available-for-sale securities from the estimate of credit losses. Available-for-sale securities are charged off against the allowance or, in absence of any allowance, written down through income when deemed uncollectible by management or when either of the aforementioned criteria regarding intent or requirement to sell is met. After this evaluation, the Company determined there was no intention to sell and the Company has the ability to hold the security.

Allowance for Credit Losses – Loans

The allowance for credit losses represents management's estimate of expected credit losses inherent in the Bank's loan portfolio and unfunded loan commitments at the report date. The allowance for credit losses methodology is regularly reviewed for its appropriateness and is approved annually by the Board of Directors. This written methodology is consistent with accounting principles generally accepted in the United States of America which provides for a consistently applied analysis.

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

On May 31, 2024, Main Street Financial Services, Corp. completed the merger with Wayne Savings Bancshares, Inc., leading to the integration of its loan portfolio and credit risk management framework. As part of the merger, the company evaluated and aligned accounting methodologies to ensure consistency across the consolidated entity.

Prior to the merger, Legacy Wayne utilized the Weighted Average Remaining Maturity (WARM) methodology for estimating expected credit losses under the Current Expected Credit Loss (CECL) framework, whereas Main Street historically applied the Discounted Cash Flow (DCF) method. Following an internal assessment, management determined that the DCF methodology provides a more precise measure of expected credit losses, particularly given the combined entity's asset mix and risk management approach. However, in an effort to simplify modeling complexity, the reserve calculation does not include a present value discounting component. Instead, the allowance for credit losses is determined as the sum of expected losses over the life of the financial assets, without discounting projected cash flows. The overall financial impact of this methodology change was immaterial to the company's income statement and balance sheet, and no material changes were required in previously reported financial information. This change was accounted for prospectively, and comparative financials were not restated.

The Company's methodology provides an estimate of the expected credit losses either by calculating a reserve per credit or by applying our methodology to groupings based on similar risk characteristics. The loan portfolio was grouped based on loans of similar type, including acquired loans. The loan groupings for the CECL calculation are based on FFIEC Call Report codes. All groups use the average charge-off method for calculating the allowance for credit losses. This incorporates a historical loss period from March 2004, since Call Report data became more granular regarding loan groupings, and includes several economic cycles.

The Company is utilizing peer data from a peer group located in the region of Ohio, West Virginia, Pennsylvania, Kentucky, Virginia, and Indiana with asset sizes between $750 million and $3 billion. The peer group is reviewed and updated on an annual basis. The reserves are calculated at the loan level as the sum of expected lifetime credit losses for financial assets, using a Discounted Cash Flow (DCF) methodology without present value discounting, incorporating probability of default (PD), loss given default (LGD), reasonable and supportable forecasts, and qualitative adjustments to reflect anticipated credit risk.

In addition to this quantitative analysis, management also utilizes qualitative analysis each quarter as a component of the allowance for credit losses. The qualitative factors include categories such as:

- Changes in lending policies, procedures, and strategies
- Changes in Nature and Volume of Portfolio
- Staff Experience
- Changes in Volume and Trends in Classified Loans, Delinquencies, and Nonaccrual
- Concentration Risk
- Trends in underlying Collateral Value
- External factors: Competition, Legal, regulatory
- Changes in quality of the loan review system
- Economic Conditions

The methodology allows for additional qualitative factors as other risks emerge. Items within these categories are ranked as baseline, low, medium, or high levels of risk, and the related risk level per categories dictates the level of qualitative factor that is used depending on the standard deviation level from historical loss.

A loan is individually evaluated for allowance for credit losses when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogenous loans are collectively evaluated for any shortfall. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment measurements, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

Premises and Equipment, Net

Depreciable assets are stated at cost less accumulated depreciation. Depreciation is charged to expense using the straight-line method over the estimated useful lives of the assets. An accelerated method is used for tax purposes. Leasehold improvements are also stated at cost less accumulated depreciation and are depreciated using the straight-line method over the estimated useful lives of the assets or the term of the lease, whichever is shorter. Gains and losses on dispositions are included in current operations. No asset impairment was recognized during the years ended December 31, 2024 and 2023.

Allowance for Credit Losses – Off-Balance-Sheet Credit Exposures

The allowance for credit losses on off-balance-sheet credit exposures is a liability account, representing expected credit losses over the contractual period for which the Company is exposed to credit risk resulting from a contractual obligation to extend credit. No allowance is recognized if the Company has an unconditional right to cancel the obligation. The allowance is reported as a component of interest payable and other liabilities in the consolidated balance sheets. Adjustments to the allowance are reported in our income statement as provision for credit losses on unfunded commitments.

Leases

The Company recorded a lease liability for the present value of future minimum payments under the leases terms and a right-of-use asset. The discount rate used in determining the lease liability used was based on the incremental borrowing rates the Company could obtain for similar loans as of the as of the commencement date of the lease.

Federal Home Loan Bank Stock

The Company is required as a condition of membership in the Federal Home Loan Banks of Cincinnati and Pittsburgh ("FHLB") to maintain an investment in FHLB common stock. The required investment in the common stock is based on a predetermined formula. The stock is redeemable at par and, therefore, its cost is equivalent to its redemption value. The stock is periodically evaluated for impairment. At December 31, 2024, the FHLB placed no restrictions on redemption of shares in excess of a member's required investment in the stock.

Foreclosed Assets Held for Sale, Net

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less estimated selling costs, at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net income or expense from foreclosed assets.

Bank-Owned Life Insurance

The Bank has purchased life insurance policies on certain key executives. Bank-owned life insurance is recorded at its cash surrender value, or the amount that can be realized.

Goodwill

Goodwill is evaluated annually for impairment or more frequently if impairment indicators are present. A qualitative assessment is performed to determine whether the existence of events or circumstances leads to a determination that it is more likely than not the fair value of a reporting unit is less than the carrying amount, including goodwill. If, based on the evaluation, it is determined to be more likely than not that the fair value of a reporting unit is less than the carrying value, then goodwill is tested further for impairment. The quantitative impairment test consists of calculating the fair value of a reporting unit and comparing it to the carrying amount, including goodwill. The goodwill impairment loss, if any, is measured as the amount by which the carrying amount of a reporting unit, including goodwill, exceeds its fair value. Subsequent increases in goodwill value are not recognized in the consolidated financial statements.

The composition of goodwill is as follows at December 31, 2024 and 2023:

	2024	2023
	(In thousands)	
Beginning of year	$ 1,719	$ 1,719
Acquired goodwill	3,439	-
Impairment	-	-
Goodwill, end of Year	$ 5,158	$ 1,719

The Company performed its annual goodwill qualitative impairment analysis as of December 31, 2024, and the prior year at December 31, 2023, and it indicated that it was more likely than not that the fair value of the Company exceeded the carrying value of goodwill in both 2024 and in 2023, resulting in no impairment.

Intangible Assets

Intangible assets with finite lives are being amortized over a period of ten years. Such assets are periodically evaluated as the recoverability of carrying values.

		2024
		(In thousands)
Gross carrying amount	$	-
Core deposit intangibles acquired		12,270
Accumulated amortization		(1,384)
Total core deposits and other intangibles	$	10,886

Amortization expense for the years ended December 31, 2024 and 2023 was $1.4 million and $0, respectively. Estimated amortization expense for each of the following five years is:

2025	$	2,180
2026		1,937
2027		1,693
2028		1,450
2029		1,207

Mortgage Servicing Rights

Mortgage servicing assets are recognized separately when rights are acquired through sale of financial assets. Under the servicing assets and liabilities accounting guidance (ASC 860-50), servicing rights resulting from the sale or securitization of loans originated by the Company are initially measured at fair value at the date of transfer. The Company subsequently measures each class of servicing asset using the amortization method. Under the amortization method, servicing rights are amortized in proportion to and over the period of estimated net servicing income. The amortized assets are assessed for impairment based on fair value at each reporting date.

Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. These variables change from quarter to quarter as market conditions and projected interest rates change and may have an adverse impact on the value of the mortgage servicing rights and may result in a reduction to noninterest income.

Each class of separately recognized servicing assets subsequently measured using the amortization method are evaluated and measured for impairment. Impairment is determined by stratifying rights into tranches based on predominant characteristics, such as interest rate, loan type and investor type. Impairment, if necessary, is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the carrying amount of the servicing assets for that tranche. The valuation allowance is adjusted to reflect changes in the measurement of impairment after the initial measurement of impairment. Changes in valuation allowances are reported in the income statement. Fair value in excess of the carrying amount of servicing assets for that stratum is not recognized.

Servicing fee income is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal or a fixed amount per loan and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income.

Treasury Stock

Common stock shares repurchased are recorded at cost. Cost of shares retired or reissued is determined using the first-in, first-out method.

Stock-Based Compensation

The Company has a stock-based employee compensation plan where compensation cost is recognized for the stock option awards issued to employees, based on the fair value of these awards at the grant date. A Black-Scholes model is utilized to estimate the fair value of the stock options. For the awards granted the compensation cost is recognized over the vesting schedule using the accelerated method, net of forfeitures. The Company will recognize forfeitures when they occur.

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

Income Taxes

The Company accounts for income taxes in accordance with income tax accounting guidance (ASC 740, Income Taxes). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to management's judgment.

The Company recognizes interest and penalties, if any, on income taxes as a component of income tax expense. The Company files consolidated income tax returns with its subsidiary. With a few exceptions, the Company is no longer subject to tax authorities for years before 2021.

Revenue From Contracts With Customers

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, Revenue from Contracts with Customers (Topic 606). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Company satisfies a performance obligation.

The Company's primary sources of revenue are derived from interest and dividends earned on loans, investment securities and other financial instruments that are not within the scope of Topic 606. The Company has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the consolidated statements of income was not necessary. The Company generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed; charged either on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, there is little judgment involved in applying Topic 606 that significantly affects the determination of the amount and timing of revenue from contracts with customers.

