

2022

# ANNUAL REPORT TO SHAREHOLDERS





October 14, 2022

Dear Fellow Shareholders,

On behalf of the Board of Directors and the entire Oconee Federal team, I am pleased to present the 2022 Annual Report to shareholders of Oconee Federal Financial Corp., the parent company of Oconee Federal Savings and Loan Association. At June 30, 2022 we had total assets of \$544.8 million with net income of \$4.1 million for the year, or \$0.73 per diluted share. As in prior years, we continued to add value to our shareholders by paying \$2.2 million in dividends, or \$0.40 per share during the year.

Our primary focus has been, and will continue to be to provide superior products, customer service and remain a community focused institution. We believe this focus sets us apart from other banking institutions and adds value for our brand and ultimately increases value for our stockholders. It has made us successful in the past, and we believe will continue to pave the way for us to be successful in the future. This is only possible because of the combination of your support, our dedicated employees and our satisfied customers.

We are privileged to serve you and are deeply appreciative of the confidence and trust that you place in us. We look forward to continuing to serve you in the coming year.

Sincerely,

A handwritten signature in black ink, appearing to read "CT Evatt", with a long horizontal flourish extending to the right.

Curtis T. Evatt  
President & CEO

Board Of Directors:

Curtis T. Evatt

Robert N. McLellan, Jr.

Cecil T. Sandifer, Jr.

Harry B. Mays, Jr.

W. Maurice Poore

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

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Fiscal Year Ended June 30, 2022**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-35033**

**Oconee Federal Financial Corp.**

(Exact Name of Registrant as Specified in its Charter)

**Federal**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**32-0330122**  
(I.R.S. Employer  
Identification Number)

**201 East North Second Street, Seneca, South Carolina**  
(Address of Principal Executive Offices)

**29678**  
(Zip Code)

**(864) 882-2765**

(Registrant's Telephone Number Including Area Code)

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	OFED	The NASDAQ Stock Market, LLC

Securities Registered Pursuant to Section 12(g) of the Act: **None**

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

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

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

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

As of September 8, 2022 there were 5,609,268 shares outstanding of the registrant's common stock. The aggregate value of the voting and non-voting common stock held by non-affiliates of the registrant, computed by reference to the closing price of the common stock as of December 31, 2021 was \$31.7 million.

**DOCUMENTS INCORPORATED BY REFERENCE**

1. Portions of the Proxy Statement for the 2022 Annual Meeting of Stockholders. (Part III)

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## PART I

### ITEM 1. *Business*

#### Forward Looking Statements

This annual report contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans and prospects and growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this Annual Report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- our ability to manage our operations in response to changes in economic conditions (including real estate values, loan demand, inflation, commodity prices and employment levels) nationally and in our market areas;
- the social and economic effects of the COVID-19 pandemic or any other pandemic;
- adverse changes in the financial industry, securities, credit and national and local real estate markets (including real estate values);
- significant increases in our delinquencies and loan losses, including as a result of our inability to resolve classified assets, changes in the underlying cash flows of our borrowers, and management's assumptions in determining the adequacy of the allowance for loan losses;
- credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and in our allowance and provision for loan losses;
- use of estimates for determining the fair value of certain of our assets, which may prove to be incorrect and result in significant declines in valuations;
- increased competition among depository and other financial institutions;
- our ability to attract and maintain deposits, including introducing new deposit products;
- inflation and changes in interest rates generally, including changes in the relative differences between short term and long term interest rates and in deposit interest rates, that may affect our net interest margin and funding sources;
- fluctuations in the demand for loans, which may be affected by the number of unsold homes, land and other properties in our market areas and by declines in the value of real estate in our market area;
- declines in the yield on our assets resulting from the current low interest rate environment;
- our ability to successfully implement our business strategies, including attracting and maintaining deposits and introducing new financial products;
- risks related to high concentration of loans secured by real estate located in our market areas;
- changes in the level of government support of housing finance;
- the results of examinations by our regulators, including the possibility that our regulators may, among other things, require us to increase our reserve for loan losses, write down assets, change our regulatory capital position, limit our ability to borrow funds or maintain or increase deposits, or prohibit us from paying dividends, which could adversely affect our dividends and earnings;



- our ability to enter new markets successfully and capitalize on growth opportunities;
- changes in laws or government regulations or policies affecting financial institutions, which could result in, among other things, increased deposit insurance premiums and assessments, capital requirements (particularly the new capital regulations), regulatory fees and compliance costs and the resources we have available to address such changes;
- changes in the ability of third-party providers to perform their obligations to us;
- technological changes that may be more difficult or expensive than expected;
- cyber-attacks, computer viruses and other technological risks that may breach the security of our websites or other systems to obtain unauthorized access to confidential information, destroy data or disable our systems;
- the effect of any global or national war, conflict or act of terrorism;
- our reliance on a small executive staff;
- changes in our compensation and benefit plans, and our ability to retain key members of our senior management team and to address staffing needs to implement our strategic plan;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- our ability to control costs and expenses, particularly those related to operating as a publicly traded company;
- the effects of actual government shutdowns;
- the ability of the U.S. government to manage federal debt limits;
- other changes in our financial condition or results of operations that reduce capital available to pay dividends;
- the effects of global or national war, conflict or acts of terrorism;
- other changes in the financial condition or future prospects of issuers of securities that we own, including our stock in the FHLB of Atlanta; and
- other economic, competitive, governmental, regulatory and operational factors affecting our operations, pricing, products and services.

### **Novel Coronavirus Pandemic (COVID-19)**

The COVID-19 pandemic has adversely impacted the global and nation economy and certain industries and geographies in which our clients operate. Given its ongoing and dynamic nature, it is difficult to predict the full impact of the COVID-19 pandemic on the business of the Company, its clients, employees and third-party service providers. The extent of such impact will depend on future developments, which are highly uncertain. Additionally, the responses of various governmental and nongovernmental authorities and consumers to the pandemic may have material long-term effects on the Company and its clients which are difficult to quantify in the near-term or long-term.

Moreover, our future success and profitability substantially depends on the management skills of our executive officers and directors, many of whom have held officer and director positions with us for many years. The unanticipated loss or unavailability of key employees due to the pandemic could harm our ability to operate our business or execute our business strategy. We may not be successful in finding and integrating suitable successors in the event of key employee loss or unavailability.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

### **Oconee Federal Financial Corp.**

Oconee Federal Financial Corp. (the “Company”) is a federally-chartered corporation that was incorporated in 2011 to be the mid-tier stock holding company for Oconee Federal Savings and Loan Association (“Association”) in connection with the mutual holding company reorganization of Oconee Federal Savings and Loan Association.

As of June 30, 2022, Oconee Federal Financial Corp. had 5,607,729 shares outstanding and a market capitalization of approximately \$121.5 million.

The executive offices of Oconee Federal Financial Corp. are located at 201 East North Second Street, Seneca, South Carolina 29678, and the telephone number is (864) 882-2765. Our website address is [www.oconeeefederal.com](http://www.oconeeefederal.com). Information on our website should not be considered a part of this annual report. Oconee Federal Financial Corp. is subject to comprehensive regulation and examination by the Board of Governors of the Federal Reserve System. At June 30, 2022, we had total assets of \$544.8 million, total deposits of \$459.7 million and total equity of \$75.3 million. We recorded net income of \$4.1 million for the year ended June 30, 2022.

### **Oconee Federal Savings and Loan Association**

Oconee Federal Savings and Loan Association is a federally chartered savings and loan association headquartered in Seneca, South Carolina. Oconee Federal Savings and Loan Association was originally chartered by the State of South Carolina in 1924 and in 1991 it converted to a federal charter.

Our principal business consists of attracting retail deposits from the general public in our market area and investing those deposits, together with funds generated from operations, in one-to-four family residential mortgage loans and, to a lesser extent, nonresidential mortgage, construction and land, agricultural and other loans. We also invest in U.S. Government and federal agency securities, mortgage-backed securities, municipal securities and short-term deposits. We have also used borrowed funds as a source of funds, and we borrow principally from the Federal Home Loan Bank of Atlanta. We conduct our business from our executive office and eight full service branch offices. Our branch offices are located in Oconee County, South Carolina, Pickens County, South Carolina, Stephens County, Georgia and Rabun County, Georgia. Our primary market area consists of the counties where we have offices and the nearby communities and townships in adjacent counties in South Carolina and Georgia.

Oconee Federal Savings and Loan Association is subject to comprehensive regulation and examination by the Office of the Comptroller of the Currency. Oconee Federal Savings and Loan Association is a member of the Federal Home Loan Bank system.

### **Oconee Federal, MHC**

Oconee Federal, MHC is a federally-chartered mutual holding company formed in 2011 to become the mutual holding company of Oconee Federal Financial Corp. in connection with the mutual holding company reorganization of Oconee Federal Savings and Loan Association. As a mutual non-stock holding company, Oconee Federal, MHC has as its members all current holders of deposit accounts at Oconee Federal Savings and Loan Association. As a mutual holding company, Oconee Federal, MHC is required by law to own a majority of the voting stock of Oconee Federal Financial Corp. Oconee Federal, MHC is not currently, and at no time has been, an operating company.

### **Mutual Holding Company Ownership Structure**

Public stockholders own a minority of the outstanding shares of the Company's common stock. As a result, stockholders other than Oconee Federal, MHC are not be able to exercise voting control over most matters put to a vote of stockholders. Oconee Federal, MHC owns a majority of the Company's common stock and, through its board of directors, is able to exercise voting control over most matters put to a vote of stockholders. The same directors and officers who manage Oconee Federal Savings and Loan Association also manage the Company and Oconee Federal, MHC. The board of directors of Oconee Federal, MHC must ensure that the interests of depositors of Oconee Federal Savings and Loan Association (as members of Oconee Federal, MHC) are represented and considered in matters put to a vote of stockholders of the Company. Therefore, Oconee Federal, MHC may take action that the public stockholders believe to be contrary to their interests. For example, Oconee Federal, MHC may exercise its voting control to defeat a stockholder nominee for election to the board of directors of the Company.

In addition, stockholders are not able to force a merger or second-step conversion transaction without the consent of Oconee Federal, MHC since such transactions also require the approval of a majority of all of the outstanding voting stock of the Company, which can only be achieved if Oconee Federal, MHC voted to approve such transactions. Some stockholders may desire a sale or merger transaction, since stockholders typically receive a premium for their shares, or a second-step conversion transaction, since, on a fully converted basis, most full stock institutions tend to trade at higher multiples than mutual holding companies. Stockholders could, however, prevent a second-step conversion or the implementation of equity incentive plans as, under current regulations and policies, such matters also require the separate approval of the stockholders other than Oconee Federal, MHC.

## Market Area

We conduct business through our executive office, five full service branches in Clemson, Seneca, Walhalla, and Westminster, South Carolina and three full service branches in Toccoa and Clayton, Georgia. Four of our South Carolina full service branches are located in Oconee County, and one is located in Pickens County, both of which are located on the I-85 corridor between the Charlotte and Atlanta metropolitan areas, approximately 120 miles south of Charlotte and approximately 120 miles north of Atlanta. Our South Carolina full service branches are also located approximately 40 miles south of Greenville, South Carolina. Two of our Georgia branches are located in Stephens County and one is located in Rabun County. Both counties border Oconee County, South Carolina.

Our primary market area, which consists of Oconee and Pickens Counties, South Carolina and Stephens and Rabun Counties, Georgia and their nearby communities and townships in adjacent counties in both South Carolina and Georgia, is mostly rural and suburban in nature. Our primary market area economy has historically been concentrated in manufacturing. The regional economy is fairly diversified, with services, wholesale/retail trade, manufacturing and government providing the primary support. In addition, Oconee County and nearby counties are experiencing an increase in retiree populations.

## Competition

Competition for making loans and attracting deposits in our primary market area is intense, particularly in light of the relatively modest population base of our primary markets and the relatively large number of institutions that maintain a presence in the area. Financial institution competitors in our primary market area include other locally-based commercial banks, thrifts and credit unions, as well as regional and super-regional banks. We also compete with depository and lending institutions not physically located in our primary market area but capable of doing business remotely, mortgage loan originators and mortgage brokers and other companies in the financial services industry, such as investment firms, mutual funds and insurance companies. Some of our competitors offer products and services that we currently do not offer, such as investment services, trust services and private banking. To meet our competition, we seek to emphasize our community orientation, local and timely decision making and superior customer service. As of June 30, 2021 the most recent date of available data, our market share of deposits represented 19.2%, 0.3%, 8.1%, and 20.5% of FDIC-insured deposits in Oconee County, South Carolina, Pickens County, South Carolina, Rabun County, Georgia, and Stephens County, Georgia, respectively.

## Lending Activities

The principal lending activity of Oconee Federal Savings and Loan Association is originating one-to-four family residential mortgage loans and, to a lesser extent, home equity loans and lines of credit, nonresidential real estate loans, construction and land loans, commercial loans, agricultural loans, and other loans.

**Loan Portfolio Composition.** The following table sets forth the composition of our loan portfolio by type of loan at the dates indicated:

	At June 30,			
	2022		2021	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Real estate loans:				
One-to-four family .....	\$ 276,410	80.09%	\$ 268,889	79.30%
Multi-family .....	368	0.11	649	0.19
Home equity .....	4,803	1.39	6,158	1.82
Nonresidential .....	24,629	7.14	21,868	6.45
Agricultural .....	2,573	0.75	2,683	0.79
Construction and land .....	32,836	9.51	27,002	7.96
Total real estate loans .....	341,619	98.99	327,249	96.51
Commercial and industrial <sup>(1)</sup> .....	2,313	0.67	5,871	1.73
Consumer and other loans .....	1,180	0.34	5,969	1.76
Total loans .....	\$ 345,112	100.00%	\$ 339,089	100.00%
Allowance for loan losses .....	(1,339)		(1,339)	
Loans, net .....	\$ 343,773		\$ 337,750	

(1) Includes \$2.7 million of 100% SBA-guaranteed PPP loans as of June 30, 2021. As of June 30, 2022 all PPP loans we originated had been forgiven.



**Contractual Maturities and Interest Rate Sensitivity.** The following table summarizes the scheduled repayments of our loan portfolio at June 30, 2022. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due in one year or less. Loans are presented net of loans in process.

	Real Estate Loans						Commercial and Industrial	Consumer and Other	Total
	One-to- Four Family	Multi- family	Home Equity	Non- Residential	Agricultural	Construction and Land			
	(Dollars in thousands)								
Amounts due in:									
One year or less . . . . .	\$ 2,477	\$ —	\$ 13	\$ 1,652	\$ 497	\$ 2,221	\$ 282	\$ 646	\$ 7,788
More than one to five years . . . . .	9,343	—	317	7,930	1,569	8,785	1,931	363	30,238
More than five to fifteen years . . . . .	44,792	160	4,473	14,979	507	844	100	109	65,964
More than fifteen years . .	219,798	208	—	68	—	20,986	—	62	241,122
Total . . . . .	<u>\$276,410</u>	<u>\$368</u>	<u>\$4,803</u>	<u>\$ 24,629</u>	<u>\$ 2,573</u>	<u>\$ 32,836</u>	<u>\$ 2,313</u>	<u>\$ 1,180</u>	<u>\$345,112</u>

For loans with maturities greater than one year from June 30, 2022, \$62.5 million have variable rates and \$274.8 million have fixed rates.

**Loan Approval Procedures and Authority.** Pursuant to federal law, the aggregate amount of loans that Oconee Federal Savings and Loan Association is permitted to make to any one borrower or a group of related borrowers is generally limited to 15% of Oconee Federal Savings and Loan Association’s unimpaired capital and surplus (25% if the amount in excess of 15% is secured by “readily marketable collateral” or 30% for certain residential development loans). At June 30, 2022, based on the 15% limitation, Oconee Federal Savings and Loan Association’s loans-to-one-borrower limit was approximately \$13.0 million. At June 30, 2022, our largest loan relationship with one borrower was for approximately \$4.3 million with loans secured by consumer and commercial property, all of which were performing in accordance with their terms on that date.

Our lending is subject to written underwriting standards and origination procedures. Decisions on loan applications are made on the basis of detailed applications submitted by the prospective borrower, credit histories that we obtain, and property valuations (consistent with our appraisal policy) prepared by outside independent licensed appraisers approved by our board of directors as well as internal evaluations, where permitted by regulations. The loan applications are designed primarily to determine the borrower’s ability to repay the requested loan, and the more significant items on the application are verified through use of credit reports, financial statements and tax returns.

Under our loan policy, the loan officer processing an application is responsible for ensuring proposals and approval of any extensions of credit are in compliance with internal policies and procedures and applicable laws and regulations, and for establishing and maintaining credit files and documentation sufficient to support the loan and to perfect any collateral position.

Our lending officers do not have individual lending authority. We have a tiered approval process requiring multiple officers and/or committee approval depending on the size of the loan credit exposure. Total credit exposure is the sum total of all loans that a customer has directly or guarantees with Oconee Federal. To ensure adequate liquidity, under our loan policy, aggregate loans outstanding should not exceed our total deposits and advances from the Federal Home Loan Bank of Atlanta.

Generally, we require title insurance or abstracts on our mortgage loans as well as fire and extended coverage casualty insurance in amounts at least equal to the principal amount of the loan or the value of improvements on the property, depending on the type of loan.

**One-to-four Family Residential Real Estate.** The cornerstone of our lending program has long been the origination of long-term loans secured by mortgages on owner-occupied one-to-four family residences. These loans are made in amounts generally with loan-to-value ratios of up to 80% for traditional owner-occupied homes. For traditional homes, we may originate loans with loan-to-value ratios in excess of 80% if the borrower obtains mortgage insurance or provides readily marketable collateral. We may make exceptions for special loan programs that we offer. At June 30, 2022, \$276.4 million, or 80.1% of our total loan portfolio, consisted of one-to-four family residential mortgage loans. Virtually all of the residential mortgage loans we originate are secured by properties located in our market area.

The repayment terms of our mortgage loans are generally up to 30 years for traditional homes and up to 15 years for manufactured or modular homes. The repayment terms of non-owner-occupied homes are generally up to 15 years for fixed-rate loans and up to 30 years for adjustable-rate loans. Although we typically retain in our portfolio the loans we originate, we generally originate our fixed-rate one-to-four family residential loans in accordance with secondary market standards. Due to consumer demand in the current low market interest rate environment, most of our recent originations are 15- to 30-year fixed-rate loans secured by one-to-four family residential real estate.

We evaluate both the borrower's ability to make principal, interest and escrow payments and the value of the property that will secure the loan. Our one-to-four family residential mortgage loans do not currently include prepayment penalties and do not produce negative amortization. Our one-to-four family residential mortgage loans customarily include due-on-sale clauses giving us the right to declare the loan immediately due and payable in the event that, among other things, the borrower sells the property subject to the mortgage.

**Multi-family.** Multi-family real estate loans generally have a maximum term of five years with a 30-year amortization period and a final balloon payment and are secured by properties containing five or more units in our market area. These loans are generally made in amounts of up to 75% of the lesser of the appraised value or the purchase price of the property with an appropriate projected debt service coverage ratio. Our underwriting analysis includes considering the borrower's expertise and requires verification of the borrower's credit history, income and financial statements, banking relationships, independent appraisals, references and income projections for the property. We generally obtains personal guarantees on these loans.

Multi-family real estate loans generally present a higher level of risk than loans secured by one-to-four family residences. This greater risk is due to 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 residential real estate is typically dependent upon the successful operation of the related real estate project.

**Home Equity.** We offer home equity loans and lines of credit secured by first or second deeds of trust on primary residences in our market area. Our home equity loans and lines of credit are generally limited to an 80% loan-to-value ratio (including all prior liens). Standard residential mortgage underwriting requirements are used to evaluate these loans. We offer adjustable-rate and fixed-rate options for these loans with a maximum term of 10 years. The repayment terms on lines of credit are interest only monthly with principle due at maturity. Home equity loans have a more traditional repayment structure with principal and interest due monthly. The maximum term on home equity loans is 10 years with an amortization schedule not to exceed 20 years.

**Nonresidential Real Estate.** Nonresidential loans include those secured by real estate mortgages on churches, owner-occupied and non-owner occupied commercial buildings of various types, retail and office buildings, hotels, and other business and industrial properties. The nonresidential real estate loans that we originate generally have terms of five to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of our nonresidential real estate loans is generally 75%.

We consider a number of factors in originating nonresidential real estate loans. We evaluate the qualifications and financial condition of the borrower, including credit history, cash flows, the applicable business plan, the financial resources of the borrower, the borrower's experience in owning or managing similar property and the borrower's payment history with us and other financial institutions. In evaluating the property securing the loan, the factors we consider include the net operating income of the mortgaged property before debt service and depreciation, the ratio of the loan amount to the appraised value of the mortgaged property and the debt service coverage ratio (the ratio of net operating income to debt service). The collateral underlying all nonresidential real estate loans is appraised by outside independent appraisers approved by our board of directors. Personal guarantees may be obtained from the principals of nonresidential real estate borrowers.

Loans secured by nonresidential real estate generally are larger than one-to-four family residential loans and involve greater credit risk. Nonresidential real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions. Our nonresidential real estate lending includes a significant amount of loans to churches. Because a church's financial stability often depends on donations from congregation members rather than income from business operations, repayment may be affected by economic conditions that affect individuals located both in our market area

and in other market areas with which we are not as familiar. In addition, due to the unique nature of church buildings and properties, the real estate securing church loans may be less marketable than other nonresidential real estate. Accordingly, the nature of these loans makes them more difficult for management to monitor and evaluate.

***Agricultural.*** Agricultural loans are secured by farmland and related improvements in our market area. These loans generally have terms of five to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of these loans is generally 75%.

Loans secured by agricultural real estate generally are larger than one-to-four family residential loans and involve greater credit risk. Agricultural real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions.

***Construction and Land.*** We generally make construction loans to individuals for the construction of their primary residences and to commercial businesses for their real estate needs. These loans generally have maximum terms of twelve months, and upon completion of construction convert to conventional amortizing mortgage loans. Residential construction loans have rates and terms comparable to one-to-four family residential mortgage loans that we originate. Commercial construction loans have rates and terms comparable to other commercial real estate loans that we originate. During the construction phase, the borrower generally pays interest only. The maximum loan-to-value ratio of our owner-occupied construction loans is 80%. Residential construction loans are generally underwritten pursuant to the same guidelines used for originating permanent residential mortgage loans. Commercial construction loans are generally underwritten pursuant to the same guidelines used for originating other commercial real estate loans. We make loans secured by land to complement our construction lending activities. These loans have terms of up to 10 years, and maximum loan-to-value ratios of 75% for improved lots and 65% for unimproved land.

The application process for a construction loan includes a submission of accurate plans, specifications and costs of the project to be constructed or developed, a copy of the deed or plat survey of the real estate involved in the loan and an appraisal of the proposed collateral for the loan. Our construction loan agreements generally provide that loan proceeds are disbursed in increments as construction progresses. Outside independent licensed or certified appraisers or architects inspect the progress of the construction of the dwelling before disbursements are made.

To the extent our construction loans are not made to owner-occupants of single-family homes, they are more vulnerable to changes in economic conditions and the concentration of credit with a limited number of borrowers. Further, the nature of these loans is such that they are more difficult to evaluate and monitor. Our risk of loss on a construction or land loan is dependent largely upon the accuracy of the initial estimate of the property's value upon completion of the project and the estimated cost (including interest) of the project. If the estimate of value proves to be inaccurate, we may be confronted, at or prior to the maturity of the loan, with a project with a value which is insufficient to assure full repayment and/or the possibility of having to make substantial investments to complete and sell the project. Because defaults in repayment may not occur during the construction period, it may be difficult to identify problem loans at an early stage.

***Commercial and Industrial.*** Commercial and industrial loans are offered to businesses and professionals in our market area. These loans generally have short and medium terms on both a collateralized and uncollateralized basis. The structure of these loans are largely determined by the loan purpose and collateral. Sources of collateral can include a lien on furniture, fixtures, equipment, inventory, receivables and other assets of the company. A UCC-1 is typically filed to perfect our lien on these assets.

Commercial and industrial loans and leases typically are underwritten on the basis of the borrower's or lessee's ability to make repayment from the cash flow of its business and generally are collateralized by business assets. As a result, such loans and leases involve additional complexities, variables and risks and require more thorough underwriting and servicing than other types of loans and leases.

Within this category for the years ending June 30, 2021 and June 30, 2022 are PPP loans that were authorized under the 2020 Coronavirus, Aid, Relief, and Economic Security ("CARES") Act. PPP loans were originated by the Association, 100% guaranteed by the SBA and qualified to be forgiven based on certain criteria as determined by the SBA. The Association received a fee, with the percentage depending on the size of the loan, for originating these loans and earned 1% on the outstanding balance for the term of the loans, the maximum of which was five years unless forgiven sooner by the SBA. As of June 30, 2022 all PPP loans we originated had been forgiven.

**Consumer.** We offer installment loans for various consumer purposes, including the purchase of automobiles, boats, and for other legitimate personal purposes. The maximum terms of consumer loans is generally 18 months for unsecured loans, 12 months for loans secured by marketable securities and 18 to 60 months for loans secured by a vehicle, depending on the age of the vehicle. We generally only extend consumer loans to existing customers or their immediate family members, and these loans generally have relatively low balances. To date, our consumer lending, apart from home equity loans, has been quite limited.

Consumer loans may entail greater credit risk than residential mortgage loans, particularly in the case of consumer loans that are unsecured or are secured by rapidly depreciable assets, such as automobiles. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

### **Originations, Purchases and Sales of Loans**

Lending activities are conducted solely by our salaried personnel operating at our main and branch office locations. All loans originated by us are underwritten pursuant to our policies and procedures. We originate both fixed-rate and adjustable-rate loans. Our ability to originate fixed or adjustable-rate loans is dependent upon relative customer demand for such loans, which is affected by current and expected future levels of market interest rates. We originate real estate and other loans through our salaried loan officers, marketing efforts, our customer base, walk-in customers and referrals from real estate brokers, builders and attorneys.

### **Secondary Mortgage Lending**

We have access to secondary mortgage lending programs. As such we originated and sold \$10.3 million of conforming one-to-four residential real estate mortgage loans for the year ended June 30, 2022 as compared to \$17.0 million for the year ended June 30, 2021.

### **Delinquencies and Nonperforming Assets**

**Delinquency Procedures.** It is the policy of the Association to promptly identify all delinquent loan accounts and use all reasonable and legal means either to cure the delinquencies or to take prompt legal action to foreclose, repossess or liquidate the collateral. We count loans with partial payments due as delinquent.

When we acquire real estate as a result of foreclosure, the real estate is classified as real estate owned. Real estate owned is initially recorded at fair value less costs to sell. Thereafter, it is recorded at the lower of carrying amount or fair value, less estimated costs to sell. Soon after acquisition, we order a new appraisal to determine the current market value of the property. Any excess of the recorded value of the loan satisfied over the market value of the property is charged against the allowance for loan losses, or, if the existing allowance is inadequate, charged to expense of the current period. After acquisition, all costs incurred in maintaining the property are expensed. Costs relating to the development and improvement of the property, however, are capitalized to the extent of estimated fair value less estimated costs to sell. Subsequent impairments in value of real estate owned are recorded as an impairment loss.

**COVID-19 Loan Modifications.** Among the loans the Association has identified as delinquent are loans that were modified to defer principal payments or principal and interest payments from three to six months based on our affected borrower's request and need for COVID-19 financial relief. All loans modified for COVID-19 financial relief were current at the time of modification. These loans are not considered troubled debt restructurings ("TDRs"). As of June 30, 2022, \$475 thousand were 30 days or more past due.

**Classified Assets.** Federal regulations provide for the classification of loans and other assets, such as debt and equity securities considered to be of lesser quality, as "substandard," "doubtful" or "loss." An asset is considered "substandard" if it is inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged, if any. "Substandard" assets include those characterized by the "distinct possibility" that the insured institution will sustain "some loss" if the deficiencies are not corrected. Assets classified as "doubtful" have all of the weaknesses inherent in those classified "substandard," with the added characteristic that the weaknesses present make "collection or liquidation in full," on the basis of currently existing facts, conditions, and values, "highly questionable and improbable." Assets classified as "loss" are those considered "uncollectible" and of such little value that their continuance as assets without the establishment of a specific loss allowance is not warranted. Assets which do

not currently expose the insured institution to sufficient risk to warrant classification in one of the aforementioned categories but possess weaknesses are designated as “special mention” by our management.

When an insured institution classifies problem assets as either substandard or doubtful, it may establish general allowances in an amount deemed prudent by management to cover probable accrued losses. General allowances represent loss allowances which have been established to cover probable accrued losses associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem assets. When an insured institution classifies problem assets as “loss,” it is required either to establish a specific allowance for losses equal to 100% of that portion of the asset so classified or to charge-off such amount. An institution’s determination as to the classification of its assets and the amount of its valuation allowances is subject to review by the regulatory authorities, which may require the establishment of additional general or specific loss allowances.

In connection with the filing of our periodic reports to our regulators and in accordance with our classification of assets policy, we regularly review the problem loans in our portfolio to determine whether any loans require classification in accordance with applicable regulations.

On the basis of this review of our assets, our classified or special mention assets at the dates indicated were as set forth below. Special mention and substandard assets are presented gross of allowance.

	At June 30,	
	2022	2021
	(Dollars in thousands)	
Special mention assets .....	\$ 2,600	\$ 3,716
Substandard assets .....	3,487	3,819
Real estate owned .....	—	—
Total Special mention and Classified assets .....	<u>\$ 6,087</u>	<u>\$ 7,535</u>

Our substandard assets decreased by \$332 thousand, or 8.7%, to \$3.5 million at June 30, 2022 from \$3.8 million at June 30, 2021. Our overall special mention and classified asset totals decreased by \$1.4 million, or 19.2%, to \$6.1 million at June 30, 2022 from \$7.5 million at June 30, 2021. Special mention assets at June 30, 2022 consisted primarily of one-to-four family real estate loans of \$2.4 million and \$188 thousand of nonresidential real estate loans as compared to the June 30, 2021 balances which consisted primarily of one-to-four family real estate loans of \$3.0 million and \$727 thousand of nonresidential real estate loans. Substandard assets at June 30, 2022 consisted primarily of \$2.6 million in one-to-four family residential real estate loans, \$678 thousand of nonresidential real estate loans, \$208 thousand of multi-family loans and \$40 thousand of other loans as compared to the June 30, 2021 balances which consisted primarily of \$3.6 million in one-to-four family residential real estate loans, \$150 thousand of nonresidential real estate loans and \$47 thousand of other loans.

Loans classified as substandard and doubtful are considered to be impaired loans. Impaired loans are loans that we do not reasonably believe that we will collect all contractual principal and interest payments due on the loans. Those \$250 thousand and over are individually evaluated to determine if a specific loss reserve is required. All others are collectively evaluated. The recorded investment of substandard and doubtful loans at June 30, 2022 was \$3.5 million, a decrease of \$332 thousand from \$3.8 million at June 30, 2021. There were no specific allowances reserved for these loans at June 30, 2022 or June 30, 2021.

**Nonperforming Assets.** We generally cease accruing interest on our loans when contractual payments of principal or interest have become 90 days delinquent unless the loan is well-secured and in the process of collection. Loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not received for loans placed on nonaccrual are reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until the loans qualify for return to accrual. Generally, loans are restored to accrual status when all the principal and interest amounts contractually due are brought current, and future payments are reasonably assured. Loans are moved to nonaccrual status in accordance with our policy, which is typically upon 90 days of non-payment. Loans for which the terms have been modified and for which (i) the borrower is experiencing financial difficulties and (ii) we have granted a concession to the borrower are considered TDRs. Income on nonaccrual loans or leases, including impaired loans and leases but excluding certain TDRs which continue to accrue interest, is recognized on a cash basis when and if actually collected. For the year ended June 30, 2022, there were no defaults on any loans that were considered TDRs. At June 30, 2022, all TDRs were on nonaccrual status.



The table below sets forth the amounts and categories of our nonperforming assets at the dates indicated:

	At June 30,	
	2022	2021
	(Dollars in thousands)	
Nonaccrual loans:		
Real estate loans:		
One-to-four family	\$ 1,401	\$ 2,260
Multi-family	208	—
Home equity	—	—
Nonresidential	478	521
Agricultural	—	—
Construction and land	—	—
Total real estate loans	<u>2,087</u>	<u>2,781</u>
Commercial and industrial	—	—
Consumer and other loans	—	—
Total nonaccrual loans	<u>\$ 2,087</u>	<u>\$ 2,781</u>
Accruing loans past due 90 days or more:		
Real estate loans	\$ —	\$ —
Commercial and industrial	—	—
Consumer and other loans	—	—
Total accruing loans past due 90 days or more	<u>\$ —</u>	<u>\$ —</u>
Total of nonaccrual and 90 days or more past due loans	<u>\$ 2,087</u>	<u>\$ 2,781</u>
Real estate owned:		
One-to-four family	\$ —	\$ —
Nonresidential	—	—
Construction and land	—	—
Total real estate owned	—	—
Other nonperforming assets	—	—
Total nonperforming assets	<u>\$ 2,087</u>	<u>\$ 2,781</u>
Accruing troubled debt restructurings	\$ —	\$ —
Accruing troubled debt restructurings and total nonperforming assets	<u>\$ 2,087</u>	<u>\$ 2,781</u>
Total non-accrual loans to total loans	0.60%	0.82%
Total nonperforming loans to total loans	0.60%	0.82%
Total nonperforming assets to total assets	0.38%	0.51%
Total nonperforming assets to loans and real estate owned	0.60%	0.82%

All nonperforming loans in the table above were classified either as substandard or doubtful. There were no other loans that are not already disclosed where there is information about possible credit problems of borrowers that caused us serious doubts about the ability of the borrowers to comply with present loan repayment terms and that may result in disclosure of such loans in the future.

#### Allowance for Loan Losses

**Analysis and Determination of the Allowance for Loan Losses.** Our allowance for loan losses is the amount considered necessary to reflect probable losses inherent in our loan portfolio. We evaluate the need to establish allowances against losses on loans on a quarterly basis. When additional allowances are necessary, a provision for loan losses is charged to earnings.

Our methodology for assessing the appropriateness of the allowance for loan losses consists of two key elements: (a) specific allowances for identified problem loans; and (b) a general valuation allowance on the remainder of the loan portfolio. Although we determine the amount of each element of the allowance separately, the entire allowance for loan losses is available for the entire portfolio.

***Specific Allowances for Identified Problem Loans.*** We establish a specific allowance when loans are determined to be impaired. Loss is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. Factors in identifying a specific problem loan include:

- the strength of the customer’s personal or business cash flows;
- the availability of other sources of repayment;
- the amount due or past due;
- the type and value of collateral;
- the strength of our collateral position;
- the estimated cost to sell the collateral; and
- the borrower’s effort to cure the delinquency.

In addition, for loans secured by real estate, we consider the extent of any past due and unpaid property taxes applicable to the property serving as collateral on the mortgage.

***General Valuation Allowance of the Loan Portfolio.*** We establish a general allowance for smaller balance, homogenous loans that are not otherwise specifically impaired to recognize the probable incurred losses within our portfolio, but which, unlike specific allowances, has not been allocated to particular problem loans. In estimating this portion of the allowance, we apply loss factors to each loan portfolio segment. Loans not identified as impaired are aggregated into homogenous pools of loans, or segments, which share similar risk characteristics, primarily based on the type of loan, the purpose of the loan, and the underlying collateral supporting the loan. We estimate our loss factors taking into consideration both quantitative and qualitative aspects that would affect our estimation of probable incurred losses. These aspects include, but are not limited to historical charge-offs; loan delinquencies and foreclosure trends; current economic trends and demographic data within our primary market area such as unemployment rates and population trends; current trends in real estate values within our market area; charge-off trends of other comparable institutions; the results of any internal loan reviews; loan to value ratios; our historically conservative credit risk policy; the strength of our underwriting and ongoing credit monitoring function; and other relevant factors.

We have assessed the impact of the COVID-19 pandemic and the recent inflationary issues on the allowance for loan loss using the information that is available and have made an adjustment to the qualitative factor related to the economy in our model in response to the additional risks that we believe have become present. However, the fluidity of this pandemic and inflationary issues precludes any prediction as to the ultimate impact of the COVID-19 outbreak or the duration of the inflationary issues. We will continue to review and make adjustments as may be necessary.

We evaluate our loss factors quarterly to ensure their relevance in the current real estate and economic environment, and we review the allowance for loan losses (as a percentage of total loans) maintained by us relative to other thrift institutions within our peer group, taking into consideration the other institutions’ delinquency trends, charge-offs, nonperforming loans, and portfolio composition as a basis for validation for the adequacy of our overall allowance for loan loss.

***Acquired Loans.*** We separate loans that we have acquired through a business combination from loans that we have originated when computing the general valuation allowance. We do this as loans that we have acquired have a completely different risk profile as these loans were originated from a different demographic market from ours and underwritten and collateralized according to different lending policies and practices. Therefore, we apply different loss factors to those loans in determining the general valuation allowance. We will continue to evaluate these factors on a quarterly basis based on both quantitative and qualitative considerations and revise these factors as necessary.

**Overall Allowance.** Our allowance at June 30, 2022 reflects a general valuation component of \$1.3 million and no specific component of specific loans determined to be impaired. Our allowance at June 30, 2021 also consisted of a general valuation component of \$1.3 million and no specific component of specific loans determined to be impaired. The percentage to total loans outstanding remained stable at 0.39% as of June 30, 2022 compared to June 30, 2021.

At June 30, 2022, all individually evaluated impaired loans were within our acquired loan portfolio and totaled \$1.4 million, all of which were purchased credit impaired. There was no impairment measured on these loans. At June 30, 2021, within our acquired loan portfolio, we had a total of \$1.7 million in individually evaluated impaired loans, all of which were purchased credit impaired. There was no impairment measured on these loans.

Within our originated portfolio, there were no loans specifically identified as impaired at June 30, 2022 or June 30, 2021. To the best of our knowledge, we have recorded all losses that are both probable and reasonably estimable for the years ended June 30, 2022 and 2021. Net charge-offs for the year ended June 30, 2022 were zero compared to \$7 thousand for the year ended June 30, 2021.

**Allowance for Loan Losses.** The following table sets forth activity in our allowance for loan losses for the years indicated:

	<b>Year Ended June 30,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(Dollars in thousands)</b>	
Allowance at beginning of year .....	\$ 1,339	\$ 1,346
Provision for loan losses .....	—	—
Charge-offs:		
Real estate loans		
One-to-four family .....	—	(2)
Multi-family .....	—	—
Home equity .....	—	(5)
Nonresidential .....	—	—
Agricultural .....	—	—
Construction and land .....	—	—
Commercial and industrial .....	—	—
Consumer and other loans .....	—	—
Total charge-offs .....	<u>—</u>	<u>(7)</u>
Recoveries:		
Real estate loans		
One-to-four family .....	—	—
Multi-family .....	—	—
Home equity .....	—	—
Nonresidential .....	—	—
Agricultural .....	—	—
Construction and land .....	—	—
Commercial and industrial .....	—	—
Consumer and other loans .....	—	—
Total recoveries .....	<u>—</u>	<u>—</u>
Net charge-offs .....	<u>—</u>	<u>(7)</u>
Allowance at end of year .....	<u>\$ 1,339</u>	<u>\$ 1,339</u>
Allowance to nonperforming loans .....	64.16%	48.15%
Allowance to nonperforming assets .....	64.16%	48.15%
Allowance to total loans outstanding at the end of the year .....	0.39%	0.39%
Net charge-offs to average loans outstanding during the year .....	0.00%	0.00%

The following table sets forth net charge-offs/recoveries by category for the years indicated:

	Year Ended June 30,	
	2022	2021
Net (charge-offs)/recoveries to average loans outstanding during the year:		
Real estate loans:		
One-to-four family .....	—%	—%
Multi-family .....	—%	—%
Home equity .....	—%	—%
Nonresidential .....	—%	—%
Agricultural .....	—%	—%
Construction and land .....	—%	—%
Commercial and industrial .....	—%	—%
Consumer and other loans .....	—%	—%

There were no material changes in the ratios above in that net charge-offs were immaterial in both 2022 and 2021.

**Allocation of Allowance for Loan Losses.** The following table sets forth the allowance for loan losses allocated by loan category, the total loan balances by category, and the percent of loans in each category to total loans at the dates indicated. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	At June 30,					
	2022			2021		
	Amount	% of Allowance to Total Allowance	% of Loans in Category to Total Loans	Amount	% of Allowance to Total Allowance	% of Loans in Category to Total Loans
Real estate loans:						
One-to-four family .....	\$ 965	72.07%	80.09%	\$ 992	74.09%	79.30%
Multi-family .....	9	0.67	0.11	4	0.30	0.19
Home equity .....	34	2.54	1.39	41	3.06	1.82
Nonresidential .....	158	11.80	7.14	133	9.93	6.45
Agricultural .....	15	1.12	0.75	15	1.12	0.79
Construction and land .....	132	9.86	9.51	103	7.69	7.96
Total real estate loans .....	1,313	98.06	98.99	1,288	96.19	96.51
Commercial and industrial .....	24	1.79	0.67	22	1.64	1.73
Consumer and other loans .....	2	0.15	0.34	29	2.17	1.76
Total allowance for loan losses ..	\$ 1,339	100.00%	100.00%	\$ 1,339	100.00%	100.00%

Although we believe that we use the best information available to establish the allowance for loan losses, future adjustments to the allowance for loan losses may be necessary and results of operations could be adversely affected if circumstances differ substantially from the assumptions used in making the determinations. Furthermore, while we believe we have established our allowance for loan losses in conformity with accounting principles generally accepted in the United States of America, regulators, in reviewing our loan portfolio, may request us to increase our allowance for loan losses. In addition, because future events affecting borrowers and collateral cannot be predicted with certainty, the existing allowance for loan losses may not be adequate and increases may be necessary should the quality of any loan deteriorate as a result of the factors discussed above. Any material increase in the allowance for loan losses may adversely affect our financial condition and results of operations.

### Investment Activities

**General.** The goals of our investment policy are to provide and maintain liquidity to meet deposit withdrawal and loan funding needs, to help manage our interest rate risk, and to generate a return on idle funds within the context of our interest rate and credit risk objectives.

Our board of directors approved and adopted our investment policy. The investment policy is reviewed annually by our board of directors and any changes to the policy are subject to the approval of our board of directors. Authority to make investments under the approved investment policy guidelines is delegated to our Investment Committee. All investment transactions are reviewed at regularly scheduled monthly meetings of our board of directors.

Our investment policy permits investments in securities issued by the United States government and its agencies or government sponsored enterprises. We also may invest in mortgage-backed securities and mutual funds that invest in mortgage-backed securities. Our investment policy also permits, with certain limitations, investments in bank-owned life insurance, collateralized mortgage obligations, asset-backed securities, real estate mortgage investment conduits, South Carolina revenue bonds and municipal securities. While equity investments are generally not authorized by our investment policy, such investments are permitted on a case-by-case basis provided such investments are pre-authorized by our board of directors.

Our investment policy does not permit investment in stripped mortgage-backed securities, complex securities and derivatives as defined in federal banking regulations and other high-risk securities. As of June 30, 2022, we held no asset-backed securities other than mortgage-backed securities. Our current policies do not permit hedging activities, such as engaging in futures, options or swap transactions, or investing in high-risk mortgage derivatives, such as collateralized mortgage obligation residual interests, real estate mortgage investment conduit residual interests or stripped mortgage backed securities. At June 30, 2022, none of the collateral underlying our securities portfolio was considered subprime or Alt-A (generally defined as loan collateral having less than full documentation).

Current accounting principles require that, at the time of purchase, we designate a security as either held-to-maturity, available-for-sale, or trading, based upon our ability and intent. Securities available-for-sale and trading securities are reported at fair value and securities held-to-maturity are reported at amortized cost. All securities were classified as available-for-sale at June 30, 2022 and 2021. A periodic review and evaluation of our securities portfolios is conducted to determine if the fair value of any security has declined below its carrying value and whether such decline is other-than-temporary. If such decline is deemed to be other-than-temporary, the security is written down to a new cost basis and the resulting loss is charged against earnings. At June 30, 2022, the fair values of our securities are based on published or securities dealers' market values. At June 30, 2022, the amortized cost of our securities classified as available-for-sale was \$168.5 million compared to \$137.8 million at June 30, 2021. The fair value of securities classified as available-for-sale was \$151.3 million compared to \$139.1 million at June 30, 2021. The increase in securities classified as available-for-sale is primarily a result of our efforts in fiscal 2022 to invest in higher yielding assets.

***U.S. Government and Federal Agency Obligations.*** We may invest in U.S. Government and federal agency securities. While these securities generally provide lower yields than other investments in our securities investment portfolio, we maintain these investments, to the extent appropriate, for liquidity purposes, as collateral for borrowings and for prepayment protection.

***Mortgage-Backed Securities.*** At June 30, 2022, the amortized cost and fair value of our mortgage-backed securities portfolio totaled \$123.7 million and \$109.6 million, respectively. Mortgage-backed securities are securities issued in the secondary market that are collateralized by pools of mortgages. Certain types of mortgage-backed securities are commonly referred to as "pass-through" certificates because the principal and interest of the underlying loans is "passed through" to investors, net of certain costs, including servicing and guarantee fees. Mortgage-backed securities typically are collateralized by pools of one-to-four family or multifamily mortgages, although we invest primarily in mortgage-backed securities backed by one-to-four family mortgages. The issuers of such securities pool and resell the participation interests in the form of securities to investors such as the Company. The interest rate of the security is lower than the interest rates of the underlying loans to allow for payment of servicing and guaranty fees. GNMA, a United States Government agency, and government sponsored enterprises, such as FNMA and FHLMC, either guarantee the payments or guarantee the timely payment of principal and interest to investors. Mortgage-backed securities are more liquid than individual mortgage loans since there is an active trading market for such securities. In addition, mortgage-backed securities may be used to collateralize our borrowings.

Investments in mortgage-backed securities involve a risk that actual payments will be greater or less than the prepayment rate estimated at the time of purchase, which may require adjustments to the amortization of any premium or accretion of any discount relating to such interests, thereby affecting the net yield on our securities. Current prepayment speeds determine whether prepayment estimates require modification that could cause amortization or accretion adjustments. Also, in September 2008, the Federal Housing Finance Agency placed FHLMC and FNMA into conservatorship. The U.S. Treasury Department has established financing agreements to ensure that FHLMC and FNMA meet their obligations to holders of mortgage-backed securities that they have issued or guaranteed. These actions have not affected the markets for mortgage-backed securities issued by FHLMC or FNMA. Both FHLMC and FNMA remain in conservatorship with the Federal Housing Finance Agency.

All of our mortgage-backed securities are issued by government agencies or government-sponsored entities.



**Restricted Equity Securities.** We invest in the common stock of the Federal Home Loan Bank of Atlanta and in preferred and common stock of First National Bankers Bancshares, Inc. The stock is carried at cost and classified as restricted equity securities. We periodically evaluate the stock for impairment based on ultimate recovery of par value.

**Bank-Owned Life Insurance.** We invest in bank-owned life insurance to provide us with a funding source for deferred compensation agreements. Bank-owned life insurance also generally provides us noninterest income that is non-taxable. Federal regulations generally limit our investment in bank-owned life insurance to 25% of our Tier 1 capital plus our allowance for loan losses. At June 30, 2022 and 2021, we had \$20.4 million and \$19.9 million, respectively, invested in bank-owned life insurance.

**Securities Portfolio Composition.** The following table sets forth the composition of our securities portfolio at the dates indicated:

	At June 30,			
	2022		2021	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Dollars in thousands)			
Securities available-for-sale:				
FHLMC common stock	\$ 20	\$ 34	\$ 20	\$ 117
Certificates of deposit	1,247	1,249	2,244	2,297
Municipal securities	16,991	16,597	18,737	19,531
CMOs	14,145	13,064	7,468	7,716
U.S. Government agency mortgage-backed securities	123,652	109,604	95,811	96,113
U.S. Government agencies	12,431	10,751	13,493	13,287
Total available-for-sale	<u>\$ 168,486</u>	<u>\$ 151,299</u>	<u>\$ 137,773</u>	<u>\$ 139,061</u>

**Securities Portfolio Maturities and Yields.** The following table sets forth the contractual maturities and weighted average yields of our securities portfolio at June 30, 2022. The weighted average yield is calculated based on the yield to maturity weighted for the size of each debt security over the entire portfolio of debt securities. Mortgage-backed securities are anticipated to be repaid in advance of their contractual maturities as a result of projected mortgage loan prepayments. The weighted average life of the mortgage-backed securities in our portfolio at June 30, 2022 was 7.2 years.

	One Year or Less		More than One Year to Five Years		More than Five Years to Ten Years	
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
	(Dollars in thousands)					
Securities available-for-sale:						
FHLMC common stock	\$ —	—%	\$ —	—%	\$ —	—%
Certificates of deposit	1,247	2.51	—	—	—	—
Municipal securities	—	—	4,756	2.36	9,813	2.42
CMOs	85	1.98	3,451	2.58	10,609	1.62
U.S. Government agency mortgage-backed securities	3	2.50	13,152	2.69	95,548	1.84
U.S. Government agency bonds	—	—	—	—	12,431	1.17
Total available-for-sale	<u>\$ 1,335</u>	<u>2.48%</u>	<u>\$ 21,359</u>	<u>2.60%</u>	<u>\$ 128,401</u>	<u>1.80%</u>

	More than Ten Years		Total	
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
	(Dollars in thousands)			
Securities available-for-sale:				
FHLMC common stock	\$ 20	—%	\$ 20	—%
Certificates of deposit	—	—	1,247	2.51
Municipal securities	2,422	2.62	16,991	2.43
CMOs	—	—	14,145	1.86
U.S. Government agency mortgage-backed securities	14,949	1.92	123,652	1.94
U.S. Government agency bonds	—	—	12,431	1.17
Total available-for-sale	<u>\$ 17,391</u>	<u>2.02%</u>	<u>\$ 168,486</u>	<u>1.93%</u>

## Sources of Funds

**General.** Deposits have traditionally been our primary source of funds for use in lending and investment activities. We also may use borrowings, primarily FHLB advances, to supplement cash flow needs, lengthen the maturities of liabilities for interest rate risk purposes and to manage the cost of funds. In addition, we receive funds from scheduled loan payments, investment maturities, loan prepayments, retained earnings and income on earning assets. While scheduled loan payments and income on earning assets are relatively stable sources of funds, deposit inflows and outflows can vary widely and are influenced by prevailing interest rates, market conditions and levels of competition.

**Deposits.** We accept deposits from Oconee and Pickens Counties, South Carolina, and Stephens and Rabun Counties, Georgia and surrounding counties and townships. We offer a selection of deposit accounts, including demand accounts, NOW accounts, money market accounts, savings accounts, certificates of deposit and individual retirement accounts (“IRAs”). Deposit account terms vary, with the principal differences being the minimum balance required, the amount of time the funds must remain on deposit and the interest rate. We do not accept brokered deposits, although we have the authority to do so. We very rarely accept certificates of deposit in excess of \$250 thousand or other deposits in excess of applicable FDIC insurance coverage, which is currently \$250 thousand per depositor.

Interest rates paid, maturity terms, service fees and withdrawal penalties are established on a periodic basis. Deposit rates and terms are based primarily on current operating strategies and market rates, liquidity requirements, rates paid by competitors and growth goals. We rely upon personalized customer service, long-standing relationships with customers, and the favorable image of Oconee Federal Savings and Loan Association in the community to attract and retain deposits. We also offer a fully functional electronic banking platform, including on-line bill pay, and mobile banking as services to our deposit customers.

The flow of deposits is influenced significantly by general economic conditions, changes in interest rates and competition. Our ability to gather deposits is affected by the competitive market in which we operate, which includes numerous financial institutions of varying sizes offering a wide range of products.

The following table sets forth the distribution of total deposits by account type, at the dates indicated:

	At June 30,			
	2022		2021	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Noninterest bearing demand . . . . .	\$ 60,697	13.20%	\$ 53,250	12.10%
NOW and interest bearing demand . . . . .	94,025	20.45	75,456	17.15
Money Market . . . . .	90,040	19.59	81,158	18.45
Savings . . . . .	51,880	11.29	43,135	9.80
Time and Other . . . . .	163,040	35.47	186,931	42.50
Total . . . . .	<u>\$ 459,682</u>	<u>100.00%</u>	<u>\$ 439,930</u>	<u>100.00%</u>

The estimated amount of uninsured deposits was \$123.0 million and \$103.1 million at June 30, 2022 and June 30, 2021, respectively. We have no deposits that are uninsured other than those in excess of FDIC insurance coverage.

As of June 30, 2022, the aggregate amount of our outstanding certificates of deposit in amounts greater than \$250 thousand was approximately \$15.2 million. The following table sets forth the maturity of these certificates of deposit as of June 30, 2022:

	June 30, 2022 Certificates of Deposit Greater than \$250 Thousand (Dollars in thousands)
<b>Maturity Period:</b>	
Three months or less . . . . .	\$ 3,066
Over three through six months . . . . .	3,643
Over six through twelve months . . . . .	5,642
Over twelve months . . . . .	2,883
Total . . . . .	<u>\$ 15,234</u>

**Borrowings.** We may obtain advances from the FHLB by pledging as security our capital stock in the Federal Home Loan Bank of Atlanta and certain of our mortgage loans and mortgage-backed securities. Such advances may be made pursuant to several different credit programs, each of which has its own interest rate and range of maturities. To the extent such borrowings have different repricing terms from our deposits, borrowings can change our interest rate risk profile.

At June 30, 2022, we had FHLB advances of \$9.0 million at a weighted average stated rate of 1.74%, of which \$4.0 million mature in 2022, \$2.5 million mature in 2023 and \$2.5 million mature in 2025. At June 30, 2021, we had FHLB advances of \$15.0 million at a weighted average stated rate of 0.61%, of which \$10.0 million matured in 2021, \$2.5 million mature in 2023 and \$2.5 million mature in 2025. Our remaining available credit with the FHLB was \$126.3 million as of June 30, 2022. There were no overnight borrowings at June 30, 2022 or June 30, 2021.

### **Subsidiary and Other Activities**

Oconee Federal Financial Corp. has no subsidiaries other than Oconee Federal Savings and Loan Association, and Oconee Federal Savings and Loan Association has no subsidiaries.

### **Personnel**

As of June 30, 2022, we had 79 full-time employees. Our employees are not represented by any collective bargaining group. Management believes that we have good working relations with our employees.

## **FEDERAL AND STATE TAXATION**

### **Expense and Tax Allocation**

Oconee Federal Savings and Loan Association has entered into an agreement with Oconee Federal Financial Corp. and Oconee Federal, MHC to provide them with certain administrative support services for compensation not less than the fair market value of the services provided. In addition, Oconee Federal Savings and Loan Association and Oconee Federal Financial Corp. have entered into an agreement to establish a method for allocating and for reimbursing the payment of their consolidated tax liability.

### **Federal Taxation**

**General.** Oconee Federal Financial Corp. and Oconee Federal Savings and Loan Association are subject to federal income taxation in the same general manner as other corporations, with some exceptions discussed below. The following discussion of federal taxation is intended only to summarize certain pertinent federal income tax matters and is not a comprehensive description of the tax rules applicable to Oconee Federal Financial Corp. or Oconee Federal Savings and Loan Association.

**Method of Accounting.** For federal income tax purposes, Oconee Federal Savings and Loan Association currently reports its income and expenses on the accrual method of accounting and uses a tax year ending June 30 for filing its federal income tax returns.

**Taxable Distributions and Recapture.** Prior to the Small Business Protection Act of 1996, federal tax bad debt reserves created prior to January 1, 1988 were subject to recapture into taxable income if the thrift institution failed to meet certain thrift asset and definitional tests. Federal legislation has eliminated these thrift-related recapture rules.