Earnings Per Share

Basic earnings per share represents income available to common stockholders divided by the weighted-average number of common shares outstanding during each period. Diluted earnings per share reflects additional potential common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. The Company has potential dilutive common shares issued or outstanding which relate to stock options and are determined using the treasury stock method.

Treasury stock shares is not deemed outstanding for earnings per share calculations.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income and other comprehensive income (loss), net of applicable income taxes. Other comprehensive income (loss) includes unrealized appreciation (depreciation) on available-for-sale securities, changes in the funded status of the defined benefit pension plan and the split-dollar life insurance plan.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when the control over the assets has been relinquished. Control over transferred assets is deemed to be surrendered when the assets have been isolated from the Company, the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Segment Information

Main Street has one principal business segment, commercial banking. While our chief decision makers monitor the revenue streams of various products and services, the identifiable segments' operations are managed and financial performance is evaluated on a company-wide basis. Accordingly, all of the Company's financial service operations are considered to be aggregated in one reportable operating segment. See Note 19 for additional information on segment information.

Subsequent Events

Subsequent events have been evaluated through March 26, 2025, which is the date the financial statements were available to be issued.

Note 2: Business Combinations

The Company announced a merger of equals transaction with Wayne Savings Bancshares, Inc. ("Legacy Wayne") on February 23, 2023. On May 31, 2024 (the "Merger Date"), the Company completed the transaction, forming a financial holding company with assets of $1.4 billion. On the Merger Date, Legacy Wayne merged with and into Main Street, with Main Street surviving the merger (the "Merger"). Immediately following the Merger, Main Street's wholly owned bank subsidiary, Main Street Bank Corp., merged with and into Wayne Savings Community Bank, with Wayne Savings Community Bank surviving the merger. Upon completion of the Merger, Wayne Savings Community Bank was renamed Main Street Bank Corp.

The Merger was accounted for as a reverse merger using the acquisition method of accounting, therefore, Legacy Wayne was deemed the acquirer for financial reporting purposes, even though Main Street was the legal acquirer. Accordingly, Legacy Wayne's historical financial statements are the historical financial statements of the combined company for all periods before the Merger Date. Our consolidated statements of income for the year ended December 31, 2024 include the results from Main Street on and after May 31, 2024. Results for periods before May 31, 2024, reflect only those of Legacy Wayne and do not include the consolidated statements of income of Main Street. Accordingly, comparisons of our results for the quarter ended December 31, 2024, with those of prior periods may not be meaningful. The number of shares issued and outstanding, earnings per share, dividends paid and all references to share quantities of Main Street have been retrospectively adjusted to reflect the equivalent number of shares issued in the Merger.

Legacy Wayne shareholders received 1.7446 shares of Main Street Financial Services Corp ("MSWV") common stock for each legacy Wayne ("WAYN") share owned. Fractional shares of MSWV common stock were not issued in respect of fractional interests arising from the merger but were paid in cash pursuant to the merger agreement. Legacy Wayne had 2.2 million shares outstanding on May 31st. The share price of WAYN stock on May 31, 2024 was $24.27. Total consideration for the acquisition was $49.3 million which consisted of 3,546,000 shares of common stock. As a result of the acquisition, the Company increased its deposit base and has reduced costs through economies of scale.

As the legal acquirer, MSWV issued 3.9 million shares of common stock in connection with the merger, which represented approximately 52.4% of the voting interests in MSWV upon completion of the Merger. Guidance in ASC 805-40-30-2 explains that the purchase price in a reverse merger is determined based on "the number of equity shares that the legal acquiree would have had to issue to give the owners of the legal acquirer the same percentage equity interest in the combined entity that results from the reverse acquisition". The first step in calculating the purchase price in the merger is to determine the ownership of the combined entity following the merger. The table below summarizes the ownership of the combined entity following the merger, as well as the market capitalization.

MSWV Ownership and Market Value

	Number of MSWV Outstanding Shares	Percentage of Ownership		Market Value at $16.00 MSWV Share Price
Legacy Wayne shareholders	3,899,289	52.4%	$	62,388,627
MSWV shareholders	3,546,000	47.6		54,244,955
Total	7,445,289	100.0%	$	116,633,582

Next, the hypothetical number of shares Legacy Wayne would have had to issue to give MSWV owners the same percentage of ownership in the Company is calculated below (based on shares of Legacy Wayne common stock outstanding as of May 31, 2024):

Hypothetical Legacy Wayne Ownership

	Number of Legacy Wayne Outstanding Shares	Percentage Ownership
Legacy Wayne shareholders	2,235,062	52.4%
MSWV shareholders	2,032,558	47.6
Total	4,267,620	100.0%

Finally, the purchase price is calculated based on the hypothetical number of shares of legacy Wayne common stock issued to MSWV share price as shown below:

		(In thousands, except per share data)
Number of hypothetical Legacy Wayne shares based on MSWV shareholders		2,032,558 shares
Legacy Wayne market price per share as of May 31 2024	$	24.27
Purchase price consideration of hypothetical Legacy Wayne shares issued to MSWV shareholders	$	49,330

Under the acquisition method of accounting, the total purchase was allocated to net tangible and intangible assets based on their current estimated fair values on the date of acquisition. Of the total purchase price of $49.3 million, $12.3 million has been allocated to core deposit intangible and is being amortized over ten years. Goodwill of $3.4 million, which resulted from the acquisition, consists largely of the synergies and economies of scale expected from combining the operations of the Company and legacy Wayne. Of that total amount, none of the purchase price is deductible for tax purposes. The following table summarizes the consideration paid for legacy Main Street and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date.

Fair Value of Consideration Transferred

		(In Thousands)
Common Shares (3,546,000 shares)	$	49,330
Fair value of total consideration transferred	$	49,330
Recognized amounts of identifiable assets acquired and liabilities assumed		
Fair value of assets acquired		
Cash and cash equivalents	$	20,969
Available for sale investments		74,638
Loans, net		416,004
Premises and equipment		3,513
Accrued interest receivable		3,042
Core deposit intangible		12,270
Other assets		21,826
Total assets acquired	$	552,262
Fair value of liabilities acquired		
Deposits	$	485,305
Other borrowings		12,411
Accrued expenses and other liabilities		8,655
Total liabilities acquired	$	506,371
Net assets acquired	$	45,891
Goodwill created		3,439
Total net assets acquired	$	49,330

The fair value of the assets acquired included loans with a fair value of $416.0 million and a weighted average duration of 48 months. The gross principal and contractual interest due under the contracts was $431.4 million of which $4.3 million is expected to be uncollectible.

As part of the Merger, in order to ensure the capital strength of the combined Company and to provide further capital support far above well-capitalized on a post-closing basis following guidance from regulatory authorities, certain executives and board members of legacy Main Street contributed capital in exchange for additional shares of the Company in the amount of $5.5 million.

The fair value for certificates of deposit incorporated a valuation amount of $2.1 million which is being amortized over 5 years.

The fair value of investments acquired included a valuation amount of $10.2 million which is being amortized over the life of the investment.

In 2024, the Company incurred additional third-party acquisition-related costs of $1.8 million. These expenses were comprised primarily of data processing costs of $0.1, consulting fees of $0.8 thousand, and other general and administrative expense of $0.9 thousand in the Company's consolidated statement of income for the year ended December 31, 2024.

The company acquired loans in the acquisition that had evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected. The Company acquired loans that have experienced more-than-insignificant credit deterioration since origination. Evidence of credit quality deterioration as of the purchase date included information such as past-due and nonaccrual status, borrower credit scores and recent loan to value percentages. In accordance with ASC Topic 326, these loans are classified as Purchased Financial Assets with Credit Deterioration (PCD). PCD loans acquired in a transaction are marked to fair value and a mark on yield is recorded. In addition, an adjustment is made to the ACL for the expected loss on the acquisition date. These loans are assessed on a regular basis and subsequent adjustments to the ACL are recorded on the income statement. The Company acquired PCD loans with a fair value of $28.3 million, credit discount of $1.5 million, a noncredit discount of $2.7 million and ACL adjustment of $0.4 million.

The carrying amount of those loans is included in loans, net on the balance sheet at December 31, 2024. The amounts of loans at May 31, 2024 and December 31, 2024 are as follows:

		May 31, 2024
Categories of Loans		(In Thousands)
One to four family residential	$	13,551
Multi-family residential		5,709
Construction		132
Nonresidential real estate and land		4,398
Commercial		3,110
Consumer and other		1,385
Carrying amount, net of fair value adjustment of $4,254	$	28,285

		December 31, 2024
Categories of Loans		(In Thousands)
One to four family residential	$	12,150
Multi-family residential		5,625
Construction		97
Nonresidential real estate and land		3,640
Commercial		2,617
Consumer and other		1,006
Carrying amount, net of fair value adjustment of $3,484	$	25,135

Non-PCD loans have not experienced a more than insignificant deterioration in credit quality since origination. The difference between the fair value and outstanding balance of the non-PCD loans is recognized as an adjustment to interest income over the lives of the loan.

In accordance with ASC 326, immediately following the acquisition the Company established a $4.2 million allowance for credit losses on the $398.7 million of acquired non-PCD loans through provision for credit losses in the consolidated statement of operations.

The following table provides a summary of PCD loans acquired as of the acquisition date:

		(In thousands)
Unpaid principal balance	$	32,162
PCD allowance for credit losses at acquisition		(378)
Non-credit discount on acquired loans		(3,876)
Fair Value of PCD loans	$	27,908

The following unaudited pro forma condensed combined financial information presents the results of operations of the Company, including the effects of the purchase accounting adjustments and acquisition expenses, had the Merger taken place at the beginning of the period.