At June 30, 2022, our total federal and South Carolina pre-1988 base year tax bad debt reserve was approximately \$5.3 million. Under current law, pre-1988 federal base year reserves remain subject to recapture if a thrift institution makes certain non-dividend distributions, certain repurchases any of its stock, pays dividends in excess of tax earnings and profits, or ceases to maintain a thrift or bank charter.

**Net Operating Loss Carryovers.** A financial institution may carry back net operating losses created before January 1, 2018 to the preceding two taxable years and forward to the succeeding 20 taxable years. Net operating losses created after December 31, 2017 may be carried forward indefinitely. A net operating loss carryforward of \$403 thousand was acquired as part of a previous acquisition. At June 30, 2022 and 2021, \$246 thousand and \$267 thousand, respectively, of this carryforward remained.

**Corporate Dividends-Received Deduction.** Oconee Federal Financial Corp. may exclude from its income 100% of dividends received from Oconee Federal Savings and Loan Association as a member of the same affiliated group of corporations. The corporate dividends-received deduction is generally 65% in the case of dividends received from 20%-or-more-owned domestic corporations and 50% in the case of dividends received from less-than-20%-owned domestic corporations.

## State and Local Taxation

**State Taxation.** Oconee Federal Financial Corp. files a South Carolina income tax return, and Oconee Federal Savings and Loan Association files South Carolina and Georgia income tax returns. State income tax rates are 4.5% to 6% in South Carolina and 6% in Georgia. For these purposes, state taxable income generally means federal taxable income subject to certain modifications, primarily the exclusion of interest income on United States obligations, state income tax deductions, and adjustments for bonus depreciation deductions. Oconee Federal Savings and Loan Association also files and pays business personal property tax and Business Occupation Tax in the state of Georgia.

## SUPERVISION AND REGULATION

### General

As a federal savings association, Oconee Federal Savings and Loan Association is primarily subject to examination and regulation by the OCC and, secondarily, by the FDIC as deposit insurer. The federal system of regulation and supervision establishes a comprehensive framework of activities in which Oconee Federal Savings and Loan Association may engage and is intended primarily for the protection of depositors and the FDIC's Deposit Insurance Fund, and not for the protection of security holders. Under this system of federal regulation, insured depository institutions are periodically examined to ensure that they satisfy applicable standards with respect to their capital adequacy, assets, management, earnings, liquidity and sensitivity to market interest rates. Oconee Federal Savings and Loan Association also is regulated to a lesser extent by the Federal Reserve Board, which governs the reserves to be maintained against deposits and other matters. Oconee Federal Savings and Loan Association must comply with consumer protection regulations issued by the Consumer Financial Protection Bureau. Oconee Federal Savings and Loan Association also is a member of and owns stock in the Federal Home Loan Bank of Atlanta, which is one of the eleven regional banks in the Federal Home Loan Bank System. The OCC examines Oconee Federal Savings and Loan Association and prepares reports for the consideration of its Board of Directors on any operating deficiencies. Oconee Federal Savings and Loan Association's relationship with its depositors and borrowers also is regulated to a great extent by federal law and, to a lesser extent, state law, especially in matters concerning the ownership of deposit accounts, the form and content of Oconee Federal Savings and Loan Association's loan documents and certain consumer protection matters.

As savings and loan holding companies, Oconee Federal Financial Corp. and Oconee Federal, MHC are subject to examination and supervision by, and are required to file certain reports with, the Federal Reserve Board.

Set forth below are certain material regulatory requirements that are applicable to Oconee Federal Savings and Loan Association, Oconee Federal Financial Corp. and Oconee Federal, MHC. This description of statutes and regulations is not intended to be a complete description of such statutes and regulations and their effects on us. Any change in these laws or regulations, whether by Congress or the applicable regulatory agencies, could have a material adverse impact on us and our operations.

### Federal Banking Regulation

**Business Activities.** A federal savings association derives its lending and investment powers from the Home Owners' Loan Act, as amended, and the federal regulations thereunder. Under these laws and regulations, Oconee Federal Savings and Loan Association may generally invest in mortgage loans secured by residential real estate without limit, may also invest in commercial real estate, commercial business and consumer loans, certain types of debt securities and certain other assets, subject to applicable limits. Oconee Federal Savings and Loan Association also may establish subsidiaries, including those that may engage in certain activities not otherwise permissible for Oconee Federal Savings and Loan Association, including real estate investment and securities and insurance brokerage.

Effective July 1, 2019, the Office of the Comptroller of the Currency issued a final rule that permits a federal savings association to elect to exercise national bank powers without converting to a national bank charter. The election is available to federal savings associations that had total consolidated assets of \$20 billion or less as of December 31, 2017. The Association did not exercise covered savings association election.

**Capital Requirements.** Federal regulations require federal savings associations to maintain common equity Tier 1 capital, Tier 1 capital and total capital to risk-weighted assets of at least 4.5%, 6% and 8%, respectively. Higher levels of capital are required for asset categories believed to present greater risk. Common equity Tier 1 capital is generally defined as common stockholders' equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and additional Tier 1 capital. Additional Tier 1 capital includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus, meeting specified requirements, and

may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock and subordinated debt. Also included in Tier 2 capital is the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and for institutions, such as Oconee Federal Savings and Loan Association, that have exercised an opt-out election regarding the treatment of Accumulated Other Comprehensive Income, up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations. In assessing an institution's capital adequacy, the OCC takes into consideration, not only these numeric factors, but qualitative factors as well, and has the authority to establish higher capital requirements for individual associations where necessary.

The regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted asset above the amount necessary to meet its minimum risk-based capital requirements.

The federal banking agencies have developed a "Community Bank Leverage Ratio" (the ratio of a bank's tangible equity capital to average total consolidated assets) for financial institutions with assets of less than \$10 billion. A "qualifying community bank" that exceeds this ratio and elects the alternative regulatory capital scheme will be deemed to be in compliance with all other capital and leverage requirements, including being categorized as "well capitalized" for Prompt Corrective Action purposes, as described later. The "Community Bank Leverage Ratio" is currently 9%. Oconee Federal Savings and Loan did not elect to use this alternative.

**Loans-to-One Borrower.** Generally, a federal savings and loan association may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of unimpaired capital and surplus. An additional amount may be loaned, equal to 10% of unimpaired capital and surplus, if the excess is secured by specified readily marketable collateral, which does not include real estate. As of June 30, 2022, Oconee Federal Savings and Loan Association's largest lending relationship with a single or related group of borrowers totaled \$4.3 million, which represented 4.9% of unimpaired capital and surplus; therefore, Oconee Federal Savings and Loan Association was in compliance with the loans-to-one borrower limitations.

**Qualified Thrift Lender Test.** As a federal savings and loan association, Oconee Federal Savings and Loan Association is subject to a qualified thrift lender, or "QTL" test. Under the QTL test, Oconee Federal Savings and Loan Association must either qualify as a "domestic building and loan association" within the meaning of Internal Revenue Code or maintain at least 65% of its "portfolio assets" in "qualified thrift investments" (primarily residential mortgage loans and related investments, including mortgage-backed securities) in at least nine months of the most recent 12-month period. "Portfolio assets" generally means total assets of a savings institution, less the sum of specified liquid assets up to 20% of total assets, goodwill and other intangible assets, and the value of property used in the conduct of the savings and loan association's business.

A savings and loan association that fails the qualified thrift lender test must operate under specified restrictions set forth in the Home Owners' Loan Act. In addition, non-compliance with the QTL test is subject to agency enforcement action for a violation of law. At June 30, 2022, Oconee Federal Savings and Loan Association maintained approximately 77.9% of its portfolio assets in qualified thrift investments and, therefore, satisfied the QTL test.

**Capital Distributions.** Federal regulations govern capital distributions by a federal savings and loan association, which include cash dividends, stock repurchases and other transactions charged to the savings and loan association's capital account. A federal savings association must file an application with the OCC for approval of a capital distribution if:

- the total capital distributions for the applicable calendar year exceed the sum of the association's net income for that year to date plus the association's retained net income for the preceding two years;
- the association would not be at least adequately capitalized following the distribution;
- the distribution would violate any applicable statute, regulation, agreement or regulatory-imposed condition; or
- the association is not eligible for expedited treatment of its application or notice filings.

Even if an application is not otherwise required, every savings association that is a subsidiary of a holding company must still file a notice with the Federal Reserve Board at least 30 days before its board of directors declares a dividend.

A notice or application for a capital distribution may be disapproved if:

- the association would be undercapitalized following the distribution;
- the proposed capital distribution raises safety and soundness concerns; or
- the capital distribution would violate a prohibition contained in any statute, regulation or agreement.



The Federal Deposit Insurance Act generally provides that an insured depository institution may not make any capital distribution if, after making such distribution, the institution would fail to meet any applicable regulatory capital requirement. In addition, Oconee Federal Savings and Loan Association's ability to pay dividends is limited if Oconee Federal Savings and Loan Association does not have the capital conservation buffer required by the new capital rules, which may limit the ability of Oconee Federal Financial Corp. to pay dividends to its stockholders. See "Capital Requirements" above.

**Liquidity.** A federal savings and loan association is required to identify, measure, monitor and control its funding and liquidity risk and maintain a sufficient amount of liquid assets to ensure its safe and sound operation. We seek to maintain a ratio of liquid assets not subject to pledge as a percentage of deposits and borrowings of 4.0% or greater of highly liquid assets. At June 30, 2022, this ratio was 30.2%. Total cash and cash equivalents was 2.1% of total deposits at June 30, 2022.

**Community Reinvestment Act and Fair Lending Laws.** All federal savings and loan associations have a responsibility under the Community Reinvestment Act and related regulations to help meet the credit needs of their communities, including low- and moderate-income borrowers. An association's record of compliance with the Community Reinvestment Act is assessed in regulatory examinations. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in those statutes. An association's failure to comply with the provisions of the Community Reinvestment Act could, at a minimum, result in denial of certain corporate applications, such as branches or mergers, or in restrictions on its activities. The failure to comply with the Equal Credit Opportunity Act and the Fair Housing Act could result in enforcement actions by regulators and the Department of Justice. Oconee Federal Savings and Loan Association received a "Satisfactory" Community Reinvestment Act rating in its most recent federal examination.

On May 5, 2022, the Office of the Comptroller of the Currency released a notice of proposed rulemaking with other bank regulatory agencies to "strengthen and modernize" Community Reinvestment Act regulations and the related regulatory framework.

**Transactions with Related Parties.** A federal savings and loan association's authority to engage in transactions with its "affiliates" is limited by OCC regulations and the Federal Reserve Act and its implementing regulations. The term "affiliate" for these purposes generally means any company that controls, is controlled by, or is under common control with an insured depository institution such as Oconee Federal Savings and Loan Association. Oconee Federal Financial Corp. and Oconee Federal, MHC are affiliates of Oconee Federal Savings and Loan Association. In general, transactions with affiliates must be on terms that are as favorable to the savings and loan association as comparable transactions with non-affiliates and are subject to certain quantitative limits and collateral requirements. In addition, savings and loan associations are prohibited from lending to any affiliates that are engaged in activities that are not permissible for bank holding companies and from purchasing the securities of any affiliate, other than a subsidiary. Transactions with affiliates also must be consistent with safe and sound banking practices and not involve the purchase of low-quality assets.

Oconee Federal Savings and Loan Association's authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons, is governed by the requirements of the Federal Reserve Act and related regulations. Among other things, those provisions require that extensions of credit to insiders:

- be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features (subject to certain exemptions for lending programs that are available to all employees); and
- not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of Oconee Federal Savings and Loan Association's capital.

In addition, Oconee Federal Savings and Loan Association's board of directors must approve extensions of credit in excess of certain limits.

**Enforcement.** The OCC has primary enforcement responsibility over federal savings and loan associations, including the authority to bring enforcement action against all "institution-affiliated parties," including stockholders, attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order, to removal of officers and/or directors of the institution, receivership, conservatorship or the termination of deposit insurance. The maximum penalties that can be assessed are generally based on the type and severity of the violation, unsafe and unsound practice or other action, and are adjusted annually for inflation. The FDIC also has the authority to terminate deposit insurance or to recommend to the OCC that enforcement action be taken with respect to a particular savings institution. If the OCC does not take action, the FDIC has authority to take action under specified circumstances.

**Standards for Safety and Soundness.** The federal banking agencies have adopted Interagency Guidelines Prescribing Standards for Safety and Soundness to implement the safety and soundness standards required under federal law. These standards relate to, among other things, internal controls, information security systems and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, compensation, and other operational and managerial standards as the agency deems appropriate. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. Failure to implement such a plan can result in further enforcement action, including the issuance of a cease and desist order or the imposition of civil money penalties.

**Prompt Corrective Action Regulations.** Under the prompt corrective action regulations, the regulators are authorized and, under certain circumstances, required to take supervisory actions against undercapitalized savings and loan associations. An institution is “undercapitalized” if it has a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, a leverage ratio of less than 4.0% or a common equity Tier 1 ratio of less than 4.5%. An institution is deemed to be “significantly undercapitalized” if it has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, a leverage ratio of less than 3.0% or a common equity Tier 1 ratio of less than 3.0%. An institution is considered to be “critically undercapitalized” if it has a ratio of tangible equity (as defined in the regulations) to total assets that is equal to or less than 2.0%. An institution that is classified as well-capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment.

If an insured depository institution is classified in one of the undercapitalized categories, it is required to submit a capital restoration plan to the appropriate federal banking agency, and the holding company must guarantee the performance of that plan. An undercapitalized institution’s compliance with a capital restoration plan is required to be guaranteed by any company that controls the undercapitalized institution in an amount equal to the lesser of 5.0% of the institution’s total assets when deemed undercapitalized or the amount necessary to achieve the status of adequately capitalized. If an “undercapitalized” institution fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.” “Significantly undercapitalized” institutions must comply with one or more of a number of additional restrictions. “Critically undercapitalized” institutions are then subject to additional measures.

The previously referenced elective “community bank leverage ratio” regulatory capital framework provides that a qualifying institution whose capital exceeds the community bank leverage ratio and opts to use that framework will be considered “well-capitalized” for purposes of prompt corrective action.

At June 30, 2022, Oconee Federal Savings and Loan Association met the criteria for being considered “well-capitalized.”

**Insurance of Deposit Accounts.** Deposit accounts in Oconee Federal Savings and Loan Association are insured by the FDIC’s Deposit Insurance Fund, generally up to a maximum of \$250 thousand per separately insured depositor and up to a maximum of \$250 thousand for self-directed retirement accounts.

The FDIC assesses insured depository institutions to maintain the Deposit Insurance Fund. No institution may pay a dividend if in default of its deposit insurance assessment.

Under the Federal Deposit Insurance Corporation’s risk-based assessment system, institutions deemed less risky of failure pay lower assessments. Assessments for institutions of less than \$10 billion of assets are based on financial measures and supervisory ratings derived from statistical modeling estimating the probability of an institution’s failure within three years. The current assessment range (inclusive of possible adjustments) for insured institutions of less than \$10 billion of total assets is 1.5 basis points.

The FDIC has the authority to increase insurance assessments. A material increase would likely have an adverse effect on the operating expenses and results of operations of Oconee Federal Savings and Loan Association. Management cannot predict what insurance assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. We do not currently know of any practice, condition or violation that may lead to termination of our deposit insurance.

**Federal Home Loan Bank System.** Oconee Federal Savings and Loan Association is a member of the Federal Home Loan Bank System, which consists of eleven regional Federal Home Loan Banks. The Federal Home Loan Bank System provides a central credit facility primarily for member institutions as well as other entities involved in home mortgage lending. As a member of the

Federal Home Loan Bank of Atlanta, Oconee Federal Savings and Loan Association is required to acquire and hold shares of capital stock in the Federal Home Loan Bank. As of June 30, 2022, Oconee Federal Savings and Loan Association was in compliance with this requirement.

### **Other Regulations**

Interest and other charges collected or contracted for by Oconee Federal Savings and Loan Association are subject to state usury laws and federal laws concerning interest rates. Oconee Federal Savings and Loan Association's operations are also subject to federal laws (and regulations) applicable to credit transactions, such as the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Real Estate Settlement Procedures Act, requiring that borrowers for mortgage loans for one-to-four family residential real estate receive various disclosures, including good faith estimates of settlement costs, lender servicing and escrow account practices, and prohibiting certain practices that increase the cost of settlement services;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies;
- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and
- Truth in Savings Act.

The operations of Oconee Federal Savings and Loan Association also are subject to the:

- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;
- Electronic Funds Transfer Act and Regulation E promulgated thereunder, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services;
- Check Clearing for the 21st Century Act (also known as "Check 21"), which gives "substitute checks," such as digital check images and copies made from that image, the same legal standing as the original paper check; and
- The USA PATRIOT Act, which requires savings and loan associations to, among other things, establish broadened anti-money laundering compliance programs, and due diligence policies and controls to ensure the detection and reporting of money laundering. Such required compliance programs are intended to supplement existing compliance requirements that also apply to financial institutions under the Bank Secrecy Act and the Office of Foreign Assets Control regulations.

### **Holding Company Regulation**

**General.** Oconee Federal, MHC and Oconee Federal Financial Corp. are non-diversified savings and loan holding companies within the meaning of the federal law. As such, Oconee Federal, MHC and Oconee Federal Financial Corp. are registered savings and loan holding companies and are subject to regulation, examinations, supervision by and reporting to the Federal Reserve Board. In addition, the Federal Reserve Board has enforcement authority over Oconee Federal Financial Corp. and Oconee Federal, MHC, and their non-savings institution subsidiaries. Among other things, this authority permits the Federal Reserve Board to restrict or prohibit activities that are determined to be a serious risk to Oconee Federal Savings and Loan Association.

**Permitted Activities.** The business activities of savings and loan holding companies are generally limited to those activities permissible for bank holding companies under Section 4(c)(8) of the Bank Holding Company Act, subject to the prior approval of the Federal Reserve Board, and certain additional activities authorized by Federal Reserve Board regulations, unless the holding company has elected "financial holding company" status. A financial holding company may engage in activities that are financial in nature, including underwriting equity securities and insurance as well as activities that are incidental to financial activities or complementary to a financial activity. Oconee Federal Financial Corp. has not elected financial holding company status.

Federal law prohibits a savings and loan holding company, including Oconee Federal Financial Corp. and Oconee Federal, MHC, directly or indirectly, or through one or more subsidiaries, from acquiring another savings institution or holding company thereof, without prior regulatory approval. It also prohibits the acquisition or retention of, with certain exceptions, more than 5% of a class of voting stock of a nonsubsidiary savings institution, a nonsubsidiary holding company, or a nonsubsidiary company engaged in activities other than those permitted for a savings and loan holding company; or acquiring or retaining control of an institution that is not federally insured. In evaluating applications by holding companies to acquire savings institutions, the Federal Reserve Board evaluates such factors as the financial and managerial resources and future prospects of the company and institution involved, the effect of the acquisition on the risk to the Deposit Insurance Fund, the convenience and needs of the community and competitive factors.

No acquisition that would result in a multiple savings and loan holding company controlling savings institutions in more than one state may be approved, subject to two exceptions: (i) the approval of interstate supervisory acquisitions by savings and loan holding companies, and (ii) the acquisition of a savings institution in another state if the laws of the state of the target savings institution specifically permit such acquisitions. The states vary in the extent to which they permit interstate savings and loan holding company acquisitions.

**Capital.** Savings and loan holding companies of less than \$3.0 billion of assets, such as Oconee Federal, MHC and Oconee Federal Financial Corp., are exempted from the consolidated holding company regulatory capital requirements unless otherwise directed by the Federal Reserve Board in individual cases.

**Source of Strength.** Federal law extends the “source of strength” doctrine to savings and loan holding companies. The Federal Reserve Board has issued regulations requiring that all savings and loan holding companies serve as a source of managerial and financial strength to their subsidiary savings associations by providing capital, liquidity and other support in times of financial stress.

**Dividends.** The Federal Reserve Board has issued policy statements regarding the payment of dividends and the repurchase of shares of common stock by bank holding companies and savings and loan holding companies. In general, dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the holding company appears consistent with the organization’s capital needs, asset quality and overall financial condition. Regulatory guidance provides for prior regulatory consultation with respect to capital distributions in certain circumstances such as where the company’s net income for the past four quarters, net of dividends previously paid over that period, is insufficient to fully fund the dividend or the company’s overall rate or earnings retention is inconsistent with the company’s capital needs and overall financial condition. The guidance also provides for prior consultation with supervisory staff for material increases in the amount of a company’s common stock dividend. The ability of a savings and loan holding company to pay dividends may be restricted if a subsidiary savings association becomes undercapitalized. A savings and loan holding company should inform the Federal Reserve Board supervisory staff prior to redeeming or repurchasing common stock or perpetual preferred stock if the savings and loan holding company is experiencing financial weaknesses or if the repurchase or redemption would result in a net reduction, as of the end of a quarter, in the amount of such equity instruments outstanding compared with the beginning of the quarter in which the redemption or repurchase occurred. These regulatory policies may affect the ability of Oconee Federal Financial Corp. to pay dividends, repurchase shares of common stock or otherwise engage in capital distributions.

The level of any dividends that may be paid by Oconee Federal Financial Corp. may also be affected by the ability of Oconee Federal, MHC to waive the receipt of dividends.

**Waivers of Dividends by Oconee Federal, MHC.** Oconee Federal Financial Corp. may pay dividends on its common stock to public shareholders. If it does, it is also required to pay dividends to Oconee Federal, MHC, unless Oconee Federal, MHC elects to waive the receipt of dividends. Under federal law, Oconee Federal, MHC must receive the approval of the Federal Reserve Board before it may waive the receipt of any dividends from Oconee Federal Financial Corp. The Federal Reserve Board has issued an interim final rule providing that it will not object to dividend waivers under certain circumstances, including circumstances where the waiver is not detrimental to the safe and sound operation of the savings association and a majority of the mutual holding company’s members have approved the waiver of dividends by the mutual holding company within the previous twelve months. There can be no assurance that a particular dividend waiver request would be approved by the Federal Reserve Board. In addition, any dividends waived by Oconee Federal, MHC must be considered in determining an appropriate exchange ratio in the event of a conversion of the mutual holding company to stock form.

**Conversion of Mutual Holding Company to Stock Form.** Federal regulations permit a mutual holding company to convert from the mutual form of organization to the capital stock form of organization (a “Conversion Transaction”). In a Conversion Transaction a new holding company would be formed as the successor to Oconee Federal Financial Corp. (the “New Holding Company”), Oconee Federal, MHC’s corporate existence would end, and certain depositors of Oconee Federal Savings and Loan Association would receive the right to subscribe for additional shares of the New Holding Company. There can be no assurance that such a conversion transaction will occur.

**Change in Control.** Under the Change in Bank Control Act, no person may acquire control of a savings and loan holding company, such as Oconee Federal Financial Corp., unless the Federal Reserve Board has been given 60 days prior written notice and has not issued a notice disapproving the proposed acquisition, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the competitive effects of the acquisition. Control, as defined under the Change in Bank Control Act, means ownership, control of or the power to vote 25% or more of any class of voting stock. Acquisition of more than 10% of any class of a savings and loan holding company’s voting stock constitutes a rebuttable determination of control under the regulations under certain circumstances including where, as is the case with Oconee Federal Financial Corp., the issuer has registered securities under Section 12 of the Securities Exchange Act of 1934.

## **Federal Securities Laws**

Oconee Federal Financial Corp.’s common stock is registered with the Securities and Exchange Commission. Oconee Federal Financial Corp. is subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act of 1934.

### **ITEM 1A. Risk Factors**

Disclosures of risk factors are not required by smaller reporting companies, such as the Company.

### **ITEM 1B. Unresolved Staff Comments**

None.

### **ITEM 2. Properties**

As of June 30, 2022, the net book value of our properties was \$8.2 million. We believe that current facilities are adequate to meet our present and foreseeable needs, subject to possible future expansion.

### **ITEM 3. Legal Proceedings**

We are not currently involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Periodically, there have been claims involving Oconee Federal Savings and Loan Association, such as claims to enforce liens, condemnation proceedings on properties in which we hold a security interest, claims involving the making and servicing of real property loans and other issues incidental to our business.

At June 30, 2022, we were not involved in any legal proceedings the outcome of which management believes would be material to our financial condition or results of operations.

### **ITEM 4. Mine Safety Disclosures**

Not applicable.

## **PART II**

### **ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

**Market.** Our common stock is listed on the Nasdaq Capital Market under the symbol “OFED.” The approximate number of holders of record of our common stock as of September 8, 2022 was 267. Certain shares of our common stock are held in “nominee” or “street” name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number.

**Equity Compensation Plans.** At June 30, 2022, there were no compensation plans under which equity securities of Oconee Federal Financial Corp. were authorized for issuance other than the Employee Stock Ownership Plan and the Equity Incentive Plan. See “Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.”



**Issuer Repurchases.** On May 14, 2021, the Board of Directors authorized the repurchase of up to 100,000 shares of the Company’s common stock. The repurchase authorization expired on June 30, 2022. In connection with this repurchase authorization, the Company purchased a total of 27,106 shares of its common stock during the year ended June 30, 2022. During the three months ended June 30, 2022, the Company repurchased 2,634 shares of its common stock.

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Maximum Dollar Value or Number of Shares That May Yet be Purchased Under Publicly Announced Plan
April 1 - April 30, 2022	919	\$ 24.50	919	58,067
May 1 - May 31, 2022	1,316	\$ 21.72	1,316	56,751
June 1 - June 30, 2022	399	\$ 23.17	399	— <sup>(2)</sup>
Total	<u>2,634</u>	<u>\$ 22.91</u>	<u>2,634<sup>(1)</sup></u>	

(1) All shares were purchased pursuant to a publicly announced repurchase program that was approved by the Board of Directors on May 14, 2021.

(2) The repurchase program approved by the Board of Directors on May 14, 2021 expired June 30, 2022.

**Sales of Unregistered Securities.** During the year ended June 30, 2022, we did not offer or sell any unregistered securities.

## ITEM 6. [Reserved]

## ITEM 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

### Overview

Oconee Federal Savings and Loan Association has historically operated as a traditional thrift institution headquartered in Seneca, South Carolina. Our principal business consists of attracting retail deposits from the general public in our market area and investing those deposits, together with funds generated from operations, in one-to-four family residential mortgage loans and, to a much lesser extent, nonresidential mortgage, construction and land and other loans. We also invest in U.S. Government and federal agency securities, mortgage-backed securities and municipal securities. Our revenues are derived principally from the interest on loans and securities and loan fees and service charges. Our primary sources of funds are deposits and principal and interest payments on loans and securities. At June 30, 2022, we had total assets of \$544.8 million, total deposits of \$459.7 million and total equity of \$75.3 million.

A significant majority of our assets consist of long-term, fixed-rate residential mortgage loans and, to a much lesser extent, investment-quality securities, which we have funded primarily with deposit accounts and the repayment of existing loans. Our results of operations depend primarily on our net interest income. Net interest income is the difference between the interest income we earn on our interest-earning assets, consisting primarily of loans, investment securities (including U.S. Government and federal agency securities, mortgage-backed securities and municipal securities) and other interest-earning assets, primarily interest-earning deposits at other financial institutions, and the interest paid on our interest-bearing liabilities, consisting primarily of savings and transaction accounts and certificates of deposit. Our results of operations also are affected by our provisions for loan losses, noninterest income and noninterest expense. Noninterest income currently consists primarily of service charges on deposit accounts and miscellaneous other income. Noninterest expense currently consists primarily of compensation and employee benefits, occupancy and equipment expenses, data processing, professional and supervisory fees, office expense, provision for real estate owned and related expenses, and other operating expenses. Our results of operations also may be affected significantly by general and local economic and competitive conditions, changes in market interest rates, governmental policies and actions of regulatory authorities.

Other than our loans for the construction of one-to-four family residential mortgage loans, we do not offer “interest only” mortgage loans on one-to-four family residential properties (where the borrower pays interest for an initial period, after which the loan converts to a fully amortizing loan). We also do not offer loans that provide for negative amortization of principal, such as “Option ARM” loans, where the borrower can pay less than the interest owed on his or her loan, resulting in an increased principal balance during the life of the loan. We do not offer “subprime loans” (loans that generally target borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios) or Alt-A loans.