	(In thousands, except per share data)			
		2024		2023
Net interest income	$	40,992	$	42,118
Provision for credit losses		3,482		630
Non-interest income		(2,231)		3,831
Non-interest expense		36,683		28,198
Income before taxes		(1,404)		17,121
Income tax expense		(318)		3,606
Net income available to common shareholders	$	(1,086)	$	13,515
Earnings per share				
Basic	$	(0.14)	$	1.87
Diluted	$	(0.14)	$	1.84
Basic weighted average shares outstanding		7,593,693		7,246,533
Diluted weighted shares outstanding		7,611,440		7,334,015

Note 3: Securities

The amortized cost and fair values, together with gross unrealized gains and losses, of securities are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities		(In thousands)		
December 31, 2024:				
Mortgage-backed securities of government-sponsored entities	$ 109,865	$ 60	$ 9,191	$ 100,734
U.S. Treasury securities	4,948	19	-	4,967
U.S. Government agencies	11,247	35	44	11,238
Corporate	2,500	-	288	2,212
State and political subdivisions	42,436	50	4,325	38,161
Totals	$ 170,996	$ 164	$ 13,848	$ 157,312

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities		(In thousands)		
December 31, 2023:				
Mortgage-backed securities of government-sponsored entities	$ 53,213	$ -	$ 7,670	$ 45,543
Corporate	2,500	-	391	2,109
State and political subdivisions	35,342	83	3,480	31,945
Totals	$ 91,055	$ 83	$ 11,541	$ 79,597

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Held-to-maturity Securities:		(In thousands)		
December 31, 2024:				
State and political subdivisions	$ 6,414	$ 1	$ 65	$ 6,350
Corporate note	93	-	-	93
Totals	$ 6,507	$ 1	$ 65	$ 6,443

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Held-to-maturity Securities:		(In thousands)		
December 31, 2023:				
State and political subdivisions	$ 6,808	$ 1	$ 92	$ 6,717
Totals	$ 6,808	$ 1	$ 92	$ 6,717

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

	Available-for-sale		Held-to-maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Within one year	$ 13,645	$ 13,699	$ 1,220	$ 1,211
One to five years	1,101	1,104	2,385	2,360
Five to ten years	5,922	5,507	2,809	2,779
After ten years	40,463	36,268	93	93
	61,131	56,578	6,507	6,443
Mortgage-backed securities of government-sponsored entities	109,865	100,734	-	-
Totals	$ 170,996	$ 157,312	$ 6,507	$ 6,443

The carrying value of securities pledged as collateral, to secure public deposits, customer repurchase agreements and for other purposes, was $44.1 million and $39.9 million at December 31, 2024 and 2023, respectively.

There were sales of $42.3 million of available-for-sale investments during the year ended December 31, 2024. The investment sales included legacy Main Street securities and supported a deleveraging strategy as part of the merger. The sales included $6.9 million of mortgage-backed securities and $35.4 million of U.S. government agencies. Gross gains of $702,000 and gross losses of $27,000 resulting from the sale of available-for-sale securities were realized for 2024. In 2023 there were no sales of securities.

Certain investments in debt securities are reported in the financial statements at an amount less than their historical cost. The total fair value of these investments at December 31, 2024 and 2023, was $133.7 million and $78.5 million, respectively. This represented approximately 82% and 91%, respectively, of the Company's aggregate fair market value of the available-for-sale and held-to-maturity investment portfolios. These declines resulted primarily from changes in market interest rates.

Unrealized losses on available-for-sale-securities have not been recorded as an allowance for credit losses because the Company does not intend to sell the securities prior to their anticipated recovery and the decline in fair value is largely due to changes in interest rates and other market conditions.

As of December 31, 2024, the Company's held-for-sale security portfolio consisted of $6.4 million of state and political subdivision municipal securities, $5.5 million of which were in an unrealized loss position, and a $93,000 corporate note with a book value equal to market value.

The unrealized losses on the Company's investments in mortgage-backed securities of government-sponsored entities, U.S. government agencies, state and political subdivisions and corporates were caused by changes in interest rates. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the decline in market value is attributable to changes in interest rates, and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company has not recorded an allowance for credit losses at December 31, 2024.

The following table shows the gross unrealized losses and fair value of the Company's available-for-sale and held-to-maturity investments, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2024 and 2023:

	December 31, 2024					
	Less than 12 Months		More than 12 Months		Total	
Available-for-Sale securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Mortgage-backed securities of government-sponsored entities	$ 54,853	$ 1,361	$ 39,263	$ 7,830	$ 94,116	$ 9,191
U.S. government agencies	3,296	44	-	-	3,296	44
Corporate	-	-	2,212	288	2,212	288
State and political subdivisions	2,960	41	25,594	4,284	28,554	4,325
	$ 61,109	$ 1,446	$ 67,069	$ 12,402	$ 128,178	$ 13,848

	December 31, 2023					
	Less than 12 Months		More than 12 Months		Total	
Available-for-Sale securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Mortgage-backed securities of government-sponsored entities	$ -	$ -	$ 45,485	$ 7,670	$ 45,485	$ 7,670
Corporate	-	-	2,109	391	2,109	391
State and political subdivisions	780	2	24,328	3,478	25,108	3,480
	$ 780	$ 2	$ 71,922	$ 11,539	$ 72,702	$ 11,541

	December 31, 2024					
	Less than 12 Months		More than 12 Months		Total	
Held-to-maturity securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
State and political subdivisions	$ 940	$ 3	$ 4,564	$ 62	$ 5,504	$ 65
	$ 940	$ 3	$ 4,564	$ 62	$ 5,504	$ 65

	December 31, 2023					
	Less than 12 Months		More than 12 Months		Total	
Held-to-maturity securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
State and political subdivisions	$ 513	$ 6	$ 5,256	$ 86	$ 5,769	$ 92
	$ 513	$ 6	$ 5,256	$ 86	$ 5,769	$ 92

Credit Quality Indicators

The Company monitors the credit quality of debit securities held-to-maturity through the use of credit rating. The Company monitors the credit rating on a quarterly basis. The following table summarizes the amortized cost of debt securities held-to-maturity at December 31, 2024, aggregated by credit quality indicator.

December 31, 2024	Held-to-Maturity State and Political Subdivision	Held-to-Maturity Other
AAA/AA/A	$ 6,414	$ -
Not Rated	-	93
Total	$ 6,414	$ 93

Note 4: Loans and Allowance for Credit Losses

Categories of loans at December 31, include:

	2024	2023
	(In thousands)	
One-to-four family residential	$ 517,118	$ 291,167
Multi-family residential	46,172	33,012
Construction	13,810	6,121
Nonresidential real estate and land	440,469	309,404
Commercial	114,911	51,907
Consumer and other	19,019	2,623
	1,151,499	694,234
Less		
Undisbursed portion of loans in process	22,619	15,378
Deferred loan origination fees	3,166	1,971
Allowance for credit losses	11,814	7,282
Total loans	$ 1,113,900	$ 669,603

The risk characteristics of each portfolio segment are as follows:

One-to-Four Family Residential Loans

For residential mortgage loans that are secured by one-to-four family residences and are generally owner occupied, the Company generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in one-to-four family residences. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

All Other Mortgage Loans

All other mortgage loans consist of residential construction loans, nonresidential real estate loans, land loans and multi-family real estate loans.

Residential construction loan proceeds are disbursed in increments as construction progresses and as inspections warrant. Construction loans are typically structured as permanent one-to-four family loans originated by the Company with a 6-month construction phase. Accordingly, upon completion of the construction phase, there is no change in interest rate or term to maturity of the original construction loan, nor is a new permanent loan originated. These loans are generally owner occupied and the Company generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded.

Nonresidential real estate loans are negotiated on a case-by-case basis. Loans secured by nonresidential real estate generally involve a greater degree of risk than one-to-four family residential mortgage loans and carry larger loan balances. This increased credit risk is a result of several factors, including the concentration of principal in a limited number of loans and borrowers, the effects of general economic conditions on income-producing properties, and the increased difficulty of evaluating and monitoring these types of loans.

Furthermore, the repayment of loans secured by nonresidential real estate is typically dependent upon the successful operation of the related real estate project. If the cash flow from the project is reduced, the borrower's ability to repay the loan may be impaired.

The Company also originates a limited number of land loans secured by individual improved and unimproved lots for future residential construction. In addition, the Company originated loans to commercial customers with land held as the collateral.

Multi-family real estate loans generally involve a greater degree of credit risk than one-to-four family residential mortgage loans and carry larger loan balances. This increased credit risk is a result of several factors, including the concentration of principal in a limited number of loans and borrowers, the effects of general economic conditions on income-producing properties, and the increased difficulty of evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by multi-family real estate is typically dependent upon the successful operation of the related real estate property. If the cash flow from the project is reduced, the borrower's ability to repay the loan may be impaired.

Commercial Business Loans
Commercial business loans carry a higher degree of risk than one-to-four family residential loans. Such lending typically involves large loan balances concentrated in a single borrower or groups of related borrowers for rental or business properties. In addition, the payment experience on loans secured by income-producing properties is typically dependent on the success of the operation of the related project and thus is typically affected by adverse conditions in the real estate market and in the economy. The Company originates commercial loans generally in the $25,000 to $1,500,000 range with the majority of these loans being under $500,000. Commercial loans are generally underwritten based on the borrower's ability to pay and assets such as buildings, land and equipment are taken as additional loan collateral. Each loan is evaluated for a level of risk and assigned a rating from "1" (the highest quality rating) to "8" (the lowest quality rating).

Consumer Loans
Consumer loans entail greater credit risk than residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by assets that depreciate rapidly, such as automobiles, mobile homes, boats, and recreational vehicles. In such cases, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. In particular, amounts realizable on the sale of repossessed automobiles may be significantly reduced based upon the condition of the automobiles and the lack of demand for used automobiles.

The following tables present the balance in the allowance for credit losses and the recorded investment in loans based on the portfolio segment as seen below:

December 31, 2024	**One-to-four family residential**	**All other mortgage loans**	**Commercial business loans**	**Consumer loans**	**Total**
Allowance for credit losses:			(In thousands)		
Beginning balance	$ 2,346	$ 3,842	$ 1,069	$ 25	$ 7,282
Initial allowance on loans purchased with credit deterioration	175	133	50	20	378
Provision (credit) charged to expense	2,107	1,057	996	189	4,349
Losses charged off	(28)	-	(143)	(67)	(238)
Recoveries	24	1	6	12	43
Ending balance	$ 4,624	$ 5,033	$ 1,978	$ 179	$ 11,814

December 31, 2023	**One-to-four family residential**	**All other mortgage loans**	**Commercial business loans**	**Consumer loans**	**Total**
Allowance for credit losses:			(In thousands)		
Beginning balance	$ 1,543	$ 4,262	$ 912	$ 18	$ 6,735
Provision(credit) charged to expense	798	(420)	171	8	557
Losses charged off	-	-	(14)	(1)	(15)
Recoveries	5	-	-	-	5
Ending balance	$ 2,346	$ 3,842	$ 1,069	$ 25	$ 7,282

	Term Loans Amortized Cost Basis by Origination Year							
	2024	2023	2022	2021	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
As of December 31, 2024								
One-to-four family residential loans:								
Risk rating*								
Pass	$ 40,943	$ 80,004	$ 106,904	$ 70,825	$ 152,070	$ 64,282	$ 15	$ 515,043
Special mention	-	45	-	213	865	143	-	1,266
Substandard	-	-	23	704	8	43	-	778
Doubtful	-	-	-	-	31	-	-	31
Total one-to-four family residential loans	$ 40,943	$ 80,049	$ 106,927	$ 71,742	$ 152,974	$ 64,468	$ 15	$ 517,118
One-to-four family residential loans								
Current period gross write offs	$ -	$ -	$ -	$ -	$ 26	$ -	$ -	$ 26
All other mortgage loans:								
Risk rating								
Pass	$ 93,025	$ 84,276	$ 94,988	$ 98,825	$ 119,237	$ 50	$ 169	$ 490,570
Special mention	25	150	-	148	481	-	-	804
Substandard	-	117	716	6,123	1,062	-	-	8,018
Doubtful	498	-	-	412	149	-	-	1,059
Total all other mortgage loans	$ 93,548	$ 84,543	$ 95,704	$ 105,508	$ 120,929	$ 50	$ 169	$ 500,451
All other mortgage loans								
Current period gross write offs	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Commercial business loans:								
Risk rating								
Pass	$ 36,577	$ 18,377	$ 23,028	$ 15,184	$ 19,266	$ -	$ -	$ 112,432
Special mention	185	427	-	95	26	-	-	733
Substandard	-	672	270	457	236	-	111	1,746
Doubtful	-	-	-	-	-	-	-	-
Total commercial business loans	$ 36,762	$ 19,476	$ 23,298	$ 15,736	$ 19,528	$ -	$ 111	$ 114,911
Commercial business loans								
Current period gross write offs	$ -	$ -	$ -	$ -	$ 143	$ -	$ -	$ 143
Consumer loans:								
Risk rating								
Pass	$ 5,718	$ 5,873	$ 3,600	$ 1,440	$ 1,437	$ 747	$ -	$ 18,815
Special mention	-	12	2	33	32	-	-	79
Substandard	-	36	15	18	56	-	-	125
Doubtful	-	-	-	-	-	-	-	-
Total consumer loans	$ 5,718	$ 5,921	$ 3,617	$ 1,491	$ 1,525	$ 747	$ -	$ 19,019
Consumer loans								
Current period gross write offs	$ -	$ -	$ 5	$ -	$ 62	$ -	$ -	$ 67

	Term Loans Amortized Cost Basis by Origination Year						
	2023	2022	2021	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
As of December 31, 2023							
One-to-four family residential loans:							
Risk rating							
Pass	$ 50,328	$ 82,278	$ 39,574	$ 80,267	$ 37,646	$ 31	$ 290,124
Special mention	-	-	-	688	-	-	688
Substandard	-	-	-	269	86	-	355
Doubtful	-	-	-	-	-		-
Total one-to-four family residential loans	$ 50,328	$ 82,278	$ 39,574	$ 81,224	$ 37,732	$ 31	$ 291,167
One-to-four family residential loans							
Current period gross write offs	$ -	$ -	$ -	$ -	$ -	$ -	$ -
All other mortgage loans:							
Risk rating							
Pass	$ 62,428	$ 89,360	$ 101,693	$ 86,984	$ 7,134	$ 197	$ 347,796
Special mention	-	-	-	499	-	-	499
Substandard	-	-	-	242	-	-	242
Doubtful	-	-	-	-	-	-	-
Total all other mortgage loans	$ 62,428	$ 89,360	$ 101,693	$ 87,725	$ 7,134	$ 197	$ 348,537
All other mortgage loans							
Current period gross write offs	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Commercial business loans:							
Risk rating							
Pass	$ 11,628	$ 14,837	$ 6,976	$ 5,584	$ 12,599	$ -	$ 51,624
Special mention	-	-	-	11	25	-	36
Substandard	-	-	-	247	-	-	247
Doubtful	-	-	-	-	-	-	-
Total commercial business loans	$ 11,628	$ 14,837	$ 6,976	$ 5,842	$ 12,624	$ -	$ 51,907
Commercial business loans							
Current period gross write offs	$ -	$ 4	$ 10	$ -	$ -	$ -	$ 14
Consumer loans:							
Risk rating							
Pass	$ 1,592	$ 465	$ 281	$ 272	$ 13	$ -	$ 2,623
Special mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-
Total consumer loans	$ 1,592	$ 465	$ 281	$ 272	$ 13	$ -	$ 2,623
Consumer loans							
Current period gross write offs	$ -	$ -	$ 1	$ -	$ -	$ -	$ 1

* Ratings are generally assigned to consumer and residential mortgage loans on a "pass" or "fail" basis, where "fail" results in a substandard classification. Commercial loans, both secured by real estate or other assets or unsecured, are analyzed in accordance with an analytical matrix codified in the Bank's loan policy that produces a risk rating as described below.

Risk 1 Superior – Loans in this category are fully secured by cash or widely held marketable securities including an adequate margin. Cash held at the Company will be not be discounted. Cash held at another depository institution will be discounted 10%. Marketable securities traded on one of the three major exchanges will be discounted 33.3%. These loans present virtually no risk to the Company. Ongoing financial statements from the borrowers will not typically be required to be submitted.

Risk 2 Above Average – Loans in this category are considered above average and include only the strongest borrowers. Their DSC ratio will consistently be above 2.00X. Borrowers have sufficient cash reserves or assets that may be converted into cash to help service their debts (typically at least 12 months). The debts are sufficiently covered with collateral with Loan-to-Values well below the maximums advance rates. Business entity borrowers should have personal guarantees of the owner(s), who have significant assets and income to support the debt.

Risk 3 Average – Loans in this category are considered average and represent the typical commercial borrower. This category will comprise the largest segment of the commercial portfolio. Borrowers will have a DSC ratio consistently above 1.20X but may have it fall below that threshold temporarily due to extraordinary circumstances. The borrowers have some cash reserves or assets that may be converted into cash to help service their debts (typically at least 3 months). Collateral is within underwriting standards and sufficient to cover the outstanding debt under normal circumstances; however, coverage may be insufficient in a forced liquidation situation. Business entity borrowers should have personal guarantees of the owner(s), even if they provide minimal financial support. Most smaller exposure borrowers will also be included in this category.

Risk 4 Below Average – Loans in this category are considered below average with higher risk than the average borrower. These borrowers warrant slightly more attention than the normal borrower. Their DSC ratio will typically be above 1.00X but may have it fall below that threshold temporarily due to extraordinary circumstances. The borrowers may not have sufficient cash reserves or assets that may be converted into cash to help service their debts. Collateral may be outside underwriting standards and insufficient to cover the outstanding debt under normal circumstances. Business entity borrowers may not have the personal guarantees of the owner(s). This category may also include a group of borrowers related to a specific industry, area, loan type, or other common factor that is deemed to represent more risk than average.

Risk 5 Special Mention – Loans in this category have a potential weakness or weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may, at some future date, result in deterioration of the payment prospects for the asset or in the institution's credit position. Special Mention assets are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification. Corrective action by management should be able to remedy the potential weaknesses.

Risk 6 Substandard – Loans in this category possess a well-defined weakness or weaknesses that jeopardize the liquidation of the amount owed. Loans may be inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. They are characterized by the distinct possibility that the Company may sustain some loss if the deficiencies are not corrected.

Risk 7 Doubtful – Loans in this category have most of the weaknesses inherent in the substandard category with the added characteristic that the weaknesses make collection or liquidation in full, based on currently known facts, conditions, and values highly questionable and improbable.

Risk 8 Loss – Loans in this category are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This category does not mean that the loan has absolutely no recovery or salvage value but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may occur in the future.