## Critical Accounting Estimates

Critical accounting estimates are those estimates made in accordance with generally accepted accounting principles that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on the financial condition or results of operations. Additional discussions of these estimates are discussed in Note 1 “Summary of Significant Accounting Policies” to the accompanying Consolidated Financial Statements contained in Item 8. We consider the following to be our critical accounting estimates:

***Allowance for Loan Losses.*** Our allowance for loan losses is the estimated amount considered necessary to reflect probable losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged against income. In determining the allowance for loan losses, management makes significant estimates and judgments, which to some extent involve assumptions about borrowers’ abilities to continue to make future principal and interest payments. These estimates and judgments involve a high degree of judgment and subjectivity and are based on facts and circumstances that existed at the date in which the allowance is determined. Changes in the macro and micro economic environment can have a significant impact on these estimates and judgments in the future that could result in changes to the allowance for loan losses.

Integral to our allowance methodology is the use of a loan grading system whereby all loans are assigned a grade based on the risk profile of each loan. Loan grades are initially assigned at origination and are routinely evaluated to determine if grades need to be changed. Through our internal credit review function, ongoing credit monitoring, and continuous review of past due trends, loan grades are adjusted by management either to respond to improvements in or deterioration of credit. Loan grades are determined based on an evaluation of relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors.

The allowance methodology consists of two parts: an evaluation of loss for specific loans and an evaluation of loss for homogenous pools of loans, commonly referred to as the specific and general valuation allowance. Certain loans exhibiting signs of potential credit weakness are evaluated individually for impairment. A loan is considered to be impaired if it is probable that we will not receive substantially all contractual principal and interest payments. The amount of impairment, or specific valuation allowance, is measured by a comparison of the present value of expected future cash flows less selling expenses to the loan’s carrying value, or in the case of collateral dependent loans a comparison to the fair value of the collateral less selling costs. To the extent the carrying value of the loan exceeds the present value of a loan’s expected cash flows less selling expenses, a specific allowance is recorded. If the carrying value is less than the present value of the impaired loan’s expected future cash flows, no specific allowance is recorded however the loan is not included in the determination of the general valuation allowance.

As a substantial amount of our loan portfolio is collateralized by real estate, appraisals of the underlying value of property securing loans and discounted cash flow valuations of properties are critical in determining the amount of the allowance required for specific loans. Assumptions for appraisals and discounted cash flow valuations are instrumental in determining the value of properties. Overly optimistic assumptions or negative changes to assumptions could significantly impact the valuation of a property securing a loan and the related allowance determined. The assumptions supporting such appraisals and discounted cash flow valuations are carefully reviewed by management to determine that the resulting values reasonably reflect amounts realizable on the related loans.

The general valuation allowance is determined for loans not determined to be impaired. We segregate our loan portfolio into portfolio segments. These portfolio segments share common characteristics such as the type of loan, its purpose, its underlying collateral, and other risk characteristics. Once segregated, these loans are further segregated by loan grade. To calculate the allowance by grade, we apply internally developed loss factors comprised of both quantitative and qualitative considerations.

We estimate our loss factors by taking into consideration both quantitative and qualitative aspects that would affect our estimation of probable incurred losses. These aspects include, but are not limited to historical charge-offs; loan delinquencies and foreclosure trends; current economic trends and demographic data within our market area, such as unemployment rates and population trends; current trends in real estate values; charge-off trends of other comparable institutions; the results of any internal loan reviews; loan-to-value ratios; our historically conservative credit risk policy; the strength of our underwriting and ongoing credit monitoring function; and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision based on changes in economic and real estate market conditions. Actual loan losses may be significantly more than the allowance for loan losses we have established, which could have a material negative effect on our financial results.

We have assessed the impact of the COVID-19 pandemic and the recent inflationary issues on the allowance for loan loss using the information that is available and have made adjustments to certain qualitative factors in our model in response to the additional risks that we believe have become present. However, the fluidity of this pandemic and inflationary issues precludes any prediction as to the ultimate impact of the COVID-19 outbreak or the duration of the inflationary issues. We will continue to review and make adjustments as may be necessary.

See Note 1 “Summary of Significant Accounting Policies” and Note 4 “Loans” to the accompanying Consolidated Financial Statements contained in Item 8 for additional discussion on the allowance for loan losses.

**Business Combinations.** Business combinations are accounted for using the acquisition method of accounting. As such, assets acquired, including identified intangible assets, and liabilities assumed are recorded at their fair value, which often involves estimates based on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques, all of which are inherently subjective. Identified intangible assets are amortized based upon the estimated economic benefits to be received, which is also subjective. Management will review identified intangible assets for impairment at least annually, or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, in which case an impairment charge would be recorded. Goodwill is subject to impairment testing on at least an annual basis. In addition, goodwill is tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Our reporting unit for purposes of testing our goodwill for impairment is our banking operations unit, which contains all other activities performed by the Company.

See Note 1 “Summary of Significant Accounting Policies” and Note 6 “Goodwill and Intangible Assets” to the accompanying Consolidated Financial Statements contained in Item 8 for additional discussion on intangible assets.

**Valuation of Goodwill.** The testing for impairment of goodwill is a two-step process. The first step in testing for impairment is to determine the fair value of our reporting unit and compare that fair value with the carrying value of the reporting unit (including goodwill.) If the fair value of the reporting unit exceeds the carrying value, the second step is not necessary and goodwill is deemed not to be impaired. If the fair value of the reporting unit is less than the carrying value, the Company must estimate a hypothetical purchase price for the reporting unit (representing the unit’s fair value) and then compare that hypothetical purchase price with the fair value of the unit’s net assets (excluding goodwill). Any excess of the estimated purchase price over the fair value of the reporting unit’s net assets represents the implied fair value of goodwill. An impairment loss would be recognized as a charge to earnings if the carrying amount of the reporting unit’s goodwill exceeds the implied fair value of goodwill. Our annual impairment evaluation is May of each year.

See Note 1 “Summary of Significant Accounting Policies” and Note 6 “Goodwill and Intangible Assets” to the accompanying Consolidated Financial Statements contained in Item 8 for additional discussion on goodwill.

**Deferred Income Taxes.** We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance is established. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change.

See Note 1 “Summary of Significant Accounting Policies” and Note 9 “Income Taxes” to the accompanying Consolidated Financial Statements contained in Item 8 for additional discussion on deferred income taxes.

## **Business Strategy**

We have continued our primarily focus on the execution of our community oriented retail banking strategy. Highlights of our current business strategy include the following:

- **Continue to Focus on Residential Lending.** We have been and will continue to be primarily a one-to-four family residential mortgage lender for borrowers in our market area. As of June 30, 2022, \$281.2 million, or 81.5%, of our total loan portfolio consisted of one-to-four family residential mortgage loans (including home equity loans). In the future, we may gradually increase our residential construction and home equity loan portfolios.
- **Maintain a Modest Portfolio of Nonresidential Real Estate Loans.** We have historically maintained a small portfolio of nonresidential real estate loans. Our nonresidential real estate loans were \$24.6 million, or 7.1% of our total loan portfolio at June 30, 2022.
- **Manage Interest Rate Risk While Maintaining or Enhancing, to the Extent Practicable, our Net Interest Margin.** Subject to market conditions, we have sought to enhance net interest income by emphasizing controls on the cost of funds, particularly on the deposit products that we offer, rather than attempting to maximize asset yields, as loans with high yields often involve greater credit risk and may be repaid during periods of decreasing market interest rates. In addition, in view of our strong capital position, from time to time, we place more emphasis on enhancing our net interest income than on limiting our interest rate risk.

- ***Rely on Community Orientation and High Quality Service to Maintain and Build a Loyal Local Customer Base and Maintain our Status as an Independent Community-Based Institution.*** We were established in 1924 and have been operating continuously in Oconee County since that time. By using our recognized brand name and the goodwill developed over years of providing timely, efficient banking services, we have been able to attract a solid base of local retail customers on which to continue to build our banking business. We have historically focused on promoting relationships within our community rather than specific banking products, and we expect to continue to build our customer base by relying on customer referrals and referrals from local builders and realtors. We extend this strategy to Rabun, Stephens and Pickens Counties as well.
- ***Adhere to Conservative Underwriting Guidelines to Maintain Strong Asset Quality.*** We have emphasized maintaining strong asset quality by following conservative underwriting guidelines, sound loan administration, and focusing on loans secured by real estate located within our market area only. Our nonperforming assets totaled \$2.1 million, or 0.38% of total assets at June 30, 2022. Our total nonperforming loans to total loans ratio was 0.60% at June 30, 2022. Total loan delinquencies, 30 days or more past due, as of June 30, 2022, were \$5.1 million, or 1.5% of total loans. Total loan delinquencies, 30 days or more past due, as of June 30, 2021, were \$4.0 million, or 1.2% of total loans.

### **Comparison of Financial Condition at June 30, 2022 and June 30, 2021**

Our total assets increased by \$1.1 million, or 0.2%, to \$544.8 million at June 30, 2022 from \$543.7 million at June 30, 2021.

Our total cash decreased by \$20.9 million, or 68.2%, to \$9.7 million at June 30, 2022 from \$30.6 million at June 30, 2021. The decrease in cash and cash equivalents was due to funds being used during the year to reduce FHLB advances as well as invest in higher yielding assets. Our total cash and deposit balance includes the deposits of Oconee Federal, MHC.

Securities available-for-sale increased \$12.2 million to \$151.3 million at June 30, 2022 from \$139.1 million at June 30, 2021. The increase in securities classified as available-for-sale was primarily a result of our continuing efforts in fiscal 2022 to invest in higher yielding assets.

Total gross loans increased \$6.0 million to \$345.1 million at June 30, 2022 from \$339.1 million at June 30, 2021. The majority of the increase was in our one-to-four family loans, which increased by \$7.5 million from June 30, 2021 to June 30, 2022 and our construction and land loans, which increased by \$5.8 million from June 30, 2021 to June 30, 2022. This increase was primarily a result of loan originations exceeding loan repayments during the year ended June 30, 2022.

Our total deposits increased to \$459.7 million at June 30, 2022 from \$439.9 million at June 30, 2021. This increase was primarily due to normal fluctuations. We generally do not accept brokered deposits and no brokered deposits were accepted during the year ended June 30, 2022.

FHLB advances decreased \$6.0 million, or 40.0% to \$9.0 million at June 30, 2022 from \$15.0 million at June 30, 2021. The decrease was due to the repayment and non-renewal of short-term advances that no longer had advantageous rates. We had credit available under a loan agreement with the FHLB in the amount of 25% of total assets, or approximately \$135.3 million and \$134.0 million at June 30, 2022 and June 30, 2021, respectively. FHLB advances were increased due to advantageous funding rates.

Our total shareholders' equity decreased \$12.8 million to \$75.3 million at June 30, 2022 from \$88.1 million at June 30, 2021. The decrease was primarily the result of net income for the year ended June 30, 2022 of \$4.1 million and the increase of \$354 thousand in ESOP shares earned being more than offset by \$14.5 million in other comprehensive loss, \$658 thousand of stock repurchases and \$2.2 million in dividends distributed. The other comprehensive loss is attributed unrecognized losses in the investment portfolio due to rising market rates.

### **Comparison of Operating Results for the Years Ended June 30, 2022 and June 30, 2021**

**General.** Net income increased by \$34 thousand, or 0.8%, to \$4.1 million for the year ended June 30, 2022. There was an increase in net interest income before the provision for loan losses of \$491 thousand, or 3.3%. There was no loan loss provision for the year ended June 30, 2022 or June 30, 2021. There was a decrease in noninterest income of \$378 thousand, or 18.9%, and an increase in noninterest expense of \$170 thousand, or 1.5%. Tax expense decreased \$91 thousand, or 8.6%.

**Interest Income.** Interest income decreased by \$243 thousand, or 1.5%, to \$16.4 million for the year ended June 30, 2022 from \$16.7 million for the year ended June 30, 2021. The decrease was primarily the result of a decrease in our average yield on interest-earning assets. The average yield on interest-earning assets decreased to 3.24% for the year ended June 30, 2022 from 3.41% for



the year ended June 30, 2021. The average balance of interest-earning assets increased to \$507.0 million for the year ended June 30, 2022 from \$488.2 million for the year ended June 30, 2021.

Interest income on loans decreased \$1.0 million, or 6.7%, to \$14.0 million for the year ended June 30, 2022 from \$15.0 million for the year ended June 30, 2021. The average balance of our loans decreased to \$338.5 million for the year ended June 30, 2022 from \$349.1 million for the year ended June 30, 2021. The decrease in the average balance of our loans is due to normal repayments and a decrease in loan originations during the year ended June 30, 2022. The average yield was 4.14% for the year ended June 30, 2022 compared to 4.30% for the year ended June 30, 2021, as result of a generally decreased loan rate environment during the year ended June 30, 2022.

Interest income on investment securities increased \$812 thousand, or 52.8%, to \$2.4 million for the year ended June 30, 2022 from \$1.5 million for the year ended June 30, 2021, reflecting an increase of \$50.5 million, or 46.8%, in the average balances of securities to \$158.4 million from \$107.9 million for the years ended June 30, 2022 and 2021, respectively, combined with an increase in the total average yield of our investment securities of five basis points to 1.48% from 1.43%. The increase in average balances of our investment securities is reflective of our efforts in fiscal 2022 to invest in higher yielding assets. Our increased yields are reflective of overall higher investment rates that were available on purchases made during the prior twelve months.

Income on interest bearing deposits in other banks decreased by \$54 thousand, or 75.0%, to \$18 thousand for the year ended June 30, 2022 from \$72 thousand for the year ended June 30, 2021. The average balance of interest bearing deposits in other banks decreased \$20.9 million to \$9.0 million for the year ended June 30, 2022 from \$29.9 million for the year ended June 30, 2021 and the yield decreased four basis points over the same period. The decrease in average balance was primarily due to money market funds being used to reduce FHLB advances and purchase higher yielding assets during the prior twelve months. The decrease in yield was primarily a result of decreased rates on money market accounts and our Federal Reserve excess balance account.

Income on other interest earning assets decreased by \$1 thousand, or 2.6%, to \$38 thousand for the year ended June 30, 2022 from \$39 thousand for the year ended June 30, 2021. The average balance of other interest-earning assets decreased \$106 thousand to \$1.1 million for the year ended June 30, 2022 from \$1.2 million for the year ended June 30, 2021 while the yield increased 21 basis points over the same period. The decrease in average balance was primarily due to normal periodic fluctuations. The increase in yield was primarily a result of increased dividend rates on restricted equity securities during the year ended June 30, 2022.

**Interest Expense.** Interest expense decreased \$734 thousand, or 40.3%, to \$1.1 million for the year ended June 30, 2022 from \$1.8 million for the year ended June 30, 2021. The average rate paid on interest bearing liabilities decreased 19 basis points in fiscal year 2022 to 0.27% from 0.46% for fiscal year 2021. This decrease was primarily due to a general decrease in retail borrowing rates due to overall market decreases. The decrease in the average rate paid on deposits was offset by an increase in the average balance of interest bearing deposits of \$6.4 million, or 1.7%, to \$393.6 million for the year ended June 30, 2022 from \$387.2 million for the year ended June 30, 2021.

The largest decrease in deposit interest expense was related to expense on certificates of deposit, which decreased by \$681 thousand, or 48.0%, to \$738 thousand for the year ended June 30, 2022 from \$1.4 million for the year ended June 30, 2021. The average cost on these deposits decreased from 0.74% for the year ended June 30, 2021 to 0.42% for the year ended June 30, 2022. The decrease in interest expense on these deposits was reflective of an overall decline in market rates. The average balance on these deposits decreased \$16.8 million, from \$192.9 million for the year ended June 30, 2021 to \$176.2 million for the year ended June 30, 2022. The decrease in the average balance of certificates of deposit was reflective of normal deposit fluctuation.

Interest expense on NOW and demand deposits decreased by \$9 thousand to \$107 thousand for the year ended June 30, 2022 from \$116 thousand for the year ended June 30, 2021. The decrease in interest expense on these deposits was attributable to a decrease in the average cost on these deposits to 0.13% from 0.16% offset by a \$11.0 million increase in average balances. The decrease in interest expense on these deposits was reflective of an overall decline in market rates. The increase in the average balance of these deposits was reflective of normal deposit fluctuation.

Interest expense on money market deposits decreased \$36 thousand as the cost of these deposits decreased five basis points from 0.19% for the year ended June 30, 2021 to 0.14% for the year ended June 30, 2022. The average balance of money market deposits increased from \$84.2 million to \$87.1 million for the same period. The decrease in interest expense on these deposits was reflective of an overall decline in market rates. The increase in the average balance of these deposits was reflective of normal deposit fluctuation.

Interest expense on regular savings decreased by \$15 thousand to \$35 thousand for the year ended June 30, 2022 from \$50 thousand for the year ended June 30, 2021. The decrease in interest expense on these deposits was attributable to a decrease in the average cost on these deposits to 0.07% from 0.13% offset by a \$9.3 million increase in average balances. The decrease in interest expense on these deposits was reflective of an overall decline in market rates. The increase in the average balance of these deposits was reflective of normal deposit fluctuation.



Interest expense for other borrowings increased by \$7 thousand, or 9.0%, to \$85 thousand for the year ended June 30, 2022 from \$78 thousand for the year ended June 30, 2021. Other borrowings include both FHLB advances as well as any overnight federal funds purchased. Average other borrowings were \$7.6 million for the year ended June 30, 2022 compared to \$6.1 million for the year ended June 30, 2021. The average rate decreased 17 basis points, to 1.11% from 1.28% for the years ended June 30, 2022 and 2021, respectively, primarily due to a shift in the average duration of the borrowings portfolio.

**Net Interest Income.** Net interest income increased by \$491 thousand, or 3.3%, to \$15.3 million for the year ended June 30, 2022 compared to \$14.8 million for fiscal 2021. Net interest margin for the year ended June 30, 2022 was 3.03%, down one basis point from 3.04% for the year ended June 30, 2021. The decrease in cost of interest bearing liabilities was more significant than the decrease in the yield on earning assets to contribute to the increase in the net interest margin for the year ended June 30, 2022.

**Provision for Loan Losses.** We did not record a provision for loan losses for the year ended June 30, 2022 or for the year ended June 30, 2021. There were no charge-offs for the year ended June 30, 2022. Net charge-offs for the year ended June 30, 2021 were \$7 thousand. The lack of provision is primarily due to a modest increase in the loan portfolio balance offset by improved loss factors for the year ended June 30, 2022.

Our total allowance for loan losses was \$1.3 million, or 0.39%, of total gross loans as of June 30, 2022 and as of June 30, 2021. There were no specifically identified impaired loans at June 30, 2022 or June 30, 2021. Total loans individually evaluated for impairment decreased \$285 thousand, or 16.7%, to \$1.4 million at June 30, 2022 compared to \$1.7 million at June 30, 2021.

We used the same overall methodology in assessing the allowances for both periods. Our allowance reflects a general valuation component of \$1.3 million as of June 30, 2022 and June 30, 2021, with no specific component for loans determined to be impaired based upon analysis of certain individual loans determined to be impaired for the periods ended June 30, 2022 and June 30, 2021. To the best of our knowledge, we have recorded all losses that are both probable and reasonably estimable for the years ended June 30, 2022 and 2021.

**Noninterest Income.** For the year ended June 30, 2022, noninterest income decreased \$378 thousand, or 18.9%, to \$1.6 million. Gains on the sale of mortgage loans, which totaled \$203 thousand for the year ended June 30, 2022, decreased \$68 thousand compared to \$271 thousand for the year ended June 30, 2021. The decrease is primarily due to reduced demand for our secondary market loan products in the later part of fiscal 2022. The change in fair value of equity securities totaled a negative \$83 thousand for the year ended June 30, 2022 compared to a negative \$61 thousand for the year ended June 30, 2021. Mortgage servicing income totaled \$113 thousand for the year ended June 30, 2022 compared to \$148 thousand for the year ended June 30, 2021. The mortgage servicing income is reducing due to the decreasing size of the loan servicing portfolio. Gains on the sale of securities totaled \$222 thousand for the year ended June 30, 2021. There were no sales for the year ended June 30, 2022. Gains or losses on the sale of securities are largely market driven. Securities were sold in the prior the year to realize market gains and adjust the investment portfolio so that funds could be more beneficially used to yield higher net earnings going forward. Gains on the disposition of purchase credit impaired loans, which totaled \$70 thousand for the year ended June 30, 2022, decreased \$125 thousand compared to \$195 thousand for the year ended June 30, 2021. We did not have the same opportunities for gains on the disposition of purchase credit impaired loans in the year ending June 30, 2022 as we did in the year ending June 30, 2021. Changes in all other noninterest income items were due to normal periodic fluctuations.

**Noninterest Expense.** Noninterest expense increased \$170 thousand, or 1.5%, to \$11.9 million for the year ended June 30, 2022 from \$11.7 million for the year ended June 30, 2021. Salaries and employee benefits increased by \$108 thousand, or 1.6%, to \$6.8 million for the year ended June 30, 2022 from \$6.7 million for the year ended June 30, 2021 due to routine increases. Occupancy and equipment expenses increased by \$151 thousand, or 8.5% to \$1.9 million for the year ended June 30, 2022 from \$1.8 million for the year ended June 30, 2021 due to normal periodic fluctuations. Data processing increased \$55 thousand due to routine upgrades and volume increases in the current period. Professional and supervisory fee expenses decreased by \$49 thousand, or 9.3% to \$478 thousand for the year ended June 30, 2022 from \$527 thousand for the year ended June 30, 2021 primarily due to reduced audit and legal expenses. For the year ended June 30, 2022, we recognized income for the increase in value of the loan servicing asset of \$40 thousand compared to an expense of \$153 thousand for the year ended June 30, 2021. When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value. These servicing rights are then measured at each reporting date and changes are recorded as "change in loan servicing asset" on the consolidated statements of income and comprehensive income. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses. Changes in all other noninterest expense items were due to normal periodic fluctuations.

**Income Tax Expense.** Income tax expense decreased \$91 thousand, or 8.6%, to \$973 thousand for the year ended June 30, 2022 from \$1.1 million for the year ended June 30, 2021. The decrease was primarily due to a decrease of pre-tax net income. Our effective income tax rate was 19.2% and 20.7% for the years ended June 30, 2022 and 2021, respectively.

## Analysis of Net Interest Income

Net interest income represents the difference between the income we earn on interest-earning assets and the interest expense we pay on interest-bearing liabilities. Net interest income also depends upon the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rates earned or paid on them.

The following table sets forth average balance sheets, average yields and costs, and certain other information at the dates and for the periods indicated. All average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the tables as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income. Yields and costs set forth below have not been adjusted to reflect a tax-equivalent basis, as such adjustment would be immaterial. Loan fees included in the calculations below are \$969 thousand and \$947 thousand for the years ended June 30, 2022 and June 30, 2021, respectively.

	For the Year Ended June 30,					
	2022			2021		
	Average Balance	Interest and Dividends <sup>(1)</sup>	Yield/Cost	Average Balance	Interest and Dividends <sup>(1)</sup>	Yield/Cost
	(Dollars in Thousands)					
<b>Assets:</b>						
Interest-earning assets:						
Loans	\$ 338,452	\$ 14,019	4.14%	\$ 349,085	\$ 15,019	4.30%
Investment securities	143,588	2,011	1.40	92,294	1,184	1.28
Investment securities, tax-free	14,793	339	2.29	15,627	354	2.27
Interest bearing deposits in other banks	9,012	18	0.20	29,903	72	0.24
Federal Funds Sold	43	0	0.20	48	0	0.07
Other interest-earning assets	1,127	38	3.37	1,233	39	3.16
Total interest-earning assets	507,015	16,425	3.24	488,190	16,668	3.41
Noninterest-earning assets	34,983			38,636		
Total assets	<u>\$ 541,998</u>			<u>\$ 526,826</u>		
<b>Liabilities and equity:</b>						
Interest-bearing liabilities:						
NOW and demand deposits	\$ 82,872	\$ 107	0.13%	\$ 71,825	\$ 116	0.16%
Money market deposits	87,052	122	0.14	84,192	158	0.19
Regular savings	47,501	35	0.07	38,207	50	0.13
Certificates of deposit	176,150	738	0.42	192,942	1,419	0.74
Total interest-bearing deposits	393,575	1,002	0.25	387,166	1,743	0.45
Federal Funds Purchased	183	2	1.02	2	0	0.21
Short Term FHLB Borrowings	3,311	19	0.57	1,096	2	0.16
Long Term FHLB Borrowings	4,136	64	1.55	5,006	76	1.28
Total interest-bearing liabilities	401,205	1,087	0.27	393,270	1,821	0.46
Noninterest bearing deposits	55,077			45,232		
Other noninterest-bearing liabilities	918			1,286		
Total liabilities	457,200			439,788		
Equity	84,798			87,038		
Total liabilities and equity	<u>\$ 541,998</u>			<u>\$ 526,826</u>		
Net interest income		<u>\$ 15,338</u>			<u>\$ 14,847</u>	
Interest rate spread			<u>2.97%</u>			<u>2.95%</u>
Net interest margin			<u>3.03%</u>			<u>3.04%</u>
Average interest-earning assets to average interest-bearing liabilities	<u>1.26x</u>			<u>1.24x</u>		

(1) Categories that show zero are below \$1 thousand.

## Rate/Volume Analysis

The following tables present the dollar amount of changes in interest income and interest expense for the major categories of our interest-earning assets and interest-bearing liabilities. Information is provided for each category of interest-earning assets and interest-bearing liabilities with respect to (i) changes attributable to changes in volume (i.e., changes in average balances multiplied by the prior-period average rate) and (ii) changes attributable to rate (i.e., changes in average rate multiplied by prior-period average balances). For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to the change due to volume and the change due to rate. There are no out-of-period items or adjustments to exclude from these tables.

	Year Ended		
	June 30, 2022 Compared to 2021		
	Volume	Rate	Net
	(Dollars in thousands)		
Interest income:			
Loans	\$ (450)	\$ (550)	\$ (1,000)
Investment securities	746	66	812
Interest bearing deposits in other banks	(44)	(10)	(54)
Federal Funds Sold	—	—	—
Other interest-earning assets	(5)	4	(1)
Total	<u>247</u>	<u>(490)</u>	<u>(243)</u>
Interest expense:			
Deposits	29	(770)	(741)
Federal Funds Purchased	2	—	2
Short Term FHLB Borrowings	7	10	17
Long Term FHLB Borrowings	53	(65)	(12)
Total	<u>91</u>	<u>(825)</u>	<u>(734)</u>
Increase (decrease) in net interest income	<u>\$ 156</u>	<u>\$ 335</u>	<u>\$ 491</u>

## Selected Financial Data

	At or For the Year Ended June 30,	
	2022	2021
	(Dollars in thousands)	
<b>Financial condition data:</b>		
Total assets	\$ 544,792	\$ 543,716
Investment securities	151,299	139,061
Loans receivable, net	343,773	337,750
Deposits	459,682	439,930
Total equity	75,257	88,100
<b>Operating data:</b>		
Interest and dividend income	\$ 16,425	\$ 16,668
Interest expense	1,087	1,821
Net interest income	15,338	14,847
Provision for loan losses	—	—
Noninterest income	1,625	2,003
Noninterest expenses	11,891	11,721
Income before income taxes	5,072	5,129
Income taxes	973	1,064
Net income	<u>\$ 4,099</u>	<u>\$ 4,065</u>
Basic net income per share	\$ 0.73	\$ 0.73
Diluted net income per share	\$ 0.72	\$ 0.72

	<u>For the Years Ended June 30,</u>	
	<u>2022</u>	<u>2021</u>
<b>Performance ratios:</b>		
Return on average assets .....	0.76%	0.77%
Return on average equity .....	4.83	4.67
Interest rate spread <sup>(1)</sup> .....	2.97	2.95
Net interest margin <sup>(2)</sup> .....	3.03	3.04
Noninterest expense to average assets .....	2.19	2.22
Efficiency ratio <sup>(3)</sup> .....	70.10	70.49
Average interest-earning assets to average interest-bearing liabilities .....	1.26x	1.24x
End of year equity to average assets .....	13.89%	16.72%
Average equity to average assets .....	15.65	16.52
<b>Capital ratios:</b>		
Total capital to risk weighted assets .....	30.95%	30.55%
Common equity tier 1 capital to risk weighted assets .....	30.47	30.05
Tier I capital to risk weighted assets .....	30.47	30.05
Tier I capital to adjusted total assets .....	15.40	14.98
<b>Asset quality ratios:</b>		
Allowance for loan losses as a percentage of total loans .....	0.39%	0.39%
Allowance for loan losses as a percentage of nonperforming loans .....	64.16	48.15
Allowance for loan losses as a percentage of nonperforming assets .....	64.16	48.15
Net charge-offs to average outstanding loans during the period .....	0.00	0.00
Nonperforming loans as a percentage of total loans .....	0.60	0.82
Nonperforming assets as a percentage of total assets .....	0.38	0.51
Nonperforming assets as a percentage of loans and real estate owned .....	0.60	0.82
<b>Other:</b>		
Number of full-service branch offices .....	8	8

(1) Represents the difference between the weighted average yield on average interest-earning assets and the weighted average cost of interest-bearing liabilities.