The following tables present the Bank's loan portfolio aging analysis as of December 31, 2024 and 2023:

December 31, 2024	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable
			(In thousands)			
One-to-four family residential loans	$ 6,865	$ 1,541	$ 907	$ 9,313	$ 507,805	$ 517,118
All other mortgage loans	205	667	1,037	1,909	498,542	500,451
Commercial business loans	662	182	1,111	1,955	112,956	114,911
Consumer loans	494	89	33	616	18,403	19,019
Total	$ 8,226	$ 2,479	$ 3,088	$ 13,793	$ 1,137,706	$ 1,151,499

December 31, 2023	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable
			(In thousands)			
One-to-four family residential loans	$ 1,405	$ 554	$ 258	$ 2,217	$ 288,950	$ 291,167
All other mortgage loans	-	252	4	256	348,281	348,537
Commercial business loans	93	-	195	288	51,619	51,907
Consumer loans	22	-	-	22	2,601	2,623
Total	$ 1,520	$ 806	$ 457	$ 2,783	$ 691,451	$ 694,234

Non-accrual loans were comprised of the following at December 31, 2024:

Non-accrual loans and loans over 90 days and still accruing loans	Non-accrual with no allowance for credit losses	Non-accrual	Loans Past Due Over 89 days Still Accruing
		(In thousands)	
One-to-four family residential loans	$ 3,349	$ 3,460	$ 39
Nonresidential real estate loans	1,277	1,320	-
Commercial business loans	210	300	877
Consumer loans	89	89	-
Total	$ 4,925	$ 5,169	$ 916

December 31, 2023:

Non-accrual loans and loans over 90 days and still accruing loans	Non-accrual with no allowance for credit losses	Non-accrual	Loans Past Due Over 89 days Still Accruing
		(In thousands)	
One-to-four family residential loans	$ 236	$ 236	$ 206
Nonresidential real estate loans	-	-	4
Commercial business loans	-	170	25
Consumer loans	-	-	-
Total	$ 236	$ 406	$ 235

The following table presents the amortized cost basis of collateral-dependent loans by class of loans that were individually evaluated to determine expected credit losses, and the related allowance for credit losses, as of December 31, 2024:

	Collateral (In thousands)			
	Real Estate	Business Assets	Total	Allowance for Credit Losses
One-to-four family residential loans	$ 2,061	$ -	$ 2,061	$ 23
Nonresidential real estate loans	2,512	-	2,512	69
Multi-family	5,872	-	5,872	-
Commercial business loans	-	1,067	1,067	90
Total	$ 10,445	$ 1,067	$ 11,512	$ 182

Note 5: Premises and Equipment

Major classifications of premises and equipment, stated at cost, at December 31, 2024 and 2023 are as follows:

	2024	2023
	(In thousands)	
Land and improvements	$ 2,158	$ 1,799
Office buildings and improvements	10,163	8,192
Furniture, fixtures, and equipment	9,045	6,337
Leasehold improvements	3,659	585
	25,025	16,913
Less accumulated depreciation	17,012	12,009
Total	$ 8,013	$ 4,904

Note 6: Loan Servicing

The Company has recognized servicing rights for residential mortgage loans sold with servicing retained. Residential mortgage loans serviced for others are subject to credit, prepayment, and interest rate risks.

Mortgage loans serviced for others are not included in the accompanying consolidated balance sheets. The unpaid principal balance of mortgage loans serviced for others was $88.1 million and $86.4 million at December 31, 2024 and 2023, respectively. Custodial escrow balances maintained in connection with the foregoing loan servicing, were approximately $1.2 million and $1.0 million at December 31, 2024 and 2023, respectively.

Comparable market values and a valuation model that calculates the present value of future cash flows were used to estimate fair value. Servicing assets are included in other assets on the consolidated balance sheets.

Activity in the balance of servicing assets was as follows at December 31, 2024 and 2023:

	2024	2023
	(In thousands)	
Carrying amount, beginning of period	$ 675	$ 669
Additions		
Servicing obligations that result from transfers of financial assets	119	84
Subtractions		
Impairments	-	-
Amortization	81	78
	$ 713	$ 675

The fair value of servicing rights subsequently measured using the amortization method was as follows:

Fair value, beginning of period	$	893	$	1,031
Fair value, end of period	$	931	$	893

Note 7: Interest-Bearing Time Deposits

Interest-bearing time deposits in denominations of $250,000 or more were $125.3 million at December 31, 2024, and $34.7 million at December 31, 2023.

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

Due during the year ending December 31,		(In thousands)
2025	$	339,670
2026		37,029
2027		15,044
2028		1,688
2029		3,689
Thereafter		343
	$	397,463

Note 8: Other Borrowings

Other borrowings included the following at December 31, 2024 and 2023:

		2024		2023
		(In thousands)		
Securities sold under repurchase agreement	$	10,956	$	8,743
Subordinated debentures		2,443		-
Line of credit		15,000		-
	$	28,399	$	8,743

Securities sold under agreements to repurchase consist of obligations of the Bank to other parties. The obligations are secured by available-for-sale securities and such collateral is held by the Bank. The maximum amount of outstanding agreements at any month end during the years ended December 31, 2024 and 2023, totaled $11.0 million and $14.3 million, respectively. These short-term borrowings were collateralized by $12.0 million and $19.4 million of mortgage-backed securities of government-sponsored entities at December 31, 2024 and 2023, respectively. The agreements at December 31, 2024, mature daily.

Repurchase agreements are offered by the Bank to commercial business customers to provide them with an opportunity to earn a return on their excess cash balances. These repurchase agreements are considered secured borrowings and are reported in other short-term borrowings. On a daily basis the Bank transfers securities to these customers in exchange for their cash and subsequently agrees to repurchase those same securities the next business day. In the event the Bank is unable to repurchase the securities from the customer, the customer will then have a claim against those securities.

Prior to the merger with Legacy Wayne, the Company established a subsidiary trust, Main Street (WV) Statutory Trust I (the "Trust"), in which the Company owns 100 percent of the common equity. The Trust issued preferred securities to outside investors and used the proceeds from the issuance to purchase the Company junior subordinated debentures in the amount of $3.0 million. The Company's junior subordinated debentures are the sole asset of the Trust. The $3.0 million of mandatorily redeemable preferred securities that are issued by the Trust are includible for regulatory purposes as component of the Company's Tier 1 capital. These Trust-preferred securities must be redeemed upon the maturity of the debentures.

The Company's junior subordinated debentures are due June 15, 2035, with interest payments due quarterly in arrears. Interest payable at a rate based on the 3-month CME Term SOFR, plus 2.05 percent. As of December 31, 2024, the rate was 6.67 percent. The Company has the right to redeem the debentures at par, in whole or in part, but in all cases, in a principal amount with integral multiples of $1.0 million, on any interest payment date. Due to purchase accounting, the debentures are recorded at their fair market value of $2.4 million and remained outstanding as of December 31, 2024.

Due to the funding requirement for the merger with Legacy Wayne, the Company secured borrowings from a correspondent bank. A $15.0 million line of credit was secured for one year. The outstanding principal balance after one year will automatically convert to a 5-year term note. The line was advanced in full on June 6, 2024. Interest is due quarterly and accrued at a rate of Prime. After one year, quarterly principal and interest payments will be based on a five year term loan with a ten year amortization. The structure of the acquisition required additional capital contributions be made to the subsidiary bank. Repayment of the loan is expected to be funded by dividends from the Bank. As of December 31, 2024, there was $15.0 million outstanding on the line of credit.

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Note 9: Federal Home Loan Bank Advances

At December 31, 2024 and 2023, advances from the Federal Home Loan Bank were as follows:

Interest Rate Range 2024	Maturing year ending December 31,	Amount (In thousands)
0.90%-4.51%	2025	$ 100,000

Interest Rate Range 2023	Maturing year ending December 31,	Amount (In thousands)
4.37% - 4.39%	2024	$ 41,000
0.84%	2024	3,000
0.90%	2025	3,000
		$ 47,000

The Federal Home Loan Bank advances are secured by mortgage loans totaling $635.1 million at December 31, 2024.

Additionally, as a member of the Federal Home Loan Bank system at December 31, 2024, the Bank had the ability to obtain up to $239.7 million in additional borrowings. Borrowings from the FHLB are secured by a blanket pledge of the one-to-four family residential real estate loans, excluding home equity lines of credit, and other mortgage loans secured by real estate. The Bank's borrowing capacity can be further increased by the pledge of additional collateral, including unpledged investment securities.

At December 31, 2024, the Bank had a cash management line of credit with the Federal Reserve Bank in the amount of $15.2 million, none of which was drawn. The Bank had approximately $17.9 million of state and political subdivision bonds pledged as collateral for this line of credit.

Note 10: Income Taxes

The provision for income taxes includes the following components at December 31, 2024 and 2023:

	2024	2023
	(In thousands)	
Taxes currently payable		
Federal	$ 921	$ 2,360
State	-	-
Total	921	2,360
Deferred income taxes		
Federal	89	(355)
State	(107)	-
Total	(18)	(355)
Income tax expense	$ 903	$ 2,005

A reconciliation of income tax expense at the statutory rate to the Company's actual income tax expense is shown below:

	2024	2023
	(In thousands)	
Computed at the statutory rate (21% for 2024 and 2023)	$ 1,177	$ 2,066
Increase (decrease) resulting from		
Tax-exempt interest	(180)	(94)
Earnings on bank-owned life insurance	(126)	(127)
Merger expenses	95	131
State income taxes	(146)	-
Tax credits	(38)	-
Misc permanent items	40	-
Return to provision true ups	20	-
Other	61	29
Actual tax expense	$ 903	$ 2,005

The tax effects of temporary differences related to deferred taxes shown in 2024 and 2023 are at the tax rate of 21% as on the consolidated balance sheets as follows:

	2024	2023
	(In thousands)	
Deferred tax assets		
Deferred loan origination fees	$ 397	$ 414
Allowance for credit losses	2,776	1,542
Pension adjustment	-	31
Reserve for uncollected interest	8	38
Benefit plan expense	112	114
Unrealized losses on securities available-or-sale	2,874	2,406
Purchase accounting adjustments	1,785	-
Deferred compensation	205	-
State tax credit carryforward	98	-
Accrued other expenses	78	4
Investment in pass-through entities	742	109
Net operating loss	2,120	-
Total deferred tax assets	11,195	4,658
Deferred tax liabilities		
Prepaid pension	(111)	(67)
Federal Home Loan Bank stock dividends	(97)	(192)
Book/tax depreciation differences	(641)	(330)
Financed loan fees	-	(10)
Prepaid expenses	(47)	(65)
Other	(48)	-
Mortgage servicing rights	(161)	(142)
Total deferred tax liabilities	(1,105)	(806)
Net deferred tax asset	$ 10,090	$ 3,852

The reverse merger of Main Street Bank Corp. included a net operating loss (NOL) carryforward of approximately $9.1 million for federal purposes and $3.9 million for West Virginia (WV) purposes. The Federal NOL carries forward indefinitely and is subject to Section 382 limitations. The WV NOL carries forward for 20 years and is also subject to Section 382 limitations.

The reverse merger of Main Street Bank Corp. also included state historic tax credits carryforwards. As of the end of 2024, the projected remaining credits carrying forward is $123,882.

Prior to fiscal 1997, the Company was allowed a special bad debt deduction based on a percentage of earnings, generally limited to 8% of otherwise taxable income and subject to certain limitations based on aggregate loans and deposit account balances at the end of the year. This cumulative percentage of earnings bad debt deduction totaled approximately $2.7 million as of December 31, 2024. If the amounts that qualified as deductions for federal income taxes are later used for purposes other than bad debt losses, including distributions in liquidation, such distributions will be subject to federal income taxes at the then current corporate income tax rate. The amount of unrecognized deferred tax liability relating to the cumulative bad debt deduction was approximately $567,000 at December 31, 2024.

Note 11: Accumulated Other Comprehensive Loss

	2024	2023
	(In thousands)	
Gross unrealized loss on securities available-for-sale	$ (14,358)	$ (11,458)
Realized gain on the sale of securities	675	-
Gross unrealized gain for unfunded status of split-dollar life insurance plan liability (tax free)	9	9
Gross unrealized loss for unfunded status of defined benefit plan liability	(135)	(146)
	(13,809)	(11,595)
Tax effect	2,901	2,437
Net-of-tax amount	$ (10,908)	$ (9,158)

Note 12: Regulatory Matters

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory–and possibly additional discretionary–actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Furthermore, the Bank's regulators could require adjustments to regulatory capital not reflected in these financial statements.

The Bank must give notice to the Federal Reserve Bank of Cleveland prior to declaring a dividend to the Company and is subject to existing regulatory guidance where, in general, a dividend is permissible without regulatory approval if the institution is considered to be "well capitalized" and the dividend does not exceed current year-to-date net income plus the change in retained earnings for the previous two calendar years. For dividends in excess of the above criteria, the Bank must make application to the Federal Reserve Bank of Cleveland and receive approval before declaring a dividend to the Company.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined) to risk-weighted assets (as defined), common equity Tier 1 capital (as defined) to total risk-weighted assets (as defined) and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2024, that the Bank met all capital adequacy requirements to which it is subject.

As of December 31, 2024, based on the computations for the call report the Bank is classified as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain capital ratios as set forth in the table below. There are no conditions or events since December 31, 2024, that management believes have changed the Bank's capital classification.

Regulatory capital requirements commonly referred to as "Basel III" were implemented. Management opted out of the accumulated other comprehensive income treatment under these requirements, and as such unrealized gains and losses from available-for-sale securities will continue to be excluded from Bank regulatory capital.

In addition to the minimum Common Equity Tier 1 "CET1", Tier 1 and total capital ratios, the Bank will be required to maintain a capital conservation buffer consisting of additional CET1 capital greater than 2.5% of risk-weighted assets above the required minimum levels in order to avoid limitations on paying dividends or paying discretionary bonuses based on percentages of eligible retained income that could be utilized for such actions. This new capital conservation buffer requirement is being phased in beginning in January 2016 at 0.625% of risk-weighted assets and increasing each year until fully implemented in January 2019. At December 31, 2024, the Bank had Total risk-based capital to risk-weighted assets of 12.4% compared to the requirement of 10.5% using the full capital conservation buffer requirement.

The Bank's actual capital amounts and ratios as of December 31, 2024 and 2023 are presented in the following table.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2024						
Tier I Capital to average assets	$ 123,547	8.88%	$ 55,637	4.0%	$ 69,546	5.0%
Tier 1 Common equity capital to risk-weighted assets	123,547	11.31%	49,174	4.5%	71,029	6.5%
Tier I Capital to risk-weighted assets	123,547	11.31%	65,565	6.0%	87,420	8.0%
Total Risk-based capital to risk-weighted assets	135,837	12.43%	87,420	8.0%	109,276	10.0%
As of December 31, 2023						
Tier I Capital to average assets	$ 60,285	7.6%	$ 31,842	4.0%	$ 39,803	5.0%
Tier 1 Common equity capital to risk-weighted assets	60,285	9.6%	28,310	4.5%	40,893	6.5%
Tier I Capital to risk-weighted assets	60,285	9.6%	37,747	6.0%	50,330	8.0%
Total Risk-based capital to risk-weighted assets	67,610	10.7%	50,330	8.0%	62,912	10.0%

Note 13: Related Party Transactions

At December 31, 2024 and 2023, the Bank had loans outstanding to executive officers, directors, and their affiliates (related parties). In management's opinion, such loans and other extensions of credit and deposits were made in the ordinary course of business and were made on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with other persons. Further, in management's opinion, these loans did not involve more than normal risk of collectability or present other unfavorable features. Such loans are summarized below.

Loans to principal officers, directors, and their affiliates during 2024 and 2023 were as follows:

	2024	2023
	(In thousands)	
Beginning Balance	$ 656	$ 679
New loans	688	-
Effect of changes in composition of related parties	2,280	-
Repayments	(461)	(23)
Ending Balance	$ 3,163	$ 656

Deposits from principal officers, directors, and their affiliates at year-end 2024 and 2023 were $13.3 million and $2.2 million respectively.

Note 14: Employee Benefit Plans

Pension and Other Post-Retirement Benefit Plans

The Company has a frozen noncontributory defined benefit pension plan covering all employees who met the eligibility requirements prior to December 31, 2003. Compensation and service accruals were frozen at the same date. The Company's funding policy is to make the minimum annual contribution that is required by applicable regulations, plus such amounts as the Company may determine to be appropriate from time to time.

The Company expects to make no contribution to the plan during 2025.

The Company uses a December 31 measurement date for the plan. Information about the plan's funded status and pension cost follows:

	2024	2023
	(In thousands)	
Change in benefit obligation		
Beginning of year	$ 1,014	$ 1,205
Interest cost	52	58
Actuarial (gain) loss	48	(46)
Benefits paid	(53)	(51)
Settlements	(43)	(152)
End of year	1,018	1,014
Change in fair value of plan assets		
Beginning of year	1,188	1,233
Actuarial return on plan assets	123	158
Employer contribution	-	-
Benefits paid	(53)	(51)
Settlements	(43)	(152)
End of year	1,215	1,188
Funded status at end of year	$ 197	$ 174

Amounts recognized in accumulated other comprehensive loss not yet recognized as components of net periodic benefit cost consist of the following at December 31, 2024 and 2023:

	2024	**2023**
	(In thousands)	
Net loss	$ (135)	$ (146)

The estimated net loss for the defined benefit pension plan that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next year is approximately $3,000.

The accumulated benefit obligation for the defined benefit pension plan was $1.0 million and $1.0 million at December 31, 2024 and December 31, 2023, respectively.

	2024	**2023**
	(In thousands)	
Components of net periodic benefit cost		
Interest cost	$ 52	$ 58
Expected return on plan assets	(69)	(72)
Amortization of net loss	5	40
Settlement charge	-	22
Net periodic benefit cost (credit)	$ (12)	$ 48

Plan assets are held by a bank-administered trust fund, which invests the plan assets in accordance with the provisions of the plan agreement. The plan agreement permits investment in mutual funds that may invest in common stocks, corporate bonds and debentures, U.S. Government securities, certain insurance contracts, real estate, and other specified investments, based on certain target allocation percentages.

Asset allocation is primarily based on a strategy to provide stable earnings while still permitting the plan to recognize potentially higher returns through an investment in equity securities. The target asset allocation percentages for 2024 are as follows:

Equity	55 - 75%
Fixed income investments	25 - 45%
Cash	0 - 20%

Benefit payments expected to be paid from the plan as of December 31, 2024 are as follows:

	(In thousands)
2025	$ 83
2026	84
2027	82
2028	81
2029	84
Thereafter	406
	$ 820

At December 31, 2024 and 2023, the fair value of plan assets as a percentage of the total was invested in the following:

	2024	2023
Equity Securities	68%	65%
Debt securities	31%	34%
Cash and cash equivalents	1%	1%
	100%	100%

Significant assumptions include the following as of December 31, 2024 and 2023:

	Pension Benefits	
	2024	2023
Weighted-average assumptions used to determine benefit obligation:		
Discount rate	5.15%	5.31%
Rate of compensation increase (frozen)	N/A	N/A
Weighted-average assumptions used to determine benefit cost:		
Discount rate	5.31%	4.96%
Expected return on plan assets	6.00%	6.00%
Rate of compensation increase (frozen)	N/A	N/A

The Company has estimated the long-term rate of return on plan assets based primarily on historical returns on plan assets, adjusted for changes in target portfolio allocations and recent changes in long-term interest rates based on publicly available information.