(2) Represents net interest income as a percent of average interest-earning assets.

(3) Represents noninterest expense divided by the sum of net interest income and noninterest income, excluding gains or losses on the sale of securities.

## Management of Market Risk

Our most significant form of market risk is interest rate risk because, as a financial institution, the majority of our assets and liabilities are sensitive to changes in interest rates. Therefore, a principal part of our operations is to manage interest rate risk and limit the exposure of our net interest income to changes in market interest rates. Our board of directors is responsible for the review and oversight of our asset/liability strategies. The Asset/Liability Committee of our board of directors meets monthly and is charged with developing an asset/liability management plan. Our board of directors has established an Asset/Liability Management Committee, consisting of senior management, which communicates daily to review pricing and liquidity needs and to assess our interest rate risk. This committee is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate, given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by our board of directors.

The techniques we are currently using to manage interest rate risk include:

- using pricing strategies in an effort to balance the proportions of 30-year and 15-year fixed rate loans in our portfolio;
- maintaining a modest portfolio of adjustable-rate one-to-four family residential loans;
- funding a portion of our operations with deposits with terms greater than one year;

- focusing our business operations on local retail customers who value our community orientation and personal service and who may be somewhat less sensitive to interest rate changes than wholesale deposit customers; and
- maintaining a strong capital position, which provides for a favorable level of interest-earning assets relative to interest-bearing liabilities.

Depending on market conditions, from time to time we place more emphasis on enhancing net interest margin rather than matching the interest rate sensitivity of our assets and liabilities. In particular, we believe that the increased net interest income resulting from a mismatch in the maturity of our assets and liabilities portfolios can, during periods of stable or declining interest rates, provide high enough returns to justify increased exposure to sudden and unexpected increases in interest rates. As a result of this philosophy, our results of operations and the economic value of our equity will remain vulnerable to increases in interest rates and to declines due to the difference between long- and short-term interest rates.

An important measure of interest rate risk is the amount by which the net present value (“NPV”) of an institution’s cash flows from assets, liabilities and off balance sheet items changes in the event of a range of assumed changes in market interest rates. We have prepared an analysis of estimated changes in our NPV under the assumed instantaneous changes in the United States treasury yield curve. The financial model uses a discounted cash flow analysis and an option-based pricing approach to measuring the interest rate sensitivity of the NPV. Set forth below is an analysis of the changes to the economic value of our equity as of June 30, 2022 in the event of designated changes in the United States treasury yield curve. At June 30, 2022, our NPV exposure related to these hypothetical changes in market interest rates was within the current guidelines we have established.

	<u>Net Portfolio Value per Model</u>	<u>Dollar Change from Base</u>	<u>Percentage Change from Base</u>	<u>Percentage Total of Market Value of Assets</u>
		(Dollars in thousands)		
Up 300 basis points . . . . .	\$ 83,022	\$ (22,458)	(21.29)%	(4.25)%
Up 200 basis points . . . . .	93,704	(11,776)	(11.16)	(2.23)
Up 100 basis points . . . . .	101,201	(4,279)	(4.06)	(0.81)
Base . . . . .	105,480	—	—	—
Down 100 basis points . . . . .	104,541	(939)	(0.89)	(0.18)
Down 200 basis points . . . . .	98,603	(6,877)	(6.52)	(1.30)

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurement. Modeling changes in net portfolio value requires making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the net portfolio value table presented assumes that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. In addition, the net portfolio value table does not reflect the impact of a change in interest rates on the credit quality of our assets. Accordingly, although the net portfolio value table provides an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results.

Our policies generally do not permit us to engage in derivative transactions, such as futures, options, caps, floors or swap transactions; however, such transactions may be entered into with the prior approval of the Asset/Liability Management Committee or the board of directors for hedging purposes only.

### Liquidity and Capital Resources

Our primary sources of funds are deposits and the proceeds from principal and interest payments on loans and investment securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. We generally manage the pricing of our deposits to be competitive within our market and to increase core deposit relationships.

Our cash flows are derived from operating activities, investing activities and financing activities. Net cash flows provided by operating activities were \$5.7 million for the year ended June 30, 2022 and \$4.9 million for the year ended June 30, 2021. Net cash flows used in investing activities were \$37.5 million for the year ended June 30, 2022 and \$34.3 million for the year ended June 30, 2021. Net cash flows provided by financing activities were \$10.9 million for the year ended June 30, 2022 and \$25.4 million for the year ended June 30, 2021.



Our most liquid assets are cash and short-term investments. The levels of these assets are dependent on our operating, financing, lending, and investing activities during any given period. At June 30, 2022 and 2021, cash and short-term investments totaled \$9.7 million and \$30.6 million, respectively. We may also utilize as sources of funds the sale of securities available-for-sale, federal funds purchased, Federal Home Loan Bank of Atlanta advances and other borrowings.

At June 30, 2022 and 2021, we had outstanding commitments to originate loans of \$10.0 million and \$13.8 million, respectively. We had \$80.1 million in unfunded commitments under lines of credit at June 30, 2022 and \$45.3 million in unfunded commitments under lines of credit at June 30, 2021. We anticipate that we will have sufficient funds available to meet our current loan commitments. In recent periods, loan commitments have been funded through liquidity and normal deposit flows. Certificates of deposit scheduled to mature in one year or less from June 30, 2022 totaled \$139.7 million. Management believes based on past experience that a significant portion of such deposits will remain with us. Based on the foregoing, in addition to our level of core deposits and capital, we consider our liquidity and capital resources sufficient to meet our outstanding short-term and long-term needs. Liquidity management is both a daily and long-term responsibility of management. We adjust our investments in liquid assets based upon management's assessment of expected loan demand, expected deposit flows, yields available on interest-earning deposits and investment securities, and the objectives of our asset/liability management program. Excess liquid assets are invested generally in interest-earning overnight deposits and federal funds sold. If we require funds beyond our ability to generate them internally, we have additional borrowing capacity with the FHLB. At June 30, 2022, we had a remaining available borrowing limit of \$126.3 million in advances from the FHLB.

Our liquidity monitoring process is designed to contend with changing economic situations, which would include the current COVID-19 pandemic. We have therefore not changed our daily or long-term liquidity management procedures as a result of COVID-19.

We are subject to various regulatory capital requirements and at June 30, 2022, we were in compliance with all applicable capital requirements. See "Supervision and Regulation—Federal Banking Regulation—Capital Requirements" and Note 11 of the Notes to our Consolidated Financial Statements.

**Common Stock Dividend Policy.** The Company paid a quarterly \$0.10 per share dividend on August 19, 2021, November 24, 2021, February 24, 2022, and May 26, 2022 for a total of \$2.2 million in dividends paid during the year ended June 30, 2022. On July 28, 2022, the Board of Directors of the Company declared a quarterly cash dividend of \$0.10 per share of the Company's common stock payable to stockholders of record as of August 11, 2022, which was paid on August 25, 2022.

**Off-Balance Sheet Arrangements.** In the normal course of operations, we engage in a variety of financial transactions that, in accordance with U.S. generally accepted accounting principles, are not recorded in our consolidated financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments and lines of credit. For information about our loan commitments and unused lines of credit, see Note 10 of the Notes to our Consolidated Financial Statements.

For the fiscal year ended June 30, 2022, we did not engage in any off-balance-sheet transactions other than loan origination commitments in the normal course of our lending activities.

### **Recent Accounting Pronouncements**

For a discussion of the impact of recent accounting pronouncements, see Note 1 of the Notes to our Consolidated Financial Statements.

### **Impact of Inflation and Changing Prices**

The consolidated financial statements and related data presented herein have been prepared in accordance with generally accepted accounting principles in the United States of America, which require the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. The primary impact of inflation on our operations is reflected in increased operating costs. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates, generally, have a more significant impact on a financial institution's performance than does inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

### **ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk**

Quantitative and qualitative disclosures about market risk are not required for smaller reporting companies, such as the Company. However, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Management of Market Risk."

**ITEM 8. *Financial Statements and Supplementary Data***

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

**Consolidated Financial Statements**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Oconee Federal Financial Corp. and Subsidiary

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Oconee Federal Financial Corp. and Subsidiary (the “Company”) as of June 30, 2022 and 2021, the related consolidated statements of income and comprehensive income, changes in shareholders’ equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (“PCAOB”) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

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

### Critical Audit Matter

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

#### *Allowance for Loan Losses*

As described in Note 4 to the Company’s consolidated financial statements, the Company has a gross loan portfolio of \$345.1 million and related allowance for loan losses of \$1.3 million as of June 30, 2022. As described by the Company in Note 1, the evaluation of the allowance for loan losses is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance for loan losses is evaluated on a regular basis and is based upon the Company’s review of the collectability of loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral, and prevailing economic conditions.

### **Critical Audit Matter, Continued**

We identified the Company's estimate of the allowance for loan losses as a critical audit matter. The principal considerations for our determination of the allowance for loan losses as a critical audit matter related to the high degree of subjectivity in the Company's judgments in determining the qualitative factors. Auditing these complex judgments and assumptions by the Company involves especially challenging auditor judgment due to the nature and extent of audit evidence and effort required to address these matters, including the extent of specialized skill or knowledge needed.

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

- We evaluated the relevance and the reasonableness of assumptions related to evaluation of the loan portfolio, current economic conditions, and other risk factors used in development of the qualitative factors for collectively evaluated loans.
- We evaluated the reasonableness of assumptions and data used by the Company in developing the qualitative factors by comparing these data points to internally developed and third-party sources, and other audit evidence gathered.

A handwritten signature in black ink that reads "Elliott Davis, LLC". The signature is written in a cursive, flowing style.

We have served as the Company's auditor since 2018.

Greenville, South Carolina  
September 20, 2022

**OCONEE FEDERAL FINANCIAL CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
**JUNE 30, 2022 AND 2021**  
(Amounts in thousands, except share and per share data)

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
<b>ASSETS</b>		
Cash and due from banks .....	\$ 2,327	\$ 9,026
Interest-earning deposits .....	7,406	21,575
Fed funds sold .....	—	48
Total cash and cash equivalents .....	<u>9,733</u>	<u>30,649</u>
Securities available-for-sale .....	151,299	139,061
Loans .....	345,112	339,089
Allowance for loan losses .....	<u>(1,339)</u>	<u>(1,339)</u>
Net loans .....	343,773	337,750
Loans held for sale, at fair value .....	152	164
Premises and equipment, net .....	8,579	8,972
Accrued interest receivable		
Loans .....	944	939
Investments .....	468	437
Restricted equity securities, at cost .....	1,189	1,408
Bank owned life insurance .....	20,398	19,937
Goodwill .....	2,593	2,593
Core deposit intangible .....	74	134
Loan servicing rights .....	345	305
Deferred tax assets .....	4,678	787
Other assets .....	567	580
Total assets .....	<u>\$ 544,792</u>	<u>\$ 543,716</u>
<b>LIABILITIES</b>		
Deposits		
Noninterest - bearing .....	\$ 60,697	\$ 53,250
Interest - bearing .....	<u>398,985</u>	<u>386,680</u>
Total deposits .....	459,682	439,930
Federal Home Loan Bank advances .....	9,000	15,000
Accrued interest payable and other liabilities .....	<u>853</u>	<u>686</u>
Total liabilities .....	<u>469,535</u>	<u>455,616</u>
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, \$0.01 par value, 100,000,000 shares authorized; 6,605,109 and 6,563,409 shares outstanding, respectively .....	66	66
Treasury stock, at par, 997,380 and 970,274 shares, respectively .....	(10)	(10)
Additional paid-in capital .....	6,055	6,400
Retained earnings .....	82,790	80,915
Accumulated other comprehensive (loss)/income .....	(13,588)	941
Unearned ESOP shares .....	<u>(56)</u>	<u>(212)</u>
Total shareholders' equity .....	<u>75,257</u>	<u>88,100</u>
Total liabilities and shareholders' equity .....	<u>\$ 544,792</u>	<u>\$ 543,716</u>

See accompanying notes to consolidated financial statements



**OCONEE FEDERAL FINANCIAL CORP.**  
**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE (LOSS)/INCOME**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**  
**(Amounts in thousands, except share and per share data)**

	Years Ended	
	June 30, 2022	June 30, 2021
Interest and dividend income:		
Loans, including fees	\$ 14,019	\$ 15,019
Securities, taxable	2,011	1,184
Securities, tax-exempt	339	354
Other interest-earning assets	56	111
Total interest income	16,425	16,668
Interest expense:		
Deposits	1,002	1,743
Other borrowings	85	78
Total interest expense	1,087	1,821
Net interest income	15,338	14,847
Provision for loan losses	—	—
Net interest income after provision for loan losses	15,338	14,847
Noninterest income:		
Service charges on deposit accounts	402	342
Income on bank owned life insurance	461	456
Mortgage servicing income	113	148
Gain on sale of mortgage loans	203	271
ATM & debit card income	443	419
Change in fair value of equity securities, net	(83)	(61)
Gain on sale of securities, net	—	222
Gain on payoff of purchase credit impaired loans	70	195
Other	16	11
Total noninterest income	1,625	2,003
Noninterest expense:		
Salaries and employee benefits	6,775	6,667
Occupancy and equipment	1,929	1,778
Data processing	1,033	978
ATM & debit card expense	350	313
Professional and supervisory fees	478	527
Office expense	171	219
Advertising	262	210
FDIC deposit insurance	141	123
Foreclosed assets, net	(1)	6
Change in loan servicing asset	(40)	153
Other	793	747
Total noninterest expense	11,891	11,721
Income before income taxes	5,072	5,129
Income tax expense	973	1,064
Net income	\$ 4,099	\$ 4,065
Other comprehensive (loss)/income		
Unrealized losses on securities available-for-sale	\$ (18,392)	\$ (1,427)
Tax effect	3,863	300
Reclassification adjustment for gains realized in net income	—	(222)
Tax effect	—	47
Total other comprehensive loss	(14,529)	(1,302)
Comprehensive (loss)/income	\$ (10,430)	\$ 2,763
Basic net income per share: (Note 3)	\$ 0.73	\$ 0.73
Diluted net income per share: (Note 3)	\$ 0.73	\$ 0.72
Dividends declared per share:	\$ 0.40	\$ 0.40

See accompanying notes to consolidated financial statements

**OCONEE FEDERAL FINANCIAL CORP.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**  
**(Amounts in thousands, except share and per share data)**

	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (loss)	Unearned ESOP Shares	Total
Balance at June 30, 2020	\$ 65	\$ (9)	\$ 7,342	\$79,071	\$ 2,243	\$ (407)	\$ 88,305
Net income	—	—	—	4,065	—	—	4,065
Other comprehensive loss	—	—	—	—	(1,302)	—	(1,302)
Purchase of 45,656 shares of treasury stock <sup>(1)</sup>	—	(1)	(1,231)	—	—	—	(1,232)
Stock-based compensation expense	—	—	75	—	—	—	75
Common Stock Issued	1	—	5	—	—	—	6
Dividends <sup>(2)</sup>	—	—	21	(2,221)	—	—	(2,200)
ESOP shares earned	—	—	188	—	—	195	383
Balance at June 30, 2021	<u>\$ 66</u>	<u>\$ (10)</u>	<u>\$ 6,400</u>	<u>\$80,915</u>	<u>\$ 941</u>	<u>\$ (212)</u>	<u>\$ 88,100</u>
Balance at June 30, 2021	\$ 66	\$ (10)	\$ 6,400	\$80,915	\$ 941	\$ (212)	\$ 88,100
Net income	—	—	—	4,099	—	—	4,099
Other comprehensive loss	—	—	—	—	(14,529)	—	(14,529)
Purchase of 27,106 shares of treasury stock <sup>(3)</sup>	—	—	(658)	—	—	—	(658)
Stock-based compensation expense	—	—	103	—	—	—	103
Dividends <sup>(4)</sup>	—	—	12	(2,224)	—	—	(2,212)
ESOP shares earned	—	—	198	—	—	156	354
Balance at June 30, 2022	<u>\$ 66</u>	<u>\$ (10)</u>	<u>\$ 6,055</u>	<u>\$82,790</u>	<u>\$ (13,588)</u>	<u>\$ (56)</u>	<u>\$ 75,257</u>

- (1) The weighted average cost of treasury shares purchased during the year was \$25.36 per share. Treasury stock repurchases were accounted for using the par value method.
- (2) Approximately \$77 of cash dividends paid on shares in the ESOP was used as an additional principal reduction on the ESOP debt, resulting in the release of approximately 7,000 additional shares. The portion of the dividend paid on allocated shares of approximately \$56 and resulting release of approximately 5,100 shares, was treated as a dividend. The portion of the dividend paid on unallocated shares of approximately \$21 and resulting release of approximately 1,900 shares was accounted for as additional compensation expense for the year ended June 30, 2021.
- (3) The weighted average cost of treasury shares purchased during the year was \$23.35 per share. Treasury stock repurchases were accounted for using the par value method.
- (4) Approximately \$75 of cash dividends paid on shares in the ESOP was used as an additional principal reduction on the ESOP debt, resulting in the release of approximately 6,900 additional shares. The portion of the dividend paid on allocated shares of approximately \$63 and resulting release of approximately 5,800 shares, was treated as a dividend. The portion of the dividend paid on unallocated shares of approximately \$12 and resulting release of approximately 1,100 shares was accounted for as additional compensation expense for the year ended June 30, 2022.

See accompanying notes to consolidated financial statements

**OCONEE FEDERAL FINANCIAL CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**  
**(Amounts in thousands, except share and per share data)**

	Years Ended	
	June 30, 2022	June 30, 2021
<b>Cash Flows From Operating Activities</b>		
Net income	\$ 4,099	\$ 4,065
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for real estate owned	—	21
Depreciation and amortization, net	1,645	1,913
Net accretion of purchase accounting adjustments	(132)	(211)
Deferred income tax benefit	(29)	(85)
Net gain on sale of real estate owned	—	(26)
Change in loan servicing asset	(40)	153
Net gain on sales of securities	—	(222)
Mortgage loans originated for sale	(10,244)	(16,964)
Mortgage loans sold	10,459	17,163
Gain on sales of mortgage loans	(203)	(271)
Change in fair value of equity securities	83	61
Increase in cash surrender value of bank owned life insurance	(461)	(455)
Gain on payoff of purchased credit impaired loans	(70)	(195)
ESOP shares earned	354	383
Stock based compensation expense	103	75
Net change in operating assets and liabilities:		
Accrued interest receivable and other assets	(23)	21
Accrued interest payable and other liabilities	167	(499)
Net cash provided by operating activities	<u>5,708</u>	<u>4,927</u>
<b>Cash Flows From Investing Activities</b>		
Purchases of premises and equipment	(214)	(258)
Purchases of securities available-for-sale	(61,160)	(89,175)
Proceeds from maturities, paydowns and calls of securities available-for-sale	29,470	27,247
Proceeds from sales of securities available-for-sale	—	10,932
Sales of restricted equity securities	375	191
Purchases of restricted equity securities	(156)	(350)
Proceeds from sale of real estate owned	—	216
Loan originations and repayments, net	(5,821)	16,925
Net cash used in investing activities	<u>(37,506)</u>	<u>(34,272)</u>
<b>Cash Flows from Financing Activities</b>		
Net change in deposits	19,752	18,838
Proceeds from notes payable to FHLB	4,000	10,000
Repayment of notes payable to FHLB	(10,000)	—
Dividends paid	(2,212)	(2,200)
Purchase of treasury stock	(658)	(1,232)
Proceeds from sale of common stock, net of issuance costs	—	6
Net cash provided by financing activities	<u>10,882</u>	<u>25,412</u>
Change in cash and cash equivalents	(20,916)	(3,933)
Cash and cash equivalents, beginning of period	30,649	34,582
Cash and cash equivalents, end of period	<u>\$ 9,733</u>	<u>\$ 30,649</u>

See accompanying notes to consolidated financial statements

**OCONEE FEDERAL FINANCIAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As of and for the Years Ended June 30, 2022 and 2021**  
**(Amounts in thousands, except share and per share data)**

**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Nature of Operations and Principle of Consolidation:* The consolidated financial statements of Oconee Federal Financial Corp. include the accounts of its wholly owned subsidiary Oconee Federal Savings and Loan Association (the “Association”) (referred to herein as “the Company,” “we,” “us,” or “our”) and have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Intercompany accounts and transactions are eliminated during consolidation. The Company is majority owned (74.26%) by Oconee Federal, MHC. These consolidated financial statements do not include the transactions and balances of Oconee Federal, MHC. The Association is a federally chartered stock savings and loan association engaged in the business of accepting savings and demand deposits and providing mortgage, consumer and commercial loans. Primarily, the Association’s business is in the Oconee County and Pickens County areas of northwestern South Carolina, and the northeast area of Georgia in Stephens County and Rabun County. The following is a description of the significant accounting policies the Company follows in preparing and presenting its consolidated financial statements.

*Risks and Uncertainties:* The COVID-19 pandemic has had, and may continue to have, an adverse impact on the Company, its clients and the communities it serves. Given its ongoing and dynamic nature, it is difficult to predict the full impact of the COVID-19 pandemic on our business. The extent of such impact will depend on future developments, which are highly uncertain, including whether the coronavirus can continue to be controlled and abated. As the result of the COVID-19 pandemic and the related adverse local and national economic consequences, we could be subject to any of the following risks, any of which could have a material, adverse effect on our business, financial condition, liquidity, and results of operations: the demand for our products and services may decline, making it difficult to grow assets and income; if the economy worsens, loan delinquencies, problem assets, and foreclosures may increase, resulting in increased charges and reduced income; collateral for loans, especially real estate, may decline in value, which could cause loan losses to increase; our allowance for credit losses may increase if borrowers experience financial difficulties, which will adversely affect our net income; the net worth and liquidity of loan guarantors may decline, impairing their ability to honor commitments to us; due to a decline in our stock price or other factors, goodwill may become impaired and be required to be written down.

*Use of Estimates:* To prepare financial statements in conformity with GAAP, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the consolidated financial statements and the disclosures provided, and actual results could differ.

*Cash Flows:* Cash and cash equivalents include cash on hand, federal funds sold, overnight interest-bearing deposits and amounts due from other depository institutions.

*Restrictions on Cash:* Cash on hand or on deposit with the Federal Reserve Bank is required to meet regulatory reserve and clearing requirements. These balances do not earn interest.

*Interest-Bearing Deposits in Other Financial Institutions:* Interest-bearing deposits in other financial institutions mature within one year and are carried at cost.

*Securities:* Securities are classified as available-for-sale when they might be sold before maturity. Non-equity securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax. The change in fair value of equity securities is recognized in the income statement.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage backed securities where prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

The Company evaluates securities for other-than-temporary impairments (“OTTI”) at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. The Company considers the length of time and the extent to which the fair value has been less than cost and the financial condition and near-term prospects of the issuer. Additionally, the Company considers its intent to sell or whether it will be more likely than not it will be required to sell the security prior to the security’s anticipated recovery in fair value. In analyzing an issuer’s financial condition, the Company may consider whether the securities are issued by the federal Government agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer’s financial condition.

**OCONEE FEDERAL FINANCIAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As of and for the Years Ended June 30, 2022 and 2021**  
**(Amounts in thousands, except share and per share data)**

**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*Loans Held for Sale:* Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings. Loans held for sale, for which the fair value option has been elected, are recorded at fair value as of each balance sheet date. The fair value includes the servicing value of the loans as well as any accrued interest.

*Loans:* Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of deferred loan fees and costs, and an allowance for loan losses. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level-yield method over the contractual lives of the loans without anticipating prepayments.

Interest income on loans is discontinued at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual.

Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

*Allowance for Loan Losses:* The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off.

The allowance consists of specific and general components. The specific component consists of the amount of impairment related to loans that have been evaluated on an individual basis, and the general component consists of the amount of impairment related to loans that have been evaluated on a collective basis. Loans are considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts when due according to the contractual terms of the loan agreement. Loans over \$250 that are considered impaired are individually evaluated to determine if a specific loss reserve is required. All other impaired loans are collectively evaluated. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings ("TDRs").

We have assessed the impact of the COVID-19 pandemic on the allowance for loan loss using the information that is available and have made an adjustment to the qualitative factor related to the economy in our model in response to the additional risks that we believe have become present. We believe that the recorded allowance is adequate at the relevant balance sheet dates. However, the fluidity of this pandemic precludes any prediction as to its ultimate impact. We will continue to review and make adjustments as may be necessary.

*Loan Grading System:* Management utilizes an internal loan grading system and assigns each loan a grade of pass, special mention, substandard, or doubtful, which are more fully explained in Note 4. Any nonresidential or residential non-owner occupied loans that meet certain size requirements and performance characteristics are individually evaluated for impairment. The amount of impairment, if any, is measured by a comparison of the loan's carrying value to the net present value of future cash flows using the loan's effective rate at inception or at the fair value of collateral if repayment is expected to come solely from the collateral. All loans graded pass, special mention, substandard and doubtful not specifically evaluated for impairment are collectively evaluated for impairment by portfolio segment. To develop and document a systematic methodology for determining the portion of the allowance for loan losses for loans evaluated collectively, the Company has divided the loan portfolio into segments, each with different risk characteristics and methodologies for assessing risk. Those portfolio segments are discussed below:



**OCONEE FEDERAL FINANCIAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**One-to-four family:** One-to-four family residential loans consist primarily of loans secured by first or second deeds of trust on primary residences, and are originated as adjustable-rate or fixed-rate loans for the construction, purchase or refinancing of a mortgage. These loans are collateralized by owner-occupied properties located in the Company's market area. The Company currently originates residential mortgage loans for our portfolio with loan-to-value ratios of up to 80% for traditional owner-occupied homes.

For traditional homes, the Company may originate loans with loan-to-value ratios in excess of 80% if the borrower obtains mortgage insurance or provides readily marketable collateral. The Company may make exceptions for special loan programs that we offer. The Company also originates residential mortgage loans for non-owner-occupied homes with loan-to-value ratios of up to 80%.

**Multi-family:** Multi-family real estate loans generally have a maximum term of five years with a 30 year amortization period and a final balloon payment and are secured by properties containing five or more units in the Company's market area. These loans are generally made in amounts of up to 75% of the lesser of the appraised value or the purchase price of the property with an appropriate projected debt service coverage ratio. The Company's underwriting analysis includes considering the borrower's expertise and requires verification of the borrower's credit history, income and financial statements, banking relationships, independent appraisals, references and income projections for the property. The Company generally obtains personal guarantees on these loans.

Multi-family real estate loans generally present a higher level of risk than loans secured by one-to-four family residences. This greater risk is due to 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 residential real estate is typically dependent upon the successful operation of the related real estate project.