The fair value of the Company's pension plan assets, and the related investment references, at December 31, 2024 and 2023 by asset category are as follows:

December 31, 2024		Fair Value Measurements Using		
Asset Category	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)		
Mutual funds-Equity				
Large Cap Value (a)	$ 82	$ 82	$ -	$ -
Large Cap Core (b)	119	119	-	-
Mid Cap Core (c)	92	92	-	-
Small-Cap Core (d)	95	95	-	-
International Growth (e)	116	116	-	-
International Value (f)	73	73	-	-
Large Cap Growth (g)	171	171	-	-
Mutual funds-Fixed Income				
Intermediate – Core Plus (h)	373	373	-	-
Common/Collective Trusts-Equity				
Large Cap Value (i)	83	-	83	-
Cash				
Money Market (j)	11	11	-	-
Total	$ 1,215	$ 1,132	$ 83	$ -

(a) This category consists of a mutual fund holding 100-160 stocks, designed to track and outperform the Russell 1000 Value Index.
(b) This category contains stocks of the S&P 500 Index. The stocks are maintained in approximately the same weightings as the index.
(c) This category contains stocks of the CRSP U.S. Mid Cap Index, a broadly diversified index of stocks of medium-size U.S. companies. The stocks are maintained in approximately the same weightings as the index.
(d) This category seeks long-term capital appreciation through investment primarily in common stock of small-capitalization companies, with similar risk levels and characteristics to the Russell 2000 Index.
(e) This category consists of investments with long-term growth potential located primarily in Europe, the Pacific Basin, and other developed and emerging markets.
(f) This category invests primarily in medium to large well-established non-US companies. Under normal circumstances, at least 80% of total assets will be invested in equity securities, including common stocks, preferred stocks, and convertible securities.
(g) This category consists of two mutual funds which invest primarily in large-cap U.S.-based growth companies, one concentrating on long-term capital growth, the other in long-term capital appreciation and current income.
(h) This category currently includes equal investments in four mutual funds, seeking to outperform the Bloomberg Barclays U.S. Aggregate Bond Index. Two of which usually hold at least 80% in investment grade fixed income securities while one other holds at least 65%; the fourth fund targets investments of 50% or more in mortgage-backed securities guaranteed by the US government and its agencies.
(i) This category contains large-cap stocks with above-average yield. The portfolio typically holds between 60 and 70 stocks.
(j) This category consists of a money market fund and is used for liquidity purposes.

December 31, 2023		Fair Value Measurements Using		
Asset Category	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)		
Mutual funds-Equity				
Large Cap Value (a)	$ 79	$ 79	$ -	$ -
Large Cap Core (b)	104	104	-	-
Mid Cap Core (c)	86	86	-	-
Small-Cap Core (d)	91	91	-	-
International Growth (e)	122	122	-	-
International Value (f)	76	76		
Large Cap Growth (g)	140	140	-	-
Mutual funds-Fixed Income				
Intermediate – Core Plus (h)	398	398	-	-
Common/Collective Trusts-Equity				
Large Cap Value (i)	80	-	80	-
Cash				
Money Market (j)	12	12	-	-
Total	$ 1,188	$ 1,108	$ 80	$ -

(a) This category consists of a mutual fund holding 100-160 stocks, designed to track and outperform the Russell 1000 Value Index.
(b) This category contains stocks of the S&P 500 Index. The stocks are maintained in approximately the same weightings as the index.
(c) This category contains stocks of the MSCI U.S. Mid Cap 450 index Index. The stocks are maintained in approximately the same weightings as the index.
(d) This category seeks long-term capital appreciation with similar risk levels and characteristics to the Russell 2000 Index.
(e) This category consists of investments with long-term growth potential located primarily in Europe, the Pacific Basin, and other developed and emerging markets.
(f) This category invests primarily in medium to large well-established non-US companies. Under normal circumstances, at least 80% of total assets will be invested in equity securities, including common stocks, preferred stocks, and convertible securities.
(g) This category seeks to provide long-term capital appreciation through investments in common stocks of large-cap growth companies.
(h) This category currently includes equal investments in three mutual funds, two of which usually hold at least 80% of fund assets in investment grade fixed income securities, seeking to outperform the Barclays US Aggregate Bond Index while maintaining a similar duration to that index. The third fund targets investments of 50% or more in mortgage-backed securities guaranteed by the US government and its agencies.
(i) This category consists of a mutual fund which invests in a diversified portfolio of high-quality bonds and other fixed income securities, including U.S. Government obligations, mortgage-related and asset-backed securities, corporate and municipal bonds, CMOs, and other securities mostly rated A or better.
(j) This category contains large-cap stocks with above-average yield. The portfolio typically holds between 60 and 70 stocks.
(k) This category consists of a money market fund and is used for liquidity purposes.

Also, the Company provides post-retirement benefits to certain officers of the Company under split-dollar life insurance policies. The Company accounts for the policies in accordance with ASC 715-60, which requires companies to recognize a liability and related compensation costs for endorsement split-dollar life insurance policies that provide a benefit to an employee extending to post-retirement periods. The liability is recognized based on the substantive agreement with the employee.

In addition to the defined benefit plan the Company has a 401(k) plan covering substantially all employees. The Company's 401(k) matching percentage was 100% of the first 4% contributed by the employee and 50% of the employees' next 2% of contributions. Expense related to the 401(k) plan totaled approximately $251,000 and $168,000 for the years ended December 31, 2024 and 2023, respectively.

The Legacy Wayne Share Option Plan (the Plan), which was stockholder approved, permits the grant of up to 433,280 (adjusted for exchange ratio) share options to employees. Option awards are generally granted with an exercise price equal to the market price of the Company's stock at the date of grant; those option awards generally vest based on five years of continuous service and have ten-year contractual terms. Immediately prior to the merger of Legacy Wayne and Main Street, each option that was outstanding and unexercised subsequently automatically accelerated and fully vested, becoming exercisable into shares of common stock. Compensation expense applicable to the stock option plan totaled $86,000 and $108,000, respectively for the years ended December 31, 2024 and December 31, 2023.

A summary of the activity in the stock option plan for 2024 and 2023 follows. All activity prior to May 31, 2024, has been adjusted by the 1.7446 exchange ratio.

2024	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at beginning of year	214,943	$ 13.37	7.47	$ 81,951
Granted	-	-	-	-
Exercised	(73,543)	13.63	-	861
Forfeited or expired	(18,318)	14.99	-	(12,365)
Outstanding at end of year	123,082	$ 12.98	6.39	$ 163,397
Options exercisable at year-end	64,637	$ 10.47	5.47	$ 248,312

	2024
Intrinsic value of options exercised	$ 861
Cash received from option exercises	$ 1,002,561
Tax benefit from option exercises	$ 6,396
Weighted average fair value of options granted	$ -

2023	**Shares**	**Weighted Average Exercise Price**	**Weighted Average Remaining Contractual Term (Years)**	**Aggregate Intrinsic Value**
Outstanding at beginning of year	231,114	$ 12.35	8.48	$ 722,066
Granted	-	-	-	-
Exercised	(14,252)	10.68	-	84,730
Forfeited or expired	(1,919)	10.83	-	5,819
Outstanding at end of year	214,943	$ 13.37	7.47	$ 81,951
Options exercisable at year-end	85,049	$ 11.85	6.45	$ 162,250

	2023
Intrinsic value of options exercised	$ 85,000
Cash received from option exercises	$ 152,300
Tax benefit from option exercises	$ 6,400
Weighted average fair value of options granted	$ -

As of December 31, 2024, all compensation costs were recognized related to the stock options granted under the Plan.

Restricted Stock Awards

The Company issued restricted stock awards to three employees as part of the merger agreement with Legacy Wayne. Under the awards, the shares are subject to vesting, with approximately one-third of the shares vesting on the commencement date, and the remaining two-thirds of the shares vesting equally over the next two anniversaries of the commencement date. The Restricted Stock Awards require post-combination services to be rendered prior to fully vesting. Compensation expense applicable to the restricted stock awards totaled $0.7 million for the year ended December 31, 2024.

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

	Year Ended December 31, 2024	
	Number of Shares	Number of Employees
Restricted shares issued	28,126	3
Restricted shares vested	28,126	3
Restricted shares forfeited	-	-

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

	Year Ended December 31, 2024	
	Number of Shares	Weighted average fair value per award
Beginning of period	-	
Granted	84,375	$ 16.00
Vested	28,126	16.00
Forfeited	-	-
Nonvested, end of period	56,249	$ 16.00

As of December 31, 2024, there was $0.6 million of unrecognized compensation cost related to the nonvested portion of restricted stock awards under the plan with a weighted-average recognition period of 1.4 years.

Note 15: Earnings Per Share

Earnings per share (EPS) were computed as follows:

	Year Ended December 31, 2024		
	Net Income (In thousands)	Weighted-Average Shares	Per Share Amount
Net income	$ 4,703		
Basic earnings per share			
Income available to common stockholders		6,149,079	$ 0.77
Income available to common stockholders and assumed conversions	$ 4,703	6,149,079	$ 0.77
Net income			
Dilutive earnings per share			
Income available to common stockholders		6,166,136 *	$ 0.76
Income available to common stockholders and assumed conversions	$ 4,703	6,166,136	$ 0.76

* 58,444 shares were antidilutive and not used at an option price of $15.76 compared to the stock price of $14.31 at December 31, 2024.

Earnings per share (EPS) were computed as follows:

	Year Ended December 31, 2023		
	Net Income (In thousands)	Weighted-Average Shares	Per Share Amount
Net income	$ 7,833		
Basic earnings per share			
Income available to common stockholders		3,833,802	$ 2.04
Income available to common stockholders and assumed conversions	$ 7,833	3,833,802	$ 2.04
Net income	$ 7,833		
Dilutive earnings per share			
Income available to common stockholders		3,863,483 *	$ 2.03
Income available to common stockholders and assumed conversions	$ 7,833	3,863,483	$ 2.03

* 116,016 shares were antidilutive and not used at an option price of $15.76 compared to the stock price of $13.76 at December 31, 2023.

Note 16: Disclosures about Fair Value of Assets and Liabilities

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 at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Recurring Measurements

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis and recognized in the Company's consolidated balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Available-for-sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

The following table presents the fair value measurements of assets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2024 and 2023:

		Fair Value Measurement Using		
December 31, 2024	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
		(In thousands)		
Mortgage-backed securities of government-sponsored entities	$ 100,734	$ -	$ 100,734	$ -
U.S. Treasury securities	4,967	4,967	-	-
U.S. Government agencies	11,238	-	11,238	-
Corporate	2,212	-	2,212	-
State and political subdivisions	38,161	-	33,595	4,566

		Fair Value Measurement Using		
December 31, 2023	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
		(In thousands)		
Mortgage-backed securities of government-sponsored entities	$ 45,543	$ -	$ 45,543	$ -
Corporate	2,109	-	2,109	-
State and political subdivisions	31,945	-	31,945	-

Nonrecurring Measurements

Certain assets may be required to be measured at fair value on a nonrecurring basis in periods subsequent to their initial recognition. These assets are not measured at fair value on an ongoing basis; however, they are subject to fair value adjustments in certain circumstances, such as when there is evidence of impairment.