**Home Equity:** The Company offers home equity loans and lines of credit secured by first or second deeds of trust on primary residences in our market area. The Company's home equity loans and lines of credit are generally limited to an 80% loan-to-value ratio (including all prior liens). Standard residential mortgage underwriting requirements are used to evaluate these loans. The Company offers adjustable-rate and fixed-rate options for these loans with a maximum term of 10 years. The repayment terms on lines of credit are interest only monthly with principle due at maturity. Home equity loans have a more traditional repayment structure with principal and interest due monthly. The maximum term on home equity loans is 10 years with an amortization schedule not to exceed 20 years.

**Nonresidential Real Estate:** Nonresidential loans include those secured by real estate mortgages on churches, owner-occupied and non-owner-occupied commercial buildings of various types, retail and office buildings, hotels, and other business and industrial properties. The nonresidential real estate loans that the Company originates generally have terms of five to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of our nonresidential real estate loans is generally 75%.

Loans secured by nonresidential real estate generally are larger than one-to-four family residential loans and involve greater credit risk. Nonresidential real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions.

The Company considers a number of factors in originating nonresidential real estate loans. The Company evaluates the qualifications and financial condition of the borrower, including credit history, cash flows, the applicable business plan, the financial resources of the borrower, the borrower's experience in owning or managing similar property and the borrower's payment history with the Company and other financial institutions. In evaluating the property securing the loan, the factors the Company considers include the net operating income of the mortgaged property before debt service and depreciation, the ratio of the loan amount to the appraised value of the mortgaged property and the debt service coverage ratio (the ratio of net operating income to debt service). The collateral underlying all nonresidential real estate loans is appraised by outside independent appraisers approved by our board of directors. Personal guarantees may be obtained from the principals of nonresidential real estate borrowers.

**OCONEE FEDERAL FINANCIAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As of and for the Years Ended June 30, 2022 and 2021**  
**(Amounts in thousands, except share and per share data)**

**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Agricultural:** These loans are secured by farmland and related improvements in the Company's market area. These loans generally have terms of five to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of these loans is generally 75%. The Company is managing a small number of these loans in our portfolio. We continue to closely monitor our existing relationships.

Loans secured by agricultural real estate generally are larger than one-to-four family residential loans and involve greater credit risk. Agricultural real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions.

**Construction and Land:** The Company makes construction loans to individuals for the construction of their primary residences and to commercial businesses for their real estate needs. These loans generally have maximum terms of twelve months, and upon completion of construction convert to conventional amortizing mortgage loans. Residential construction loans have rates and terms comparable to one-to-four family residential mortgage loans that the Company originates. Commercial construction loans have rate and terms comparable to commercial loans that we originate. During the construction phase, the borrower generally pays interest only. Generally, the maximum loan-to-value ratio of our owner-occupied construction loans is 80%. Residential construction loans are generally underwritten pursuant to the same guidelines used for originating permanent residential mortgage loans. Commercial construction loans are generally underwritten pursuant to the same guidelines used for originating commercial loans.

The Company also makes interim construction loans for nonresidential properties. In addition, the Company occasionally makes loans for the construction of homes "on speculation", but the Company generally permits a borrower to have only two such loans at a time. These loans generally have a maximum term of eight months, and upon completion of construction convert to conventional amortizing nonresidential real estate loans. These construction loans have rates and terms comparable to permanent loans secured by property of the type being constructed that we originate. Generally, the maximum loan-to-value ratio of these construction loans is 85%.

**Commercial and Industrial Loans:** Commercial and industrial loans are offered to businesses and professionals in the Company's market area. These loans generally have short and medium terms on both a collateralized and uncollateralized basis. The structure of these loans are largely determined by the loan purpose and collateral. Sources of collateral can include a lien on furniture, fixtures, equipment, inventory, receivables and other assets of the company. A UCC-1 is typically filed to perfect our lien on these assets.

Commercial and industrial loans and leases typically are underwritten on the basis of the borrower's or lessee's ability to make repayment from the cash flow of its business and generally are collateralized by business assets. As a result, such loans and leases involve additional complexities, variables and risks and require more thorough underwriting and servicing than other types of loans and leases.

Within this category for the years ended June 30, 2022 and June 30, 2021 are Paycheck Protection Program ("PPP") loans that were authorized under the CARES Act. PPP loans are originated by the Association, are 100% guaranteed by the Small Business Administration ("SBA") and qualify to be forgiven based on certain criteria as determined by the SBA. The Association received a fee, with the percentage depending on the size of the loan, for originating these loans and earns 1% on the outstanding balance for the term of the loans, the maximum of which is five years unless forgiven sooner by the SBA. For the years ended June 30, 2022 and June 30, 2021, \$102 and \$219 of PPP loan fees were recognized in income, respectively. As of June 30, 2022 all of the original \$7,654 of PPP loans have been forgiven.

**Consumer and Other Loans:** The Company offers installment loans for various consumer purposes, including the purchase of automobiles, boats, and for other legitimate personal purposes. The maximum terms of consumer loans is generally 18 months for unsecured loans and 18 to 60 months for loans secured by a vehicle, depending on the age of the vehicle. The Company generally only extends consumer loans to existing customers or their immediate family members, and these loans generally have relatively low balances.

**OCONEE FEDERAL FINANCIAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As of and for the Years Ended June 30, 2022 and 2021**  
**(Amounts in thousands, except share and per share data)**

**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Consumer loans may entail greater credit risk than residential mortgage loans, particularly in the case of consumer loans that are unsecured or are secured by rapidly depreciable assets, such as automobiles. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

*Concentration of Credit Risk and Other:* The Company's business activity is principally with customers located in the northwest portion of South Carolina and northeast Georgia. The Company requires its customers to provide collateral, generally in the form of title to real estate, for substantially all loans. Certain consumer loans are made to customers without requiring collateral. Except for loans in the Company's market area, the Company has no other significant concentrations of credit risk.

The Company places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation ("FDIC") provides deposit insurance for up to \$250 for substantially all depository accounts. The Company from time to time may have amounts on deposit in excess of the insured limits, and management believes the risk of loss is not significant.

*Loan Servicing Rights:* When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value with the income statement effect recorded in mortgaging banking income. 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.

Under the fair value measurement method, the Company measures servicing rights at fair value at each reporting date and reports changes in fair value of servicing assets in earnings in the period in which the changes occur, and are shown as change in loan servicing asset on the consolidated statements of income and comprehensive income. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

*Goodwill:* Goodwill represents the excess of the purchase price over the fair value of the net identifiable assets acquired in a business combination. Management reviews goodwill for impairment annually, or more frequently if deemed necessary, as goodwill is deemed to have an indefinite life. On the annual assessment date, May 31, management performs a qualitative assessment of whether it was more likely than not that the fair value exceeds carrying value. Based on the most recent assessment, management determined that it was more likely than not that the fair value exceeded its carrying value, resulting in no impairment to goodwill.

*Core Deposit Intangible:* Core deposit intangible represents the estimated value of long-term deposit core deposit relationships acquired in a business combination. This value is amortized over the weighted-average estimated useful lives of deposit accounts using a method that management believes reasonably approximates the anticipated benefit stream from this intangible. The estimated useful lives are periodically reviewed for reasonableness. The core deposit intangible acquired will be amortized over 10 years using the original projections of future benefit stream of cash flows, adjusted periodically, if needed for potential impairment of the remaining unamortized balance of the core deposit intangible.

*Premises and Equipment:* Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Buildings and related components are depreciated using the straight-line method with useful lives ranging from 5 to 39 years. Furniture, fixtures and equipment are depreciated using the straight-line method, with useful lives ranging from 5 to 7 years. Maintenance and repairs are charged to operations in the year incurred. Gains and losses on dispositions are included in current year operations. The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable.

*Real Estate Owned:* Real estate acquired through loan foreclosure is initially recorded at fair value less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, real estate owned is recorded at the lower of carrying amount or fair value less estimated costs to sell. Any initial losses at the time of foreclosure are charged against the allowance for loan losses with any subsequent losses or write-downs included in the consolidated statements of income and comprehensive income as a component of noninterest expenses.

**OCONEE FEDERAL FINANCIAL CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*Restricted Equity Securities:* Restricted equity securities consist of Federal Home Loan Bank of Atlanta (“FHLB”) stock and First National Bankers Bancshares, Inc. (“FNBB”) stock. The Company is a member of the FHLB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. There is a very limited market for FNBB stock. Based on the redemptive provisions of the FHLB and FNBB, the stock is carried at cost, as restricted securities, and is periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

*Income Taxes:* The provision for income taxes is based on amounts reported in the consolidated statements of income and comprehensive income (after exclusion of non-taxable income such as interest on state and municipal securities) and includes changes in deferred taxes. Deferred taxes are computed using the asset and liability approach. Deferred tax assets and liabilities are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

The Company follows guidance issued by the FASB with respect to accounting for uncertainty in income taxes. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

The Company recognizes interest and/or penalties related to income tax matters in other noninterest expense.

*Comprehensive Income:* Comprehensive income consists of net income and other comprehensive income/(loss). Other comprehensive income for the Company consists solely of unrealized gains and losses on securities available-for-sale, net of tax.

*Loss Contingencies:* Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the consolidated financial statements.

*Loan Commitments and Related Financial Instruments:* Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

*Fair Value of Financial Instruments:* Fair values of financial instruments are estimated using relevant market information. Changes in market conditions could significantly affect the estimates. For financial instruments where there is little or no relevant market information due to limited or no market activity, the Company estimates the fair value of these instruments through the use of a discounted present value of estimated cash flows technique, which includes the Company’s own assumptions as to the amounts and timing of cash flows, adjusted for risk factors related to nonperformance and liquidity. The Company’s assumptions are based on an exit price strategy and take into consideration the assumptions that a willing market participant would use about nonperformance and liquidity risk.

*Employee Stock Ownership Plan (“ESOP”):* The cost of shares issued to the ESOP, but not yet allocated to participants, is shown as a reduction of shareholders’ equity. Compensation expense is based on the market price of shares as they are committed to be released to participant accounts. Dividends, when paid, on allocated ESOP shares reduce retained earnings. Dividends, when paid, on unearned ESOP shares reduce debt and accrued interest.

*Retirement Plans:* Profit sharing plan expense is the amount of the Company’s contribution to participants of the plan. Deferred compensation and supplemental retirement plan expense allocates the benefits over years of service.

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**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*Bank Owned Life Insurance:* The Company has purchased life insurance policies on certain directors and employees. Accounting guidance requires bank owned life insurance to be recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

*Reclassifications:* Some items in the prior year consolidated financial statements were reclassified to conform to the current presentation and had no effect on net income or shareholders' equity.

*Earnings Per Share ("EPS"):* Basic EPS is based on the weighted average number of common shares outstanding and is adjusted for ESOP shares not yet committed to be released. Unvested restricted stock awards, which contain rights to non-forfeitable dividends, are considered participating securities and the two-class method of computing basic and diluted EPS is applied. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as outstanding stock options, were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. Diluted EPS is calculated by adjusting the weighted average number of shares of common stock outstanding to include the effect of contracts or securities exercisable (such as stock options) or which could be converted into common stock, if dilutive, using the treasury stock method.

*Segment Reporting:* While the chief decision-makers monitor the revenue streams of the various products and services, operations are managed and financial performance is evaluated on a Company-wide basis. Operating results are not reviewed by senior management to make resource allocation or performance decisions. Management has determined that the Company has a single operating segment, which is to provide consumer and commercial banking services to individuals and businesses located in Oconee and Pickens Counties, South Carolina and to Stephens and Rabun Counties, Georgia and their surrounding counties and townships. The Company's various products and services are those generally offered by community banks, and the allocation of resources is based on the overall performance of the Company versus individual regions, branches, products and services.

*New Accounting Standards:*

Accounting Standards Update ("ASU") 2022-02, "Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures". Issued in March 2022, ASU 2022-02 provides amendments which are intended to improve the decision usefulness of information provided to investors about certain loan re-financings, restructurings, and write-offs. For the Company, the amendments are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

ASU 2021-10, "Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance". Issued in November 2021, ASU 2021-10 requires certain annual disclosures about transactions with a government that are accounted for by applying a grant or contribution accounting model by analogy to other accounting guidance. The guidance is effective for financial statements issued for annual periods beginning after December 15, 2021. The Company does not expect these amendments to have a material effect on its financial statements.

ASU 2020-04, "Reference Rate Reform (Topic 848)". Issued in March 2020, ASU 2020-04 provides temporary optional guidance to ease the potential burden in accounting for reference rate reform. The amendments are effective as of March 12, 2020 through December 31, 2022. The Company does not expect these amendments to have a material effect on its financial statements.

ASU 2019-12, "Income Taxes (Topic 740)". Issued in December 2019, ASU 2019-12 provides guidance to simplify accounting for income taxes by removing specific technical exceptions that often produce information difficult for investors to understand. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. For the Company, the amendments are effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company adopted this standard on July 1, 2021. This pronouncement did not have a material effect on the financial statements.



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**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

ASU 2019-11, “Codification to Improvements to Topic 326, Financial Instruments – Credit Losses”. Issued in November 2019, ASU 2019-11 provides guidance that addresses issues raised by stakeholders during the implementation of ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The amendments affect a variety of Topics in the Accounting Standards Codification. For the Company, the amendments are effective for fiscal years beginning after December 15, 2022 including interim periods within those fiscal years. Early adoption is permitted in any interim period as long as an entity has adopted the amendments in ASU 2016-13.

ASU 2019-10, “Financial Instruments – Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842)”. Issued in November 2019, ASU 2019-10 provides guidance to defer the effective dates for private companies, not-for-profit organizations, and certain smaller reporting companies (such as the Company) applying standards on current expected credit losses (CECL), derivatives, hedging and leases. For the Company, the new effective date for Credit Losses (CECL) will be for fiscal years beginning after December 15, 2022 including interim periods within those fiscal years. For the Company, the effective dates for Derivatives, Hedging and Leases were not deferred under this guidance.

ASU 2019-05, “Financial Instruments—Credit Losses (Topic 326): Targeted Transition Relief”. Issued in May 2019, ASU 2019-05 provides entities with an option to irrevocably elect the fair value option, applied on an instrument-by-instrument basis for eligible instruments, upon adoption of ASU 2016-13, Measurement of Credit Losses on Financial Instruments. On October 16, 2019, the Financial Accounting Standards Board (“FASB”) announced a delay in the implementation schedule allowing certain entities, including smaller reporting companies (such as the Company) to adopt ASU 2016-13 in fiscal years beginning after December 15, 2022, and interim periods within those years.

ASU 2016-13, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments”. Issued in June 2016, ASU 2016-13 provides financial statement users with more decision-useful information about the expected credit losses on financial instruments that are not accounted for at fair value through net income, including loans held for investment, held-to-maturity debt securities, trade and other receivables, net investment in leases and other commitments to extend credit held by a reporting entity at each reporting date. ASU 2016-13 requires that financial assets measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The amendments in ASU 2016-13 eliminate the probable incurred loss recognition in current GAAP and reflect an entity’s current estimate of all expected credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the financial assets. For purchased financial assets with a more-than-insignificant amount of credit deterioration since origination (“PCD assets”) that are measured at amortized cost, the initial allowance for credit losses is added to the purchase price rather than being reported as a credit loss expense. Subsequent changes in the allowance for credit losses on PCD assets are recognized through the statement of income as a credit loss expense. Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses rather than as a direct write-down to the security. Early adoption is permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company is currently evaluating the impact of ASU 2016-13 on its consolidated financial statements. In November 2019, the FASB issued guidance delaying the implementation schedule and allowing certain entities, including smaller reporting companies (such as the Company) to adopt ASU 2016-13 in fiscal years beginning after December 15, 2022, and interim periods within those years.

There have been no other accounting standards that have been issued or proposed by the Financial Accounting Standards Board (“FASB”) or other standards-setting bodies that are expected to have a material impact on the Company’s financial position, results of operations or cash flows. The Company continues to evaluate the impact of standards previously issued and not yet effective.

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**NOTE 2—EARNINGS PER SHARE**

Basic EPS is determined by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS is calculated by adjusting the weighted average number of shares of common stock outstanding to include the effect of contracts or securities exercisable (such as stock options) or which could be converted into common stock, if dilutive, using the treasury stock method. ESOP shares are considered outstanding for this calculation unless unearned. The factors used in the earnings per common share computation follow:

	Years Ended	
	June 30, 2022	June 30, 2021
Earnings per share		
Net income	\$ 4,099	\$ 4,065
Less: distributed earnings allocated to participating securities	(4)	(6)
Less: (undistributed income) dividends in excess of earnings allocated to participating securities	(3)	(4)
Net earnings available to common shareholders	\$ 4,092	\$ 4,055
Weighted average common shares outstanding including participating securities	5,595,451	5,601,384
Less: participating securities	(9,700)	(14,300)
Less: average unearned ESOP shares	(7,565)	(25,075)
Weighted average common shares outstanding	5,578,186	5,562,009
Basic earnings per share	\$ 0.73	\$ 0.73
Weighted average common shares outstanding	5,578,186	5,562,009
Add: dilutive effects of assumed exercises of stock options	4,745	49,086
Average shares and dilutive potential common shares	5,582,931	5,611,095
Diluted earnings per share	\$ 0.73	\$ 0.72

During the years ended June 30, 2022 and 2021, there were 21,200 shares that were considered anti-dilutive as the weighted average exercise prices of outstanding stock options were in excess of the weighted average market value for the periods presented.

**NOTE 3—SECURITIES AVAILABLE-FOR-SALE**

Debt, mortgage-backed and equity securities have been classified in the consolidated balance sheets according to management's intent. U.S. Government agency mortgage-backed securities consist of securities issued by U.S. Government agencies and U.S. Government sponsored enterprises. Investment securities at June 30, 2022 and 2021 are as follows:

June 30, 2022	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Change in Fair Value Equity Securities	Fair Value
Available-for-sale:					
FHLMC common stock	\$ 20	\$ —	\$ —	\$ 14	\$ 34
Certificates of deposit	1,247	2	—	—	1,249
Municipal securities	16,991	3	(397)	—	16,597
CMOs	14,145	—	(1,081)	—	13,064
U.S. Government agency mortgage-backed securities	123,652	—	(14,048)	—	109,604
U.S. Treasury and Government agency bonds	12,431	—	(1,680)	—	10,751
Total available-for-sale	\$ 168,486	\$ 5	\$ (17,206)	\$ 14	\$ 151,299

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**NOTE 3—SECURITIES AVAILABLE-FOR-SALE (Continued)**

June 30, 2021	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Change in Fair Value Equity Securities	Fair Value
Available-for-sale:					
FHLMC common stock .....	\$ 20	\$ —	\$ —	\$ 97	\$ 117
Certificates of deposit .....	2,244	53	—	—	2,297
Municipal securities .....	18,737	794	—	—	19,531
CMOs .....	7,468	262	(14)	—	7,716
U.S. Government agency mortgage-backed securities ..	95,811	916	(614)	—	96,113
U.S. Treasury and Government agency bonds .....	13,493	32	(238)	—	13,287
Total available-for-sale .....	<u>\$ 137,773</u>	<u>\$ 2,057</u>	<u>\$ (866)</u>	<u>\$ 97</u>	<u>\$ 139,061</u>

Securities pledged at June 30, 2022 and 2021 had a fair value amount of \$19,322 and \$22,726, respectively, and were pledged to secure public deposits and FHLB advances.

At June 30, 2022 and 2021, there were no holdings of securities of any one issuer, other than the U.S. Government agencies and U.S. Government sponsored enterprises, in an amount greater than 10% of shareholders' equity.

The following tables show the fair value and unrealized loss of securities that have been in unrealized loss positions for less than twelve months and twelve months or more at June 30, 2022 and 2021. The tables also show the number of securities in an unrealized loss position for each category of investment security as of the respective dates.

June 30, 2022	Less than 12 Months			12 Months or More			Total		
	Fair Value	Unrealized Loss	Number in Unrealized Loss <sup>(1)</sup>	Fair Value	Unrealized Loss	Number in Unrealized Loss <sup>(1)</sup>	Fair Value	Unrealized Loss	Number in Unrealized Loss <sup>(1)</sup>
Available-for-sale:									
Municipal securities ..	\$ 15,027	\$ (397)	41	\$ —	\$ —	—	\$ 15,027	\$ (397)	41
CMOs .....	12,174	(972)	17	889	(109)	1	13,063	(1,081)	18
U.S. Government agency mortgage- backed securities ...	80,288	(9,197)	69	29,188	(4,851)	22	109,476	(14,048)	91
U.S. Treasury and Government agency bonds .....	3,822	(403)	2	6,930	(1,277)	5	10,752	(1,680)	7
	<u>\$111,311</u>	<u>\$ (10,969)</u>	<u>129</u>	<u>\$37,007</u>	<u>\$ (6,237)</u>	<u>28</u>	<u>\$148,318</u>	<u>\$ (17,206)</u>	<u>157</u>

June 30, 2021	Less than 12 Months			12 Months or More			Total		
	Fair Value	Unrealized Loss	Number in Unrealized Loss <sup>(1)</sup>	Fair Value	Unrealized Loss	Number in Unrealized Loss <sup>(1)</sup>	Fair Value	Unrealized Loss	Number in Unrealized Loss <sup>(1)</sup>
Available-for-sale:									
CMOs .....	\$ 990	\$ (14)	1	\$ —	\$ —	—	\$ 990	\$ (14)	1
U.S. Government agency mortgage- backed securities ...	51,863	(606)	25	1,101	(8)	1	52,964	(614)	26
U.S. Treasury and Government agency bonds .....	7,993	(238)	5	—	—	—	7,993	(238)	5
	<u>\$ 60,846</u>	<u>\$ (858)</u>	<u>31</u>	<u>\$ 1,101</u>	<u>\$ (8)</u>	<u>1</u>	<u>\$ 61,947</u>	<u>\$ (866)</u>	<u>32</u>

(1) Actual amounts.

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**NOTE 3—SECURITIES AVAILABLE-FOR-SALE (Continued)**

None of the unrealized losses at June 30, 2022 were recognized into net income for the year ended June 30, 2022 because the issuer's bonds are of high credit quality, management does not intend to sell and it is likely that management will not be required to sell the securities prior to their anticipated recovery, and the decline in fair value is largely due to changes in interest rates. The fair value of these securities is expected to recover as they approach their maturity date or reset date. None of the unrealized losses at June 30, 2021 were recognized as having OTTI during the year ended June 30, 2021.

The amortized cost and fair value of debt securities classified as available-for-sale at June 30, 2022 and 2021 by contractual maturity are summarized in the following table. Mortgage-backed securities are not scheduled since expected maturities will differ from contractual maturities because borrowers have the right to prepay the obligations. FHLMC common stock is not scheduled because it has no contractual maturity date.

	June 30, 2022		June 30, 2021	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Less than one year . . . . .	\$ 1,247	\$ 1,249	\$ 3,003	\$ 3,034
Due from one to five years . . . . .	4,756	4,727	5,793	6,008
Due after five years to ten years . . . . .	22,244	20,391	22,258	22,459
Due after ten years . . . . .	2,422	2,230	3,420	3,614
Mortgage-backed securities, CMOs and FHLMC stock . . . . .	137,817	122,702	103,299	103,946
Total available for sale . . . . .	<u>\$ 168,486</u>	<u>\$ 151,299</u>	<u>\$ 137,773</u>	<u>\$ 139,061</u>

The following table presents the gross proceeds from sales of securities available-for-sale and gains or losses recognized for the years ended June 30, 2022 and 2021:

	Year Ended	
	June 30, 2022	June 30, 2021
<b>Available for sale:</b>		
Proceeds . . . . .	\$ —	\$ 10,932
Gross gains . . . . .	—	222
Gross losses . . . . .	—	—

The tax provision related to the net realized gain for the year ended June 30, 2021 was \$47.

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**NOTE 4—LOANS**

The components of loans at June 30, 2022 and 2021 were as follows:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Real estate loans:		
One-to-four family .....	\$ 276,410	\$ 268,889
Multi-family .....	368	649
Home equity .....	4,803	6,158
Nonresidential .....	24,629	21,868
Agricultural .....	2,573	2,683
Construction and land .....	32,836	27,002
Total real estate loans .....	<u>341,619</u>	<u>327,249</u>
Commercial and industrial <sup>(1)</sup> .....	2,313	5,871
Consumer and other loans .....	1,180	5,969
Total loans .....	<u>\$ 345,112</u>	<u>\$ 339,089</u>

(1) Includes \$2,677 of 100% SBA guaranteed PPP loans as of June 30, 2021. As of June 30, 2022, all PPP loans were forgiven.

The table above includes net deferred loan fees of \$2,157 and \$1,819 at June 30, 2022 and June 30, 2021, respectively.

The following table presents the activity in the allowance for loan losses for the year ended June 30, 2022 by portfolio segment:

<u>Year ended June 30, 2022</u>	<u>Beginning Balance</u>	<u>Provision</u>	<u>Charge-offs</u>	<u>Recoveries</u>	<u>Ending Balance</u>
Real estate loans:					
One-to-four family .....	\$ 992	\$ (27)	\$ —	\$ —	\$ 965
Multi-family .....	4	5	—	—	9
Home equity .....	41	(7)	—	—	34
Nonresidential .....	133	25	—	—	158
Agricultural .....	15	—	—	—	15
Construction and land .....	103	29	—	—	132
Total real estate loans .....	<u>1,288</u>	<u>25</u>	<u>—</u>	<u>—</u>	<u>1,313</u>
Commercial and industrial .....	22	2	—	—	24
Consumer and other loans .....	29	(27)	—	—	2
Total loans .....	<u>\$ 1,339</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,339</u>

The following table presents the recorded balances of loans and amount of allowance allocated based upon impairment method by portfolio segment at June 30, 2022:

<u>At June 30, 2022</u>	<u>Ending Allowance on Loans:</u>		<u>Loans:</u>	
	<u>Individually Evaluated for Impairment</u>	<u>Collectively Evaluated for Impairment</u>	<u>Individually Evaluated for Impairment</u>	<u>Collectively Evaluated for Impairment</u>
Real estate loans:				
One-to-four family .....	\$ —	\$ 965	\$ 948	\$ 275,462
Multi-family .....	—	9	—	368
Home equity .....	—	34	—	4,803
Nonresidential .....	—	158	478	24,151
Agricultural .....	—	15	—	2,573
Construction and land .....	—	132	—	32,836
Total real estate loans .....	<u>—</u>	<u>1,313</u>	<u>1,426</u>	<u>340,193</u>
Commercial and industrial .....	—	24	—	2,313
Consumer and other loans .....	—	2	—	1,180
Total loans .....	<u>\$ —</u>	<u>\$ 1,339</u>	<u>\$ 1,426</u>	<u>\$ 343,686</u>



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**NOTE 4—LOANS (Continued)**

The following table presents the activity in the allowance for loan losses for the year ended June 30, 2021 by portfolio segment:

<u>Year ended June 30, 2021</u>	<u>Beginning Balance</u>	<u>Provision</u>	<u>Charge-offs</u>	<u>Recoveries</u>	<u>Ending Balance</u>
Real estate loans:					
One-to-four family .....	\$ 1,032	\$ (38)	\$ (2)	\$ —	\$ 992
Multi-family .....	4	—	—	—	4
Home equity .....	34	12	(5)	—	41
Nonresidential .....	75	58	—	—	133
Agricultural .....	4	11	—	—	15
Construction and land .....	105	(2)	—	—	103
Total real estate loans .....	1,254	41	(7)	—	1,288
Commercial and industrial .....	65	(43)	—	—	22
Consumer and other loans .....	27	2	—	—	29
Total loans .....	<u>\$ 1,346</u>	<u>\$ —</u>	<u>\$ (7)</u>	<u>\$ —</u>	<u>\$ 1,339</u>

The following table presents the recorded balances of loans and amount of allowance allocated based upon impairment method by portfolio segment at June 30, 2021:

<u>At June 30, 2021</u>	<u>Ending Allowance on Loans:</u>		<u>Loans:</u>	
	<u>Individually Evaluated for Impairment</u>	<u>Collectively Evaluated for Impairment</u>	<u>Individually Evaluated for Impairment</u>	<u>Collectively Evaluated for Impairment</u>
Real estate loans:				
One-to-four family .....	\$ —	\$ 992	\$ 1,711	\$ 267,178
Multi-family .....	—	4	—	649
Home equity .....	—	41	—	6,158
Nonresidential .....	—	133	—	21,868
Agricultural .....	—	15	—	2,683
Construction and land .....	—	103	—	27,002
Total real estate loans .....	—	1,288	1,711	325,538
Commercial and industrial <sup>(1)</sup> .....	—	22	—	5,871
Consumer and other loans .....	—	29	—	5,969
Total loans .....	<u>\$ —</u>	<u>\$ 1,339</u>	<u>\$ 1,711</u>	<u>\$ 337,378</u>

(1) Includes \$2,677 of PPP loans for which no loan loss reserve was allocated due to 100% SBA guarantee.

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**NOTE 4—LOANS (Continued)**

The tables below present loans that were individually evaluated for impairment by portfolio segment at June 30, 2022 and 2021, including the average recorded investment balance and interest earned for the years ended June 30, 2022 and 2021:

	June 30, 2022				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
<b>With no recorded allowance:</b>					
Real estate loans:					
One-to-four family .....	\$ 952	\$ 948	\$ —	\$ 1,330	\$ 38
Multi-family .....	—	—	—	—	—
Home equity .....	—	—	—	—	—
Nonresidential .....	507	478	—	239	—
Agricultural .....	—	—	—	—	—
Construction and land .....	—	—	—	—	—
Total real estate loans .....	<u>1,459</u>	<u>1,426</u>	<u>—</u>	<u>1,569</u>	<u>38</u>
Commercial and industrial .....	—	—	—	—	—
Consumer and other loans .....	—	—	—	—	—
Total .....	<u>\$ 1,459</u>	<u>\$ 1,426</u>	<u>\$ —</u>	<u>\$ 1,569</u>	<u>\$ 38</u>
<b>With recorded allowance:</b>					
Real estate loans:					
One-to-four family .....	\$ —	\$ —	\$ —	\$ —	\$ —
Multi-family .....	—	—	—	—	—
Home equity .....	—	—	—	—	—
Nonresidential .....	—	—	—	—	—
Agricultural .....	—	—	—	—	—
Construction and land .....	—	—	—	—	—
Total real estate loans .....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Commercial and industrial .....	—	—	—	—	—
Consumer and other loans .....	—	—	—	—	—
Total .....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Totals:</b>					
Real estate loans .....	\$ 1,459	\$ 1,426	\$ —	\$ 1,569	\$ 38
Consumer and other loans .....	—	—	—	—	—
Total .....	<u>\$ 1,459</u>	<u>\$ 1,426</u>	<u>\$ —</u>	<u>\$ 1,569</u>	<u>\$ 38</u>

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**NOTE 4—LOANS (Continued)**

	June 30, 2021				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
<b>With no recorded allowance:</b>					
Real estate loans:					
One-to-four family .....	\$ 1,736	\$ 1,711	\$ —	\$ 1,772	\$ 34
Multi-family .....	—	—	—	—	—
Home equity .....	—	—	—	—	—
Nonresidential .....	—	—	—	281	—
Agricultural .....	—	—	—	—	—
Construction and land .....	—	—	—	—	—
Total real estate loans .....	<u>1,736</u>	<u>1,711</u>	<u>—</u>	<u>2,053</u>	<u>34</u>
Commercial and industrial .....	—	—	—	—	—
Consumer and other loans .....	—	—	—	—	—
Total .....	<u>\$ 1,736</u>	<u>\$ 1,711</u>	<u>\$ —</u>	<u>\$ 2,053</u>	<u>\$ 34</u>
<b>With recorded allowance:</b>					
Real estate loans:					
One-to-four family .....	\$ —	\$ —	\$ —	\$ —	\$ —
Multi-family .....	—	—	—	—	—
Home equity .....	—	—	—	—	—
Nonresidential .....	—	—	—	—	—
Agricultural .....	—	—	—	—	—
Construction and land .....	—	—	—	—	—
Total real estate loans .....	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Commercial and industrial .....	—	—	—	—	—
Consumer and other loans .....	—	—	—	—	—
Total .....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Totals:</b>					
Real estate loans .....	\$ 1,736	\$ 1,711	\$ —	\$ 2,053	\$ 34
Consumer and other loans .....	—	—	—	—	—
Total .....	<u>\$ 1,736</u>	<u>\$ 1,711</u>	<u>\$ —</u>	<u>\$ 2,053</u>	<u>\$ 34</u>

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**NOTE 4—LOANS (Continued)**

The following tables present the aging of past due loans as well as nonaccrual loans. Nonaccrual loans and accruing loans past due 90 days or more include both smaller balance homogenous loans and larger balance loans that are evaluated either collectively or individually for impairment.

Total past due and nonaccrual loans by portfolio segment at June 30, 2022:

	<u>30-59 Days Past Due</u>	<u>60-89 Days Past Due</u>	<u>90 Days or More Past Due</u>	<u>Total Past Due</u>	<u>Current</u>	<u>Total Loans</u>	<u>Nonaccrual Loans</u>	<u>Accruing Loans Past Due 90 Days or More</u>
Real estate loans:								
One-to-four family .....	\$ 2,632	\$ 891	\$ 696	\$ 4,219	\$272,191	\$276,410	\$ 1,401	\$ —
Multi-family .....	—	—	208	208	160	368	208	—
Home equity .....	17	—	—	17	4,786	4,803	—	—
Nonresidential .....	82	156	—	238	24,391	24,629	478	—
Agricultural .....	—	—	—	—	2,573	2,573	—	—
Construction and land .....	436	—	—	436	32,400	32,836	—	—
Total real estate loans .....	<u>3,167</u>	<u>1,047</u>	<u>904</u>	<u>5,118</u>	<u>336,501</u>	<u>341,619</u>	<u>2,087</u>	<u>—</u>
Commercial and industrial .....	—	—	—	—	2,313	2,313	—	—
Consumer and other loans .....	—	—	—	—	1,180	1,180	—	—
Total .....	<u>\$ 3,167</u>	<u>\$ 1,047</u>	<u>\$ 904</u>	<u>\$ 5,118</u>	<u>\$339,994</u>	<u>\$345,112</u>	<u>\$ 2,087</u>	<u>\$ —</u>

**COVID-19 Loan Modifications:**

As a result of disruptions in economic conditions caused by COVID-19, the financial regulators issued guidance encouraging banks to work constructively with borrowers affected by the virus in our community. This guidance provided that the agencies will not criticize financial institutions that mitigate credit risk through prudent actions consistent with safe and sound practices. Section 4013 of the CARES Act, “Temporary Relief from Troubled Debt Restructurings,” which was extended by the Consolidated Appropriations Act for the fiscal year ending September 30, 2021, provided banks the option to temporarily suspend certain requirements under ASC 340-10 troubled debt restructuring classifications for a limited period of time to account for the effects of COVID-19. The Federal Reserve and the other banking agencies and regulators also issued a joint statement encouraging banks to work prudently with borrowers and to describe the agencies’ interpretations of how accounting rules under ASC 310-40 apply to certain COVID-19 related modifications. We have not considered any of the COVID-19 related modifications we performed to be troubled debt restructurings. Included in the table above are \$7,459 in loans still remaining that were modified to defer principal payments or principal and interest payments from three to six months based on the affected borrower’s request and need for COVID-19 financial relief. All loans modified for COVID-19 financial relief were current at the time of modification. Of this amount, there are \$4,846 in one-to-four family loans, \$2,246 in non-residential loans and \$367 in multi-family loans. As of June 30, 2022, \$6,984 of such loans were current and \$475 were 30 days or more past due. As of June 30, 2022, all of the COVID-19 related modifications had returned to regular payment status.

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**NOTE 4—LOANS (Continued)**

Total past due and nonaccrual loans by portfolio segment at June 30, 2021:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans	Nonaccrual Loans	Accruing Loans Past Due 90 Days or More
Real estate loans:								
One-to-four family .....	\$ 2,302	\$ 574	\$ 434	\$ 3,310	\$265,579	\$268,889	\$ 2,260	\$ —
Multi-family .....	—	217	—	217	432	649	—	—
Home equity .....	61	—	—	61	6,097	6,158	—	—
Nonresidential .....	374	—	—	374	21,494	21,868	521	—
Agricultural .....	—	—	—	—	2,683	2,683	—	—
Construction and land .....	6	—	—	6	26,996	27,002	—	—
Total real estate loans .....	<u>2,743</u>	<u>791</u>	<u>434</u>	<u>3,968</u>	<u>323,281</u>	<u>327,249</u>	<u>2,781</u>	<u>—</u>
Commercial and industrial .....	—	—	—	—	5,871	5,871	—	—
Consumer and other loans .....	—	—	—	—	5,969	5,969	—	—
Total .....	<u>\$ 2,743</u>	<u>\$ 791</u>	<u>\$ 434</u>	<u>\$ 3,968</u>	<u>\$335,121</u>	<u>\$339,089</u>	<u>\$ 2,781</u>	<u>\$ —</u>

Included in the table above are \$10,362 in loans that were modified to defer principal payments or principal and interest payments from three to six months based on the affected borrower's request and need for COVID-19 financial relief. All loans modified for COVID-19 financial relief were current at the time of modification. Of this amount, there were \$7,084 in one-to-four family loans, \$2,881 in non-residential loans and \$397 in multi-family loans. As of June 30, 2021, \$9,578 were current and \$784 were 30 days or more past due.

**Troubled Debt Restructurings:**

At June 30, 2022 and June 30, 2021, total loans that have been modified as troubled debt restructurings were \$869 and \$1,661, respectively, which consisted of one nonresidential real estate and two one-to-four family first lien loans at June 30, 2022 and two nonresidential real estate and three one-to-four family first lien loans at June 30, 2021. There was no specific allowance for loss established for these loans at June 30, 2022 or June 30, 2021. Additionally, there were no commitments to lend any additional amounts on any loan after the modification. There have been no loans modified as troubled debt restructurings during the twelve months ended June 30, 2022 or the twelve months ended June 30, 2021. No loans identified as troubled debt restructurings have defaulted since restructuring. All of these loans are on nonaccrual at June 30, 2022 and June 30, 2021. At June 30, 2022 and June 30, 2021, \$839 and \$1,107, respectively, were individually evaluated for impairment.

**Loan Grades:**

The Company utilizes a grading system whereby all loans are assigned a grade based on the risk profile of each loan. Loan grades are determined based on an evaluation of relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. All loans, regardless of size, are analyzed and are given a grade based upon the management's assessment of the ability of borrowers to service their debts.

*Pass:* Loan assets of this grade conform to a preponderance of our underwriting criteria and are acceptable as a credit risk, based upon the current net worth and paying capacity of the obligor. Loans in this category also include loans secured by liquid assets and secured loans to borrowers with unblemished credit histories.



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**NOTE 4—LOANS (Continued)**

*Pass-Watch:* Loan assets of this grade represent our minimum level of acceptable credit risk. This grade may also represent obligations previously rated “Pass”, but with significantly deteriorating trends or previously rated.

*Special Mention:* Loan assets of this grade have a potential weakness that deserves management’s close attention. If left uncorrected, these potential weaknesses may result in deterioration of repayment prospects for the loan or of the institution’s credit position at some future date.

*Substandard:* Loan assets of this grade are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

*Doubtful:* Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Total loans by risk grade and portfolio segment at June 30, 2022:

	<u>Pass</u>	<u>Pass-Watch</u>	<u>Special Mention</u>	<u>Substandard</u>	<u>Doubtful</u>	<u>Total</u>
Real estate loans:						
One-to-four family .....	\$ 268,631	\$ 2,806	\$ 2,412	\$ 2,561	\$ —	\$ 276,410
Multi-family .....	160	—	—	208	—	368
Home equity .....	4,603	193	—	7	—	4,803
Nonresidential .....	23,763	—	188	678	—	24,629
Agricultural .....	2,573	—	—	—	—	2,573
Construction and land .....	32,637	166	—	33	—	32,836
Total real estate loans .....	<u>332,367</u>	<u>3,165</u>	<u>2,600</u>	<u>3,487</u>	<u>—</u>	<u>341,619</u>
Commercial and industrial .....	2,313	—	—	—	—	2,313
Consumer and other loans .....	1,180	—	—	—	—	1,180
Total .....	<u>\$ 335,860</u>	<u>\$ 3,165</u>	<u>\$ 2,600</u>	<u>\$ 3,487</u>	<u>\$ —</u>	<u>\$ 345,112</u>

Total loans by risk grade and portfolio segment at June 30, 2021:

	<u>Pass</u>	<u>Pass-Watch</u>	<u>Special Mention</u>	<u>Substandard</u>	<u>Doubtful</u>	<u>Total</u>
Real estate loans:						
One-to-four family .....	\$ 258,943	\$ 3,335	\$ 2,989	\$ 3,622	\$ —	\$ 268,889
Multi-family .....	649	—	—	—	—	649
Home equity .....	5,929	221	—	8	—	6,158
Nonresidential .....	20,991	—	727	150	—	21,868
Agricultural .....	2,683	—	—	—	—	2,683
Construction and land .....	26,581	382	—	39	—	27,002
Total real estate loans .....	<u>315,776</u>	<u>3,938</u>	<u>3,716</u>	<u>3,819</u>	<u>—</u>	<u>327,249</u>
Commercial and industrial .....	5,871	—	—	—	—	5,871
Consumer and other loans .....	5,969	—	—	—	—	5,969
Total .....	<u>\$ 327,616</u>	<u>\$ 3,938</u>	<u>\$ 3,716</u>	<u>\$ 3,819</u>	<u>\$ —</u>	<u>\$ 339,089</u>

At June 30, 2022 and 2021, consumer mortgage loans secured by residential real estate properties totaling \$137 and \$157 respectively, were in formal foreclosure proceedings and are included in one-to-four family loans.

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**NOTE 4—LOANS (Continued)**

Loans to principal officers, directors, and their affiliates during the years ended June 30, 2022 and 2021 were as follows:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Beginning balance .....	\$ 376	\$ 2,005
New loans .....	—	2,441
Sales and repayments .....	(8)	(4,070)
Ending balance .....	<u>\$ 368</u>	<u>\$ 376</u>

Directors and officers of the Company are customers of the institution in the ordinary course of business. In the opinion of management, these loans do not involve more than normal risk of collectability nor do they present other unfavorable features.

**NOTE 5—PREMISES AND EQUIPMENT**

Premises and equipment at June 30, 2022 and 2021 were as follows:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Land .....	\$ 2,438	\$ 2,438
Buildings and improvements .....	9,982	9,928
Furniture, fixtures and equipment .....	2,282	2,204
Computer software .....	227	216
	<u>14,929</u>	<u>14,786</u>
Less: accumulated depreciation .....	(6,350)	(5,814)
	<u>\$ 8,579</u>	<u>\$ 8,972</u>

Depreciation expense was \$607 and \$653 for the years ended June 30, 2022 and 2021, respectively.

**NOTE 6—GOODWILL AND INTANGIBLE ASSETS**

The carrying value of goodwill was \$2,593 at June 30, 2022 and 2021, respectively. The carrying value of the core deposit intangible was \$74 and \$134 at June 30, 2022 and 2021, respectively.

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Core deposit intangible gross .....	\$ 959	\$ 959
Accumulated amortization .....	(885)	(825)
Core deposit intangible net .....	<u>\$ 74</u>	<u>\$ 134</u>

Amortization expense for the core deposit intangible for the years ended June 30, 2022 and 2021 was \$60 and \$77, respectively.

Estimated amortization expense for each of the next five years is as follows:

2023 .....	\$ 42
2024 .....	25
2025 .....	7
2026 .....	—
2027 .....	—
Total .....	<u>\$ 74</u>

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**NOTE 7—DEPOSITS**

At June 30, 2022 and 2021, certificate of deposit accounts with balances over \$250 totaled approximately \$15,234 and \$19,519, respectively.

Scheduled maturities of certificates of deposit at June 30, 2022 are as follows for each fiscal year:

2023 .....	\$ 139,736
2024 .....	15,887
2025 .....	1,839
2026 .....	2,840
2027 .....	2,738
	<u>\$ 163,040</u>

There are no certificates of deposit scheduled to mature after 2027. The Company does not accept brokered certificates of deposit.

Directors and executive officers were customers of, and had transactions with, the Company in the ordinary course of business. Included in such transactions are deposit accounts, all of which were made under normal terms. The aggregate amount of these deposit accounts was \$2,872 and \$2,660 at June 30, 2022 and 2021, respectively.

**NOTE 8 – BORROWINGS**

At June 30, 2022 and 2021, advances from the Federal Home Loan Bank were as follows:

	<u>June 30, 2022</u>	
	<u>Balance</u>	<u>Stated Interest Rate</u>
FHLB advances due September 2022 through January 2025 .....	\$ 9,000	1.40% - 2.05%
Total .....	<u>\$ 9,000</u>	
	<u>June 30, 2021</u>	
	<u>Balance</u>	<u>Stated Interest Rate</u>
FHLB advances due September 2021 through January 2025 .....	\$ 15,000	0.16% - 1.59%
Total .....	<u>\$ 15,000</u>	

The weighted average interest rate of all outstanding FHLB advances was 1.74% and 0.61% on June 30, 2022 and June 30, 2021, respectively. Each advance is payable at its maturity date, with a prepayment penalty for fixed rate advances. The advances were collateralized by \$14,779 of investment securities at June 30, 2022. The Association has also pledged as collateral FHLB stock and has entered into a blanket collateral agreement whereby qualifying mortgages, free of other encumbrances and at various discounted values as determined by the FHLB, will be maintained. Based on this collateral, the Association is eligible to borrow up to a total of \$135,287 at June 30, 2022.

Payments over the next five years are as follows:

2022 .....	\$4,000
2023 .....	\$2,500
2025 .....	\$2,500

There were no overnight borrowings at June 30, 2022 or June 30, 2021.

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**NOTE 9—INCOME TAXES**

Income tax expense for the years ended June 30, 2022 and 2021 was as follows:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Current federal expense .....	\$ 723	\$ 724
Current state expense .....	222	264
Deferred federal expense .....	21	54
Deferred state expense .....	7	22
Total .....	<u>\$ 973</u>	<u>\$ 1,064</u>

Temporary differences between tax and financial reporting that result in net deferred tax assets are as follows at June 30, 2022 and 2021:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Deferred tax assets:		
Fair value adjustments from acquisition .....	\$ 47	\$ 82
Allowance for loan losses .....	345	345
Deferred loan fees, net .....	533	442
Deferred compensation .....	76	91
Acquired net operating loss (“NOL”) .....	52	56
Equity compensation plans .....	33	35
Prepaid expenses .....	54	55
Accrued compensation .....	79	89
Securities available-for-sale .....	3,613	—
Other .....	<u>3</u>	<u>—</u>
Total deferred tax assets .....	4,835	1,195
Deferred tax liabilities:		
Securities available-for-sale .....	—	(249)
Fixed assets .....	(109)	(85)
FHLB stock dividends .....	(48)	(48)
Other .....	<u>—</u>	<u>(26)</u>
Total deferred tax liabilities .....	(157)	(408)
Net deferred tax asset .....	<u>\$ 4,678</u>	<u>\$ 787</u>

A net operating loss (“NOL”) of \$403 was acquired in the Stephens Federal Bank acquisition in 2014. At June 30, 2022 and 2021, the NOL remaining totaled \$246 and \$267, respectively, with a deferred tax asset of \$52 and \$56, respectively. The NOL will expire on June 30, 2034. The realization of the deferred tax asset resulting from the NOL is dependent upon generating sufficient taxable income prior to the NOL’s expiration. In assessing the realizability of the deferred tax asset, management considered whether it is more likely than not that some portion or all of the deferred tax asset would not be realized. Based on the Company’s current and expected future financial performance as well as strong asset quality, management determined that no valuation allowance was necessary at June 30, 2022.

Retained earnings as of June 30, 2022 and 2021 includes approximately \$5,284 representing reserve method bad debt reserves originating prior to December 31, 1987 for which no deferred income taxes are required to be provided. These reserves may be included in taxable income if the Company pays dividends in excess of its accumulated earnings and profits (as defined by the Internal Revenue Code) or in the event of a distribution in partial or complete liquidation of the Company.

A reconciliation of the amount computed by applying the federal statutory rate to pretax income with income tax expense for the years ended June 30, 2022 and 2021 is as follows:

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**NOTE 11—REGULATORY CAPITAL REQUIREMENTS (Continued)**

	June 30, 2022		June 30, 2021	
	Amount	%	Amount	%
Tax at statutory federal income tax rate .....	\$ 1,065	21.00%	\$ 1,077	21.00%
Increase (decrease) resulting from:				
State income tax expense .....	222	4.37	264	5.14
Life insurance benefits .....	(97)	(1.91)	(96)	(1.87)
Tax exempt interest income .....	(71)	(1.40)	(74)	(1.44)
Other—net .....	(146)	(2.88)	(107)	(2.09)
Total .....	<u>\$ 973</u>	<u>19.18%</u>	<u>\$ 1,064</u>	<u>20.74%</u>

The Company has no current uncertain tax positions in place. No amounts were accrued for penalties or interest as of June 30, 2022 and 2021. The Company is subject to U.S. federal income tax as well as income tax of the states of South Carolina and Georgia. The Company is no longer subject to examination by taxing authorities for tax years ending before 2019.

**NOTE 10—COMMITMENTS**

*Loan commitments and related activities:* Some financial instruments, such as loan commitments, credit lines, letters of credit, and overdraft protection, are issued to meet customer financing needs. These are agreements to provide credit or to support the credit of others, as long as conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off-balance-sheet risk to credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, including obtaining collateral at exercise of the commitment.

The contractual amount of financial instruments with off-balance-sheet risk at June 30, 2022 and 2021 was as follows:

	June 30, 2022		June 30, 2021	
	Fixed	Variable	Fixed	Variable
Loan commitments .....	\$ 8,861	\$ 1,168	\$ 11,408	\$ 2,383
Unused lines of credit .....	\$ 46,169	\$ 33,937	\$ 13,555	\$ 31,758

Commitments to make loans are generally made for periods of 60 days or less. The fixed rate loan commitments are primarily for the purpose of financing the purchase, the refinance, or the construction of residential real estate. At June 30, 2022, these commitments have interest rates ranging from 2.00% to 18.00% and maturities ranging from one to 30 years.

*Financial instruments with off-balance-sheet risk:* The Company has no additional financial instruments with off-balance-sheet risk.

**NOTE 11—REGULATORY CAPITAL REQUIREMENTS**

Savings and loan associations are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. Management believes that as of June 30, 2022, the Association met all capital adequacy requirements to which it is subject. Savings and loan holding companies of a certain size became subject to capital requirements on January 1, 2015.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At June 30, 2022 and 2021, the Association was categorized as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Association's category.

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**NOTE 11—REGULATORY CAPITAL REQUIREMENTS (Continued)**

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Association to maintain minimum amounts and ratios of total, Tier 1 capital and Common Equity Tier 1 capital, as defined by the regulations, to risk-weighted assets, as defined, and of Tier 1 capital to average assets, as defined. The final rules implementing the Basel Committee on Banking Supervision’s capital guidelines for U.S. banks (the “Basel III rules”) became effective for the Company on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. Under the Basel III rules, the Company must hold a capital conservation buffer of 2.50% above the adequately capitalized risk-based capital ratios. The net realized gain or loss on available for sale securities is not included in computing regulatory capital. Management believes that, as of June 30, 2022 and 2021, the Company and the Association met all capital adequacy requirements to which they are subject.

The Association’s actual and minimum capital requirements to be well-capitalized under prompt corrective action provisions are as follows:

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>June 30, 2022</b>						
Total capital to risk weighted assets . . . . .	\$ 86,705	30.95%	\$ 29,418	10.50%	\$ 28,017	10.00%
Common equity tier 1 capital to risk weighted assets . . . . .	85,366	30.47	19,612	7.00	18,211	6.50
Tier 1 (core) capital to risk weighted assets . . . . .	85,366	30.47	23,815	8.50	22,414	8.00
Tier 1 (core) capital to average assets . . . . .	85,366	15.40	22,178	4.00	27,723	5.00
	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>June 30, 2021</b>						
Total capital to risk weighted assets . . . . .	\$ 81,886	30.55%	\$ 28,142	10.50%	\$ 26,802	10.00%
Common equity tier 1 capital to risk weighted assets . . . . .	80,547	30.05	18,761	7.00	17,421	6.50
Tier 1 (core) capital to risk weighted assets . . . . .	80,547	30.05	22,781	8.50	21,441	8.00
Tier 1 (core) capital to average assets . . . . .	80,547	14.98	21,504	4.00	26,880	5.00

The June 30, 2022 and 2021 Total Risk Weighted Assets Capital Ratios, Common Equity Tier 1 Ratios, and the Tier 1 to Risk Weighted Assets Capital Ratios displayed above under the heading “For Capital Adequacy Purposes” include conservation buffers of 2.50%.

The Qualified Thrift Lender test requires at least 65% of assets be maintained in housing-related finance and other specified areas. If this test is not met, limits are placed on growth, branching, new investments, FHLB advances and dividends, or the Association must convert to a commercial bank charter. Management believes this test is met.

**Dividend Restrictions**—The Company’s principal source of funds for dividend payments is dividends received from the Association. Banking regulations limit the amount of dividends that may be paid without prior approval of regulatory agencies. Under these regulations, the amount of dividends that may be paid in any calendar year without prior approval is limited to the current year’s net profits, combined with the retained net profits of the preceding two years, subject to the capital requirements described above. The Association has paid no dividends during 2022 and, as of June 30, 2022 could, without prior approval, but with regulatory notice, declare dividends of approximately \$1,858 (based on calendar year net income through June 30, 2022).



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**NOTE 12—FAIR VALUE MEASUREMENTS**

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

- Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
- Level 2: Significant other 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.
- Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

**Investment Securities:**

The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

**Loans:**

The fair values of loans, excluding loans held for sale and impaired loans, are estimated based on the loan's interest rate structure. Fair values for variable rate loans that reprice frequently and with no significant change in credit risk are based on the carrying values resulting in a Level 3 classification. Fair values for fixed rate loans are estimated using discounted cash flow analysis, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality along with an exit price notion resulting in a Level 3 classification.

**Impaired Loans:**

The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly. There were no impaired loans with specific allocations at June 30, 2022 or 2021.

**Loans Held for Sale:**

Loans held for sale are carried at the lower of cost or fair value, which is evaluated on a pool-level basis. The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors and result in a Level 2 classification.

**Loan Servicing Rights:**

Fair value is determined based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model utilizes assumptions that market participants would use in estimating future net servicing income and that can be validated against available market data and results in a Level 3 classification.

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**NOTE 12—FAIR VALUE MEASUREMENTS (Continued)**

**Real estate owned:**

Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals, which are updated no less frequently than annually. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Real estate owned properties are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Appraisals for both collateral-dependent impaired loans and real estate owned are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, management reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. On an annual basis, the Company compares the actual selling price of collateral that has been sold to the most recent appraised value to determine what additional adjustment should be made to the appraisal value to arrive at fair value.

**Deposits:**

The fair values disclosed for demand deposit, money market and savings accounts are equal to the amount payable on demand at the reporting date resulting in a level 2 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates of deposit to a schedule of aggregated expected monthly maturities on time deposits resulting in a level 2 classification.

**FHLB Advances:**

The fair values of the Company's FHLB advances are estimated using discounted cash flow analysis based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

Assets and liabilities measured at fair value on a recurring basis at June 30, 2022 and 2021 are summarized below:

	Fair Value Measurements			
	June 30, 2022		June 30, 2021	
	(Level 2)	(Level 3)	(Level 2)	(Level 3)
Financial assets:				
Securities available-for-sale:				
FHLMC common stock	\$ 34	\$ —	\$ 117	\$ —
Certificates of deposit	1,249	—	2,297	—
Municipal securities	16,597	—	19,531	—
CMOs	13,064	—	7,716	—
U.S. Government agency mortgage-backed securities	109,604	—	96,113	—
U.S. Treasury and Government agency bonds	10,751	—	13,287	—
Total securities available-for-sale	<u>151,299</u>	<u>—</u>	<u>139,061</u>	<u>—</u>
Loan servicing rights	—	345	—	305
Total financial assets	<u>\$ 151,299</u>	<u>\$ 345</u>	<u>\$ 139,061</u>	<u>\$ 305</u>

There are no liabilities measured at fair value on a recurring basis.