Collateral-dependent Impaired Loans, Net of ACL

The estimated fair value of collateral-dependent loans is based on the appraised fair value of the collateral, less estimated cost to sell. Collateral-dependent impaired loans are classified within Level 3 of the fair value hierarchy.

The Company considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events in the environment that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as deemed necessary by the office of the Chief Financial Officer. Appraisals are reviewed for accuracy and consistency by the office of the Chief Financial Officer. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by the office of the Chief Financial Officer by comparison to historical results.

		Fair Value Measurement Using		
	Fair Value	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
		(In thousands)		
December 31, 2024				
Collateral-dependent impaired loans	$ 1,072	$ -	$ -	$ 1,072
State and political subdivisions	4,566	-	-	4,566

The following table presents the fair value measurements of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2024. There were no nonrecurring fair value measurements for the year ended December 31, 2023.

Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements at 2024:

	Fair Value	**Valuation Technique**	**Unobservable Inputs**	**Weighted Average**
December 31, 2024	(In thousands)			
Collateral-dependent impaired loans	$ 1,072	Market Valuations	Market Comparable estimates	15%
State and political subdivisions	4,566	Discounted Cash Flow	Credit strength and discount rate	3.73%

There were no changes in the inputs or methodologies used to determine fair value at December 31, 2024 as compared to December 31, 2023.

The following table presents estimated fair values of the Company's financial instruments. The fair values of certain of these instruments were calculated by discounting expected cash flows, which involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

		Fair Value Measurements Using		
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)		
December 31, 2024				
Financial assets				
Cash and cash equivalents	$ 54,422	$ 54,422	$ -	$ -
Held-to-maturity securities	6,507	-	6,443	-
Loans, net of allowance for credit losses	1,113,900	-	-	1,056,603
Federal Home Loan Bank stock	5,924	-	5,924	-
Interest receivable	6,297	-	6,297	-
Financial liabilities				
Deposits	1,156,327	758,864	399,219	-
Other borrowings	28,399	-	28,399	-
Federal Home Loan Bank advances	100,000	-	99,959	-
Advances from borrowers for taxes and insurance	3,381	-	3,381	-
Interest payable	601	-	601	-

		Fair Value Measurements Using		
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2023		(In thousands)		
Financial assets				
Cash and cash equivalents	$ 20,884	$ 20,884	$ -	$ -
Held-to-maturity securities	6,808	-	6,717	-
Net Loans	669,603	-	-	647,104
Federal Home Loan Bank stock	3,959	-	3,959	-
Interest receivable	2,758	-	2,758	-
Financial liabilities				
Deposits	693,126	427,111	265,664	-
Other short-term borrowings	8,743	-	8,743	-
Federal Home Loan Bank advances	47,000	-	46,848	-
Advances from borrowers for taxes and insurance	1,226	-	1,226	-
Interest payable	520	-	520	-

Note 17: Commitments and Credit Risk

Total commercial and commercial real estate loans comprised 52% and 57%, respectively, of the loan portfolio for the years ended December 31, 2024 and December 31, 2023, with substantially all of these loans secured by commercial real estate and business assets mainly located in Ohio and West Virginia. Installment loans make up 2% and less than 1% of the loan portfolio for 2024 and 2023. These loans are secured by consumer assets including automobiles, which account for 49% and 70%, respectively, of the installment loan portfolio. Residential one-to-four family real estate loans comprise 45% and 43% of the loan portfolio at December 31, 2024 and 2023, respectively, and primarily include first mortgage loans on residential properties and home equity lines of credit. Included in cash and due from banks as of both years ended December 31, 2024 and 2023, is $6.4 million and $4.3 million, respectively, of uninsured deposits in the form of branch cash on hand.

Commitments to Originate Loans

Commitments to originate loans 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 a portion of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, commercial real estate, and residential real estate.

At December 31, 2024 and 2023 the Company had outstanding commitments to originate fixed-rate loans aggregating approximately $6.6 million and $3.3 million, respectively. The commitments extended over varying periods of time with the majority being disbursed within a one-year period.

One-to-four family residential construction loan commitments in process represent amounts that the Company plans to fund within a normal period of six months. One-to-four family residential construction loan commitments amounted to approximately $3.6 million and $4.2 million at December 31, 2024 and 2023, respectively.

The Company had undisbursed amounts of nonresidential real estate and land loans of $19.0 million at December 31, 2024. The Company had undisbursed amounts of nonresidential real estate and land loans of $9.2 million at December 31, 2023.

The Company had unused extensions of credit totaling $6.7 million and $7.0 million at December 31, 2024 and 2023, respectively, related to consumer loans.

Standby Letters of Credit

Standby letters of credit are irrevocable conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Financial standby letters of credit are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. Performance standby letters of credit are issued to guarantee performance of certain customers under non-financial contractual obligations. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loans to customers. Fees for letters of credit are initially recorded by the Company as deferred revenue and are included in earnings at the termination of the respective agreements. Should the Company be obligated to perform under the standby letters of credit, the Company may seek recourse from the customer for reimbursement of amounts paid.

The Company had outstanding standby letters of credit totaling $4.8 million and $0.2 million at December 31, 2024 and 2023, respectively, with terms not exceeding eleven months. At both December 31, 2024 and 2023, the Company had no deferred revenue under standby letter of credit agreements.

Lines of Credit

Lines of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Lines of credit generally have fixed expiration dates. Since a portion of the line may expire without being drawn upon, the total unused lines do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate, and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments.

At December 31, 2024, the Company had granted unused lines of credit to borrowers aggregating approximately $94.2 million and $64.2 million for commercial lines and open-end consumer lines, respectively. At December 31, 2023, the Company had granted unused lines of credit to borrowers aggregating approximately $44.8 million and $47.4 million for commercial lines and open-end consumer lines, respectively.

Leases

The Company currently leases branch banking facilities under operating leases with remaining terms of 2 months to 7 years. The Company's operating leases required a right of use asset of $2.9 million using a weighted average rate of 5.07% and a weighted average life of 9.0 years to fund these obligations offset with another liability. The minimum annual lease payments over the current lease term are as follows:

Year ending		(In thousands)
2025	$	530
2026		528
2027		487
2028		382
2029		337
Thereafter		673
Total	$	2,937

The Company incurred rental expense under operating leases totaling approximately $409,000 and $199,000 for the years ended December 31, 2024 and December 31, 2023, respectively.

Note 18: Recent Accounting Developments

FASB ASU 2023-02, Investments-Equity Method and Joint Ventures (Topic 323), Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method. The main objective of this Update is to permit report entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain required conditions are met. The amendments in this Update are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. The Company adopted ASU 2023-02 effective January 1, 2024 using the prospective approach. The financial impact was immaterial to the financial statements.

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

FASB ASU 2023-09, Improvements to Tax Disclosures, (Topic 740) This staff guidance enhances the transparency and decision usefulness of income tax disclosures. Investors, Lenders, creditors, and other allocators of capital indicated that existing income tax disclosures should be enhanced to provide information to better assess how an entity's operations and related tax risks and tax planning and operational opportunities affect its tax rate and future cash flows. The amendments in this Update are effective for fiscal years beginning after December 15, 2024. This is not expected to have a material impact on the Company's consolidated financial statements.

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

Note 19: Segment Reporting

The Company has one reporting operating segment, commercial banking. While our chief operating decision makers monitor revenue streams of various products and services, the identifiable segments' operations are managed, and financial performance is evaluated on a company-wide basis. The commercial banking segment provides a broad array of financial products and services, including commercial and consumer banking services, to individual and business clients through most of its 19 banking center locations in Ohio and West Virginia.

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

The Company's chief operating decision maker is comprised of the executive leadership team which includes the Executive Chairman, President and Chief Executive Officer, Chief Financial Officer, Chief Operations Officer and Chief Administration Officer. The executive leadership team uses net-interest income and non-interest income to allocate resources (including employees, financial, or capital resources) to that segment in the annual budget and forecasting process and uses that measure as a basis for evaluating lending terms for customer loans. Net income as well as other common company-wide financial performance and credit quality metrics such as earnings per common share and net interest income, among others, are used for competitive analysis by benchmarking to the Company's competitors as well as used in assessing the performance of the segment. See the Consolidated Balance Sheets, the Consolidated Statements of Income, the Consolidated Statements of Comprehensive Income, the Consolidated Statements of Changes to Stockholders' Equity and the Consolidated Statements of Cash Flows.

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Jonathan Ciccotelli
Vice Chair

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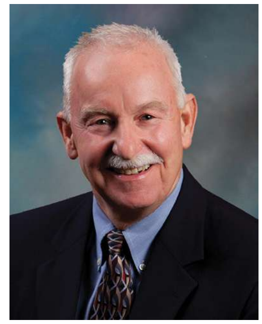

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Chief Risk Officer

James R. VanSickle II
President and Chief Executive Officer

Donnie Sheller
Senior Vice President
Chief Administration Officer

Kimberly Wolfe
Vice President
Chief Credit Officer

Main Street Bank

Branch Locations

Ashland
233 Claremont Avenue
1055 Sugarbush Drive

Carrollton
1029 Canton Road

Creston
121 North Main Street

Dalton
130 North Wenger Road

Fredericksburg
110 Crawford Street

Lodi
303 Highland Drive

Millersburg
90 North Clay Street

Moundsville
112 N. Lafayette Avenue

North Canton
1265 South Main Street

Rittman
237 North Main Street

Toronto
120 N. Fourth St.

Washingtonville
795 West Main Street

Wellsburg
1010 Commerce Street

Wheeling
2001 Main Street, Celoron Plaza
2088 National Road

Wooster
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