**OCONEE FEDERAL FINANCIAL CORP.**  
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**NOTE 12—FAIR VALUE MEASUREMENTS (Continued)**

The table below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs Level 3 for the years ended June 30, 2022 and 2021:

	Fair Value Measurements (Level 3)	
	Year Ended	
	June 30, 2022	June 30, 2021
	<b>Loan Servicing Rights</b>	<b>Loan Servicing Rights</b>
Balance at beginning of period: . . . . .	\$ 305	\$ 458
Unrealized net gains/(losses) included in net income . . . . .	40	(153)
Balance at end of period: . . . . .	<u>\$ 345</u>	<u>\$ 305</u>

There are no assets measured at fair value on a non-recurring basis at June 30, 2022 and 2021.

The table below presents the valuation methodology and unobservable inputs for Level 3 assets measured at fair value at June 30, 2022 and 2021:

Level 3 Quantitative Information					
	June 30, 2022 Fair Value	June 30, 2021 Fair Value	Valuation Technique	Unobservable Inputs	Range
Loan servicing rights . . . . .	\$ 345	\$ 305	Discounted cash flows	Discount rate, estimated timing of cash flows	8.50% to 10.88%

The carrying amounts and estimated fair values of the Company's on-balance sheet financial instruments at June 30, 2022 and 2021 are summarized below:

	Carrying Amount	June 30, 2022			
		Fair Value			Total
		(Level 1)	(Level 2)	(Level 3)	
<b>Financial assets</b>					
Securities available-for-sale . . . . .	\$ 151,299	\$ —	\$ 151,299	\$ —	\$ 151,299
Loans, net <sup>(1)</sup> . . . . .	343,773	—	—	325,859	325,859
Loans held for sale <sup>(2)</sup> . . . . .	152	—	—	152	152
Loan servicing rights . . . . .	345	—	—	345	345
Restricted equity securities . . . . .	1,189	N/A	N/A	N/A	N/A
<b>Financial liabilities</b>					
Deposits . . . . .	\$ 459,682	\$ —	\$ 454,970	\$ —	\$ 454,970
Fed Funds Purchased . . . . .	—	—	—	—	—
FHLB Advances . . . . .	9,000	—	8,868	—	8,868

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**NOTE 12—FAIR VALUE MEASUREMENTS (Continued)**

	Carrying Amount	June 30, 2021			Total
		(Level 1)	(Level 2)	(Level 3)	
<b>Financial assets</b>					
Securities available-for-sale	\$ 139,061	\$ —	\$ 139,061	\$ —	\$ 139,061
Loans, net <sup>(1)</sup>	337,750	—	—	339,762	339,762
Loans held for sale <sup>(2)</sup>	164	—	—	164	164
Loan servicing rights	305	—	—	305	305
Restricted equity securities	1,408	N/A	N/A	N/A	N/A
<b>Financial liabilities</b>					
Deposits	\$ 439,930	\$ —	\$ 438,491	\$ —	\$ 438,491
Fed Funds Purchased	—	—	—	—	—
FHLB Advances	15,000	—	15,087	—	15,087

(1) Carrying amount of loans is net of unearned income and the allowance. In accordance with the adoption of ASU No. 2016-01, the fair value of loans as of June 30, 2022 and 2021 was measured using an exit price notion.

(2) Loans held for sale are carried at the lower of cost or fair value, which is evaluated on a pool-level basis. The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors and result in a Level 3 classification.

**NOTE 13—EMPLOYEE BENEFIT PLANS**

The Company has deferred compensation agreements with certain of its directors whereby director fees are withheld to fund insurance contracts from which the funds will ultimately be disbursed. These agreements require the Company to make payments to such directors beginning at the age set forth in the agreement or upon death of the director if prior to the minimum age requirement. The directors vest ratably over periods established in the agreements. Interest on the liabilities is charged to earnings based on imputed interest rates established at the beginning of each agreement, which range from 6.69% to 8.50% at both June 30, 2022 and 2021, respectively. The total expense incurred under these plans for the years ended June 30, 2022 and 2021 was \$34 and \$39, respectively. The recorded liability for these agreements was \$294 and \$354 at June 30, 2022 and 2021, respectively, and is included in other accrued liabilities in the consolidated balance sheet.

To provide funds for the payments under these deferred compensation agreements, the Company has purchased insurance policies on the lives of the directors covered by these plans.

The Company has the option of making an annual contribution to a profit-sharing plan for all full-time employees over the age of 21 having completed one year of service. The Company has exercised this option in 2022 and 2021, and as such, total expense under the profit sharing plan for each of the years ended June 30, 2022 and 2021 was \$168 and \$159, respectively.

**NOTE 14—EMPLOYEE STOCK OWNERSHIP PLAN**

Employees participate in an Employee Stock Ownership Plan. The ESOP borrowed from the Company to purchase 248,842 shares of the Company's common stock at \$10 per share during 2011. The Company makes discretionary contributions to the ESOP, and pays dividends on unallocated shares to the ESOP, and the ESOP uses funds it receives to repay the loan. When loan payments are made, ESOP shares are allocated to participants based on relative compensation and expense is recorded. Dividends on allocated shares increase participant accounts.

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**NOTE 14—EMPLOYEE STOCK OWNERSHIP PLAN (Continued)**

Participants receive the shares at the end of employment. Each participant vests at a rate of 20% per year. The Company makes contributions to the ESOP each December. There were no discretionary contributions made to the ESOP for debt retirement in 2022 or 2021. ESOP compensation expense recognized for the years ended June 30, 2022 and 2021 was \$316 and \$347, respectively.

Shares held by the ESOP at June 30, 2022 and 2021 were as follows:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Committed to be released to participants .....	5,355	10,202
Allocated to participants .....	165,060	161,206
Unearned .....	3,514	11,616
Total ESOP shares .....	<u>173,929</u>	<u>183,024</u>
Fair value of unearned shares .....	<u>\$ 76</u>	<u>\$ 272</u>

**NOTE 15—STOCK BASED COMPENSATION**

On April 5, 2012, the shareholders of Oconee Federal Financial Corp. approved the Oconee Federal Financial Corp. 2012 Equity Incentive Plan (the “Plan”) for employees and directors of the Company. The Plan authorizes the issuance of up to 435,472 shares of the Company’s common stock, with no more than 124,420 of shares as restricted stock awards and 311,052 as stock options, either incentive stock options or non-qualified stock options. The exercise price of options granted under the Plan may not be less than the fair market value on the date the stock option is granted. The compensation committee of the board of directors has sole discretion to determine the amount and to whom equity incentive awards are granted. The Plan shall remain in effect as long as any awards or options are outstanding. However, the ability to grant awards or options ceased as of April 5, 2022.

There have been no stock options or restricted stock issued in fiscal 2022.

On June 21, 2021, the compensation committee of the board of directors approved the issuance of 10,000 stock options to purchase Company stock and 11,500 shares of restricted stock were granted to executive and non-executive officers. The stock options and restricted stock have vesting periods of five years, a percentage of which vests annually on each anniversary of the grant date. Stock options expire ten years after issuance. Apart from the vesting schedule for both stock options and restricted stock, there are no performance-based conditions or any other material conditions applicable to the awards issued.

The following table summarizes stock option activity for the year ended June 30, 2022:

	<u>Options</u>	<u>Weighted-Average Exercise Price/Share</u>	<u>Aggregate Intrinsic Value<sup>(1)</sup></u>
Outstanding - June 30, 2021 .....	131,901	\$ 15.70	
Granted .....	—	—	
Exercised .....	(82,001)	11.58	
Forfeited .....	—	—	
Outstanding - June 30, 2022 .....	<u>49,900</u>	<u>\$ 22.48</u>	<u>\$ —</u>
Fully vested and exercisable at June 30, 2022 .....	<u>36,100</u>	<u>\$ 21.50</u>	<u>\$ 6</u>
Expected to vest in future periods .....	13,800		
Fully vested and expected to vest - June 30, 2022 .....	<u>49,900</u>	<u>\$ 22.48</u>	<u>\$ —</u>

(1) The intrinsic value for stock options is defined as the difference between the current market value and the exercise price. The current market price was based on the closing price of common stock of \$21.66 per share on June 30, 2022.

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**NOTE 15—STOCK BASED COMPENSATION (Continued)**

The following table summarizes stock option activity for the year ended June 30, 2021:

	<u>Options</u>	<u>Weighted-Average Exercise Price/Share</u>	<u>Aggregate Intrinsic Value<sup>(1)</sup></u>
Outstanding - June 30, 2020	164,319	\$ 14.18	
Granted	10,000	23.16	
Exercised	(42,418)	11.58	
Forfeited	—	—	
Outstanding - June 30, 2021	<u>131,901</u>	<u>\$ 15.70</u>	<u>\$ 1,013</u>
Fully vested and exercisable at June 30, 2021	<u>112,401</u>	<u>\$ 14.15</u>	<u>\$ 1,037</u>
Expected to vest in future periods	19,500		
Fully vested and expected to vest - June 30, 2021	<u>131,901</u>	<u>\$ 15.70</u>	<u>\$ 1,013</u>

(1) The intrinsic value for stock options is defined as the difference between the current market value and the exercise price. The current market price was based on the closing price of common stock of \$23.38 per share on June 30, 2021.

Stock options are assumed to be earned ratably over their respective vesting periods and charged to compensation expense based upon their grant date fair value and the number of options assumed to be earned. There were 5,218 and 5,429 options that were earned during the years ended June 30, 2022 and 2021, respectively. Stock-based compensation expense for stock options for the years ended June 30, 2022 and 2021 was \$20 and \$19, respectively. Total unrecognized compensation cost related to stock options was \$50 at June 30, 2022 and is expected to be recognized over a weighted-average period of 3.2 years.

The fair value for each option grant is estimated on the date of grant using the Black-Scholes-Merton option pricing model that uses the following assumptions. The Company uses the U.S. Treasury yield curve in effect at the time of the grant to determine the risk-free interest rate. The expected dividend yield is estimated using the projected annual dividend level and recent stock price of the Company's common stock at the date of grant. Expected stock volatility is based on historical volatilities of the SNL Financial Index of Thrift MHCs. The expected life of the options is calculated based on the "simplified" method as provided for under generally accepted accounting principles.

The fiscal weighted-average fair value of options granted and assumptions used in the Black-Scholes-Merton option pricing model in the fiscal years granted are listed below.

	<u>Fiscal Years Granted 2021</u>
Risk-free interest rate	1.33%
Expected dividend yield	1.73%
Expected stock volatility	15.92%
Expected life (years)	8
Fair value	\$ 3.34

The following table summarizes non-vested restricted stock activity for the years ended June 30, 2022 and June 30, 2021:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Balance - beginning of year	14,300	5,800
Granted	—	11,750
Forfeited	—	—
Vested	(4,600)	(3,250)
Balance - end of period	<u>9,700</u>	<u>14,300</u>
Weighted average grant date fair value	<u>\$ 22.97</u>	<u>\$ 22.50</u>



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**NOTE 15—STOCK BASED COMPENSATION (Continued)**

The fair value of the restricted stock awards is amortized to compensation expense over their respective vesting periods and is based on the market price of the Company's common stock at the date of grant multiplied by the number of shares granted that are expected to vest. The weighted-average grant date fair value of restricted stock granted on June 21, 2021 was \$23.16 per share or \$266. There was no restricted stock granted during fiscal 2022. Total shares of restricted stock granted under the Plan is 131,044 of which 9,700 remain unvested at June 30, 2022. The weighted-average grant date fair value of all shares granted is \$14.09 per share. Stock-based compensation expense for restricted stock included in noninterest expense for the years ended June 30, 2022 and 2021 was \$83 and \$55, respectively. Unrecognized compensation expense for non-vested restricted stock awards was \$218 and is expected to be recognized over a weighted-average period of 3.8 years.

**NOTE 16—LOAN SERVICING RIGHTS**

Mortgage loans serviced for others are not reported as assets; however, the underlying mortgage servicing rights associated with servicing these mortgage loans serviced for others is recorded as an asset in the consolidated balance sheet. The principal balances of those loans were \$39,476 and \$52,199 at June 30, 2022 and 2021, respectively.

Custodial escrow balances maintained in connection with serviced loans were \$453 and \$559 at June 30, 2022 and 2021, respectively.

Activity for loan servicing rights for the year ended June 30, 2022 and 2021 is as follows:

	<b>Year Ended</b>	
	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Loan servicing rights:		
Beginning of period: .....	\$ 305	\$ 458
Change in fair value .....	40	(153)
End of period: .....	\$ 345	\$ 305

Fair value at June 30, 2022 was determined using a discount rate of 10.88%, prepayment speed assumptions ranging from 6.14% to 59.05% Conditional Prepayment Rate ("CPR") depending on the loans coupon, term and seasoning, and a weighted average default rate of 0.03%. Fair value at June 30, 2021 was determined using a discount rate of 8.50%, prepayment speed assumptions ranging from 10.97% to 22.14% CPR depending on the loans coupon, term and seasoning, and a weighted average default rate of 0.13%.

**NOTE 17—SUPPLEMENTAL CASH FLOW INFORMATION**

Supplemental cash flow information for the years ended June 30, 2022 and 2021 is as follows:

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Cash paid during the period for:		
Interest paid .....	\$ 1,085	\$ 1,819
Income taxes paid .....	\$ 885	\$ 1,327
Supplemental noncash disclosures:		
Transfers from loans to real estate owned .....	\$ —	\$ 52
Change in unrealized gain/loss on securities available-for-sale .....	\$ (18,392)	\$ (1,649)

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**NOTE 18—PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION**

**CONDENSED BALANCE SHEETS**  
**JUNE 30, 2022 AND 2021**

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
<b>ASSETS</b>		
Cash and cash equivalents .....	\$ 620	\$ 3,492
ESOP loan receivable .....	115	329
Other .....	25	28
Investment in banking subsidiary .....	74,497	84,271
Total assets .....	<u>\$ 75,257</u>	<u>\$ 88,120</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Accounts payable and other liabilities .....	\$ —	\$ 20
Shareholders' equity .....	75,257	88,100
Total liabilities and shareholders' equity .....	<u>\$ 75,257</u>	<u>\$ 88,120</u>

**CONDENSED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Interest income .....	\$ 7	\$ 18
Dividend from banking subsidiary .....	—	5,816
Other expenses .....	(228)	(439)
Income/(loss) before equity in undistributed income of subsidiary .....	(221)	5,395
Equity in undistributed income of subsidiary .....	4,274	(1,418)
Income before income taxes .....	4,053	3,977
Income tax benefit .....	(46)	(88)
Net income .....	<u>\$ 4,099</u>	<u>\$ 4,065</u>

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**NOTE 18—PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION (Continued)**

**CONDENSED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
<b>Cash Flows From Operating Activities</b>		
Net income .....	\$ 4,099	\$ 4,065
Adjustments to reconcile net income to net cash provided by provided by operating activities: . . .		
Change in other assets .....	3	254
Change in accounts payable and other liabilities .....	(20)	(395)
Change in undistributed income of subsidiary .....	(4,274)	1,418
Net cash (used)/provided by operations .....	<u>(192)</u>	<u>5,342</u>
<b>Cash Flows From Investing Activities</b>		
Payments received on ESOP loans .....	190	148
Net cash provided by investing activities .....	<u>190</u>	<u>148</u>
<b>Cash Flows from Financing Activities</b>		
Purchases of treasury shares .....	(658)	(1,232)
Proceeds from sale of common stock .....	—	6
Dividends paid .....	(2,212)	(2,200)
Net cash used in financing activities .....	<u>(2,870)</u>	<u>(3,426)</u>
Change in cash and cash equivalents .....	(2,872)	2,064
Cash and cash equivalents, beginning of year .....	3,492	1,428
Cash and cash equivalents, end of year .....	<u>\$ 620</u>	<u>\$ 3,492</u>

**NOTE 19—SUBSEQUENT EVENTS**

On July 28, 2022, the Board of Directors of the Company declared a quarterly cash dividend of \$0.10 per share of the Company's common stock payable to stockholders of record as of August 11, 2022, which was paid on August 25, 2022.

Management has reviewed events occurring through September 20, 2022, the date the financial statements were available to be issued and has identified no subsequent events that have occurred requiring disclosure other than the dividend discussed above.

## **ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **ITEM 9A. Controls and Procedures**

#### **(a) Evaluation of Disclosure Controls and Procedures.**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the fiscal year. Based upon that evaluation, the principal executive officer and principal financial officer concluded that, as of June 30, 2022, our disclosure controls and procedures were effective.

#### **(b) Management's Annual Report on Internal Control over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's system of internal control over financial reporting is designed under the supervision of management, including our Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles ("GAAP").

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with GAAP, and that receipts and expenditures are made only in accordance with the authorization of management and the Board of Directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on our consolidated financial statements.

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

As of June 30, 2022, management assessed the effectiveness of the Company's internal control over financial reporting based upon the framework established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon its assessment, management believes that the Company's internal control over financial reporting as of June 30, 2022 is effective using these criteria. This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company (as a non-accelerated filer) to provide only management's report in this annual report.

#### **(c) Changes in Internal Control Over Financial Reporting**

There were no significant changes made in our internal control over financial reporting during the Company's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### **ITEM 9B. Other Information**

Not applicable.

### **ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## PART III

### ITEM 10. *Directors, Executive Officers and Corporate Governance*

The information contained under the sections captioned “Proposal I—Election of Directors—Directors,” “Executive Officers Who Are Not Directors,” “—Code of Ethics” and “—Meetings and Committees of the Board of Directors” in the Company’s definitive Proxy Statement for the 2022 Annual Meeting of Stockholders (the “Proxy Statement”) is incorporated herein by reference.

### ITEM 11. *Executive Compensation*

The information contained under the section captioned “Executive Compensation” in the Proxy Statement is incorporated herein by reference.

### ITEM 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

- (a) ***Securities Authorized for Issuance Under Stock-Based Compensation Plans.*** The following table sets forth information as of June 30, 2022 about Company common stock that may be issued under the Company’s equity compensation plans.

#### EQUITY COMPENSATION PLAN INFORMATION

	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under stock-based compensation</b>
Equity compensation plans approved by security holders <sup>(1)</sup> . . . . .	49,900	\$ 22.48	—
Total . . . . .	49,900	\$ 22.48	—

(1) These awards were granted pursuant to the Oconee Federal Financial Corp. 2012 Equity Incentive Plan.

- (b) ***Security Ownership of Certain Beneficial Owners.*** The information required by this item is incorporated herein by reference to the section captioned “Voting Securities and Principal Holders” in the Proxy Statement.
- (c) ***Security Ownership of Management.*** The information required by this item is incorporated herein by reference to the section captioned “Proposal I—Election of Directors” in the Proxy Statement.
- (d) ***Changes in Control.*** Management of the Company knows of no arrangements, including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control of the registrant.

### ITEM 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by this item is incorporated herein by reference to the section captioned “Proposal I—Election of Directors—Board Independence” and “—Transactions with Certain Related Persons” of the Proxy Statement.

### ITEM 14. *Principal Accounting Fees and Services*

The information required by this item is incorporated herein by reference to the section captioned “Proposal II—Ratification of Appointment of Independent Registered Public Accounting Firm” of the Proxy Statement.

## PART IV

### ITEM 15. *Exhibits and Financial Statement Schedules*

- 3.1 Charter of Oconee Federal Financial Corp.<sup>(1)</sup>
- 3.2(i) Bylaws of Oconee Federal Financial Corp.<sup>(2)</sup>
- 3.2(ii) Amendment to the Bylaws of Oconee Federal Financial Corp.<sup>(3)</sup>
- 4(i) Form of Common Stock Certificate<sup>(1)</sup>
- 4(vi) Description of Oconee Federal Financial Corp's common stock<sup>(1)</sup>
- 10.1 Form of Employee Stock Ownership Plan<sup>(1)</sup>
- 10.2 (Intentionally omitted)
- 10.3 Deferred Compensation Agreement by and between Oconee Federal Savings and Loan Association and W. Maurice Poore<sup>(1)</sup>
- 10.4 Deferred Compensation Agreement by and between Oconee Federal Savings and Loan Association and Cecil T. Sandifer, Jr.<sup>(1)</sup>
- 10.6 Amended and Restated Employment Agreement by and between Oconee Federal Savings and Loan Association, Oconee Federal Financial Corp. and Curtis T. Evatt<sup>(6)</sup>
- 10.7 Oconee Federal Savings and Loan Association Endorsement Split Dollar Life Insurance Plan for Curtis T. Evatt and Nancy M. Carter<sup>(4)</sup>
- 10.8 Oconee Federal Financial Corp. 2012 Equity Incentive Plan<sup>(5)</sup>
- 21 Subsidiaries of Registrant<sup>(1)</sup>
- 23 Consent of Elliott Davis LLC
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets as of June 30, 2022 and 2021 (ii) the Consolidated Statements of Income and Comprehensive Income for the years ended June 30, 2022 and 2021, (iii) the Consolidated Statements of Changes in Shareholders' Equity for the years ended June 30, 2022 and 2021, (iv) the Consolidated Statements of Cash Flows for the years ended June 30, 2022 and 2021, and (v) the Notes to the Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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(1) Incorporated by reference to the Registration Statement on Form S-1 (File No. 333-169419), as initially filed September 16, 2010, and as subsequently amended.

(2) Incorporated by reference to the current report on Form 8-K (File No. 001-35033), filed on April 26, 2013.

(3) Incorporated by reference to the current report on Form 8-K (file No. 001-35033), filed on October 1, 2018.

(4) Incorporated by reference to the current report on Form 8-K (File No. 001-35033), filed on June 28, 2013.

(5) Incorporated by reference to the proxy statement for the special meeting of stockholders (File No. 001-35033), filed February 23, 2012.

(6) Incorporated by reference to the quarterly report on Form 10-Q (File No. 001-35033), filed on February 10, 2017.

### ITEM 16. *Form 10-K Summary*

None.



## SIGNATURES

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

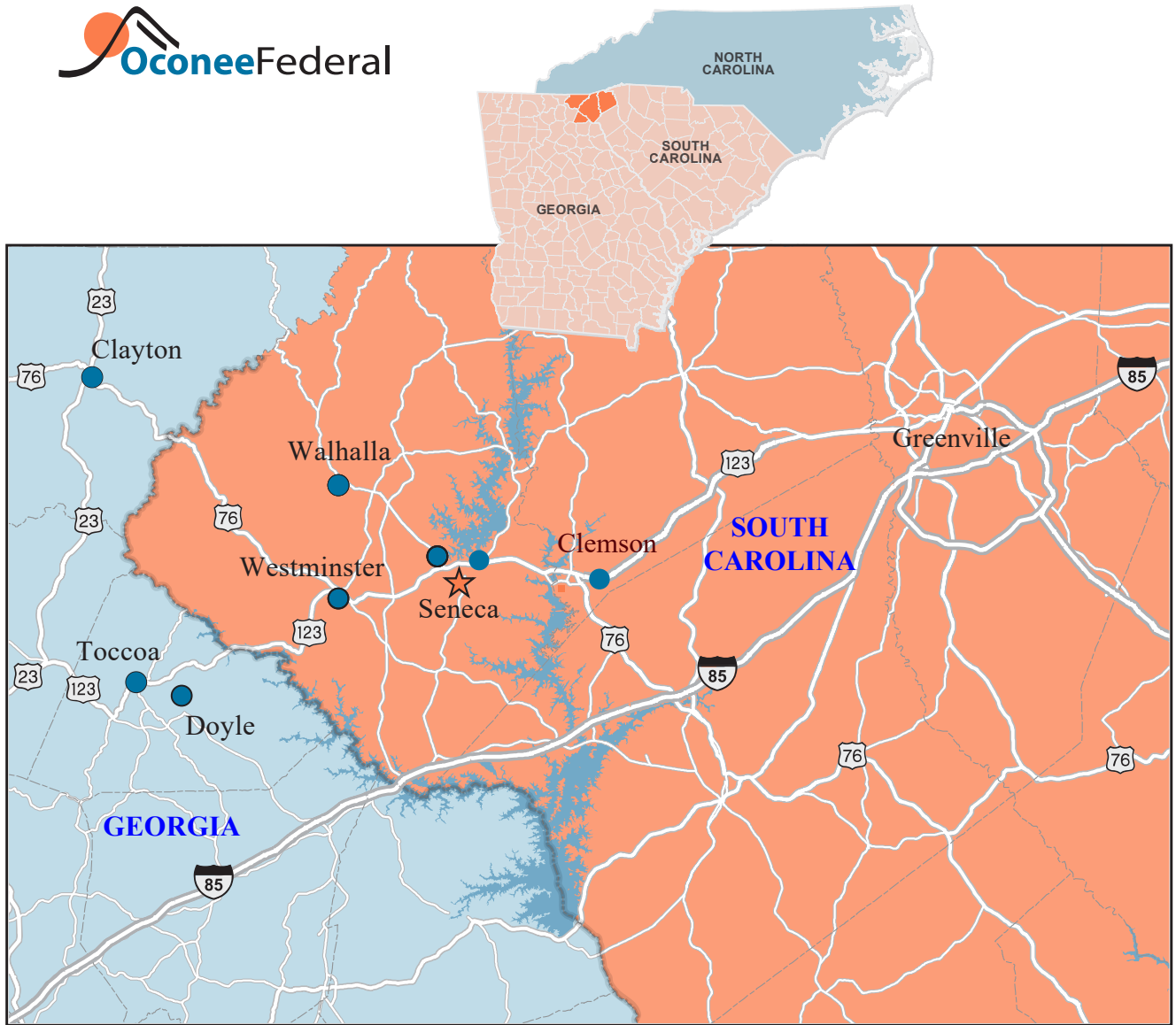
### OCONEE FEDERAL FINANCIAL CORP.

Date: September 20, 2022

By: /s/ Robert N. McLellan, Jr.  
Robert N. McLellan, Jr.  
*Chairman of the Board*  
*(Duly Authorized Representative)*

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

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ROBERT N. MCLELLAN, JR.</u> Robert N. McLellan, Jr.	Chairman of the Board	September 20, 2022
<u>/s/ CURTIS T. EVATT</u> Curtis T. Evatt	President, Chief Executive Officer, Director (Principal Executive Officer)	September 20, 2022
<u>/s/ JOHN W. HOBBS</u> John W. Hobbs	Chief Financial Officer (Principal Financial Officer)	September 20, 2022
<u>/s/ HARRY B. MAYS, JR.</u> Harry B. Mays, Jr.	Director	September 20, 2022
<u>/s/ W. MAURICE POORE</u> W. Maurice Poore	Director	September 20, 2022
<u>/s/ CECIL T. SANDIFER, JR.</u> Cecil T. Sandifer, Jr.	Director	September 20, 2022



★ EXECUTIVE OFFICES ● BRANCHES AND OFFICES

**Executive Offices**  
 201 E. North Second Street  
 Seneca, SC 29678

**Main Office**  
 115 E. North Second Street  
 Seneca, SC 29678

**Toccoa Branch**  
 2859 Highway 17 Alternate  
 Toccoa, GA 30577

**Doyle Street Branch**  
 12 East Doyle Street  
 Toccoa, GA 30577

**Seneca Branch**  
 813 - 123 By-Pass  
 Seneca, SC 29678

**Clayton Branch**  
 221 Highway 76 East  
 Clayton, GA 30525

**Clemson Branch**  
 357 Old Greenville Hwy.  
 Clemson, SC 29631

**Walhalla Branch**  
 204 W. North Broad Street  
 Walhalla, SC 29691

**Westminster Branch**  
 111 W. Windsor Street  
 Westminster, SC 29693

**OCONEE FEDERAL FINANCIAL CORP.**

201 E. North Second Street  
Seneca, SC 29678  
(864) 882-2765

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